

**KANSAS STATE BOARD  
OF  
HEALING ARTS**



**KANSAS  
STATUTES  
ANNOTATED**

**AND**

**KANSAS  
ADMINISTRATIVE  
REGULATIONS**

**Relating to**

**KSBHA Business Entity  
Certificates**

**July 2020**

**NOTE: The laws and regulations listed in this website booklet are not to be considered the official authority on the current law. While every effort has been made to ensure the accuracy and completeness of this information, for legal purposes the law should be obtained from the Kansas statute books and the regulations from the Kansas Secretary of State's Administrative Regulations.**

---

**Chapter 17 – CORPORATIONS**  
**Article 27 – PROFESSIONAL CORPORATIONS**

<a href="#"><u>17-2701.</u></a>	Repealed by Laws 1972, ch. 52, § 153
<a href="#"><u>17-2702.</u></a>	Repealed by Laws 1972, ch. 52, § 153.
<a href="#"><u>17-2703.</u></a>	Repealed by Laws 1972, ch. 52, § 153.
<a href="#"><u>17-2704.</u></a>	Repealed by Laws 1972, ch. 52, § 153.
<a href="#"><u>17-2705.</u></a>	Repealed by Laws 1972, ch. 52, § 153.
<a href="#"><u>17-2706.</u></a>	Professional corporation law; citation.
<a href="#"><u>17-2707.</u></a>	Definitions.
<a href="#"><u>17-2708.</u></a>	Same; general corporation law applicable.
<a href="#"><u>17-2709.</u></a>	Same; incorporators; articles of incorporation; regulating boards to issue certificates, fees; application and recording fee.
<a href="#"><u>17-2710.</u></a>	Same; purposes and powers.
<a href="#"><u>17-2711.</u></a>	Same; corporate name.
<a href="#"><u>17-2712.</u></a>	Same; shares, who may hold; transfer, how; securities law not applicable.
<a href="#"><u>17-2713.</u></a>	Same; directors and officers.
<a href="#"><u>17-2714.</u></a>	Same; valuation and purchase of shares upon death or disqualification of shareholder; procedure; conversion to a general business corporation, when.
<a href="#"><u>17-2715.</u></a>	Same; act not to affect professional relationships; liability of employee or shareholder of corporation, extent.
<a href="#"><u>17-2716.</u></a>	Same; authority of professional licensing boards not restricted by this act; additional regulations.
<a href="#"><u>17-2717.</u></a>	Same; election to function as general corporation; how made.
<a href="#"><u>17-2718.</u></a>	Same; annual report; annual report fee.
<a href="#"><u>17-2719.</u></a>	Same; forfeiture of corporate right, when; trustees, powers
<a href="#"><u>17-2720.</u></a>	Certain entities deemed validly incorporated; requirements.

**Chapter 17 – CORPORATIONS**  
**Article 76 – LIMITED LIABILITY COMPANIES**

<a href="#"><u>17-7668.</u></a>	Nature of business permitted; powers.
---------------------------------	---------------------------------------

**Chapter 17 – CORPORATIONS**  
**Article 79 – BUSINESS ENTITY STANDARD TREATMENT ACT**

<a href="#"><u>17-7920.</u></a>	Name requirements for limited liability companies.
<a href="#"><u>17-7921.</u></a>	Name requirements for limited partnerships.
<a href="#"><u>17-7922.</u></a>	Name requirements for limited liability partnerships.

**17-2701**  
**Chapter 17 – CORPORATIONS**  
**Article 27 – PROFESSIONAL CORPORATIONS**

**17-2701. Repealed by Laws 1972, ch. 52, § 153**

**17-2702, 17-2703**  
**Chapter 17 – CORPORATIONS**  
**Article 27 – PROFESSIONAL CORPORATIONS**

**17-2702, 17-2703. Repealed by Laws 1972, ch. 52, § 153.**

**17-2704**  
**Chapter 17 – CORPORATIONS**  
**Article 27 – PROFESSIONAL CORPORATIONS**

**17-2704. Repealed by Laws 1972, ch. 52, § 153.**

**17-2705**  
**Chapter 17 – CORPORATIONS**  
**Article 27 – PROFESSIONAL CORPORATIONS**

**17-2705. Repealed by Laws 1972, ch. 52, § 153.**

**17-2706**  
**Chapter 17 – CORPORATIONS**  
**Article 27 – PROFESSIONAL CORPORATIONS**

**17-2706. Professional corporation law; citation.** This act may be cited as “the professional corporation law of Kansas.”

