

2023 Kansas Statutes

17-78-405. Certificate of conversion; effective date. (a) A certificate of conversion shall be signed on behalf of the converting entity and filed with the secretary of state.

(b) A certificate of conversion shall contain:

(1) The name, jurisdiction of organization and type of the converting entity;
(2) the name, jurisdiction of organization and type of the converted entity;
(3) if the certificate of conversion is not to be effective upon filing, the later date and time on which it will become effective, which may not be more than 90 days after the date of filing;

(4) if the converting entity is a domestic entity, a statement that the agreement of conversion was approved in accordance with K.S.A. 17-78-401 through 17-78-406, and amendments thereto, or, if the converting entity is a foreign entity, a statement that the conversion was approved by the foreign converting entity in accordance with the law of its jurisdiction of organization;

(5) if the converted entity is a domestic filing entity, the text of its public organic document, as an attachment;

(6) if the converted entity is a domestic limited liability partnership, the text of its statement of qualification, as an attachment; and

(7) if the converted entity is a foreign entity, a mailing address to which the secretary of state may send any process served on the secretary of state pursuant to subsection (e) of K.S.A. 17-78-406, and amendments thereto.

(c) In addition to the requirements of subsection (b), a certificate of conversion may contain any other provision not prohibited by law.

(d) If the converted entity is a domestic entity, its name and public organic document, if any, must satisfy the requirements of the law of this state, except that it does not need to be signed and may omit any provision that is not required to be included in a restatement of the public organic document.

(e) An agreement of conversion that is signed on behalf of a domestic converting entity and meets all of the requirements of subsection (b) may be filed with the secretary of state instead of a certificate of conversion and upon filing has the same effect. If an agreement of conversion is filed as provided in this subsection, references in this act to a certificate of conversion refer to the agreement of conversion filed under this subsection.

(f) A certificate of conversion becomes effective upon the date and time of filing or the later date and time specified in the certificate of conversion.

History: L. 2009, ch. 47, § 27; July 1, 2010.