

### **286.3-010 Definitions for subtitle.**

As used in this subtitle, unless the context requires otherwise:

- (1) "Articles of incorporation" means the organizing records of a corporation filed and recorded with the Secretary of State in accordance with KRS Chapter 271B or 275;
- (2) "Bank" or "state bank" means any bank or combined bank and trust company which is now or may hereafter be organized under the laws of this state;
- (3) "Board of directors" means the governing body of a corporation elected or otherwise chosen by the shareholders, including the managers of a limited liability company;
- (4) "Capital stock" means, at any particular time, the sum of:
  - (a) The par value of all shares of a corporation having a par value that have been issued;
  - (b) The amount of the consideration received by a corporation for all shares of the corporation that have been issued without par value except any part of the consideration that has been allocated to surplus in a manner permitted by law; and
  - (c) Amounts not included in paragraph (a) or (b) of this subsection that have been transferred to stated capital of a corporation, whether through the issuance of stock dividends, resolution of the board of directors under applicable corporate law, or otherwise by law;
- (5) "Charter" means the record or records issued to a state bank, trust company, out-of-state bank, out-of-state trust company, or national bank by a chartering authority that authorizes the bank or trust company to transact a banking, trust, or combined banking and trust business;
- (6) "Corporation" means either a for-profit corporation or a for-profit limited liability company;
- (7) "Director" means a member of the board of directors;
- (8) "Dividends" means a distribution of money, stock, or other property to shareholders of a corporation;
- (9) "Home state" means:
  - (a) With respect to a state bank, trust company, out-of-state bank, or out-of-state trust company, the state in which the bank or trust company is organized; and
  - (b) With respect to a national bank, the state in which the main office of the bank is located;
- (10) "Home state regulator" means, with respect to an out-of-state bank or out-of-state trust company, the bank or trust supervisory agency of the state in which the bank or trust company is organized;
- (11) "Host state" means a state, other than its home state, in which:
  - (a) A bank or trust company maintains, or seeks to establish and maintain, a branch or office; or
  - (b) A trust company conducts, or seeks to conduct, trust business;
- (12) "National bank" or "national banking association" means a bank created by

Congress and organized pursuant to the provisions of federal law, including savings and loan associations;

- (13) "Out-of-state bank" means a bank organized under the laws of any state other than Kentucky;
- (14) "Out-of-state trust company" means a corporation that is organized under the laws of a state other than Kentucky to engage in a trust business;
- (15) "Shares" means the shares of stock or the unit of equity into which the proprietary interests of a corporation are divided;
- (16) "Stock" means a corporation's shares;
- (17) "Stockholder" or "shareholder" means an owner of a corporation's shares;
- (18) "Surplus" means, at any particular time, the sum of:
  - (a) The amount of consideration received by a corporation for all shares issued without par value that has not been allocated to capital stock;
  - (b) The amount of consideration received by a corporation in excess of par value for all shares with a par value; and
  - (c) Amounts authorized by a corporation that have been transferred from undivided profits to surplus;
- (19) "Trust company" means any trust company which is now or may hereafter be organized under the laws of this state;
- (20) "Trust representative office" means an office at which a trust company or an out-of-state trust company has been authorized by the commissioner to engage in a trust business other than acting as a fiduciary; and
- (21) "Undivided profits" means the composite of a corporation's net retained earnings from current and prior years' operations.

**Effective:** July 15, 2024

**History:** Amended 2024 Ky. Acts ch. 152, sec. 10, effective July 15, 2024. -- Amended 2011 Ky. Acts ch. 67, sec. 2, effective June 8, 2011. -- Amended 2010 Ky. Acts ch. 24, sec. 616, effective July 15, 2010. -- Amended 2006 Ky. Acts ch. 183, sec. 2, effective July 12, 2006. -- Amended 2003 Ky. Acts ch. 64, sec. 10, effective June 24, 2003. -- Amended 1998 Ky. Acts ch. 196, sec. 1, effective July 15, 1998. -- Amended 1996 Ky. Acts ch. 338, sec. 7, effective July 15, 1996. -- Amended 1984 Ky. Acts ch. 324, sec. 1, effective July 13, 1984; and ch. 388, sec. 2, effective July 13, 1984. -- Amended 1982 Ky. Acts ch. 251, sec. 1, effective April 1, 1982. -- Amended 1970 Ky. Acts ch. 92, sec. 82, effective June 18, 1970. -- Amended 1946 Ky. Acts ch. 191, sec. 7. -- Recodified 1942 Ky. Acts ch. 208, sec. 1, effective October 1, 1942, from Ky. Stat. secs. 165a-1, 577, 603, 612a, 883c-1, 883c-3.

**Formerly codified as** KRS 287.010.

**Legislative Research Commission Note (7/12/2006).** This section was amended in 2006 Ky. Acts ch. 183. In that same session, 2006 Ky. Acts ch. 247, sec. 38 required that all sections of KRS Chapters 287, 288, 290, 291, 294, 366, 366A, and 368 be renumbered as sections of a single KRS chapter entitled the "Kentucky Financial Services Code." Therefore, the Statute Reviser, acting under KRS 7.136(1), has changed the number of this section and codified it as a section of KRS Chapter 286.