14A.1-010 Title.

This chapter shall be known and may be cited as the Kentucky Business Entity Filing Act.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 1, effective January 1, 2011.

14A.1-020 Application.

Each entity and each foreign entity is subject to the provisions of this chapter.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 2, effective January 1, 2011.

14A.1-030 Powers of the Secretary of State.

The Secretary of State shall have the power reasonably necessary to perform the duties required by this chapter.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 3, effective January 1, 2011.

14A.1-040 Interrogatories by Secretary of State.

(1) The Secretary of State may propound to any entity or foreign entity that the Secretary of State has reason to believe is subject of the provisions of this chapter, and to any authorized representative thereof including a registered agent, such written interrogatories as may be necessary and proper to enable the Secretary of State to ascertain whether the entity or foreign entity is subject to the provisions of this chapter applicable to it and is in compliance therewith. The interrogatories shall be answered within thirty (30) days after the mailing thereof, or within such additional time as may be fixed by the Secretary of State, and the answers thereto shall be full and complete and shall be made in writing and under oath. Interrogatories directed to an individual shall be answered by the individual. Interrogatories directed to an entity or a foreign entity shall be answered by a person with the authority, pursuant to the organic law governing the entity or foreign entity, to bind the entity or foreign entity.

(2) The Secretary of State may take such action as is deemed appropriate, including a referral to the Attorney General, when the interrogatories and the answers thereto disclose a violation of any of the provisions of this chapter or of the organic law governing an entity or foreign entity.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 4, effective January 1, 2011.

14A.1-050 Penalties imposed for failure to answer interrogatories.

(1) If an entity or foreign entity fails or refuses to answer truthfully and fully within the time prescribed to any interrogatories propounded by the Secretary of State, the Secretary of State may with respect to that entity initiate its administrative dissolution or, with respect to a foreign entity qualified to transact business in Kentucky, revoke its certificate of authority.

(2) Each person who fails or refuses within the time prescribed to truthfully and fully answer interrogatories propounded to an entity or a foreign entity shall be guilty of a misdemeanor punishable by a fine not to exceed one hundred dollars ($100).

(3) Further, an action may be initiated in Franklin Circuit Court by the Secretary of State or the Attorney General against any domestic or foreign entity in furtherance of KRS 14A.1-040(1).

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 5, effective January 1, 2011.

14A.1-060 Information disclosed by interrogatories.

Interrogatories propounded by the Secretary of State and the answers thereto shall not be open to public inspection, nor shall the Secretary of State disclose any facts or information descried therefrom except insofar as the Secretary of State's official duty may require the same to be made public or in the event the interrogatories or the answers thereto are required as evidence in any criminal proceeding or in any other action or proceeding by this state.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 6, effective January 1, 2011.

14A.1-070 Definitions for chapter.

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

(1) "Business" includes every trade, occupation, and profession;

(2) "Business trust" means a business trust governed as to its internal affairs by KRS Chapter 386 or a statutory trust governed as to its internal affairs by KRS Chapter 386A;

(3) "Corporation" means a business corporation governed as to its internal affairs by KRS Chapter 271B, a cooperative or association governed as to its internal affairs by KRS Chapter 272, a nonprofit corporation governed as to its internal affairs by KRS Chapter 273, and a rural electric or rural telephone cooperative corporation governed as to its internal affairs by KRS Chapter 279;

(4) "Debtor in bankruptcy" means a person who is the subject of:

(a) An order for relief under Title 11 of the United States Code or a comparable order under a successor statute of general application; or

(b) A comparable order under federal, state, or foreign law governing insolvency;

(5) "Deliver" or "delivery" means any method of delivery used in conventional commercial practice, including delivery by hand, mail, commercial delivery, and electronic transmission;

(6) "Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient;

(7) "Entity" means a corporation, business or statutory trust, partnership, limited partnership, limited liability company, limited cooperative association, or unincorporated nonprofit association, governed as to its internal affairs by the laws of the Commonwealth of Kentucky;

(8) "Foreign business trust" means a business or statutory trust not governed as to its internal affairs by KRS Chapter 386 or 386A;

(9) "Foreign corporation" means a corporation as defined in subsection (2) of this section that is not:

(a) Organized pursuant to the laws of the Commonwealth of Kentucky; or

(b) As to its internal affairs, governed by the laws of the Commonwealth of Kentucky;

(10) "Foreign entity" means a corporation, not-for-profit corporation, cooperative, limited cooperative association, association, business or statutory trust, partnership, limited partnership, limited liability company, or unincorporated nonprofit association not:

(a) Organized pursuant to the laws of the Commonwealth of Kentucky; or

(b) As to its internal affairs, governed by the laws of the Commonwealth of Kentucky;

(11) "Foreign limited cooperative association" means a limited cooperative association that is not:

(a) Organized pursuant to the laws of the Commonwealth of Kentucky; or

(b) As to its internal affairs, governed by the laws of the Commonwealth of Kentucky;

(12) "Foreign limited liability partnership" means a partnership that:

(a) Is formed under laws other than the laws of this Commonwealth; and

(b) Has the status of a limited liability partnership under those laws;

(13) "Foreign professional service corporation" has the same meaning as in KRS 274.005;

(14) "Foreign rural electric cooperative" means a rural electric cooperative organized otherwise than under KRS 279.010 to 279.210;

(15) "Foreign rural telephone cooperative" means a rural telephone cooperative organized otherwise than under KRS 279.310 to 279.990 excepting 279.570;

(16) "Foreign unincorporated nonprofit association" means an unincorporated nonprofit association that is not:

