

## MINUTES OF THE HOUSE JUDICIARY COMMITTEE

The meeting was called to order by Chairman Mike O'Neal at 3:30 p.m. on January 26, 2004 in Room 313-S of the Capitol.

All members were present except:

Representative Jeff Jack- excused  
Representative Ward Loyd- excused  
Representative Dan Williams- excused

Committee staff present:

Jill Wolters, Revisor of Statutes  
Diana Lee, Revisor of Statutes  
Jerry Ann Donaldson, Kansas Legislative Research Department  
Cindy O'Neal, Secretary

Conferees appearing before the committee:

Bob Alderson, Kansas Bar Association  
Rich Hayse, Kansas Bar Association  
Melissa Wangemann, Office of Secretary of State  
Marlee Carpenter, Kansas Chamber of Commerce  
Natalie Haag, Security Benefit

The hearing on **SB 29** - Corporation Code Amendments, was opened.

Bob Alderson, Kansas Bar Association, informed the members that the proposed bill was the result of a comprehensive review by the Kansas Bar Association of the Kansas Corporation Code. Kansas has patterned its general corporation laws after Delaware since 1939. The committee agreed to continue to follow the Delaware Corporation Code due to the fact that the Kansas Supreme Court looks at it as being persuasive. However, not all the provisions in the Delaware Corporation Code are included in the proposed legislation. (Attachment 1)

Bob Alderson & Rich Hayse, Kansas Bar Association, explained the bill to the committee.

Melissa Wangemann, Office of Secretary of State, appeared as a proponent to the bill. She addressed several sections which would apply to the Secretary of State's Office:

1. Filing will be done electronically with a hard copy being sent back to the customer
2. Clarifying the definition of "doing business" as a foreign corporation in Kansas.
3. Allows the acceptance of certificates of good standing from a reliable third party vendor approved by their office.

She suggested two amendments. The first related to annual reports required by only the county where the land is located and the second would include reporting of parent/subsidiary relationships on the annual report at the costs of \$10,000 to \$15,000. (Attachment 2) She also provided the committee with a list of technical amendments (Attachment 3)

Marlee Carpenter, Kansas Chamber of Commerce, supported the bill because it would benefit business in Kansas. (Attachment 4)

Natalie Haag, Security Benefit, requested an amendment to K.S.A. 40-306 which requires the President or Vice-president, together with the Corporate Secretary to sign every contract for the company. They feel that this it is cumbersome to comply with and therefore suggest it be stricken. (Attachment 5)

Hearings on **SB 29** were closed.

Representative O'Neal received a bill request which would allow Johnson County to supplement a district magistrate judges salary. Representative Swenson made the motion to have the request introduced as a committee bill. Representative Patterson seconded the motion. The motion carried.

The committee meeting adjourned at 4:45 p.m. The next meeting is scheduled for January 27, 2004.