

## 2012 Kansas Statutes

**17-7680. Restated articles of organization.** (a) A limited liability company, whenever desired, may integrate into a single instrument all of the provisions of its articles of organization which are then in effect and operative as a result of there having previously been filed with the secretary of state one or more certificates or other instruments pursuant to this act, and it may at the same time also further amend its articles of organization by adopting restated articles of organization.

(b) If the restated articles of organization merely restate and integrate but do not further amend the initial articles of organization, as previously amended or supplemented by any certificate or instrument that was executed and filed pursuant to this act, they shall be specifically designated in their heading as "restated articles of organization" together with such other words as the company may deem appropriate and shall be executed and filed with the secretary of state. If the restated articles restate and integrate and also further amend in any respect the articles of organization, as previously amended or supplemented, they shall be specifically designated in their heading as "amended and restated articles of organization" together with such other words as the company may deem appropriate and shall be executed and filed with the secretary of state.

(c) Restated articles of organization shall be specifically designated as such in the heading. They shall state, either in their heading or in an introductory paragraph, the company's present name; if it has been changed, the name under which it was originally filed; the date of filing of its original articles of organization with the secretary of state; and the future effective date of the restated articles of organization if they are not to be effective upon the filing of the restated articles of organization with the secretary of state (such future effective date must be within 90 days of the date of filing such restated articles of organization with the secretary of state). Restated articles also shall state that they were duly executed and filed in accordance with the provisions of this section. If the restated articles only restate and integrate and do not further amend the provisions of the articles of organization as previously amended or supplemented and there is no discrepancy between those provisions and the provisions of the restated articles, they shall state that fact as well.

(d) Upon the filing of the restated articles of organization with the secretary of state, or upon the future effective date of restated articles of organization as provided for therein, the initial articles, as previously amended or supplemented, shall be superseded. Thereafter the restated articles of organization, including any further amendment or changes made by the restated articles, shall be the articles of organization, but the original effective date of formation shall remain unchanged.

(e) Any amendment or change made in connection with the restatement and integration of the articles of organization shall be subject to any other provision of this act, not inconsistent with this section, which would apply if a separate certificate of amendment were filed to make the amendment or change.

**History:** L. 1999, ch. 119, § 19; Jan. 1, 2000.