**History:** L. 1965, ch. 157, § 1.

**17-2707**  
**Chapter 17 – CORPORATIONS**  
**Article 27 – PROFESSIONAL CORPORATIONS**

**17-2707. Definitions.** As used in this act, unless the context clearly indicates that a different meaning is intended:

- (a) “Professional corporation” means a corporation organized under this act.
- (b) “Professional service” means the type of personal service rendered by a person duly licensed, registered or certified by this state as a member of any of the following professions, each paragraph constituting one type:
  - (1) A certified public accountant;
  - (2) an architect;
  - (3) an attorney-at-law;
  - (4) a chiropractor;

- (5) a dentist;
- (6) an engineer;
- (7) an optometrist;
- (8) an osteopathic physician or surgeon;
- (9) a physician, surgeon or doctor of medicine;
- (10) a veterinarian;
- (11) a podiatrist;
- (12) a pharmacist;
- (13) a land surveyor;
- (14) a licensed psychologist;
- (15) a specialist in clinical social work;
- (16) a licensed physical therapist;
- (17) a landscape architect;
- (18) a registered professional nurse;
- (19) a real estate broker or salesperson;
- (20) a clinical professional counselor;
- (21) a geologist;
- (22) a clinical psychotherapist;
- (23) a clinical marriage and family therapist;
- (24) a licensed physician assistant;
- (25) a licensed occupational therapist;
- (26) a licensed audiologist;
- (27) a licensed speech-pathologist; and
- (28) a licensed naturopathic doctor.

(c) “Regulating board” means the court, board or state agency which is charged with the licensing, registering or certifying and regulation of the practice of the profession which the professional corporation is organized to render.

(d) “Qualified person” means:

- (1) Any natural person licensed, registered or certified to practice the same type of profession which any professional corporation is authorized to practice;
- (2) the trustee of a trust which is a qualified trust under subsection (a) of section 401 of the federal internal revenue code, as in effect on January 1, 2004, or of a contribution plan which is a qualified employee stock ownership plan under subsection (a) of section 409A of the federal internal revenue code, as in effect on January 1, 2004; or
- (3) the trustee of a revocable living trust established by a natural person who is licensed, registered or certified to practice the type of profession which any professional corporation is authorized to practice, if the terms of such trust provide that such natural person is the principal beneficiary and sole trustee of such trust and such trust does not continue to hold title to professional corporation stock following such natural person's death for more than a reasonable period of time necessary to dispose of such stock.

**History:** L. 1965, ch. 157, § 2; L. 1972, ch. 63, § 1; L. 1976, ch. 109, § 1; L. 1980, ch. 242, § 27; L. 1981, ch. 104, § 1; L. 1986, ch. 299, § 1; L. 1991, ch. 79, § 1; L. 1997, ch. 65, § 2; L. 2001, ch. 194, § 1; L. 2003, ch. 128, § 16; L. 2004, ch. 143, § 107; L. 2007, ch. 165, § 1, eff. July 1, 2007; L. 2010, ch. 126, § 14, eff. Jan. 1, 2011.

