

2023 Kansas Statutes

17-7002. Revival of articles of incorporation; procedures; effect; nonstock corporations. (a) As used in this section:

(1) "Articles of incorporation" includes the articles of incorporation of a corporation organized under any special act or any law of this state; and

(2) "authority to engage in business" includes the registration of any foreign corporation under K.S.A. 17-7931, and amendments thereto.

(b) Except as provided further, any corporation whose articles of incorporation or authority to engage in business has become forfeited or void pursuant to this code or whose articles of incorporation or authority to engage in business has been revived, but, through failure to comply strictly with the provisions of this code, the validity of whose revival has been brought into question, at any time procure a revival 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 that 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, by complying with the requirements of this section. This section shall not be applicable to a corporation whose articles of incorporation have been revoked or forfeited pursuant to K.S.A. 17-6812, and amendments thereto.

(c) The revival of the articles of incorporation or authority to engage in business may be procured as authorized by the board of directors or members of the governing body of the corporation in accordance with subsection (h) and by executing and filing a certificate of revival in accordance with K.S.A. 17-7908 through 17-7910, and amendments thereto.

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

(1) The date of filing of the corporation's original articles of incorporation, the name under which the corporation was originally incorporated, the name of the corporation at the time its articles of incorporation or authority to engage in business became forfeited or void pursuant to this code and the new name under which the corporation is to be revived to the extent required by subsection (f);

(2) the postal address of the corporation's registered office in this state, which shall be stated in accordance with K.S.A. 17-7924(c), and amendments thereto, and the name of its resident agent at such address;

(3) that the corporation desiring to be revived and so reviving its corporate existence was duly organized under the laws of the state of its original incorporation;

(4) the date when the articles of incorporation or the authority to engage in business became forfeited or void pursuant to this code, or that the validity of any revival has been brought into question; and

(5) that the certificate of revival is filed by authority of the board of directors or members of the governing body of the corporation in accordance with subsection (h).

(e) Upon the filing of the certificate in accordance with K.S.A. 17-7908 through 17-7910, and amendments thereto, the corporation shall be revived with the same force and effect as if its articles of incorporation or authority to engage in business had not been forfeited or void pursuant to this code. Such revival shall validate all contracts, acts, matters and things made, done and performed within the scope of its articles of incorporation or authority to engage in business by the corporation, its directors or members of its governing body, officers, agents and stockholders or members during the time when its articles of incorporation or authority to engage in business was forfeited or void pursuant to this code, 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 that belonged to the corporation at the time its articles of incorporation or authority to engage in business became forfeited or void pursuant to this code and that were not disposed of prior to the time of its revival and all real and personal property, rights and credits acquired by the corporation after its articles of incorporation became forfeited or void pursuant to this code shall be vested in the corporation, after its revival, as if its articles of incorporation had at all times remained in full force and effect. The

corporation after its revival 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 directors or members of its governing body, officers, agents and stockholders or members prior to its revival, as if its articles of incorporation or authority to engage in business had at all times remained in full force and effect.

(f) If, since the articles of incorporation became forfeited or void pursuant to this code, any other corporation organized under the laws of this state shall have adopted the same name as the corporation sought to be revived or shall have adopted a name so nearly similar thereto as not to distinguish it from the corporation to be revived, or any foreign corporation registered in accordance with K.S.A. 17-7931, and amendments thereto, shall have adopted the same name as the corporation sought to be revived, or shall have adopted a name so nearly similar thereto as not to distinguish it from the corporation to be revived, then in such case the corporation to be revived shall not be revived under the same name that it bore when its articles of incorporation became forfeited or void pursuant to this code, but shall be revived under some other name as set forth in the certificate to be filed pursuant to subsection (c).

(g) Any corporation that revives its articles of incorporation or authority to engage in business under this code shall file all past due business entity information reports for the immediately preceding 10 years and pay to the secretary of state an amount equal to all fees and any penalties thereon due. Nonprofit corporations shall file only the business entity information reports for the most recent reporting period and pay to the secretary of state an amount equal to all fees due.

(h) For purposes of this section the board of directors or governing body of the corporation shall be comprised of the persons, who, but for the articles of incorporation having become forfeited or void pursuant to this code, would be the duly elected or appointed directors or members of the governing body of the corporation. The requirement for authorization by the board of directors under subsection (c) shall be satisfied if a majority of the directors or members of the governing body then in office, even though less than a quorum, or the sole director or member of the governing body then in office, authorizes the revival of the articles of incorporation of the corporation and the filing of the certificate required by subsection (c). In any case where there shall be no directors of the corporation available for the purposes described in this subsection, the stockholders may elect a full board of directors, as provided by the bylaws of the corporation, and the board so elected may then authorize the revival of the articles of incorporation of the corporation and the filing of the certificate required by subsection (c). A special meeting of the stockholders for the purpose of electing directors may be called by any officer or stockholder upon notice given in accordance with K.S.A. 17-6512, and amendments thereto. For purposes of this section, the bylaws shall be the bylaws of the corporation that, but for the articles of incorporation having become forfeited or void pursuant to this code, would be the duly adopted bylaws of the corporation.

(i) After a revival of the articles of incorporation of the corporation shall have been effected, the provisions of K.S.A. 17-6501(c), and amendments thereto, shall govern and the period of time during which the articles of incorporation of the corporation was forfeited or void pursuant to this code shall be included within the calculation of the 30-day and 13-month periods to which K.S.A. 17-6501(c), and amendments thereto, refers. A special meeting of stockholders held in accordance with subsection (h) shall be deemed an annual meeting of the stockholders for purposes of K.S.A. 17-6501(c), and amendments thereto.

(j) Whenever it shall be desired to revive the articles of incorporation or authority to engage in business of any nonstock corporation, the governing body shall perform all the acts necessary for the revival of the articles of incorporation of the corporation or its authority to engage in business that are performed by the board of directors in the case of a corporation having capital stock, and the members of any nonstock corporation who are entitled to vote for the election of members of its governing body and any other members entitled to vote for dissolution under the articles of incorporation or bylaws of such corporation, shall perform all the acts necessary for the revival of the articles of incorporation of the corporation or its authority to engage in business that are performed by the stockholders in the case of a corporation having

capital stock. In all other respects, the procedure for the revival of the articles of incorporation or authority to engage in business of a nonstock corporation shall conform, as nearly as may be applicable, to the procedure prescribed in this section for the revival of the articles of incorporation of a corporation having capital stock, except that subsection (i) shall not apply to nonstock corporations.

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; L. 2015, ch. 65, § 3; L. 2016, ch. 110, § 102; L. 2021, ch. 61, § 13; L. 2023, ch. 66, § 41; July 1.