

17-6605. Restated articles of incorporation. (a) Whenever it is desired, a corporation may integrate into a single instrument all of the provisions of its articles of incorporation which are then in effect and operative as a result of there having been filed with the secretary of state one or more certificates or other instruments pursuant to any of the sections referred to in K.S.A. 17-6004, and amendments thereto. Such corporation may at the same time also further amend its articles of incorporation by adopting a restated articles of incorporation.

(b) If the restated articles of incorporation merely restate and integrate but do not further amend the articles of incorporation, as theretofore amended or supplemented by any instrument that was filed pursuant to any of the sections mentioned in K.S.A. 17-6004, and amendments thereto, such restated articles may be adopted by the board of directors without a vote of the stockholders, or they may be proposed by the directors and submitted by them to the stockholders for adoption, in which case the procedure and vote required, if any, by K.S.A. 17-6602, and amendments thereto, for amendment of the articles of incorporation shall be applicable. If the restated articles of incorporation restate and integrate and also further amend in any respect the articles of incorporation, as theretofore amended or supplemented, they shall be proposed by the directors and adopted by the stockholders in the manner and by the vote prescribed by K.S.A. 17-6602, and amendments thereto, or, if the corporation has not received any payment for any of its stock, in the manner and by the vote prescribed by K.S.A. 17-6601, and amendments thereto.

(c) Any restated articles of incorporation shall be specifically designated as such in the heading. They shall state, either in the heading or in an introductory paragraph, the corporation's present name, and, if it has been changed, the name under which it was originally incorporated, and the date of filing of its original articles of incorporation with the secretary of state. Any restated articles shall also state that they were duly adopted by the directors or stockholders, as the case may be, in accordance with the provisions of this section. If they were adopted by the board of directors without a vote of the stockholders unless adopted pursuant to the provisions of K.S.A. 17-6601, and amendments thereto, or without vote of the members pursuant to K.S.A. 2016 Supp. 17-7910, and amendments thereto, they shall state that they only restate and integrate and do not further amend, except, if applicable, as permitted under K.S.A. 17-6002(a)(1) and (b)(1), and amendments thereto, the provisions of the corporation's articles of incorporation as theretofore amended or supplemented, and that there is no discrepancy between those provisions and the provisions of the restated articles. A restated articles of incorporation may omit: (1) Such provisions of the original articles of incorporation which named the incorporator or incorporators, the initial board of directors, and the original subscribers for shares; and (2) such provisions contained in any amendment to the articles of incorporation as were necessary to effect a change, exchange, reclassification, subdivision, combination or cancellation of stock if such change, exchange, reclassification, subdivision, combination or cancellation has become effective. Any such omissions shall not be deemed a further amendment.

(d) Any restated articles of incorporation shall be executed and filed in accordance with K.S.A. 2016 Supp. 17-7908 through 17-7910, and amendments thereto, and upon such restated articles of incorporation becoming effective in accordance with K.S.A. 2016 Supp. 17-7911, and amendments thereto. The corporation's original articles of incorporation, as theretofore amended or supplemented, shall be superseded and the restated articles of incorporation, including any further amendments or changes made thereby, shall be the articles of incorporation of the corporation, but the original date of incorporation shall remain unchanged.

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

History: L. 1972, ch. 52, § 78; L. 1988, ch. 99, § 38; Revived and amend., L. 1988, ch. 100, § 38; L. 1999, ch. 39, § 13; L. 2000, ch. 39, § 27; L. 2004, ch. 143, § 48; L. 2016, ch. 110, § 68; July 1.