**17-2708**  
**Chapter 17 – CORPORATIONS**  
**Article 27 – PROFESSIONAL CORPORATIONS**

**17-2708. Same; general corporation law applicable.** Except as otherwise provided, the Kansas general corporation code contained in K.S.A. 17-6001 *et seq.*, and amendments thereto, shall apply to a professional corporation organized pursuant to this chapter. Any provisions of the professional corporation law of Kansas shall take precedence over any provision of the Kansas general corporation code which conflicts with it. The provisions of the professional corporation law of Kansas shall take precedence over any law which prohibits a corporation from rendering any type of professional service. Any person authorized to form a professional corporation under K.S.A. 17-2701 *et seq.*, and amendments thereto, also may incorporate under the Kansas general corporation code contained in K.S.A. 17-6001 *et seq.*, and amendments thereto, or organize under the Kansas limited liability company act contained in K.S.A. 17-7662 *et seq.*, and amendments thereto, or organize as a limited liability partnership as defined in K.S.A. 56a-101, and amendments thereto. **History:** L. 1965, ch. 157, § 3; L. 1989, ch. 78, § 1; L. 1991, ch. 76, § 8; L. 1994, ch. 140, § 4; L. 1998, ch. 93, § 70; L. 1999, ch. 119, § 82.

**17-2709**  
**Chapter 17 – CORPORATIONS**  
**Article 27 – PROFESSIONAL CORPORATIONS**

**17-2709. Same; incorporators; articles of incorporation; regulating boards to issue certificates, fees; application and recording fee.** (a) One or more natural persons, each of whom is licensed to render the same type of professional service within this state, may incorporate a professional corporation to practice that same type of professional service by filing articles of incorporation with the secretary of state. The articles of incorporation shall set forth as its purpose the type of professional service to be practiced through the professional corporation and shall otherwise meet the requirements of the general corporation code of the state of Kansas. A certificate by the regulating board of the profession involved that each of the incorporators is duly licensed to practice that profession, and that the proposed corporate name has been approved, shall be filed in the office of the secretary of state prior to issuance of the certificate of incorporation. When two or more types of professions are to be rendered by such corporation, as shown in the articles of incorporation, a certificate of each regulatory board shall be required. Whenever an amendment is filed to change the name or purposes of any professional corporation, a certificate of each regulatory board involved shall be required.

(b) Each regulating board is authorized and directed to issue the certificate required herein. Each regulating board may charge and collect a fee not to exceed two dollars (\$2) for each person so certified.

(c) At the time of filing its articles of incorporation, every professional corporation shall pay the fees required by subsection (a) of K.S.A. 17-7502.

**History:** L. 1965, ch. 157, § 4; L. 1972, ch. 54, § 18; L. 1976, ch. 99, § 2.

**17-2710**  
**Chapter 17 – CORPORATIONS**  
**Article 27 – PROFESSIONAL CORPORATIONS**

**17-2710. Same; purposes and powers.** A professional corporation may be organized only for the purpose of rendering one type of professional service and service ancillary thereto and shall not engage in any other business, except that a single professional corporation may be organized to and render professional services under any two or more of the types set forth in items (2), (6), (13) and (17) of subsection (b) of K.S.A. 17-2707, and amendments thereto; under any two or more of the types set forth in items (4), (5), (7), (8), (9), (11), (12), (14), (15), (16), (18), (20), (22), (23), (26) or (27) of subsection (b) of K.S.A. 17-2707, and amendments thereto; under any two or more of the types set forth in items (8), (9), (18), (24), (25), (26) and (27) of subsection (b) of K.S.A. 17-2707, and amendments thereto; or under the types set forth in items (16) and (25) of subsection (b) of K.S.A. 17-2707, and amendments thereto, but shall be deemed to have the following purposes, whether or not authorized by its article of incorporation:

(a) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;

(b) to purchase, receive, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares of other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, insurance or annuities in any form, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

(c) to pay pensions and establish pension plans, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees;

(d) to do all things necessary or incidental to the practice of the profession which the professional corporation is authorized to practice.

**History:** L. 1965, ch. 157, § 5; L. 1967, ch. 124, § 1; L. 1970, ch. 91, § 1; L. 1972, ch. 63, § 2; L. 1976, ch. 109, § 2; L. 1981, ch. 104, § 3; L. 1997, ch. 37, § 1; L. 2004, ch. 143, § 108; L. 2006, ch. 121, § 1; L. 2007, ch. 165, § 2, eff. July 1, 2007.