(a) Organized in accordance with the laws of the Commonwealth of Kentucky; or

(b) As to its internal affairs, governed by the laws of the Commonwealth of Kentucky;

(17) "Good standing" means that all annual reports which are required to be received from an entity or foreign entity have been delivered to and filed by the Secretary of State, that all other lawfully required statutory documentation has been received and filed, and that all fees, costs, and expenses, including penalties incurred in connection therewith, have been paid;

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

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

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

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

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

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

(24) "Organized" means organized, incorporated, or formed;

(25) "Organizational filing" means a filing made with the Secretary of State as a precondition to the formation, organization, or incorporation of an entity, including articles of incorporation, articles of organization, articles of association, certificates of trust, and certificates of limited partnership. A statement of qualification filed

pursuant to KRS 362.1-931 or a registration as a limited liability partnership filed pursuant to KRS 362.555 is not an organizational filing;

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

(27) "Partnership agreement" means the agreement, whether written, oral, or implied, among the partners concerning the partnership, including amendments to the partnership agreement;

(28) "Person" means an individual, an entity, a foreign entity, or any other legal or commercial entity;

(29) "Principal office" means the address required by this chapter or the organic act to be of record with the Secretary of State as the principal office, the principal place of business address, the designated office of a limited partnership, or the chief executive office of a limited liability partnership;

(30) "Professional service corporation" has the same meaning as in KRS 274.005;

(31) "Professional services" means the personal services rendered by physicians, osteopaths, optometrists, podiatrists, chiropractors, dentists, nurses, pharmacists, psychologists, occupational therapists, veterinarians, engineers, architects, landscape architects, certified public accountants, public accountants, physical therapists, and attorneys;

(32) "Property" means all property, real, personal, or mixed, tangible or intangible, or any interest therein;

(33) "Qualified person" has the same meaning as in KRS 274.005;

(34) "Registered agent" means a registered agent appointed in accordance with KRS 14A.4-010 or predecessor law, and is synonymous with agent for service of process;

(35) "Registered office" means the registered office identified in accordance with and satisfying the requirements of KRS 14A.4-010(1)(b). The registered office address must be a street address;

(36) "Regulatory board" means the agency that is charged by law with the licensing and regulation of the practice of the profession which the entity is organized to provide;

(37) "Rural electric cooperative" means a rural electric cooperative governed as to its internal affairs by KRS 279.010 to 279.210;

(38) "Rural telephone cooperative" means a rural telephone cooperative governed as to its internal affairs by KRS 279.310 to 279.990 excepting KRS 279.570;

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

(40) "Sign" or "signature" includes any manual, facsimile, conformed, or electronic signature;

(41) "State" means a state of the United States, the District of Columbia, the Commonwealth of Puerto Rico, or any territory or insular possession subject to the

jurisdiction of the United States;

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

(43) "Unincorporated nonprofit association" means an unincorporated nonprofit association governed as to its internal affairs by KRS Chapter 273A;

(44) "Veteran" means any person who served in the United States Armed Forces, Reserves, or National Guard and was separated or released therefrom with an honorable discharge, discharge under honorable conditions, or general discharge under honorable conditions or any person who currently serves in the United States Armed Forces, Reserves, or National Guard; and

(45) "Veteran-owned business" means a business:

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

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

(c) That is a nonprofit business which is at least fifty-one percent (51%) unconditionally managed by one (1) or more veterans.

Effective: July 15, 2020

History: Amended 2020 Ky. Acts ch. 125, sec. 1, effective July 15, 2020. -- Amended 2018 Ky. Acts ch. 58, sec. 2, effective July 14, 2018. -- Amended 2017 Ky. Acts ch. 193, sec. 3, effective June 29, 2017. -- Amended 2012 Ky. Acts ch. 81, sec, 78, effective July 12, 2012; and ch. 160, sec. 125, effective July 12, 2012. -- Amended 2011 Ky. Acts ch. 29, sec. 4, effective June 8, 2011. -- Created 2010 Ky. Acts ch. 151, sec. 7, effective January 1, 2011.

Legislative Research Commission Note (7/15/2020). Under the authority of KRS 7.136(1), the Reviser of Statutes has altered the format of this statute during codification to place the terms in alphabetical order. The words in the text were not changed.

14A.2-010 Filing requirements -- Authority for redaction of information.

(1) A document shall satisfy the requirements of this section, and of any other section that adds to or varies these requirements, to be entitled to filing by the Secretary of State.

(2) This chapter shall require or permit filing a document in the office of the Secretary of State.

(3) A document shall contain the information required by the organic law or by this chapter, and may contain other information if permitted by the organic law.

(4) A document shall be typewritten, printed, or electronically transmitted. If a document is electronically transmitted, the document shall be in a format that can be retrieved or reproduced in typewritten or printed form.

(5) A document shall be in the English language. A name may be in a language other than English if written in English letters or Arabic or Roman numerals. A document not in English shall be accompanied by an English translation reasonably authenticated to the satisfaction of the Secretary of State.

(6) A document shall be executed in the manner set forth in KRS 14A.2-020.

(7) The person executing the document shall sign it and state beneath or opposite the signature the person's name and the capacity in which the document is signed. The document may but need not contain:

(a) A seal of the entity or foreign entity;

(b) An attestation, acknowledgment, or verification; or

(c) A statement regarding the preparer of the document which complies with KRS 382.335(1).

(8) If the Secretary of State has prescribed a mandatory form for a document, it shall be in or on the prescribed form.

