

House Substitute for SENATE BILL No. 244

By Committee on Judiciary

3-24

1 AN ACT concerning business entities; relating to the Kansas general
2 corporation code, the business entity transactions act, the business
3 entity standard treatment act, the Kansas revised uniform limited
4 partnership act and the Kansas uniform partnership act; facilitating the
5 use of electronic transmissions and electronic signatures with certain
6 exceptions; revising procedures and requirements related to emergency
7 bylaws and actions under emergency conditions; merger or
8 consolidation; dissolution and revocation or restoration of revoked or
9 forfeited articles of incorporation or authority to engage in business and
10 revival; modifying fees charged by the secretary of state for certain
11 filings and copies; amending K.S.A. 17-6520, 56a-105 and 79-1119 and
12 K.S.A. 2022 Supp. 17-2036, 17-2718, 17-4634, 17-4677, 17-6002, 17-
13 6004, 17-6008, 17-6010, 17-6011, 17-6014, 17-6301, 17-6305, 17-
14 6401, 17-6408, 17-6410, 17-6413, 17-6426, 17-6427, 17-6428, 17-
15 6502, 17-6503, 17-6509, 17-6512, 17-6514, 17-6518, 17-6522, 17-
16 6701, 17-6702, 17-6703, 17-6705, 17-6706, 17-6707, 17-6708, 17-
17 6712, 17-6712, as amended by section 36 of this act, 17-6804, 17-6812,
18 17-7001, 17-7002, 17-7003, 17-72a04, 17-72a05, 17-72a07, 17-7302,
19 17-7503, 17-7504, 17-7505, 17-7506, 17-76,136, 17-76,139, 17-78-
20 102, 17-78-202, 17-78-203, 17-78-205, 17-78-302, 17-78-606, 17-
21 7914, 17-7918, 17-7919, 17-7924, 17-7929, 17-7933, 56-1a605, 56-
22 1a606, 56-1a607, 56a-1201, 56a-1202 and 79-3234 and repealing the
23 existing sections; also repealing K.S.A. 17-7514, 56-1a608, 56-1a610,
24 56a-1203 and 56a-1204 and K.S.A. 2022 Supp. 17-72a03 and 17-7511.

25

26 *Be it enacted by the Legislature of the State of Kansas:*

27

28 New Section 1. (a) (1) Except as provided in subsection (b), without
29 limiting the manner in which any act or transaction may be documented or
30 the manner in which a document may be signed or delivered:

31

32 (A) Any act or transaction contemplated or governed by this code or
33 the articles of incorporation or bylaws may be provided for in a document.
34 An electronic transmission shall be deemed the equivalent of a written
35 document. "Document" means:

36

(i) Any tangible medium on which information is inscribed and
includes handwritten, typed, printed or similar instruments and copies of
such instruments; and

1 (ii) an electronic transmission.

2 (B) Whenever this code or the articles of incorporation or bylaws
3 require or permit a signature, the signature may be a manual, facsimile,
4 conformed or electronic signature. "Electronic signature" means an
5 electronic symbol or process that is attached to, or logically associated
6 with, a document and executed or adopted by a person with an intent to
7 execute, authenticate or adopt the document. A person may execute a
8 document with such person's signature.

9 (C) Unless otherwise agreed between the sender and recipient, and in
10 the case of proxies or consents given by or on behalf of a stockholder,
11 subject to the additional requirements set forth in K.S.A. 17-6502(c)(2)
12 and (c)(3) or 17-6518(d)(1), and amendments thereto, an electronic
13 transmission shall be deemed delivered to a person for purposes of this
14 code and the articles of incorporation and bylaws when such electronic
15 transmission enters an information processing system that the person has
16 designated for the purpose of receiving electronic transmissions of the type
17 delivered if the electronic transmission is in a form capable of being
18 processed by that system and such person is able to retrieve the electronic
19 transmission. Whether a person has designated an information processing
20 system is determined by the articles of incorporation or bylaws or from the
21 context and surrounding circumstances, including the parties' conduct. An
22 electronic transmission is delivered under this section even if no person is
23 aware of such transmission's receipt. Receipt of an electronic
24 acknowledgement from an information processing system establishes that
25 an electronic transmission was received but, by itself, does not establish
26 that the content sent corresponds to the content received.

27 (2) This code shall not prohibit one or more persons from conducting
28 a transaction in accordance with the uniform electronic transactions act,
29 K.S.A. 16-1601 et seq., and amendments thereto, if the part or parts of the
30 transaction that are governed by the code are documented, signed and
31 delivered in accordance with this subsection or otherwise in accordance
32 with the code. This subsection shall apply solely for purposes of
33 determining whether an act or transaction has been documented, signed
34 and delivered in accordance with this code and the articles of incorporation
35 and bylaws.

36 (b) (1) Subsection (a) shall not apply to:

37 (A) A document filed with or submitted to the secretary of state, the
38 clerk of a district court or a court or other judicial or governmental body of
39 this state;

40 (B) a document comprising part of the stock ledger;

41 (C) a certificate representing a security;

42 (D) a document referenced as a notice, or waiver of notice, by this
43 code or the articles of incorporation or bylaws and that expressly provides

1 the manner of signing or delivery;

2 (E) a ballot to vote on actions at a meeting of stockholders; and

3 (F) an act or transaction effected pursuant to K.S.A. 2022 Supp. 17-
4 6808a, and amendments thereto, article 71 or 73 of chapter 17 of the
5 Kansas Statutes Annotated, and amendments thereto, or the business entity
6 standards treatment act, K.S.A. 2022 Supp. 17-7901 et seq., and
7 amendments thereto.

8 (2) The provisions of paragraph (1) shall not create any presumption
9 about the lawful means to document a matter addressed by this subsection
10 or the lawful means to sign or deliver a document addressed by this
11 subsection. No provision of the articles of incorporation or bylaws shall
12 limit the application of subsection (a) except for a provision that expressly
13 restricts or prohibits the use of an electronic transmission or electronic
14 signature, or any form thereof, or expressly restricts or prohibits the
15 delivery of an electronic transmission to an information processing system.

16 (c) In the event that any provision of this code is deemed to modify,
17 limit or supersede the federal electronic signatures in global and national
18 commerce act, 15 U.S.C. § 7001 et. seq., the provisions of this code shall
19 control to the fullest extent permitted by 15 U.S.C. § 7002(a)(2).

20 (d) This section shall be a part of and supplemental to article 60 of
21 chapter 17 of the Kansas Statutes Annotated, and amendments thereto.

22 Sec. 2. K.S.A. 2022 Supp. 17-2036 is hereby amended to read as
23 follows: 17-2036. (a) Every business trust shall make a written business
24 entity information report to the secretary of state, stating the prescribed
25 information concerning the business trust at the close of business on the
26 last day of its tax period under the Kansas income tax act next preceding
27 the date of filing, but if a business trust's tax period is other than the
28 calendar year, it shall give notice thereof to the secretary of state prior to
29 December 31 of the year it commences such tax period.

30 (b) The report shall be made on forms provided by the secretary of
31 state and shall be filed biennially, as determined by the year that the
32 business trust filed its formation documents. A business trust that filed
33 formation documents in an even-numbered year shall file a report in each
34 even-numbered year. A business trust that filed formation documents in an
35 odd-numbered year shall file a report in each odd-numbered year. The
36 report shall be filed after the close of the business trust's tax period but not
37 later than at the time prescribed by law for filing the business trust's annual
38 Kansas income tax return.

39 (c) The report shall be signed by a trustee or other authorized officer
40 under penalty of perjury and contain the following:

41 (1) Executed copies of all amendments to the instrument by which the
42 business trust was created, or to prior amendments thereto, that have been
43 adopted and have not ~~theretofore~~ been filed under K.S.A. 17-2033, and

1 amendments thereto, and accompanied by the fee prescribed ~~therein~~ by
2 law for each such amendment; ~~and~~

3 (2) a verified list of the names and *postal* addresses of its trustees as
4 of the end of each of such business trust's tax periods included in the
5 report; *and*

6 (3) *the location of the principal office, including the building and*
7 *suite number, street name or rural route number with box number, city,*
8 *state and zip code.*

9 (d) (1) At the time of filing the business entity information report, the
10 business trust shall pay to the secretary of state a fee in an amount equal to
11 \$80, plus the amount specified in rules and regulations of the secretary,
12 multiplied by the number of tax periods included in the report.

13 (2) The failure of any domestic or foreign business trust to file its
14 business entity information report and pay the required fee within 90 days
15 from the date ~~on which~~ *when* such report and fee are due, or, in the case of
16 a report filing and fee received by mail, postmarked within 90 days from
17 the date ~~on which~~ *when* such report and fee are due, shall work a forfeiture
18 of such business trust's authority to transact business in this state and all of
19 the remedies, procedures and penalties specified in K.S.A. 17-7509 and
20 17-7510, and amendments thereto, with respect to a corporation that fails
21 to file its business entity information report or pay the required fee within
22 90 days after such report and fee are due, shall be applicable to such
23 business trust.

24 (e) (1) All copies of applications for extension of the time for filing
25 income tax returns submitted to the secretary of state pursuant to law shall
26 be maintained by the secretary of state in a confidential file and shall not
27 be disclosed to any person except as authorized pursuant to the provisions
28 of K.S.A. 79-3234, and amendments thereto, a proper judicial order and
29 paragraph (2). All copies of such applications shall be preserved for one
30 year and until the secretary of state orders that the copies are to be
31 destroyed.

32 (2) A copy of such application shall be open to inspection by or
33 disclosure to any person designated by resolution of the trustees of the
34 business trust.

35 Sec. 3. K.S.A. 2022 Supp. 17-2718 is hereby amended to read as
36 follows: 17-2718. (a) Each professional corporation organized under the
37 laws of this state shall file with the secretary of state a written business
38 entity information report stating the prescribed information concerning the
39 corporation at the close of business on the last day of its tax period next
40 preceding the date of filing, but if any such corporation's tax period is
41 other than the calendar year it shall give notice thereof to the secretary of
42 state prior to December 31 of the year it commences such tax period.

43 (b) The report shall be filed biennially, as determined by the year that

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

9 (c) The report shall be made on a form provided by the secretary of
10 state, containing the following information:

11 (1) ~~The names and addresses of all officers, directors and~~
12 ~~shareholders~~ *name and postal address for each officer, director and*
13 *shareholder* of the professional corporation;

14 (2) a statement that each officer, director and shareholder is or is not a
15 qualified person as defined in K.S.A. 17-2707, and amendments thereto,
16 and setting forth the date ~~on which~~ *when* any shares of the corporation
17 were no longer owned by a qualified person; and

18 (3) ~~the amount of capital stock issued~~ *location of the principal office,*
19 *including the building and suite number, street name or rural route*
20 *number with box number, city, state and zip code.*

21 (d) The report shall be signed by its president, secretary, treasurer or
22 other officer duly authorized so to act, or by any two of its directors, or by
23 an incorporator in the event the corporation's board of directors shall not
24 have been elected. The official title or position of the individual signing
25 the report shall be designated. The fact that an individual's name is signed
26 on such report shall be prima facie evidence that such individual is
27 authorized to sign the report on behalf of the corporation. The report shall
28 be subscribed by the ~~person~~ *individual* as true, under penalty of perjury.
29 Upon request by the regulatory board that licenses the shareholders
30 described in the report, a copy of the report shall be forwarded to the
31 regulatory board.

32 (e) At the time of filing its business entity information report, each
33 professional corporation shall pay the fee prescribed by K.S.A. 17-7503,
34 and amendments thereto.

35 Sec. 4. K.S.A. 2022 Supp. 17-4634 is hereby amended to read as
36 follows: 17-4634. (a) Every corporation organized under the electric
37 cooperative act of this state shall make a written business entity
38 information report to the secretary of state, stating the prescribed
39 information concerning the corporation at the close of business on the last
40 day of its tax period next preceding the date of filing, but if any such
41 corporation's tax period is other than the calendar year, it shall give notice
42 thereof to the secretary of state prior to December 31 of the year it
43 commences such tax period.

1 (b) The report shall be filed biennially, as determined by the year that
2 the electric cooperative filed its formation documents. An electric
3 cooperative that filed formation documents in an even-numbered year shall
4 file a report in each even-numbered year. An electric cooperative that filed
5 formation documents in an odd-numbered year shall file a report in each
6 odd-numbered year. The report shall be filed after the close of the electric
7 cooperative's tax period but not later than the 15th day of the fourth month
8 following the close of the tax year of the electric cooperative.

9 (c) The report shall be made on a form provided by the secretary of
10 state, containing the following information:

11 (1) The name of the corporation;

12 (2) the location of the principal office, *including the building and*
13 *suite number, street name or rural route number with box number, city,*
14 *state and zip code;*

15 (3) the names and *postal* addresses of the president, secretary,
16 treasurer and all directors;

17 (4) the number of memberships issued; and

18 (5) the change or changes, if any, in the particulars made since the
19 last business entity information report.

20 (d) Such reports shall be signed by the president, ~~vice-president~~ *vice*
21 *president* or secretary of the corporation under penalty of perjury and
22 forwarded to the secretary of state.

23 (e) At the time of filing its business entity information report, each
24 such corporation shall pay a fee in an amount equal to \$80, plus the
25 amount specified in rules and regulations of the secretary multiplied by the
26 number of tax periods included in the report.

27 Sec. 5. K.S.A. 2022 Supp. 17-4677 is hereby amended to read as
28 follows: 17-4677. (a) Every cooperative organized under the renewable
29 energy electric generation cooperative act shall make a written business
30 entity information report to the secretary of state, stating the prescribed
31 information concerning the cooperative at the close of business on the last
32 day of its tax period next preceding the date of filing, but if any such
33 cooperative's tax period is other than the calendar year, it shall give notice
34 thereof to the secretary of state prior to December 31 of the year it
35 commences such tax period.

36 (b) The report shall be filed biennially, as determined by the year that
37 the renewable energy electric generation cooperative filed its articles of
38 formation documents. A renewable energy electric generation cooperative
39 that filed formation documents in an even-numbered year shall file a report
40 in each even-numbered year. A renewable energy electric generation
41 cooperative that filed formation documents in an odd-numbered year shall
42 file a report in each odd-numbered year. The report shall be filed after the
43 close of the electric cooperative's tax period but not later than the 15th day

1 of the sixth month following the close of the tax year of the electric
2 cooperative.

3 (c) The report shall be made on a form provided by the secretary of
4 state, containing the following information:

5 (1) The name of the cooperative;

6 (2) the location of the principal office of the cooperative, *including*
7 *the building and suite number, street name or rural route number with box*
8 *number, city, state and zip code;*

9 (3) the names and *postal* addresses of the president, secretary,
10 treasurer and directors of the cooperative;

11 (4) the number of members of the cooperative; and

12 (5) the change or changes, if any, in the particulars made since the
13 last business entity information report.

14 (d) The report shall be dated, signed by the president, ~~vice-president~~
15 *vice president* or secretary of the cooperative under penalty of perjury and
16 forwarded to the secretary of state.

17 (e) At the time of filing its business entity information report, the
18 cooperative shall pay a fee in an amount equal to \$80, plus the amount
19 specified in rules and regulations of the secretary multiplied by the number
20 of tax periods included in the report.

21 Sec. 6. K.S.A. 2022 Supp. 17-6002 is hereby amended to read as
22 follows: 17-6002. (a) The articles of incorporation shall set forth:

23 (1) The name of the corporation pursuant to K.S.A. 2022 Supp. 17-
24 7918 and 17-7919, and amendments thereto, of the business entity
25 standard treatment act;

26 (2) the *postal* address of the corporation's registered office in this
27 state, ~~which shall be~~ stated in accordance with K.S.A. 2022 Supp. 17-
28 7924, and amendments thereto, and the name of its resident agent at such
29 address;

30 (3) the nature of the business or purposes to be conducted or
31 promoted. It shall be sufficient to state, either alone or with other
32 businesses or purposes, that the purpose of the corporation is to engage in
33 any lawful act or activity for which corporations may be organized under
34 the Kansas general corporation code, and by such statement all lawful acts
35 and activities shall be within the purposes of the corporation, except for
36 express limitations, if any;

37 (4) (A) if the corporation is to be authorized to issue only one class of
38 stock, the total number of shares of stock ~~which~~ *that* the corporation shall
39 have authority to issue and the par value of each of such shares, or a
40 statement that all such shares are to be without par value. If the
41 corporation is to be authorized to issue more than one class of stock, the
42 articles of incorporation shall set forth the total number of shares of all
43 classes of stock ~~which~~ *that* the corporation shall have authority to issue

1 and the number of shares of each class, and shall specify each class the
2 shares of which are to be without par value, and each class the shares of
3 which are to have a par value and the par value of the shares of each such
4 class. The articles of incorporation shall also set forth a statement of the
5 designations and the powers, preferences and rights, and the qualifications,
6 limitations or restrictions thereof, ~~which~~ *that* are permitted by K.S.A. 17-
7 6401, and amendments thereto, in respect to any class or classes of stock
8 or any series of any class of stock of the corporation and the fixing of
9 which by the articles of incorporation is desired, and an express grant of
10 such authority as it may then be desired to grant to the board of directors to
11 fix by resolution or resolutions any thereof that may be desired but which
12 shall not be fixed by the articles of incorporation.

13 (B) (i) ~~The foregoing~~ provisions of this subsection shall not apply to
14 nonstock corporations. In the case of nonstock corporations, the fact that
15 they are not authorized to issue capital stock shall be stated in the articles
16 of incorporation. The conditions of membership, or other criteria for
17 identifying members, of nonstock corporations shall likewise be stated in
18 the articles of incorporation or ~~the~~ bylaws. Nonstock corporations shall
19 have members, but failure to have members shall not affect otherwise valid
20 corporate acts or work a forfeiture or dissolution of the corporation.

21 (ii) Nonstock corporations may provide for classes or groups of
22 members having relative rights, powers and duties, and may make
23 provision for the future creation of additional classes or groups of
24 members having such relative rights, powers and duties as may from time
25 to time be established, including rights, powers and duties senior to
26 existing classes and groups of members. Except as otherwise provided in
27 this code, nonstock corporations may also provide that any member or
28 class or group of members shall have full, limited or no voting rights or
29 powers, including that any member or class or group of members shall
30 have the right to vote on a specified transaction even if that member or
31 class or group of members does not have the right to vote for the election
32 of the members of the governing body of the corporation. Voting by
33 members of a nonstock corporation may be on a per capita, number,
34 financial interest, class, group or any other basis set forth.

35 (iii) The provisions referred to in paragraph (4)(B)(ii) may be set
36 forth in the articles of incorporation or ~~the~~ bylaws. If neither the articles of
37 incorporation nor ~~the~~ bylaws of a nonstock corporation state the conditions
38 of membership, or other criteria for identifying members, the members of
39 the corporation shall be deemed to be those entitled to vote for the election
40 of the members of the governing body pursuant to the articles of
41 incorporation or bylaws of such corporation or otherwise until thereafter
42 otherwise provided by the articles of incorporation or ~~the~~ bylaws;

43 (5) the name and ~~mailing~~ *postal* address of the incorporator or

1 incorporators; and

2 (6) if the powers of the incorporator or incorporators are to terminate
3 upon the filing of the articles of incorporation, the names and ~~mailing~~
4 *postal* addresses of the persons who are to serve as directors until the first
5 annual meeting of stockholders or until their successors are elected and
6 qualify.

7 (b) In addition to the matters required to be set forth in the articles of
8 incorporation by subsection (a), the articles of incorporation may also
9 contain any or all of the following matters:

10 (1) Any provision for the management of the business and for the
11 conduct of the affairs of the corporation, and any provision creating,
12 defining, limiting and regulating the sale or other disposition of stock and
13 the powers of the corporation, the directors and the stockholders, or any
14 class of the stockholders, or the governing body, members or any class or
15 group of members of a nonstock corporation, if such provisions are not
16 contrary to the laws of this state. Any provision ~~which~~ *that* is required or
17 permitted by any section of this code to be stated in the bylaws may be
18 stated instead in the articles of incorporation;

19 (2) the following provisions, in these words:

20 (A) For a corporation other than a nonstock corporation: "Whenever a
21 compromise or arrangement is proposed between this corporation and its
22 creditors or any class of them or between this corporation and its
23 stockholders or any class of them, any court of competent jurisdiction
24 within the state of Kansas, on the application in a summary way of this
25 corporation or of any creditor or stockholder thereof or on the application
26 of any receiver or receivers appointed for this corporation under K.S.A.
27 17-6901, and amendments thereto, or on the application of trustees in
28 dissolution or of any receiver or receivers appointed for this corporation
29 under the provisions of K.S.A. 17-6808 and 17-6901, and amendments
30 thereto, may order a meeting of the creditors or class of creditors, or of the
31 stockholders or class of stockholders of this corporation, as the case may
32 be, to be summoned in such manner as the court directs. If a majority in
33 number representing $\frac{3}{4}$ in value of the creditors or class of creditors, or of
34 the stockholders or class of stockholders of this corporation, as the case
35 may be, agree to any compromise or arrangement and to any
36 reorganization of this corporation as consequence of such compromise or
37 arrangement, such compromise or arrangement and such reorganization
38 shall, if sanctioned by the court to which the application has been made, be
39 binding on all the creditors or class of creditors, or on all the stockholders
40 or class of stockholders of this corporation, as the case may be, and also on
41 this corporation"; or

42 (B) for a nonstock corporation: "Whenever a compromise or
43 arrangement is proposed between this corporation and its creditors or any

1 class of them or between this corporation and its members or any class of
2 them, any court of competent jurisdiction within the state of Kansas may,
3 on the application in a summary way of this corporation or of any creditor
4 or member thereof or on the application of any receiver or receivers
5 appointed for this corporation under K.S.A. 17-6901, and amendments
6 thereto, or on the application of trustees in dissolution or of any receiver or
7 receivers appointed for this corporation under the provisions of K.S.A. 17-
8 6808 and 17-6901, and amendments thereto, order a meeting of the
9 creditors or class or creditors, or of the members of class of members of
10 this corporation, as the case may be, to be summoned in such manner as
11 the court directs. If a majority in number representing $\frac{3}{4}$ in value of the
12 creditors or class of creditors, or of the members or class of members of
13 this corporation, as the case may be, agree to any compromise or
14 arrangement and to any reorganization of this corporation as consequence
15 of such compromise or arrangement, such compromise or arrangement and
16 such reorganization shall, if sanctioned by the court to which the
17 application has been made, be binding on all the creditors or class of
18 creditors, or on all the members or class of members, of this corporation,
19 as the case may be, and also on this corporation";

20 (3) such provisions as may be desired granting to the holders of the
21 stock of the corporation, or the holders of any class or series of a class
22 thereof, the preemptive right to subscribe to any or all additional issues of
23 stock of the corporation of any or all classes or series thereof, or to any
24 securities of the corporation convertible into such stock. No stockholder
25 shall have any preemptive right to subscribe to an additional issue of stock
26 or to any security convertible into such stock unless, and except to the
27 extent that, such right is expressly granted to such stockholder in the
28 articles of incorporation. All such rights in existence on July 1, 1972, shall
29 remain in existence unaffected by this paragraph unless and until changed
30 or terminated by appropriate action ~~which~~ that expressly provides for such
31 change or termination;

32 (4) provisions requiring for any corporate action, the vote of a larger
33 portion of the stock or of any class or series thereof, or of any other
34 securities having voting power, or a larger number of the directors, than is
35 required by this code;

36 (5) a provision limiting the duration of the corporation's existence to a
37 specified date; otherwise, the corporation shall have perpetual existence;

38 (6) a provision imposing personal liability for the debts of the
39 corporation on its stockholders to a specified extent and upon specified
40 conditions; otherwise, the stockholders of a corporation shall not be
41 personally liable for the payment of the corporation's debts except as they
42 may be liable by reason of their own conduct or acts;

43 (7) the manner of adoption, alteration and repeal of bylaws; and

1 (8) a provision eliminating or limiting the personal liability of a
2 director to the corporation or its stockholders for monetary damages for
3 breach of fiduciary duty as a director, ~~provided~~ *except* that such provision
4 shall not eliminate or limit the liability of a director: (A) For any breach of
5 the director's duty of loyalty to the corporation or its stockholders; (B) for
6 acts or omissions not in good faith or ~~which~~ *that* involve intentional
7 misconduct or a knowing violation of law; (C) under the provisions of
8 K.S.A. 17-6424, and amendments thereto; or (D) for any transaction from
9 which the director derived an improper personal benefit. No such
10 provision shall eliminate or limit the liability of a director for any act or
11 omission occurring prior to the date when such provision becomes
12 effective. *An amendment, repeal or elimination of such a provision shall*
13 *not affect its application with respect to an act or omission by a director*
14 *occurring before such amendment, repeal or elimination unless the*
15 *provision provides otherwise at the time of such act or omission.* All
16 references in this subsection to a director also shall be deemed to refer to
17 such other person or persons, if any, who, pursuant to a provision of the
18 articles of incorporation in accordance with K.S.A. 17-6301(a), and
19 amendments thereto, exercise or perform any of the powers or duties
20 otherwise conferred or imposed upon the board of directors by this code.

21 (c) It shall not be necessary to set forth in the articles of incorporation
22 any of the powers conferred on corporations by this code.

23 (d) Except for provisions included pursuant to subsections (a)(1), (a)
24 (2), (a)(5), (a)(6), (b)(2), (b)(5), (b)(7) and (b)(8), and provisions included
25 pursuant to subsection (a)(4) specifying the classes, number of shares and
26 par value of shares a corporation, other than a nonstock corporation, is
27 authorized to issue, any provision of the articles of incorporation may be
28 made dependent upon facts ascertainable outside such instrument,
29 provided that the manner in which such facts shall operate upon the
30 provision is clearly and explicitly set forth in the provision. As used in this
31 subsection, ~~the term~~ "facts" includes, but is not limited to, the occurrence
32 of any event, including a determination or action by any person or body,
33 including the corporation.

34 (e) The articles of incorporation ~~may~~ *shall* not contain any provision
35 that would impose liability on a stockholder for the attorney fees or
36 expenses of the corporation or any other party in connection with an
37 internal corporate claim, as defined in K.S.A. 2022 Supp. 17-6015, and
38 amendments thereto.

39 Sec. 7. K.S.A. 2022 Supp. 17-6004 is hereby amended to read as
40 follows: 17-6004. ~~The term~~ "Articles of incorporation," as used in this
41 code, unless the context requires otherwise, includes not only the original
42 articles of incorporation filed to create a corporation, ~~which includes~~
43 *including* the charter, articles of association and any other instrument by

1 whatever name known which a corporation has been or may be lawfully
2 formed, but it also includes all other certificates, agreements of merger or
3 consolidation, plans of reorganization or other instruments, ~~howsoever~~
4 *however* designated, ~~which that~~ are filed pursuant to K.S.A. 2022 Supp.
5 17-7910, and amendments thereto, or any other section of this code, *the*
6 *business entity transactions act, K.S.A. 2022 Supp. 17-78-101 to 17-78-*
7 *607, and amendments thereto, or the business entity standard treatment*
8 *act, K.S.A. 2022 Supp. 17-7901 to 17-7939, and amendments thereto,* and
9 ~~which that~~ have the effect of amending or supplementing in some respect a
10 corporation's ~~original~~ articles of incorporation.

11 Sec. 8. K.S.A. 2022 Supp. 17-6008 is hereby amended to read as
12 follows: 17-6008. (a) After the filing of the articles of incorporation, an
13 organization meeting of the incorporator or incorporators, or of the board
14 of directors if the initial directors were named in the articles of
15 incorporation, shall be held, either within or without this state, at the call
16 of a majority of the incorporators or directors, as the case may be, for the
17 purposes of:

18 (1) Adopting bylaws; unless a different provision is made in the
19 articles of incorporation for the adoption thereof;

20 (2) electing directors, if the meeting is of the incorporators, to serve
21 or hold office until the first annual meeting of stockholders or until their
22 successors are elected and qualify;

23 (3) electing officers if the meeting is of the directors;

24 (4) doing any other or further acts to perfect the organization of the
25 corporation; and

26 (5) transacting such other business as may come before the meeting.

27 (b) The persons calling the meeting shall give to each other
28 incorporator or director, as the case may be, at least two days' ~~written~~
29 notice thereof *in writing or by electronic transmission* by any usual means
30 of communication, ~~which and such~~ notice shall state the time, place and
31 purposes of the meeting as fixed by the persons calling it. Notice of the
32 meeting need not be given to anyone who attends the meeting or who ~~signs~~
33 ~~a waiver of~~ *waives* notice either before or after the meeting.

34 (c) (1) *Unless otherwise restricted by the articles of incorporation:*

35 (A) Any action permitted to be taken at the organization meeting of
36 the incorporators or directors, as the case may be, may be taken without a
37 meeting if each incorporator or director, where there is more than one, or
38 the sole incorporator or director where there is only one, ~~signs an~~
39 ~~instrument which states the action so taken~~ *consents thereto in writing or*
40 *by electronic transmission; and*

41 (B) *a consent may be documented, signed and delivered in any*
42 *manner permitted by section 1, and amendments thereto.*

43 (2) *Any person, whether or not then an incorporator or director, may*

1 *provide, whether through instruction to an agent or otherwise, that a*
2 *consent to action will be effective at a future time, including a time*
3 *determined upon the happening of an event, not later than 60 days after*
4 *such instruction is given or such provision is made and such consent shall*
5 *be deemed to have been given for purposes of this subsection at such*
6 *effective time if such person is then an incorporator or director, as the*
7 *case may be, and did not revoke the consent prior to such time. Any such*
8 *consent shall be revocable prior to the time such consent becomes*
9 *effective.*

10 (d) If any incorporator is not available to act, then any person for
11 whom or on whose behalf the incorporator was acting directly or indirectly
12 as employee or agent, may take action that such incorporator would have
13 been authorized to take under this section or K.S.A. 17-6007, and
14 amendments thereto, except that any instrument signed by such other
15 person, or any record of the proceedings of a meeting in which such
16 person participated, shall state that:

- 17 (1) Such incorporator is not available and the reason therefor;
18 (2) such incorporator was acting directly or indirectly as employee or
19 agent for or on behalf of such person; and
20 (3) such person's signature on such instrument or participation in such
21 meeting is otherwise authorized and not wrongful.

22 Sec. 9. K.S.A. 2022 Supp. 17-6010 is hereby amended to read as
23 follows: 17-6010. (a) The board of directors of any corporation may adopt
24 emergency bylaws, subject to repeal or change by action of the
25 stockholders ~~that, which~~ notwithstanding any ~~different~~ *contrary* provision
26 ~~elsewhere~~ in this code or in chapters 17 and 66 of the Kansas Statutes
27 Annotated, and amendments thereto, or in the articles of incorporation or
28 bylaws, shall be operative during any emergency resulting from an attack
29 on the United States or on a locality ~~in which~~ *where* the corporation
30 conducts its business or customarily holds meetings of its board of
31 directors or its stockholders, or during any nuclear or atomic disaster, or
32 during the existence of any catastrophe, *including, but not limited to, an*
33 *epidemic or pandemic, a declaration of a national emergency by the*
34 *United States government* or other similar emergency condition, ~~as a result~~
35 ~~of which~~ *irrespective of whether* a quorum of the board of directors or a
36 standing committee thereof ~~cannot~~ *can* readily be convened for action. *The*
37 *emergency bylaws contemplated by this section may be adopted by the*
38 *board of directors or, if a quorum cannot be readily convened for a*
39 *meeting, by a majority of the directors present.* The emergency bylaws
40 may make any provision that may be practical and necessary for the
41 circumstances of the emergency, including provisions that:

- 42 (1) A meeting of the board of directors or a committee thereof may be
43 called by any officer or director in such manner and under such conditions

1 as shall be prescribed in the emergency bylaws;

2 (2) the director or directors in attendance at the meeting, or any
3 greater number fixed by the emergency bylaws, shall constitute a quorum;
4 and

5 (3) the officers or other persons designated on a list approved by the
6 board of directors before the emergency, all in such order of priority and
7 subject to such conditions and for such period of time, not longer than
8 reasonably necessary after the termination of the emergency, as may be
9 provided in the emergency bylaws or in the resolution approving the list,
10 shall be deemed directors for such meeting, to the extent required to
11 provide a quorum at any meeting of the board of directors.

12 (b) The board of directors, either before or during any such
13 emergency, may provide, and from time to time modify, lines of
14 succession in the event that during such emergency any or all officers or
15 agents of the corporation shall be rendered incapable of discharging their
16 duties for any reason.

17 (c) The board of directors, either before or during any such
18 emergency, may change the head office or designate several alternative
19 head offices or regional offices, or authorize the offices so to do, effective
20 in the emergency.

21 (d) No officer, director or employee acting in accordance with any
22 emergency bylaws shall be liable except for willful misconduct.

23 (e) To the extent not inconsistent with any emergency bylaws so
24 adopted, the bylaws of the corporation shall remain in effect during any
25 emergency, and upon its termination the emergency bylaws shall cease to
26 be operative.

27 (f) Unless otherwise provided in emergency bylaws, notice of any
28 meeting of the board of directors during such an emergency may be given
29 only to such of the directors as it may be feasible to reach at the time and
30 by such means as may be feasible at the time, including publication or
31 radio.

32 (g) To the extent required to constitute a quorum at any meeting of
33 the board of directors during such an emergency, and unless otherwise
34 provided in emergency bylaws, the officers of the corporation who are
35 present shall be deemed, in order of rank and within the same rank in order
36 of seniority, directors for such meeting.

37 (h) Nothing contained in this section shall be deemed exclusive of
38 any other provisions for emergency powers consistent with other sections
39 of this code ~~which~~ that have been or may be adopted by corporations
40 created under the provisions of this code.

41 (i) *During any emergency condition of a type described in subsection*
42 *(a), the board of directors or, if a quorum cannot be readily convened for a*
43 *meeting, a majority of the directors present may:*

1 (1) *Take any action that the board determines to be practical and*
2 *necessary to address the circumstances of such emergency condition with*
3 *respect to a meeting of stockholders of the corporation notwithstanding*
4 *any provision to the contrary in this code or in the articles of*
5 *incorporation or bylaws, including, but not limited to:*

6 (A) *Postponing any such meeting to a later time or date, with the*
7 *record date for determining the stockholders entitled to notice of, and to*
8 *vote at, such meeting applying to the postponed meeting irrespective of*
9 *K.S.A. 17-6503, and amendments thereto; and*

10 (B) *with respect to a corporation subject to the reporting*
11 *requirements of 15 U.S.C. §§ 78m(a) or 78o(d) and the rules and*
12 *regulations promulgated thereunder; notifying stockholders of any*
13 *postponement or a change of the place of the meeting, or a change to hold*
14 *the meeting solely by means of remote communication, solely by a*
15 *document publicly filed by the corporation with the securities and*
16 *exchange commission pursuant to 15 U.S.C. §§ 78m, 78n or 78o(d) and*
17 *the rules and regulations promulgated thereunder; and*

18 (2) *with respect to any dividend that has been declared as to which*
19 *the record date has not occurred, change each of the record date and*
20 *payment date to a later date or dates, if the changed payment date is not*
21 *more than 60 days after the record date as changed. In either case, the*
22 *corporation must give notice of such change to stockholders as promptly*
23 *as practicable thereafter, and in any event before the record date then in*
24 *effect, and such notice, in the case of a corporation subject to the*
25 *reporting requirements of 15 U.S.C. §§ 78m(a) or 78o(d) and the rules*
26 *and regulations promulgated thereunder, may be given solely by a*
27 *document publicly filed with the securities and exchange commission*
28 *pursuant to 15 U.S.C. §§ 78m, 78n or 78o(d) and the rules and regulations*
29 *promulgated thereunder. No person shall be liable, and no meeting of*
30 *stockholders shall be postponed or voided, for the failure to make a*
31 *stocklist available pursuant to K.S.A. 17-6509, and amendments thereto, if*
32 *it was not practicable to allow inspection during any such emergency*
33 *condition.*

34 Sec. 10. K.S.A. 2022 Supp. 17-6011 is hereby amended to read as
35 follows: 17-6011. (a) Any civil action to interpret, apply, enforce or
36 determine the validity of the provisions of the following may be brought in
37 the district court, except to the extent that a statute confers exclusive
38 jurisdiction on a court, agency or tribunal other than the district court:

39 (1) *The articles of incorporation or ~~the~~ bylaws of a corporation;*

40 (2) *any instrument, document or agreement:*

41 (A) *By which a corporation creates or sells, or offers to create or sell,*
42 *any of its stock, or any rights or options respecting its stock;*

43 (B) *to which a corporation and one or more holders of its stock are*

1 *parties, and pursuant to which any such holder or holders sell or offer to*
2 *sell any such stock; or*

3 *(C) by which a corporation agrees to sell, lease or exchange any of*
4 *its property or assets, and such instrument, document or agreement*
5 *provides that one or more holders of its stock approve of or consent to*
6 *such sale, lease or exchange;*

7 (3) any written restrictions on the transfer, registration of transfer or
8 ownership of securities under K.S.A. 17-6426, and amendments thereto;

9 (4) any proxy under K.S.A. 17-6502 or 17-6505, and amendments
10 thereto;

11 (5) any voting trust or other voting agreement under K.S.A. 17-6508,
12 and amendments thereto;

13 (6) any agreement, certificate of merger or consolidation; or
14 certificate of ownership and merger governed by K.S.A. 17-6701 through
15 17-6703 or 17-6705 through 17-6708, and amendments thereto;

16 (7) any certificate of conversion under K.S.A. 17-6713, and
17 amendments thereto; or

18 (8) any other instrument, document, agreement or certificate required
19 by any provision of this code.

20 (b) Any civil action to interpret, apply or enforce any provision of
21 this code may be brought in the district court.

22 ~~(e) This section shall be part of and supplemental to article 60 of~~
23 ~~chapter 17 of the Kansas Statutes Annotated, and amendments thereto.~~

24 Sec. 11. K.S.A. 2022 Supp. 17-6014 is hereby amended to read as
25 follows: 17-6014. (a) Except as otherwise provided in subsections (b) and
26 (c), the provisions of the Kansas general corporation code shall apply to
27 nonstock corporations in the manner specified in this subsection:

28 (1) All references to stockholders of the corporation shall be deemed
29 to refer to members of the corporation;

30 (2) all references to the board of directors of the corporation shall be
31 deemed to refer to the governing body of the corporation;

32 (3) all references to directors or to members of the board of directors
33 of the corporation shall be deemed to refer to members of the governing
34 body of the corporation; and

35 (4) all references to stock, capital stock; or shares thereof of a
36 corporation authorized to issue capital stock shall be deemed to refer to
37 memberships of a nonprofit nonstock corporation and to membership
38 interests of any other nonstock corporation.

39 (b) Subsection (a) shall not apply to:

40 (1) K.S.A. 17-6002(a)(4), (b)(1) and (b)(2), 17-6009(a), 17-6301, 17-
41 6404, 17-6505, 17-6518, 17-6520(b), 17-6601, 17-6602, 17-6703, 17-
42 6705, 17-6706, 17-6707, 17-6708, 17-6801, 17-6805, 17-6805a, 17-7001,
43 17-7002, 17-7503(e)(4) and (d)(4), 17-7504; and 17-7505(e)(4) and (d)(4)

1 ~~and 17-7514(e)~~, and amendments thereto, and K.S.A. 2022 Supp. 17-6014,
2 and amendments thereto, that apply to nonstock corporations by their
3 terms;

4 (2) K.S.A. 17-6002(e), the last sentence of 17-6009(b), 17-6401, 17-
5 6402, 17-6403, 17-6405, 17-6406, 17-6407(d), 17-6408, 17-6411, 17-
6 6412, 17-6413, 17-6414, 17-6415, 17-6416, 17-6417, 17-6418, 17-6501,
7 17-6502, 17-6503, 17-6504, 17-6506, 17-6509, 17-6512, 17-6521, 17-
8 6603, 17-6604, 17-6701, 17-6702, 17-6803 and 17-6804, and amendments
9 thereto, and K.S.A. 2022 Supp. 17-6427, ~~17-6428, 17-6429~~ and 17-72a04,
10 and amendments thereto; and

11 (3) ~~article~~articles 72 and ~~article~~ 73 of chapter 17 of the Kansas
12 Statutes Annotated, and amendments thereto.

13 (c) In the case of a nonprofit nonstock corporation, subsection (a)
14 shall not apply to:

15 (1) The sections and articles listed in subsection (b);

16 (2) K.S.A. 17-6002(b)(3), 17-6304(a)(2), 17-6507, 17-6508, 17-6712,
17 17-7503, 17-7505, ~~and 17-7509 and 17-7511~~, and amendments thereto,
18 and K.S.A. 2022 Supp. 17-6011(a)(2) and (a)(3), and amendments thereto;
19 and

20 (3) article 64 of chapter 17 of the Kansas Statutes Annotated, and
21 amendments thereto, *other than K.S.A. 17-6428 and 17-6429, and*
22 *amendments thereto*, and K.S.A. 2022 Supp. 17-72a01 through 17-72a09,
23 and amendments thereto.

24 (d) For purposes of the Kansas general corporation code:

25 (1) A "charitable nonstock corporation" is any nonprofit nonstock
26 corporation that is exempt from taxation under § 501(c)(3) of the federal
27 internal revenue code of 1986, 26 U.S.C. § 501(c)(3);

28 (2) a "membership interest" is, unless otherwise provided in a
29 nonstock corporation's articles of incorporation, a member's share of the
30 profits and losses of a nonstock corporation; or a member's right to receive
31 distributions of the nonstock corporation's assets, or both;

32 (3) a "nonprofit nonstock corporation" is a nonstock corporation that
33 does not have membership interests; and

34 (4) a "nonstock corporation" is any corporation organized under the
35 Kansas general corporation code that is not authorized to issue capital
36 stock.

37 Sec. 12. K.S.A. 2022 Supp. 17-6301 is hereby amended to read as
38 follows: 17-6301. (a) The business and affairs of every corporation
39 organized under this code shall be managed by or under the direction of a
40 board of directors, except as may be otherwise provided in this code or in
41 the articles of incorporation. If any such provision is made in the articles
42 of incorporation, the powers and duties conferred or imposed upon the
43 board of directors by this code shall be exercised or performed to such

1 extent and by such person or persons as shall be provided in the articles of
2 incorporation.

3 (b) The board of directors of a corporation shall consist of one or
4 more members, each of whom shall be a natural person. The number of
5 directors shall be fixed by, or in the manner provided in, the bylaws; unless
6 the articles of incorporation fixes the number of directors, in which case a
7 change in the number of directors shall be made only by amendment of the
8 articles. Directors need not be stockholders unless so required by the
9 articles of incorporation or ~~the~~ bylaws. The articles of incorporation or
10 bylaws may prescribe other qualifications for directors. Each director shall
11 hold office until such director's successor is elected and qualified or until
12 such director's earlier resignation or removal. Any director may resign at
13 any time upon notice given in writing or by electronic transmission to the
14 corporation. A resignation is effective when the resignation is delivered
15 unless the resignation specifies a later effective date or an effective date
16 determined upon the happening of an event or events. A resignation ~~which~~
17 *that* is conditioned upon the director failing to receive a specified vote for
18 reelection as a director may provide that it is irrevocable. A majority of the
19 total number of directors shall constitute a quorum for the transaction of
20 business unless the articles of incorporation or ~~the~~ bylaws require a greater
21 number. Unless the articles of incorporation provide otherwise, the bylaws
22 may provide that a number less than a majority shall constitute a quorum
23 ~~which that~~ in no case shall be less than $\frac{1}{3}$ of the total number of directors
24 ~~except that when a board of one director is authorized under this section,~~
25 ~~then one director shall constitute a quorum.~~ The vote of the majority of the
26 directors present at a meeting at which a quorum is present shall be the act
27 of the board of directors unless the articles of incorporation or ~~the~~ bylaws
28 shall require a vote of a greater number.

29 (c) (1) All corporations incorporated prior to July 1, 2004, shall be
30 governed by subsection (c)(2), except that any such corporation may by a
31 resolution adopted by a majority of the whole board elect to be governed
32 by subsection (c)(3), in which case subsection (c)(2) shall not apply to
33 such corporation. All corporations incorporated on or after July 1, 2004,
34 shall be governed by subsection (c)(3).

35 (2) The board of directors may, by resolution passed by a majority of
36 the whole board, designate one or more committees, each committee to
37 consist of one or more of the directors of the corporation. The board may
38 designate one or more directors as alternate members of any committee,
39 who may replace any absent or disqualified member at any meeting of the
40 committee. The bylaws may provide that in the absence or disqualification
41 of a member of a committee, the member or members present at any
42 meeting and not disqualified from voting, whether or not the member or
43 members present constitute a quorum, may unanimously appoint another

1 member of the board of directors to act at the meeting in the place of any
2 such absent or disqualified member. Any such committee, to the extent
3 provided in the resolution of the board of directors, or in the bylaws of the
4 corporation, shall have and may exercise all the powers and authority of
5 the board of directors in the management of the business and affairs of the
6 corporation, and may authorize the seal of the corporation to be affixed to
7 all papers ~~which~~ *that* may require it, but no such committee shall have the
8 power or authority in reference to:

9 (A) Amending the articles of incorporation, except that a committee
10 may, to the extent authorized in the resolution or resolutions providing for
11 the issuance of shares of stock adopted by the board of directors as
12 provided in K.S.A. 17-6401, and amendments thereto, fix the designations
13 and any of the preferences or rights of such shares relating to dividends,
14 redemption, dissolution, any distribution of assets of the corporation or the
15 conversion into, or the exchange of such shares for, shares of any other
16 class or classes or any other series of the same or any other class or classes
17 of stock of the corporation or fix the number of shares of any series of
18 stock or authorize the increase or decrease of the shares of any series;

19 (B) adopting an agreement of merger or consolidation pursuant to
20 K.S.A. 17-6701 or 17-6702, and amendments thereto, recommending to
21 the stockholders the sale, lease or exchange of all or substantially all of the
22 corporation's property and assets, recommending to the stockholders a
23 dissolution of the corporation or a revocation of a dissolution, or amending
24 the bylaws of the corporation; or

25 (C) unless the resolution, bylaws or articles of incorporation
26 expressly so provides, no such committee shall have the power or
27 authority to declare a dividend, to authorize the issuance of stock or to
28 adopt a certificate of ownership and merger pursuant to K.S.A. 17-6703,
29 and amendments thereto.