## 17-2711

### Chapter 17 – CORPORATIONS

#### Article 27 – PROFESSIONAL CORPORATIONS

**17-2711. Same; corporate name.** The corporate name of a corporation organized and operating hereunder may be any name not contrary to law or the ethics of the profession involved. Such name may include any name set forth in K.S.A. 17-6002, but in all cases the corporate name shall end with the word “chartered” or “professional association” or the abbreviation “P.A.”

**History:** L. 1965, ch. 157, § 6; L. 1967, ch. 124, § 2; L. 1970, ch. 91, § 2; L. 1978, ch. 80, § 1.

## 17-2712

### Chapter 17 – CORPORATIONS

#### Article 27 – PROFESSIONAL CORPORATIONS

**17-2712. Same; shares, who may hold; transfer, how; securities law not applicable.** (a) A professional corporation may issue the shares of its capital stock only to a qualified person. A shareholder may voluntarily transfer their shares in a professional corporation to the corporation or to a qualified person with the prior written consent of the corporation unless the articles of incorporation otherwise provide. No shares may be transferred upon the books of the professional corporation or issued by the professional corporation until there is presented to and filed with the

corporation a certificate by the regulating board stating that the person to whom the transfer is to be made or the shares issued is duly licensed to render the same type of professional services as that for which the corporation was organized. No shareholder shall enter into any voting trust agreement, proxy, or any other type of agreement vesting another person, other than another shareholder of the same corporation, with authority to exercise the voting power of any or all of their stock. The issuance or transfer of any shares and any proxy, voting trust or other agreement made in violation of this section shall be null and void. Every certificate of stock issued by a professional corporation shall contain substantially the following provision: "The ownership and transfer of this stock and the rights and obligations of stockholders are subject to the limitations and provisions of the professional corporation law of Kansas."

(b) The Kansas securities law as contained in article 12 of chapter 17 of the Kansas Statutes Annotated shall not be applicable to nor govern any transactions relating to any shares of a professional corporation.

(c) A general partnership, if all partners thereof are authorized to render a professional service permitted by the articles of incorporation of the issuing professional corporation and in which at least one partner is authorized by a licensing authority of this state to render in this state a professional service permitted by the articles of incorporation of the corporation, shall be deemed a qualified person for purposes of this section.

(d) A professional corporation or foreign professional corporation in which at least one shareholder is authorized by a licensing authority of this state to render in this state a professional service permitted by the articles of incorporation of the corporation shall be deemed a qualified person for purposes of this section.

**History:** L. 1965, ch. 157, § 7; L. 1989, ch. 78, § 2.

### 17-2713

#### Chapter 17 – CORPORATIONS

#### Article 27 – PROFESSIONAL CORPORATIONS

**17-2713. Same; directors and officers.** No person may be a director or officer, other than secretary, of a professional corporation unless he is a shareholder. If the number of shareholders is less than three the number of directors may likewise be less than three, and the officers may be president, treasurer and secretary only, which offices may be combined in one or more persons.

**History:** L. 1965, ch. 157, § 8.

### 17-2714

#### Chapter 17 – CORPORATIONS

#### Article 27 – PROFESSIONAL CORPORATIONS

**17-2714. Same; valuation and purchase of shares upon death or disqualification of shareholder; procedure; conversion to a general business corporation, when.** If the articles of incorporation or bylaws of a corporation subject to this act fail to state a price or method of determining a price at which the corporation or its shareholders may purchase the shares of a deceased shareholder, or a shareholder no longer qualified to own shares in the corporation, then the price for such shares shall be determined by arbitration pursuant to the rules of the American arbitration association. Unless request in writing is made for arbitration as provided in this section within 30 days after the death or disqualification of a shareholder, the fair value shall be determined by a district judge of the district court in which the principal place of business of the professional

corporation is located. The election to incorporate under this act shall constitute a full and final waiver of the right of jury trial on all issues in respect to the price and fair value to be paid for such shares. Upon the death or disqualification of the last shareholder qualifying to be shareholder of a professional corporation hereunder, such corporation shall not be dissolved but shall become a general business corporation. The successors in interest to such disqualified or deceased professional shareholder shall have the authority to amend the articles of incorporation to provide that the corporation may function under and be governed by the Kansas general corporation code to collect its accounts receivable, pay its debts, otherwise wind up its affairs or conduct any business or activity which is permitted under the Kansas general corporation code, and the successors in interest of such shareholder also shall have the authority to elect new directors of the corporation.