(9) A document shall be delivered to the office of the Secretary of State for filing. Delivery may be made by electronic transmission, if and to the extent permitted by the Secretary of State. If the document is filed in typewritten or printed form and not transmitted electronically, the Secretary of State may require that up to two (2) exact or conformed copies be delivered with the document.

(10) When the document is delivered to the office of the Secretary of State for filing, the correct filing fee, the organization tax, and any penalty required by this chapter or other law to be collected by the office of the Secretary of State with the document shall be paid or provision for payment shall be made in a manner permitted by the Secretary of State. The Secretary of State may accept payment of the correct amount due by check, credit card, charge card, or similar method. However, if the amount due is tendered by any method other than cash, the liability shall not be finally discharged until the Secretary of State receives final payment or credit of collectible funds. If, after five (5) days' prior written notice to the entity, foreign entity, or person who delivered a document for filing for which the filing fee was not collectible, payment of the filing fee in full is not made in immediately available funds, the Secretary of State may declare the document filed to be null and void and

of no legal effect and may remove the document from the records of the Secretary of State. Written notice given pursuant to this subsection may be given by electronic communication.

(11) A document is delivered to the office of the Secretary of State for filing upon actual receipt. A document delivered electronically that is self-operative will be treated as received on the date of receipt. A document that is not self-operative delivered electronically or otherwise will be treated as received on the date of delivery if delivery is accomplished not later than 4:30 p.m. prevailing time in Frankfort, Kentucky or otherwise on the next business day.

(12) Any communication from the Secretary of State to an entity or foreign entity may be accomplished electronically. Communications to an entity may be mailed to the entity by first-class mail at its principal office address.

(13) If any law prohibits the disclosure by the Secretary of State of information contained in a record delivered for filing, the Secretary of State shall file the record if it otherwise complies with the applicable law, but the Secretary of State may redact such information so that it is not available to the public.

Effective: June 24, 2015

History: Amended 2015 Ky. Acts ch. 34, sec. 2, effective June 24, 2015. -- Created 2010 Ky. Acts ch. 151, sec. 8, effective January 1, 2011.

14A.2-020 Execution of documents delivered to Secretary of State for filing.

(1) A document delivered to the Secretary of State for filing shall be executed as follows:

(a) If delivered by or on behalf of a corporation or foreign corporation, by:

1. The chairman of its board of directors, by its president, or by another of its officers;

2. A duly authorized representative; or

3. If the directors have not been selected or the corporation has not been formed, by its incorporator;

(b) If delivered by or on behalf of a limited liability company or foreign limited liability company, by:

1. A manager, if management of the limited liability company or foreign limited liability company is reserved to one (1) or more managers;

2. A member, if management of the limited liability company or foreign limited liability company is reserved to the members;

3. A duly authorized representative; or

4. If the limited liability company or foreign limited liability company has not been formed, by its organizer;

(c) If delivered by or on behalf of a limited partnership or foreign limited partnership, by at least one (1) general partner;

(d) If delivered by or on behalf of a business trust or foreign business trust, by at least one (1) trustee;

(e) If delivered by or on behalf of a partnership, by at least two (2) partners;

(f) If delivered by or on behalf of any other entity or foreign entity, by a person certifying the authority and capacity to execute and deliver the document;

(g) If the entity or foreign entity is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary; or

(h) If delivered by or on behalf of a limited cooperative association or foreign limited cooperative association, by:

1. The chairman of its board of directors, by its president, or by another of its officers;

2. A duly authorized representative; or

3. If the directors have not been selected or the association has not been formed, by its organizer.

(2) This section relates exclusively to execution of documents delivered for filing to the Secretary of State, and shall not control as to the execution of other documents of an entity or foreign entity.

Effective: July 12, 2012

History: Amended 2012 Ky. Acts ch. 160, sec. 127, effective July 12, 2012. -- Created 2010 Ky. Acts ch. 151, sec. 9, effective January 1, 2011.

14A.2-030 Penalty for signing false document.

(1) A person who executes a document with intent that the document be delivered to the Secretary of State for filing shall be deemed to have declared under penalty of perjury that to that person's knowledge the contents of the document are true.

(2) An offense under this section shall be a misdemeanor punishable by a fine not to exceed one hundred dollars ($100).

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 10, effective January 1, 2011.

14A.2-040 Filing of documents by county clerk.

(1) Except as provided in subsection (2) of this section, one (1) exact or conformed copy of each of the following documents shall be filed with the county clerk of the county in which the entity or foreign entity maintains its registered office:

(a) Articles of incorporation and all amendments thereto;

(b) Articles of organization and all amendments thereto;

(c) Certificate of limited partnership and all amendments thereto;

(d) Declaration of trust for a business trust or certificate of trust for a statutory trust and all amendments thereto;

(e) Application for a certificate of authority;

(f) Amendment to a certificate of authority;

(g) Withdrawal of a certificate of authority;

(h) Articles of merger;

(i) A statement of change of principal office address filed pursuant to KRS 14A.5-010 or predecessor law;

(j) A statement of change of registered office or registered agent or both filed pursuant to KRS 14A.4-020 or predecessor law; and

(k) Articles of association and all amendments thereto.

(2) The articles of incorporation of a rural electric cooperative or a rural telephone cooperative, all amendments thereto, and all articles of merger involving a rural electric cooperative or rural telephone cooperative shall be filed with the county clerk in which is maintained the principal office address.

(3) Annual reports filed with the Secretary of State pursuant to KRS 14A.6-010 or predecessor law need not be filed with the county clerk.