30 (3) The board of directors may designate one or more committees,
31 each committee to consist of one or more of the directors of the
32 corporation. The board may designate one or more directors as alternate
33 members of any committee, who may replace any absent or disqualified
34 member at any meeting of the committee. The bylaws may provide that in
35 the absence or disqualification of a member of a committee, the member or
36 members present at any meeting and not disqualified from voting, whether
37 or not such member or members constitute a quorum, may unanimously
38 appoint another member of the board of directors to act at the meeting in
39 the place of any such absent or disqualified member. Any such committee,
40 to the extent provided in the resolution of the board of directors, or in the
41 bylaws of the corporation, shall have and may exercise all the powers and
42 authority of the board of directors in the management of the business and
43 affairs of the corporation, and may authorize the seal of the corporation to

1 be affixed to all papers ~~which~~ *that* may require it, but no such committee
2 shall have the power or authority in reference to the following matters:

3 (A) Approving or adopting, or recommending to the stockholders,
4 any action or matter, other than the election or removal of directors,
5 expressly required by this code to be submitted to stockholders for
6 approval; or

7 (B) adopting, amending or repealing any bylaw of the corporation.

8 (4) Unless otherwise provided in the articles of incorporation, the
9 bylaws or the resolution of the board of directors designating the
10 committee, a committee may create one or more subcommittees, each
11 subcommittee to consist of one or more members of the committee, and
12 delegate to a subcommittee any or all of the powers and authority of the
13 committee. *Except for references to subcommittees of committees in this*
14 *subsection, every reference in the code to a committee of the board of*
15 *directors or a member of a committee shall be deemed to include a*
16 *reference to a subcommittee or member of a subcommittee.*

17 (5) *A majority of the directors then serving on a committee of the*
18 *board of directors or a subcommittee of a committee shall constitute a*
19 *quorum for the transaction of business by the committee or subcommittee*
20 *unless the articles of incorporation, the bylaws, a resolution of the board*
21 *of directors or a resolution of a committee that created the subcommittee*
22 *requires a greater or lesser number, except that in no case shall a quorum*
23 *be less than $\frac{1}{3}$ of the directors then serving on the committee or*
24 *subcommittee. The vote of a majority of the members of a committee or*
25 *subcommittee present at a meeting at which a quorum is present shall be*
26 *the act of the committee or subcommittee unless the articles of*
27 *incorporation, the bylaws, a resolution of the board of directors or a*
28 *resolution of a committee that created the subcommittee requires a greater*
29 *number.*

30 (d) The directors of any corporation organized under this code may
31 be divided into one, two or three classes by the articles of incorporation or
32 by an initial bylaw, or by a bylaw adopted by a vote of the stockholders;
33 the term of office of those of the first class to expire at the first annual
34 meeting held after such classification becomes effective; of the second
35 class one year thereafter; of the third class two years thereafter; and at each
36 annual election held after such classification becomes effective, directors
37 shall be chosen for a full term, as the case may be, to succeed those whose
38 terms expire. The articles of incorporation or bylaw provision dividing the
39 directors into classes may authorize the board of directors to assign
40 members of the board already in office to such classes at the time such
41 classification becomes effective. The articles of incorporation may confer
42 upon holders of any class or series of stock the right to elect one or more
43 directors who shall serve for such term, and have such voting powers as

1 shall be stated in the articles of incorporation. The terms of office and
2 voting powers of the directors elected separately by the holders of any
3 class or series of stock may be greater than or less than those of any other
4 director or class of directors. In addition, the articles of incorporation may
5 confer upon one or more directors, whether or not elected separately by the
6 holders of any class or series of stock, voting powers greater than or less
7 than those of other directors. Any such provision conferring greater or
8 lesser voting power shall apply to voting in any committee ~~or~~
9 ~~subcommittee~~, unless otherwise provided in the articles of incorporation or
10 bylaws. If the articles of incorporation provide that one or more directors
11 shall have more or less than one vote per director on any matter, every
12 reference in this code to a majority or other proportion of the directors
13 shall refer to a majority or other proportion of the votes of the directors.

14 (e) A member of the board of directors, or a member of any
15 committee designated by the board of directors, shall, in the performance
16 of such member's duties, be fully protected in relying in good faith upon
17 the records of the corporation and upon such information, opinions, reports
18 or statements presented to the corporation by any of the corporation's
19 officers or employees, or committees of the board of directors, or by any
20 other person as to matters the member reasonably believes are within such
21 other person's professional or expert competence and who has been
22 selected with reasonable care by or on behalf of the corporation.

23 (f) (1) Unless otherwise restricted by the articles of incorporation or
24 bylaws:

25 (A) Any action required or permitted to be taken at any meeting of the
26 board of directors or of any committee thereof may be taken without a
27 meeting if all members of the board or committee, as the case may be,
28 consent thereto in writing or by electronic transmission, ~~and the writing or~~
29 ~~writings or electronic transmission or transmissions are filed with the~~
30 ~~minutes of proceedings of the board or committee. Such filing shall be in~~
31 ~~paper form if the minutes are maintained in paper form and shall be in~~
32 ~~electronic form if the minutes are maintained in electronic form; and~~

33 (B) *a consent may be documented, signed and delivered in any*
34 *manner permitted by section 1, and amendments thereto.*

35 (2) Any person, whether or not then a director, may provide, whether
36 through instruction to an agent or otherwise, that a consent to action will
37 be effective at a future time, including a time determined upon the
38 happening of an event, no later than 60 days after such instruction is given
39 or such provision is made and such consent shall be deemed to have been
40 given for purposes of this subsection at such effective time so long as such
41 person is then a director and did not revoke the consent prior to such time.
42 Any such consent shall be revocable prior to ~~its becoming effective such~~
43 *effective time. After an action is taken, the consent or consents relating*

1 *thereto shall be filed with the minutes of the proceedings of the board of*
2 *directors, or the committee thereof, in the same paper or electronic form*
3 *as the minutes are maintained.*

4 (g) Unless otherwise restricted by the articles of incorporation or
5 bylaws, the board of directors of any corporation organized under this code
6 may hold its meetings, and have an office or offices, outside of this state.

7 (h) Unless otherwise restricted by the articles of incorporation or
8 bylaws, the board of directors shall have the authority to fix the
9 compensation of directors.

10 (i) Unless otherwise restricted by the articles of incorporation or
11 bylaws, members of the board of directors of any corporation, or any
12 committee designated by the board, may participate in a meeting of such
13 board, or committee by means of conference telephone or other
14 communications equipment by means of which all persons participating in
15 the meeting can hear each other, and participation in a meeting pursuant to
16 this subsection shall constitute presence in person at the meeting.

17 (j) The articles of incorporation of any nonstock corporation may
18 provide that less than $\frac{1}{3}$ of the members of the governing body may
19 constitute a quorum thereof and may otherwise provide that the business
20 and affairs of the corporation shall be managed in a manner different from
21 that provided in this section. Except as may be otherwise provided by the
22 articles of incorporation, this section shall apply to such a corporation, and
23 when so applied, all references to:

24 (1) The board of directors, to members thereof and to stockholders
25 shall be deemed to refer to the governing body of the corporation, the
26 members thereof and the members of the corporation, respectively; and

27 (2) stock, capital stock or shares thereof shall be deemed to refer to
28 memberships of a nonprofit nonstock corporation and to membership
29 interests of any other nonstock corporation.

30 (k) (1) Any director or the entire board of directors may be removed,
31 with or without cause, by the holders of a majority of the shares then
32 entitled to vote at an election of directors, except as follows:

33 ~~(1)~~(A) Unless the articles of incorporation otherwise provides, in the
34 case of a corporation whose board is classified as provided in subsection
35 (d), stockholders may effect such removal only for cause; or

36 ~~(2)~~(B) in the case of a corporation having cumulative voting, if less
37 than the entire board is to be removed, no director may be removed
38 without cause if the votes cast against such director's removal would be
39 sufficient to elect such director if then cumulatively voted at an election of
40 the entire board of directors, or, if there be classes of directors, at an
41 election of the class of directors of which such director is a part.

42 (2) Whenever the holders of any class or series are entitled to elect
43 one or more directors by the articles of incorporation, this subsection shall

1 apply, in respect to the removal without cause of a director or directors so
2 elected, to the vote of the holders of the outstanding shares of that class or
3 series and not to the vote of the outstanding shares as a whole.

4 Sec. 13. K.S.A. 2022 Supp. 17-6305 is hereby amended to read as
5 follows: 17-6305. (a) A corporation shall have power to indemnify any
6 person who was or is a party or is threatened to be made a party to any
7 threatened, pending or completed action, suit or proceeding, whether civil,
8 criminal, administrative or investigative, other than an action by or in the
9 right of the corporation, by reason of the fact that the person is or was a
10 director, officer, employee or agent of the corporation, or is or was serving
11 at the request of the corporation as a director, officer, employee or agent of
12 another corporation, partnership, joint venture, trust or other enterprise,
13 against expenses, including attorney fees, judgments, fines and amounts
14 paid in settlement actually and reasonably incurred by the person in
15 connection with such action, suit or proceeding if the person acted in good
16 faith and in a manner the person reasonably believed to be in or not
17 opposed to the best interests of the corporation, and, with respect to any
18 criminal action or proceeding, had no reasonable cause to believe the
19 person's conduct was unlawful. The termination of any action, suit or
20 proceeding by judgment, order, settlement, conviction; or upon a plea of
21 nolo contendere or its equivalent, shall not, of itself, create a presumption
22 that the person did not act in good faith and in a manner ~~which~~ *that* the
23 person reasonably believed to be in or not opposed to the best interests of
24 the corporation, and, with respect to any criminal action or proceeding,
25 had reasonable cause to believe that the person's conduct was unlawful.

26 (b) A corporation shall have power to indemnify any person who was
27 or is a party or is threatened to be made a party to any threatened, pending
28 or completed action or suit by or in the right of the corporation to procure
29 a judgment in its favor by reason of the fact that the person is or was a
30 director, officer, employee or agent of the corporation, or is or was serving
31 at the request of the corporation as a director, officer, employee or agent of
32 another corporation, partnership, joint venture, trust or other enterprise
33 against expenses, including attorney fees, actually and reasonably incurred
34 by the person in connection with the defense or settlement of such action
35 or suit if the person acted in good faith and in a manner the person
36 reasonably believed to be in or not opposed to the best interests of the
37 corporation and except that no indemnification shall be made in respect of
38 any claim, issue or matter as to which such person shall have been
39 adjudged to be liable to the corporation unless and only to the extent that
40 the district court or the court ~~in which~~ *where* such action or suit was
41 brought shall determine upon application that, despite the adjudication of
42 liability but in view of all the circumstances of the case, such person is
43 fairly and reasonably entitled to indemnity for such expenses ~~which~~ *that*

1 the district court or such other court shall deem proper.

2 (c) (I) To the extent that a present or former director or officer of a
3 corporation has been successful on the merits or otherwise in defense of
4 any action, suit or proceeding referred to in subsections (a) and (b), or in
5 defense of any claim, issue or matter therein, such person shall be
6 indemnified against expenses, including attorney fees, actually and
7 reasonably incurred by such person in connection ~~therewith~~ with such
8 defense. For indemnification with respect to any act or omission occurring
9 after June 30, 2023, references to "officer" for purposes of this subsection
10 shall mean only an officer of the corporation who:

11 (A) Is or was the president, chief executive officer, chief operating
12 officer, chief financial officer, chief legal officer, controller, treasurer or
13 chief accounting officer of the corporation; or

14 (B) is or was identified in the corporation's public filings with the
15 United States securities and exchange commission because such person is
16 or was one of the most highly compensated executive officers of the
17 corporation.

18 (2) The corporation may indemnify any other person who is not a
19 present or former director or officer of the corporation against expenses,
20 including attorney fees, actually and reasonably incurred by such person
21 to the extent such person has been successful on the merits or otherwise in
22 defense of any action, suit or proceeding referred to in subsections (a) and
23 (b) or in defense of any claim, issue or matter therein.

24 (d) Any indemnification under subsections (a) and (b), unless ordered
25 by a court, shall be made by the corporation only as authorized in the
26 specific case upon a determination that indemnification of the present or
27 former director, officer, employee or agent is proper in the circumstances
28 because the person has met the applicable standard of conduct set forth in
29 subsections (a) and (b). Such determination shall be made, with respect to
30 a person who is a director or officer of the corporation at the time of such
31 determination:

32 (1) By a majority vote of the directors who are not parties to such
33 action, suit or proceeding, even though less than a quorum;

34 (2) by a committee of such directors designated by majority vote of
35 such directors, even though less than a quorum;

36 (3) if there are no such directors, or if such directors so direct, by
37 independent legal counsel in a written opinion; or

38 (4) by the stockholders.

39 (e) Expenses, including attorney fees, incurred by an officer or
40 director of the corporation in defending any civil, criminal, administrative
41 or investigative action, suit or proceeding may be paid by the corporation
42 in advance of the final disposition of such action, suit or proceeding upon
43 receipt of an undertaking by or on behalf of such director or officer to

1 repay such amount if it shall ultimately be determined that such person is
2 not entitled to be indemnified by the corporation as authorized in this
3 section. Such expenses, including attorney fees, incurred by former
4 directors and officers or other employees and agents of the corporation or
5 by persons serving at the request of the corporation as directors, officers,
6 employees or agents of another corporation, partnership, joint venture,
7 trust or other enterprise may be so paid upon such terms and conditions, if
8 any, as the corporation deems appropriate.

9 (f) The indemnification and advancement of expenses provided by, or
10 granted pursuant to, the other subsections of this section shall not be
11 deemed exclusive of any other rights to which those seeking
12 indemnification or advancement of expenses may be entitled under any
13 bylaw, agreement, vote of stockholders or disinterested directors or
14 otherwise, both as to action in such person's official capacity and as to
15 action in another capacity while holding such office. A right to
16 indemnification or to advancement of expenses arising under a provision
17 of the articles of incorporation or a bylaw shall not be eliminated or
18 impaired by an amendment to *or repeal or elimination of* the articles of
19 incorporation or ~~the~~ bylaws after the occurrence of the act or omission that
20 is the subject of the civil, criminal, administrative or investigative action,
21 suit or proceeding for which indemnification or advancement of expenses
22 is sought; unless the provision in effect at the time of such act or omission
23 explicitly authorizes such elimination or impairment after such action or
24 omission has occurred.

25 (g) A corporation shall have power to purchase and maintain
26 insurance on behalf of any person who is or was a director, officer,
27 employee or agent of the corporation, or is or was serving at the request of
28 the corporation as a director, officer, employee or agent of another
29 corporation, partnership, joint venture, trust or other enterprise against any
30 liability asserted against such person and incurred by such person in any
31 such capacity, or arising out of such person's status as such, whether or not
32 the corporation would have the power to indemnify such person against
33 such liability under this section.

34 (h) For purposes of this section, references to "the corporation" shall
35 include, in addition to the resulting corporation, any constituent
36 corporation, including any constituent of a constituent, absorbed in a
37 consolidation or merger ~~which~~ *that*, if its separate existence had continued,
38 would have had power and authority to indemnify its directors, officers
39 and employees or agents, so that any person who is or was a director,
40 officer, employee or agent of such constituent corporation, or is or was
41 serving at the request of such constituent corporation as a director, officer,
42 employee or agent of another corporation, partnership, joint venture, trust
43 or other enterprise, shall stand in the same position under this section with

1 respect to the resulting or surviving corporation as such person would have
2 with respect to such constituent corporation if its separate existence had
3 continued.

4 (i) For purposes of this section, references to "other enterprises" shall
5 include employee benefit plans; references to "fines" shall include any
6 excise taxes assessed on a person with respect to any employee benefit
7 plan; and references to "serving at the request of the corporation" shall
8 include any service as a director, officer, employee or agent of the
9 corporation ~~which~~ that imposes duties on, or involves services by, such
10 director, officer, employee or agent with respect to an employee benefit
11 plan, its participants or beneficiaries; and a person who acted in good faith
12 and in a manner such person reasonably believed to be in the interest of
13 the participants and beneficiaries of an employee benefit plan shall be
14 deemed to have acted in a manner "not opposed to the best interests of the
15 corporation" as referred to in this section.

16 (j) The indemnification and advancement of expenses provided by, or
17 granted pursuant to, this section shall, unless otherwise provided when
18 authorized or ratified, continue as to a person who has ceased to be a
19 director, officer, employee or agent and shall inure to the benefit of the
20 heirs, executors and administrators of such a person.

21 (k) The district court is hereby vested with jurisdiction to hear and
22 determine all actions for advancement of expenses or indemnification
23 brought under this section or under any bylaw, agreement, vote of
24 stockholders or disinterested directors, or otherwise. The district court may
25 summarily determine a corporation's obligation to advance expenses,
26 including attorney fees.

27 Sec. 14. K.S.A. 2022 Supp. 17-6401 is hereby amended to read as
28 follows: 17-6401. (a) Every corporation may issue one or more classes of
29 stock or one or more series of stock within any class thereof, any or all of
30 which classes may be of stock with par value or stock without par value
31 and which classes or series may have such voting powers, full or limited,
32 or no voting powers, and such designations, preferences and relative,
33 participating, optional or other special rights, and qualifications,
34 limitations or restrictions thereof, as shall be stated and expressed in the
35 articles of incorporation or of any amendment thereto, or in the resolution
36 or resolutions providing for the issue of such stock adopted by the board of
37 directors pursuant to authority expressly vested in it by the articles of
38 incorporation. Any of the voting powers, designations, preferences, rights
39 and qualifications, limitations or restrictions of any such class or series of
40 stock may be made dependent upon facts ascertainable outside the articles
41 of incorporation or of any amendment thereto, or outside the resolution or
42 resolutions providing for the issue of such stock adopted by the board of
43 directors pursuant to authority expressly vested in it by the articles of

1 incorporation, ~~provided that~~ if the manner in which such facts shall operate
2 upon the voting powers, designations, preferences, rights and
3 qualifications, limitations or restrictions of such class or series of stock is
4 clearly and expressly set forth in the articles of incorporation or in the
5 resolution or resolutions providing for the issue of such stock adopted by
6 the board of directors. ~~The term~~ "Facts," as used in this subsection,
7 includes, but is not limited to, the occurrence of any event, including a
8 determination or action by any person or body, including the corporation.
9 The power to increase or decrease or otherwise adjust the capital stock as
10 provided in this code shall apply to all or any such classes of stock.

11 (b) (1) Any stock of any class or series may be made subject to
12 redemption by the corporation at its option or at the option of the holders
13 of such stock or upon the happening of a specified event. Immediately
14 following any such redemption the corporation shall have outstanding one
15 or more shares of one or more classes or series of stock, ~~which and such~~
16 share, or shares together, shall have full voting powers. Notwithstanding
17 ~~the foregoing such~~ limitation:

18 (1)(A) Any stock of a regulated investment company registered under
19 the investment company act of 1940, 15 U.S.C. §§ 80a-1 et seq., ~~and~~
20 ~~amendments thereto~~, may be made subject to redemption by the
21 corporation at its option or at the option of the holders of such stock; and

22 (2)(B) any stock of a corporation ~~which that~~ holds directly or
23 indirectly a license or franchise from a governmental agency to conduct its
24 business or is a member of a national securities exchange, ~~which and such~~
25 license, franchise or membership is conditioned upon some or all of the
26 holders of its stock possessing prescribed qualifications, may be made
27 subject to redemption by the corporation to the extent necessary to prevent
28 the loss of such license, franchise or membership or to reinstate it.

29 (2) Any stock ~~which that~~ may be made redeemable under this section
30 may be redeemed for cash, property or rights, including securities of the
31 same or another corporation, at such time or times, price or prices, or rate
32 or rates, and with such adjustments, as shall be stated in the articles of
33 incorporation or in the resolution or resolutions providing for the issue of
34 such stock adopted by the board of directors pursuant to subsection (a).

35 (c) The holders of preferred or special stock of any class or of any
36 series thereof shall be entitled to receive dividends at such rates, on such
37 conditions and at such times as shall be stated in the articles of
38 incorporation or in the resolution or resolutions providing for the issue of
39 such stock adopted by the board of directors as ~~hereinabove~~ provided *in*
40 *this section*, payable in preference to, or in such relation to, the dividends
41 payable on any other class or classes or of any other series of stock, and
42 cumulative or noncumulative as shall be so stated and expressed. When
43 dividends upon the preferred and special stocks, if any, to the extent of the

1 preference to which such stocks are entitled, shall have been paid or
2 declared and set apart for payment, a dividend on the remaining class or
3 classes or series of stock may then be paid out of the remaining assets of
4 the corporation available for dividends as ~~elsewhere~~ *provided* in this code
5 ~~provided~~.

6 (d) The holders of the preferred or special stock of any class or of any
7 series thereof shall be entitled to such rights upon the dissolution of, or
8 upon any distribution of the assets of, the corporation as shall be stated in
9 the articles of incorporation or in the resolution or resolutions providing
10 for the issue of such stock adopted by the board of directors.

11 (e) At the option of either the holder or the corporation or upon the
12 happening of a specified event, any stock of any class or of any series
13 thereof may be made convertible into or exchangeable for shares of any
14 other class or classes or any other series of the same or any other class or
15 classes of stock of the corporation, at such price or prices or at such rate or
16 rates of exchange and with such adjustments as shall be stated in the
17 articles of incorporation or in the resolution or resolutions providing for
18 the issue of such stock adopted by the board of directors.

19 (f) If any corporation shall be authorized to issue more than one class
20 of stock or more than one series of any class, the powers, designations,
21 preferences and relative, participating, optional or other special rights of
22 each class of stock or series thereof and the qualifications, limitations or
23 restrictions of such preferences or rights shall be set forth in full or
24 summarized on the face or back of the certificate ~~which~~ *that* the
25 corporation shall issue to represent certificated shares of such class or
26 series of stock. Except as otherwise provided in K.S.A. 17-6426, and
27 amendments thereto, in lieu of the foregoing requirements, there may be
28 set forth on the face or back of the certificate ~~which~~ *that* the corporation
29 issues to represent such class or series of stock, a statement that the
30 corporation will furnish without charge to each stockholder who so
31 requests the powers, designations, preferences and relative, participating,
32 optional or other special rights of each class of stock or series thereof and
33 the qualifications, limitations or restrictions of such preferences or rights,
34 or both. Within a reasonable time after the issuance or transfer of
35 uncertificated stock, ~~the corporation shall send to~~ the registered owner
36 thereof *shall be given a written notice, in writing or by electronic*
37 *transmission*, containing the information required to be set forth or stated
38 on certificates pursuant to this section or K.S.A. 17-6406, ~~K.S.A. 17-~~
39 ~~6426(a) or K.S.A.,~~ 17-6508(a) *or 17-72a04*, and amendments thereto, or
40 with respect to this section a statement that the corporation will furnish
41 without charge to each stockholder who so requests the powers,
42 designations, preferences and relative participating, optional or other
43 special rights of each class of stock or series thereof and the qualifications,

1 limitations or restrictions of such preferences or rights, or both. Except as
2 otherwise expressly provided by law, the rights and obligations of the
3 holders of uncertificated stock and the rights and obligations of the holders
4 of certificates representing stock of the same class and series shall be
5 identical.

6 (g) When any corporation desires to issue any shares of stock of any
7 class or of any series of any class of which the powers, designations,
8 preferences and relative, participating, optional or other rights, if any, or
9 the qualifications, limitations or restrictions thereof, if any, shall not have
10 been set forth in the articles of incorporation or in any amendment thereto,
11 but shall be provided for in a resolution or resolutions adopted by the
12 board of directors pursuant to authority expressly vested in it by the
13 articles of incorporation or any amendment thereto, a certificate of
14 designations setting forth a copy of such resolution or resolutions and the
15 number of shares of stock of such class or series shall be executed in
16 accordance with K.S.A. 2022 Supp. 17-7908, and amendments thereto,
17 filed in accordance with K.S.A. 2022 Supp. 17-7910, and amendments
18 thereto, and shall become effective in accordance with K.S.A. 2022 Supp.
19 17-7911, and amendments thereto. Unless otherwise provided in any such
20 resolution or resolutions, the number of shares of stock of any such series
21 to which such resolution or resolutions apply may be increased, but not
22 above the total number of authorized shares of the class, or decreased, but
23 not below the number of shares thereof then outstanding, by a certificate
24 likewise executed and filed setting forth a statement that a specified
25 increase or decrease had been authorized and directed by a resolution or
26 resolutions likewise adopted by the board of directors. In case the number
27 of such shares shall be decreased, the number of shares specified in the
28 certificate shall resume the status ~~which~~ that they had prior to the adoption
29 of the first resolution or resolutions. When no shares of any such class or
30 series are outstanding, either because none were issued or because no
31 issued shares of any such class or series remain outstanding, a certificate
32 setting forth a resolution or resolutions adopted by the board of directors
33 that none of the authorized shares of such class or series are outstanding
34 and that none will be issued, subject to the certificate of designations
35 previously filed with respect to such class or series, may be executed in
36 accordance with K.S.A. 2022 Supp. 17-7908, and amendments thereto,
37 and filed in accordance with K.S.A. 2022 Supp. 17-7910, and amendments
38 thereto. When such certificate becomes effective, it shall have the effect of
39 eliminating from the articles of incorporation all matters set forth in the
40 certificate of designations with respect to such class or series of stock.
41 Unless otherwise provided in the articles of incorporation, if no shares of
42 stock have been issued of a class or series of stock established by a
43 resolution of the board of directors, the voting powers, designations,

1 preferences and relative, participating, optional or other rights, if any, or
2 the qualifications, limitations or restrictions thereof, may be amended by a
3 resolution or resolutions adopted by the board of directors. A certificate
4 ~~which: (1) that~~ states that no shares of the class or series have been issued;
5 ~~(2),~~ sets forth a copy of the resolution or resolutions; and ~~(3),~~ if the
6 designation of the class or series is being changed, indicates the original
7 designation and the new designation shall be executed in accordance with
8 K.S.A. 2022 Supp. 17-7908, and amendments thereto, filed in accordance
9 with K.S.A. 2022 Supp. 17-7910, and amendments thereto, and shall
10 become effective in accordance with K.S.A. 2022 Supp. 17-7911, and
11 amendments thereto. When any certificate filed under this subsection
12 becomes effective, it shall have the effect of amending the articles of
13 incorporation, except that neither the filing of such certificate nor the filing
14 of restated articles of incorporation pursuant to K.S.A. 17-6605, and
15 amendments thereto, shall prohibit the board of directors from
16 subsequently adopting such resolutions as authorized by this subsection.

17 Sec. 15. K.S.A. 2022 Supp. 17-6408 is hereby amended to read as
18 follows: 17-6408. The shares of a corporation shall be represented by
19 certificates, except that the board of directors of the corporation may
20 provide by resolution or resolutions that some or all of any or all classes or
21 series of its stock shall be uncertificated shares. Any such resolution shall
22 not apply to shares represented by a certificate until such certificate is
23 surrendered to the corporation. Every holder of stock represented by
24 certificates shall be entitled to have a certificate signed by, or in the name
25 of, the corporation by ~~the chairperson or vice-chairperson of the board of~~
26 ~~directors, or the president or vice-president, and by the treasurer or an~~
27 ~~assistant treasurer, or the secretary or assistant secretary of such~~ *any two*
28 *authorized officers of the* corporation representing the number of shares
29 registered in certificate form. Any or all of the signatures on the certificate
30 may be a facsimile. In the event that any officer, transfer agent or registrar
31 who has signed or whose facsimile signature has been placed upon a
32 certificate has ceased to be such officer, transfer agent or registrar before
33 such certificate is issued, such certificate may be issued by the corporation
34 with the same effect as if the person were such officer, transfer agent or
35 registrar at the date of issue. A corporation shall not have power to issue a
36 certificate in bearer form.

37 Sec. 16. K.S.A. 2022 Supp. 17-6410 is hereby amended to read as
38 follows: 17-6410. (a) Every corporation may purchase, redeem, receive,
39 take or otherwise acquire, own and hold, sell, lend, exchange, transfer or
40 otherwise dispose of, pledge, use and otherwise deal in and with its own
41 shares; ~~provided, however, that~~. No corporation shall:

42 (1) Purchase or redeem its own shares of capital stock for cash or
43 other property when the capital of the corporation is impaired or when

1 such purchase or redemption would cause any impairment of the capital of
2 the corporation, except that a corporation other than a nonstock
3 corporation may purchase or redeem out of capital any of its own shares
4 ~~which~~ *that* are entitled upon any distribution of its assets, whether by
5 dividend or in liquidation, to a preference over another class or series of its
6 stock, or, if no shares entitled to such a preference are outstanding, any of
7 its own shares, if such shares will be retired upon their acquisition and the
8 capital of the corporation reduced in accordance with K.S.A. 17-6603 and
9 17-6604, and amendments thereto. Nothing in this subsection shall
10 invalidate or otherwise affect a note, debenture or other obligation of a
11 corporation given by it as consideration for its acquisition by purchase,
12 redemption or exchange of its shares of stock if at the time such note,
13 debenture or obligation was delivered by the corporation its capital was
14 not then impaired or did not thereby become impaired;

15 (2) purchase, for more than the price at which they may then be
16 redeemed, any of its shares ~~which~~ *that* are redeemable at the option of the
17 corporation; or

18 (3) (A) in the case of a corporation other than a nonstock corporation,
19 redeem any of its shares unless their redemption is authorized by K.S.A.
20 17-6401(b), and amendments thereto, and then only in accordance with
21 such section and the articles of incorporation; or

22 (B) in the case of a nonstock corporation, redeem any of its
23 membership interests; unless their redemption is authorized by the articles
24 of incorporation and then only in accordance with the articles of
25 incorporation.

26 (b) Nothing in this section limits or affects a corporation's right to
27 resell any of its shares ~~thereof~~ *previously* purchased or redeemed out of
28 surplus and ~~which~~ *that* have not been retired, for such consideration as
29 shall be fixed by the board of directors.

30 (c) (1) ~~Shares of its own a corporation's capital stock belonging to~~
31 *shall neither be entitled to vote nor be counted for quorum purposes if*
32 *such shares belong to:*

33 (A) The corporation ~~or to;~~

34 (B) another corporation, if a majority of the shares entitled to vote in
35 the election of directors of such other corporation is held, directly or
36 indirectly, by the corporation, ~~shall neither be entitled to vote nor be~~
37 ~~counted for quorum purposes; or~~

38 (C) *any other entity, if a majority of the voting power of such other*
39 *entity is held, directly or indirectly, by the corporation or if such other*
40 *entity is otherwise controlled, directly or indirectly, by the corporation.*

41 (2) Nothing in this section shall be construed as limiting the right of
42 any corporation to vote stock, including, but not limited to, its own stock,
43 held by it in a fiduciary capacity.

1 (d) Shares ~~which~~ *that* have been called for redemption shall not be
2 deemed to be outstanding shares for the purpose of voting or determining
3 the total number of shares entitled to vote on any matter on and after the
4 ~~date on which written~~ *when* notice of redemption has been sent to holders
5 thereof and a sum sufficient to redeem such shares has been irrevocably
6 deposited or set aside to pay the redemption price to the holders of the
7 shares upon surrender of certificates therefor.

8 Sec. 17. K.S.A. 2022 Supp. 17-6413 is hereby amended to read as
9 follows: 17-6413. The capital stock of a corporation shall be paid for in
10 such amounts and at such times as the directors may require. From time to
11 time, the directors may demand payment, in respect of each share of stock
12 not fully paid, of such sum of money as the necessities of the business may
13 require, in the judgment of the board of directors, not exceeding in the
14 whole the balance remaining unpaid on said stock, and such sum so
15 demanded shall be paid to the corporation at such times and by such
16 installments as the directors shall direct. The directors shall ~~give written~~
17 notice of the time and place of such payments to each holder of or
18 subscriber for stock ~~which~~ *that* is not fully paid at such holder's or
19 subscriber's last known ~~post office~~ *postal* address, ~~which and such~~ notice
20 shall be ~~mailed~~ *given* at least 30 days before the time for such payment.

21 Sec. 18. K.S.A. 2022 Supp. 17-6426 is hereby amended to read as
22 follows: 17-6426. (a) A written restriction or restrictions on the transfer or
23 registration of transfer of a security of a corporation, or on the amount of
24 the corporation's securities that may be owned by any person or group of
25 persons, if permitted by this section and noted conspicuously on the
26 certificate or certificates representing the security or securities so
27 restricted, or, in the case of uncertificated shares, contained in the notice or
28 notices ~~sent~~ *given* pursuant to K.S.A. 17-6401(f), and amendments thereto,
29 may be enforced against the holder of the restricted security or securities
30 or any successor or transferee of the holder, including an executor,
31 administrator, trustee, guardian or other fiduciary entrusted with like
32 responsibility for the person or estate of the holder. Unless noted
33 conspicuously on the certificate or certificates representing the security or
34 securities so restricted, or, in the case of uncertificated shares, contained in
35 the notice or notices ~~sent~~ *given* pursuant to K.S.A. 17-6401(f), and
36 amendments thereto, a restriction, even though permitted by this section, is
37 ineffective except against a person with actual knowledge of the
38 restriction.

39 (b) A restriction on the transfer or registration of transfer of securities
40 of a corporation, or on the amount of a corporation's securities that may be
41 owned by any person or group of persons, may be imposed by the articles
42 of incorporation or by the bylaws or by an agreement among any number
43 of security holders or among such holders and the corporation. No

1 restriction so imposed shall be binding with respect to securities issued
2 prior to the adoption of the restriction unless the holders of the securities
3 are parties to an agreement or voted in favor of the restriction.

4 (c) A restriction on the transfer or registration of transfer of securities
5 of a corporation or on the amount of such securities that may be owned by
6 any person or group of persons is permitted by this section if it:

7 (1) Obligates the holder of the restricted securities to offer to the
8 corporation or to any other holders of securities of the corporation or to
9 any other person or to any combination ~~of the foregoing~~ thereof, a prior
10 opportunity, to be exercised within a reasonable time, to acquire the
11 restricted securities;

12 (2) obligates the corporation or any holder of securities of the
13 corporation or any other person or any combination ~~of the foregoing~~
14 thereof, to purchase the securities ~~which~~ that are the subject of an
15 agreement respecting the purchase and sale of the restricted securities;

16 (3) requires the corporation or the holders of any class or series of
17 securities of the corporation to consent to any proposed transfer of the
18 restricted securities or to approve the proposed transferee of the restricted
19 securities, or to approve the amount of securities of the corporation that
20 may be owned by any person or group of persons;

21 (4) obligates the holder of the restricted securities to sell or transfer
22 an amount of restricted securities to the corporation or to any other holders
23 of securities of the corporation or to any other person or to any
24 combination ~~of the foregoing~~ thereof, or causes or results in the automatic
25 sale or transfer of an amount of restricted securities to the corporation or to
26 any other holders of securities of the corporation or to any other person or
27 to any combination ~~of the foregoing~~ thereof; or

28 (5) prohibits or restricts the transfer of the restricted securities to, or
29 the ownership of restricted securities by, designated persons or classes of
30 persons or groups of persons, and such designation is not manifestly
31 unreasonable.

32 (d) Any restriction on the transfer or the registration of transfer of the
33 securities of a corporation, or on the amount of securities of a corporation
34 that may be owned by a person or group of persons, for any of the
35 following purposes shall be conclusively presumed to be for a reasonable
36 purpose:

37 (1) Maintaining any local, state, federal or foreign tax advantage to
38 the corporation or its stockholders, including without limitation:

39 (A) Maintaining the corporation's status as an electing small business
40 corporation under subchapter S of the United States internal revenue code,
41 26 U.S.C. § 1371 et seq.;

42 (B) maintaining or preserving any tax attribute, including without
43 limitation net operating losses; or

1 (C) qualifying or maintaining the qualification of the corporation as a
2 real estate investment trust pursuant to the United States internal revenue
3 code or regulations adopted pursuant to the United States internal revenue
4 code; or

5 (2) maintaining any statutory or regulatory advantage or complying
6 with any statutory or regulatory requirements under applicable local, state,
7 federal or foreign law.

8 (e) Any other lawful restriction on transfer or registration of transfer
9 of securities, or on the amount of securities that may be owned by any
10 person or group of persons, is permitted by this section.

11 Sec. 19. K.S.A. 2022 Supp. 17-6427 is hereby amended to read as
12 follows: 17-6427. (a) Notwithstanding any other provisions of this chapter,
13 a corporation shall not engage in any business combination with any
14 interested stockholder for a period of three years following the time that
15 such stockholder became an interested stockholder, unless:

16 (1) Prior to such time the board of directors of the corporation
17 approved either the business combination or the transaction~~which that~~
18 resulted in the stockholder becoming an interested stockholder;

19 (2) upon consummation of the transaction~~which that~~ resulted in the
20 stockholder becoming an interested stockholder, the interested stockholder
21 owned at least 85% of the voting stock of the corporation outstanding at
22 the time the transaction commenced, excluding for purposes of
23 determining the voting stock outstanding, but not the outstanding voting
24 stock owned by the interested stockholder, those shares owned:

25 (A) By persons who are directors and also officers; and

26 (B) employee stock plans in which employee participants do not have
27 the right to determine confidentially whether shares held subject to the
28 plan will be tendered in a tender or exchange offer; or

29 (3) at or subsequent to such time the business combination is
30 approved by the board of directors and authorized at an annual or special
31 meeting of stockholders, and not by written consent, by the affirmative
32 vote of at least 66 ²/₃% of the outstanding voting stock~~which that~~ is not
33 owned by the interested stockholder.

34 (b) The restrictions contained in this section shall not apply if:

35 (1) The corporation's original articles of incorporation contain a
36 provision expressly electing not to be governed by this section or the
37 Kansas business combinations with interested shareholders act;

38 (2) the corporation, by action of its board of directors, adopts an
39 amendment to its bylaws on or before July 1, 1990, expressly electing not
40 to be governed by this section or the Kansas business combinations with
41 interested shareholders act, which amendment shall not be further
42 amended by the board of directors;

43 (3) the corporation, by action of its stockholders, adopts an

1 amendment to its articles of incorporation or bylaws expressly electing not
2 to be governed by this section, except that, in addition to any other vote
3 required by law, such amendment to the articles of incorporation or bylaws
4 must be ~~approved~~ *adopted* by the affirmative vote of a majority of the
5 ~~shares outstanding stock~~ entitled to vote *thereon*.

6 ~~(A) An amendment adopted pursuant to this paragraph shall be~~
7 ~~effective immediately.~~ In the case of a corporation that both: (A) has never
8 had a class of voting stock that falls within any of the two categories set
9 out in subsection (b)(4); and ~~(B)~~ has not elected by a provision in its
10 original articles of incorporation, or any amendment thereto, to be
11 governed by this section, *such amendment shall become effective upon:*

12 *(i) In the case of an amendment to the articles of incorporation, the*
13 *date and time when the filed amendment shall become effective in*
14 *accordance with K.S.A. 2022 Supp. 17-7911, and amendments thereto; or*

15 *(ii) in the case of an amendment to the bylaws, the date of adoption*
16 *of such amendment.*

17 ~~(B) (i) In all other cases, an amendment adopted pursuant to this~~
18 ~~paragraph shall not be effective until 12 months after become effective:~~

19 *(a) In the case of an amendment to the articles of incorporation, 12*
20 *months after the date and time when the filed amendment shall become*
21 *effective in accordance with K.S.A. 2022 Supp. 17-7911, and amendments*
22 *thereto; or*

23 *(b) in the case of an amendment to the bylaws, 12 months after the*
24 *date of the adoption of such amendment; and*

25 *(ii) in either case, the election not to be governed by this section shall*
26 *not apply to any business combination between such corporation and any*
27 *person who became an interested stockholder of such corporation on or*
28 ~~*prior to such adoption before:*~~

29 *(a) In the case of an amendment to the articles of incorporation, the*
30 *date and time when the filed amendment shall become effective in*
31 *accordance with K.S.A. 2022 Supp. 17-7911, and amendments thereto; or*

32 *(b) in the case of an amendment to the bylaws, the date of the*
33 *adoption of such amendment.*

34 (C) A bylaw amendment adopted pursuant to this paragraph shall not
35 be further amended by the board of directors;

36 (4) the corporation does not have a class of voting stock that is:

37 (A) Listed on a national securities exchange; or

38 (B) held of record by more than 2,000 stockholders, unless any of the
39 foregoing results from action taken, directly or indirectly, by an interested
40 stockholder or from a transaction in which a person becomes an interested
41 stockholder;

42 (5) a stockholder becomes an interested stockholder inadvertently
43 and:

1 (A) As soon as practicable divests itself of ownership of sufficient
2 shares so that the stockholder ceases to be an interested stockholder; and

3 (B) would not, at any time within the three-year period immediately
4 prior to a business combination between the corporation and such
5 stockholder, have been an interested stockholder but for the inadvertent
6 acquisition of ownership;

7 (6) (A) the business combination is proposed prior to the
8 consummation or abandonment of and subsequent to the earlier of the
9 public announcement or the notice required by this subsection of a
10 proposed transaction ~~which~~ *that*:

11 (i) Constitutes one of the transactions described in ~~the second~~
12 ~~sentence of this paragraph~~ *subparagraph (B)*;

13 (ii) is with or by a person who either was not an interested
14 stockholder during the previous three years or who became an interested
15 stockholder with the approval of the corporation's board of directors or
16 during the period described in paragraph (7); and

17 (iii) is approved or not opposed by a majority of the members of the
18 board of directors then in office, but not less than one, who were directors
19 prior to any person becoming an interested stockholder during the previous
20 three years or were recommended for election or elected to succeed such
21 directors by a majority of such directors.

22 (B) The proposed transactions referred to in subsection (b)(6)(A) are
23 limited to:

24 (i) A merger or consolidation of the corporation, except for a merger
25 in respect of which, pursuant to K.S.A. 17-6701(f), and amendments
26 thereto, no vote of the stockholders of the corporation is required;

27 (ii) a sale, lease, exchange, mortgage, pledge, transfer or other
28 disposition, in one transaction or a series of transactions, whether as part
29 of a dissolution or otherwise, of assets of the corporation or of any direct
30 or indirect majority-owned subsidiary of the corporation, other than to any
31 direct or indirect wholly-owned subsidiary or to the corporation, having an
32 aggregate market value equal to 50% or more of either that aggregate
33 market value of all of the assets of the corporation determined on a
34 consolidated basis or the aggregate market value of all the outstanding
35 stock of the corporation; or

36 (iii) a proposed tender or exchange offer for 50% or more of the
37 outstanding voting stock of the corporation. The corporation shall give not
38 less than 20 days' notice to all interested stockholders prior to the
39 consummation of any of the transactions described in subparagraph (B)(i)
40 or (ii); or

41 (7) the business combination is with an interested stockholder who
42 became an interested stockholder at a time when the restrictions contained
43 in this section did not apply by reason of any of subsections (b)(1) through

1 (b)(4), except that this paragraph shall not apply if, at the time such
2 interested stockholder became an interested stockholder, the corporation's
3 articles of incorporation contained a provision authorized by the last
4 sentence of this subsection.

5 Notwithstanding subsections (b)(1) through (b)(4), a corporation may
6 elect by a provision of its original articles of incorporation, or any
7 amendment thereto, to be governed by this section, except that any such
8 amendment to the articles of incorporation shall not apply to restrict a
9 business combination between the corporation and an interested
10 stockholder of the corporation if the interested stockholder became ~~such~~
11 ~~prior to the effective date of the amendment~~ *the interested stockholder*
12 *before the date and time when the filed amendment shall become effective*
13 *in accordance with K.S.A. 2022 Supp. 17-7911, and amendments thereto.*

14 (c) As used in this section only:

15 (1) "Affiliate" means a person that directly, or indirectly through one
16 or more intermediaries, controls, or is controlled by, or is under common
17 control with, another person.

18 (2) "Associate," when used to indicate a relationship with any person,
19 means:

20 (A) Any corporation, partnership, unincorporated association or other
21 entity of which such person is a director, officer or partner or is, directly or
22 indirectly, the owner of 20% or more of any class of voting stock;

23 (B) any trust or other estate in which such person has at least a 20%
24 beneficial interest or as to which such person serves as trustee or in a
25 similar fiduciary capacity; and

26 (C) any relative or spouse of such person, or any relative of such
27 spouse, who has the same residence as such person.