**History:** L. 1965, ch. 157, § 9; L. 1976, ch. 145, § 43; L. 1989, ch. 78, § 3.

#### 17-2715

### Chapter 17 – CORPORATIONS

#### Article 27 – PROFESSIONAL CORPORATIONS

**17-2715. Same; act not to affect professional relationships; liability of employee or shareholder of corporation, extent.** The professional corporation law of Kansas shall not affect any law, duty, right or privilege arising out of or applicable to the relationship between a person rendering professional services and a person receiving those services, including, but not limited to, liability or privilege arising out of the professional services. All rights and obligations pertaining to communications made to, or information received by any qualified person, or such person's advice thereon, shall be extended to the professional corporation of which such person is a shareholder or employee, and to the corporation's officers and employees. Every individual who renders a professional service as an employee of a professional corporation or a foreign professional corporation shall be liable for any negligent or wrongful act or omission in which such individual personally participates to the same extent as if such individual rendered such service in such individual's individual capacity. An employee or shareholder of a professional corporation or a foreign professional corporation shall not be liable for the conduct, actions or omissions of other employees in which such employee or shareholder did not personally participate unless such employee or shareholder was negligent in appointing or supervising that employee. Except as provided in this section, the liability of an employee or shareholder of a professional corporation or foreign professional corporation in such employer or shareholder's capacity as such shall be no greater in any respect than that of an employee or a shareholder of a corporation organized under the Kansas general corporation code contained in K.S.A. 17-6001 *et seq.*, and amendments thereto.

**History:** L. 1965, ch. 157, § 10; L. 1989, ch. 78, § 4.

#### 17-2716

### Chapter 17 – CORPORATIONS

#### Article 27 – PROFESSIONAL CORPORATIONS

**17-2716. Same; authority of professional licensing boards not restricted by this act; additional regulations.** Nothing in this chapter restricts or limits in any manner the authority and duty of any regulating board for the licensing of individual persons rendering professional service or the practice of the profession which is within the jurisdiction of the regulating board, notwithstanding that the person is an officer, director, shareholder or employee of a professional corporation and rendering professional service or engaging in the practice of the profession through

the professional corporation. Each regulating board shall adopt and enforce, pursuant to law, any additional rules and regulations governing the practice of each profession as are necessary to enforce and comply with this chapter and the law applicable to each profession.

**History:** L. 1965, ch. 157, § 11.

#### 17-2717

### Chapter 17 – CORPORATIONS

#### Article 27 – PROFESSIONAL CORPORATIONS

**17-2717. Same; election to function as general corporation; how made.** The corporation may elect, at any time, upon the vote of the owners of a majority of the issued and outstanding shares, to amend its articles of incorporation so as to prohibit its continued operation under this chapter and to substitute therefor authority for the said corporation to function as a corporation under the general corporation laws, chapter 17, Kansas Statutes Annotated. If such election is made, a certificate of amendment shall be filed in the office of the secretary of state, setting forth the purposes for which the corporation shall continue in operation, together with any other amendments necessary to comply with the requirements of chapter 17 of the Kansas Statutes Annotated.

**History:** L. 1965, ch. 157, § 12.

#### 17-2718

### Chapter 17 – CORPORATIONS

#### Article 27 – PROFESSIONAL CORPORATIONS

**17-2718. Same; annual report; annual report fee.** (a) Each professional corporation organized under the laws of this state shall file with the secretary of state an annual report in writing stating the prescribed information concerning the corporation at the close of business on the last day of its tax period next preceding the date of filing, but if any such corporation's tax period is other than the calendar year it shall give notice thereof to the secretary of state prior to December 31 of the year it commences such tax period. The report shall be filed at the time prescribed by law for filing the corporation's annual Kansas income tax return. The report shall be made on a form provided by the secretary of state, containing the following information:

- (1) The names and addresses of all officers, directors and shareholders of the professional corporation;
- (2) a statement that each officer, director and shareholder is or is not a qualified person as defined in K.S.A. 17-2707, and amendments thereto, and setting forth the date on which any shares of the corporation were no longer owned by a qualified person; and
- (3) the amount of capital stock issued.