(4) The county clerk shall receive a fee as provided in KRS 64.012 for each filing made pursuant to subsection (1) or (2) of this section.

(5) The county clerk shall receive a fee pursuant to KRS 64.012 for recording and issuing reports, articles, and statements pertaining to an entity or foreign entity.

(6) Any amendment to articles of incorporation or a certificate of limited partnership that was itself not required to be filed with the Secretary of State under the law applicable at the time of incorporation or organization shall be filed by the county clerk notwithstanding the absence of a prior filing with the Secretary of State.

Effective: July 12, 2012

History: Amended 2012 Ky. Acts ch. 81, sec. 79, effective July 12, 2012; and ch. 160, sec. 128, effective July 12, 2012. -- Created 2010 Ky. Acts ch. 151, sec. 11, effective January 1, 2011.

Legislative Research Commission Note (7/12/2012). This statute was amended by 2012 Ky. Acts chs. 81 and 160, which do not appear to be in conflict and have been codified together.

14A.2-050 Forms.

(1) The Secretary of State shall prescribe and furnish on request forms for:

(a) An application for a certificate of existence;

(b) An application for a certificate of authority;

(c) An amended application for a certificate of authority;

(d) A certificate of withdrawal;

(e) A change of registered office, registered agent, or both;

(f) A change of principal address;

(g) The resignation of the registered agent, the registered office, or both;

(h) An application for a reserved name;

(i) The renewal of a reserved name;

(j) The transfer of a reserved name;

(k) Name registration;

(l) The annual report; and

(m) An amendment to the annual report.

(2) The use of the forms referred to in paragraphs (e), (f), (g), (h), (i), (k), and (l) of subsection (1) of this section shall be mandatory. If the Secretary of State so requires, the use of some or all of the other forms listed in subsection (1) shall be mandatory.

(3) The Secretary of State may prescribe and furnish on request forms for other documents required or permitted to be filed by this chapter, but their use shall not be mandatory.

Effective: June 8, 2011

History: Amended 2011 Ky. Acts ch. 29, sec. 5, effective June 8, 2011. -- Created 2010 Ky. Acts ch. 151, sec. 12, effective January 1, 2011.

14A.2-060 Fees and miscellaneous charges.

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

(a) Application for use of indistinguishable name ....$ 20

(b) Application or renewal of application for reserved name ....$ 15

(c) Cancellation of application for reserved name ....$ 10

(d) Notice of transfer of reserved name ....$ 15

(e) Application for registered name ....$ 36

(f) Application for renewal of registered name ....$ 36

(g) Statement of change of registered office or registered agent, or both ....$ 10

(h) Statement of change of principal office address ....$ 10

(i) Agent's statement of change of registered office for each affected entity or foreign entity ....$ 10
not to exceed a total of $2,000

(j) Reinstatement penalty following administrative dissolution ....$ 100

(k) Application for certificate of authority ....$ 90

(l) Application for amended certificate of authority ....$ 40

(m) Certificate of withdrawal ....$ 40

(n) Certificate of existence ....$ 10

(o) Certificate of authorization..$ 10

(p) Any other document required or permitted to be filed by this chapter ....$ 15

(q) Agent's statement of resignation ....No fee

(r) Certificate of administrative dissolution ....No fee

(s) Certificate of reinstatement ....No fee

(t) Certificate of revocation of authority to transact business ....No fee

(u) Certificate of association ....$ 15

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

(b) Notwithstanding paragraph (a) of this subsection, a veteran-owned business organized after August 1, 2018, is exempt from paying the fee for filing an annual report or amendment thereto for the first four (4) years after its initial organization, but is not exempt from any filing requirement or deadline for filing an annual report.

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

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

(a) Five dollars ($5) per request for the first five (5) pages and fifty cents ($0.50) a page for each page thereafter; and

(b) Five dollars ($5) for the certificate.

Effective: July 15, 2020

History: Amended 2020 Ky. Acts ch. 125, sec. 2, effective July 15, 2020. -- Amended 2018 Ky. Acts ch. 58, sec. 4, effective July 14, 2018. -- Amended 2017 Ky. Acts ch. 193, sec. 4, effective June 29, 2017. -- Created 2010 Ky. Acts ch. 151, sec. 13, effective January 1, 2011.

14A.2-070 Effective time and date of filing.

(1) Except as provided in subsection (2) of this section and KRS 14A.2-090(3), a document delivered to the Secretary of State for filing shall be effective:

(a) On the date and at the time of filing, as evidenced by such means as the Secretary of State may use for the purpose of recording the date and time of filing; or

(b) At the time specified in the document as its effective time on the date it is effective.

(2) A document may specify a delayed effective time and date, and if it does so the document shall become effective at the time and date specified. If a delayed effective date but no time is specified, the document shall be effective as of 5 p.m. prevailing time in Frankfort, Kentucky, on that date. A delayed effective date for a document may not be later than the ninetieth day after the date it is filed; a document delivered for filing with a delayed effective date more than ninety (90) days after the date of filing will be effective on the ninetieth day thereafter. A document cannot have an effective time or date preceding the document's filing by the Secretary of State.

(3) A document filed by the Secretary of State shall be effective regardless of a failure to file the document with the county clerk pursuant to KRS 14A.2-040.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 14, effective January 1, 2011.

14A.2-080 Withdrawal of filing before effectiveness.

(1) The parties to a document having a delayed effective date, time, or both may withdraw the filing before it takes effect.

(2) To withdraw a document, the parties shall deliver a statement of withdrawal to the Secretary of State for filing.