28 (3) "Business combination," when used in reference to any
29 corporation and any interested stockholder of such corporation, means:

30 (A) Any merger or consolidation of the corporation or any direct or
31 indirect majority-owned subsidiary of the corporation with:

32 (i) The interested stockholder; or

33 (ii) with any other corporation, partnership, unincorporated
34 association or other entity if the merger or consolidation is caused by the
35 interested stockholder and as a result of such merger or consolidation
36 subsection (a) is not applicable to the surviving entity;

37 (B) any sale, lease, exchange, mortgage, pledge, transfer or other
38 disposition, in one transaction or a series of transactions, except
39 proportionately as a stockholder of such corporation, to or with the
40 interested stockholder, whether as part of a dissolution or otherwise, of
41 assets of the corporation or of any direct or indirect majority-owned
42 subsidiary of the corporation ~~which assets~~ *that* have an aggregate market
43 value equal to 10% or more of either the aggregate market value of all the

1 assets of the corporation determined on a consolidated basis or the
2 aggregate market value of all the outstanding stock of the corporation;

3 (C) any transaction~~which~~ *that* results in the issuance or transfer by
4 the corporation or by any direct or indirect majority-owned subsidiary of
5 the corporation of any stock of the corporation or of such subsidiary to the
6 interested stockholder, except:

7 (i) Pursuant to the exercise, exchange or conversion of securities
8 exercisable for, exchangeable for or convertible into stock of such
9 corporation or any such subsidiary~~which securities~~ *that* were outstanding
10 prior to the time that the interested stockholder became~~such~~ *the interested*
11 *stockholder*;

12 (ii) pursuant to a merger under K.S.A. 17-6701(g), and amendments
13 thereto;

14 (iii) pursuant to a dividend or distribution paid or made, or the
15 exercise, exchange or conversion of securities exercisable for,
16 exchangeable for or convertible into stock of such corporation or any such
17 subsidiary~~which security~~ *that* is distributed, pro rata to all holders of a
18 class or series of stock of such corporation subsequent to the time the
19 interested stockholder became~~such~~ *the interested stockholder*;

20 (iv) pursuant to an exchange offer by the corporation to purchase
21 stock made on the same terms to all holders of such stock; or

22 (v) any issuance or transfer of stock by the corporation;~~provided~~
23 ~~however,~~ *except* that in no case under subparagraph (C)(iii) through (v)
24 shall there be an increase in the interested stockholder's proportionate
25 share of the stock of any class or series of the corporation or of the voting
26 stock of the corporation;

27 (D) any transaction involving the corporation or any direct or indirect
28 majority-owned subsidiary of the corporation~~which~~ *that* has the effect,
29 directly or indirectly, of increasing the proportionate share of the stock of
30 any class or series, or securities convertible into the stock of any class or
31 series, of the corporation or of any such subsidiary~~which~~ *that* is owned by
32 the interested stockholder, except as a result of immaterial changes due to
33 fractional share adjustments or as a result of any purchase or redemption
34 of any shares of stock not caused, directly or indirectly, by the interested
35 stockholder; or

36 (E) any receipt by the interested stockholder of the benefit, directly or
37 indirectly, except proportionately as a stockholder of such corporation, of
38 any loans, advances, guarantees, pledges or other financial benefits, other
39 than those expressly permitted in subparagraphs (A) through (D), provided
40 by or through the corporation or any direct or indirect majority-owned
41 subsidiary.

42 (4) "Control," including the terms "controlling," "controlled by" and
43 "under common control with," means the possession, directly or indirectly,

1 of the power to direct or cause the direction of the management and
2 policies of a person, whether through the ownership of voting stock, by
3 contract or otherwise. A person who is the owner of 20% or more of the
4 outstanding voting stock of any corporation, partnership, unincorporated
5 association or other entity shall be presumed to have control of such entity,
6 in the absence of proof by a preponderance of the evidence to the contrary,
7 except that a presumption of control shall not apply where such person
8 holds voting stock, in good faith and not for the purpose of circumventing
9 this section, as an agent, bank, broker, nominee, custodian or trustee for
10 one or more owners who do not individually or as a group have control of
11 such entity.

12 (5) (A) "Interested stockholder" means any person, other than the
13 corporation and any direct or indirect majority-owned subsidiary of the
14 corporation, that:

15 (i) Is the owner of 15% or more of the outstanding voting stock of the
16 corporation; or

17 (ii) is an affiliate or associate of the corporation and was the owner of
18 15% or more of the outstanding voting stock of the corporation at any time
19 within the three-year period immediately prior to the date ~~on which~~ *when*
20 it is sought to be determined whether such person is an interested
21 stockholder, and the affiliates and associates of such person.

22 (B) ~~The term "Interested stockholder" shall~~ *does* not include:

23 (i) Any person who:

24 (a) Owned shares in excess of the 15% limitation set forth ~~herein~~ *in*
25 *this paragraph* as of, or acquired such shares pursuant to a tender offer
26 commenced prior to July 1, 1989, or pursuant to an exchange offer
27 announced prior to such date and commenced within 90 days thereafter
28 and either:

29 (1) Continued to own shares in excess of such 15% limitation or
30 would have but for action by the corporation; or

31 (2) is an affiliate or associate of the corporation and so continued, or
32 so would have continued but for action by the corporation, to be the owner
33 of 15% or more of the outstanding voting stock of the corporation at any
34 time within the three-year period immediately prior to the date ~~on which~~
35 *when* it is sought to be determined whether such a person is an interested
36 stockholder; or

37 (b) acquired such shares from a person described in subparagraph (B)
38 (i)(a) by gift, inheritance or in a transaction in which no consideration was
39 exchanged; or

40 (ii) any person whose ownership of shares in excess of the 15%
41 limitation set forth ~~herein~~ *in this paragraph* is the result of action taken
42 solely by the corporation; ~~provided,~~ *except* that such person shall be an
43 interested stockholder if thereafter such person acquires additional shares

1 of voting stock of the corporation, except as a result of further corporate
2 action not caused, directly or indirectly, by such person.

3 (C) For the purpose of determining whether a person is an interested
4 stockholder, the voting stock of the corporation deemed to be outstanding
5 shall include stock deemed to be owned by the person through application
6 of paragraph (9), but shall not include any other unissued stock of such
7 corporation—~~which~~ *that* may be issuable pursuant to any agreement,
8 arrangement or understanding, or upon exercise of conversion rights,
9 warrants or options, or otherwise.

10 (6) "Person" means any individual, corporation, partnership,
11 unincorporated association or other entity.

12 (7) "Stock" means, with respect to any corporation, capital stock and,
13 with respect to any other entity, any equity interest.

14 (8) "Voting stock" means, with respect to any corporation, stock of
15 any class or series entitled to vote generally in the election of directors
16 and, with respect to any entity that is not a corporation, any equity interest
17 entitled to vote generally in the election of the governing body of such
18 entity. Every reference to a percentage of voting stock shall refer to such
19 percentage of the votes of such voting stock.

20 (9) "Owner," including the terms "own" and "owned," when used
21 with respect to any stock, means a person that individually or with or
22 through any of its affiliates or associates:

23 (A) Beneficially owns such stock, directly or indirectly;

24 (B) has: (i) The right to acquire such stock, whether such right is
25 exercisable immediately or only after the passage of time, pursuant to any
26 agreement, arrangement or understanding, or upon the exercise of
27 conversion rights, exchange rights, warrants or options, or otherwise,
28 except that a person shall not be deemed the owner of stock tendered
29 pursuant to a tender or exchange offer made by such person or any of such
30 person's affiliates or associates until such tendered stock is accepted for
31 purchase or exchange; or (ii) the right to vote such stock pursuant to any
32 agreement, arrangement or understanding, except that a person shall not be
33 deemed the owner of any stock because of such person's right to vote such
34 stock if the agreement, arrangement or understanding to vote such stock
35 arises solely from a revocable proxy or consent given in response to a
36 proxy or consent solicitation made to 10 or more persons; or

37 (C) has any agreement, arrangement or understanding for the purpose
38 of acquiring, holding, voting, except voting pursuant to a revocable proxy
39 or consent as described in subparagraph (B)(ii), or disposing of such stock
40 with any other person that beneficially owns, or whose affiliates or
41 associates beneficially own, directly or indirectly, such stock.

42 (d) No provision of an articles of incorporation or bylaw shall
43 require, for any vote of stockholders required by this section, a greater

1 vote of stockholders than that specified in this section.

2 (e) This section amends and recodifies the Kansas business
3 combinations with interested shareholders act. Any reference in a
4 corporation's articles of incorporation or bylaws to the Kansas business
5 combinations with interested shareholders act shall be deemed to refer to
6 this section.

7 ~~(f) This section shall be part of and supplemental to article 64 of~~
8 ~~chapter 17 of the Kansas Statutes Annotated, and amendments thereto.~~

9 Sec. 20. K.S.A. 2022 Supp. 17-6428 is hereby amended to read as
10 follows: 17-6428. (a) Subject to subsection (f), no defective corporate act
11 or putative stock shall be void or voidable solely as a result of a failure of
12 authorization if ratified as provided in this section or validated by the
13 district court in a proceeding brought under K.S.A. 2022 Supp. 17-6429,
14 and amendments thereto.

15 (b) (1) In order to ratify one or more defective corporate acts pursuant
16 to this section, other than the ratification of an election of the initial board
17 of directors pursuant to ~~subsection (b)(2) paragraph (3)~~, the board of
18 directors of the corporation shall adopt resolutions stating:

19 (A) The defective corporate act or acts to be ratified;

20 (B) the date of each defective corporate act or acts;

21 (C) if such defective corporate act or acts involved the issuance of
22 shares of putative stock, the number and type of shares of putative stock
23 issued and the date or dates ~~upon which~~ *when* such putative shares were
24 purported to have been issued;

25 (D) the nature of the failure of authorization in respect of each
26 defective corporate act to be ratified; and

27 (E) that the board of directors approves the ratification of the
28 defective corporate act or acts.

29 (2) Such resolutions may also provide that, at any time before the
30 validation effective time in respect to any defective corporate act set forth
31 ~~therein~~ *in such resolution*, notwithstanding the approval of the ratification
32 of such defective corporate act by stockholders, the board of directors may
33 abandon the ratification of such defective corporate act without further
34 action of the stockholders. The quorum and voting requirements applicable
35 to the ratification by the board of directors of any defective corporate act
36 shall be the quorum and voting requirements applicable to the type of
37 defective corporate act proposed to be ratified at the time the board adopts
38 the resolutions ratifying the defective corporate act, except that if the
39 articles of incorporation or bylaws of the corporation, any plan or
40 agreement to which the corporation was a party or any provision of ~~the~~
41 ~~Kansas general corporation~~ *this code*, in each case as in effect as of the
42 time of the defective corporate act, would have required a larger number or
43 portion of directors or of specified directors for a quorum to be present or

1 to approve the defective corporate act, such larger number or portion of
2 such directors or such specified directors shall be required for a quorum to
3 be present or to adopt the resolutions to ratify the defective corporate act,
4 as applicable, except that the presence or approval of any director elected,
5 appointed or nominated by holders of any class or series of which no
6 shares are then outstanding, or by any person that is no longer a
7 stockholder, shall not be required.

8 ~~(2)~~(3) In order to ratify a defective corporate act in respect of the
9 election of the initial board of directors of the corporation pursuant to
10 K.S.A. 17-6008, and amendments thereto, a majority of the persons who,
11 at the time the resolutions required by this paragraph are adopted, are
12 exercising the powers of directors under claim and color of an election or
13 appointment as such may adopt resolutions stating:

14 (A) The name of the person or persons who first took action in the
15 name of the corporation as the initial board of directors of the corporation;

16 (B) the earlier of the date ~~on which~~ *when* such persons first took such
17 action or were purported to have been elected as the initial board of
18 directors; and

19 (C) that the ratification of the election of such person or persons as
20 the initial board of directors is approved.

21 (c) Each defective corporate act ratified pursuant to subsection (b)(1)
22 shall be submitted to stockholders for approval as provided in subsection
23 (d), unless:

24 (1) ~~(A)~~ No other provision of ~~the Kansas general corporation~~ *this*
25 code, and no provision of the articles of incorporation or bylaws of the
26 corporation, or of any plan or agreement to which the corporation is a
27 party, would have required stockholder approval of such defective
28 corporate act to be ratified, either at the time of such defective corporate
29 act or at the time the board of directors adopts the resolutions ratifying
30 such defective corporate act pursuant to subsection (b)(1); and

31 ~~(2)~~(B) such defective corporate act did not result from a failure to
32 comply with K.S.A. 2022 Supp. 17-6427, and amendments thereto; *or*

33 (2) *only with respect to defective corporate acts ratified or to be*
34 *ratified pursuant to resolutions adopted by a board of directors on or after*
35 *July 1, 2023, as of the record date for determining the stockholders*
36 *entitled to vote on the ratification of such defective corporate act, there*
37 *are no shares of valid stock outstanding and entitled to vote thereon,*
38 *regardless of whether there then exists any shares of putative stock.*

39 (d) (1) If the ratification of a defective corporate act is required to be
40 submitted to stockholders for approval pursuant to subsection (c), due
41 notice of the time, place, if any, and purpose of the meeting shall be given
42 at least 20 days before the date of the meeting to each holder of valid stock
43 and putative stock, whether voting or nonvoting, at the *postal* address of

1 such holder as it appears or most recently appeared, as appropriate, on the
2 records of the corporation. The notice also shall be given to the holders of
3 record of valid stock and putative stock, whether voting or nonvoting, as
4 of the time of the defective corporate act, *or, in the case of any defective*
5 *corporate act that involved the establishment of a record date for notice of*
6 *or voting at any meeting of stockholders, for action by consent of*
7 *stockholders in lieu of a meeting, or for any other purpose, the record date*
8 *for notice of or voting at such meeting, the record date for action by*
9 *consent or the record date for such other action, as the case may be,* other
10 than holders whose identities or *postal* addresses cannot be determined
11 from the records of the corporation. The notice shall contain a copy of the
12 resolutions adopted by the board of directors pursuant to subsection (b)(1)
13 or the information required by subsection (b)(1)(A) through (E) and a
14 statement that any claim that the defective corporate act or putative stock
15 ratified hereunder is void or voidable due to the failure of authorization, or
16 that the district court should declare in its discretion that a ratification in
17 accordance with this section not be effective or be effective only on certain
18 conditions must be brought within 120 days from the applicable validation
19 effective time. At such meeting, the quorum and voting requirements
20 applicable to the ratification of such defective corporate act shall be the
21 quorum and voting requirements applicable to the type of defective
22 corporate act proposed to be ratified at the time of the approval of the
23 ratification, except that:

24 (1)(A) If the articles of incorporation or bylaws of the corporation,
25 any plan or agreement to which the corporation was a party or any
26 provision of ~~the Kansas general corporation~~ *this code* in effect as of the
27 time of the defective corporate act would have required a larger number or
28 portion of stock or of any class or series thereof or of specified
29 stockholders for a quorum to be present or to approve the defective
30 corporate act, the presence or approval of such larger number or portion of
31 stock or of such class or series thereof or of such specified stockholders
32 shall be required for a quorum to be present or to approve the ratification
33 of the defective corporate act, as applicable, except that the presence or
34 approval of shares of any class or series of which no shares are then
35 outstanding, or of any person that is no longer a stockholder, shall not be
36 required;

37 (2)(B) the approval by stockholders of the ratification of the election
38 of a director shall require the affirmative vote of the majority of shares
39 present at the meeting and entitled to vote on the election of such director,
40 except that if the articles of incorporation or bylaws of the corporation
41 then in effect or in effect at the time of the defective election require or
42 required a larger number or portion of stock or of any class or series
43 thereof or of specified stockholders to elect such director, the affirmative

1 vote of such larger number or portion of stock or of any class or series
2 thereof or of such specified stockholders shall be required to ratify the
3 election of such director, except that the presence or approval of shares of
4 any class or series of which no shares are then outstanding, or of any
5 person that is no longer a stockholder, shall not be required; and

6 (3)(C) in the event of a failure of authorization resulting from failure
7 to comply with the provisions of K.S.A. 2022 Supp. 17-6427, and
8 amendments thereto, the ratification of the defective corporate act shall
9 require the vote set forth in K.S.A. 2022 Supp. 17-6427(a)(3), and
10 amendments thereto, regardless of whether such vote would have
11 otherwise been required.

12 (2) Shares of putative stock on the record date for determining
13 stockholders entitled to vote on any matter submitted to stockholders
14 pursuant to subsection (c), and without giving effect to any ratification that
15 becomes effective after such record date, shall neither be entitled to vote
16 nor counted for quorum purposes in any vote to ratify any defective
17 corporate act.

18 (e) If a defective corporate act ratified pursuant to this section would
19 have required under any other section of ~~the Kansas general corporation~~
20 *this* code the filing of a document in accordance with K.S.A. 2022 Supp.
21 17-7910, and amendments thereto, then, whether or not a document was
22 previously filed in respect to such defective corporate act and in lieu of
23 filing the document otherwise required by provisions of ~~the Kansas~~
24 ~~general corporation~~ *this* code, the corporation shall file a certificate of
25 validation with respect to such defective corporate act in accordance with
26 K.S.A. 2022 Supp. 17-7910, and amendments thereto. A separate
27 certificate of validation shall be required for each defective corporate act
28 requiring the filing of a certificate of validation under this section, except
29 that two or more defective corporate acts may be included in a single
30 certificate of validation if the corporation filed, or to comply with
31 provisions of ~~the Kansas general corporation~~ *this* code, would have filed, a
32 single document under another provision of ~~the Kansas general~~
33 ~~corporation~~ *this* code to effect such acts, and two or more overissues of
34 shares of any class, classes or series of stock may be included in a single
35 certificate of validation, ~~provided~~ *except* that the increase in the number of
36 authorized shares of each such class or series set forth in the certificate of
37 validation shall be effective as of the date of the first such overissue. The
38 certificate of validation shall set forth:

39 (1) Each defective corporate act that is the subject of the certificate of
40 validation, including, in the case of any defective corporate act involving
41 the issuance of shares of putative stock, the number and type of shares of
42 putative stock issued and the date or dates ~~upon which~~ *when* such putative
43 shares were purported to have been issued, the date of such defective

1 corporate act, and the nature of the failure of authorization in respect to
2 such defective corporate act;

3 (2) a statement that such defective corporate act was ratified in
4 accordance with this section, including the date ~~on which~~ *when* the board
5 of directors ratified such defective corporate act and the date, if any, ~~on~~
6 ~~which~~ *when* the stockholders approved the ratification of such defective
7 corporate act; and

8 (3) the information required by one of the following subparagraphs:

9 (A) If a document was previously filed under K.S.A. 2022 Supp. 17-
10 7910, and amendments thereto, in respect to such defective corporate act
11 and no changes to such document are required to give effect to such
12 defective corporate act in accordance with this section, the certificate of
13 validation shall set forth:

14 (i) The name, title and filing date of the document previously filed
15 and of any certificate of correction thereto; and

16 (ii) a statement that a copy of the document previously filed, together
17 with any certificate of correction thereto, is attached as an exhibit to the
18 certificate of validation;

19 (B) if a document was previously filed under K.S.A. 2022 Supp. 17-
20 7910, and amendments thereto, in respect to the defective corporate act
21 and such document requires any change to give effect to the defective
22 corporate act in accordance with this section, including a change to the
23 date and time of the effectiveness of such certificate, the certificate of
24 validation shall set forth:

25 (i) The name, title and filing date of the document so previously filed
26 and of any certificate of correction thereto;

27 (ii) a statement that a document containing all of the information
28 required to be included under the applicable section or sections of ~~the~~
29 ~~Kansas general corporation this~~ code to give effect to the defective
30 corporate act is attached as an exhibit to the certificate of validation; and

31 (iii) the date that such certificate shall be deemed to have become
32 effective pursuant to this section; or

33 (C) if a document was not previously filed under K.S.A. 2022 Supp.
34 17-7910, and amendments thereto, in respect to the defective corporate act
35 and the defective corporate act ratified pursuant to this section would have
36 required under any other section of ~~the Kansas general corporation this~~
37 code the filing of a document in accordance with K.S.A. 2022 Supp. 17-
38 7910, and amendments thereto, the certificate of validation shall set forth:

39 (i) A statement that a document containing all of the information
40 required to be included under the applicable section or sections of ~~the~~
41 ~~Kansas general corporation this~~ code to give effect to the defective
42 corporate act is attached as an exhibit to the certificate of validation; and

43 (ii) the date and time that such certificate shall be deemed to have

1 become effective pursuant to this section.

2 (4) A document attached to a certificate of validation pursuant to
3 paragraph (3)(B) or (C) need not be separately executed and
4 acknowledged and need not include any statement required by any other
5 section of the Kansas general corporation ~~this~~ code that such document has
6 been approved and adopted in accordance with the provisions of such
7 other section.

8 (f) From and after the validation effective time; unless otherwise
9 determined in an action brought pursuant to K.S.A. 2022 Supp. 17-6429,
10 and amendments thereto:

11 (1) Subject to the last sentence of subsection (d), each defective
12 corporate act ratified in accordance with this section shall no longer be
13 deemed void or voidable as a result of a the failure of authorization
14 described in the resolutions adopted pursuant to subsection (b) and such
15 effect shall be retroactive to the time of the defective corporate act; and

16 (2) subject to the last sentence of subsection (d), each share or
17 fraction of a share of putative stock issued or purportedly issued pursuant
18 to any such defective corporate act shall no longer be deemed void or
19 voidable and shall be deemed to be an identical share or fraction of a share
20 of outstanding stock as of the time it was purportedly issued.

21 (g) (1) In respect of each defective corporate act ratified by the board
22 of directors pursuant to subsection (b), prompt notice of the ratification
23 shall be given to all holders of valid stock and putative stock, whether
24 voting or nonvoting, as of the date the board of directors adopts the
25 resolutions approving such defective corporate act, or as of a date within
26 60 days after such date of adoption, as established by the board of
27 directors, at the *postal* address of such holder as it appears or most recently
28 appeared, as appropriate, on the records of the corporation. The notice also
29 shall be given to the holders of record of valid stock and putative stock,
30 whether voting or nonvoting, as of the time of the defective corporate act,
31 other than holders whose identities or *postal* addresses cannot be
32 determined from the records of the corporation. The notice shall contain a
33 copy of the resolutions adopted pursuant to subsection (b) or the
34 information specified in subsection (b)(1)(A) through (E) or subsection ~~(b)~~
35 ~~(2)(A)~~ (b)(3)(A) through (C), as applicable, and a statement that any claim
36 that the defective corporate act or putative stock ratified hereunder is void
37 or voidable due to the failure of authorization, or that the district court
38 should declare in its discretion that a ratification in accordance with this
39 section not be effective or be effective only on certain conditions must be
40 brought within 120 days from the later of the validation effective time or
41 the time ~~at which~~ *when* the notice required by this subsection is given.

42 (2) Notwithstanding the provisions of paragraph (1):

43 (A) No such notice shall be required if notice of the ratification of the

1 defective corporate act is to be given in accordance with subsection (d);
2 and

3 (B) in the case of a corporation that has a class of stock listed on a
4 national securities exchange, the notice required by this subsection *and*
5 *subsection (d)(1)*, may be deemed given if disclosed in a document
6 publicly filed by the corporation with the securities and exchange
7 commission pursuant to ~~section 13, 14 or 15(d) of the securities exchange~~
8 ~~act of 1934, as amended, 15 U.S.C. §§ 78m, 78n or 78o(d)~~ and the rules
9 and regulations promulgated thereunder, or the corresponding provisions
10 of any subsequent federal securities laws, rules or regulations.

11 (3) If any defective corporate act has been approved by stockholders
12 acting pursuant to K.S.A. 17-6518, and amendments thereto, the notice
13 required by this subsection may be included in any notice required to be
14 given pursuant to K.S.A. 17-6518(e), and amendments thereto, and, if so
15 given, shall be sent to the stockholders entitled thereto under K.S.A. 17-
16 6518(e), and amendments thereto, and to all holders of valid and putative
17 stock to whom notice would be required under this subsection if the
18 defective corporate act had been approved at a meeting other than any
19 stockholder who approved the action by consent in lieu of a meeting
20 pursuant to K.S.A. 17-6518, and amendments thereto, or any holder of
21 putative stock who otherwise consented thereto in writing. Solely for
22 purposes of subsection (d) and this subsection, notice to holders of
23 putative stock, and notice to holders of valid stock and putative stock as of
24 the time of the defective corporate act, shall be treated as notice to holders
25 of valid stock for purposes of K.S.A. 17-6512, 17-6518, 17-6519, 17-6520,
26 17-6522 and 17-6523, and amendments thereto.

27 (h) As used in this section and in K.S.A. 2022 Supp. 17-6429, and
28 amendments thereto, ~~only, the terms:~~

29 (1) "Defective corporate act" means an overissue, an election or
30 appointment of directors that is void or voidable due to a failure of
31 authorization, or any act or transaction purportedly taken by or on behalf
32 of the corporation that is, and at the time such act or transaction was
33 purportedly taken would have been, within the power of a corporation
34 under the provisions of article 61 of chapter 17 of the Kansas Statutes
35 Annotated, and amendments thereto, *without regard to the failure of*
36 *authorization identified in subsection (b)(1)(D)*, but is void or voidable due
37 to a failure of authorization.

38 (2) "Failure of authorization" means:

39 (A) The failure to authorize or effect an act or transaction in
40 compliance with the provisions of this code, the articles of incorporation
41 or bylaws of the corporation, or any plan or agreement to which the
42 corporation is a party *or the disclosure set forth in any proxy or consent*
43 *solicitation statement*, if and to the extent such failure would render such

1 act or transaction void or voidable; or

2 (B) the failure of the board of directors or any officer of the
3 corporation to authorize or approve any act or transaction taken by or on
4 behalf of the corporation that would have required for its due authorization
5 the approval of the board of directors or such officer.

6 (3) "Overissue" means the purported issuance of:

7 (A) Shares of capital stock of a class or series in excess of the number
8 of shares of such class or series the corporation has the power to issue
9 under K.S.A. 17-6411, and amendments thereto, at the time of such
10 issuance; or

11 (B) shares of any class or series of capital stock that is not then
12 authorized for issuance by the articles of incorporation of the corporation.

13 (4) "Putative stock" means the shares of any class or series of capital
14 stock of the corporation, including shares issued upon exercise of options,
15 rights, warrants or other securities convertible into shares of capital stock
16 of the corporation, or interests with respect thereto that were created or
17 issued pursuant to a defective corporate act, that:

18 (A) But for any failure of authorization, would constitute valid stock;
19 or

20 (B) cannot be determined by the board of directors to be valid stock.

21 (5) "Time of the defective corporate act" means the date and time the
22 defective corporate act was purported to have been taken.

23 (6) "Validation effective time" with respect to any defective corporate
24 act ratified pursuant to this section means the latest of:

25 (A) The time ~~at which~~ *when* the defective corporate act submitted to
26 the stockholders for approval pursuant to subsection (c) is approved by
27 such stockholders, or if no such vote of stockholders is required to approve
28 the ratification of the defective corporate act, the time ~~at which~~ *when* the
29 board of directors adopts the resolutions required by subsection ~~(b)(1) or~~
30 ~~(b)(2)~~ *(b)*;

31 (B) where no certificate of validation is required to be filed pursuant
32 to subsection (e), the time, if any, specified by the board of directors in the
33 resolutions adopted pursuant to subsection ~~(b)(1) or (b)(2)~~, *which time (b)*
34 shall not precede the time ~~at which~~ *when* such resolutions are adopted; and

35 (C) the time ~~at which~~ *when* any certificate of validation filed pursuant
36 to subsection (e) shall become effective in accordance with K.S.A. 2022
37 Supp. 17-7911, and amendments thereto.

38 (7) "Valid stock" means the shares of any class or series of capital
39 stock of the corporation that have been duly authorized and validly issued
40 in accordance with ~~the Kansas general corporation~~ *this code*.

41 (i) In the absence of actual fraud in the transaction, the judgment of
42 the board of directors that shares of stock are valid stock or putative stock
43 shall be conclusive, unless otherwise determined by the district court in a

1 proceeding brought pursuant to K.S.A. 2022 Supp. 17-6429, and
2 amendments thereto.

3 ~~(i)~~(j) Ratification under this section or validation under K.S.A. 2022
4 Supp. 17-6429, and amendments thereto, shall not be deemed to be the
5 exclusive means of ratifying or validating any act or transaction taken by
6 or on behalf of the corporation, including any defective corporate act, or
7 any issuance of stock, including any putative stock, or of adopting or
8 endorsing any act or transaction taken by or in the name of the corporation
9 prior to the commencement of its existence, and the absence or failure of
10 ratification in accordance with either this section or validation under
11 K.S.A. 2022 Supp. 17-6429, and amendments thereto, shall not, of itself,
12 affect the validity or effectiveness of any act or transaction or the issuance
13 of any stock properly ratified under common law or otherwise, nor shall it
14 create a presumption that any such act or transaction is or was a defective
15 corporate act or that such stock is void or voidable.

16 ~~(j) This section shall be part of and supplemental to article 64 of~~
17 ~~chapter 17 of the Kansas Statutes Annotated, and amendments thereto.~~

18 Sec. 21. K.S.A. 2022 Supp. 17-6502 is hereby amended to read as
19 follows: 17-6502. (a) Unless otherwise provided in the articles of
20 incorporation and subject to the provisions of K.S.A. 17-6503, and
21 amendments thereto, each stockholder shall be entitled to one vote for
22 each share of capital stock held by such stockholder. If the articles of
23 incorporation provide for more or less than one vote for any share on any
24 matter, every reference in this code to a majority or other proportion of
25 stock shall refer to such majority or other proportion of the votes of such
26 stock.

27 (b) Each stockholder entitled to vote at a meeting of stockholders or
28 to express consent or dissent to corporate action in writing without a
29 meeting may authorize another person or persons to act for the stockholder
30 by proxy as provided in this subsection, but no such proxy shall be voted
31 or acted upon after three years from its date; unless the proxy provides for
32 a longer period.

33 (c) Without limiting the manner in which a stockholder may authorize
34 another person or persons to act for such stockholder as proxy pursuant to
35 subsection (b), the following shall constitute a valid means by which a
36 stockholder may grant such authority:

37 (1) A stockholder, *or such stockholder's authorized representative or*
38 *agent*, may execute a ~~writing document~~ authorizing another person or
39 persons to act for such stockholder as proxy. ~~Execution may be~~
40 ~~accomplished by the stockholder or the stockholder's authorized officer,~~
41 ~~director, employee or agent signing the writing or causing the~~
42 ~~stockholder's signature to be affixed to the writing by any reasonable~~
43 ~~means, including, but not limited to, facsimile signature; and~~

1 (2) a stockholder may authorize another person or persons to act for
2 such stockholder as proxy by transmitting, or authorizing the transmission
3 of, ~~a means of~~ *an* electronic transmission, including telephonic
4 transmission, to the person who will be the holder of the proxy or to a
5 proxy solicitation firm, proxy support service organization, or like agent
6 duly authorized by the person who will be the holder of the proxy to
7 receive the transmission, ~~provided that~~. Any such ~~electronic~~ transmission
8 must either set forth or be submitted with information from which it can be
9 determined that the ~~electronic~~ transmission was authorized by the
10 stockholder. If it is determined that such ~~electronic~~ transmissions are valid,
11 the inspectors or, if there are no inspectors, such other persons making that
12 determination shall specify the information upon which they relied; *and*

13 (3) *the authorization of a person to act as a proxy may be*
14 *documented, signed and delivered in accordance with section 1, and*
15 *amendments thereto. Such authorization shall set forth, or be delivered*
16 *with information enabling the corporation to determine, the identity of the*
17 *stockholder granting such authorization.*

18 (d) A copy, facsimile telecommunication, or other reliable
19 reproduction of the ~~writing or document, including any electronic~~
20 transmission, authorized under subsections (c)(1) and (c)(2) may be
21 substituted for the original ~~writing or transmission document~~ for any
22 purpose for which the original ~~writing or transmission document~~ could be
23 used, except that such copy, facsimile telecommunication or other
24 reproduction shall be a complete reproduction of the entire original ~~writing~~
25 ~~or transmission document~~.

26 (e) A duly executed proxy shall be irrevocable if it states that it is
27 irrevocable and if, and only as long as, it is coupled with an interest
28 sufficient in law to support an irrevocable power. A proxy may be made
29 irrevocable regardless of whether the interest with which it is coupled is an
30 interest in the stock itself or an interest in the corporation generally.

31 Sec. 22. K.S.A. 2022 Supp. 17-6503 is hereby amended to read as
32 follows: 17-6503. (a) In order that the corporation may determine the
33 stockholders entitled to notice of any meeting of stockholders or any
34 adjournment thereof, the board of directors may fix a record date, ~~which~~
35 ~~record date that~~ shall not precede the date ~~upon which~~ *when* the resolution
36 fixing the record date is adopted by the board of directors; and ~~which~~
37 ~~record date~~ shall not be more than 60 nor less than 10 days before the date
38 of such meeting. If the board of directors so fixes a date, such date shall
39 also be the record date for determining the stockholders entitled to vote at
40 such meeting unless the board of directors determines, at the time it fixes
41 such record date, that a later date on or before the date of the meeting shall
42 be the date for making such determination. If no record date is fixed by the
43 board of directors, the record date for determining stockholders entitled to

1 notice of and to vote at a meeting of stockholders shall be at the close of
2 business on the day next preceding the day ~~on which~~ *when* notice is given,
3 or, if notice is waived, at the close of business on the day next preceding
4 the day ~~on which~~ *when* the meeting is held. A determination of
5 stockholders of record entitled to notice of or to vote at a meeting of
6 stockholders shall apply to any adjournment of the meeting except that the
7 board of directors may fix a new record date for determination of
8 stockholders entitled to vote at the adjourned meeting, and in such case
9 shall also fix as the record date for stockholders entitled to notice of such
10 adjourned meeting the same or an earlier date as that fixed for
11 determination of stockholders entitled to vote in accordance with the
12 ~~foregoing~~ provisions of this subsection at the adjourned meeting.

13 (b) In order that the corporation may determine the stockholders
14 entitled to consent to corporate action ~~in writing~~ without a meeting *in*
15 *accordance with K.S.A. 17-6518, and amendments thereto*, the board of
16 directors may fix a record date ~~which record date~~ *that* shall not precede the
17 date ~~upon which~~ *when* the resolution fixing the record date is adopted by
18 the board of directors; and ~~which date~~ shall not be more than 10 days after
19 the date ~~upon which~~ *when* the resolution fixing the record date is adopted
20 by the board of directors. If no record date has been fixed by the board of
21 directors, the record date for determining stockholders entitled to consent
22 to corporate action ~~in writing~~ without a meeting, when no prior action by
23 the board of directors is required by this code, shall be the first date ~~on~~
24 ~~which~~ *when* a signed ~~written~~ consent setting forth the action taken or
25 proposed to be taken is delivered to the corporation ~~by delivery to its~~
26 ~~registered office in this state, its principal place of business, or an officer~~
27 ~~or agent of the corporation having custody of the book in which~~
28 ~~proceedings of meetings of stockholders are recorded. Delivery made to a~~
29 ~~corporation's registered office shall be by hand or by certified or registered~~
30 ~~mail, return receipt requested in accordance with K.S.A. 17-6518(d), and~~
31 ~~amendments thereto~~. If no record date has been fixed by the board of
32 directors and prior action by the board of directors is required by this code,
33 the record date for determining stockholders entitled to consent to
34 corporate action in writing without a meeting shall be at the close of
35 business on the day ~~on which~~ *when* the board of directors adopts the
36 resolution taking such prior action.

37 (c) In order that the corporation may determine the stockholders
38 entitled to receive payment of any dividend or other distribution or
39 allotment of any rights or the stockholders entitled to exercise any rights in
40 respect of any change, conversion or exchange of stock, or for the purpose
41 of any other lawful action, the board of directors may fix a record date,
42 ~~which record date~~ *that* shall not precede the date ~~upon which~~ *when* the
43 resolution fixing the record date is adopted; and ~~which record date~~ shall be

1 not more than 60 days prior to such action. If no record date is fixed, the
2 record date for determining stockholders for any such purpose shall be at
3 the close of business on the day ~~on which~~ when the board of directors
4 adopts the resolution relating thereto.

5 Sec. 23. K.S.A. 2022 Supp. 17-6509 is hereby amended to read as
6 follows: 17-6509. (a) ~~The officer who has charge of the stock ledger of a~~
7 corporation shall prepare ~~and make~~, at least 10 days before every meeting
8 of stockholders, a complete list of the stockholders entitled to vote at the
9 meeting, except that if the record date for determining the stockholders
10 entitled to vote is less than 10 days before the meeting date, the list shall
11 reflect the stockholders entitled to vote as of the 10th day before the
12 meeting date, arranged in alphabetical order, and showing the *postal*
13 address of each stockholder and the number of shares registered in the
14 name of each stockholder. Nothing contained in this section shall require
15 the corporation to include electronic mail addresses or other electronic
16 contact information on such list. Such list shall be open to the examination
17 of any stockholder, for any purpose germane to the meeting for a period of
18 at least 10 days prior to the meeting: (1) On a reasonably accessible
19 electronic network, ~~provided~~ if that the information required to gain access
20 to such list is provided with the notice of the meeting; or (2) during
21 ordinary business hours, at the principal place of business of the
22 corporation. ~~In the event that~~ If the corporation determines to make the list
23 available on an electronic network, the corporation may take reasonable
24 steps to ensure that such information is available only to stockholders of
25 the corporation. If the meeting is to be held at a place, then the list shall be
26 produced and kept at the time and place of the meeting during the whole
27 time thereof, and may be inspected by any stockholder who is present. If
28 the meeting is to be held solely by means of remote communication, then
29 the list shall also be open to the examination of any stockholder during the
30 whole time of the meeting on a reasonably accessible electronic network,
31 and the information required to access such list shall be provided with the
32 notice of the meeting.

33 (b) If the corporation, or an officer or agent thereof, refuses to permit
34 examination of the list by a stockholder, such stockholder may apply to the
35 district court for an order to compel the corporation to permit such
36 examination. The burden of proof shall be on the corporation to establish
37 that the examination such stockholder seeks is for a purpose not germane
38 to the meeting. The court may summarily order the corporation to permit
39 examination of the list upon such conditions as the court may deem
40 appropriate, and may make such additional orders as may be appropriate,
41 including, without limitation, postponing the meeting or voiding the results
42 of the meeting.

43 (c) *For purposes of this code, "stock ledger" means one or more*

1 *records administered by or on behalf of the corporation in which the*
2 *names of all of the corporation's stockholders of record, the address and*
3 *number of shares registered in the name of each such stockholder and all*
4 *issuances and transfers of stock of the corporation are recorded in*
5 *accordance with K.S.A. 17-6514, and amendments thereto.* The stock
6 ledger shall be the only evidence as to who are the stockholders entitled by
7 this section to examine the list required by this section or to vote in person
8 or by proxy at any meeting of stockholders.

9 Sec. 24. K.S.A. 2022 Supp. 17-6512 is hereby amended to read as
10 follows: 17-6512. (a) Whenever stockholders are required or permitted to
11 take any action at a meeting, ~~a written~~ notice of the meeting shall be given
12 ~~which that~~ shall state the place, if any, date and hour of the meeting, the
13 means of remote communication, if any, by which stockholders and proxy
14 holders may be deemed to be present in person and vote at such meeting,
15 the record date for determining the stockholders entitled to vote at the
16 meeting, if such date is different from the record date for determining
17 stockholders entitled to notice of the meeting, and, in the case of a special
18 meeting, the purpose or purposes for which the meeting is called.

19 (b) Unless otherwise provided in this code, the ~~written~~ notice of any
20 meeting shall be given not less than 10 nor more than 60 days before the
21 date of the meeting to each stockholder entitled to vote at such meeting as
22 of the record date for determining the stockholders entitled to notice of the
23 meeting. ~~If mailed, notice is given when deposited in the United States~~
24 ~~mail, postage prepaid, directed to the stockholder at such stockholder's~~
25 ~~address as it appears on the records of the corporation. An affidavit of the~~
26 ~~secretary or an assistant secretary or of the transfer agent or other agent of~~
27 ~~the corporation that the notice has been given shall be prima facie~~
28 ~~evidence of the facts stated therein in the absence of fraud.~~

29 (c) When a meeting is adjourned to another time or place, unless the
30 bylaws otherwise require, notice need not be given of the adjourned
31 meeting if the time, place, if any, thereof, and the means of remote
32 communication, if any, by which stockholders and proxy holders may be
33 deemed to be present in person and vote at such adjourned meeting are
34 announced at the meeting at which the adjournment is taken. At the
35 adjourned meeting the corporation may transact any business ~~which that~~
36 ~~might have been transacted at the original meeting.~~ If the adjournment is
37 for more than 30 days, a notice of the adjourned meeting shall be given to
38 each stockholder of record entitled to vote at the meeting. If, after the
39 adjournment, a new record date for stockholders entitled to vote is fixed
40 for the adjourned meeting, the board of directors shall fix a new record
41 date for notice of such adjourned meeting in accordance with K.S.A. 17-
42 6503(a), and amendments thereto, and shall give notice of the adjourned
43 meeting to each stockholder of record entitled to vote at such adjourned

1 meeting as of the record date fixed for notice of such adjourned meeting.

2 Sec. 25. K.S.A. 2022 Supp. 17-6514 is hereby amended to read as
3 follows: 17-6514. Any records ~~maintained~~ *administered by a or on behalf*
4 *of the corporation in the regular course of its business, including its stock*
5 *ledger, books of account and minute books, may be kept on, or by means*
6 *of, or be in the form of any information storage device—~~or, method~~*
7 *provided that, or one or more electronic networks or databases, including*
8 *one or more distributed electronic networks or databases, if the records so*
9 *kept can be converted into clearly legible paper form within a reasonable*
10 *time and, with respect to the stock ledger: (a) Can be used to prepare the*
11 *list of stockholders specified in K.S.A. 17-6509 and 17-6510, and*
12 *amendments thereto; (b) contain the information specified in K.S.A. 17-*
13 *6406, 17-6409, 17-6507(a) and 17-6508, and amendments thereto; and (c)*
14 *include transfers of stock as governed by article 8 of chapter 84 of the*
15 *Kansas Statutes Annotated, and amendments thereto. Any corporation*
16 *shall—~~so~~ convert any records so kept into clearly legible paper form upon*
17 *the request of any person entitled to inspect such records pursuant to any*
18 *provision of this code. When records are kept in such manner, a clearly*
19 *legible paper form—~~produced~~ prepared from or by the means of the*
20 *information storage device—~~or, method, or one or more electronic networks~~*
21 *or databases, including one or more distributed electronic networks or*
22 *databases, shall be valid and admissible in evidence and shall be accepted*
23 *for all other purposes, to the same extent as an original paper record of the*
24 *same information would have been, ~~provided~~ if the paper form accurately*
25 *portrays the record.*

26 Sec. 26. K.S.A. 2022 Supp. 17-6518 is hereby amended to read as
27 follows: 17-6518. (a) Unless otherwise provided in the articles of
28 incorporation, any action required by this code to be taken at any annual or
29 special meeting of stockholders of a corporation, or any action ~~which that~~
30 may be taken at any annual or special meeting of such stockholders, may
31 be taken without a meeting, without prior notice and without a vote, if a
32 consent or consents ~~in writing~~, setting forth the action so taken, are signed
33 by the holders of outstanding stock having not less than the minimum
34 number of votes that would be necessary to authorize or take such action at
35 a meeting at which all shares entitled to vote thereon were present and
36 voted and shall be delivered to the corporation ~~by delivery to its registered~~
37 ~~office in this state, its principal place of business or an officer or agent of~~
38 ~~the corporation having custody of the book in which proceedings of~~
39 ~~meetings of stockholders are recorded. Delivery made to a corporation's~~
40 ~~registered office shall be by hand or by certified or registered mail, return~~
41 ~~receipt requested in the manner required by this section.~~

42 (b) Unless otherwise provided in the articles of incorporation, any
43 action required by this code to be taken at a meeting of the members of a

1 nonstock corporation, or any action ~~which~~ *that* may be taken at any
2 meeting of the members of a nonstock corporation, may be taken without a
3 meeting, without prior notice and without a vote, if a consent or consents
4 ~~in writing~~, setting forth the action so taken, are signed by members having
5 not less than the minimum number of votes that would be necessary to
6 authorize or take such action at a meeting at which all members having a
7 right to vote thereon were present and voted and shall be delivered to the
8 corporation ~~by delivery to its registered office in this state, its principal~~
9 ~~place of business or an officer or agent of the corporation having custody~~
10 ~~of the book in which proceedings of meetings of members are recorded.~~
11 ~~Delivery made to a corporation's registered office shall be by hand or by~~
12 ~~certified or registered mail, return receipt requested in the manner required~~
13 ~~by this section.~~

14 (c) ~~Every written consent shall bear the date of signature of each~~
15 ~~stockholder or member who signs the consent, and~~ *A consent must be set*
16 *forth in writing or in an electronic transmission.* ~~No written consent shall~~
17 ~~be effective to take the corporate action referred to therein in such consent~~
18 ~~unless, within 60 days of the earliest dated consent delivered in the manner~~
19 ~~required by this section to the corporation, written consents signed by a~~
20 ~~sufficient number of holders or members to take action are delivered to the~~
21 ~~corporation by delivery to its registered office in this state, its principal~~
22 ~~place of business or an officer or agent of the corporation having custody~~
23 ~~of the book in which proceedings of meetings of stockholders or members~~
24 ~~are recorded. Delivery made to a corporation's registered office shall be by~~
25 ~~hand or by certified or registered mail, return receipt requested in the~~
26 ~~manner required by this section within 60 days of the first date when a~~
27 ~~consent is so delivered to the corporation.~~ Any person executing a consent
28 may provide, whether through instruction to an agent or otherwise, that
29 such a consent will be effective at a future time, including a time
30 determined upon the happening of an event, no later than 60 days after
31 such instruction is given or such provision is made, ~~and, for the purposes~~
32 ~~of this section, if evidence of such instruction or provision is provided to~~
33 ~~the corporation, such later effective time shall serve as the date of~~
34 ~~signature.~~ Unless otherwise provided, any such consent shall be revocable
35 prior to its becoming effective. *All references to a "consent" in this section*
36 *mean a consent permitted by this section.*

37 (d) (1) ~~Any electronic transmission consenting to an action to be~~
38 ~~taken and transmitted by a stockholder, member or proxyholder, or by a~~
39 ~~person or persons authorized to act for a stockholder, member or~~
40 ~~proxyholder, shall be deemed to be written, signed and dated for the~~
41 ~~purposes of this section, provided that any such electronic transmission~~
42 ~~sets forth or is delivered with information from which the corporation can~~
43 ~~determine: (A) That the electronic transmission was transmitted by the~~

1 stockholder, member or proxyholder or by a person or persons authorized
2 to act for the stockholder, member or proxyholder; and (B) the date on
3 which such stockholder, member or proxyholder or authorized person or
4 persons transmitted such electronic transmission. The date on which such
5 electronic transmission is transmitted shall be deemed to be the date on
6 which such consent was signed. No consent given by electronic
7 transmission shall be deemed to have been delivered until such consent is
8 reproduced in paper form and until such paper form shall be delivered to
9 the corporation by delivery to its registered office in this state, its principal
10 place of business or an officer or agent of the corporation having custody
11 of the book in which proceedings of meetings of stockholders or members
12 are recorded. Delivery made to a corporation's registered office shall be by
13 hand or by certified or registered mail, return receipt requested.
14 Notwithstanding the foregoing limitations on delivery, any consent or
15 consents given by electronic transmission, may be otherwise delivered to
16 the principal place of business of the corporation or to an officer or agent
17 of the corporation having custody of the book in which proceedings of
18 meetings of stockholders or members are recorded if, to the extent and in
19 the manner provided by resolution of the board of directors or governing
20 body of the corporation. *A consent permitted by this section shall be*
21 *delivered: (A) To the principal place of business of the corporation; (B) to*
22 *an officer or agent of the corporation having custody of the book in which*
23 *proceedings of meetings of stockholders or members are recorded; (C) to*
24 *the registered office of the corporation in this state by hand or by certified*
25 *or registered mail, return receipt requested; or (D) subject to paragraph*
26 *(2), in accordance with section 1, and amendments thereto, to an*
27 *information processing system, if any, designated by the corporation for*
28 *receiving such consents.*

29 (2) *In the case of delivery pursuant to subsection (d)(1)(D), such*
30 *consent must set forth or be delivered with information that enables the*
31 *corporation to determine the date of delivery of such consent and the*
32 *identity of the person giving such consent, and, if such consent is given by*
33 *a person authorized to act for a stockholder or member as proxy, such*
34 *consent must comply with the applicable provisions of K.S.A. 17-6502(c)*
35 *(2) and (c)(3), and amendments thereto.*

36 (3) Any copy, facsimile or other reliable reproduction of a consent in
37 writing may be substituted or used in lieu of the original writing for any
38 and all purposes for which the original writing could be used, ~~provided~~
39 ~~that~~. Such copy, facsimile or other reproduction shall be a complete
40 reproduction of the entire original writing. *A consent may be documented*
41 *and signed in accordance with section 1, and amendments thereto, and*
42 *when so documented or signed shall be deemed to be in writing for*
43 *purposes of this code. If such consent is delivered pursuant to subsection*

1 (d)(1)(A), (B) or (C), such consent must be reproduced and delivered in
2 paper form.