(b) The report shall be signed by its president, secretary, treasurer or other officer duly authorized so to act, or by any two of its directors, or by an incorporator in the event its board of directors shall not have been elected. The fact that an individual's name is signed on such report shall be prima facie evidence that such individual is authorized to sign the report on behalf of the corporation; however, the official title or position of the individual signing the report shall be designated. This report shall be subscribed by the person as true, under penalty of perjury. Upon request by the regulatory board which licenses the shareholders described in the report, a copy of the annual report shall be forwarded to the regulatory board. At the time of filing its annual report, each professional corporation shall pay the annual report fee prescribed by K.S.A. 17-7503, and amendments thereto.

---

**History:** L. 1965, ch. 157, § 13; L. 1972, ch. 54, § 19; L. 1973, ch. 90, § 2; L. 1977, ch. 78, § 1; L. 1990, ch. 85, § 1; L. 1991, ch. 76, § 2; L. 1997, ch. 106, § 1; L. 2004, ch. 171, § 17; L. 2005, ch. 157, § 5; L. 2007, ch. 81, § 2, eff. July 1, 2007; L. 2016, ch. 110, § 12, eff. July 1, 2016.

#### **17-2719**

### **Chapter 17 – CORPORATIONS**

## **Article 27 – PROFESSIONAL CORPORATIONS**

**17-2719. Same; forfeiture of corporate right, when; trustees, powers.** The certificate of incorporation of any corporation organized under this chapter shall be automatically forfeited as of the last day of December in any year if the corporation fails to file the certificate required under this section, or if the certificate filed reflects that any shares of the corporation have been owned by an unqualified person for more than one year preceding the date of the certificate and that no action as required herein has been timely instituted to fix the fair value of such shares. In the event of any such forfeiture, all the powers, privileges and franchises conferred upon such corporation by its certificate of incorporation shall be subject to rescission, and the secretary of state shall notify the corporation by mail, addressed to its registered office, as disclosed by the records of his office, that its corporate existence and rights in this state have been forfeited and canceled, and the corporation dissolved subject to rescission as provided in chapter 17, Kansas Statutes Annotated. The directors and officers in office when any such forfeiture occurs shall be the trustees of the corporation, shall have full authority to wind up its business and affairs, sell and liquidate its property and assets, pay its debts and obligations and to distribute the net assets among the shareholders. The trustees as such shall have power to sue for and recover the debts and property due to corporation, describing it by its corporate name, and may be sued as such. The trustees shall be jointly and severally responsible to the creditors and shareholders of the corporation to the extent of its property and effects that shall have come into their hands.

**History:** L. 1965, ch. 157, § 14.

#### **17-2720**

### **Chapter 17 – CORPORATIONS**

## **Article 27 – PROFESSIONAL CORPORATIONS**

**17-2720. Certain entities deemed validly incorporated; requirements.** Any entity organized prior to July 1, 1981, for the purpose of rendering (1) landscape architect services or (2) landscape architect services and architect, engineer or land surveyor services shall be deemed to be a validly incorporated professional corporation if the entity and the organization of the entity meets all requirements of the professional corporation law of Kansas as amended on July 1, 1981.

**History:** L. 1981, ch. 104, § 2.

#### **17-7668**

### **Chapter 17 – CORPORATIONS**

## **Article 76 – LIMITED LIABILITY COMPANIES**

**17-7668. Nature of business permitted; powers.** (a) Unless otherwise specifically prohibited by law, a limited liability company may carry on any lawful business, purpose or activity, whether or not for profit with the exception of the business of granting policies of insurance, or assuming insurance risks or banking as defined in K.S.A. 9-702, and amendments thereto.