(3) A statement of withdrawal shall:

(a) Be signed on behalf of each party to the action or transaction contemplated by the initial document in accordance with KRS 14A.2-020;

(b) State the nature of the document to be withdrawn, the date of the filing, and the parties to the filing; and

(c) State that the document has been withdrawn in accordance with the agreement of the parties.

(4) From the filing by the Secretary of State of a statement of withdrawal, the action or transaction evidenced by the original filing shall not take effect.

(5) A statement of withdrawal shall be accompanied by a filing fee equal to that of the filed document that is being withdrawn.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 15, effective January 1, 2011.

14A.2-090 Correcting filed documents.

(1) An entity or foreign entity may correct a document filed by the Secretary of State if:

(a) The document contains an inaccuracy;

(b) The document was defectively executed, attested, sealed, verified, or acknowledged; or

(c) Electronic transmission of the document to the Secretary of State was defective.

(2) A document is corrected by:

(a) Preparing articles of correction that:

1. Describe the document, including its filing date, or attach a copy of it to the articles of correction;

2. Specify the inaccuracy or defect to be corrected; and

3. Correct the inaccuracy or defect; and

(b) Delivering the articles of correction to the Secretary of State for filing.

(3) Articles of correction shall be effective on the effective date of the document they correct except as to persons relying on the uncorrected document adversely affected by the correction. As to those persons, articles of correction shall be effective when filed.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 16, effective January 1, 2011.

14A.2-100 Filing duty of Secretary of State.

(1) If a document delivered to the office of the Secretary of State for filing satisfies the requirements of this chapter and applicable organic law, the Secretary of State shall file it.

(2) The Secretary of State files a document by recording it as filed as provided in KRS 14A.2-070(1)(a).

(3) After filing a document, the Secretary of State shall deliver to the entity or foreign entity or to the person delivering the document for filing or to another person as identified in writing a copy of the document with an acknowledgment of the time and date of filing.

(4) If the Secretary of State refuses to file a document, the Secretary of State shall return it to the filer within five (5) days after the document was delivered, together with a brief, written explanation of the reason for the refusal.

(5) The Secretary of State's delivery of an acknowledgment of filing, an explanation for the reason a document was not filed, or other communication as to a document filed or delivered for filing may be accomplished electronically.

(6) The Secretary of State's duty to file documents under this section shall be ministerial. The filing or refusal to file a document shall not:

(a) Affect the validity or invalidity of the document in whole or part;

(b) Relate to the correctness or incorrectness of information contained in the document; or

(c) Create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 17, effective January 1, 2011.

14A.2-110 Appeal from Secretary of State's refusal to file document.

(1) If the Secretary of State refuses to file a document delivered for filing, the entity, foreign entity, or other person making the delivery for filing may appeal the refusal to the Franklin Circuit Court. The appeal shall be commenced by petitioning the court to compel filing the document and by attaching to the petition the document as delivered for filing and the Secretary of State's explanation of the refusal to file.

(2) The court may summarily order the Secretary of State to file the document or take other action the court considers appropriate.

(3) The court's final decision may be appealed as in other civil proceedings.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 18, effective January 1, 2011.

14A.2-120 Evidentiary effect of filed document.

(1) A certificate from the Secretary of State delivered with a copy of the document filed by the Secretary of State shall be conclusive evidence that the original document is on file with the Secretary of State.

(2) The certificate shall bear the signature of the Secretary of State, which may be in facsimile, and the seal of the Commonwealth.

(3) The only obligation of the Secretary of State is to certify that a document is of record, and the Secretary of State is not obligated to certify as to the accuracy of any fact set forth in a document of record.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 19, effective January 1, 2011.

14A.2-130 Certificate of existence.

(1) Anyone may apply to the Secretary of State to furnish a certificate of existence for an entity.

(2) A certificate of existence shall set forth:

(a) The entity's real name;

(b) That the entity was duly organized under the laws of this Commonwealth, the date of its organization, and the period of its duration if less than perpetual;

(c) That no articles of dissolution, statement of cancellation, or document of similar import is effective;

(d) That all fees, taxes, and penalties owed to this Commonwealth have been paid, if:

1. Payment is reflected in the records of the Secretary of State; and

2. Nonpayment affects the existence of the entity;

(e) That its most recent annual report required by KRS 14A.6-010 or predecessor law has been filed by the Secretary of State; and

(f) Subject to KRS 14A.2-120(3), other facts of record in the office of the Secretary of State that may be requested by the applicant.

(3) Subject to any qualification stated in the certificate, a certificate of existence issued by the Secretary of State may be relied upon as conclusive evidence that the entity is in existence.

(4) This section shall not apply to:

(a) Partnerships organized pursuant to KRS Chapter 362 or 362.1;

(b) Limited partnerships other than those subject to KRS Chapter 362.2;

(c) Business trusts governed as to their internal affairs by KRS Chapter 386; or

(d) An individual series of a series entity.

Effective: July 12, 2012

History: Amended 2012 Ky. Acts ch. 81, sec. 80, effective July 12, 2012. -- Created 2010 Ky. Acts ch. 151, sec. 20, effective January 1, 2011.

14A.2-140 Certificate of authorization.

(1) Anyone may apply to the Secretary of State to furnish a certificate of authorization for a foreign entity.