3 (e) Prompt notice of the taking of any corporate action without a
4 meeting by less than unanimous ~~written~~ consent shall be given to those
5 stockholders or members who have not consented ~~in writing~~ and who, if
6 the action had been taken at a meeting, would have been entitled to notice
7 of the meeting if the record date for notice of such meeting had been the
8 date that ~~a written~~ consent or consents signed by a sufficient number of
9 stockholders or members to take the action were delivered to the
10 corporation as provided in ~~subsection (e)~~ *this section*. In the event that the
11 action ~~which~~ *that* is consented to is such as would have required the filing
12 of a certificate under any other section of this code, if such action had been
13 voted on by stockholders or members at a meeting thereof, the certificate
14 filed under such other section shall state, in lieu of any statement required
15 by such section concerning any vote of stockholders or members, that
16 ~~written~~ consent has been given in accordance with the provisions of this
17 section.

18 Sec. 27. K.S.A. 17-6520 is hereby amended to read as follows: 17-
19 6520. (a) Whenever notice is required to be given, under any provision of
20 this act or of the articles of incorporation or bylaws of any corporation, to
21 any person with whom communication is unlawful, the giving of such
22 notice to such person shall not be required and there shall be no duty to
23 apply to any governmental authority or agency for a license or permit to
24 give such notice to such person. Any action or meeting ~~which shall be~~ *that*
25 *is* taken or held without notice to any such person with whom
26 communication is unlawful shall have the same force and effect as if such
27 notice had been duly given. In the event that the action taken by the
28 corporation is such as to require the filing of a certificate under any of the
29 other sections of this act, the certificate shall state, if such is the fact and if
30 notice is required, that notice was given to all persons entitled to receive
31 notice except such persons with whom communication is unlawful.

32 (b) Whenever notice is required to be given, under any provision of
33 this act or the articles of incorporation or bylaws of any corporation, to any
34 stockholder or, if the corporation is a nonstock corporation, to any
35 member, to whom (1) notice of two consecutive annual meetings, and all
36 notices of meetings or of the taking of action by written consent without a
37 meeting to such person during the period between such two consecutive
38 annual meetings, or (2) all, and at least two payments, if sent by first class
39 mail, of dividends or interest on securities during a 12-month period, have
40 been mailed addressed to such person at such person's *postal* address as
41 shown on the records of the corporation and have been returned
42 undeliverable, the giving of such notice to such person shall not be
43 required. Any action or meeting ~~which shall be~~ *that is* taken or held

1 without notice to such person shall have the same force and effect as if
2 such notice had been duly given. If any such person shall deliver to the
3 corporation a written notice setting forth such person's then current *postal*
4 address, the requirement that notice be given to such person shall be
5 reinstated. In the event that the action taken by the corporation is such as
6 to require the filing of a certificate under any of the other sections of this
7 chapter, the certificate need not state that notice was not given to persons
8 to whom notice was not required to be given pursuant to this subsection.

9 (c) The exception in subsection (b)(1) to the requirement that notice
10 be given shall not be applicable to:

11 (1) Any notice returned as undeliverable if the notice was given by
12 electronic transmission; or

13 (2) any stockholder or member whose electronic mail address
14 appears on the records of the corporation and to whom notice by
15 electronic transmission is not prohibited by K.S.A. 17-6522, and
16 amendments thereto.

17 Sec. 28. K.S.A. 2022 Supp. 17-6522 is hereby amended to read as
18 follows: 17-6522. (a) *Without limiting the manner by which notice*
19 *otherwise may be given effectively to stockholders, any notice to*
20 *stockholders given by the corporation under any provision of this code or*
21 *the articles of incorporation or bylaws may be given in writing directed to*
22 *the stockholder's postal address, or by electronic transmission directed to*
23 *the stockholder's electronic mail address, as applicable, as it appears on*
24 *the records of the corporation and shall be given: (1) If mailed, when the*
25 *notice is deposited in the U.S. mail, postage prepaid; (2) if delivered by*
26 *courier service, the earlier of when the notice is received or left at such*
27 *stockholder's address; or (3) if given by electronic mail, when directed to*
28 *such stockholder's electronic mail address unless the stockholder has*
29 *notified the corporation in writing or by electronic transmission of an*
30 *objection to receiving notice by electronic mail or such notice is*
31 *prohibited by subsection (e). A notice by electronic mail must include a*
32 *prominent legend that the communication is an important notice regarding*
33 *the corporation.*

34 (b) Without limiting the manner by which notice otherwise may be
35 given effectively to stockholders, *but subject to subsection (e)*, any notice
36 to stockholders given by the corporation under any provision of this code;
37 *or the articles of incorporation; or the bylaws shall be effective if given by*
38 *a form of electronic transmission consented to by the stockholder to whom*
39 *the notice is given. Any such consent shall be revocable by the stockholder*
40 *by written notice or electronic transmission to the corporation. ~~Any such~~*
41 *consent shall be deemed revoked if: (1) ~~The corporation is unable to~~*
42 *deliver by electronic transmission two consecutive notices given by the*
43 *corporation in accordance with such consent; and (2) such inability*

1 becomes known to the secretary or an assistant secretary of the corporation
 2 or to the transfer agent, or other person responsible for the giving of
 3 notice. The inadvertent failure to treat such inability as a revocation shall
 4 not invalidate any meeting or other action. *A corporation may give a notice*
 5 *by electronic mail in accordance with subsection (a) without obtaining the*
 6 *consent required by this subsection.*

7 ~~(b)~~(c) Notice given pursuant to subsection ~~(a)~~ (b) shall be deemed
 8 given:

9 (1) If by facsimile telecommunication, when directed to a number at
 10 which the stockholder has consented to receive notice;

11 ~~(2) if by electronic mail, when directed to an electronic mail address at~~
 12 ~~which the stockholder has consented to receive notice;~~ (3) if by a posting
 13 on an electronic network together with separate notice to the stockholder
 14 of such specific posting, upon the later of:

15 (A) Such posting; and

16 (B) the giving of such separate notice; and

17 ~~(4)~~(3) if by any other form of electronic transmission, when directed
 18 to the stockholder. ~~An affidavit of the secretary or an assistant secretary or~~
 19 ~~of the transfer agent or other agent of the corporation that the notice has~~
 20 ~~been given by a form of electronic transmission, in the absence of fraud,~~
 21 ~~shall be prima facie evidence of the facts stated therein.~~

22 ~~(e)~~(d) For purposes of this code,:

23 (1) "Electronic transmission" means any form of communication, not
 24 directly involving the physical transmission of paper, *including the use of,*
 25 *or participation in, one or more electronic networks or databases or one*
 26 *or more distributed electronic networks or databases,* that creates a record
 27 that may be retained, retrieved and reviewed by a recipient thereof, and
 28 that may be directly reproduced in paper form by such a recipient through
 29 an automated process;

30 (2) "*electronic mail*" means an electronic transmission directed to a
 31 unique electronic mail address, including any files attached thereto and
 32 any information hyperlinked to a website if such electronic mail includes
 33 the contact information of an officer or agent of the corporation who is
 34 available to assist with accessing such files and information; and

35 (3) "*electronic mail address*" means a destination, commonly
 36 expressed as a string of characters, consisting of a unique username or
 37 mailbox, commonly referred to as the "*local part*" of the address, and a
 38 reference to an internet domain, commonly referred to as the "*domain*
 39 *part*" of the address, whether or not displayed, to which electronic mail
 40 can be sent or delivered.

41 (e) Notwithstanding the provisions of this section, a notice shall not
 42 be given by an electronic transmission from and after the time that the
 43 corporation is unable to deliver by such electronic transmission two

1 *consecutive notices given by the corporation and such inability becomes*
2 *known to the secretary or an assistant secretary of the corporation or to*
3 *the transfer agent, or other person responsible for the giving of notice, but*
4 *the inadvertent failure to discover such inability shall not invalidate any*
5 *meeting or other action.*

6 *(f) An affidavit of the secretary or an assistant secretary or of the*
7 *transfer agent or other agent of the corporation that notice has been given*
8 *shall, in the absence of fraud, be prima facie evidence of the facts stated in*
9 *the affidavit.*

10 ~~(d)~~(g) *No provision of this section, except for subsections (a)(1), (d)*
11 *(2) and (d)(3), shall not apply to K.S.A. 17-6414, 17-6906, 17-7001 or 17-*
12 *7002, and amendments thereto.*

13 Sec. 29. K.S.A. 2022 Supp. 17-6701 is hereby amended to read as
14 follows: 17-6701. (a) Any two or more corporations ~~existing under the~~
15 ~~laws~~ of this state may merge into a single *surviving* corporation, ~~which~~
16 *that* may be any one of the constituent corporations or may consolidate
17 into a new *resulting* corporation formed by the consolidation, pursuant to
18 an agreement of merger or consolidation, as the case may be, complying
19 and approved in accordance with this section.

20 (b) The board of directors of each corporation ~~which~~ *that* desires to
21 merge or consolidate shall adopt a resolution approving an agreement of
22 merger or consolidation and declaring its ~~advisability~~ *advisability*. The
23 agreement shall state: (1) The terms and conditions of the merger or
24 consolidation; (2) the mode of carrying the same into effect; (3) in the case
25 of a merger, such amendments or changes in the articles of incorporation
26 of the surviving corporation as are desired to be effected by the merger,
27 ~~which amendments or changes~~ may amend and restate the articles of
28 incorporation of the surviving corporation in their entirety, or, if no such
29 amendments or changes are desired, a statement that the articles of
30 incorporation of the surviving corporation shall be its articles of
31 incorporation; (4) in the case of a consolidation, that the articles of
32 incorporation of the resulting corporation shall be as are set forth in an
33 attachment to the agreement; (5) the manner, if any, of converting the
34 shares of each of the constituent corporations into shares or other securities
35 of the corporation surviving or resulting from the merger or consolidation,
36 or of cancelling some or all of such shares and, if any shares of any of the
37 constituent corporations are not to remain outstanding, to be converted
38 solely into shares or other securities of the surviving or resulting
39 corporation or to be cancelled, the cash, property, rights or securities of
40 any other corporation or entity ~~which~~ *that* the holders of such shares are to
41 receive in exchange for, or upon conversion of, such shares and the
42 surrender of any certificates evidencing them, ~~which~~ *and such* cash,
43 property, rights or securities of any other corporation or entity may be in

1 addition to or in lieu of shares or other securities of the surviving or
2 resulting corporation; and (6) such other details or provisions as are
3 deemed desirable, including, without limiting the generality of ~~the~~
4 ~~foregoing~~ *this subsection*, a provision for the payment of cash in lieu of the
5 issuance or recognition of fractional shares, ~~interests~~ or rights or other
6 *securities of the surviving or resulting corporation or of any other*
7 *corporation or entity the shares, rights or other securities of which are to*
8 *be received in the merger or consolidation*, or for any other arrangement
9 with respect thereto, consistent with the provisions of K.S.A. 17-6405, and
10 amendments thereto. The agreement so adopted shall be executed *by an*
11 *authorized person, except that if the agreement is filed, it shall be executed*
12 *in accordance with K.S.A. 2022 Supp. 17-7908, and amendments thereto.*
13 Any terms of the agreement of merger or consolidation may be made
14 dependent upon facts ascertainable outside of such agreement, ~~provided~~
15 ~~that~~ *if the manner in which such facts shall operate upon the terms of the*
16 *agreement is clearly and expressly set forth in the agreement of merger or*
17 *consolidation. The term "Facts," as used in the preceding sentence,*
18 *includes, but is not limited to, the occurrence of any event, including a*
19 *determination or action by any person or body, including the corporation.*

20 (c) (1) The agreement required by subsection (b) shall be submitted to
21 the stockholders of each constituent corporation at an annual or special
22 meeting for the purpose of acting on the agreement.

23 (2) Due notice of the time, place and purpose of the meeting shall be
24 ~~mailed~~ *given* to each holder of stock, whether voting or nonvoting, of the
25 corporation at the stockholder's *postal* address as it appears on the records
26 of the corporation, at least 20 days prior to the date of the meeting. The
27 notice shall contain a copy of the agreement or a brief summary thereof.

28 (3) At the meeting the agreement shall be considered and a vote taken
29 for its adoption or rejection. If a majority of the outstanding stock of the
30 corporation entitled to vote thereon shall be voted for the adoption of the
31 agreement, that fact shall be certified on the agreement by the secretary or
32 assistant secretary of the corporation, except that such certification on the
33 agreement shall not be required if a certificate of merger or consolidation
34 is filed in lieu of filing the agreement. If the agreement shall be so adopted
35 and certified by each constituent corporation, it shall then be filed, and
36 shall become effective, in accordance with K.S.A. 2022 Supp. 17-7910
37 and 17-7911, and amendments thereto.

38 (4) In lieu of filing the agreement of merger or consolidation required
39 by this section, the surviving or resulting corporation may file a certificate
40 of merger or consolidation, executed in accordance with K.S.A. 2022
41 Supp. 17-7908, and amendments thereto, ~~which~~ *that* states:

42 (A) The name and state of incorporation of each of the constituent
43 corporations;

1 (B) that an agreement of merger or consolidation has been approved,
2 adopted, certified and executed by each of the constituent corporations in
3 accordance with this section;

4 (C) the name of the surviving or resulting corporation;

5 (D) in the case of a merger, such amendments or changes in the
6 articles of incorporation of the surviving corporation as are desired to be
7 effected by the merger, which ~~amendments or changes~~ may amend and
8 restate the articles of incorporation of the surviving corporation in their
9 entirety, or, if no such amendments or changes are desired, a statement that
10 the articles of incorporation shall be the articles of incorporation of the
11 surviving corporation;

12 (E) in the case of a consolidation, that the articles of incorporation of
13 the resulting corporation shall be as are set forth in an attachment to the
14 certificate;

15 (F) that the executed agreement of consolidation or merger is on file
16 at the principal place of business of the surviving or resulting corporation,
17 stating the address thereof; and

18 (G) that a copy of the agreement of consolidation or merger will be
19 furnished by the surviving or resulting corporation, on request and without
20 cost, to any stockholder of any constituent corporation.

21 (d) (1) Any agreement of merger or consolidation may contain a
22 provision that at any time prior to the time that the agreement, or a
23 certificate in lieu thereof, filed with the secretary of state becomes
24 effective in accordance with K.S.A. 2022 Supp. 17-7911, and amendments
25 thereto, the agreement may be terminated by the board of directors of any
26 constituent corporation notwithstanding approval of the agreement by the
27 stockholders of all or any of the constituent corporations; in the event the
28 agreement of merger or consolidation is terminated after the filing of the
29 agreement, or a certificate in lieu thereof, with the secretary of state but
30 before the agreement, or a certificate in lieu thereof, has become effective,
31 a certificate of termination of merger or consolidation shall be filed in
32 accordance with K.S.A. 2022 Supp. 17-7910, and amendments thereto.

33 (2) Any agreement of merger or consolidation may contain a
34 provision that the boards of directors of the constituent corporations may
35 amend the agreement at any time prior to the time that the agreement, or a
36 certificate in lieu thereof, filed with the secretary of state becomes
37 effective in accordance with K.S.A. 2022 Supp. 17-7911, and amendments
38 thereto, except that an amendment made subsequent to the adoption of the
39 agreement by the stockholders of any constituent corporation shall not:

40 ~~(A)~~ Alter or change the amount or kind of shares, securities, cash,
41 property or rights to be received in exchange for or on conversion of all or
42 any of the shares of any class or series thereof of such constituent
43 corporation;

1 ~~(2)~~(B) alter or change any term of the articles of incorporation of the
2 surviving or resulting corporation to be effected by the merger or
3 consolidation; or

4 ~~(3)~~(C) alter or change any of the terms and conditions of the
5 agreement if such alteration or change would adversely affect the holders
6 of any class or series thereof of such constituent corporation. In the event
7 the agreement of merger or consolidation is amended after the filing
8 thereof with the secretary of state but before the agreement has become
9 effective, a certificate of amendment of merger or consolidation shall be
10 filed in accordance with K.S.A. 2022 Supp. 17-7910, and amendments
11 thereto.

12 (e) In the case of a merger, the articles of incorporation of the
13 surviving corporation shall automatically be amended to the extent, if any,
14 that changes in the articles of incorporation are set forth in the agreement
15 of merger.

16 (f) (1) Notwithstanding the requirements of subsection (c), unless
17 required by its articles of incorporation, no vote of stockholders of a
18 constituent corporation surviving a merger shall be necessary to authorize
19 a merger if:

20 (A) The agreement of merger does not amend in any respect the
21 articles of incorporation of such constituent corporation;

22 (B) each share of stock of such constituent corporation outstanding
23 immediately prior to the effective date of the merger is to be an identical
24 outstanding or treasury share of the surviving corporation after the
25 effective date of the merger; and

26 (C) either no shares of common stock of the surviving corporation
27 and no shares, securities or obligations convertible into such stock are to
28 be issued or delivered under the plan of merger, or the authorized unissued
29 shares or the treasury shares of common stock of the surviving corporation
30 to be issued or delivered under the plan of merger plus those initially
31 issuable upon conversion of any other shares, securities or obligations to
32 be issued or delivered under such plan do not exceed 20% of the shares of
33 common stock of such constituent corporation outstanding immediately
34 prior to the effective date of the merger.

35 (2) No vote of stockholders of a constituent corporation shall be
36 necessary to authorize a merger or consolidation if no shares of the stock
37 of such corporation shall have been issued prior to the adoption by the
38 board of directors of the resolution approving the agreement of merger or
39 consolidation.

40 (3) If an agreement of merger is adopted by the constituent
41 corporation surviving the merger, by action of its board of directors and
42 without any vote of its stockholders pursuant to this subsection, the
43 secretary or assistant secretary of that corporation shall certify on the

1 agreement that the agreement has been adopted pursuant to this subsection
2 and:

3 (A) If it has been adopted pursuant to subsection (f)(1), that the
4 conditions specified in that subsection have been satisfied; or

5 (B) if it has been adopted pursuant to subsection (f)(2), that no shares
6 of stock of such corporation were issued prior to the adoption by the board
7 of directors of the resolution approving the agreement of merger or
8 consolidation.

9 (4) The agreement so adopted and certified shall then be executed and
10 filed, and shall become effective, in accordance with K.S.A. 2022 Supp.
11 17-7908 through 17-7911, and amendments thereto. Such filing shall
12 constitute a representation by the person who executes the agreement that
13 the facts stated in the certificate remain true immediately prior to such
14 filing.

15 (g) Notwithstanding the requirements of subsection (c), unless
16 expressly required by its articles of incorporation, no vote of stockholders
17 of a constituent corporation shall be necessary to authorize a merger with
18 or into a single direct or indirect wholly-owned subsidiary of such
19 constituent corporation if:

20 (1) Such constituent corporation and the direct or indirect wholly-
21 owned subsidiary of such constituent corporation are the only constituent
22 entities to the merger;

23 (2) each share or fraction of a share of the capital stock of the
24 constituent corporation outstanding immediately prior to the effective time
25 of the merger is converted in the merger into a share or equal fraction of
26 share of capital stock of a holding company having the same designations,
27 rights, powers and preferences, and the qualifications, limitations and
28 restrictions thereof, as the share of stock of the constituent corporation
29 being converted in the merger;

30 (3) the holding company and the constituent corporation are
31 corporations of this state and the direct or indirect wholly-owned
32 subsidiary that is the other constituent entity to the merger is a corporation
33 or limited liability company of this state;

34 (4) the articles of incorporation and bylaws of the holding company
35 immediately following the effective time of the merger contain provisions
36 identical to the articles of incorporation and bylaws of the constituent
37 corporation immediately prior to the effective time of the merger, other
38 than provisions, if any, regarding the incorporator or incorporators, the
39 corporate name, the registered office and agent, the initial board of
40 directors and the initial subscribers for shares and such provisions
41 contained in any amendment to the articles of incorporation as were
42 necessary to effect a change, exchange, reclassification, subdivision,
43 combination or cancellation of stock, if such change, exchange,

1 reclassification, subdivision, combination or cancellation has become
2 effective;

3 (5) as a result of the merger the constituent corporation or its
4 successor becomes or remains a direct or indirect wholly-owned subsidiary
5 of the holding company;

6 (6) the directors of the constituent corporation become or remain the
7 directors of the holding company upon the effective time of the merger;

8 (7) (A) *with respect to a merger or consolidation consummated*
9 *pursuant to an agreement entered into or resolutions of the board of*
10 *directors adopted on or after July 1, 2023, the organizational documents of*
11 *the surviving entity immediately following the effective time of the merger*
12 *contain provisions identical to the articles of incorporation of the*
13 *constituent corporation immediately prior to the effective time of the*
14 *merger, other than provisions, if any, regarding the incorporator or*
15 *incorporators, the corporate or entity name, the registered office and agent,*
16 *the initial board of directors and the initial subscribers for shares,*
17 *referenees to members rather than stockholders or sharcholders, referenees*
18 *to interests, units or the like rather than stock or shares, referenees to*
19 *managers, managing members or other members of the governing body*
20 *rather than directors and such provisions contained in any amendment to*
21 *the articles of incorporation as were necessary to effect a change,*
22 *exchange, reclassification, subdivision, combination or cancellation of*
23 *stock, if such change, exchange, reclassification, subdivision, combination*
24 *or cancellation has become effective;*

25 (B) *if the organizational documents of the surviving entity do not*
26 *contain the following provisions, such documents shall be amended in the*
27 *merger to contain provisions requiring that:*

28 (i) Any act or transaction by or involving the surviving entity, other
29 than the election or removal of directors or managers, managing members
30 or other members of the governing body of the surviving entity, that
31 ~~requires, if taken by the constituent corporation immediately prior to the~~
32 ~~effective time of the merger, would require, for its adoption under this code~~
33 ~~or its organizational documents under the articles of incorporation or~~
34 ~~bylaws of the constituent corporation immediately prior to the effective~~
35 ~~time of the merger, the approval of the stockholders or members of the~~
36 ~~surviving entity of the constituent corporation shall, by specific reference~~
37 ~~to this subsection, require, in addition to approval of the stockholders or~~
38 ~~members of the surviving entity, the approval of the stockholders of the~~
39 ~~holding company, or any successor by merger, by the same vote as is~~
40 ~~required by this code or by the organizational documents of the surviving~~
41 ~~entity articles of incorporation or bylaws of the constituent corporation~~
42 ~~immediately prior to the effective time of the merger, or both. For purposes~~
43 ~~of this clause, any surviving entity that is not a corporation shall include in~~

1 such amendment a requirement that the approval of the stockholders of the
2 holding company be obtained for any act or transaction by or involving the
3 surviving entity, other than the election or removal of directors or
4 managers, managing members or other members of the governing body of
5 the surviving entity, which would require the approval of the stockholders
6 of the surviving entity if the surviving entity were a corporation subject to
7 this code;

8 (ii) any amendment of the organizational documents of a surviving
9 entity that is not a corporation, ~~which amendment~~ that would, if adopted
10 by a corporation subject to this code, be required to be included in the
11 articles of incorporation of such corporation, shall, by specific reference to
12 this subsection, require, in addition, the approval of the stockholders of the
13 holding company, or any successor by merger, by the same vote as is
14 required by this code or by the ~~organizational documents of the surviving~~
15 ~~entity~~ *articles of incorporation or bylaws of the constituent corporation*
16 *immediately prior to the effective time of the merger*; or both; and

17 ~~(iii)~~(ii) the business and affairs of a surviving entity that is not a
18 corporation shall be managed by or under the direction of a board of
19 directors, board of managers or other governing body consisting of
20 individuals who are subject to the same fiduciary duties applicable to, and
21 who are liable for breach of such duties to the same extent as, directors of
22 a corporation subject to this code; and

23 ~~(C) the organizational documents of the surviving entity may be~~
24 ~~amended in the merger to: (i) Reduce the number of classes and shares of~~
25 ~~capital stock or other equity interests or units that the surviving entity is~~
26 ~~authorized to issue; and (ii) eliminate any provision authorized by K.S.A.~~
27 ~~17-6301(d), and amendments thereto; and~~

28 (B) *with respect to mergers or consolidations consummated prior to*
29 *July 1, 2023:*

30 (i) *The organizational documents of the surviving entity immediately*
31 *following the effective time of the merger contain provisions identical to*
32 *the articles of incorporation of the constituent corporation immediately*
33 *prior to the effective time of the merger, other than provisions, if any,*
34 *regarding the incorporator or incorporators, the corporate or entity name,*
35 *the registered office and agent, the initial board of directors and the initial*
36 *subscribers for shares, references to members rather than stockholders or*
37 *shareholders, references to interests, units or the like rather than stock or*
38 *shares, references to managers, managing members or other members of*
39 *the governing body rather than directors and such provisions contained in*
40 *any amendment to the articles of incorporation as were necessary to effect*
41 *a change, exchange, reclassification, subdivision, combination or*
42 *cancellation of stock, if such change, exchange, reclassification,*
43 *subdivision, combination or cancellation has become effective;*

1 (ii) if the organizational documents of the surviving entity do not
2 contain the following provisions, such documents shall be amended in the
3 merger to contain provisions requiring that:

4 (a) Any act or transaction by or involving the surviving entity, other
5 than the election or removal of directors or managers, managing members
6 or other members of the governing body of the surviving entity, that
7 requires for its adoption under this code or its organizational documents
8 the approval of the stockholders or members of the surviving entity shall,
9 by specific reference to this subsection, require, in addition, the approval
10 of the stockholders of the holding company, or any successor by merger,
11 by the same vote as is required by this code or by the organizational
12 documents of the surviving entity, or both. For purposes of this subclause,
13 any surviving entity that is not a corporation shall include in such
14 amendment a requirement that the approval of the stockholders of the
15 holding company be obtained for any act or transaction by or involving
16 the surviving entity, other than the election or removal of directors or
17 managers, managing members or other members of the governing body of
18 the surviving entity, that would require the approval of the stockholders of
19 the surviving entity if the surviving entity were a corporation subject to
20 this code;

21 (b) any amendment of the organizational documents of a surviving
22 entity that is not a corporation that would, if adopted by a corporation
23 subject to this code, be required to be included in the articles of
24 incorporation of such corporation, shall require, by specific reference to
25 this subsection, the approval of the stockholders of the holding company,
26 or any successor by merger, by the same vote as is required by this code or
27 by the organizational documents of the surviving entity or both; and

28 (c) the business and affairs of a surviving entity that is not a
29 corporation shall be managed by or under the direction of a board of
30 directors, board of managers or other governing body consisting of
31 individuals who are subject to the same fiduciary duties applicable to, and
32 who are liable for breach of such duties to the same extent as, directors of
33 a corporation subject to this code; and

34 (iii) the organizational documents of the surviving entity may be
35 amended in the merger to:

36 (a) Reduce the number of classes and shares of capital stock or other
37 equity interests or units that the surviving entity is authorized to issue; and

38 (b) eliminate any provision authorized by K.S.A. 17-6301(d), and
39 amendments thereto; and

40 (8) the stockholders of the constituent corporation do not recognize
41 gain or loss for United States federal income tax purposes as determined
42 by the board of directors of the constituent corporation. Neither subsection
43 (g)(7)(B) nor any provision of a surviving entity's organizational

1 documents required by subsection (g)(7)(B) shall be deemed or construed
2 to require approval of the stockholders of the holding company to elect or
3 remove directors or managers, managing members or other members of
4 the governing body of the surviving entity.

5 ~~The term "Organizational documents," as used in subsection~~
6 ~~subsections (g)(7) and (g)(8), when used in reference to a corporation,~~
7 means the articles of incorporation of such corporation and, when used in
8 reference to a limited liability company, means the articles of organization
9 or operating agreement of such limited liability company.

10 As used in this subsection, ~~the term "holding company"~~ means a
11 corporation ~~which~~ *that*, from its incorporation until consummation of a
12 merger governed by this subsection, was at all times a direct or indirect
13 wholly-owned subsidiary of the constituent corporation and whose capital
14 stock is issued in such merger. From and after the effective time of a
15 merger adopted by a constituent corporation by action of its board of
16 directors and without any vote of stockholders pursuant to this subsection:

17 (1) To the extent the restriction of K.S.A. 2022 Supp. 17-6427, and
18 amendments thereto, applied to the constituent corporation and its
19 stockholders at the effective time of the merger, such restrictions shall
20 apply to the holding company and its stockholders immediately after the
21 effective time of the merger as though it were the constituent corporation,
22 and all shares of stock of the holding company acquired in the merger shall
23 for purposes of K.S.A. 2022 Supp. 17-6427, and amendments thereto, be
24 deemed to have been acquired at the time that the shares of stock of the
25 constituent corporation converted in the merger were acquired, ~~and~~
26 ~~provided further that~~. Any stockholder who immediately prior to the
27 effective time of the merger was not an interested stockholder within the
28 meaning of K.S.A. 2022 Supp. 17-6427, and amendments thereto, shall
29 not solely by reason of the merger become an interested stockholder of the
30 holding company; (2) if the corporate name of the holding company
31 immediately following the effective time of the merger is the same as the
32 corporate name of the constituent corporation immediately prior to the
33 effective time of the merger, the shares of capital stock of the holding
34 company into which the shares of capital stock of the constituent
35 corporation are converted in the merger shall be represented by the stock
36 certificates that previously represented shares of capital stock of the
37 constituent corporation; and (3) to the extent a stockholder of the
38 constituent corporation immediately prior to the merger had standing to
39 institute or maintain derivative litigation on behalf of the constituent
40 corporation, nothing in this section shall be deemed to limit or extinguish
41 such standing. If an agreement of merger is adopted by a constituent
42 corporation by action of its board of directors and without any vote of
43 stockholders pursuant to this subsection, the secretary or assistant

1 secretary of the constituent corporation shall certify on the agreement that
2 the agreement has been adopted pursuant to this subsection and that the
3 conditions specified in the first sentence of this subsection have been
4 satisfied, except that such certification on the agreement shall not be
5 required if a certificate of merger or consolidation is ~~filled~~ filed in lieu of
6 filing the agreement. The agreement so adopted and certified shall then be
7 executed, filed and become effective, in accordance with K.S.A. 2022
8 Supp. 17-7908 through 17-7911, and amendments thereto. Such filing
9 shall constitute a representation by the person who executes the agreement
10 that the facts stated in the certificate remain true immediately prior to such
11 filing.

12 (h) (1) Notwithstanding the requirements of subsection (c), unless
13 expressly required by its articles of incorporation, no vote of stockholders
14 of a constituent corporation ~~whose shares are~~ *that has a class or series of*
15 *stock that is* listed on a national securities exchange or held of record by
16 more than 2,000 holders immediately prior to the execution of the
17 agreement of merger by such constituent corporation shall be necessary to
18 authorize a merger if:

19 (A) The agreement of merger expressly:

20 (i) Permits or requires such merger to be effected under this
21 subsection; and

22 (ii) provides that such merger shall be effected as soon as practicable
23 following the consummation of the offer referred to in subsection ~~(i)(1)(B)~~
24 *(h)(1)(B)* if such merger is effected under this subsection;

25 (B) a corporation consummates ~~a tender or exchange~~ *an offer for any*
26 ~~and~~ all of the outstanding stock of such constituent corporation on the
27 terms provided in such agreement of merger that, absent this subsection,
28 would be entitled to vote on the adoption or rejection of the agreement of
29 merger, except that such offer may ~~exclude stock of such constituent~~
30 ~~corporation that is owned at the commencement of such offer by:~~ *exclude*
31 ~~constituent corporation; (ii) the corporation making such offer; (iii) any~~
32 ~~person that owns, directly or indirectly, all of the outstanding stock of the~~
33 ~~corporation making such offer; or (iv) any direct or indirect wholly owned~~
34 ~~subsidiary of any of the foregoing~~ *be conditioned on the tender of a*
35 *minimum number or percentage of shares of stock of such constituent*
36 *corporation, or of any class or series thereof, and such offer may exclude*
37 *any excluded stock. The corporation may consummate separate offers for*
38 *separate classes or series of the stock of such constituent corporation;*

39 (C) *immediately* following the consummation of the offer referred to
40 in subsection ~~(i)(1)(B)~~ *(h)(1)(B)*, the stock irrevocably accepted for
41 purchase or exchange pursuant to such offer and received by the
42 depository prior to expiration of such offer, ~~plus~~ *together with* the stock
43 otherwise owned by the consummating corporation *or its affiliates and*

1 *any rollover stock*, equals at least such percentage of the *shares of stock of*
 2 *such constituent corporation*, and of each class or series thereof, ~~of such~~
 3 ~~constituent corporation~~ that, absent this subsection, would be required to
 4 adopt the agreement of merger by this code and by the articles of
 5 incorporation of such constituent corporation;

6 (D) the corporation consummating the offer described in subsection
 7 ~~(i)(1)(B)~~ *(h)(1)(B)* merges with or into such constituent corporation
 8 pursuant to such agreement; and

9 (E) each outstanding share, *other than shares of excluded stock*, of
 10 each class or series of stock of ~~the such~~ constituent corporation that is the
 11 subject of and *is not irrevocably accepted for purchase or exchange in the*
 12 offer referred to in subsection ~~(i)(1)(B)~~ *(h)(1)(B)* is to be converted in such
 13 merger into, or into the right to receive, the same amount and kind of cash,
 14 property, rights or securities to be paid for shares of such class or series of
 15 stock of such constituent corporation irrevocably accepted for purchase or
 16 exchange in such offer.

17 (2) As used in this subsection, ~~the term~~:

18 (A) "*Affiliate*" means, in respect of the corporation making the offer
 19 referred to in subsection *(h)(1)(B)*, any person that:

20 (i) Owns, directly or indirectly, all of the outstanding stock of such
 21 corporation; or

22 (ii) is a direct or indirect wholly-owned subsidiary of such
 23 corporation or of any person referred to in clause (i);

24 (B) "consummates," and with correlative meaning, "consummation"
 25 and "consummating," means irrevocably accepts for purchase or exchange
 26 stock tendered pursuant to ~~a tender or exchange~~ an offer;

27 ~~(B)(C)~~ "depository" means an agent, including a depository,
 28 appointed to facilitate consummation of the offer referred to in subsection
 29 ~~(i)(1)(B)~~ *(h)(1)(B)*;

30 ~~(C)(D)~~ "*excluded stock*" means:

31 (i) *Stock of such constituent corporation that is owned at the*
 32 *commencement of the offer referred to in subsection (h)(1)(B) by such*
 33 *constituent corporation, the corporation making the offer referred to in*
 34 *subsection (h)(1)(B), any person that owns, directly or indirectly, all of the*
 35 *outstanding stock of the corporation making such offer or any direct or*
 36 *indirect wholly-owned subsidiary of any of the foregoing; and*

37 (ii) *rollover stock*;

38 (E) "person" means any individual, corporation, partnership, limited
 39 liability company, unincorporated association or other entity; and

40 ~~(D)(F)~~ "received," solely for purposes of subsection ~~(i)(1)(C)~~ *(h)(1)*
 41 *(C)*, means:

42 (i) *With respect to certificated shares*, physical receipt of a stock
 43 certificate ~~in the case of certificated shares and transfer into the~~

1 depository's account, or an agent's message being received by the
2 depository, in the case of uncertificated shares accompanied by an
3 executed letter of transmittal;

4 (ii) with respect to uncertificated shares held of record by a clearing
5 corporation as nominee, transfer into the depository's account by means
6 of an agent's message; and

7 (iii) with respect to uncertificated shares held of record by a person
8 other than a clearing corporation as nominee, physical receipt of an
9 executed letter of transmittal by the depository, except that shares shall
10 cease to be "received" pursuant to the following:

11 (a) With respect to certificated shares, if the certificate representing
12 such shares was canceled prior to consummation of the offer referred to in
13 subsection (h)(1)(B); or

14 (b) with respect to uncertificated shares, to the extent such
15 uncertificated shares have been reduced or eliminated due to any sale of
16 such shares prior to consummation of the offer referred to in subsection
17 (h)(1)(B); and

18 (G) "rollover stock" means any shares of stock of such constituent
19 corporation that are the subject of a written agreement requiring such
20 shares to be transferred, contributed or delivered to the consummating
21 corporation or any of its affiliates in exchange for stock or other equity
22 interests in such consummating corporation or an affiliate thereof, except
23 that such shares of stock shall cease to be rollover stock for purposes of
24 subsection (h)(1)(C) if, immediately prior to the time the merger becomes
25 effective under this code, such shares have not been transferred,
26 contributed or delivered to the consummating corporation or any of its
27 affiliates pursuant to such written agreement.

28 (3) If an agreement of merger is adopted without the vote of
29 stockholders of a corporation pursuant to this subsection, the secretary or
30 assistant secretary of the surviving corporation shall certify on the
31 agreement that the agreement has been adopted pursuant to this subsection
32 and that the conditions specified in this subsection, other than the
33 condition listed in subsection ~~(i)(1)(D)~~ (h)(1)(D), have been satisfied,
34 except that such certification on the agreement shall not be required if a
35 certificate of merger is filed in lieu of filing the agreement. The agreement
36 so adopted and certified shall then be executed and filed and shall become
37 effective, in accordance with K.S.A. 2022 Supp. 17-7908 through 17-7911,
38 and amendments thereto. Such filing shall constitute a representation by
39 the person who executes the agreement that the facts stated in the
40 certificate remain true immediately prior to such filing.

41 (4) This subsection shall be effective only with respect to merger
42 agreements entered into on or after July 1, 2023. This subsection, prior to
43 its amendment by this act, shall be effective with respect to merger

1 *agreements entered into before July 1, 2023.*

2 Sec. 30. K.S.A. 2022 Supp. 17-6702 is hereby amended to read as
3 follows: 17-6702. (a) Any one or more corporations of this state may
4 merge or consolidate with one or more ~~other corporations of any other~~
5 ~~state or states of the United States, or of the District of Columbia if the~~
6 ~~laws of such other jurisdiction permit a corporation of such jurisdiction to~~
7 ~~merge or consolidate with a corporation of another jurisdiction~~ *foreign*
8 *corporations unless the laws of the jurisdiction or jurisdictions under*
9 *which such foreign corporation or corporations are organized prohibit*
10 *such merger or consolidation.* The constituent corporations may merge
11 into a single *surviving* corporation, which may be any one of the
12 constituent corporations, or they may consolidate into a new *resulting*
13 corporation formed by the consolidation, which may be a corporation of
14 the ~~state jurisdiction of incorporation~~ *organization* of any one of the
15 constituent corporations, pursuant to an agreement of merger or
16 consolidation, as the case may be, complying and approved in accordance
17 with this section. ~~In addition, any one or more corporations organized~~
18 ~~under the laws of any jurisdiction other than one of the United States may~~
19 ~~merge or consolidate with one or more corporations existing under the~~
20 ~~laws of this state, if the laws under which the other corporation or~~
21 ~~corporations are formed permit a corporation of such jurisdiction to merge~~
22 ~~or consolidate with a corporation of another jurisdiction.~~

23 (b) (I) All the constituent corporations shall enter into an agreement
24 of merger or consolidation. The agreement shall state:

25 ~~(1)~~(A) The terms and conditions of the merger or consolidation;

26 ~~(2)~~(B) the mode of carrying the same into effect;

27 ~~(3)~~(C) *in the case of a merger in which the surviving corporation is a*
28 *domestic corporation, such amendments or changes in the articles of*
29 *incorporation of the surviving corporation as are desired to be effected by*
30 *the merger, which may amend and restate the articles of incorporation of*
31 *the surviving corporation in its entirety, or, if no such amendments or*
32 *changes are desired, a statement that the articles of incorporation of the*
33 *surviving corporation shall be its articles of incorporation;*

34 (D) *in the case of a consolidation in which the resulting corporation*
35 *is a domestic corporation, that the articles of incorporation of the*
36 *resulting corporation shall be as is set forth in an attachment to the*
37 *agreement;*

38 (E) the manner, if any, of converting the shares of each of the
39 constituent corporations into shares or other securities of the corporation
40 surviving or resulting from the merger or consolidation, or of cancelling
41 some or all of such shares, and, if any shares of any of the constituent
42 corporations are not to remain outstanding, to be converted solely into
43 shares or other securities of the surviving or resulting corporation or to be

1 cancelled, the cash, property, rights or securities of any other corporation
2 or entity ~~which~~ *that* the holders of such shares are to receive in exchange
3 for, or upon conversion of, such shares and the surrender of any
4 certificates evidencing them, ~~which and such~~ cash, property, rights or
5 securities of any other corporation may be in addition to or in lieu of the
6 shares or other securities of the surviving or resulting corporation; ~~(4)~~

7 (F) such other details or provisions as are deemed desirable,
8 including, without limiting the generality of ~~the foregoing~~ *this paragraph*,
9 a provision for the payment of cash in lieu of the issuance or recognition
10 of fractional shares, *rights or other securities* of the surviving or resulting
11 corporation or of any other corporation *or entity* the *shares, rights or other*
12 securities of which are to be received in the merger or consolidation, or for
13 some other arrangement with respect thereto consistent with the provisions
14 of K.S.A. 17-6405, and amendments thereto; and

15 ~~(5)~~(G) such other provisions or facts as shall be required to be set
16 forth in ~~articles of incorporation by the laws of the state which are stated in~~
17 ~~the agreement to be the laws that shall govern the~~ *an agreement of merger*
18 *or consolidation, including any provision for amendment of the articles of*
19 *incorporation, or equivalent document, of a surviving or resulting foreign*
20 *corporation and that can be stated in the case of a merger or consolidation*
21 *by the laws of each jurisdiction under which any of the foreign*
22 *corporations are organized.*

23 (2) Any of the terms of the agreement of merger or consolidation may
24 be made dependent upon facts ascertainable outside of such agreement,
25 ~~provided that~~ *if* the manner in which such facts shall operate upon the
26 terms of the agreement is clearly and expressly set forth in the agreement
27 of merger or consolidation. ~~The term "Facts," as used in the preceding~~
28 ~~sentence,~~ *this paragraph*, includes, but is not limited to, the occurrence of
29 any event, including a determination or action by any person or body,
30 including the corporation.

