

2012 Kansas Statutes

17-76,123. Same; similar name requirements; registered office and resident agent; charge. (a)

The secretary of state shall not issue a registration to a foreign limited liability company unless the name of such limited liability company is such as to distinguish it upon the records of the office of the secretary of state from the names of other limited liability companies, corporations or limited partnerships organized under the laws of this state or reserved or registered as a foreign limited liability company, foreign corporation or foreign limited partnership under the laws of this state, except that a foreign limited liability company may register under a name which is not such as to distinguish it upon the records of the office of the secretary of state from the name of other limited liability companies, corporations or limited partnerships organized under the laws of this state or reserved or registered as a foreign limited liability company, foreign corporation or foreign limited partnership under the laws of this state if:

(1) Written consent is obtained from the other limited liability company, corporation or limited partnership and filed with the secretary of state; or

(2) it indicates as a means of identification and in its advertising within this state, the state in which the limited liability company was formed, and the application sets forth this condition.

(b) Each foreign limited liability company shall have and maintain in the state of Kansas:

(1) A registered office which may but need not be its place of business in the state of Kansas; and

(2) a resident agent for service of process on the limited liability company, which agent may be an individual resident of the state of Kansas, a domestic corporation, a domestic limited partnership, a domestic limited liability company, a domestic business trust, or a foreign corporation, foreign limited partnership, foreign limited liability company or foreign business trust authorized to do business in the state of Kansas whose business office is identical with the limited liability company's registered office.

(c) A resident agent may change the address of the registered office of the foreign limited liability companies for which the resident agent is resident agent to another address in the state of Kansas by (1) paying the fee required by this act; (2) filing with the secretary of state a certificate executed by the resident agent, setting forth the names of all the foreign limited liability companies represented by the resident agent and the address at which the resident agent has maintained the registered office for each of such foreign limited liability companies; and (3) certifying to the new address to which each such registered office will be changed on a given day and at which the resident agent will thereafter maintain the registered office for each of the foreign limited liability companies recited in the certificate. Upon the filing of the certificate, the secretary of state shall furnish to the resident agent a certified copy of such certificate. Thereafter, or until further change of address, as authorized by law, the registered office in the state of Kansas of each of the foreign limited liability companies recited in the certificate shall be located at the new address of the resident agent of the company given in the certificate. Filing of the certificate shall be considered an amendment of the application of each foreign limited liability company affected by the certificate, and the foreign limited liability company shall not be required to take any further action with respect thereto, to amend its application. Any resident agent filing a certificate under this section, upon such filing, shall deliver promptly a copy of such certificate to each foreign limited liability company affected thereby. The resident agent shall furnish the secretary of state one additional copy of the certificate for each limited liability company affected.

(d) The resident agent of one or more foreign limited liability companies may resign and appoint a successor resident agent by paying the fee required by this act and filing a certificate with the secretary of state, stating that the resident agent resigns as resident agent for the foreign limited liability company identified in the certificate and giving the name and address of the successor resident agent. There shall be attached to the certificate a statement executed by each affected foreign limited liability company ratifying and approving the change of resident agent. Upon the filing, the successor resident agent shall become the resident agent of those foreign limited liability companies that have ratified and approved the substitution and the successor resident agent's address, as stated in the certificate, shall become the address of each such foreign limited liability company's registered office in the state of Kansas. Filing of the certificate of resignation shall be deemed to be an amendment of the application of each foreign limited liability company affected by the certificate, and the foreign limited liability company shall not be required to take any further action with respect thereto, to amend its application. The resident agent shall furnish the secretary of state one additional copy of the certificate for each limited liability company affected.

(e) The resident agent of one or more foreign limited liability companies may resign without appointing a successor resident agent by paying the fee required by this act and filing a certificate with the secretary of state stating that the resident agent resigns as resident agent for the foreign limited liability companies identified in the certificate, but the resignation shall not become effective until 60 days after the certificate is filed. There shall be attached to the certificate an affidavit that, at least 30 days prior to the date of the filing of the certificate, notice that the resignation of the resident agent was sent by certified or registered mail to each foreign limited liability company for which the resident agent is resigning as resident agent. The affidavit shall be sworn to by the resident agent, if an individual, or the president, a vice-president or the secretary of the resident agent, if a corporation. The affidavit shall state that the notice was sent to the principal office of each of the foreign limited liability companies within or outside the state of Kansas, if known to the resident agent or, if not, to the last known address of the attorney or other individual at whose request the resident agent was appointed for the foreign limited liability company. After receipt of the notice of the resignation of its resident agent, the foreign limited liability company for which the resident agent was acting shall obtain and designate a new resident agent, to take the place of the resident agent resigning. If a foreign limited liability company fails to obtain and designate a new resident agent within 60 days after the filing by the resident agent of the certificate of resignation, that foreign limited liability company shall not be permitted to do business in the state of Kansas and its registration shall be considered canceled.

History: L. 1999, ch. 119, § 62; L. 2007, ch. 81, § 9; July 1.