(2) A certificate of authorization shall set forth:

(a) The foreign entity's real name and, if applicable, its fictitious name as adopted for use in this Commonwealth;

(b) That the foreign entity is authorized to transact business in this Commonwealth;

(c) That all fees, taxes, and penalties owed to this Commonwealth have been paid, if:

1. Payment is reflected in the records of the Secretary of State; and

2. Nonpayment affects the authorization of the foreign entity to transact business in this Commonwealth;

(d) That its most recent annual report required by KRS 14A.6-010 or predecessor law has been filed by the Secretary of State;

(e) That no certificate of withdrawal or document of similar import under prior law has been filed; and

(f) Other facts of record in the office of the Secretary of State that may be requested by the applicant.

(3) Subject to any qualification stated in the certificate, a certificate of authorization issued by the Secretary of State may be relied upon as conclusive evidence that the foreign entity is authorized to transact business in this Commonwealth.

(4) This section shall not apply to:

(a) A foreign partnership except as provided in KRS 14A.9-030(5);

(b) A foreign rural telephone cooperative or foreign rural electric cooperative not obligated to qualify to transact business by filing an application for a certificate of authority or document of similar import with the Secretary of State; or

(c) An individual series of a series entity.

Effective: July 12, 2012

History: Amended 2012 Ky. Acts ch. 81, sec. 81, effective July 12, 2012. -- Created 2010 Ky. Acts ch. 151, sec. 21, effective January 1, 2011.

14A.2-150 Other certificates.

In addition to a certificate of existence and a certificate of authorization issued pursuant to KRS 14A.2-130 and 14A.2-140, the Secretary of State, subject to KRS 14A.2-120(3), may issue additional certificates as the Secretary of State shall determine to be appropriate.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 22, effective January 1, 2011.

14A.2-160 Filing by the Secretary of State -- Entity to be in good standing -- Exceptions.

(1) An entity or foreign entity shall be in good standing in order for documents delivered by or on behalf of the entity or foreign entity to be filed by the Secretary of State.

(2) Subsection (1) of this section shall not apply to:

(a) An application to reinstate subsequent to administrative dissolution;

(b) A permitted revocation of a voluntary dissolution;

(c) An application for a certificate of authority filed on behalf of a foreign entity whose prior certificate of authority was revoked; or

(d) A permitted amendment of the organizational filing of an entity whose period of duration has expired.

(3) Notwithstanding that an entity or foreign entity is not in good standing, the registered agent may deliver for filing and the Secretary of State may file:

(a) The resignation of the registered agent, the discontinuance of the registered office, or both; or

(b) A change of registered office filed by the registered agent.

Effective: June 8, 2011

History: Created 2011 Ky. Acts ch. 29, sec. 1, effective June 8, 2011.

14A.2-165 Veteran-owned business -- Exemption from paying filing fees for certain business documents.

Any veteran-owned business that is organized after August 1, 2018, is exempt from paying the filing fees for:

(1) Articles of incorporation, an amendment of articles of incorporation, amended and restated articles of incorporation, or a restatement of articles of incorporation under KRS Chapter 271B for a corporation or under KRS Chapter 273 for a nonprofit corporation;

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

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

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

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

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

Effective: July 15, 2020

History: Amended 2020 Ky. Acts ch. 125, sec. 3, effective July 15, 2020. -- Created 2018 Ky. Acts ch. 58, sec. 3, effective July 14, 2018.

14A.3-010 Entity name.

(1) Except as authorized by subsection (24) of this section, the real name of an entity or foreign entity shall be distinguishable from any name of record with the Secretary of State.

(2) The real name of a corporation or nonprofit corporation:

(a) 1. Shall end with the word "corporation," "company," or "limited" or the abbreviation "Corp.," "Inc.," "Co.," or "Ltd." or words or abbreviations of like import in another language, provided, however, that if a nonprofit corporation's name includes the word "company" or the abbreviation "Co.," it may not be immediately preceded by the word "and" or the abbreviation "&";

2. If a professional service corporation, shall end with the words "professional service corporation" or the abbreviation "P.S.C."; or

3. If a public benefit corporation, shall end with the words "public benefit corporation" or "benefit corporation" or the abbreviation "P.B.C." or "PBC"; and

(b) Shall not contain language stating or implying that the corporation is organized for a purpose other than that permitted by its organic act and its articles of incorporation.

(3) The real name of a limited liability company shall end with the phrase "limited liability company" or "limited company" or the abbreviation "LLC" or "LC," provided, however, if the company is a professional limited liability company the name shall end with the phrase "professional limited liability company" or "professional limited company" or the abbreviation "PLLC" or "PLC." In the name of either a limited liability company or a professional limited liability company, the word "limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co."

(4) The real name of a limited liability partnership registered pursuant to KRS 362.555 shall contain the phrase "Registered Limited Liability Partnership" or the abbreviation "LLP" as the last words or letters of its name.

(5) The real name of a partnership subject to KRS 362.1-101 to 362.1-975, the "Kentucky Revised Uniform Partnership Act (2006)":

(a) Shall not contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."; and

(b) May contain the word "limited" or the abbreviation "Ltd." only if the partnership has filed a statement of qualification.

(6) The real name of a limited liability partnership that has filed a statement of qualification pursuant to KRS 362.1-931 shall end with the phrase "Registered Limited Liability Partnership" or "Limited Liability Partnership" or the abbreviation "R.L.L.P.," "L.L.P.," "RLLP," or "LLP."

