

2023 Kansas Statutes

17-7001. Revocation of voluntary dissolution; restoration of expired articles of incorporation; procedure; effect. (a) At any time prior to the expiration of three years following the dissolution of a corporation pursuant to K.S.A. 17-6804, and amendments thereto, or such longer period as the district court may have directed pursuant to K.S.A. 17-6807, and amendments thereto, or, at any time prior to the expiration of three years following the expiration of the time limited for the corporation's existence as provided in its articles of incorporation or such longer period as the court may have directed pursuant to K.S.A. 17-6807, and amendments thereto, a corporation may revoke the dissolution effected by it or restore its articles of incorporation after it has expired of its own limitation in the following manner:

(1) For purposes of this section, "stockholders" means the stockholders of record on the date the dissolution became effective or the date of expiration by limitation.

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

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

(4) At the meeting, a vote of the stockholders shall be taken on a resolution to revoke the dissolution in the case of a dissolution or to restore the articles of incorporation in the case of an expiration by limitation. If a majority of the stock of the corporation that was outstanding and entitled to vote upon a dissolution at the time of its dissolution, in the case of a revocation of dissolution, or that was outstanding and entitled to vote upon an amendment to the articles of incorporation to change the period of the corporation's duration at the time of its expiration by limitation, in the case of restoration, shall be voted for the resolution, a certificate of revocation of dissolution or a certificate of restoration shall be executed in accordance with K.S.A. 17-7908 through 17-7910, and amendments thereto, and filed in accordance with K.S.A. 17-7910, and amendments thereto. Such certificate shall be specifically designated as a certificate of revocation of dissolution or a certificate of restoration in its heading and shall state:

(A) The name of the corporation;

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

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

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

(E) that a majority of the stock of the corporation that was outstanding and entitled to vote upon a dissolution at the time of its dissolution have voted in favor of a resolution to revoke the dissolution, in the case of a revocation of dissolution, or that a majority of the stock of the corporation that was outstanding and entitled to vote upon an amendment to the articles of incorporation to change the period of the corporation's duration at the time of its expiration by limitation, in the case of a restoration, have voted in favor of a resolution to restore the articles of incorporation; or that, if applicable, in lieu of a meeting and vote of stockholders, the stockholders have given their consent to the revocation or restoration in accordance with K.S.A. 17-6518, and amendments thereto; and

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

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

(c) Upon the effectiveness of the revocation of the dissolution or the restoration of the corporation as provided in subsection (b), the provisions of K.S.A. 17-6501(c), and amendments thereto, shall govern, and the period of time the corporation was in

dissolution or was expired by limitation shall be included within the calculation of the 30-day and 13-month periods to which K.S.A. 17-6501(c), and amendments thereto, refers. An election of directors, however, may be held at the special meeting of stockholders to which subsection (a) refers, and in that event, that meeting of stockholders shall be deemed an annual meeting of stockholders for purposes of K.S.A. 17-6501(c), and amendments thereto.

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

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

(f) At any time prior to the expiration of three years following the dissolution of a nonstock corporation pursuant to K.S.A. 17-6805, and amendments thereto, or such longer period as the district court may have directed pursuant to K.S.A. 17-6807, and amendments thereto, or, at any time prior to the expiration of three years following the expiration of the time limited for a nonstock corporation's existence as provided in its articles of incorporation or such longer period as the district court may have directed pursuant to K.S.A. 17-6807, and amendments thereto, a nonstock corporation may revoke the dissolution effected by it or restore its articles of incorporation after it has expired by limitation in a manner analogous to that by which the dissolution was authorized or, in the case of a restoration, in the manner in which an amendment to the articles of incorporation to change the period of the corporation's duration would have been authorized at the time of its expiration by limitation, including: (1) If applicable, a vote of the members entitled to vote, if any, on the dissolution or the amendment; and (2) the filing of a certificate of revocation of dissolution or a certificate of restoration containing information comparable to that required by subsection (a)(4). Notwithstanding the provisions of this subsection, only subsections (b), (d) and (e) shall apply to nonstock corporations.

History: L. 1972, ch. 52, § 117; L. 1998, ch. 189, § 19; L. 2000, ch. 39, § 40; L. 2004, ch. 143, § 73; L. 2016, ch. 110, § 101; L. 2023, ch. 66, § 40; July 1.