31 (c) The agreement shall be adopted, approved, certified and executed
32 by each of the constituent corporations in accordance with the laws under
33 which it is ~~formed~~ *organized*, and, in the case of a ~~Kansas~~ *domestic*
34 corporation, in the same manner as provided in K.S.A. 17-6701, and
35 amendments thereto. The agreement shall be filed and shall become
36 effective for all purposes of the laws of this state when and as provided in
37 K.S.A. 17-6701, and amendments thereto, with respect to the merger or
38 consolidation of corporations of this state. In lieu of filing the agreement
39 of merger or consolidation, the surviving or resulting corporation may file
40 a certificate of merger or consolidation, executed in accordance with
41 K.S.A. 2022 Supp. 17-7908, and amendments thereto, ~~which that~~ states:

42 (1) The name and jurisdiction of ~~incorporation~~ *organization* of each
43 of the constituents;

1 (2) that an agreement of merger or consolidation has been approved,
2 adopted, certified and executed by each of the constituent corporations in
3 accordance with this section;

4 (3) the name of the surviving or resulting corporation;

5 (4) in the case of a merger *in which the surviving corporation is a*
6 *domestic corporation*, such amendments or changes in the articles of
7 incorporation of the surviving corporation as are desired to be effected by
8 the merger, ~~which amendments or changes~~ may amend and restate the
9 articles of incorporation of the surviving corporation in their entirety, or, if
10 no such amendments or changes are desired, a statement that the articles of
11 incorporation of the surviving corporation shall be its articles of
12 incorporation;

13 (5) in the case of a consolidation *in which the resulting corporation is*
14 *a domestic corporation*, that the articles of incorporation of the resulting
15 corporation shall be as are set forth in an attachment to the certificate;

16 (6) that the executed agreement of consolidation or merger is on file
17 at the principal place of business of the surviving or resulting corporation
18 and the address thereof;

19 (7) that a copy of the agreement of consolidation or merger will be
20 furnished by the surviving or resulting corporation, on request and without
21 cost, to any stockholder of any constituent corporation;

22 (8) if the corporation surviving or resulting from the merger or
23 consolidation ~~is to be a domestic corporation of this state~~, the authorized
24 capital stock of each constituent corporation ~~which that is not a domestic~~
25 ~~corporation of this state~~; and

26 (9) the agreement, if any, required by subsection (d).

27 (d) If the corporation surviving or resulting from the merger or
28 consolidation ~~is to be governed by the laws of the District of Columbia or~~
29 ~~any state or jurisdiction other than this state~~ *a foreign corporation*, it shall
30 agree that it may be served with process in this state in any proceeding for
31 enforcement of any obligation of any constituent *domestic* corporation ~~of~~
32 ~~this state~~, as well as for enforcement of any obligation of the surviving or
33 resulting corporation arising from the merger or consolidation, including
34 any suit or other proceeding to enforce the right of any stockholders as
35 determined in appraisal proceedings pursuant to K.S.A. 17-6712, and
36 amendments thereto, and shall irrevocably appoint the secretary of state as
37 its agent to accept service of process in any such suit or other proceedings
38 and shall specify the *postal* address to which a copy of such process shall
39 be mailed by the secretary of state. Process may be served upon the
40 secretary of state under this subsection by means of electronic
41 transmission but only as prescribed by the secretary of state. The secretary
42 of state is authorized ~~to issue~~ *adopt* such rules and regulations with respect
43 to such service as the secretary of state deems necessary or appropriate. In

1 the event of such service upon the secretary of state in accordance with
2 this subsection, the secretary of state shall ~~forthwith~~ *immediately* notify
3 such surviving or resulting corporation thereof by letter, directed to such
4 surviving or resulting corporation at its address so specified, unless such
5 surviving or resulting corporation shall have designated in writing to the
6 secretary of state a different address for such purpose, in which case it
7 shall be mailed to the last address so designated. Such letter shall be sent
8 by a mail or courier service that includes a record of mailing or deposit
9 with the courier and a record of delivery evidenced by the signature of the
10 recipient. Such letter shall enclose a copy of the process and any other
11 papers served on the secretary of state pursuant to this subsection. It shall
12 be the duty of the plaintiff in the event of such service to serve process and
13 any other papers in duplicate, to notify the secretary of state that service is
14 being effected pursuant to this subsection and to pay the secretary of state
15 the sum of \$40 for the use of the state, ~~which~~. *Such* sum and any
16 administrative fees shall be taxed as part of the costs of the proceeding; if
17 the plaintiff ~~shall prevail therein~~ *prevails*. The secretary of state shall
18 maintain a record of any such service in a manner deemed appropriate by
19 the secretary. The secretary of state shall not be required to retain such
20 information longer than five years from receipt of the service of process.

21 (e) K.S.A. 17-6701(d), and amendments thereto, shall apply to any
22 merger or consolidation under this section; K.S.A. 17-6701(e), and
23 amendments thereto, shall apply to a merger under this section in which
24 the surviving corporation is a *domestic* corporation ~~of this state~~; and
25 K.S.A. 17-6701(f) and (h), and amendments thereto, shall apply to any
26 merger under this section.

27 Sec. 31. K.S.A. 2022 Supp. 17-6703 is hereby amended to read as
28 follows: 17-6703. (a) In any case in which at least 90% of the outstanding
29 shares of each class of the stock of a corporation or corporations, other
30 than a corporation ~~which~~ *that* has in its articles of incorporation the
31 provisions required by K.S.A. 17-6701(g)(7)(B), and amendments thereto,
32 of which class there are outstanding shares that, absent this subsection,
33 would be entitled to vote on such merger, is owned by ~~another corporation~~
34 ~~and one of the corporations is a domestic corporation of this state and the~~
35 ~~other or others are corporations of this state, or any other state or states, or~~
36 ~~the District of Columbia and the laws of the other state or states, or the~~
37 ~~District of Columbia permit a corporation of such jurisdiction to merge~~
38 ~~with a corporation of another jurisdiction, the corporation having such~~
39 ~~stock ownership may either merge the other or a foreign corporation and~~
40 ~~one or more of such corporations is a domestic corporation, unless the~~
41 ~~laws of the jurisdiction or jurisdictions under which the foreign~~
42 ~~corporation or corporations are organized prohibit such merger; the~~
43 ~~parent corporation may either merge the subsidiary corporation or~~

1 corporations into itself and assume all of its or their obligations, or merge
2 itself, or itself and one or more of such other *subsidiary* corporations, into
3 one of such ~~other~~ *subsidiary* corporations by executing and filing, in
4 accordance with K.S.A. 2022 Supp. 17-7908 through 17-7910, and
5 amendments thereto, a certificate of such ownership and merger setting
6 forth a copy of the resolution of its board of directors to so merge and the
7 date of the adoption thereof, except that in case the parent corporation
8 shall not own all the outstanding stock of all the subsidiary corporations,
9 parties to a merger as provided in this section, the resolution of the board
10 of directors of the parent corporation shall state the terms and conditions
11 of the merger, including the securities, cash, property or rights to be
12 issued, paid, delivered or granted by the surviving corporation upon
13 surrender of each share of the subsidiary corporation or corporations not
14 owned by the parent corporation, or the cancellation of some or all of such
15 shares. Any of the terms of the resolution of the board of directors to so
16 merge may be made dependent upon facts ascertainable outside of such
17 resolution, ~~provided that~~ if the manner in which such facts shall operate
18 upon the terms of the resolution is clearly and expressly set forth in the
19 resolution. ~~The term~~ "Facts," as used in the preceding sentence, includes,
20 but is not limited to, the occurrence of any event, including a
21 determination or action by any person or body, including the corporation.
22 If the parent corporation ~~be~~ *is* not the surviving corporation, the resolution
23 shall include provision for the pro rata issuance of stock of the surviving
24 corporation to the holders of the stock of the parent corporation on
25 surrender of any certificates therefor, and the certificate of ownership and
26 merger shall state that the proposed merger has been approved by a
27 majority of the outstanding stock of the parent corporation entitled to vote
28 thereon at a meeting duly called and held after 20 days' notice of the
29 purpose of the meeting ~~mailed~~ *given* to each such stockholder at the
30 stockholder's *postal* address as it appears on the records of the corporation,
31 if the parent corporation is a *domestic* corporation ~~of this state~~, or the
32 certificate shall state that the proposed merger has been adopted, approved,
33 certified and executed by the parent corporation in accordance with the
34 laws under which it is organized, if the parent corporation is ~~not~~ a *foreign*
35 corporation ~~of this state~~.

36 (b) If the surviving corporation ~~exists under the laws of the District of~~
37 ~~Columbia or any state or jurisdiction other than this state~~ *is a foreign*
38 *corporation*:

39 (1) K.S.A. 17-6702(d) or 17-6708(c), and amendments thereto, as
40 applicable, shall also apply to a merger under this section; and

41 (2) the terms and conditions of the merger shall obligate the surviving
42 corporation to provide the agreement and take the actions required by
43 K.S.A. 17-6702(d) or 17-6708(c), and amendments thereto, as applicable.

1 ~~(b)~~(c) If the surviving corporation is a ~~Kansas~~ *domestic* corporation, it
2 may change its corporate name by the inclusion of a provision to that
3 effect in the resolution of merger adopted by the directors of the parent
4 corporation and set forth in the certificate of ownership and merger, and
5 upon the effective date of the merger, the name of the corporation shall be
6 changed.

7 ~~(e)~~(d) K.S.A. 17-6701(d), and amendments thereto, shall apply to a
8 merger under this section; and K.S.A. 17-6701(e), and amendments
9 thereto, shall apply to a merger under this section in which the surviving
10 corporation is the subsidiary corporation and is a *domestic* corporation ~~of~~
11 ~~this state~~. References to "agreement of merger" in K.S.A. 17-6701(d) and
12 (e), and amendments thereto, shall mean, for purposes of this subsection,
13 the resolution of merger adopted by the board of directors of the parent
14 corporation. Any merger ~~which~~ *that* effects any changes other than those
15 authorized by this section or made applicable by this subsection shall be
16 accomplished under the provisions of K.S.A. 17-6701, 17-6702, 17-6707
17 or 17-6708, and amendments thereto. K.S.A. 17-6712, and amendments
18 thereto, shall not apply to any merger effected under this section, except as
19 provided in subsection ~~(d)~~ (e).

20 ~~(d)~~(e) In the event all of the stock of a subsidiary ~~Kansas~~ *domestic*
21 corporation party to a merger effected under this section is not owned by
22 the parent corporation immediately prior to the merger, the stockholders of
23 the subsidiary ~~Kansas~~ *domestic* corporation party to the merger shall have
24 appraisal rights as set forth in K.S.A. 17-6712, and amendments thereto.

25 ~~(e)~~ A merger may be effected under this section although one or more
26 of the corporations parties to the merger is a corporation organized under
27 the laws of a jurisdiction other than one of the United States, if the laws of
28 such jurisdiction permit a corporation of such jurisdiction to merge with a
29 corporation of another jurisdiction.

30 (f) This section shall apply to nonstock corporations if the parent
31 corporation is such a corporation and is the surviving corporation of the
32 merger, except that references to the directors of the parent corporation
33 shall be deemed to be references to members of the governing body of the
34 parent corporation, and references to the board of directors of the parent
35 corporation shall be deemed to be references to the governing body of the
36 parent corporation.

37 (g) Nothing in this section shall be deemed to authorize the merger of
38 a corporation with a charitable nonstock corporation, if the charitable
39 status of such charitable nonstock corporation would thereby be lost or
40 impaired.

41 Sec. 32. K.S.A. 2022 Supp. 17-6705 is hereby amended to read as
42 follows: 17-6705. (a) Any two or more nonstock corporations of this state,
43 whether or not organized for profit, may merge into a single *surviving*

1 corporation, which may be any one of the constituent corporations, or they
2 may consolidate into a new *resulting* nonstock corporation, whether or not
3 organized for profit, formed by the consolidation, pursuant to an
4 agreement of merger or consolidation, as the case may be, complying and
5 approved in accordance with this section.

6 (b) Subject to subsection (d), the governing body of each corporation
7 ~~which that~~ desires to merge or consolidate shall adopt a resolution
8 approving an agreement of merger or consolidation, *and the agreement*
9 *shall be executed by an authorized person in accordance with K.S.A. 2022*
10 *Supp. 17-7908, and amendments thereto, and if the agreement is filed, it*
11 *shall be filed in accordance with K.S.A. 2022 Supp. 17-7910, and*
12 *amendments thereto.* The agreement shall state:

13 (1) The terms and conditions of the merger or consolidation;

14 (2) the mode of carrying the same into effect;

15 (3) ~~such other provisions or facts required or permitted by this code to~~
16 ~~be stated in articles of incorporation for nonstock corporations as can be~~
17 ~~stated in the case of a merger or consolidation, stated in such altered form~~
18 ~~as the circumstances of the case require~~ *in the case of a merger, such*
19 *amendments or changes in the articles of incorporation of the surviving*
20 *corporation as are desired to be effected by the merger, which may amend*
21 *and restate the articles of incorporation of the surviving corporation in its*
22 *entirety, or, if no such amendments or changes are desired, a statement*
23 *that the articles of incorporation of the surviving corporation shall be its*
24 *articles of incorporation;*

25 (4) *in the case of a consolidation, that the articles of incorporation of*
26 *the resulting corporation shall be as set forth in an attachment to the*
27 *agreement;*

28 (5) the manner, if any, of converting the memberships or membership
29 interests of each of the constituent corporations into memberships or
30 membership interests of the corporation surviving or resulting from the
31 merger or consolidation, or of cancelling some or all of such memberships
32 or membership interests, *and, if any memberships or membership interests*
33 *of any of the constituent corporations are not to remain outstanding, to be*
34 *converted solely into memberships or membership interests of the*
35 *surviving or resulting corporation, or to be cancelled, the cash, property,*
36 *rights or securities of any other corporation or entity that the holders of*
37 *such memberships or membership interests are to receive in exchange for,*
38 *or upon conversion of, such memberships or membership interests and*
39 *such cash, property, rights or securities of any other corporation or entity*
40 *may be in addition to or in lieu of memberships or membership interests of*
41 *the surviving or resulting corporation; and*

42 (5)(6) ~~such other details or provisions as are deemed desirable,~~
43 *including, but not limited to, a provision for the payment of cash in lieu of*

1 *the issuance or recognition of fractional shares, rights or other securities*
2 *of any other corporation or entity the shares, rights or other securities of*
3 *which are to be received in the merger or consolidation, or for some other*
4 *arrangement with respect thereto, consistent with K.S.A. 17-6405, and*
5 *amendments thereto. Any of the terms of the agreement of merger or*
6 *consolidation may be made dependent upon facts ascertainable outside of*
7 *such agreement, ~~provided that~~ if the manner in which such facts shall*
8 *operate upon the terms of the agreement is clearly and expressly set forth*
9 *in the agreement of merger or consolidation. ~~The term "Facts," as used in~~*
10 *the preceding sentence, includes, but is not limited to, the occurrence of*
11 *any event, including a determination or action by any person or body,*
12 *including the corporation.*

13 (c) Subject to subsection (d), the agreement shall be submitted to the
14 members of each constituent corporation at an annual or special meeting
15 thereof for the purpose of acting on the agreement. Due notice of the time,
16 place and purpose of the meeting shall be ~~mailed~~ *given* to each member of
17 each such corporation who has the right to vote for the election of the
18 members of the governing body of the corporation and to each other
19 member who is entitled to vote on the merger under the articles of
20 incorporation or ~~the~~ bylaws of such corporation, at the member's *postal*
21 address as it appears on the records of the corporation, at least 20 days
22 prior to the date of the meeting. The notice shall contain a copy of the
23 agreement or a brief summary thereof. At the meeting the agreement shall
24 be considered and a vote, in person or by proxy, taken for the adoption or
25 rejection of the agreement. The following vote shall be required for the
26 adoption of the agreement: (1) A majority of the members of each
27 corporation entitled to vote for the election of the members of the
28 governing body of the corporation and any other members entitled to vote
29 on the merger under the articles of incorporation or ~~the~~ bylaws of the
30 corporation, except those corporations that are the subject of paragraph
31 (2); or (2) in the case of a nonstock, nonprofit corporation, other than a
32 nonprofit dental service corporation organized and operated under the
33 nonprofit dental service corporation act, ~~cited at K.S.A. 40-19a01 et seq.,~~
34 ~~and amendments thereto,~~ a majority of the members of each corporation
35 entitled to vote for the election of the members of the governing body of
36 the corporation and any other members entitled to vote on the merger
37 under the articles of incorporation or ~~the~~ bylaws of the corporation voting
38 at the meeting. If the agreement is so adopted, that fact shall be certified
39 on the agreement by the officer of each such corporation performing the
40 duties ordinarily performed by the secretary or assistant secretary of a
41 corporation, except that such certification on the agreement shall not be
42 required if a certificate of merger or consolidation is filed in lieu of filing
43 the agreement. If the agreement ~~shall be so~~ *is* adopted and certified by

1 each constituent corporation in accordance with this section, it shall be
2 executed and filed, and shall become effective, in accordance with K.S.A.
3 2022 Supp. 17-7908 through 17-7911, and amendments thereto. The
4 provisions set forth in the last sentence of K.S.A. 17-6701(c), and
5 amendments thereto, shall apply to a merger under this section, and the
6 reference ~~therein in such sentence~~ to "stockholder" shall ~~be deemed to~~
7 include "member" *hereunder as used in this section.*

8 (d) Notwithstanding subsection (b) or (c), if under the articles of
9 incorporation or ~~the~~ bylaws of any one or more of the constituent
10 corporations, there shall be no members who have the right to vote for the
11 election of the members of the governing body of the corporation, or for
12 the merger, other than the members of the governing body themselves, no
13 further action by the governing body or the members of such corporation
14 shall be necessary if the resolution approving an agreement of merger or
15 consolidation has been adopted by a majority of all the members of the
16 governing body thereof, and that fact shall be certified on the agreement in
17 the same manner as is provided in the case of the adoption of the
18 agreement by the vote of the members of a corporation, except that such
19 certification on the agreement shall not be required if a certificate of
20 merger or consolidation is filed in lieu of filing the agreement, and
21 thereafter the same procedure shall be followed to consummate the merger
22 or consolidation.

23 (e) K.S.A. 17-6701(d), and amendments thereto, shall apply to a
24 merger under this section, except that references to the board of directors,
25 to stockholders, and to shares of a constituent corporation shall be deemed
26 to be references to the governing body of the corporation, to members of
27 the corporation, and to memberships or membership interests, as
28 applicable, respectively.

29 (f) K.S.A. 17-6701(e), and amendments thereto, shall apply to a
30 merger under this section.

31 (g) Nothing in this section shall be deemed to authorize the merger of
32 a charitable nonstock corporation into a nonstock corporation if such
33 charitable nonstock corporation would thereby have its charitable status
34 lost or impaired, but a nonstock corporation may be merged into a
35 charitable nonstock corporation ~~which~~ *that* shall continue as the surviving
36 corporation.

37 Sec. 33. K.S.A. 2022 Supp. 17-6706 is hereby amended to read as
38 follows: 17-6706. (a) Any one or more nonstock corporations of this state
39 may merge or consolidate with one or more ~~other nonstock corporations of~~
40 ~~any other state or states of the United States or of the District of Columbia~~
41 ~~if the laws of such other state or states or of the District of Columbia~~
42 ~~permit a corporation of such jurisdiction to merge with a corporation of~~
43 ~~another jurisdiction~~ *foreign nonstock corporations unless the laws of the*

1 *jurisdiction or jurisdictions under which such foreign nonstock*
2 *corporation or corporations are organized prohibit such merger or*
3 *consolidation.* The constituent corporations may merge into a single
4 *surviving* corporation, which may be any one of the constituent
5 corporations, or they may consolidate into a new *resulting* nonstock
6 corporation formed by the consolidation, which may be a corporation of
7 ~~the state jurisdiction of incorporation~~ organization of any one of the
8 constituent corporations, pursuant to an agreement of merger or
9 consolidation, as the case may be, complying and approved in accordance
10 with this section. ~~In addition, any one or more~~ *As used in this subsection,*
11 *"foreign nonstock—corporations corporation"* means a corporation
12 organized under the laws of any jurisdiction other than ~~one of the United~~
13 ~~States may merge or consolidate with one or more nonstock corporations~~
14 ~~of this state if the surviving or resulting corporation will be a corporation~~
15 ~~of this state, and if the laws under which the other corporation or~~
16 ~~corporations are formed permit a corporation of such jurisdiction to merge~~
17 ~~with a corporation of another jurisdiction~~ *this state.*

18 (b) All the constituent corporations shall enter into an agreement of
19 merger or consolidation. The agreement shall state:

20 (1) The terms and conditions of the merger or consolidation;

21 (2) the mode of carrying the same into effect;

22 (3) *in the case of a merger in which the surviving corporation is a*
23 *domestic corporation, such amendments or changes in the articles of*
24 *incorporation of the surviving corporation as are desired to be effected by*
25 *the merger; which may amend and restate the articles of incorporation of*
26 *the surviving corporation in its entirety, or, if no such amendments or*
27 *changes are desired, a statement that the articles of incorporation of the*
28 *surviving corporation shall be its articles of incorporation;*

29 (4) *in the case of a consolidation in which the resulting corporation*
30 *is a domestic corporation, that the articles of incorporation of the*
31 *resulting corporation shall be as is set forth in an attachment to the*
32 *agreement;*

33 (5) the manner, if any, of converting the memberships or membership
34 interests of each of the constituent corporations into memberships or
35 membership interests of the corporation surviving or resulting from ~~such~~
36 ~~the~~ merger or consolidation, or of cancelling some or all of such
37 memberships or membership interests, *and, if any memberships or*
38 *membership interests of any of the constituent corporations are not to*
39 *remain outstanding, to be converted solely into memberships or*
40 *membership interests of the surviving or resulting corporation or to be*
41 *cancelled, the cash, property, rights or securities of any other corporation*
42 *or entity that the holders of such memberships or membership interests are*
43 *to receive in exchange for, or upon conversion of, such memberships or*

1 membership interests and such cash, property, rights or securities of any
2 other corporation or entity may be in addition to or in lieu of memberships
3 or membership interests of the surviving or resulting corporation;

4 ~~(4)~~(6) such other details ~~and~~ or provisions as ~~shall be~~ are deemed
5 desirable, including, without limiting the generality of this subsection, a
6 provision for the payment of cash in lieu of the issuance or recognition of
7 fractional shares, rights or other securities of any other corporation or
8 entity the shares, rights or other securities of which are to be received in
9 the merger or consolidation, or for some other arrangement with respect
10 thereto, consistent with K.S.A. 17-6405, and amendments thereto; and

11 ~~(5)~~(7) such other provisions or facts as shall ~~then~~ be required to be
12 stated in articles of incorporation set forth in an agreement of merger or
13 consolidation, including any provision for amendment of the articles of
14 incorporation, or equivalent document, of a surviving foreign nonstock
15 corporation by the laws of the state which are stated in the agreement to
16 be the laws that shall govern the surviving or resulting corporation and that
17 can be stated in the case of a merger or consolidation each jurisdiction
18 under which any of the foreign nonstock corporations are organized. Any
19 of the terms of the agreement of merger or consolidation may be made
20 dependent upon facts ascertainable outside of such agreement, if the
21 manner in which such facts shall operate upon the terms of the agreement
22 is clearly and expressly set forth in the agreement of merger or
23 consolidation. ~~The term~~ "Facts," as used in the preceding sentence,
24 includes, but is not limited to, the occurrence of any event, including a
25 determination or action by any person or body, including the corporation.

26 (c) The agreement shall be adopted, approved, certified and executed
27 by each of the constituent corporations in accordance with the laws under
28 which it is ~~formed~~ organized and, in the case of a ~~Kansas~~ domestic
29 corporation, in the same manner as is provided in K.S.A. 17-6705, and
30 amendments thereto. The agreement shall be filed and shall become
31 effective for all purposes of the laws of this state when and as provided in
32 K.S.A. 17-6705, and amendments thereto, with respect to the merger of
33 nonstock corporations of this state. Insofar as they may be applicable, the
34 provisions set forth in the last sentence of K.S.A. 17-6702(c), and
35 amendments thereto, shall apply to a merger under this section, and the
36 reference ~~therein in such sentence~~ to "stockholder" shall ~~be deemed to~~
37 include "member" ~~hereunder as used in this section.~~

38 (d) If the corporation surviving or resulting from the merger or
39 consolidation is ~~to be governed by the laws of any state other than this~~
40 ~~state~~ a foreign nonstock corporation, it shall agree that it may be served
41 with process in this state in any proceeding for enforcement of any
42 obligation of any constituent *domestic* corporation of this state, as well as
43 for enforcement of any obligation of the surviving or resulting corporation

1 arising from the merger or consolidation and shall irrevocably appoint the
2 secretary of state as its agent to accept service of process in any suit or
3 other proceedings and shall specify the *postal* address to which a copy of
4 such process shall be mailed by the secretary of state. Process may be
5 served upon the secretary of state under this subsection by means of
6 electronic transmission but only as prescribed by the secretary of state. The
7 secretary of state is authorized to issue such rules and regulations with
8 respect to such service as the secretary of state deems necessary or
9 appropriate. In the event of such service upon the secretary of state in
10 accordance with this subsection, the secretary of state shall ~~forthwith~~
11 *immediately* notify such surviving or resulting corporation thereof by
12 letter, directed to such corporation at its address so specified, unless such
13 surviving or resulting corporation shall have designated in writing to the
14 secretary of state a different address for such purpose, in which case it
15 shall be mailed to the last address so designated. Such letter shall be sent
16 by a mail or courier service that includes a record of mailing or deposit
17 with the courier and a record of delivery evidenced by the signature of the
18 recipient. Such letter shall enclose a copy of the process and any other
19 papers served upon the secretary of state. It shall be the duty of the
20 plaintiff in the event of such service to serve process and any other papers
21 in duplicate, to notify the secretary of state that service is being made
22 pursuant to this subsection, and to pay the secretary of state the sum of ~~\$40~~
23 *\$50* for the use of the state, ~~which~~. *Such* sum and any administrative fees
24 shall be taxed as a part of the costs in the proceeding if the plaintiff ~~shall~~
25 *prevail therein prevails*. The secretary of state shall maintain a record of
26 any such service in a manner deemed appropriate by the secretary. The
27 secretary of state shall not be required to retain such information for a
28 period longer than five years from receipt of the service of process.

29 (e) K.S.A. 17-6701(e), and amendments thereto, shall apply to a
30 merger under this section, if the corporation surviving the merger is a
31 *domestic corporation of this state*.

32 (f) K.S.A. 17-6701(d), and amendments thereto, shall apply to a
33 merger under this section, except that references to the board of directors,
34 to stockholders, and to shares of a constituent corporation shall be deemed
35 to be references to the governing body of the corporation, to members of
36 the corporation, and to memberships or membership interests, as
37 applicable, respectively.

38 (g) Nothing in this section shall be deemed to authorize the merger of
39 a charitable nonstock corporation into a nonstock corporation, if the
40 charitable status of such charitable nonstock corporation would thereby be
41 lost or impaired, but a nonstock corporation may be merged into a
42 charitable nonstock corporation ~~which~~ *that* shall continue as the surviving
43 corporation.

1 Sec. 34. K.S.A. 2022 Supp. 17-6707 is hereby amended to read as
2 follows: 17-6707. (a) Any one or more nonstock corporations of this state,
3 whether or not organized for profit, may merge or consolidate with one or
4 more stock corporations of this state, whether or not organized for profit.
5 The constituent corporations may merge into a single *surviving*
6 corporation, which may be any one of the constituent corporations, or they
7 may consolidate into a new *resulting* corporation formed by the
8 consolidation, pursuant to an agreement of merger or consolidation, as the
9 case may be, complying and approved in accordance with this section. The
10 surviving constituent corporation or the ~~new~~ *resulting* corporation may be
11 organized for profit or not organized for profit and may be a stock
12 corporation or a nonstock corporation.

13 (b) The board of directors of each stock corporation ~~which that~~
14 desires to merge or consolidate and the governing body of each nonstock
15 corporation ~~which that~~ desires to merge or consolidate shall adopt a
16 resolution approving an agreement of merger or consolidation. The
17 agreement shall state:

18 (1) The terms and conditions of the merger or consolidation;

19 (2) the mode of carrying the same into effect;

20 (3) ~~such other provisions or facts required or permitted by this code to~~
21 ~~be stated in articles of incorporation as can be stated in the case of a~~
22 ~~merger or consolidation, stated in such altered form as the circumstances~~
23 ~~of the case require~~ *in the case of a merger, such amendments or changes in*
24 *the articles of incorporation of the surviving corporation as are desired to*
25 *be effected by the merger, which may amend and restate the articles of*
26 *incorporation of the surviving corporation in its entirety, or, if no such*
27 *amendments or changes are desired, a statement that the articles of*
28 *incorporation of the surviving corporation shall be its articles of*
29 *incorporation;*

30 (4) *in the case of a consolidation, that the articles of incorporation of*
31 *the resulting corporation shall be as is set forth in an attachment to the*
32 *agreement;*

33 (5) the manner, if any, of converting the shares of stock of a stock
34 corporation and the memberships or membership interests of a nonstock
35 corporation into shares or other securities of a stock corporation or
36 memberships or membership interests of a nonstock corporation surviving
37 or resulting from such merger or consolidation or of cancelling some or all
38 of such shares or memberships or membership interests, and, if any shares
39 of any such stock corporation or memberships or membership interests of
40 any such nonstock corporation are not to remain outstanding, to be
41 converted solely into shares or other securities of the stock corporation or
42 memberships or membership interests of the nonstock corporation
43 surviving or resulting from such merger or consolidation or to be

1 cancelled, the cash, property, rights or securities of any other corporation
2 or entity ~~which~~ *that* the holders of shares of any such stock corporation or
3 memberships or membership interests of any such nonstock corporation
4 are to receive in exchange for, or upon conversion of such shares or
5 memberships or membership interests, and the surrender of any certificates
6 evidencing them, ~~which and such~~ cash, property, rights or securities of any
7 other corporation or entity may be in addition to or in lieu of shares or
8 other securities of any stock corporation or memberships or membership
9 interests of any nonstock corporation surviving or resulting from such
10 merger or consolidation; and

11 ~~(5)~~(6) such other details or provisions as are deemed desirable,
12 *including, without limiting the generality of this subsection, a provision*
13 *for the payment of cash in lieu of the issuance or recognition of fractional*
14 *shares, rights or other securities of the surviving or resulting corporation*
15 *or of any other corporation or entity the shares, rights or other securities*
16 *of which are to be received in the merger or consolidation, or for some*
17 *other arrangement with respect thereto, consistent with K.S.A. 17-6405,*
18 *and amendments thereto.*

19 ~~In such merger or consolidation, the memberships or membership~~
20 ~~interests of a constituent nonstock corporation may be treated in various~~
21 ~~ways so as to convert such memberships or membership interests into~~
22 ~~interests of value, other than shares of stock, in the surviving or resulting~~
23 ~~stock corporation or into shares of stock in the surviving or resulting stock~~
24 ~~corporation, voting or nonvoting, or into creditor interests or any other~~
25 ~~interests of value equivalent to their memberships or membership interests~~
26 ~~in their nonstock corporation. The voting rights of members of a~~
27 ~~constituent nonstock corporation need not be considered an element of~~
28 ~~value in measuring the reasonable equivalence of the value of the interests~~
29 ~~received in the surviving or resulting stock corporation by members of a~~
30 ~~constituent nonstock corporation, nor need the voting rights of shares of~~
31 ~~stock in a constituent stock corporation be considered as an element of~~
32 ~~value in measuring the reasonable equivalence of the value of the interests~~
33 ~~in the surviving or resulting nonstock corporation received by stockholders~~
34 ~~of a constituent stock corporation, and the voting or nonvoting shares of a~~
35 ~~stock corporation may be converted into any type of membership or~~
36 ~~membership interest, however designated, creditor interests or~~
37 ~~participating interests, in the nonstock corporation surviving or resulting~~
38 ~~from such merger or consolidation of a stock corporation and a nonstock~~
39 ~~corporation. Any of the terms of the agreement of merger or consolidation~~
40 ~~may be made dependent upon facts ascertainable outside of such~~
41 ~~agreement, provided that if the manner in which such facts shall operate~~
42 ~~upon the terms of the agreement is clearly and expressly set forth in the~~
43 ~~agreement of merger or consolidation. The term "Facts," as used in the~~

1 preceding sentence, includes, but is not limited to, the occurrence of any
2 event, including a determination or action by any person or body,
3 including the corporation.

4 (c) The agreement required by subsection (b), in the case of each
5 constituent stock corporation, shall be adopted, approved, certified and
6 executed by each constituent corporation in the same manner as is
7 provided in K.S.A. 17-6701, and amendments thereto, and, in the case of
8 each constituent nonstock corporation, shall be adopted, approved,
9 certified and executed by each of such constituent corporations in the same
10 manner as is provided in K.S.A. 17-6705, and amendments thereto. The
11 agreement shall be filed and shall become effective for all purposes of the
12 laws of this state when and as provided in K.S.A. 17-6701, and
13 amendments thereto, with respect to the merger of stock corporations of
14 this state. Insofar as they may be applicable, the provisions set forth in the
15 last sentence of K.S.A. 17-6701(c), and amendments thereto, shall apply to
16 a merger under this section, and the reference ~~therein in such sentence to~~
17 "stockholder" shall ~~be deemed to include "member" hereunder as used in~~
18 *this section.*

19 (d) K.S.A. 17-6701(e), and amendments thereto, shall apply to a
20 merger under this section, ~~if the surviving corporation is a corporation of~~
21 ~~this state,~~ and K.S.A. 17-6701(f), and amendments thereto, shall apply to
22 any constituent stock corporation participating in a merger under this
23 section.

24 (e) K.S.A. 17-6701(d), and amendments thereto, shall apply to a
25 merger under this section, except that, for purposes of a constituent
26 nonstock corporation, references to the board of directors, to stockholders,
27 and to shares of a constituent corporation shall be deemed to be references
28 to the governing body of the corporation, to members of the corporation,
29 and to memberships or membership interests, as applicable, respectively.

30 (f) Nothing in this section shall be deemed to authorize the merger of
31 a charitable nonstock corporation into a stock corporation, if the charitable
32 status of such nonstock corporation would thereby be lost or impaired, but
33 a stock corporation may be merged into a charitable nonstock corporation
34 ~~which that~~ shall continue as the surviving corporation.

35 Sec. 35. K.S.A. 2022 Supp. 17-6708 is hereby amended to read as
36 follows: 17-6708. (a) Any one or more corporations of this state, whether
37 stock or nonstock corporations and whether or not organized for profit,
38 may merge or consolidate with one or more ~~other corporations of any other~~
39 ~~state or states of the United States or of the District of Columbia, whether~~
40 ~~stock or nonstock corporations and whether or not organized for profit, if~~
41 ~~the laws under which the other corporation or corporations are formed~~
42 ~~shall permit such a corporation of such jurisdiction to merge with a~~
43 ~~corporation of another jurisdiction~~ *foreign corporations unless the laws of*

1 *the jurisdiction or jurisdictions under which such foreign corporation or*
2 *corporations are organized prohibit such merger or consolidation. The*
3 *constituent corporations may merge into a single surviving corporation,*
4 *which may be any one of the constituent corporations, or they may*
5 *consolidate into a new resulting corporation formed by the consolidation,*
6 *which may be a corporation of the place jurisdiction of incorporation*
7 *organization of any one of the constituent corporations, pursuant to an*
8 *agreement of merger or consolidation, as the case may be, complying and*
9 *approved in accordance with this section. The surviving or new resulting*
10 *corporation may be either a domestic or foreign stock corporation or a*
11 *domestic or foreign nonstock corporation, as shall be specified in the*
12 *agreement of merger or consolidation required by subsection (b). For*
13 *purposes of this section, "foreign corporation" includes a stock or*
14 *nonstock corporation organized under the laws of any jurisdiction other*
15 *than this state.*

16 (b) The method and procedure to be followed by the constituent
17 corporations so merging or consolidating shall be as prescribed in K.S.A.
18 17-6707, and amendments thereto, in the case of ~~Kansas domestic~~
19 corporations. The agreement of merger or consolidation shall be as
20 provided in K.S.A. 17-6707, and amendments thereto, and also set forth
21 such other ~~matters or provisions or facts~~ as shall ~~then~~ be required to be set
22 forth in an agreement of merger or consolidation, including any provision
23 for amendment of the articles of incorporation, or equivalent document, of
24 a surviving foreign corporation, by the laws of the ~~state which jurisdiction~~
25 ~~or jurisdictions that are stated in the agreement to be the laws under which~~
26 ~~shall govern the surviving or resulting the foreign corporation and that can~~
27 ~~be stated in the case of a merger or consolidation or corporations are~~
28 *organized. The agreement, in the case of foreign corporations, shall be*
29 *adopted, approved, certified and executed by each of the constituent*
30 *foreign corporations in accordance with the laws under which each is*
31 *formed organized.*

32 (c) The requirements of K.S.A. 17-6702(d), and amendments thereto,
33 as to the appointment of the secretary of state to receive process and the
34 manner of serving the same in the event the surviving or ~~new resulting~~
35 corporation is ~~to be governed by the laws of any other state~~ a foreign
36 corporation shall also apply to mergers or consolidations effected under
37 this section *and such appointment, if any, shall be included in the*
38 *certificate of merger or consolidation, if any, filed pursuant to subsection*
39 *(b). K.S.A. 17-6701(e), and amendments thereto, shall apply to mergers*
40 *effected under this section if the surviving corporation is a domestic*
41 *corporation of this state. K.S.A. 17-6701(d), and amendments thereto,*
42 *shall apply to any constituent corporation participating in a merger or*
43 *consolidation under this section, except that for purposes of a constituent*

1 nonstock corporation, references to the board of directors, to stockholders,
2 and to shares shall be deemed to be references to the governing body of
3 the corporation, to members of the corporation, and to memberships or
4 membership interests of the corporation, as applicable, respectively; ~~and~~
5 K.S.A. 17-6701(f), and amendments thereto, shall apply to any constituent
6 stock *domestic* corporation participating in a merger under this section.

7 (d) Nothing in this section shall be deemed to authorize the merger of
8 a charitable nonstock corporation into a stock corporation, if the charitable
9 status of such nonstock corporation would thereby be lost or impaired; but
10 a stock corporation may be merged into a charitable nonstock corporation
11 ~~which~~ *that* shall continue as the surviving corporation.

12 Sec. 36. K.S.A. 2022 Supp. 17-6712 is hereby amended to read as
13 follows: 17-6712. (a) Any stockholder of a *domestic* corporation ~~of this~~
14 ~~state~~ who holds shares of stock on the date of the making of a demand
15 pursuant to subsection (d) with respect to such shares, who continuously
16 holds such shares through the effective date of the merger or consolidation,
17 who has otherwise complied with subsection (d) and who has neither voted
18 in favor of the merger or consolidation nor consented thereto in writing
19 pursuant to K.S.A. 17-6518, and amendments thereto, shall be entitled to
20 an appraisal by the district court of the fair value of the stockholder's
21 shares of stock under the circumstances described in subsections (b) and
22 (c). As used in this section, ~~the word~~: "Stockholder" means a holder of
23 record of stock in a corporation; ~~the words~~ "stock" and "share" mean and
24 include what is ordinarily meant by those words; ~~and the words~~
25 "*depository receipt*" ~~mean~~ *means* a receipt or other instrument issued by a
26 depository representing an interest in one or more shares, or fractions
27 thereof, solely of stock of a corporation, ~~which stock~~ *that* is deposited with
28 the depository.

29 (b) Appraisal rights shall be available for the shares of any class or
30 series of stock of a constituent corporation in a merger or consolidation to
31 be effected pursuant to K.S.A. 17-6701, ~~and amendments thereto~~, other
32 than a merger effected pursuant to K.S.A. 17-6701(g), ~~and amendments~~
33 ~~thereto~~, and, subject to subsection (b)(3), K.S.A. 17-7601(h), 17-6702, 17-
34 6705, 17-6706, 17-6707 and 17-6708, and amendments thereto:

35 (1) ~~Except as expressly provided in K.S.A. 2022 Supp. 17-72a03, and~~
36 ~~amendments thereto~~, *that* no appraisal rights under this section shall be
37 available for the shares of any class or series of stock, which stock, or
38 depository receipts in respect thereof, at the record date fixed to determine
39 the stockholders entitled to receive notice of the meeting of stockholders to
40 act upon the agreement of merger or consolidation, *or in the case of a*
41 *merger pursuant to K.S.A. 17-7601(h), and amendments thereto, as of*
42 *immediately prior to the execution of the agreement of merger*, were either:

43 (A) Listed on a national securities exchange; or

1 (B) held of record by more than 2,000 holders, except that no
2 appraisal rights shall be available for any shares of stock of the constituent
3 corporation surviving a merger if the merger did not require for its
4 approval the vote of the stockholders of the surviving corporation as
5 provided in K.S.A. 17-6701(f), and amendments thereto.

6 (2) Notwithstanding subsection (b)(1), appraisal rights under this
7 section shall be available for the shares of any class or series of stock of a
8 constituent corporation if the holders thereof are required by the terms of
9 an agreement of merger or consolidation pursuant to K.S.A. 17-6701, 17-
10 6702, 17-6705, 17-6706, 17-6707 and 17-6708, and amendments thereto,
11 to accept for such stock anything except:

12 (A) Shares of stock of the corporation surviving or resulting from
13 such merger or consolidation, or depository receipts in respect thereof;

14 (B) shares of stock of any other corporation, or depository receipts in
15 respect thereof, which shares of stock, or depository receipts in respect
16 thereof, or depository receipts at the effective date of the merger or
17 consolidation will be either listed on a national securities exchange or held
18 of record by more than 2,000 holders;

19 (C) cash in lieu of fractional shares or fractional depository receipts
20 described in subparagraphs (A) and (B); or

21 (D) any combination of the shares of stock, depository receipts and
22 cash in lieu of fractional shares or fractional depository receipts described
23 in subparagraphs (A), (B) and (C).

24 (3) In the event all of the stock of a subsidiary ~~Kansas domestic~~
25 corporation party to a merger effected under K.S.A. ~~17-6701(h)~~ or 17-
26 6703, and amendments thereto, is not owned by the parent immediately
27 prior to the merger, appraisal rights shall be available for the shares of the
28 subsidiary ~~Kansas domestic~~ corporation.

29 (4) *This paragraph shall apply only with respect to a merger or*
30 *consolidation consummated pursuant to an agreement entered into or*
31 *resolutions of the board of directors adopted, as applicable, before July 1,*
32 *2023.* In the event of an amendment to a corporation's articles of
33 incorporation contemplated by K.S.A. 2022 Supp. 17-72a03, and
34 amendments thereto, appraisal rights shall be available as contemplated by
35 K.S.A. 2022 Supp. 17-72a03, and amendments thereto, and the procedures
36 of this section, including those set forth in subsections (d) and (e), shall
37 apply as nearly as practicable, with the word "amendment" substituted for
38 the words "merger or consolidation," and the word "corporation"
39 substituted for the words "constituent corporation" or "surviving or
40 resulting corporation."

41 (c) Any corporation may provide in its articles of incorporation that
42 appraisal rights under this section shall be available for the shares of any
43 class or series of its stock as a result of an amendment to its articles of

1 incorporation, any merger or consolidation in which the corporation is a
2 constituent corporation or the sale of all or substantially all of the assets of
3 the corporation. If the articles of incorporation contain such a provision,
4 ~~the procedures~~ *provisions* of this section, including those set forth in
5 subsections (d) ~~and~~, (e); *and* (g) shall apply as nearly as is practicable.