(7) The real name of a limited partnership subject to KRS 362.401 to 362.525, the "Kentucky Revised Uniform Limited Partnership Act," shall:

(a) Contain the word "Limited" or the abbreviation "Ltd." unless the limited partnership was formed under any statute of the Commonwealth prior to the adoption of the Kentucky Revised Uniform Limited Partnership Act;

and

(b) Not contain the name of a limited partner unless:

1. That name is also the name of a general partner; or

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

(8) The real name of a limited partnership subject to KRS 362.2-102 to 362.2-977, the "Kentucky Uniform Limited Partnership Act (2006)," that is not a limited liability limited partnership may contain the name of any partner and shall:

(a) End with the phrase "limited partnership" or "limited" or the abbreviation "L.P.," "LP," or "Ltd."; and

(b) Not contain the phrase "limited liability limited partnership" or the abbreviation "L.L.L.P." or "LLLP."

(9) The real name of a limited partnership subject to KRS 362.2-102 to 362.2-977, the "Kentucky Uniform Limited Partnership Act (2006)," that is a limited liability limited partnership may contain the name of any partner and shall:

(a) End with the phrase "limited liability limited partnership" or the abbreviation "L.L.L.P." or "LLLP"; and

(b) Not contain only the phrase "limited partnership" or the abbreviation "L.P." or "LP."

(10) Subject to KRS 362.2-974, subsections (8) and (9) of this section shall not apply to a limited partnership formed under any statute of this Commonwealth prior to July 15, 1988.

(11) The real name of a rural telephone cooperative corporation:

(a) Shall contain the word "Telephone," "Telecommunications," "Company," or "Corporation" and the abbreviation "Inc.," unless in an affidavit made by its president or vice president, and filed with the Secretary of State, or in an affidavit made by a person signing articles of incorporation, consolidation, merger, or conversion which relate to that cooperative, and filed, together with any such articles, with the Secretary of State, it shall appear that the cooperative desires to do business in another state and is or would be precluded there from by reason of the inclusion of such words or either thereof in its name; and

(b) May include the word "Cooperative."

(12) The phrase "Rural Electric Cooperative" may not be used in the name of any entity or foreign entity except for one formed under KRS Chapter 279.

(13) Except as otherwise provided in this section, the word "cooperative" may not be used in the name of any entity doing business in this Commonwealth.

(14) The name of a limited cooperative association shall end with the words "limited cooperative association" or "limited cooperative" or the abbreviation "L.C.A." or "LCA." "Limited" may be abbreviated as "Ltd.," "Cooperative" may be abbreviated as "Co-op" or "Coop," and "Association" may be abbreviated as "Assoc." or "Assn."

(15) There are no required identifiers for a business trust or a statutory trust, but the name of a business or statutory trust may include "Limited" or "Ltd." and may not include any of "incorporated," "corporation," "Inc.," "Corp.," "partnership," or

"cooperative."

(16) The real name of an unincorporated nonprofit association that has filed a certificate of association with the Secretary of State shall end with "Limited" or "Ltd.," and the real name of an unincorporated nonprofit association that has not filed a certificate of association with the Secretary of State shall not include "Limited" or "Ltd." No unincorporated nonprofit association shall include in its name any of "incorporated," "corporation," "Inc.," "Corp.," "company," "partnership," "benefit," or "cooperative."

(17) This chapter does not control the use of assumed names.

(18) The filing of articles of incorporation, articles of organization, articles of association, a statement of qualification, a certificate of limited partnership, a declaration or certificate of trust, a certificate of association, an application to transact authority in the Commonwealth, a statement of foreign qualification, a name registration, or name reservation under a particular name shall not automatically prevent the use of that name or protect that name from use by other persons.

(19) The provisions of subsection (2)(a) of this section shall not affect the right of any nonprofit corporation existing on June 13, 1968, to continue the use of its name as then in effect.

(20) The assumption of a nonprofit corporate name in violation of this section shall not affect or vitiate the corporate existence, but the courts of this Commonwealth having equity jurisdiction may, upon the application of the Commonwealth or of any person interested or affected, enjoin such corporation from doing business under a name assumed in violation of this section, although a certificate of incorporation may have been issued.

(21) This section shall not apply to any domestic or foreign telephone cooperative which became subject to KRS 279.310 to 279.600 by complying with the provisions of KRS 279.470 or which does business in this Commonwealth pursuant to KRS 279.570 and which elects to retain a name which does not comply with this section.

(22) Nothing in this section shall limit the ability of a professional regulatory board to promulgate rules governing entities and foreign entities under its jurisdiction.

(23) The real name of a foreign entity will be determined according to KRS 365.015. For entities not covered by that statute, the real name of the foreign entity will be the real name of the entity as so recognized in the jurisdiction of its origination.

(24) The real name of a partnership, other than that of a limited liability partnership as set forth on a statement of qualification or a registration as a limited liability partnership filed pursuant to KRS 362.555 or that of a foreign limited liability partnership as set forth on a statement of foreign qualification, need not be distinguishable from any name of record with the Secretary of State.

Effective: June 29, 2017

History: Amended 2017 Ky. Acts ch. 28, sec. 1, effective June 29, 2017. -- Amended 2015 Ky. Acts ch. 34, sec. 3, effective June 24, 2015. -- Amended 2013 Ky. Acts ch. 106, sec. 3, effective June 25, 2013. -- Amended 2012 Ky. Acts ch. 81, sec. 82, effective July 12, 2012; and ch. 160, sec. 126, effective July 12, 2012. -- Amended 2011 Ky. Acts ch. 29, sec. 6, effective June 8, 2011.

-- Created 2010 Ky. Acts ch. 151, sec. 23, effective January 1, 2011.

Legislative Research Commission Note (1/1/2011). 2010 Ky. Acts ch. 151, sec. 23, in subsection (13), which deals with the business names of cooperative corporations and associations, contains a reference to KRS 271.020 to 272.050. It is apparent from context that this reference should be to KRS 272.020 to 272.050. This change has been made by the Reviser of Statutes under the authority of KRS 7.136(1).

