

1 AN ACT relating to entities registered with the Secretary of State.

2 ***Be it enacted by the General Assembly of the Commonwealth of Kentucky:***

3 ➔Section 1. KRS 14A.1-070 is amended to read as follows:

4 As used in this chapter, unless the context otherwise requires:

- 5 (1) "Business" includes every trade, occupation, and profession;
- 6 (2) "Corporation" means a business corporation governed as to its internal affairs by  
7 KRS Chapter 271B, a cooperative or association governed as to its internal affairs  
8 by KRS Chapter 272, a nonprofit corporation governed as to its internal affairs by  
9 KRS Chapter 273, and a rural electric or rural telephone cooperative corporation  
10 governed as to its internal affairs by KRS Chapter 279;
- 11 (3) "Business trust" means a business trust governed as to its internal affairs by KRS  
12 Chapter 386 or a statutory trust governed as to its internal affairs by KRS Chapter  
13 386A;
- 14 (4) "Debtor in bankruptcy" means a person who is the subject of:
- 15 (a) An order for relief under Title 11 of the United States Code or a comparable  
16 order under a successor statute of general application; or
- 17 (b) A comparable order under federal, state, or foreign law governing insolvency;
- 18 (5) "Deliver" or "delivery" means any method of delivery used in conventional  
19 commercial practice, including delivery by hand, mail, commercial delivery, and  
20 electronic transmission;
- 21 (6) "Electronic transmission" or "electronically transmitted" means any process of  
22 communication not directly involving the physical transfer of paper that is suitable  
23 for the retention, retrieval, and reproduction of information by the recipient;
- 24 (7) "Entity" means a corporation, business trust, partnership, limited partnership, or  
25 limited liability company, governed as to its internal affairs by the laws of the  
26 Commonwealth of Kentucky;
- 27 (8) "Foreign business trust" means a business or statutory trust not governed as to its

- 1 internal affairs by KRS Chapter 386 or 386A;
- 2 (9) "Foreign corporation" means a corporation as defined in subsection (2) of this  
3 section that is not:
- 4 (a) Organized pursuant to the laws of the Commonwealth of Kentucky; or  
5 (b) As to its internal affairs, governed by the laws of the Commonwealth of  
6 Kentucky;
- 7 (10) "Foreign entity" means a corporation, not-for-profit corporation, cooperative,  
8 association, business or statutory trust, partnership, limited partnership, or limited  
9 liability company not:
- 10 (a) Organized pursuant to the laws of the Commonwealth of Kentucky; or  
11 (b) As to its internal affairs, governed by the laws of the Commonwealth of  
12 Kentucky;
- 13 (11) "Foreign limited cooperative association" means a limited cooperative association  
14 that is not:
- 15 (a) Organized pursuant to the laws of the Commonwealth of Kentucky; or  
16 (b) As to its internal affairs, governed by the laws of the Commonwealth of  
17 Kentucky;
- 18 (12) "Foreign limited liability partnership" means a partnership that:
- 19 (a) Is formed under laws other than the laws of this Commonwealth; and  
20 (b) Has the status of a limited liability partnership under those laws;
- 21 (13) "Foreign professional service corporation" has the same meaning as in KRS  
22 274.005;
- 23 (14) "Foreign rural electric cooperative" means a rural electric cooperative organized  
24 otherwise than under KRS 279.010 to 279.210;
- 25 (15) "Foreign rural telephone cooperative" means a rural telephone cooperative  
26 organized otherwise than under KRS 279.310 to 279.990 excepting 279.570;
- 27 (16) "Good standing" means that all annual reports which are required to be received

1 from an entity or foreign entity have been delivered to and filed by the Secretary of  
2 State, that all other lawfully required statutory documentation has been received and  
3 filed, and that all fees, costs, and expenses, including penalties incurred in  
4 connection therewith, have been paid;

5 (17) "Limited cooperative association" means a limited cooperative association governed  
6 as to its affairs by KRS Chapter 272A;

7 (18) "Limited liability company" has the same meaning as in KRS 275.015;