6 (d) Appraisal rights shall be perfected as follows:

7 (1) If a proposed merger or consolidation for which appraisal rights
8 are provided under this section is to be submitted for approval at a meeting
9 of stockholders, the corporation, not less than 20 days prior to the meeting,
10 shall notify each of its stockholders who was such on the record date for
11 notice of such meeting, or such members who received notice in
12 accordance with K.S.A. 17-6705, and amendments thereto, with respect to
13 shares for which appraisal rights are available pursuant to subsection (b) or
14 (c) that appraisal rights are available for any or all of the shares of the
15 constituent corporations, and shall include in such notice a copy of this
16 section and, if one of the constituent corporations is a nonstock
17 corporation, a copy of K.S.A. 2022 Supp. 17-6014, and amendments
18 thereto. Each stockholder electing to demand the appraisal of such
19 stockholder's shares shall deliver to the corporation, before the taking of
20 the vote on the merger or consolidation, a written demand for appraisal of
21 such stockholder's shares. *A demand may be delivered to the corporation*
22 *by electronic transmission if directed to an information processing system,*
23 *if any, expressly designated for that purpose in such notice.* Such demand
24 will be sufficient if it reasonably informs the corporation of the identity of
25 the stockholder and that the stockholder intends thereby to demand the
26 appraisal of such stockholder's shares. A proxy or vote against the merger
27 or consolidation shall not constitute such a demand. A stockholder electing
28 to take such action must do so by a separate written demand as ~~herein~~
29 *provided in this subsection.* Within 10 days after the effective date of such
30 merger or consolidation, the surviving or resulting corporation shall notify
31 each stockholder of each constituent corporation who has complied with
32 this subsection and has not voted in favor of or consented to the merger or
33 consolidation of the date that the merger or consolidation has become
34 effective; or

35 (2) if the merger or consolidation was approved pursuant to K.S.A.
36 17-6518, 17-6701(h) or 17-6703, and amendments thereto, then, either a
37 constituent corporation before the effective date of the merger or
38 consolidation or the surviving or resulting corporation within 10 days
39 thereafter shall notify each of the holders of any class or series of stock of
40 such constituent corporation who are entitled to appraisal rights of the
41 approval of the merger or consolidation and that appraisal rights are
42 available for any or all shares of such class or series of stock of such
43 constituent corporation, and shall include in such notice a copy of this

1 section and, if one of the constituent corporations is a nonstock
2 corporation, a copy of K.S.A. 2022 Supp. 17-6014, and amendments
3 thereto. Such notice may, and, if given on or after the effective date of the
4 merger or consolidation, shall, also notify such stockholders of the
5 effective date of the merger or consolidation. Any stockholder entitled to
6 appraisal rights may, within 20 days after the date of ~~mailing of giving~~
7 such notice or, in the case of a merger approved pursuant to K.S.A. 17-
8 6701(h), and amendments thereto, within the later of the consummation of
9 the ~~tender or exchange~~ offer contemplated by K.S.A. 17-6701(h), and
10 amendments thereto, and 20 days after the date of ~~mailing of giving~~ such
11 notice, demand in writing from the surviving or resulting corporation the
12 appraisal of such holder's shares. *A demand may be delivered to the*
13 *corporation by electronic transmission if directed to an information*
14 *processing system, if any, designated for that purpose in such notice.* Such
15 demand will be sufficient if it reasonably informs the corporation of the
16 identity of the stockholder and that the stockholder intends thereby to
17 demand the appraisal of such holder's shares. If such notice did not notify
18 stockholders of the effective date of the merger or consolidation, either:
19 (A) Each such constituent corporation shall send a second notice before
20 the effective date of the merger or consolidation notifying each of the
21 holders of any class or series of stock of such constituent corporation that
22 are entitled to appraisal rights of the effective date of the merger or
23 consolidation; or (B) the surviving or resulting corporation shall send such
24 a second notice to all such holders on or within 10 days after such effective
25 date; ~~provided, however, that~~. If such second notice is sent more than 20
26 days following the sending of the first notice or, in the case of a merger
27 approved pursuant to K.S.A. 17-6701(h), and amendments thereto, later
28 than the later of the consummation of the ~~tender or exchange~~ offer
29 contemplated by K.S.A. 17-6701(h), and amendments thereto, and 20 days
30 following the sending of the first notice, such second notice need only be
31 sent to each stockholder who is entitled to appraisal rights and who has
32 demanded appraisal of such holder's shares in accordance with this
33 subsection. An affidavit of the secretary or assistant secretary or of the
34 transfer agent of the corporation that is required to give either notice that
35 such notice has been given shall, in the absence of fraud, be prima facie
36 evidence of the facts stated ~~therein~~ *in such affidavit.* For purposes of
37 determining the stockholders entitled to receive either notice, each
38 constituent corporation may fix, in advance, a record date that shall be not
39 more than 10 days prior to the date the notice is given; ~~provided, that~~. If
40 the notice is given on or after the effective date of the merger or
41 consolidation, the record date shall be such effective date. If no record date
42 is fixed and the notice is given prior to the effective date, the record date
43 shall be the close of business on the day next preceding the day ~~on which~~

1 *when the notice is given.*

2 (e) Within 120 days after the effective date of the merger or
3 consolidation, the surviving or resulting corporation or any stockholder
4 who has complied with subsections (a) and (d) and who is otherwise
5 entitled to appraisal rights, may commence an appraisal proceeding by
6 filing a petition in the district court demanding a determination of the
7 value of the stock of all such stockholders. Notwithstanding the ~~foregoing~~
8 *provisions of this subsection*, at any time within 60 days after the effective
9 date of the merger or consolidation, any stockholder who has not
10 commenced an appraisal proceeding or joined that proceeding as a named
11 party shall have the right to withdraw such stockholder's demand for
12 appraisal and to accept the terms offered upon the merger or consolidation.
13 Within 120 days after the effective date of the merger or consolidation, any
14 stockholder who has complied with the requirements of subsections (a)
15 and (d), upon ~~written~~ *request given in writing, or by electronic*
16 *transmission directed to an information processing system, if any,*
17 *expressly designated for that purpose in the notice of appraisal*, shall be
18 entitled to receive from the corporation surviving the merger or resulting
19 from the consolidation a statement setting forth the aggregate number of
20 shares not voted in favor of the merger or consolidation ~~and, or in the case~~
21 *of a merger approved pursuant to K.S.A. 17-6701(h), and amendments*
22 *thereto, the aggregate number of shares, other than any excluded stock, as*
23 *defined in K.S.A. 17-6701(h)(2), and amendments thereto, that were the*
24 *subject of, and were not tendered into, and accepted for purchase or*
25 *exchange in, the offer referred to in K.S.A. 17-6701(h)(1)(B), and*
26 *amendments thereto, and, in either case, with respect to which demands*
27 *for appraisal have been received and the aggregate number of holders of*
28 *such shares. Such ~~written~~ statement shall be ~~mailed~~ given to the*
29 *stockholder within 10 days after such stockholder's ~~written~~ request for*
30 *such a statement is received by the surviving or resulting corporation or*
31 *within 10 days after expiration of the period for delivery of demands for*
32 *appraisal under subsection (d), whichever is later. Notwithstanding*
33 *subsection (a), a person who is the beneficial owner of shares of such*
34 *stock held either in a voting trust or by a nominee on behalf of such person*
35 *may, in such person's own name, file a petition or request from the*
36 *corporation the statement described in this subsection.*

37 (f) Upon the filing of any such petition by a stockholder, service of a
38 copy thereof shall be made upon the surviving or resulting corporation,
39 which shall within 20 days after such service file in the office of the clerk
40 of the court ~~in which~~ *where* the petition was filed a duly verified list
41 containing the names and *postal* addresses of all stockholders who have
42 demanded payment for their shares and with whom agreements as to the
43 value of their shares have not been reached by the surviving or resulting

1 corporation. If the petition shall be filed by the surviving or resulting
2 corporation, the petition shall be accompanied by such a duly verified list.
3 The clerk of the court, if so ordered by the court, shall give notice of the
4 time and place fixed for the hearing of such petition by registered or
5 certified mail to the surviving or resulting corporation and to the
6 stockholders shown on the list at the addresses ~~therein~~ stated *in the list*.
7 Such notice shall also be given by one or more publications at least one
8 week before the day of the hearing, in a newspaper of general circulation
9 published in the county ~~in which~~ *where* the court is located or such
10 publication as the court deems advisable. The forms of the notices by mail
11 and by publication shall be approved by the court, and the costs thereof
12 shall be borne by the surviving or resulting corporation.

13 (g) (1) At the hearing on such petition, the court shall determine the
14 stockholders who have complied with this section and who have become
15 entitled to appraisal rights. The court may require the stockholders who
16 have demanded an appraisal for their shares and who hold stock
17 represented by certificates to submit their certificates of stock to the clerk
18 of the court for notation thereon of the pendency of the appraisal
19 proceedings; and if any stockholder fails to comply with such direction,
20 the court may dismiss the proceedings as to such stockholder.

21 (2) *This paragraph shall apply only with respect to transactions*
22 *consummated pursuant to agreements entered into, resolutions of the*
23 *board of directors adopted and authorizations provided, in each case as*
24 *applicable, on or after July 1, 2023. If immediately before the merger or*
25 *consolidation the shares of the class or series of stock of the constituent*
26 *corporation as to which appraisal rights are available were listed on a*
27 *national securities exchange, the court shall dismiss the proceedings as to*
28 *all holders of such shares who are otherwise entitled to appraisal rights*
29 *unless:*

30 (A) *The total number of shares entitled to appraisal exceeds 1% of*
31 *the outstanding shares of the class or series eligible for appraisal;*

32 (B) *the value of the consideration provided in the merger or*
33 *consolidation for such total number of shares exceeds \$1,000,000; or*

34 (C) *the merger was approved pursuant to K.S.A. 17-6703, and*
35 *amendments thereto.*

36 (h) (1) After the court determines the stockholders entitled to an
37 appraisal, the appraisal proceeding shall be conducted in accordance with
38 the rules of the district court, including any rules specifically governing
39 appraisal proceedings. Through such proceeding the court shall determine
40 the fair value of the shares exclusive of any element of value arising from
41 the accomplishment or expectation of the merger or consolidation, together
42 with interest, if any, to be paid upon the amount determined to be the fair
43 value. In determining such fair value, the court shall take into account all

1 relevant factors. Unless the court in its discretion determines otherwise for
2 good cause shown, *and except as provided in this subsection*, interest from
3 the effective date of the merger through the date of payment of the
4 judgment shall be compounded quarterly and shall accrue at 5% over the
5 federal reserve discount rate, including any surcharge, as established from
6 time to time during the period between the effective date of the merger and
7 the date of payment of the judgment.

8 (2) *This paragraph shall apply only with respect to transactions*
9 *consummated pursuant to agreements entered into, resolutions of the*
10 *board of directors adopted and authorizations provided, in each case as*
11 *applicable, on or after July 1, 2023. At any time before the entry of*
12 *judgment in the proceedings, the surviving corporation may pay to each*
13 *stockholder entitled to appraisal an amount in cash, in which case interest*
14 *shall accrue thereafter as provided in this paragraph only upon the sum*
15 *of: (A) The difference, if any, between the amount so paid and the fair*
16 *market value of the shares as determined by the court; and (B) interest*
17 *previously accrued unless paid at that time. Upon application by the*
18 *surviving or resulting corporation or by any stockholder entitled to*
19 *participate in the appraisal proceeding, the court may, in its discretion,*
20 *proceed to trial upon the appraisal prior to the final determination of the*
21 *stockholders entitled to an appraisal. Any stockholder whose name appears*
22 *on the list filed by the surviving or resulting corporation pursuant to*
23 *subsection (f) and who has submitted such stockholder's certificates of*
24 *stock to the clerk of the court, if such is required, may participate fully in*
25 *all proceedings until it is finally determined that such stockholder is not*
26 *entitled to appraisal rights under this section.*

27 (i) The court shall direct the payment of the fair value of the shares,
28 together with interest, if any, by the surviving or resulting corporation to
29 the stockholders entitled thereto. Payment shall be so made to each such
30 stockholder, in the case of holders of uncertificated stock ~~forthwith~~
31 *immediately*, and the case of holders of shares represented by certificates
32 upon the surrender to the corporation of the certificates representing such
33 stock. The court's decree may be enforced as other decrees in the district
34 court may be enforced, whether such surviving or resulting corporation be
35 a *domestic* corporation ~~of this state~~ or of any state.

36 (j) The costs of the proceeding may be determined by the court and
37 taxed upon the parties as the court deems equitable in the circumstances.
38 Upon application of a stockholder, the court may order all or a portion of
39 the expenses incurred by any stockholder in connection with the appraisal
40 proceeding, including, without limitation, reasonable attorney fees and the
41 fees and expenses of experts, to be charged pro rata against the value of all
42 the shares entitled to an appraisal.

43 (k) From and after the effective date of the merger or consolidation,

1 no stockholder who has demanded appraisal rights as provided in
2 subsection (d) shall be entitled to vote such stock for any purpose or to
3 receive payment of dividends or other distributions on the stock, except
4 dividends or other distributions payable to stockholders of record at a date
5 ~~which~~ *that* is prior to the effective date of the merger or consolidation;
6 ~~provided, however,~~ *except* that if no petition for an appraisal shall be filed
7 within the time provided in subsection (e), or if such stockholder shall
8 deliver to the surviving or resulting corporation a written withdrawal of
9 such stockholder's demand for an appraisal and an acceptance of the
10 merger or consolidation, either within 60 days after the effective date of
11 the merger or consolidation as provided in subsection (e) or thereafter with
12 the written approval of the corporation, then the right of such stockholder
13 to an appraisal shall cease. Notwithstanding the ~~foregoing~~ *provisions of*
14 *this subsection*, no appraisal proceeding in the district court shall be
15 dismissed as to any stockholder without the approval of the court, and such
16 approval may be conditioned upon such terms as the court deems just,
17 except that this provision shall not affect the right of any stockholder who
18 has not commenced an appraisal proceeding or joined that proceeding as a
19 named party to withdraw such stockholder's demand for appraisal and to
20 accept the terms offered upon the merger or consolidation within 60 days
21 after the effective date of the merger or consolidation, as set forth in
22 subsection (e).

23 (l) The shares of the surviving or resulting corporation to which the
24 shares of such objecting stockholders would have been converted had they
25 assented to the merger or consolidation shall have the status of authorized
26 and unissued shares of the surviving or resulting corporation.

27 Sec. 37. On and after January 1, 2024, K.S.A. 2022 Supp. 17-6712, as
28 amended by section 36 of this act, is hereby amended to read as follows:
29 17-6712. (a) Any stockholder of a domestic corporation who holds shares
30 of stock on the date of the making of a demand pursuant to subsection (d)
31 with respect to such shares, who continuously holds such shares through
32 the effective date of the merger or consolidation, who has otherwise
33 complied with subsection (d) and who has neither voted in favor of the
34 merger or consolidation nor consented thereto in writing pursuant to
35 K.S.A. 17-6518, and amendments thereto, shall be entitled to an appraisal
36 by the district court of the fair value of the stockholder's shares of stock
37 under the circumstances described in subsections (b) and (c). As used in
38 this section: "Stockholder" means a holder of record of stock in a
39 corporation; "stock" and "share" mean and include what is ordinarily
40 meant by those words; and "depository receipt" means a receipt or other
41 instrument issued by a depository representing an interest in one or more
42 shares, or fractions thereof, solely of stock of a corporation that is
43 deposited with the depository.

1 (b) Appraisal rights shall be available for the shares of any class or
2 series of stock of a constituent corporation in a merger or consolidation to
3 be effected pursuant to K.S.A. 17-6701, other than a merger effected
4 pursuant to K.S.A. 17-6701(g), and amendments thereto, and 17-6702, 17-
5 6705, 17-6706, 17-6707 and 17-6708, and amendments thereto:

6 (1) Except that no appraisal rights under this section shall be
7 available for the shares of any class or series of stock, which stock, or
8 depository receipts in respect thereof, at the record date fixed to determine
9 the stockholders entitled to receive notice of the meeting of stockholders to
10 act upon the agreement of merger or consolidation, or in the case of a
11 merger pursuant to K.S.A. 17-6701(h), and amendments thereto, as of
12 immediately prior to the execution of the agreement of merger, were
13 either:

14 (A) Listed on a national securities exchange; or

15 (B) held of record by more than 2,000 holders, except that no
16 appraisal rights shall be available for any shares of stock of the constituent
17 corporation surviving a merger if the merger did not require for its
18 approval the vote of the stockholders of the surviving corporation as
19 provided in K.S.A. 17-6701(f), and amendments thereto.

20 (2) Notwithstanding subsection (b)(1), appraisal rights under this
21 section shall be available for the shares of any class or series of stock of a
22 constituent corporation if the holders thereof are required by the terms of
23 an agreement of merger or consolidation pursuant to K.S.A. 17-6701, 17-
24 6702, 17-6705, 17-6706, 17-6707 and 17-6708, and amendments thereto,
25 to accept for such stock anything except:

26 (A) Shares of stock of the corporation surviving or resulting from
27 such merger or consolidation, or depository receipts in respect thereof;

28 (B) shares of stock of any other corporation, or depository receipts in
29 respect thereof, which shares of stock, or depository receipts in respect
30 thereof, or depository receipts at the effective date of the merger or
31 consolidation will be either listed on a national securities exchange or held
32 of record by more than 2,000 holders;

33 (C) cash in lieu of fractional shares or fractional depository receipts
34 described in subparagraphs (A) and (B); or

35 (D) any combination of the shares of stock, depository receipts and
36 cash in lieu of fractional shares or fractional depository receipts described
37 in subparagraphs (A), (B) and (C).

38 (3) In the event all of the stock of a subsidiary domestic corporation
39 party to a merger effected under K.S.A. 17-6703, and amendments thereto,
40 is not owned by the parent immediately prior to the merger, appraisal
41 rights shall be available for the shares of the subsidiary domestic
42 corporation.

43 ~~(4) This paragraph shall apply only with respect to a merger or~~

1 ~~consolidation consummated pursuant to an agreement entered into or~~
2 ~~resolutions of the board of directors adopted, as applicable, before July 1,~~
3 ~~2023. In the event of an amendment to a corporation's articles of~~
4 ~~incorporation contemplated by K.S.A. 2022 Supp. 17-72a03, and~~
5 ~~amendments thereto, appraisal rights shall be available as contemplated by~~
6 ~~K.S.A. 2022 Supp. 17-72a03, and amendments thereto, and the procedures~~
7 ~~of this section, including those set forth in subsections (d) and (e), shall~~
8 ~~apply as nearly as practicable, with the word "amendment" substituted for~~
9 ~~the words "merger or consolidation," and the word "corporation"~~
10 ~~substituted for the words "constituent corporation" or "surviving or~~
11 ~~resulting corporation."~~

12 (c) Any corporation may provide in its articles of incorporation that
13 appraisal rights under this section shall be available for the shares of any
14 class or series of its stock as a result of an amendment to its articles of
15 incorporation, any merger or consolidation in which the corporation is a
16 constituent corporation or the sale of all or substantially all of the assets of
17 the corporation. If the articles of incorporation contain such a provision,
18 the provisions of this section, including those set forth in subsections (d),
19 (e) and (g) shall apply as nearly as is practicable.

20 (d) Appraisal rights shall be perfected as follows:

21 (1) If a proposed merger or consolidation for which appraisal rights
22 are provided under this section is to be submitted for approval at a meeting
23 of stockholders, the corporation, not less than 20 days prior to the meeting,
24 shall notify each of its stockholders who was such on the record date for
25 notice of such meeting, or such members who received notice in
26 accordance with K.S.A. 17-6705, and amendments thereto, with respect to
27 shares for which appraisal rights are available pursuant to subsection (b) or
28 (c) that appraisal rights are available for any or all of the shares of the
29 constituent corporations, and shall include in such notice a copy of this
30 section and, if one of the constituent corporations is a nonstock
31 corporation, a copy of K.S.A. 2022 Supp. 17-6014, and amendments
32 thereto. Each stockholder electing to demand the appraisal of such
33 stockholder's shares shall deliver to the corporation, before the taking of
34 the vote on the merger or consolidation, a written demand for appraisal of
35 such stockholder's shares. A demand may be delivered to the corporation
36 by electronic transmission if directed to an information processing system,
37 if any, expressly designated for that purpose in such notice. Such demand
38 will be sufficient if it reasonably informs the corporation of the identity of
39 the stockholder and that the stockholder intends thereby to demand the
40 appraisal of such stockholder's shares. A proxy or vote against the merger
41 or consolidation shall not constitute such a demand. A stockholder electing
42 to take such action must do so by a separate written demand as provided in
43 this subsection. Within 10 days after the effective date of such merger or

1 consolidation, the surviving or resulting corporation shall notify each
2 stockholder of each constituent corporation who has complied with this
3 subsection and has not voted in favor of or consented to the merger or
4 consolidation of the date that the merger or consolidation has become
5 effective; or

6 (2) if the merger or consolidation was approved pursuant to K.S.A.
7 17-6518, 17-6701(h) or 17-6703, and amendments thereto, then, either a
8 constituent corporation before the effective date of the merger or
9 consolidation or the surviving or resulting corporation within 10 days
10 thereafter shall notify each of the holders of any class or series of stock of
11 such constituent corporation who are entitled to appraisal rights of the
12 approval of the merger or consolidation and that appraisal rights are
13 available for any or all shares of such class or series of stock of such
14 constituent corporation, and shall include in such notice a copy of this
15 section and, if one of the constituent corporations is a nonstock
16 corporation, a copy of K.S.A. 2022 Supp. 17-6014, and amendments
17 thereto. Such notice may, and, if given on or after the effective date of the
18 merger or consolidation, shall, also notify such stockholders of the
19 effective date of the merger or consolidation. Any stockholder entitled to
20 appraisal rights may, within 20 days after the date of giving such notice or,
21 in the case of a merger approved pursuant to K.S.A. 17-6701(h), and
22 amendments thereto, within the later of the consummation of the offer
23 contemplated by K.S.A. 17-6701(h), and amendments thereto, and 20 days
24 after the date of giving such notice, demand in writing from the surviving
25 or resulting corporation the appraisal of such holder's shares. A demand
26 may be delivered to the corporation by electronic transmission if directed
27 to an information processing system, if any, designated for that purpose in
28 such notice. Such demand will be sufficient if it reasonably informs the
29 corporation of the identity of the stockholder and that the stockholder
30 intends thereby to demand the appraisal of such holder's shares. If such
31 notice did not notify stockholders of the effective date of the merger or
32 consolidation, either: (A) Each such constituent corporation shall send a
33 second notice before the effective date of the merger or consolidation
34 notifying each of the holders of any class or series of stock of such
35 constituent corporation that are entitled to appraisal rights of the effective
36 date of the merger or consolidation; or (B) the surviving or resulting
37 corporation shall send such a second notice to all such holders on or within
38 10 days after such effective date. If such second notice is sent more than
39 20 days following the sending of the first notice or, in the case of a merger
40 approved pursuant to K.S.A. 17-6701(h), and amendments thereto, later
41 than the later of the consummation of the offer contemplated by K.S.A.
42 17-6701(h), and amendments thereto, and 20 days following the sending
43 of the first notice, such second notice need only be sent to each

1 stockholder who is entitled to appraisal rights and who has demanded
2 appraisal of such holder's shares in accordance with this subsection. An
3 affidavit of the secretary or assistant secretary or of the transfer agent of
4 the corporation that is required to give either notice that such notice has
5 been given shall, in the absence of fraud, be prima facie evidence of the
6 facts stated in such affidavit. For purposes of determining the stockholders
7 entitled to receive either notice, each constituent corporation may fix, in
8 advance, a record date that shall be not more than 10 days prior to the date
9 the notice is given. If the notice is given on or after the effective date of
10 the merger or consolidation, the record date shall be such effective date. If
11 no record date is fixed and the notice is given prior to the effective date,
12 the record date shall be the close of business on the day next preceding the
13 day when the notice is given.

14 (e) Within 120 days after the effective date of the merger or
15 consolidation, the surviving or resulting corporation or any stockholder
16 who has complied with subsections (a) and (d) and who is otherwise
17 entitled to appraisal rights, may commence an appraisal proceeding by
18 filing a petition in the district court demanding a determination of the
19 value of the stock of all such stockholders. Notwithstanding the provisions
20 of this subsection, at any time within 60 days after the effective date of the
21 merger or consolidation, any stockholder who has not commenced an
22 appraisal proceeding or joined that proceeding as a named party shall have
23 the right to withdraw such stockholder's demand for appraisal and to
24 accept the terms offered upon the merger or consolidation. Within 120
25 days after the effective date of the merger or consolidation, any
26 stockholder who has complied with the requirements of subsections (a)
27 and (d), upon request given in writing, or by electronic transmission
28 directed to an information processing system, if any, expressly designated
29 for that purpose in the notice of appraisal, shall be entitled to receive from
30 the corporation surviving the merger or resulting from the consolidation a
31 statement setting forth the aggregate number of shares not voted in favor
32 of the merger or consolidation, or in the case of a merger approved
33 pursuant to K.S.A. 17-6701(h), and amendments thereto, the aggregate
34 number of shares, other than any excluded stock, as defined in K.S.A. 17-
35 6701(h)(2), and amendments thereto, that were the subject of, and were
36 not tendered into, and accepted for purchase or exchange in, the offer
37 referred to in K.S.A. 17-6701(h)(1)(B), and amendments thereto, and, in
38 either case, with respect to which demands for appraisal have been
39 received and the aggregate number of holders of such shares. Such
40 statement shall be given to the stockholder within 10 days after such
41 stockholder's request for such a statement is received by the surviving or
42 resulting corporation or within 10 days after expiration of the period for
43 delivery of demands for appraisal under subsection (d), whichever is later.

1 Notwithstanding subsection (a), a person who is the beneficial owner of
2 shares of such stock held either in a voting trust or by a nominee on behalf
3 of such person may, in such person's own name, file a petition or request
4 from the corporation the statement described in this subsection.

5 (f) Upon the filing of any such petition by a stockholder, service of a
6 copy thereof shall be made upon the surviving or resulting corporation,
7 which shall within 20 days after such service file in the office of the clerk
8 of the court where the petition was filed a duly verified list containing the
9 names and postal addresses of all stockholders who have demanded
10 payment for their shares and with whom agreements as to the value of
11 their shares have not been reached by the surviving or resulting
12 corporation. If the petition shall be filed by the surviving or resulting
13 corporation, the petition shall be accompanied by such a duly verified list.
14 The clerk of the court, if so ordered by the court, shall give notice of the
15 time and place fixed for the hearing of such petition by registered or
16 certified mail to the surviving or resulting corporation and to the
17 stockholders shown on the list at the addresses stated in the list. Such
18 notice shall also be given by one or more publications at least one week
19 before the day of the hearing, in a newspaper of general circulation
20 published in the county where the court is located or such publication as
21 the court deems advisable. The forms of the notices by mail and by
22 publication shall be approved by the court, and the costs thereof shall be
23 borne by the surviving or resulting corporation.

24 (g) (1) At the hearing on such petition, the court shall determine the
25 stockholders who have complied with this section and who have become
26 entitled to appraisal rights. The court may require the stockholders who
27 have demanded an appraisal for their shares and who hold stock
28 represented by certificates to submit their certificates of stock to the clerk
29 of the court for notation thereon of the pendency of the appraisal
30 proceedings; and if any stockholder fails to comply with such direction,
31 the court may dismiss the proceedings as to such stockholder.

32 (2) This paragraph shall apply only with respect to transactions
33 consummated pursuant to agreements entered into, resolutions of the board
34 of directors adopted and authorizations provided, in each case as
35 applicable, on or after July 1, 2023. If immediately before the merger or
36 consolidation the shares of the class or series of stock of the constituent
37 corporation as to which appraisal rights are available were listed on a
38 national securities exchange, the court shall dismiss the proceedings as to
39 all holders of such shares who are otherwise entitled to appraisal rights
40 unless:

41 (A) The total number of shares entitled to appraisal exceeds 1% of the
42 outstanding shares of the class or series eligible for appraisal;

43 (B) the value of the consideration provided in the merger or

1 consolidation for such total number of shares exceeds \$1,000,000; or

2 (C) the merger was approved pursuant to K.S.A. 17-6703, and
3 amendments thereto.

4 (h) (1) After the court determines the stockholders entitled to an
5 appraisal, the appraisal proceeding shall be conducted in accordance with
6 the rules of the district court, including any rules specifically governing
7 appraisal proceedings. Through such proceeding the court shall determine
8 the fair value of the shares exclusive of any element of value arising from
9 the accomplishment or expectation of the merger or consolidation, together
10 with interest, if any, to be paid upon the amount determined to be the fair
11 value. In determining such fair value, the court shall take into account all
12 relevant factors. Unless the court in its discretion determines otherwise for
13 good cause shown, and except as provided in this subsection, interest from
14 the effective date of the merger through the date of payment of the
15 judgment shall be compounded quarterly and shall accrue at 5% over the
16 federal reserve discount rate, including any surcharge, as established from
17 time to time during the period between the effective date of the merger and
18 the date of payment of the judgment.

19 (2) This paragraph shall apply only with respect to transactions
20 consummated pursuant to agreements entered into, resolutions of the board
21 of directors adopted and authorizations provided, in each case as
22 applicable, on or after July 1, 2023. At any time before the entry of
23 judgment in the proceedings, the surviving corporation may pay to each
24 stockholder entitled to appraisal an amount in cash, in which case interest
25 shall accrue thereafter as provided in this paragraph only upon the sum of:
26 (A) The difference, if any, between the amount so paid and the fair market
27 value of the shares as determined by the court; and (B) interest previously
28 accrued unless paid at that time. Upon application by the surviving or
29 resulting corporation or by any stockholder entitled to participate in the
30 appraisal proceeding, the court may, in its discretion, proceed to trial upon
31 the appraisal prior to the final determination of the stockholders entitled to
32 an appraisal. Any stockholder whose name appears on the list filed by the
33 surviving or resulting corporation pursuant to subsection (f) and who has
34 submitted such stockholder's certificates of stock to the clerk of the court,
35 if such is required, may participate fully in all proceedings until it is finally
36 determined that such stockholder is not entitled to appraisal rights under
37 this section.

38 (i) The court shall direct the payment of the fair value of the shares,
39 together with interest, if any, by the surviving or resulting corporation to
40 the stockholders entitled thereto. Payment shall be so made to each such
41 stockholder, in the case of holders of uncertificated stock immediately, and
42 the case of holders of shares represented by certificates upon the surrender
43 to the corporation of the certificates representing such stock. The court's

1 decree may be enforced as other decrees in the district court may be
2 enforced, whether such surviving or resulting corporation be a domestic
3 corporation or of any state.

4 (j) The costs of the proceeding may be determined by the court and
5 taxed upon the parties as the court deems equitable in the circumstances.
6 Upon application of a stockholder, the court may order all or a portion of
7 the expenses incurred by any stockholder in connection with the appraisal
8 proceeding, including, without limitation, reasonable attorney fees and the
9 fees and expenses of experts, to be charged pro rata against the value of all
10 the shares entitled to an appraisal.

11 (k) From and after the effective date of the merger or consolidation,
12 no stockholder who has demanded appraisal rights as provided in
13 subsection (d) shall be entitled to vote such stock for any purpose or to
14 receive payment of dividends or other distributions on the stock, except
15 dividends or other distributions payable to stockholders of record at a date
16 that is prior to the effective date of the merger or consolidation, except that
17 if no petition for an appraisal shall be filed within the time provided in
18 subsection (e), or if such stockholder shall deliver to the surviving or
19 resulting corporation a written withdrawal of such stockholder's demand
20 for an appraisal and an acceptance of the merger or consolidation, either
21 within 60 days after the effective date of the merger or consolidation as
22 provided in subsection (e) or thereafter with the written approval of the
23 corporation, then the right of such stockholder to an appraisal shall cease.
24 Notwithstanding the provisions of this subsection, no appraisal proceeding
25 in the district court shall be dismissed as to any stockholder without the
26 approval of the court, and such approval may be conditioned upon such
27 terms as the court deems just, except that this provision shall not affect the
28 right of any stockholder who has not commenced an appraisal proceeding
29 or joined that proceeding as a named party to withdraw such stockholder's
30 demand for appraisal and to accept the terms offered upon the merger or
31 consolidation within 60 days after the effective date of the merger or
32 consolidation, as set forth in subsection (e).

33 (l) The shares of the surviving or resulting corporation to which the
34 shares of such objecting stockholders would have been converted had they
35 assented to the merger or consolidation shall have the status of authorized
36 and unissued shares of the surviving or resulting corporation.

37 Sec. 38. K.S.A. 2022 Supp. 17-6804 is hereby amended to read as
38 follows: 17-6804. (a) If it should be deemed advisable in the judgment of
39 the board of directors of any corporation that it should be dissolved, the
40 board, after the adoption of a resolution to that effect by a majority of the
41 whole board at any meeting called for that purpose, shall cause notice of
42 the adoption of the resolution and of a meeting of stockholders to take
43 action upon the resolution to be ~~mailed~~ *given* to each stockholder entitled

1 to vote thereon as of the record date for determining the stockholders
2 entitled to notice of the meeting.

3 (b) At the meeting a vote shall be taken upon the proposed
4 dissolution. If a majority of the outstanding stock of the corporation
5 entitled to vote thereon shall vote for the proposed dissolution, a certificate
6 of dissolution shall be filed with the secretary of state pursuant to
7 subsection (d).

8 (c) Dissolution of a corporation may also be authorized without
9 action of the directors if all the stockholders entitled to vote thereon shall
10 consent in writing and a certificate of dissolution shall be filed with the
11 secretary of state pursuant to subsection (d).

12 (d) If dissolution is authorized in accordance with this section, a
13 certificate of dissolution shall be executed and filed, and shall become
14 effective, in accordance with K.S.A. 2022 Supp. 17-7908 through 17-7911,
15 and amendments thereto. Such certificate of dissolution shall set forth:

16 (1) The name of the corporation;

17 (2) the date dissolution was authorized;

18 (3) that the dissolution has been authorized by the board of directors
19 and stockholders of the corporation, in accordance with subsections (a)
20 and (b), or that the dissolution has been authorized by all of the
21 stockholders of the corporation entitled to vote on a dissolution, in
22 accordance with subsection (c); and

23 (4) the names and *postal* addresses of the directors and officers of the
24 corporation.

25 (e) The resolution authorizing a proposed dissolution may provide
26 that notwithstanding authorization or consent to the proposed dissolution
27 by the stockholders, or the members of a nonstock corporation pursuant to
28 K.S.A. 17-6805, and amendments thereto, the board of directors or
29 governing body may abandon such proposed dissolution without further
30 action by the stockholders or members.

31 (f) Upon a certificate of dissolution becoming effective in accordance
32 with K.S.A. 2022 Supp. 17-7911, and amendments thereto, the corporation
33 shall be dissolved.

34 (g) (1) If the stockholders of a corporation having only two
35 stockholders, each of which owns 50% of the stock therein, are unable to
36 agree upon the desirability of dissolving the corporation and disposing of
37 the corporate assets, either stockholder may file with the district court a
38 petition stating that ~~it~~ *such stockholder* desires to dissolve the corporation
39 and to dispose of the assets thereof in accordance with a plan to be agreed
40 upon by both stockholders. Such petition shall have attached thereto a
41 copy of the proposed plan of dissolution and distribution and a certificate
42 stating that copies of such petition and plan have been transmitted in
43 writing to the other stockholder and to the directors and officers of such

1 corporation.

2 (2) Unless both stockholders file with the district court: ~~(1)~~, within
3 three months of the date of the filing of such petition, a certificate stating
4 that they have agreed on such plan, or a modification thereof; and ~~(2)~~
5 within one year from the date of the filing of such petition, a certificate
6 stating that the distribution provided by such plan has been completed, the
7 court may either:

8 (A) Dissolve such corporation and, by appointment of one or more
9 receivers with all the powers and title of a receiver appointed under K.S.A.
10 17-6808, and amendments thereto, may administer and wind up its affairs;

11 (B) order the redemption of the stock of one of the stockholders on
12 such terms as are just and equitable; or

13 (C) decline to grant any relief. Either or both of the above periods of
14 time may be extended by agreement of the stockholders, evidenced by a
15 certificate filed with the court prior to the expiration of such period.

16 Sec. 39. K.S.A. 2022 Supp. 17-6812 is hereby amended to read as
17 follows: 17-6812. (a) *Upon motion by the attorney general*, the district
18 court shall have jurisdiction to revoke or forfeit the articles of
19 incorporation of any corporation for abuse, misuse or nonuse of its
20 corporate powers, privileges or franchises. The attorney general shall,
21 ~~upon the attorney general's own motion or upon the relation of a proper~~
22 ~~party~~, proceed for this purpose by petition in the district court of the county
23 ~~in which~~ where the registered office of the corporation is located.

24 (b) The district court shall have power, by appointment of *trustees*,
25 receivers or otherwise, to administer and wind up the affairs of any
26 corporation whose articles of incorporation shall be revoked or forfeited
27 by any court under ~~any this section of this code or otherwise~~, and to make
28 such orders and decrees with respect thereto as shall be just and equitable
29 respecting its affairs and assets and the rights of its stockholders and
30 creditors.

31 (c) No proceeding shall be instituted under this section for nonuse of
32 any corporation's powers, privileges or franchises during the first two
33 years after its incorporation.

34 Sec. 40. K.S.A. 2022 Supp. 17-7001 is hereby amended to read as
35 follows: 17-7001. (a) At any time prior to the expiration of three years
36 following the dissolution of a corporation pursuant to K.S.A. 17-6804, and
37 amendments thereto, or *such longer period as the district court may have*
38 *directed pursuant to K.S.A. 17-6807, and amendments thereto, or*, at any
39 time prior to the expiration of *three years following the expiration of the*
40 *time limited for the corporation's existence as provided in its articles of*
41 *incorporation or such longer period as the court may have directed*
42 pursuant to K.S.A. 17-6807, and amendments thereto, a corporation may
43 revoke the dissolution ~~theretofore~~ effected by it *or restore its articles of*

1 *incorporation after it has expired of its own limitation* in the following
2 manner:

3 (1) For purposes of this section, ~~the term "stockholders" shall mean~~
4 *means the stockholders of record on the date the dissolution became*
5 *effective or the date of expiration by limitation.*

6 (2) The board of directors shall adopt a resolution recommending that
7 the dissolution be revoked *in the case of a dissolution or that the articles*
8 *of incorporation be restored in the case of an expiration by limitation* and
9 directing that the question of the revocation *or restoration* be submitted to
10 a vote at a special meeting of stockholders.

11 (3) Notice of the special meeting of stockholders shall be given in
12 accordance with K.S.A. 17-6512, and amendments thereto, to each of the
13 stockholders.

14 (4) At the meeting, a vote of the stockholders shall be taken on a
15 resolution to revoke the dissolution *in the case of a dissolution or to*
16 *restore the articles of incorporation in the case of an expiration by*
17 *limitation.* If a majority of the stock of the corporation ~~which~~ *that* was
18 outstanding and entitled to vote upon a dissolution at the time of its
19 dissolution, *in the case of a revocation of dissolution, or that was*
20 *outstanding and entitled to vote upon an amendment to the articles of*
21 *incorporation to change the period of the corporation's duration at the*
22 *time of its expiration by limitation, in the case of restoration,* shall be
23 voted for the resolution, a certificate of revocation of dissolution *or a*
24 *certificate of restoration* shall be executed in accordance with K.S.A. 2022
25 Supp. 17-7908 through 17-7910, and amendments thereto, ~~which~~ *and filed*
26 *in accordance with K.S.A 2022 Supp. 17-7910, and amendments thereto.*
27 *Such certificate shall be specifically designated as a certificate of*
28 *revocation of dissolution or a certificate of restoration in its heading and*
29 shall state:

30 (A) The name of the corporation;

31 (B) the *postal* address of the corporation's registered office in this
32 state, which shall be stated in accordance with K.S.A. 2022 Supp. 17-
33 7924(c), and amendments thereto, and the name of its resident ~~agent~~
34 *agent* at such address;

35 (C) the names and respective *postal* addresses of its officers;

36 (D) the names and respective *postal* addresses of its directors; and

37 (E) that a majority of the stock of the corporation ~~which~~ *that* was
38 outstanding and entitled to vote upon a dissolution at the time of its
39 dissolution have voted in favor of a resolution to revoke the dissolution, *in*
40 *the case of a revocation of dissolution, or that a majority of the stock of*
41 *the corporation that was outstanding and entitled to vote upon an*
42 *amendment to the articles of incorporation to change the period of the*
43 *corporation's duration at the time of its expiration by limitation, in the*

1 *case of a restoration, have voted in favor of a resolution to restore the*
2 *articles of incorporation; or that, if applicable, in lieu of a meeting and*
3 *vote of stockholders, the stockholders have given their ~~written~~ consent to*
4 *the revocation or restoration in accordance with K.S.A. 17-6518, and*
5 *amendments thereto; and*

6 *(F) in the case of a restoration, the new specified date limiting the*
7 *duration of the corporation's existence or that the corporation shall have*
8 *perpetual existence.*

9 (b) Upon the *effective time of filing* in the office of the secretary of
10 state of the certificate of revocation of dissolution *or the certificate of*
11 *restoration*, the revocation of the dissolution *or the restoration of the*
12 *corporation* shall become effective and the corporation may again carry on
13 its business.

14 (c) Upon the ~~filing of the certificate with the secretary of state to~~
15 ~~which effectiveness of the revocation of the dissolution or the restoration~~
16 ~~of the corporation as provided in subsection (b) refers~~, the provisions of
17 K.S.A. 17-6501(c), and amendments thereto, shall govern, and the period
18 of time the corporation was in dissolution *or was expired by limitation*
19 shall be included within the calculation of the 30-day and 13-month
20 periods to which K.S.A. 17-6501(c), and amendments thereto, refers. An
21 election of directors, however, may be held at the special meeting of
22 stockholders to which subsection (a) refers, and in that event, that meeting
23 of stockholders shall be deemed an annual meeting of stockholders for
24 purposes of K.S.A. 17-6501(c), and amendments thereto.

25 (d) If, after the dissolution became effective *or after the expiration by*
26 *limitation*, any other entity identified in K.S.A. 2022 Supp. 17-7918, and
27 amendments thereto, shall have adopted the same name as the corporation,
28 or shall have adopted a name so nearly similar thereto as not to distinguish
29 it from the corporation, or any foreign covered entity shall have qualified
30 to do business in this state under the same name as the corporation or
31 under a name so nearly similar thereto as not to distinguish it from the
32 corporation, then, in such case, the corporation shall not be reinstated
33 under the same name ~~which~~ *that* it bore when its dissolution became
34 effective *or it expired by limitation*, but shall adopt and be reinstated *or*
35 *restored* under some other name, and in such case the certificate to be filed
36 under this section shall set forth the name borne by the corporation at the
37 time its dissolution became effective *or it expired by limitation* and the
38 new name under which the corporation is to be reinstated.

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

42 (f) At any time prior to the expiration of three years following the
43 dissolution of a nonstock corporation pursuant to K.S.A. 17-6805, and

1 amendments thereto, *or such longer period as the district court may have*
2 *directed pursuant to K.S.A. 17-6807, and amendments thereto, or, at any*
3 *time prior to the expiration of three years following the expiration of the*
4 *time limited for a nonstock corporation's existence as provided in its*
5 *articles of incorporation or such longer period as the district court may*
6 *have directed pursuant to K.S.A. 17-6807, and amendments thereto, a*
7 *nonstock corporation may revoke the dissolution effected by it or restore*
8 *its articles of incorporation after it has expired by limitation in a manner*
9 *analogous to that by which the dissolution was authorized or, in the case of*
10 *a restoration, in the manner in which an amendment to the articles of*
11 *incorporation to change the period of the corporation's duration would*
12 *have been authorized at the time of its expiration by limitation, including:*
13 (1) If applicable, a vote of the members entitled to vote, if any, on the
14 dissolution *or the amendment*; and (2) the filing of a certificate of
15 revocation of dissolution *or a certificate of restoration* containing
16 information comparable to that required by subsection (a)(4).
17 Notwithstanding the ~~foregoing~~ *provisions of this subsection, only*
18 subsections (b), (d) and (e) shall apply to nonstock corporations.

19 Sec. 41. K.S.A. 2022 Supp. 17-7002 is hereby amended to read as
20 follows: 17-7002. (a) As used in this section, ~~the term~~:

21 (1) "Articles of incorporation" includes the articles of incorporation
22 of a corporation organized under any special act or any law of this state;
23 and

24 (2) "authority to engage in business" includes the registration of any
25 foreign corporation under K.S.A. 2022 Supp. 17-7931, and amendments
26 thereto.

27 (b) ~~Except as provided further, any corporation may, at any time~~
28 ~~before the expiration of the time limited for its existence and any~~
29 ~~corporation whose articles of incorporation or authority to engage in~~
30 ~~business has become forfeited or void pursuant to this code and any~~
31 ~~corporation whose articles of incorporation or authority to engage in~~
32 ~~business has expired by reason of failure to renew it or whose articles of~~
33 ~~incorporation or authority to engage in business has been renewed~~ *revived,*
34 *but, through failure to comply strictly with the provisions of this code, the*
35 *validity of whose renewal revival has been brought into question, at any*
36 *time procure an extension, renewal or reinstatement a revival of its articles*
37 *of incorporation, if a domestic corporation, or its authority to engage in*
38 *business, if a foreign corporation, together with all the rights, franchises,*
39 *privileges and immunities and subject to all of its duties, debts and*
40 *liabilities that had been secured or imposed by its original articles of*
41 *incorporation, and all amendments thereto, or by its authority to engage in*
42 *business, as the case may be, by complying with the requirements of this*
43 *section. This section shall not be applicable to a corporation whose*

1 *articles of incorporation have been revoked or forfeited pursuant to K.S.A.*
2 *17-6812, and amendments thereto.*

3 (c) ~~The extension, renewal or reinstatement~~ *revival* of the articles of
4 incorporation or authority to engage in business may be procured *as*
5 *authorized by the board of directors or members of the governing body of*
6 *the corporation in accordance with subsection (h) and by executing and*
7 *filing a certificate of revival in accordance with K.S.A. 2022 Supp. 17-*
8 *7908 through 17-7910, and amendments thereto.*

9 (d) The certificate required by subsection (c) shall state:

10 (1) ~~The name date of filing of the corporation, which shall be the~~
11 ~~existing~~ *corporation's original articles of incorporation, the name under*
12 *which the corporation was originally incorporated, the name of the*
13 *corporation or at the name it bore when time its articles of incorporation or*
14 *authority to engage in business expired, except as provided in became*
15 *forfeited or void pursuant to this code and the new name under which the*
16 *corporation is to be revived to the extent required by subsection (f);*

17 (2) the *postal* address of the corporation's registered office in this
18 state, which shall be stated in accordance with K.S.A. 2022 Supp. 17-
19 7924(c), and amendments thereto, and the name of its resident agent at
20 such address;

21 (3) ~~whether or not the renewal, or reinstatement is to be perpetual~~
22 ~~and, if not perpetual, the time for which the renewal or reinstatement is to~~
23 ~~continue and, in case of renewal before the expiration of the time limited~~
24 ~~for its existence, the date when the renewal is to commence, which shall be~~
25 ~~prior to the date of the expiration of the old articles of incorporation or~~
26 ~~authority to engage in business which it is desired to renew;~~

27 (4) that the corporation desiring to be ~~renewed or reinstated~~ *revived*
28 ~~and so renewing or reinstating~~ *reviving* its corporate existence was duly
29 organized under the laws of the state of its original incorporation;

30 (5)(4) the date when the articles of incorporation or the authority to
31 engage in business ~~would expire, if such is the case, or such other facts as~~
32 ~~may show that the articles of incorporation or the authority to engage in~~
33 ~~business has become~~ *became* forfeited or void pursuant to this code, or that
34 the validity of any ~~renewal~~ *revival* has been brought into question; and

35 (6)(5) that the certificate ~~for reinstatement of revival~~ is filed by
36 authority of those who were directors or members of the governing body
37 of the corporation at the time its articles of incorporation or the authority
38 to engage in business expired, or who were elected *the board of* directors
39 or members of the governing body of the corporation ~~as provided in~~
40 *accordance with* subsection (h).