---

(b) A limited liability company shall possess and may exercise all the powers and privileges granted by this act or by any other law or by its operating agreement, together with any powers incidental thereto, including such powers and privileges as are necessary or convenient to the conduct, promotion or attainment of the business, purposes or activities of the limited liability company.

(c) A limited liability company organized and existing under the Kansas revised limited liability company act or otherwise qualified to do business in Kansas may have and exercise all powers which may be exercised by a Kansas professional association or professional corporation under the professional corporation law of Kansas, including employment of professionals to practice a profession, which shall be limited to the practice of one profession, except as provided in K.S.A. 17-2710, and amendments thereto.

(d) Only a qualified person may be a member of a limited liability company organized to exercise powers of a professional association or professional corporation. No membership may be transferred to another person until there is presented to such limited liability company a certificate by the licensing body, as defined in K.S.A. 74-146, and amendments thereto, stating that the person to whom the transfer is made or the membership issued is duly licensed to render the same type of professional services as that for which the limited liability company was organized.

(e) As used in the section, "qualified person" means:

(1) Any natural person licensed to practice the same type of profession which any professional association or professional corporation is authorized to practice;

(2) the trustee of a trust which is a qualified trust under subsection (a) of section 401 of the federal internal revenue code of 1986, as in effect, on July 1, 1999, or of a contribution plan which is a qualified employee stock ownership plan under subsection (a) of section 409A of the federal internal revenue code of 1986, as in effect, on July 1, 1999;

(3) the trustee of a revocable living trust established by a natural person who is licensed to practice the type of profession which any professional association or professional corporation is authorized to practice, if the terms of such trust provide that such natural person is the principal beneficiary and sole trustee of such trust and such trust does not continue to hold title to membership in the limited liability company following such natural person's death for more than a reasonable period of time necessary to dispose of such membership;

(4) a Kansas professional corporation or foreign professional corporation in which at least one member or shareholder is authorized by a licensing body, as defined in K.S.A. 74-146, and amendments thereto, to render in this state a professional service permitted by the articles of organization; or

(5) a general partnership or limited liability company, if all partners or members thereof are authorized to render the professional services permitted by the articles of organization of the limited liability company formed pursuant to this section and in which at least one partner or member is authorized by a licensing authority of this state to render in this state the professional services permitted by the articles of organization of the limited liability company.

(f) Nothing in this act shall restrict or limit in any manner the authority and duty of any licensing body, as defined in K.S.A. 74-146, and amendments thereto, for the licensing of individual persons rendering a professional service or the practice of the profession which is within the jurisdiction of the licensing body, notwithstanding that the person is an officer, manager, member or employee of a limited liability company organized to exercise powers of a professional association or professional corporation. Each licensing body may adopt rules and regulations governing the practice of each profession as are necessary to enforce and comply with this act and the law applicable to each profession.

(g) A licensing body, as defined in K.S.A. 74-146, and amendments thereto, the attorney general or district or county attorney may bring an action in the name of the state of Kansas in quo warranto or injunction against a limited liability company engaging in the practice of a profession without complying with the provisions of this act.

(h) Notwithstanding any provision of this act to the contrary, without limiting the general powers enumerated in subsection (b), a limited liability company shall, subject to such standards and restrictions, if any, as are set forth in its operating agreement, have the power and authority to make contracts of guaranty and suretyship and enter into interest rate, basis, currency, hedge or other swap agreements or cap, floor, put, call, option, exchange or collar agreements, derivative agreements, or other agreements similar to any of the foregoing.

(i) Unless otherwise provided in an operating agreement, a limited liability company has the power and authority to grant, hold or exercise a power of attorney, including an irrevocable power of attorney.