8 (19) "Limited liability partnership" means a partnership that has filed a statement of  
9 qualification under KRS 362.1-931 or a registration as a registered limited liability  
10 partnership under KRS 362.555 and does not have a similar statement of  
11 registration in effect in any other jurisdiction;

12 (20) "Name of record with the Secretary of State" means any real, fictitious, reserved,  
13 registered, or assumed name of an entity or foreign entity;

14 (21) "Nonprofit corporation," other than in the term "foreign nonprofit corporation,"  
15 means a nonprofit corporation incorporated pursuant to and governed as to its  
16 internal affairs by KRS Chapter 273 or predecessor law;

17 (22) "Organic act" means the law of a state or other jurisdiction governing the  
18 organization and internal affairs of an entity or foreign entity;

19 (23) "Organized" means organized, incorporated, or formed;

20 (24) "Organizational filing" means a filing made with the Secretary of State as a  
21 precondition to the formation, organization, or incorporation of an entity, including  
22 articles of incorporation, articles of organization, articles of association, certificates  
23 of trust, and certificates of limited partnership. A statement of qualification filed  
24 pursuant to KRS 362.1-931 or a registration as a limited liability partnership filed  
25 pursuant to KRS 362.555 is not an organizational filing;

26 (25) "Partnership" means an association of two (2) or more persons to carry on as co-  
27 owners a business for profit formed under KRS 362.1-202, predecessor law, or

- 1 comparable law of another jurisdiction;
- 2 (26) "Partnership agreement" means the agreement, whether written, oral, or implied,  
3 among the partners concerning the partnership, including amendments to the  
4 partnership agreement;
- 5 (27) "Person" means an individual, an entity, a foreign entity, or any other legal or  
6 commercial entity;
- 7 (28) "Principal office" means the address required by this chapter or the organic act to be  
8 of record with the Secretary of State as the principal office, the principal place of  
9 business address, the designated office of a limited partnership, or the chief  
10 executive office of a limited liability partnership;
- 11 (29) "Professional service corporation" has the same meaning as in KRS 274.005;
- 12 (30) "Professional services" means the personal services rendered by physicians,  
13 osteopaths, optometrists, podiatrists, chiropractors, dentists, nurses, pharmacists,  
14 psychologists, occupational therapists, veterinarians, engineers, architects,  
15 landscape architects, certified public accountants, public accountants, physical  
16 therapists, and attorneys;
- 17 (31) "Property" means all property, real, personal, or mixed, tangible or intangible, or  
18 any interest therein;
- 19 (32) "Qualified person" has the same meaning as in KRS 274.005;
- 20 (33) "Registered agent" means a registered agent appointed in accordance with KRS  
21 14A.4-010 or predecessor law, and is synonymous with agent for service of process;
- 22 (34) "Regulatory board" means the agency that is charged by law with the licensing and  
23 regulation of the practice of the profession which the professional partnership is  
24 organized to provide;
- 25 (35) "Rural electric cooperative" means a rural electric cooperative governed as to its  
26 internal affairs by KRS 279.010 to 279.210;
- 27 (36) "Rural telephone cooperative" means a rural telephone cooperative governed as to

1 its internal affairs by KRS 279.310 to 279.990 excepting KRS 279.570;

2 (37) "Series entity" means an entity or a foreign entity authorized and enabled by its  
3 organic act and organizational filing to create series having separate rights, powers,  
4 or duties with respect to specific property or obligations of the series entity, or the  
5 profits and losses associated with specific property or obligations;

6 (38) "Sign" or "signature" includes any manual, facsimile, conformed, or electronic  
7 signature;

8 (39) "State" means a state of the United States, the District of Columbia, the  
9 Commonwealth of Puerto Rico, or any territory or insular possession subject to the  
10 jurisdiction of the United States; ~~and~~

11 (40) "Statutory trust" means a trust governed as to its internal affairs by KRS Chapter  
12 386A;

13 **(41) "Veteran" means any person who served in the United States Armed Forces,**  
14 **Reserves, or National Guard and was separated or released therefrom with an**  
15 **honorable discharge, discharge under honorable conditions, or general discharge**  
16 **under honorable conditions; and**

