

2012 Kansas Statutes

17-7002. Extension, renewal or reinstatement of articles of incorporation; new registered office and resident agent; procedures; effect; nonstock, nonprofit corporations. (a) Any corporation may procure an extension, renewal or reinstatement of its articles of incorporation, if a domestic corporation, or its authority to engage in business, if a foreign corporation, together with all the rights, franchises, privileges and immunities and subject to all of its duties, debts and liabilities which had been secured or imposed by its original articles of incorporation, and all amendments thereto, or by its authority to engage in business, as the case may be, and may designate a new registered office and resident agent in the following instances:

- (1) At any time before the expiration of the time limited for the corporation's existence;
- (2) at any time, where the corporation's articles of incorporation, if a domestic corporation, or the authority to engage in business, if a foreign corporation, has become inoperative by law for nonpayment of taxes or fees, or failure to file its annual report;
- (3) at any time, where the articles of incorporation of a domestic corporation or the authority to engage in business of a foreign corporation has expired by reason of failure to renew it;
- (4) at any time, where the articles of incorporation of a domestic corporation or the authority to engage in business of a foreign corporation has been renewed, but through failure to comply strictly with the provisions of this act, the validity of such renewal has been brought into question; and
- (5) at any time, where the articles of incorporation of a domestic corporation or the authority to engage in business of a foreign corporation has been forfeited pursuant to subsection (c) of K.S.A. 17-6206 and amendments thereto.

(b) The extension, renewal or reinstatement of the articles of incorporation or authority to engage in business may be procured by executing and filing a certificate in accordance with K.S.A. 17-6003, and amendments thereto.

(c) The certificate required by subsection (b) shall state:

(1) The name of the corporation, which shall be the existing name of the corporation or the name it bore when its articles of incorporation or authority to engage in business expired, except as provided in subsection (e);

(2) if a new registered office and resident agent is designated, the address of the corporation's registered office in this state, which shall include the street, city and zip code and the name of its resident agent at such address;

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

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

(5) the date when the articles of incorporation or the authority to engage in business would expire, if such is the case, or such other facts as may show that the articles of incorporation or the authority to engage in business has become inoperative or void or that the validity of any renewal has been brought into question; and

(6) that the certificate for reinstatement is filed by authority of those who were directors or members of the governing body of the corporation at the time its articles of incorporation or the authority to engage in business expired, or who were elected directors or members of the governing body of the corporation as provided in subsection (g).

(d) Upon the filing of the certificate in accordance with K.S.A. 17-6003, and amendments thereto, the corporation shall be renewed or reinstated with the same force and effect as if its articles of incorporation had not become inoperative and void or had not expired by limitation. Such reinstatement shall validate all contracts, acts, matters and things made, done and performed within the scope of its articles of incorporation by the corporation, its officers and agents during the time when its articles of incorporation were inoperative or void or after their expiration by limitation, with the same force and effect and to all intents and purposes as if the articles of incorporation had at all times remained in full force and effect. All real and personal property, rights and credits, which belonged to the corporation at the time its articles of incorporation became inoperative or void, or expired by limitation and which were not disposed of prior to the time of its renewal or reinstatement shall be vested in the corporation after its renewal or reinstatement, as fully and amply as they were held by the corporation at and before the time its articles of incorporation became inoperative or void or expired by limitation, and the corporation after its renewal or reinstatement shall be as exclusively liable for all contracts, acts, matters and things made, done or performed in its name and on its behalf by its officers and agents prior to its reinstatement, as if its articles of incorporation had remained at all times in full force and effect.

(e) If, since the articles of incorporation became inoperative or void for nonpayment of taxes or fees, or failure to file annual reports or expired by limitation, any other corporation organized under the laws of this state shall have adopted the same name as the corporation sought to be renewed or reinstated or shall have adopted a name so nearly similar thereto as not to distinguish it from the corporation to be renewed or reinstated, or any foreign corporation qualified in accordance with K.S.A. 17-7301, and amendments thereto, shall have adopted the same name as the corporation sought to be renewed or reinstated, or shall have adopted a name so nearly similar thereto as not to distinguish it from the corporation to be renewed or reinstated, then in such case the corporation to be renewed or reinstated shall not be renewed under the same name which it bore when its articles of incorporation became inoperative or void or expired, but shall be renewed under some other name; and in such case the certificate to be filed under the provisions of this section shall set forth the name borne by the corporation at the time its articles of incorporation became inoperative or void or expired and the new name under which the corporation is to be renewed or reinstated.

(f) Any corporation seeking to renew or reinstate its articles of incorporation under the provisions of this act shall file all annual reports and pay to the secretary of state an amount equal to all fees and any penalties thereon due. Nonprofit corporations shall file only the annual reports for the three most recent reporting periods, but shall pay all fees due.

(g) If a sufficient number of the last acting officers of any corporation desiring to renew or reinstate its articles of incorporation are not available by reason of death, unknown address or refusal or neglect to act, the directors of the corporation or those remaining on the board, even if only one, may elect successors to such officers. In any case where there shall be no directors of the corporation available for the purposes aforesaid, the stockholders may elect a full board of directors, as provided by the bylaws of the corporation, and the board shall then elect such

officers as are provided by law, by the articles of incorporation or by the bylaws to carry on the business and affairs of the corporation. A special meeting of the stockholders for the purpose of electing directors may be called by any officer, director or stockholder upon notice given in accordance with K.S.A. 17-6512, and amendments thereto.

(h) After a reinstatement of the articles of incorporation of the corporation shall have been effected, except where a special meeting of stockholders has been called in accordance with the provisions of subsection (g), the officers who signed the certificate of reinstatement jointly shall call forthwith a special meeting of the stockholders of the corporation upon notice given in accordance with K.S.A. 17-6512, and amendments thereto, and at the special meeting the stockholders shall elect a full board of directors, which board shall then elect such officers as are provided by law, by the articles of incorporation or the bylaws to carry on the business and affairs of the corporation.

(i) Whenever it shall be desired to renew or reinstate the articles of incorporation of any corporation not for profit and having no capital stock, the governing body shall perform all the acts necessary for the renewal or reinstatement of the articles of incorporation of the corporation which are performed by the board of directors in the case of a corporation having capital stock. The members of any corporation not for profit and having no capital stock who are entitled to vote for the election of members of its governing body shall perform all the acts necessary for the renewal or reinstatement of the articles of the corporation which are performed by the stockholders in the case of a corporation having capital stock. In all other respects, the procedure for the renewal or reinstatement of the articles of incorporation of a corporation not for profit and having no capital stock shall conform, as nearly as may be applicable, to the procedure prescribed in this section for the renewal or reinstatement of the articles of incorporation of a corporation having capital stock.

History: L. 1972, ch. 52, § 118; L. 1973, ch. 100, § 14; L. 1989, ch. 80, § 1; L. 1993, ch. 163, § 8; L. 1994, ch. 182, § 2; L. 1998, ch. 189, § 20; L. 1999, ch. 41, § 11; L. 2000, ch. 39, § 41; L. 2005, ch. 157, § 10; L. 2007, ch. 81, § 6; July 1.