**History:** L. 1999, ch. 119, § 7; L. 2014, ch. 40, § 5, eff. July 1, 2014.

## 17-7920

### Chapter 17 – CORPORATIONS

#### Article 79 – BUSINESS ENTITY STANDARD TREATMENT ACT

**17-7920. Name requirements for limited liability companies.** (a) The name of a limited liability company shall contain:

- (1) One of the following phrases: “limited liability company” or “limited company”;
- (2) one of the following abbreviations: “L.L.C.” or “L.C.”; or
- (3) one of the following designations: “LLC” or “LC.”

(b) The name of a limited liability company may contain the name of a member or manager.

(c) The name of a limited liability company may contain one or more of the following words: “Company”; “association”; “club”; “foundation”; “fund”; “institute”; “society”; “union”; “syndicate”; “limited”; “trust” or abbreviations of like import.

(d) This section shall take effect on and after January 1, 2015.

**History:** L. 2014, ch. 121, § 20, eff. July 1, 2014.

## 17-7921

### Chapter 17 – CORPORATIONS

#### Article 79 – BUSINESS ENTITY STANDARD TREATMENT ACT

**17-7921. Name requirements for limited partnerships.** (a) The name of each limited partnership, as set forth in its certificate of limited partnership, shall contain the words “Limited Partnership” or the abbreviation “L.P.” or “LP”;

(b) The name of each limited partnership, as set forth in its certificate of limited partnership, may not contain the name of a limited partner unless:

(1) The name of the limited partner is also the name of a general partner or the corporate name of a corporate general partner; or

(2) the business of the limited partnership had been carried on under that name before the admission of that limited partner.

(c) The name of each limited partnership, as set forth in its certificate of limited partnership, may contain the following words: “Company”; “association”; “club”; “foundation”; “fund”; “institute”; “society”; “union”; “syndicate”; “limited”; or “trust” or abbreviations of similar import.

(d) This section shall take effect on and after January 1, 2015.

**History:** L. 2014, ch. 121, § 21, eff. July 1, 2014.

**17-7922**

**Chapter 17 – CORPORATIONS**

**Article 79 – BUSINESS ENTITY STANDARD TREATMENT ACT**

**17-7922. Name requirements for limited liability partnerships.** The name of a limited liability partnership must end with “registered limited liability partnership,” “limited liability partnership,” “R.L.L.P.,” “L.L.P.,” “RLLP” or “LLP.”

This section shall take effect on and after January 1, 2015.

**History:** L. 2014, ch. 121, § 22, eff. July 1, 2014.

**Article 28a – PHYSICIAN ASSISTANTS**

**[100-28a-18.](#) Physician assistant; ownership of corporation or company.**

**Article 54 – OCCUPATIONAL THERAPY**

**[100-54-11.](#) Occupational therapists; ownership of corporation or company.**

**100-28a-18. Physician assistant; ownership of corporation or company.**

(a) Licensed physician assistants shall not hold more than 49 percent of the total number of shares issued by a professional corporation that is organized to render the professional services of a physician, surgeon or doctor of medicine, or osteopathic physician or surgeon.

(b) Licensed physician assistants shall not contribute more than 49 percent of the total amount of capital to a professional liability company that is organized to render the professional services of a physician, surgeon or doctor of medicine, or osteopathic physician or surgeon.

(Authorized by K.S.A. 17-2716 and K.S.A. 2004 Supp. 65-28a13; implementing K.S.A. 2004 Supp. 65-28a13; effective July 22, 2005.)

**100-54-11. Occupational therapists; ownership of corporation or company.**

(a) Licensed occupational therapists shall not hold more than 49 percent of the total number of shares issued by a professional corporation that is organized to render the professional services of a physician, surgeon or doctor of medicine, osteopathic physician or surgeon, podiatrist, dentist, or optometrist.

(b) Licensed occupational therapists shall not contribute more than 49 percent of the total amount of capital to a professional liability company that is organized to render the professional services of a physician, surgeon or doctor of medicine, osteopathic physician or surgeon, podiatrist, dentist, or optometrist.

(c) This regulation shall be effective on and after January 1, 2006.

(Authorized by K.S.A. 17-2716 and K.S.A. 2004 Supp. 65-5421; implementing K.S.A. 2004 Supp. 65-5421; effective Jan. 1, 2006.)