17 **(42) "Veteran-owned business" means a business:**

18 **(a) That is at least fifty-one percent (51%) unconditionally owned by one (1) or**  
19 **more veterans; or**

20 **(b) In the case of a publicly owned business, in which at least fifty-one percent**  
21 **(51%) of the stock is unconditionally owned by one (1) or more veterans.**

22 ➔SECTION 2. A NEW SECTION OF SUBCHAPTER 2 OF KRS CHAPTER  
23 14A IS CREATED TO READ AS FOLLOWS:

24 **Any veteran-owned business that is initiated after August 1, 2017, is exempt from**  
25 **paying the filing fees for:**

26 **(1) Articles of incorporation, an amendment of articles of incorporation, amended**  
27 **and restated articles of incorporation, or a restatement of articles of**

1 incorporation under KRS Chapter 271B for a corporation or under KRS Chapter  
2 273 for a nonprofit corporation;

3 (2) Articles of organization, an amendment of articles of organization, a restatement  
4 of articles of organization, or an amendment and restatement of articles of  
5 organization under KRS Chapter 275 for a limited liability company;

6 (3) A statement or renewal of statement of partnership under KRS Chapter 362;

7 (4) A statement of partnership authority under Subchapter 1 of KRS Chapter 362;

8 (5) A certificate of limited partnership under Subchapter 2 of KRS Chapter 362; or

9 (6) A declaration of trust under KRS Chapter 386 for a business trust.

10 ➔Section 3. KRS 14A.2-060 is amended to read as follows:

11 (1) The Secretary of State shall collect the following fees when the documents  
12 described in this subsection are delivered for filing:

- 13 (a) Application for use of indistinguishable name .....\$ 20
- 14 (b) Application or renewal of application for reserved name .....\$ 15
- 15 (c) Cancellation of application for reserved name .....\$ 10
- 16 (d) Notice of transfer of reserved name .....\$ 15
- 17 (e) Application for registered name .....\$ 36
- 18 (f) Application for renewal of registered name .....\$ 36
- 19 (g) Statement of change of registered office or registered agent, or both .....\$ 10
- 20 (h) Statement of change of principal office address .....\$ 10
- 21 (i) Agent's statement of change of registered office for each affected  
22 entity or foreign entity .....\$ 10  
23 not to exceed a total of .....\$2,000
- 24 (j) Reinstatement penalty following administrative dissolution .....\$ 100
- 25 (k) Application for certificate of authority .....\$ 90
- 26 (l) Application for amended certificate of authority .....\$ 40
- 27 (m) Certificate of withdrawal .....\$ 40

- 1 (n) Certificate of existence .....\$ 10
- 2 (o) Certificate of authorization .....\$ 10
- 3 (p) Any other document required or permitted to be filed by this chapter .....\$ 15
- 4 (q) Agent's statement of resignation ..... No fee
- 5 (r) Certificate of administrative dissolution ..... No fee
- 6 (s) Certificate of reinstatement ..... No fee
- 7 (t) Certificate of revocation of authority to transact business ..... No fee

8 (2) (a) The Secretary of State shall collect a fee of fifteen dollars (\$15) with respect  
 9 to each annual report or amendment thereto.

10 *(b) Notwithstanding paragraph (a) of this subsection, a veteran-owned business*  
 11 *initiated after August 1, 2017, is exempt from paying the fee for filing an*  
 12 *annual report or amendment thereto for the first four (4) years after its*  
 13 *initial registration, but is not exempt from any filing requirement or*  
 14 *deadline for filing an annual report.*

15 (3) The Secretary of State shall collect a fee of ten dollars (\$10) each time process is  
 16 served on him or her under this chapter. The party to a proceeding causing service  
 17 of process shall be entitled to recover this fee as costs if he prevails in the  
 18 proceeding.

19 (4) The Secretary of State shall collect the following fees for copying and certifying the  
 20 copy of any filed document relating to a domestic or foreign entity:

- 21 (a) Five dollars (\$5) per request for the first five (5) pages and fifty cents (\$0.50)
- 22 a page for each page thereafter; and
- 23 (b) Five dollars (\$5) for the certificate.