41 (e) Upon the filing of the certificate in accordance with K.S.A. 2022
42 Supp. 17-7908 through 17-7910, and amendments thereto, the corporation
43 shall be ~~renewed or reinstated~~ *revived* with the same force and effect as if

1 its articles of incorporation or authority to engage in business had not been
2 forfeited or void pursuant to this code ~~or had not expired by limitation.~~
3 ~~Such reinstatement~~ *revival* shall validate all contracts, acts, matters and
4 things made, done and performed within the scope of its articles of
5 incorporation or authority to engage in business by the corporation, its
6 *directors or members of its governing body*, officers ~~and~~, agents *and*
7 *stockholders or members* during the time when its articles of incorporation
8 or authority to engage in business was forfeited or void pursuant to this
9 code, ~~or after their expiration by limitation~~, with the same force and effect
10 and to all intents and purposes as if the articles of incorporation had at all
11 times remained in full force and effect. All real and personal property,
12 rights and credits, ~~which that~~ belonged to the corporation at the time its
13 articles of incorporation or authority to engage in business became
14 forfeited or void pursuant to this code, ~~or expired by limitation and which~~
15 ~~that~~ were not disposed of prior to the time of its ~~renewal or reinstatement~~
16 ~~shall be vested in the corporation after its renewal or reinstatement, as~~
17 ~~fully and amply as they were held by the corporation at and before the~~
18 ~~time its articles of incorporation or authority to engage in business became~~
19 ~~forfeited or void pursuant to this code, or expired by limitation, revival and~~
20 ~~all real and personal property, rights and credits acquired by the~~
21 ~~corporation after its renewal or reinstatement articles of incorporation~~
22 ~~became forfeited or void pursuant to this code shall be vested in the~~
23 ~~corporation, after its revival, as if its articles of incorporation had at all~~
24 ~~times remained in full force and effect. The corporation after its revival~~
25 ~~shall be as exclusively liable for all contracts, acts, matters and things~~
26 ~~made, done or performed in its name and on its behalf by its directors or~~
27 ~~members of its governing body, officers and, agents and stockholders or~~
28 ~~members prior to its reinstatement revival, as if its articles of incorporation~~
29 ~~or authority to engage in business had at all times remained in full force~~
30 ~~and effect.~~

31 (f) If, since the articles of incorporation became forfeited or void
32 pursuant to this code, ~~or expired by limitation~~, any other corporation
33 organized under the laws of this state shall have adopted the same name as
34 the corporation sought to be ~~renewed or reinstated~~ *revived* or shall have
35 adopted a name so nearly similar thereto as not to distinguish it from the
36 corporation to be ~~renewed or reinstated~~ *revived*, or any foreign corporation
37 registered in accordance with K.S.A. 2022 Supp. 17-7931, and
38 amendments thereto, shall have adopted the same name as the corporation
39 sought to be ~~renewed or reinstated~~ *revived*, or shall have adopted a name
40 so nearly similar thereto as not to distinguish it from the corporation to be
41 ~~renewed or reinstated~~ *revived*, then in such case the corporation to be
42 ~~renewed or reinstated~~ *revived* shall not be ~~renewed~~ *revived* under the same
43 name ~~which that~~ it bore when its articles of incorporation became forfeited

1 or void pursuant to this code or expired, but shall adopt or be renewed be
2 *revived* under some other name; and in such case *as set forth in* the
3 certificate to be filed under the provisions of this section shall set forth the
4 name borne by the corporation at the time its articles of incorporation
5 became forfeited or void pursuant to this code, or expired and the new
6 name under which the corporation is to be renewed or reinstated *pursuant*
7 *to subsection (c).*

8 (g) Any corporation that renews or reinstates *revives* its articles of
9 incorporation or authority to engage in business under this code shall file
10 all past due business entity information reports for the immediately
11 preceding 10 years and pay to the secretary of state an amount equal to all
12 fees and any penalties thereon due. Nonprofit corporations shall file only
13 the business entity information reports for the most recent reporting period
14 and pay to the secretary of state an amount equal to all fees due.

15 (h) ~~If a sufficient number of the last acting officers of any corporation~~
16 ~~desiring to renew or reinstate its articles of incorporation are not available~~
17 ~~by reason of death, unknown address or refusal or neglect to act, the~~
18 ~~directors of the corporation or those remaining on the board, even if only~~
19 ~~one, may elect successors to such officers~~ *For purposes of this section the*
20 *board of directors or governing body of the corporation shall be*
21 *comprised of the persons, who, but for the articles of incorporation having*
22 *become forfeited or void pursuant to this code, would be the duly elected*
23 *or appointed directors or members of the governing body of the*
24 *corporation. The requirement for authorization by the board of directors*
25 *under subsection (c) shall be satisfied if a majority of the directors or*
26 *members of the governing body then in office, even though less than a*
27 *quorum, or the sole director or member of the governing body then in*
28 *office, authorizes the revival of the articles of incorporation of the*
29 *corporation and the filing of the certificate required by subsection (c). In*
30 *any case where there shall be no directors of the corporation available for*
31 *the purposes aforesaid described in this subsection, the stockholders may*
32 *elect a full board of directors, as provided by the bylaws of the*
33 *corporation, and the board shall then elect such officers as are provided by*
34 *law, by so elected may then authorize the revival of the articles of*
35 *incorporation or by the bylaws to carry on the business and affairs of the*
36 *corporation and the filing of the certificate required by subsection (c). A*
37 *special meeting of the stockholders for the purposes purpose of electing*
38 *directors may be called by any officer, director or stockholder upon notice*
39 *given in accordance with K.S.A. 17-6512, and amendments thereto. For*
40 *purposes of this section, the bylaws shall be the bylaws of the corporation*
41 *that, but for the articles of incorporation having become forfeited or void*
42 *pursuant to this code, would be the duly adopted bylaws of the*
43 *corporation.*

1 (i) After a ~~reinstatement~~ *revival* of the articles of incorporation of the
2 corporation shall have been effected, the provisions of K.S.A. 17-6501(c),
3 and amendments thereto, shall govern and the period of time *during which*
4 the articles of incorporation of the corporation was forfeited *or void*
5 pursuant to this code, ~~or after its expiration by limitation~~, shall be included
6 within the calculation of the 30-day and 13-month periods to which K.S.A.
7 17-6501(c), and amendments thereto, refers. A special meeting of
8 stockholders held in accordance with subsection (h) shall be deemed an
9 annual meeting of the stockholders for purposes of K.S.A. 17-6501(c), and
10 amendments thereto.

11 (j) Whenever it shall be desired to ~~renew or reinstate~~ *revive* the
12 articles of incorporation or authority to engage in business of any nonstock
13 corporation, the governing body shall perform all the acts necessary for the
14 ~~renewal or reinstatement~~ *revival* of the articles of incorporation of the
15 corporation or its authority to engage in business ~~which that~~ are performed
16 by the board of directors in the case of a corporation having capital stock,
17 and the members of any nonstock corporation who are entitled to vote for
18 the election of members of its governing body and any other members
19 entitled to vote for dissolution under the articles of incorporation or bylaws
20 of such corporation, shall perform all the acts necessary for the ~~renewal or~~
21 ~~reinstatement~~ *revival* of the articles of incorporation of the corporation or
22 its authority to engage in business ~~which that~~ are performed by the
23 stockholders in the case of a corporation having capital stock. In all other
24 respects, the procedure for the ~~renewal or reinstatement~~ *revival* of the
25 articles of incorporation or authority to engage in business of a nonstock
26 corporation shall conform, as nearly as may be applicable, to the procedure
27 prescribed in this section for the ~~renewal or~~ revival of the articles of
28 incorporation of a corporation having capital stock, except that subsection
29 (i) shall not apply to nonstock corporations.

30 Sec. 42. K.S.A. 2022 Supp. 17-7003 is hereby amended to read as
31 follows: 17-7003. Any corporation desiring to renew, *restore, revive,*
32 extend and continue its corporate existence, shall, upon complying with
33 the provisions of ~~K.S.A. 17-7002~~ *article 70 of chapter 17 of the Kansas*
34 *Statutes Annotated*, and amendments thereto, continue ~~for the time stated~~
35 *as provided* in its certificate ~~of renewal~~ *effecting such action*, as a
36 corporation and shall, in addition to the rights, privileges and immunities
37 conferred by its articles of incorporation, possess and enjoy all the benefits
38 of this code, ~~which that~~ are applicable to the nature of its business, and
39 shall be subject to the restrictions and liabilities by this code imposed on
40 such corporations.

41 Sec. 43. K.S.A. 2022 Supp. 17-72a04 is hereby amended to read as
42 follows: 17-72a04. Any stock certificate issued by a public benefit
43 corporation shall note conspicuously that the corporation is a public

1 benefit corporation formed pursuant to K.S.A. 2022 Supp. 17-72a01
2 through 17-72a09, and amendments thereto. Any notice ~~sent~~ *given* by a
3 public benefit corporation pursuant to K.S.A. 17-6401(f), and amendments
4 thereto, shall state conspicuously that the corporation is a public benefit
5 corporation formed pursuant to K.S.A. 2022 Supp. 17-72a01 through 17-
6 72a09, and amendments thereto.

7 Sec. 44. K.S.A. 2022 Supp. 17-72a05 is hereby amended to read as
8 follows: 17-72a05. (a) The board of directors shall manage or direct the
9 business and affairs of the public benefit corporation in a manner that
10 balances the pecuniary interests of the stockholders, the best interests of
11 those materially affected by the corporation's conduct and the specific
12 public benefit or public benefits identified in its articles of incorporation.

13 (b) A director of a public benefit corporation shall not, by virtue of
14 the public benefit provisions or K.S.A. 2022 Supp. 17-72a02(a), and
15 amendments thereto, have any duty to any person on account of any
16 interest of such person in the public benefit or public benefits identified in
17 the articles of incorporation or on account of any interest materially
18 affected by the corporation's conduct and, with respect to a decision
19 implicating the ~~balance~~ *balancing* requirement in subsection (a), will be
20 deemed to satisfy such director's fiduciary duties to stockholders and the
21 corporation if such director's decision is both informed and disinterested
22 and not such that no person of ordinary, sound judgment would approve.

23 (c) ~~The articles of incorporation of a public benefit corporation may~~
24 ~~include a provision that any disinterested failure to satisfy this section shall~~
25 ~~not~~ *A director's ownership of or other interest in the stock of the public*
26 *benefit corporation shall not alone, for the purposes of this section, create*
27 *a conflict of interest on the part of the director with respect to the*
28 *director's decision implicating the balancing requirement in subsection*
29 *(a), except to the extent that such ownership or interest would create a*
30 *conflict of interest if the corporation were not a public benefit corporation.*
31 *In the absence of a conflict of interest, no failure to satisfy that balancing*
32 *requirement shall, for the purposes of K.S.A. 17-6002(b)(8) or 17-6305,*
33 *and amendments thereto, constitute an act or omission not in good faith, or*
34 *a breach of the duty of loyalty unless the articles of incorporation so*
35 *provide.*

36 Sec. 45. K.S.A. 2022 Supp. 17-72a07 is hereby amended to read as
37 follows: 17-72a07. ~~Stockholders of a public benefit corporation~~
38 ~~owning~~ *Any action to enforce the balancing requirement of K.S.A. 17-*
39 *72a05(a), and amendments thereto, including any individual, derivative,*
40 *or any other type of action, shall not be brought unless the plaintiffs in*
41 *such action own individually or collectively, as of the date of instituting*
42 ~~such derivative suit~~ *the action is instituted, at least 2% of the corporation's*
43 *outstanding shares or, in the case of a corporation with shares listed on a*

1 national securities exchange, the lesser of such percentage or shares of *the*
2 *corporation with a market value of at least \$2,000,000* ~~in market value,~~
3 ~~may maintain a derivative lawsuit to enforce the requirements set forth in~~
4 ~~K.S.A. 2022 Supp. 17-72a05(a), and amendments thereto as of the date~~
5 *the action is instituted. This section shall not relieve the plaintiffs from*
6 *complying with any other conditions applicable to filing a derivative*
7 *action including K.S.A. 60-223a(b)(1), and amendments thereto, and any*
8 *rules of the court where the action is filed.*

9 Sec. 46. K.S.A. 2022 Supp. 17-7302 is hereby amended to read as
10 follows: 17-7302. (a) Whenever any foreign corporation admitted to do
11 business in this state is a party to a merger or consolidation with any other
12 foreign corporation, whether or not admitted to do business in this state,
13 such foreign corporation shall file with the secretary of state of this state,
14 within 30 days after the time the merger or consolidation becomes
15 effective, a certificate of the proper officer of the jurisdiction under the
16 laws of which the merger or consolidation was effected, attesting to such
17 merger or consolidation ~~and, or a form prescribed by the secretary of state~~
18 *of this state, in each case stating:*

19 (1) The corporate parties thereto;
20 (2) *the jurisdiction of incorporation of each corporate party;*
21 (3) the time when such merger or consolidation became effective; and
22 ~~(3)(4)~~ that the resulting or surviving corporation is a corporation in
23 good standing in such jurisdiction.

24 (b) Whenever any foreign corporation admitted to do business in this
25 state shall amend its articles of incorporation in a manner ~~which that~~
26 affects any of the information contained on such corporation's application
27 to do business in Kansas, the corporation shall file with the secretary of
28 state, within 30 days after the amendment is adopted, a certificate of the
29 proper officer of the jurisdiction in which such corporation has been
30 incorporated attesting to such amendment. In the alternative, any foreign
31 corporation may amend its original application for authority to do business
32 in Kansas by filing a certificate of amendment certifying that such
33 amendment has been duly adopted and executed in accordance with
34 K.S.A. 2022 Supp. 17-7908 through 17-7910, and amendments thereto.

35 Sec. 47. K.S.A. 2022 Supp. 17-7503 is hereby amended to read as
36 follows: 17-7503.(a) Every domestic corporation organized for profit shall
37 make a written business entity information report to the secretary of state,
38 stating the prescribed information concerning the corporation at the close
39 of business on the last day of its tax period next preceding the date of
40 filing, but if a corporation's tax period is other than the calendar year, it
41 shall give notice thereof to the secretary of state prior to December 31 of
42 the year it commences such tax period.

43 (b) The report shall be made on forms prescribed by the secretary of

1 state and shall be filed biennially, as determined by the year that the
2 domestic corporation filed its formation documents. A domestic
3 corporation that filed formation documents in an even-numbered year shall
4 file a report in each even-numbered year. A domestic corporation that filed
5 formation documents in an odd-numbered year shall file a report in each
6 odd-numbered year. The report shall be filed after the close of the
7 corporation's tax period but not later than at the time prescribed by law for
8 filing the corporation's annual Kansas income tax return.

9 (c) The report shall contain the following information:

10 (1) The name of the corporation;

11 (2) the location of the principal office, *including the building and*
12 *suite number, street name or rural route number with box number, city,*
13 *state and zip code;*

14 ~~(3) the names and addresses of~~ *name and postal address for* the
15 president, secretary, treasurer or equivalent of such officers and members
16 of the board of directors;

17 ~~(4) the number of shares of capital stock issued;~~

18 ~~(5)~~ the nature and kind of business in which the corporation is
19 engaged; and

20 ~~(6)~~(5) if the corporation is a parent corporation holding more than
21 50% equity ownership in any other business entity registered with the
22 secretary of state, the name and identification number of any such
23 subsidiary business entity.

24 (d) Every corporation subject to the provisions of this section that
25 holds agricultural land, as defined in K.S.A. 17-5903, and amendments
26 thereto, within this state shall show the following additional information
27 on the report:

28 (1) The acreage and location listed by section, range, township and
29 county of each lot, tract or parcel of agricultural land in this state owned or
30 leased by or to the corporation;

31 (2) the purposes for which such agricultural land is owned or leased
32 and, if leased, to whom such agricultural land is leased;

33 (3) the value of the nonagricultural assets and the agricultural assets,
34 stated separately, owned and controlled by the corporation both within and
35 without the state of Kansas and where situated;

36 (4) the total number of stockholders of the corporation;

37 (5) the number of acres owned or operated by the corporation, the
38 number of acres leased by the corporation and the number of acres leased
39 to the corporation;

40 (6) the number of acres of agricultural land, held and reported in each
41 category under paragraph (5), stated separately, being irrigated; and

42 (7) whether any of the agricultural land held and reported under this
43 subsection was acquired after July 1, 1981.

1 (e) The report shall be executed in accordance with the provisions of
2 K.S.A. 2022 Supp. 17-7908 through 17-7910, and amendments thereto.
3 The official title or position of the individual signing the report shall be
4 designated. The fact that an individual's name is signed on such report
5 shall be prima facie evidence that such individual is authorized to sign the
6 report on behalf of the corporation. This report shall be subscribed by the
7 person as true, under penalty of perjury.

8 (f) At the time of filing its business entity information report it shall
9 be the duty of each domestic corporation organized for profit to pay to the
10 secretary of state a fee in an amount equal to \$80, plus the amount
11 specified in rules and regulations of the secretary multiplied by the number
12 of tax periods included in the report.

13 Sec. 48. K.S.A. 2022 Supp. 17-7504 is hereby amended to read as
14 follows: 17-7504. (a) Every corporation organized not for profit shall
15 make a written business entity information report to the secretary of state,
16 stating the prescribed information concerning the corporation at the close
17 of business on the last day of its tax period next preceding the date of
18 filing, but if a corporation's tax period is other than the calendar year, it
19 shall give notice thereof to the secretary of state prior to December 31 of
20 the year it commences such tax period.

21 (b) The report shall be made on forms prescribed by the secretary of
22 state and shall be filed biennially, as determined by the year that the
23 corporation organized not for profit filed its formation documents. A
24 corporation organized not for profit that filed formation documents in an
25 even-numbered year shall file a report in each even-numbered year. A
26 corporation organized not for profit that filed formation documents in an
27 odd-numbered year shall file a report in each odd-numbered year. The
28 report shall be filed after the close of the corporation's tax period but not
29 later than on the 15th day of the sixth month following the close of the
30 taxable year.

31 (c) The report shall contain the following information:

32 (1) The name of the corporation;

33 (2) the location of the principal office, *including the building and*
34 *suite number, street name or rural route number with box number, city,*
35 *state and zip code;*

36 (3) ~~the names and addresses of~~ *name and postal address for* the
37 president, secretary and treasurer or equivalent of such officers, and the
38 members of the governing body; *and*

39 ~~(4) the number of memberships or the number of shares of capital~~
40 ~~stock issued; and~~

41 ~~(5)~~ if the corporation is a parent corporation holding more than 50%
42 equity ownership in any other business entity registered with the secretary
43 of state, the name and identification number of any such subsidiary

1 business entity.

2 (d) Every corporation subject to the provisions of this section that
3 holds agricultural land, as defined in K.S.A. 17-5903, and amendments
4 thereto, within this state shall show the following additional information
5 on the report:

6 (1) The acreage and location listed by section, range, township and
7 county of each lot, tract or parcel of agricultural land in this state owned or
8 leased by or to the corporation;

9 (2) the purposes for which such agricultural land is owned or leased
10 and, if leased, to whom such agricultural land is leased;

11 (3) the value of the nonagricultural assets and the agricultural assets,
12 stated separately, owned and controlled by the corporation both within and
13 without the state of Kansas and where situated;

14 (4) the total number of stockholders or members of the corporation;

15 (5) the number of acres owned or operated by the corporation, the
16 number of acres leased by the corporation and the number of acres leased
17 to the corporation;

18 (6) the number of acres of agricultural land, held and reported in each
19 category under paragraph (5), stated separately, being irrigated; and

20 (7) whether any of the agricultural land held and reported under this
21 subsection was acquired after July 1, 1981.

22 (e) The report shall be executed in accordance with the provisions of
23 K.S.A. 2022 Supp. 17-7908 through 17-7910, and amendments thereto.
24 The official title or position of the individual signing the report shall be
25 designated. The fact that an individual's name is signed on such report
26 shall be prima facie evidence that such individual is authorized to sign the
27 report on behalf of the corporation. This report shall be subscribed by the
28 person as true, under penalty of perjury.

29 (f) At the time of filing its business entity information report, each
30 nonprofit corporation shall pay a fee in an amount equal to \$80, plus the
31 amount specified in rules and regulations of the secretary multiplied by the
32 number of tax periods included in the report.

33 Sec. 49. K.S.A. 2022 Supp. 17-7505 is hereby amended to read as
34 follows: 17-7505. (a) Every foreign corporation organized for profit, or
35 organized under the cooperative type statutes of the state, territory or
36 foreign country of incorporation, now or hereafter doing business in this
37 state, and owning or using a part or all of its capital in this state, and
38 subject to compliance with the laws relating to the admission of foreign
39 corporations to do business in Kansas, shall make a written business entity
40 information report to the secretary of state, stating the prescribed
41 information concerning the corporation at the close of business on the last
42 day of its tax period next preceding the date of filing, but if a corporation
43 operates on a fiscal year other than the calendar year it shall give written

1 notice thereof to the secretary of state prior to December 31 of the year
2 commencing such fiscal year.

3 (b) The report shall be made on a form prescribed by the secretary of
4 state and shall be filed biennially, as determined by the year that the
5 foreign corporation filed its foreign corporation application in Kansas. A
6 foreign corporation that filed an application in an even-numbered year
7 shall file a report in each even-numbered year. A foreign corporation that
8 filed an application in an odd-numbered year shall file a report in each
9 odd-numbered year. The report shall be filed after the close of the
10 corporation's tax period but not later than at the time prescribed by law for
11 filing the corporation's annual Kansas income tax return.

12 (c) The report shall contain the following information:

13 (1) The name of the corporation and under the laws of what state or
14 country it is incorporated;

15 (2) the location of its principal office, *including the building and*
16 *suite number; street name or rural route number with box number; city,*
17 *state and zip code;*

18 (3) ~~the names and addresses of~~ *name and postal address for* the
19 president, secretary, treasurer, or equivalent of such officers, and members
20 of the board of directors;

21 (4) ~~the number of shares of capital stock issued;~~

22 (5) the nature and kind of business in which the company is engaged;
23 and

24 (6)(5) if the corporation is a parent corporation holding more than
25 50% equity ownership in any other business entity registered with the
26 secretary of state, the name and identification number of any such
27 subsidiary business entity.

28 (d) Every corporation subject to the provisions of this section that
29 holds agricultural land, as defined in K.S.A. 17-5903, and amendments
30 thereto, within this state shall show the following additional information
31 on the report:

32 (1) The acreage and location listed by section, range, township and
33 county of each lot, tract or parcel of agricultural land in this state owned or
34 leased by or to the corporation;

35 (2) the purposes for which such agricultural land is owned or leased
36 and, if leased, to whom such agricultural land is leased;

37 (3) the value of the nonagricultural assets and the agricultural assets,
38 stated separately, owned and controlled by the corporation both within and
39 without the state of Kansas and where situated;

40 (4) the total number of stockholders of the corporation;

41 (5) the number of acres owned or operated by the corporation, the
42 number of acres leased by the corporation and the number of acres leased
43 to the corporation;

1 (6) the number of acres of agricultural land, held and reported in each
2 category under paragraph (5), stated separately, being irrigated; and

3 (7) whether any of the agricultural land held and reported under this
4 subsection was acquired after July 1, 1981.

5 (e) The report shall be executed in accordance with the provisions of
6 K.S.A. 2022 Supp. 17-7908 through 17-7910, and amendments thereto.
7 The official title or position of the individual signing the report shall be
8 designated. The fact that an individual's name is signed on such report
9 shall be prima facie evidence that such individual is authorized to sign the
10 report on behalf of the corporation. This report shall be subscribed by the
11 person as true, under penalty of perjury.

12 (f) At the time of filing its business entity information report, each
13 such foreign corporation shall pay to the secretary of state a fee in an
14 amount equal to \$80, plus the amount specified in rules and regulations of
15 the secretary multiplied by the number of tax periods included in the
16 report.

17 Sec. 50. K.S.A. 2022 Supp. 17-7506 is hereby amended to read as
18 follows: 17-7506. (a) The secretary of state shall charge each corporation a
19 fee established pursuant to rules and regulations, but not exceeding \$250,
20 for issuing or filing and indexing articles of incorporation of a for-profit or
21 a foreign corporation application.

22 (b) The secretary of state shall charge each corporation a fee
23 established by rules and regulations, but not exceeding \$50, for articles of
24 incorporation of a nonprofit corporation.

25 (c) The secretary of state shall charge each corporation a fee
26 established by rules and regulations, but not exceeding \$150, for issuing or
27 filing and indexing any of the corporate documents described below:

28 (1) Certificate of extension, *revocation of dissolution*, restoration,
29 ~~renewal~~ or revival of articles of incorporation;

30 (2) certificate of amendment of articles of incorporation, either prior
31 to or after payment of capital;

32 (3) certificate of designation of preferences;

33 (4) certificate of retirement of preferred stock;

34 (5) certificate of increase or reduction of capital;

35 (6) certificate of dissolution, either prior to or after beginning
36 business;

37 (7) certificate of revocation of voluntary dissolution;

38 (8) certificate of change of location of registered office and resident
39 agent;

40 (9) *certificate of merger or consolidation* or agreement of merger or
41 consolidation;

42 (10) certificate of ownership and merger;

43 (11) certificate of extension, restoration, renewal or revival of a

- 1 certificate of authority of foreign corporation to do business in Kansas;
2 (12) change of resident agent or amendment by foreign corporation;
3 (13) certificate of withdrawal of foreign corporation;
4 (14) certificate of correction of any of the instruments designated in
5 this section;
6 (15) reservation of corporate name;
7 (16) restated articles of incorporation;
8 (17) extension of a business entity information report; and
9 (18) certificate of validation.

10 (d) The secretary of state shall charge each corporation a fee
11 established pursuant to rules and regulations but not exceeding \$50 for
12 issuing certified copies, photocopies, certificates of good standing and
13 certificates of fact; and any other certificate or filing for which a filing or
14 indexing fee is not prescribed by law.

15 (e) The secretary of state shall not charge fees for providing the
16 following information: Name of the corporation; *postal* address of its
17 registered office and the name of its resident agent; the amount of its
18 authorized capital stock; the state of its incorporation; date of filing of
19 articles of incorporation, foreign corporation application or business entity
20 information report; and date of expiration.

21 (f) The secretary of state shall prescribe by rules and regulations any
22 fees required by this act.

23 Sec. 51. K.S.A. 2022 Supp. 17-76,136 is hereby amended to read as
24 follows: 17-76,136. (a) The secretary of state shall charge each domestic
25 and foreign limited liability company the following fees:

26 (1) A fee of \$20 for issuing or filing and indexing any of the
27 following documents:

- 28 (A) A certificate of amendment of articles of organization;
29 (B) restated articles of organization;
30 (C) a certificate of cancellation, which fee shall be multiplied by the
31 number of series of the limited liability company named in the certificate
32 of cancellation;
33 (D) a certificate of change of location of registered office or resident
34 agent;
35 (E) a certificate of merger or consolidation;
36 (F) a certificate of division; and
37 (G) any certificate, affidavit, agreement or any other paper provided
38 for in the Kansas revised limited liability company act, for which no
39 different fee is specifically prescribed;

40 (2) a fee of \$7.50 for each certified copy ~~plus a fee per page, if,~~
41 ~~regardless of whether~~ the secretary of state supplies the ~~copies, in an~~
42 ~~amount fixed by the secretary of state and approved by the director of~~
43 ~~accounts and reports for copies of corporate documents under K.S.A. 45-~~

1 ~~204, and amendments thereto~~ copy;

2 (3) a fee of \$7.50 for each certificate of good standing, including a
3 certificate of good standing for a series of a limited liability company, and
4 certificate of fact issued by the secretary of state;

5 (4) a fee of \$5 for a report of record search, but furnishing the
6 following information shall not be considered a record search and no
7 charge shall be made therefor: Name of the limited liability company and
8 the *postal* address of its registered office; name and *postal* address of the
9 resident agent; the state of the limited liability company's formation; the
10 date of filing of its articles of organization or business entity information
11 report; and date of expiration; and

12 (5) ~~a fee of \$20 for photocopies of instruments a copy of an~~
13 ~~instrument on file or prepared by the secretary of state's office and which~~
14 ~~are not, whether or not the copy is certified, a fee per page in an amount~~
15 ~~fixed by the secretary of state and approved by the director of accounts and~~
16 ~~reports for copies of corporate documents under K.S.A. 45-204, and~~
17 ~~amendments thereto.~~

18 (b) Every limited liability company hereafter formed in this state shall
19 pay to the secretary of state, at the time of filing its articles of organization,
20 an application and recording fee of \$150.

21 (c) At the time of filing its application to do business, every foreign
22 limited liability company shall pay to the secretary of state an application
23 and recording fee of \$150.

24 (d) The fee for filing a certificate of reinstatement shall be the same
25 as that prescribed by K.S.A. 17-7506, and amendments thereto, for filing a
26 certificate of reinstatement of a corporation's articles of incorporation.

27 Sec. 52. K.S.A. 2022 Supp. 17-76,139 is hereby amended to read as
28 follows: 17-76,139. (a) Every limited liability company organized and on
29 and after July 1, 2020, each series thereof formed or in existence under the
30 laws of this state shall make a written business entity information report to
31 the secretary of state, stating the prescribed information concerning the
32 limited liability company or series, as applicable, at the close of business
33 on the last day of its tax period next preceding the date of filing. If the
34 limited liability company's or series' tax period is other than the calendar
35 year, it shall give notice of its different tax period in writing to the
36 secretary of state prior to December 31 of the year it commences the
37 different tax period.

38 (b) The report shall be filed biennially, as determined by the year that
39 the limited liability company or series filed its formation documents. A
40 limited liability company or series that filed formation documents in an
41 even-numbered year shall file a report in each even-numbered year. A
42 limited liability company or series that filed formation documents in an
43 odd-numbered year shall file a report in each odd-numbered year. It is

1 permissible to file at one time the biennial report information for more
2 than one limited liability company or series, regardless of whether the
3 formation documents were filed in an even-numbered or odd-numbered
4 year, ~~provided~~ *except* that all the reports shall be filed in the first year a
5 biennial report is due under this law and in odd-numbered years thereafter.
6 The report shall be filed after the close of the limited liability company's
7 tax period or series' tax period but not later than at the time prescribed by
8 law for filing the limited liability company's or series' annual Kansas
9 income tax return, or if applicable law does not prescribe a time for filing
10 an annual Kansas income tax return for a series, the report for the series
11 shall be filed at, and for purposes of this section its tax period shall be
12 deemed to be, the time prescribed by law for filing the annual Kansas
13 income tax return for the limited liability company to which the series is
14 associated.

15 (c) The report shall be made on a form prescribed by the secretary of
16 state and shall contain the following information for each limited liability
17 company or series:

18 (1) The name of the limited liability company or series, as applicable;
19 ~~and~~

20 (2) a list of the members owning at least 5% of the capital of the
21 limited liability company or series, as applicable, with the ~~post office~~
22 *postal address of each; and*

23 (3) *the location of the principal office, including the building and*
24 *suite number, street name or rural route number with box number, city,*
25 *state and zip code.*

26 (d) (1) Every foreign limited liability company shall make a written
27 business entity information report to the secretary of state, stating the
28 prescribed information concerning the limited liability company at the
29 close of business on the last day of its tax period next preceding the date of
30 filing. If the limited liability company's tax period is other than the
31 calendar year, it shall give notice in writing of its different tax period to the
32 secretary of state prior to December 31 of the year it commences the
33 different tax period.

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

1 (3) The report shall be made on a form prescribed by the secretary of
2 state and shall contain the name of the limited liability company.

3 (e) The business entity information report required by this section
4 shall be executed by one or more authorized persons, and filed with the
5 secretary of state. The execution of such report by a person who is
6 authorized by the Kansas revised limited liability company act to execute
7 such report, upon filing such report with the secretary of state, constitutes
8 an oath or affirmation, under penalties of perjury that, to the best of such
9 person's knowledge and belief, the facts stated ~~therein~~ *in such report* are
10 true.

11 (f) At the time of filing the business entity information report, each
12 limited liability company or series shall pay to the secretary of state a fee
13 in an amount equal to \$80, plus the amount specified in rules and
14 regulations of the secretary multiplied by the number of tax periods
15 included in the report.

16 (g) The provisions of K.S.A. 17-7509, and amendments thereto,
17 relating to penalties for failure of a corporation to file business entity
18 information report or pay the required fee, and the provisions of K.S.A.
19 17-7510(a), and amendments thereto, relating to penalties for failure of a
20 corporation to file business entity information report or pay the required
21 fee, shall be applicable to the articles of organization of any domestic
22 limited liability company, the certificate of designation of any series
23 thereof, or to the authority of any foreign limited liability company ~~which~~
24 *that* fails to file its business entity information report or pay the fee within
25 90 days of the time prescribed in this section for filing and paying the
26 same or, in the case of a report filing and fee received by mail, postmarked
27 within 90 days of the time for filing and paying the same. Whenever the
28 articles of organization of a domestic limited liability company, the
29 certificate of designation of a series thereof, or the authority of any foreign
30 limited liability company are forfeited or canceled for failure to file
31 business entity information report or to pay the required fee, the domestic
32 limited liability company or the authority of a foreign limited liability
33 company may be reinstated by filing a certificate of reinstatement,
34 pursuant to K.S.A. 2022 Supp. 17-76,146, and amendments thereto, and
35 the certificate of designation may be reinstated by filing a certificate of
36 reinstatement, pursuant to K.S.A. 2022 Supp. 17-76,147, and amendments
37 thereto, and in each case, paying to the secretary of state all fees, including
38 any penalties thereon, due to the state.

39 ~~(h) All copies of applications for extension of the time for filing~~
40 ~~income tax returns submitted to the secretary of state pursuant to law shall~~
41 ~~be maintained by the secretary of state in a confidential file and shall not~~
42 ~~be disclosed to any person except as authorized pursuant to the provisions~~
43 ~~of K.S.A. 79-3234, and amendments thereto, a proper judicial order, or~~

1 subsection (g). All copies of such applications shall be preserved for one
2 year and thereafter until the secretary of state orders that they be
3 destroyed.

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

7 Sec. 53. K.S.A. 2022 Supp. 17-78-102 is hereby amended to read as
8 follows: 17-78-102. As used in this act:

9 (a) "Acquired entity" means the entity, all of one or more classes or
10 series of interests in which are acquired in an interest exchange.

11 (b) "Acquiring entity" means the entity that acquires all of one or
12 more classes or series of interests of the acquired entity in an interest
13 exchange.

14 (c) "Agreement" means a plan or agreement of merger, interest
15 exchange, conversion or domestication.

16 (d) "Approve" means, in the case of an entity, for its governors and
17 interest holders to take whatever steps are necessary under its organic
18 rules, organic law; and other law to:

19 (1) Propose a transaction subject to this act;

20 (2) adopt and approve the terms and conditions of the transaction; and

21 (3) conduct any required proceedings or otherwise obtain any
22 required votes or consents of the governors or interest holders.

23 (e) "Conversion" means a transaction authorized by K.S.A. 2022
24 Supp. 17-78-401 through 17-78-406, and amendments thereto.

25 (f) "Converted entity" means the converting entity as it continues in
26 existence after a conversion.

27 (g) "Converting entity" means the domestic entity that approves an
28 agreement of conversion pursuant to K.S.A. 2022 Supp. 17-78-403, and
29 amendments thereto, or the foreign entity that approves a conversion
30 pursuant to the law of its jurisdiction of organization.

31 (h) "Domestic entity" means an entity whose internal affairs are
32 governed by the law of this state.

33 (i) "Domesticated entity" means the domesticating entity as it
34 continues in existence after a domestication.

35 (j) "Domesticating entity" means the domestic entity that approves an
36 agreement of domestication pursuant to K.S.A. 2022 Supp. 17-78-503, and
37 amendments thereto, or the foreign entity that approves a domestication
38 pursuant to the law of its jurisdiction of organization.

39 (k) "Domestication" means a transaction authorized by K.S.A. 2022
40 Supp. 17-78-501 through 17-78-506, and amendments thereto.

41 (l) "Entity" means:

42 (1) A corporation;

43 (2) a general partnership, including a limited liability partnership;

- 1 (3) a limited partnership, including a limited liability limited
2 partnership;
- 3 (4) a limited liability company;
- 4 (5) a business trust or statutory trust entity;
- 5 (6) a cooperative; or
- 6 (7) any other person that has a separate legal existence or has the
7 power to acquire an interest in real property in its own name other than:
- 8 (A) An individual;
- 9 (B) a testamentary, inter vivos; or charitable trust, with the exception
10 of a business trust, statutory trust entity or similar trust;
- 11 (C) an association or relationship that is not a partnership solely by
12 reason of ~~subsection (e)~~ of K.S.A. 56a-202(c), and amendments thereto, or
13 a similar provision of the law of any other jurisdiction;
- 14 (D) a decedent's estate; or
- 15 (E) a government, a governmental subdivision, agency; or
16 instrumentality or a quasi-governmental instrumentality.
- 17 (m) "Filing entity" means an entity that is created by the filing of a
18 public organic document.
- 19 (n) "Foreign entity" means an entity whose internal affairs are
20 governed by the laws of a jurisdiction other than this state.
- 21 (o) "Governance interest" means the right under the organic law or
22 organic rules of an entity, other than as a governor, agent, assignee or
23 proxy, to:
- 24 (1) Receive or demand access to information concerning, or the
25 books and records of, the entity;
- 26 (2) vote for the election of the governors of the entity; or
- 27 (3) receive notice of or vote on any or all issues involving the internal
28 affairs of the entity.
- 29 (p) "Governor" means a person by or under whose authority the
30 powers of an entity are exercised and under whose direction the business
31 and affairs of the entity are managed pursuant to the organic law and
32 organic rules of the entity.
- 33 (q) "Interest" means:
- 34 (1) A governance interest in an unincorporated entity;
- 35 (2) a transferable interest in an unincorporated entity; or
- 36 (3) a share or membership in a corporation.
- 37 (r) "Interest exchange" means a transaction authorized by K.S.A.
38 2022 Supp. 17-78-301 through 17-78-306, and amendments thereto.
- 39 (s) "Interest holder" means a direct holder of an interest.
- 40 (t) "Interest holder liability" means:
- 41 (1) Personal liability for a liability of an entity that is imposed on a
42 person:
- 43 (A) Solely by reason of the status of the person as an interest holder;

1 or

2 (B) by the organic rules of the entity pursuant to a provision of the
3 organic law authorizing the organic rules to make one or more specified
4 interest holders or categories of interest holders liable in their capacity as
5 interest holders for all or specified liabilities of the entity; or

6 (2) an obligation of an interest holder under the organic rules of an
7 entity to contribute to the entity.

8 (u) "Jurisdiction of organization" of an entity means the jurisdiction
9 whose law includes the organic law of the entity.

10 (v) "Liability" means a debt, obligation or any other liability arising
11 in any manner, regardless of whether it is secured or whether it is
12 contingent.

13 (w) "Merger" means a transaction in which two or more merging
14 entities are combined into a surviving entity pursuant to a filing with the
15 secretary of state.

16 (x) "Merging entity" means an entity that is a party to a merger and
17 exists immediately before the merger becomes effective.

18 (y) "Organic law" means the statutes, if any, other than this act,
19 governing the internal affairs of an entity.

20 (z) "Organic rules" means the public organic document and private
21 organic rules of an entity.

22 (aa) "Person" means an individual, corporation, estate, trust,
23 partnership, limited liability company, business or similar trust,
24 association, joint venture, public corporation, government, or
25 governmental subdivision, agency; or instrumentality, or any other legal or
26 commercial entity.

27 (bb) "Private organic rules" mean the rules, whether or not in a
28 record, that govern the internal affairs of an entity, are binding on all of its
29 interest holders and are not part of its public organic document, if any.

30 (cc) "Protected agreement" means:

31 (1) A record evidencing indebtedness and any related agreement in
32 effect on the effective date of this act;

33 (2) an agreement that is binding on an entity on the effective date of
34 this act;

35 (3) the organic rules of an entity in effect on the effective date of this
36 act; or

37 (4) an agreement that is binding on any of the governors or interest
38 holders of an entity on the effective date of this act.

39 (dd) "Public organic document" means the public record the filing of
40 which creates an entity and any amendment to or restatement of that
41 record.

42 (ee) "Qualified foreign entity" means a foreign entity that is
43 authorized to transact business in this state pursuant to a filing with the

1 secretary of state.

2 (ff) "Record" means information that is inscribed on a tangible
3 medium or that is stored in an electronic or other medium and is
4 retrievable in perceivable form.

5 (gg) "Sign" means, with present intent to authenticate or adopt a
6 record:

7 (1) To execute or adopt a tangible symbol; or

8 (2) to attach to or logically associate with the record an electronic
9 sound, symbol or process.

10 (hh) "Surviving entity" means the entity that continues in existence
11 after or is created by a merger.

12 (ii) "Transferable interest" means the right under an entity's organic
13 law to receive distributions from the entity.

14 (jj) "Type," with regard to an entity, means a generic form of entity:

15 (1) Recognized at common law; or

16 (2) organized *or formed* under an organic law, whether or not some
17 entities organized *or formed* under that organic law are subject to
18 provisions of that law that create different categories of the form of entity.

19 Sec. 54. K.S.A. 2022 Supp. 17-78-202 is hereby amended to read as
20 follows: 17-78-202. (a) A domestic entity may become a party to a merger
21 under K.S.A. 2022 Supp. 17-78-201 through 17-78-206, and amendments
22 thereto, by approving an agreement of merger *unless approval is not*
23 *required under the circumstances stated in K.S.A. 2022 Supp. 17-78-*
24 *203(c), and amendments thereto.* The agreement shall be in a record and
25 contain:

26 (1) As to each merging entity, its name, jurisdiction of organization
27 and type;

28 (2) if the surviving entity is to be created in the merger, a statement to
29 that effect and its name, jurisdiction of organization and type;

30 (3) the manner of converting the interests in each party to the merger
31 into interests, securities, obligations, rights to acquire interests or
32 securities, cash or other property or any combination ~~of the foregoing~~
33 *thereof, except that if the circumstances stated in K.S.A. 2022 Supp. 17-78-*
34 *203(c), and amendments thereto, apply and the merger entity does not own*
35 *all of the interests of the domestic corporation or corporations, then an*
36 *interest holder in a domestic corporation shall not become a general*
37 *partner in a surviving entity that is a partnership, other than a limited*
38 *liability partnership;*

39 (4) if the surviving entity exists before the merger, any proposed
40 amendments to its public organic document or to its private organic rules,
41 *which may amend and restate its public organic document or its private*
42 *organic rules or both,* that are, or are proposed to be, in a record;

43 (5) if the surviving entity is to be created in the merger, its proposed

1 public organic document, if any, and the full text of its private organic
2 rules that are proposed to be in a record;

3 (6) the other terms and conditions of the merger; and

4 (7) any other provision required by the law of a merging entity's
5 jurisdiction of organization or the organic rules of a merging entity.

6 (b) An agreement of merger shall be signed on behalf of each
7 merging entity, *except under the circumstances stated in K.S.A. 2022*
8 *Supp. 17-78-203(c), and amendments thereto, in which case the agreement*
9 *of merger shall only be signed on behalf of the merging entity that owns at*
10 *least 90% of the interests of a domestic corporation or corporations.*

11 (c) An agreement of merger may contain any other provision not
12 prohibited by law.

13 Sec. 55. K.S.A. 2022 Supp. 17-78-203 is hereby amended to read as
14 follows: 17-78-203. (a) *Except as provided in subsection (c), an agreement*
15 *of merger is not effective unless it has been approved:*

16 (1) By a domestic merging entity:

17 (A) In accordance with the requirements, if any, in its organic law and
18 organic rules for approval of:

19 (i) In the case of an entity that is not a corporation, a merger; or

20 (ii) in the case of a corporation, a merger requiring approval by a vote
21 of the interest holders of the corporation; or

22 (B) if neither its organic law nor organic rules provide for approval of
23 a merger described in subparagraph (A), by all of the interest holders of
24 the entity entitled to vote on or consent to any matter; and

25 (2) in a record, by each interest holder of a domestic merging entity
26 that will have interest holder liability for liabilities that arise after the
27 merger becomes effective, unless, in the case of an entity that is not a
28 corporation:

29 (A) The organic rules of the entity provide in a record for the
30 approval of a merger in which some or all of its interest holders become
31 subject to interest holder liability by the vote or consent of fewer than all
32 of the interest holders; and

33 (B) the interest holder voted for or consented in a record to that
34 provision of the organic rules or became an interest holder after the
35 adoption of that provision.

36 (b) A merger involving a foreign merging entity is not effective
37 unless it is approved by the foreign entity in accordance with the law of
38 the foreign entity's jurisdiction of organization.

