

2012 Kansas Statutes

56-1a504. Name; registered office and resident agent. (a) The secretary of state shall not issue a registration to a foreign limited partnership unless the name of the limited partnership is such as to distinguish it upon the records of the office of the secretary of state from the names of other corporations, limited liability companies or limited partnerships organized under the laws of this state or reserved or registered as a foreign corporation, foreign limited liability company or foreign limited partnership under the laws of this state, except that a foreign limited partnership 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 corporations, limited liability companies or limited partnerships organized under the laws of this state or reserved or registered as a foreign corporation, foreign limited liability company or foreign limited partnership under the laws of this state if:

(1) Written consent is obtained from the other corporation, limited liability company 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 partnership was formed, and the application sets forth this condition.

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

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

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

(c) A resident agent may change the address of the registered office of the foreign limited partnerships for which the resident agent is resident agent to another address in the state of Kansas by (1) paying the fee required by K.S.A. 56-1a605, and amendments thereto; (2) filing with the secretary of state a certificate, executed by the resident agent, setting forth the names of all the foreign limited partnerships represented by the resident agent and the address at which the resident agent has maintained the registered office for each of such foreign limited partnerships; 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 partnerships recited in the certificate. Upon the filing of the certificate, the secretary of state shall furnish to the resident agent a certified copy of it. 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 partnerships recited in the certificate shall be located at the new address of the resident agent of the partnership given in the certificate. Filing of the certificate shall be considered an amendment of the application of each foreign limited partnership affected by the certificate, and the foreign limited partnership shall not be required to take any further action with respect thereto, to amend its application under K.S.A. 56-1a505, and amendments thereto. Any resident agent filing a certificate under this section shall promptly, upon such filing, deliver a copy of any such certificate to each foreign limited partnership affected thereby. The resident agent shall furnish the secretary of state one additional copy of the certificate for each limited partnership affected.

(d) The resident agent of one or more foreign limited partnerships may resign and appoint a successor registered agent by paying the fee required by K.S.A. 56-1a605, and amendments thereto, and filing a certificate with the secretary of state, stating that the resident agent resigns as resident agent for the foreign limited partnerships 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 partnership ratifying and approving the change of resident agent. Upon the filing, the successor resident agent shall become the resident agent of those foreign limited partnerships 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 partnership'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 partnership affected by the certificate, and the foreign limited partnership shall not be required to take any further action with respect thereto, to amend its application under K.S.A. 56-1a505, and amendments thereto. The resident agent shall furnish the secretary of state one additional copy of the certificate for each limited partnership affected.

(e) The resident agent of one or more foreign limited partnerships may resign without appointing a successor resident agent by paying the fee required by K.S.A. 56-1a605, and amendments thereto, and filing a certificate with the secretary of state stating that the resident agent resigns as resident agent for the foreign limited partnerships 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 of the resignation of the resident agent was sent by certified or registered mail to each foreign limited partnership 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 partnership 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 partnership. After receipt of the notice of the resignation of its resident agent, the foreign limited partnership 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 partnership 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 partnership shall not be permitted to do business in the state of Kansas and its registration shall be considered canceled.

History: L. 1983, ch. 88, § 52; L. 2007, ch. 81, § 12; July 1.