39 (c) *If a merging entity owns at least 90% of the interests of a*
40 *domestic corporation or corporations, other than a domestic corporation*
41 *that has in its articles of incorporation the provisions required by K.S.A.*
42 *17-6701(g)(7)(B), and amendments thereto, of which there are interests*
43 *that, absent this subsection would be entitled to approve an agreement of*

1 *merger, an agreement of merger is effective if such merging entity has*
2 *approved the agreement of merger as provided in subsection (a) or (b) and*
3 *the approval of such domestic corporation or corporations is not required.*

4 Sec. 56. K.S.A. 2022 Supp. 17-78-205 is hereby amended to read as
5 follows: 17-78-205. (a) A certificate of merger shall be signed on behalf of
6 the surviving entity and filed with the secretary of state.

7 (b) A certificate of merger shall contain:

8 (1) The name, jurisdiction of organization and type of each merging
9 entity that is not the surviving entity;

10 (2) the name, jurisdiction of organization and type of the surviving
11 entity;

12 (3) if the certificate of merger is not to be effective upon filing, the
13 later date and time ~~on which~~ *when* it will become effective, which ~~may~~
14 *shall* not be more than 90 days after the date of filing;

15 (4) a statement that the merger was approved by each domestic
16 merging entity, if any, in accordance with K.S.A. 2022 Supp. 17-78-201
17 through 17-78-206, and amendments thereto, *or if not required to be*
18 *approved under the circumstances stated in K.S.A. 2022 Supp. 17-78-*
19 *203(c), and amendments thereto, a statement that the circumstances stated*
20 *in K.S.A. 2022 Supp. 17-78-203(c), and amendments thereto, apply,* and by
21 each foreign merging entity, if any, in accordance with the law of its
22 jurisdiction of organization;

23 (5) if the surviving entity exists before the merger and is a domestic
24 filing entity, any amendment to its public organic document approved as
25 part of the agreement of merger, *which may amend and restate its public*
26 *organic document;*

27 (6) if the surviving entity is created by the merger and is a domestic
28 filing entity, its public organic document, as an attachment;

29 (7) if the surviving entity is created by the merger and is a domestic
30 limited liability partnership, its statement of qualification, as an
31 attachment; and

32 (8) if the surviving entity is a foreign entity that is not a qualified
33 foreign entity, a ~~mailing~~ *postal* address to which the secretary of state may
34 send any process served on the secretary of state pursuant to ~~subsection (e)~~
35 ~~of~~ K.S.A. 2022 Supp. 17-78-206(e), and amendments thereto.

36 (c) In addition to the requirements of subsection (b), a certificate of
37 merger may contain any other provision not prohibited by law.

38 (d) If the surviving entity is a domestic entity, its name and any
39 attached public organic document shall satisfy the requirements of the law
40 of this state, except that it does not need to be signed and may omit any
41 provision that is not required to be included in a restatement of the public
42 organic document. If the surviving entity is a qualified foreign entity, its
43 name shall satisfy the requirements of the law of this state.

1 (e) An agreement of merger that is signed on behalf of all of the
2 merging entities, *or under the circumstances stated in K.S.A. 2022 Supp.*
3 *17-78-203(c), and amendments thereto, only signed on behalf of the*
4 *merging entity that owns at least 90% of the interest of a domestic*
5 *corporation or corporations*, and meets all of the requirements of
6 subsection (b) may be filed with the secretary of state instead of a
7 certificate of merger and upon filing has the same effect. If an agreement
8 of merger is filed as provided in this subsection, references in this act to a
9 certificate of merger refer to the agreement of merger filed under this
10 subsection.

11 (f) A certificate of merger becomes effective upon the date and time
12 of filing or the later date and time specified in the certificate of merger.

13 Sec. 57. K.S.A. 2022 Supp. 17-78-302 is hereby amended to read as
14 follows: 17-78-302. (a) A domestic entity may be the acquired entity in an
15 interest exchange under K.S.A. 2022 Supp. 17-78-301 through 17-78-306,
16 and amendments thereto, by approving an agreement of interest exchange.
17 The agreement shall be in a record and contain:

18 (1) The name and type of the acquired entity;

19 (2) the name, jurisdiction of organization and type of the acquiring
20 entity;

21 (3) the manner of converting the interests in the acquired entity into
22 interests, securities, obligations, rights to acquire interests or securities,
23 cash, or other property or any combination of the foregoing thereof;

24 (4) any proposed amendments to the public organic document or
25 private organic rules, *which may amend and restate its public organic*
26 *document or its private organic rules or both*, that are, or are proposed to
27 be, in a record of the acquired entity;

28 (5) the other terms and conditions of the interest exchange; and

29 (6) any other provision required by the law of this state or the organic
30 rules of the acquired entity.

31 (b) An agreement of interest exchange may contain any other
32 provision not prohibited by law.

33 Sec. 58. K.S.A. 2022 Supp. 17-78-606 is hereby amended to read as
34 follows: 17-78-606. ~~This act modifies, limits and supersedes~~*In the event*
35 *that any provision of article 78 of chapter 17 of the Kansas Statutes*
36 *Annotated, and amendments thereto, is deemed to modify, limit or*
37 *supersede the federal electronic signatures in global and national*
38 *commerce act 15, U.S.C. § 7001 et seq., but does not modify, limit or*
39 *supersede section 101(e) of that act 15 U.S.C. § 7001(e) or authorize*
40 *electronic delivery of any of the notices described in section 103(b) of that*
41 *act the provisions of this article shall control to the fullest extent permitted*
42 *by 15 U.S.C. § 7003(b) 7002(a)(2).*

43 Sec. 59. K.S.A. 2022 Supp. 17-7914 is hereby amended to read as

1 follows: 17-7914. (a) Any document required to be filed by this act with
2 the secretary of state may be filed by telefacsimile *or electronic*
3 communication. If such telefacsimile *or electronic* communication is
4 accompanied with the appropriate fees, and meets the statutory
5 requirements, it shall be effective upon its filing date or future effective
6 date as prescribed in the document. The secretary of state shall prescribe a
7 telefacsimile *or electronic* communication fee in addition to any filing fees
8 to cover the cost of the services. The fee must be paid prior to acceptance
9 of a telefacsimile *or electronic* communication under this section. The
10 telefacsimile *or electronic* communication fee shall be deposited into the
11 information and services fee fund.

12 (b) As used in this act, "telefacsimile *or electronic* communication"
13 means the use of electronic equipment to send or transfer a document,
14 *including attachment to an electronic mail or direct upload*. This section
15 shall not be construed so as to require the secretary of state to accept any
16 filing through ~~electronic mail~~ *any particular means*. The secretary of state
17 may designate acceptable types or formats of telefacsimile *or electronic*
18 communication for filing documents pursuant to this act.

19 ~~(e) This section shall take effect on and after January 1, 2015.~~

20 Sec. 60. K.S.A. 2022 Supp. 17-7918 is hereby amended to read as
21 follows: 17-7918. (a) Except as otherwise provided in subsection (b), the
22 names of all covered entities, except for banks, savings and loan
23 associations and savings banks, must be distinguishable on the records of
24 the office of the secretary of state from:

25 (1) The name of any other covered entity or foreign covered entity;

26 (2) the name of any non-covered entity, other than a general
27 partnership, that has filed with the office of the secretary of state, including
28 a series of a limited liability company for which a certificate of
29 designation has been filed;

30 (3) any entity name reserved pursuant to K.S.A. 2022 Supp. 17-7923,
31 and amendments thereto; and

32 (4) the name of any other covered entity, series of a limited liability
33 company or foreign covered entity whose public organic documents,
34 certificate of designation or foreign registration has been canceled or
35 forfeited for any reason within the previous one year.

36 (b) A covered entity may register under any name that is not
37 distinguishable on the records of the office of the secretary of state from
38 the name of any other covered entity or non-covered entity that has filed
39 with the office of the secretary of state with the written consent of the
40 other entity, which written consent shall be filed with the secretary of state
41 *on a form prescribed by the secretary of state*.

42 (c) A covered entity may use a name that is not distinguishable from a
43 name described in subsection (a)(1) through (3) if the entity delivers to the

1 secretary of state a certified copy of a final judgment of a court of
2 competent jurisdiction establishing the right of the entity to use the name
3 in this state.

4 Sec. 61. K.S.A. 2022 Supp. 17-7919 is hereby amended to read as
5 follows: 17-7919. (a) The name of a corporation, except for banks, savings
6 and loan associations, savings banks and public benefit corporations, shall
7 contain:

8 (1) One of the following words: "Association"; "church" *or well-*
9 *recognized words for religious institutions*; "college"; "company";
10 "corporation"; "club"; "foundation"; "fund"; "incorporated"; "institute";
11 "society"; "union"; "university"; "syndicate" or "limited";

12 (2) one of the following abbreviations: "Co."; "corp."; "inc." or "Ltd.";
13 or

14 (3) words or abbreviations of like import in other languages if they
15 are written in Roman characters or letters.

16 (b) The name of a public benefit corporation shall contain either or
17 both of one of the words, abbreviations or designations in subsection (a)
18 or:

19 (1) The words "public benefit corporation";

20 (2) the abbreviation "P.B.C.";

21 (3) the designation "PBC"; or

22 (4) words or abbreviations of like import in other languages if they
23 are written in Roman characters or letters.

24 Sec. 62. K.S.A. 2022 Supp. 17-7924 is hereby amended to read as
25 follows: 17-7924. (a) Every covered entity shall have and maintain in this
26 state a registered office ~~which~~ *that* may, but need not be, the same as its
27 place of business.

28 (b) Whenever the term "principal office or place of business in this
29 state" or "principal office or place of business of the (applicable covered
30 entity) in this state," or other term of like import, is or has been used in the
31 covered entity's public organic documents, or in any other document or in
32 any statute other than the Kansas uniform commercial code, unless the
33 context indicates otherwise, it shall be deemed to mean and refer to the
34 covered entity's registered office required by this section, and it shall not
35 be necessary for any covered entity to amend its public organic documents
36 or any other document to comply with this section.

37 (c) As contained in any covered entity's organic documents or other
38 document filed with the secretary of state under the business entity
39 standard treatment act, the *postal* address of a registered office shall
40 include the ~~street, number, city and postal code~~ *building and suite number,*
41 *street name or rural route number with box number, city, state and zip*
42 *code.*

43 Sec. 63. K.S.A. 2022 Supp. 17-7929 is hereby amended to read as

1 follows: 17-7929. (a) The resident agent of ~~one or more~~ a covered ~~entities~~
2 *entity, including a resident agent that no longer qualifies to be a resident*
3 *agent under K.S.A. 2022 Supp. 17-7925, and amendments thereto,* may
4 resign without appointing a successor by paying a fee if authorized by law,
5 as provided by K.S.A. 2022 Supp. 17-7910, and amendments thereto, and
6 filing a certificate of resignation, with the secretary of state stating that the
7 resident agent resigns as resident agent for the covered *entity or* entities
8 identified in the certificate, but such resignation shall not become effective
9 until 30 days after the certificate is filed. The certificate shall be executed
10 by the resident agent, shall contain a statement that written notice of
11 resignation was given to each affected covered entity at least 30 days prior
12 to the filing of the certificate by mailing or delivering such notice to the
13 covered entity at its address last known to the resident agent and shall set
14 forth the date of such notice. *The certificate shall also include the postal*
15 *address and name and contact information of an officer, director,*
16 *employee or designated agent who is then authorized to receive*
17 *communications from the resident agent with respect to the affected*
18 *covered entities last known to the resident agent, and such information*
19 *shall not be deemed public information and will not constitute a public*
20 *record as defined in K.S.A. 45-217, and amendments thereto.*

21 (b) After receipt of the notice of the resignation of its resident agent,
22 provided for in subsection (a), any covered entity for which such resident
23 agent was acting shall obtain and designate a new resident agent to take
24 the place of the resident agent so resigning. Such covered entity shall pay a
25 fee if authorized by law, as provided by K.S.A. 2022 Supp. 17-7910, and
26 amendments thereto, and file with the secretary of state a certificate setting
27 forth the name and *postal* address of the successor resident agent. Upon
28 such filing, the successor resident agent shall become the resident agent of
29 such covered entity and the successor resident agent's *postal* address, as
30 stated in such certificate, shall become the *postal* address of the covered
31 entity's registered office in this state. If such covered entity fails to obtain
32 and designate a new resident agent as aforesaid, prior to the expiration of
33 the period of 60 days after the filing by the resident agent of the certificate
34 of resignation, the secretary of state shall declare the entity's organizing
35 documents forfeited.

36 (c) After the resignation of the resident agent shall have become
37 effective, as provided in subsection (a), and if no new resident agent shall
38 have been obtained and designated in the time and manner provided for in
39 subsection (b), service of legal process against the covered entity, or in the
40 case of a domestic or foreign limited liability company, any series of such
41 limited liability company, for which the resigned resident agent had been
42 acting shall thereafter be upon the secretary of state in the manner
43 prescribed by K.S.A. 60-304, and amendments thereto.

1 (d) Any covered entity affected by the filing of a certificate under this
2 section shall not be required to take any further action to amend its public
3 organic documents to reflect a change of registered office or resident
4 agent.

5 Sec. 64. K.S.A. 2022 Supp. 17-7933 is hereby amended to read as
6 follows: 17-7933. (a) Except as otherwise provided in subsection (b), the
7 names of all foreign covered entities must be distinguishable on the
8 records of the office of the secretary of state from:

- 9 (1) The name of any covered entity or foreign covered entity;
- 10 (2) the name of any non-covered entity, other than a general
11 partnership, that has filed with the secretary of state, including a series of a
12 limited liability company for which a certificate of designation has been
13 filed;
- 14 (3) any entity name reserved pursuant to K.S.A. 2022 Supp. 17-7923,
15 and amendments thereto; and
- 16 (4) the name of any other covered entity, series of a limited liability
17 company or foreign covered entity whose public organic document,
18 certificate of designation or foreign registration has been canceled or
19 forfeited for any reason within the previous one year.

20 (b) A foreign covered entity may register under any name that is not
21 distinguishable on the records of the office of the secretary of state from
22 the name of any other covered entity or non-covered entity that has filed
23 with the office of the secretary of state:

- 24 (1) With the written consent of the other entity, which ~~written consent~~
25 shall be filed with the secretary of state *on a form prescribed by the*
26 *secretary of state*; or
- 27 (2) if the foreign covered entity indicates, as a means of identification
28 and in its advertising within this state, the state in which the foreign
29 covered entity was formed, and the application sets forth this condition.

30 Sec. 65. K.S.A. 2022 Supp. 56-1a605 is hereby amended to read as
31 follows: 56-1a605. (a) The secretary of state shall charge each domestic
32 and foreign limited partnership the following fees:

- 33 (1) For issuing or filing and indexing any of the documents described
34 below, a fee of \$20:
 - 35 (A) A certificate of amendment of limited partnership;
 - 36 (B) a restated certificate of limited partnership;
 - 37 (C) a certificate of cancellation of limited partnership;
 - 38 (D) a certificate of change of location of registered office or
39 registered agent; and
 - 40 (E) any certificate, affidavit, agreement or any other paper provided
41 for in this act, for which no different fee is specifically prescribed;
- 42 (2) for certified copies, a fee of \$7.50 for each copy certified ~~plus a~~
43 ~~fee per page, if, regardless of whether~~ the secretary of state supplies the

1 copies, in an amount fixed by the secretary of state and approved by the
2 director of accounts and reports for copies of corporate documents under
3 K.S.A. 45-204 and amendments thereto;

4 (3) for each certificate of good standing and certificate of fact issued
5 by the secretary of state, a fee of \$7.50;

6 (4) for a report of record search, a fee of \$5, but furnishing the
7 following information shall not be considered a record search and no
8 charge shall be made therefor: name of the limited partnership and the
9 *postal* address of its registered office; name and *postal* address of the
10 resident agent; the state of the limited partnership's formation; the date of
11 filing of its certificate of limited partnership or business entity information
12 report; and date of expiration; and

13 (5) ~~for photocopies of instruments a fee of \$20 for a copy of an~~
14 ~~instrument on file or prepared by the secretary of state's office and which~~
15 ~~are not, whether or not the copy is certified, a fee per page in an amount~~
16 ~~fixed by the secretary of state and approved by the director of accounts and~~
17 ~~reports for copies of corporate documents under K.S.A. 45-204 and~~
18 ~~amendments thereto.~~

19 (b) Every limited partnership hereafter formed in this state shall pay
20 to the secretary of state at the time of filing its certificate of limited
21 partnership, an application and recording fee of \$150.

22 (c) At the time of filing its application to do business, every foreign
23 limited partnership shall pay to the secretary of state an application and
24 recording fee of \$150.

25 (d) The secretary of state shall not charge any fees for the documents
26 or services described in this section upon an official request by any agency
27 of this state or of the United States, or by any officer or employee thereof.

28 Sec. 66. K.S.A. 2022 Supp. 56-1a606 is hereby amended to read as
29 follows: 56-1a606. (a) Every limited partnership organized under the laws
30 of this state shall make a written business entity information report to the
31 secretary of state, stating the prescribed information concerning the limited
32 partnership at the close of business on the last day of its tax period next
33 preceding the date of filing. If the limited partnership's tax period is other
34 than the calendar year, it shall give notice of its different tax period to the
35 secretary of state prior to December 31 of the year it commences the
36 different tax period.

37 (b) The report shall be filed biennially, as determined by the year that
38 the limited partnership filed its formation documents. A limited partnership
39 that filed formation documents in an even-numbered year shall file a report
40 in each even-numbered year. A limited partnership that filed formation
41 documents in an odd-numbered year shall file a report in each odd-
42 numbered year. The report shall be filed after the close of the limited
43 partnership's tax period but not later than at the time prescribed by law for

1 filing the limited partnership's annual Kansas income tax return.

2 (c) The report shall be made on a form prescribed by the secretary of
3 state and shall contain the following information:

4 (1) The name of the limited partnership; ~~and~~

5 (2) a list of the partners owning at least 5% of the capital of the
6 partnership, with the *postal* address of each; *and*

7 (3) *the location of the principal office, including the building and*
8 *suite number, street name or rural route number with box number, city,*
9 *state and zip code.*

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

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

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

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

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

27 (g) The provisions of K.S.A. 17-7509, and amendments thereto,
28 relating to penalties for failure of a corporation to file a business entity
29 information report or pay the required fee, and the provisions of K.S.A.
30 17-7510(a), and amendments thereto, relating to forfeiture of a domestic
31 corporation's articles of incorporation for failure to file a business entity
32 information report or pay the required fee, shall be applicable to the
33 certificate of partnership of any limited partnership ~~which~~ *that* fails to file
34 its business entity information report or pay the required fee within 90
35 days of the time prescribed in this section for filing and paying the same
36 or, in the case of a report filing and fee received by mail, postmarked
37 within 90 days of the time prescribed in this section for filing and paying
38 the same. Whenever the certificate of partnership of a limited partnership
39 is forfeited for failure to file a business entity information report or to pay
40 the required fee, the limited partnership may be reinstated by filing a
41 certificate of reinstatement, in the manner and form to be prescribed by the
42 secretary of state, and all past due business entity information reports for
43 the immediately preceding 10 years, and payment to the secretary an

1 amount equal to all fees and any penalties due. The fee for filing a
2 certificate of reinstatement shall be the same as that prescribed by K.S.A.
3 17-7506, and amendments thereto, for filing a certificate of reinstatement
4 of a corporation's articles of incorporation.

5 Sec. 67. K.S.A. 2022 Supp. 56-1a607 is hereby amended to read as
6 follows: 56-1a607. (a) Every foreign limited partnership shall make a
7 written business entity information report to the secretary of state, stating
8 the prescribed information concerning the limited partnership at the close
9 of business on the last day of its tax period next preceding the date of
10 filing. If the limited partnership's tax period is other than the calendar year,
11 it shall give notice of its different tax period to the secretary of state prior
12 to December 31 of the year it commences the different tax period.

13 (b) The report shall be filed biennially, as determined by the year that
14 the foreign limited partnership filed its foreign limited partnership
15 application. A foreign limited partnership that filed its application in an
16 even-numbered year shall file a report in each even-numbered year. A
17 foreign limited partnership that filed its application in an odd-numbered
18 year shall file a report in each odd-numbered year. The report shall be filed
19 after the close of the limited partnership's tax period but not later than at
20 the time prescribed by law for filing the limited partnership's annual
21 Kansas income tax return.

22 (c) The report shall be made on a form prescribed by the secretary of
23 state and shall contain:

24 (1) The name of the limited partnership; *and*

25 (2) *the location of the principal office, including the building and*
26 *suite number, street name or rural route number with box number, city,*
27 *state and zip code.*

28 (d) Every foreign limited partnership subject to the provisions of this
29 section that is a limited agricultural partnership, as defined in K.S.A. 17-
30 5903, and amendments thereto, and that holds agricultural land, as defined
31 in K.S.A. 17-5903, and amendments thereto, within this state shall show
32 the following additional information on the report:

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

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

38 (e) The report shall be signed by the general partner or partners of the
39 limited partnership under penalty of perjury and forwarded to the secretary
40 of state.

41 (f) At the time of filing its business entity information report, the
42 foreign limited partnership shall pay to the secretary of state a fee in an
43 amount equal to \$80, plus the amount specified in rules and regulations of

1 the secretary multiplied by the number of tax periods included in the
2 report.

3 (g) The provisions of K.S.A. 17-7509, and amendments thereto,
4 relating to penalties for failure of a corporation to file a business entity
5 information report or pay the required fee, and the provisions of K.S.A.
6 17-7510(b), and amendments thereto, relating to forfeiture of a foreign
7 corporation's authority to do business in this state for failure to file a
8 business entity information report or pay the required fee, shall be
9 applicable to the authority of any foreign limited partnership ~~which~~ *that*
10 fails to file its business entity information report or pay the required fee
11 within 90 days of the time prescribed in this section for filing and paying
12 the same or, in the case of a report filing and fee received by mail,
13 postmarked within 90 days of the time prescribed in this section for filing
14 and paying the same. Whenever the authority of a foreign limited
15 partnership to do business in this state is forfeited for failure to file a
16 business entity information report or to pay the required fee, the foreign
17 limited partnership's authority to do business in this state may be reinstated
18 by filing a certificate of reinstatement, in the manner and form to be
19 prescribed by the secretary of state, and all past due business entity
20 information reports for the immediately preceding 10 years, and payment
21 to the secretary of state an amount equal to all fees and any penalties due.
22 The fee for filing a certificate of reinstatement shall be the same as that
23 prescribed by K.S.A. 17-7506, and amendments thereto, for filing a
24 certificate of reinstatement of a corporation's articles of incorporation.

25 Sec. 68. K.S.A. 56a-105 is hereby amended to read as follows: 56a-
26 105. (a) A statement may be filed in the office of the secretary of state. A
27 certified copy of a statement that is filed in an office in another state may
28 be filed in the office of the secretary of state. Any statement may be filed
29 by telefacsimile *or electronic* communication if the telefacsimile *or*
30 *electronic* communication is accompanied with the appropriate fee and
31 meets statutory requirements it shall be effective upon its filing date. Each
32 filing has the effect provided in this act with respect to partnership
33 property located in or transactions that occur in this state.

34 (b) A certified copy of a statement that has been filed in the office of
35 the secretary of state and recorded in the office for recording transfers of
36 real property has the effect provided for recorded statements in this act. A
37 recorded statement that is not a certified copy of a statement filed in the
38 office of the secretary of state does not have the effect provided for
39 recorded statements in this act.

40 (c) A statement filed by a partnership must be executed by at least
41 two partners. Other statements must be executed by a partner or other
42 person authorized by this act. An individual who executes a statement as,
43 or on behalf of, a partner or other person named as a partner in a statement

1 shall personally declare under penalty of perjury that the contents of the
2 statement are accurate.

3 (d) A person authorized by this act to file a statement may amend or
4 cancel the statement by filing an amendment or cancellation that names the
5 partnership, identifies the statement, and states the substance of the
6 amendment or cancellation.

7 (e) A person who files a statement pursuant to this section shall
8 promptly send a copy of the statement to every nonfiling partner and to
9 any other person named as a partner in the statement. Failure to send a
10 copy of a statement to a partner or other person does not limit the
11 effectiveness of the statement as to a person not a partner.

12 (f) The secretary of state may collect a fee for filing or providing a
13 certified copy of a statement. The officer responsible for recording
14 transfers of real property may collect a fee for recording a statement.

15 (g) The secretary of state shall set by rules and regulations any fees
16 provided by this act.

17 (h) The secretary of state shall prescribe a telefacsimile *or electronic*
18 *communication* fee in addition to any filing fees to cover the costs of the
19 services. The fee must be paid prior to acceptance of a telefacsimile
20 communication under this section. The telefacsimile *or electronic*
21 communication fee shall be deposited into the information and copy fee
22 fund. As used in this section, telefacsimile *or electronic* communication
23 means the use of electronic equipment to send or transfer a document,
24 *including as an attachment to electronic mail or direct upload.*

25 (i) Any signature on documents authorized to be filed with the
26 secretary of state under the provisions of this chapter may be a facsimile, a
27 conformed signature, *an electronic signature* or an electronically
28 transmitted signature.

29 Sec. 69. K.S.A. 2022 Supp. 56a-1201 is hereby amended to read as
30 follows: 56a-1201. (a) Every limited liability partnership organized under
31 the laws of this state shall make a written business entity information
32 report to the secretary of state, stating the prescribed information
33 concerning the limited liability partnership at the close of business on the
34 last day of its tax period next preceding the date of filing. If the limited
35 liability partnership's tax period is other than the calendar year, it shall
36 give notice of its different tax period in writing to the secretary of state
37 prior to December 31 of the year it commences the different tax period.

38 (b) The report shall be filed biennially, as determined by the year that
39 the limited liability partnership filed its limited liability partnership
40 formation documents. A limited liability partnership that filed formation
41 documents in an even-numbered year shall file a report in each even-
42 numbered year. A limited liability partnership that filed formation
43 documents in an odd-numbered year shall file a report in each odd-

1 numbered year. The report shall be filed after the close of the limited
2 liability partnership's tax period but not later than at the time prescribed by
3 law for filing the limited liability partnership's annual Kansas income tax
4 return.

5 (c) The report shall be made on a form prescribed by the secretary of
6 state and shall contain the following information:

7 (1) The name of the limited liability partnership; ~~and~~

8 (2) a list of the partners owning at least 5% of the capital of the
9 partnership, with the *postal address* ~~of~~ *for each*; *and*

10 (3) *the location of the principal office, including the building and*
11 *suite number, street name or rural route number with box number, city,*
12 *state and zip code.*

13 (d) The report shall be signed by a partner of the limited liability
14 partnership under penalty of perjury and forwarded to the secretary of
15 state.

16 (e) At the time of filing its business entity information report, the
17 limited liability partnership shall pay to the secretary of state a fee in an
18 amount equal to \$80, plus the amount specified in rules and regulations of
19 the secretary multiplied by the number of tax periods included in the
20 report.

21 (f) The provisions of K.S.A. 17-7509, and amendments thereto,
22 relating to penalties for failure of a corporation to file a business entity
23 information report or pay the required fee, and the provisions of K.S.A.
24 17-7510(a), and amendments thereto, relating to penalties for failure of a
25 corporation to file a business entity information report or pay the required
26 fee, shall be applicable to the statement of qualification of any limited
27 liability partnership that fails to file its business entity information report
28 or pay the required fee within 90 days of the time prescribed in this section
29 for filing and paying the same or, in the case of a report filing and fee
30 received by mail, postmarked within 90 days of the time prescribed in this
31 section for filing and paying the same. Whenever the statement of
32 qualification of a limited liability partnership is forfeited for failure to file
33 a business entity information report or to pay the required fee, the limited
34 liability partnership may be reinstated by filing a certificate of
35 reinstatement, in the manner and form to be prescribed by the secretary of
36 state, and all past due business entity information reports for the
37 immediately preceding 10 years, and payment to the secretary an amount
38 equal to all fees and any penalties due. The fee for filing a certificate of
39 reinstatement shall be the same as that prescribed by K.S.A. 17-7506, and
40 amendments thereto, for filing a certificate of reinstatement of a
41 corporation's articles of incorporation.

42 Sec. 70. K.S.A. 2022 Supp. 56a-1202 is hereby amended to read as
43 follows: 56a-1202. (a) Every foreign limited liability partnership shall

1 make a written business entity information report to the secretary of state,
2 stating the prescribed information concerning the foreign limited liability
3 partnership at the close of business on the last day of its tax period next
4 preceding the date of filing. If the foreign limited liability partnership's tax
5 period is other than the calendar year, it shall give notice in writing of its
6 different tax period to the secretary of state prior to December 31 of the
7 year it commences the different tax period.

8 (b) The report shall be filed biennially, as determined by the year that
9 the foreign limited liability partnership filed its foreign limited liability
10 partnership application. A foreign limited liability partnership that filed its
11 application in an even-numbered year shall file a report in each even-
12 numbered year. A foreign limited liability partnership that filed its
13 application in an odd-numbered year shall file a report in each odd-
14 numbered year. The report shall be filed after the close of the foreign
15 limited liability partnership's tax period but not later than at the time
16 prescribed by law for filing the foreign limited liability partnership's
17 annual Kansas income tax return.

18 (c) The report shall be made on a form prescribed by the secretary of
19 state and shall contain:

20 (1) The name of the foreign limited liability partnership; *and*

21 (2) *the location of the principal office, including the building and*
22 *suite number, street name or rural route number with box number, city,*
23 *state and zip code.*

24 (d) The report shall be signed by a partner of the foreign limited
25 liability partnership under penalty of perjury and forwarded to the
26 secretary of state.

27 (e) At the time of filing its business entity information report, the
28 foreign limited liability partnership shall pay to the secretary of state a fee
29 in an amount equal to \$80, plus the amount specified in rules and
30 regulations of the secretary multiplied by the number of tax periods
31 included in the report.

32 (f) The provisions of K.S.A. 17-7509, and amendments thereto,
33 relating to penalties for failure of a corporation to file a business entity
34 information report or pay the required fee, and the provisions of K.S.A.
35 17-7510(a), and amendments thereto, relating to penalties for failure of a
36 corporation to file a business entity information report or pay the required
37 fee, shall be applicable to the statement of foreign qualification of any
38 foreign limited liability partnership that fails to file its business entity
39 information report or pay the required fee within 90 days of the time
40 prescribed in this section for filing and paying the same or, in the case of a
41 report filing and fee received by mail, postmarked within 90 days of the
42 time prescribed in this section for filing and paying the same. Whenever
43 the statement of foreign qualification of a foreign limited liability

1 partnership is forfeited for failure to file a business entity information
2 report or to pay the required fee, the statement of foreign qualification of
3 the foreign limited liability partnership may be reinstated by filing a
4 certificate of reinstatement, in the manner and form to be prescribed by the
5 secretary of state, and all past due business entity information reports for
6 the immediately preceding 10 years, and payment to the secretary of state
7 an amount equal to all fees and any penalties due. The fee for filing a
8 certificate of reinstatement shall be the same as that prescribed by K.S.A.
9 17-7506, and amendments thereto, for filing a certificate of reinstatement
10 of a corporation's articles of incorporation.

11 Sec. 71. K.S.A. 79-1119 is hereby amended to read as follows: 79-
12 1119. (a) All reports, statements, lists and returns required under the
13 provisions of article 11 of chapter 79 of the Kansas Statutes Annotated,
14 and amendments thereto, shall be preserved for three years and thereafter
15 until the director of taxation orders them to be destroyed.

16 (b) Except in accordance with proper judicial order, or as provided in
17 subsection (c) of this section, ~~subsection (g) of K.S.A. 17-7511~~ or K.S.A.
18 46-1106, and amendments thereto, it shall be unlawful for the director of
19 taxation, or any deputy, agent, clerk or other officer, employee or former
20 employee of the department of revenue or any other state officer or
21 employee or former state officer or employee to divulge, or to make
22 known in any way, the amount of income or any particulars set forth or
23 disclosed in any report, statement, list, return, federal return or federal
24 return information required under the provisions of article 11 of chapter 79
25 of the Kansas Statutes Annotated, and amendments thereto; and it shall be
26 unlawful for the director of taxation, or any deputy, agent, clerk or other
27 officer or employee of the department of revenue engaged in the
28 administration of the tax imposed under the provisions of article 11 of
29 chapter 79 of the Kansas Statutes Annotated, and amendments thereto, to
30 engage in the business or profession of tax accounting or to accept
31 employment, with or without consideration, for any person, firm or
32 corporation for the purpose, directly or indirectly, or preparing tax returns
33 or reports required by the laws of the state of Kansas, by any other state or
34 by the United States government, or to accept any employment for the
35 purpose of advising, preparing material or data, or the auditing of books or
36 records to be used in an effort to defeat or cancel any tax or part thereof
37 that has been assessed by the state of Kansas, any other state or by the
38 United States government.

39 (c) The secretary or the secretary's designee may:

40 (1) Publish statistics, so classified as to prevent the identification of
41 particular reports or returns and the items thereof;

42 (2) allow the inspection of returns by the attorney general or other
43 legal representatives of the state;

1 (3) provide the post auditor access to all statements, lists, reports or
2 returns in accordance with and subject to the provisions of ~~subsection (g)~~
3 ~~of~~ K.S.A. 46-1106(g), and amendments thereto; or

4 (4) disclose to the secretary of commerce specific taxpayer
5 information related to financial information previously submitted by the
6 taxpayer to the secretary of commerce concerning or relevant to any
7 privilege tax credits, for purposes of verification of such information or
8 evaluating the effectiveness of any tax credit program administered by the
9 secretary of commerce.

10 (d) Any person receiving information under the provisions of
11 subsection (c) shall be subject to the confidentiality provisions of
12 subsection (b) and to the penalty provisions of subsection (e).

13 (e) Any violation of ~~subsections~~ *subsection* (b) or (c) ~~of this section~~
14 shall be a class A misdemeanor; and if the offender be an officer or
15 employee of the state, such officer or employee shall be dismissed from
16 office.

17 (f) Notwithstanding the provisions of this section, the secretary of
18 revenue may, in his or her discretion, permit the commissioner of internal
19 revenue of the United States, or the proper official of any state imposing
20 an income tax or privilege tax on financial institutions, or the authorized
21 representative of either, to inspect the reports, statements, lists or returns
22 made under the provisions of article 11 of chapter 79 of the Kansas
23 Statutes Annotated, and amendments thereto, and the secretary of revenue
24 may make available or furnish to the taxing officials of any other state or
25 the commissioner of internal revenue of the United States or other taxing
26 officials of the federal government, or their authorized representatives,
27 information contained in statements, lists, reports, or returns or any audit
28 thereof or the report of any investigation made with respect thereto, filed
29 pursuant to any of the provisions of article 11 of chapter 79 of the Kansas
30 Statutes Annotated, and amendments thereto, as the secretary may consider
31 proper, but such information shall not be used for any other purpose than
32 that of the administration of tax laws of such state or of the United States.

33 Sec. 72. K.S.A. 2022 Supp. 79-3234 is hereby amended to read as
34 follows: 79-3234. (a) All reports and returns required by this act shall be
35 preserved for three years and thereafter until the director orders them to be
36 destroyed.

37 (b) Except in accordance with proper judicial order, or as provided in
38 subsection (c) or ~~in K.S.A. 17-7511~~, K.S.A. 46-1106(e), 46-1114; or 79-
39 32,153a, and amendments thereto, it shall be unlawful for the secretary, the
40 director, any deputy, agent, clerk or other officer, employee or former
41 employee of the department of revenue or any other state officer or
42 employee or former state officer or employee to divulge, or to make
43 known in any way, the amount of income or any particulars set forth or

1 disclosed in any report, return, federal return or federal return information
2 required under this act; and it shall be unlawful for the secretary, the
3 director, any deputy, agent, clerk or other officer or employee engaged in
4 the administration of this act to engage in the business or profession of tax
5 accounting or to accept employment, with or without consideration, from
6 any person, firm or corporation for the purpose, directly or indirectly, of
7 preparing tax returns or reports required by the laws of the state of Kansas,
8 by any other state or by the United States government, or to accept any
9 employment for the purpose of advising, preparing material or data, or the
10 auditing of books or records to be used in an effort to defeat or cancel any
11 tax or part thereof that has been assessed by the state of Kansas, any other
12 state or by the United States government.

13 (c) The secretary or the secretary's designee may:

14 (1) Publish statistics, so classified as to prevent the identification of
15 particular reports or returns and the items thereof;

16 (2) allow the inspection of returns by the attorney general or other
17 legal representatives of the state;

18 (3) provide the post auditor access to all income tax reports or returns
19 in accordance with and subject to the provisions of K.S.A. 46-1106(e) or
20 46-1114, and amendments thereto;

21 (4) disclose taxpayer information from income tax returns to persons
22 or entities contracting with the secretary of revenue where the secretary
23 has determined disclosure of such information is essential for completion
24 of the contract and has taken appropriate steps to preserve confidentiality;

25 (5) disclose to the secretary of commerce the following: (A) Specific
26 taxpayer information related to financial information previously submitted
27 by the taxpayer to the secretary of commerce concerning or relevant to any
28 income tax credits, for purposes of verification of such information or
29 evaluating the effectiveness of any tax credit or economic incentive
30 program administered by the secretary of commerce; (B) the amount of
31 payroll withholding taxes an employer is retaining pursuant to K.S.A. 74-
32 50,212, and amendments thereto; (C) information received from
33 businesses completing the form required by K.S.A. 74-50,217, and
34 amendments thereto; and (D) findings related to a compliance audit
35 conducted by the department of revenue upon the request of the secretary
36 of commerce pursuant to K.S.A. 74-50,215, and amendments thereto;

37 (6) disclose income tax returns to the state gaming agency to be used
38 solely for the purpose of determining qualifications of licensees of and
39 applicants for licensure in tribal gaming. Any information received by the
40 state gaming agency shall be confidential and shall not be disclosed except
41 to the executive director, employees of the state gaming agency and
42 members and employees of the tribal gaming commission;

43 (7) disclose the taxpayer's name, last known address and residency

1 status to the Kansas department of wildlife, parks and tourism to be used
2 solely in its license fraud investigations;

3 (8) disclose the name, residence address, employer or Kansas
4 adjusted gross income of a taxpayer who may have a duty of support in a
5 title IV-D case to the secretary of the Kansas department for children and
6 families for use solely in administrative or judicial proceedings to
7 establish, modify or enforce such support obligation in a title IV-D case. In
8 addition to any other limits on use, such use shall be allowed only where
9 subject to a protective order which prohibits disclosure outside of the title
10 IV-D proceeding. As used in this section, "title IV-D case" means a case
11 being administered pursuant to part D of title IV of the federal social
12 security act, 42 U.S.C. § 651 et seq., and amendments thereto. Any person
13 receiving any information under the provisions of this subsection shall be
14 subject to the confidentiality provisions of subsection (b) and to the
15 penalty provisions of subsection (e);

16 (9) permit the commissioner of internal revenue of the United States,
17 or the proper official of any state imposing an income tax, or the
18 authorized representative of either, to inspect the income tax returns made
19 under this act and the secretary of revenue may make available or furnish
20 to the taxing officials of any other state or the commissioner of internal
21 revenue of the United States or other taxing officials of the federal
22 government, or their authorized representatives, information contained in
23 income tax reports or returns or any audit thereof or the report of any
24 investigation made with respect thereto, filed pursuant to the income tax
25 laws, as the secretary may consider proper, but such information shall not
26 be used for any other purpose than that of the administration of tax laws of
27 such state, the state of Kansas or of the United States;

28 (10) communicate to the executive director of the Kansas lottery
29 information as to whether a person, partnership or corporation is current in
30 the filing of all applicable tax returns and in the payment of all taxes,
31 interest and penalties to the state of Kansas, excluding items under formal
32 appeal, for the purpose of determining whether such person, partnership or
33 corporation is eligible to be selected as a lottery retailer;

34 (11) communicate to the executive director of the Kansas racing
35 commission as to whether a person, partnership or corporation has failed to
36 meet any tax obligation to the state of Kansas for the purpose of
37 determining whether such person, partnership or corporation is eligible for
38 a facility owner license or facility manager license pursuant to the Kansas
39 parimutuel racing act;

40 (12) provide such information to the executive director of the Kansas
41 public employees retirement system for the purpose of determining that
42 certain individuals' reported compensation is in compliance with the
43 Kansas public employees retirement act, K.S.A. 74-4901 et seq., and

1 amendments thereto;

2 (13) (A) provide taxpayer information of persons suspected of
3 violating K.S.A. 44-766, and amendments thereto, to the secretary of labor
4 or such secretary's designee for the purpose of determining compliance by
5 any person with the provisions of K.S.A. 44-703(i)(3)(D) and 44-766, and
6 amendments thereto. The information to be provided shall include all
7 relevant information in the possession of the department of revenue
8 necessary for the secretary of labor to make a proper determination of
9 compliance with the provisions of K.S.A. 44-703(i)(3)(D) and 44-766, and
10 amendments thereto, and to calculate any unemployment contribution
11 taxes due. Such information to be provided by the department of revenue
12 shall include, but not be limited to, withholding tax and payroll
13 information, the identity of any person that has been or is currently being
14 audited or investigated in connection with the administration and
15 enforcement of the withholding and declaration of estimated tax act,
16 K.S.A. 79-3294 et seq., and amendments thereto, and the results or status
17 of such audit or investigation;

18 (B) any person receiving tax information under the provisions of this
19 paragraph shall be subject to the same duty of confidentiality imposed by
20 law upon the personnel of the department of revenue and shall be subject
21 to any civil or criminal penalties imposed by law for violations of such
22 duty of confidentiality; and

23 (C) each of the secretary of labor and the secretary of revenue may
24 adopt rules and regulations necessary to effect the provisions of this
25 paragraph;

26 (14) provide such information to the state treasurer for the sole
27 purpose of carrying out the provisions of K.S.A. 58-3934, and
28 amendments thereto. Such information shall be limited to current and prior
29 addresses of taxpayers or associated persons who may have knowledge as
30 to the location of an owner of unclaimed property. For the purposes of this
31 paragraph, "associated persons" includes spouses or dependents listed on
32 income tax returns;

33 (15) after receipt of information pursuant to subsection (f), forward
34 such information and provide the following reported Kansas individual
35 income tax information for each listed defendant, if available, to the state
36 board of indigents' defense services in an electronic format and in the
37 manner determined by the secretary: (A) The defendant's name; (B) social
38 security number; (C) Kansas adjusted gross income; (D) number of
39 exemptions claimed; and (E) the relevant tax year of such records. Any
40 social security number provided to the secretary and the state board of
41 indigents' defense services pursuant to this section shall remain
42 confidential; and

43 (16) disclose taxpayer information that is received from income tax

1 returns to the department of commerce that may be disclosed pursuant to
2 the provisions of K.S.A. 2022 Supp. 74-50,227, and amendments thereto,
3 for the purpose of including such information in the database required by
4 K.S.A. 2022 Supp. 74-50,227, and amendments thereto.

5 (d) Any person receiving information under the provisions of
6 subsection (c) shall be subject to the confidentiality provisions of
7 subsection (b) and to the penalty provisions of subsection (e).

8 (e) Any violation of subsection (b) or (c) is a class A nonperson
9 misdemeanor and, if the offender is an officer or employee of the state,
10 such officer or employee shall be dismissed from office.

11 (f) For the purpose of determining whether a defendant is financially
12 able to employ legal counsel under the provisions of K.S.A. 22-4504, and
13 amendments thereto, in all felony cases with appointed counsel where the
14 defendant's social security number is accessible from the records of the
15 district court, the court shall electronically provide the defendant's name,
16 social security number, district court case number and county to the
17 secretary of revenue in the manner and format agreed to by the office of
18 judicial administration and the secretary.

19 (g) Nothing in this section shall be construed to allow disclosure of
20 the amount of income or any particulars set forth or disclosed in any
21 report, return, federal return or federal return information, where such
22 disclosure is prohibited by the federal internal revenue code as in effect on
23 September 1, 1996, and amendments thereto, related federal internal
24 revenue rules or regulations, or other federal law.

25 Sec. 73. K.S.A. 17-6520, 17-7514, 56-1a608, 56-1a610, 56a-105,
26 56a-1203, 56a-1204 and 79-1119 and K.S.A. 2022 Supp. 17-2036, 17-
27 2718, 17-4634, 17-4677, 17-6002, 17-6004, 17-6008, 17-6010, 17-6011,
28 17-6014, 17-6301, 17-6305, 17-6401, 17-6408, 17-6410, 17-6413, 17-
29 6426, 17-6427, 17-6428, 17-6502, 17-6503, 17-6509, 17-6512, 17-6514,
30 17-6518, 17-6522, 17-6701, 17-6702, 17-6703, 17-6705, 17-6706, 17-
31 6707, 17-6708, 17-6712, 17-6804, 17-6812, 17-7001, 17-7002, 17-7003,
32 17-72a04, 17-72a05, 17-72a07, 17-7302, 17-7503, 17-7504, 17-7505, 17-
33 7506, 17-7511, 17-76,136, 17-76,139, 17-78-102, 17-78-202, 17-78-203,
34 17-78-205, 17-78-302, 17-78-606, 17-7914, 17-7918, 17-7919, 17-7924,
35 17-7929, 17-7933, 56-1a605, 56-1a606, 56-1a607, 56a-1201, 56a-1202
36 and 79-3234 are hereby repealed.

37 Sec. 74. On and after January 1, 2024, K.S.A. 2022 Supp. 17-6712, as
38 amended by section 36 of this act, and 17-72a03 are hereby repealed.

39 Sec. 75. This act shall take effect and be in force from and after its
40 publication in the statute book.