14A.3-020 Reserved name.

(1) A person may reserve the exclusive use of a name, including a fictitious name for a foreign entity whose real name is not available, by delivering an application to the Secretary of State for filing. The application shall set forth the real name and address of the applicant and the name proposed to be reserved. If the Secretary of State finds that the name applied for is distinguishable from any name of record with the Secretary of State, that name shall be reserved for the applicant's exclusive use for a one hundred twenty (120) day period. During the thirty (30) days prior to the expiration of a reservation, the holder thereof may apply to renew the reservation on such form as shall be provided by the Secretary of State. The renewal shall be effective as of the expiration of the current reservation and shall renew the reservation for an additional one hundred twenty (120) days from the otherwise applicable expiration.

(2) A reserved name shall satisfy the requirements of KRS 14A.3-010.

(3) The applicant holding a reserved name may transfer the reservation to another person by delivering to the Secretary of State a signed notice of the transfer that states the name and address of the transferee.

(4) The holder of a reserved name may cancel the reservation by delivery to the Secretary of State of a notice of cancellation, executed by the applicant for whom the name is reserved, that states the reserved name and its initial date of reservation.

(5) It shall not be necessary that a foreign entity desiring to reserve a name be qualified to transact business in this Commonwealth.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 24, effective January 1, 2011.

14A.3-030 Registered name.

(1) A foreign entity may register its real name, or its real name with any addition required by KRS 14A.3-010, if the name is distinguishable upon the records of the Secretary of State.

(2) A foreign entity shall register its real name, or its real name with any addition required by KRS 14A.3-010, by delivering to the Secretary of State for filing an application setting forth:

(a) Its real name, or its real name with any addition required by KRS 14A.3-010;

(b) The state or country of its organization;

(c) Its form of organization;

(d) Its principal office address; and

(e) A brief description of the nature of the business in which it is engaged.

(3) The name shall be registered for the applicant's exclusive use upon the effective date of the application. A registration not renewed as provided in subsection (4) of this section shall expire on the next January 1.

(4) A foreign entity whose registration is effective may renew it for successive years by delivering to the Secretary of State for filing a renewal application, which complies with the requirements of subsection (2) of this section, between October 1 and December 31 of the preceding year. The renewal application when filed shall renew the registration for the following calendar year.

(5) A foreign entity whose registration is effective may thereafter qualify as a foreign entity under the registered name or consent in writing to the use of that name by an entity thereafter organized under the laws of the Commonwealth or by another foreign entity thereafter authorized to transact business in this Commonwealth. The registration shall terminate when the domestic entity is organized or the foreign entity qualifies or consents to the qualification of another foreign entity under the registered name.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 25, effective January 1, 2011.

14A.3-040 Name of foreign entity.

(1) If the real name of a foreign entity does not satisfy the requirements of KRS 14A.3-010 as would apply were the foreign entity organized in this Commonwealth, the foreign entity seeking to obtain or maintain a certificate of authority to transact business in this Commonwealth:

(a) May use a fictitious name to transact business in this Commonwealth if its real name is not distinguishable from any name of record with the Secretary of State; or

(b) May supplement its name with such identifier as would be appropriate under KRS 14A.3-010 were the foreign entity organized in this Commonwealth.

(2) The real or fictitious name of a foreign entity shall be distinguishable upon the records of the Secretary of State from any name of record with the Secretary of State.

(3) If a foreign entity authorized to transact business in this Commonwealth changes its real name to one that does not satisfy the requirements of KRS 14A.3-010, it shall not transact business in this Commonwealth under the changed name until it adopts a fictitious name satisfying the requirements of KRS 14A.3-010 and obtains an amended certificate of authority in accordance with KRS 14A.9-040.

Effective: July 12, 2012

History: Amended 2012 Ky. Acts ch. 160, sec. 132, effective July 12, 2012. -- Created 2010 Ky. Acts ch. 151, sec. 26, effective January 1, 2011.

14A.3-050 Assumed name.

Each entity and each foreign business entity that has qualified to transact business, if transacting business under other than its real or a duly adopted fictitious name, shall comply with KRS 365.015.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 27, effective January 1, 2011.

14A.4-010 Registered office and registered agent required.

(1) Each entity and each foreign entity qualified to transact business in this Commonwealth shall continuously maintain in this Commonwealth:

(a) A registered office that may be the same as any of its places of business; and

(b) A registered agent, who may be:

1. An individual who resides in this Commonwealth and whose business address is identical with the registered office; or

2. An entity or foreign entity qualified to transact business in this Commonwealth whose business address is identical with the registered office.

(2) Unless the registered agent signs the document making the appointment, the appointment of the registered agent or a successor registered agent on whom process may be given is not effective until the agent delivers a statement in writing to the Secretary of State accepting the appointment.

(3) Each entity and each foreign entity maintaining a registered office and agent in this Commonwealth shall provide to its registered agent and update from time to time as necessary the name, business address, and business telephone number of a natural person who is authorized to receive communications from the registered agent. Such person shall be deemed the communications contact for the entity or foreign entity. Every registered agent shall retain in paper or electronic form the information concerning the current communications contact for each entity and each foreign entity for which that registered agent serves as registered agent. If the entity or foreign entity fails to provide the registered agent with a current communications contact, the registered agent may resign as the registered agent for such entity or foreign entity.

(4) This section shall not apply to a domestic or foreign partnership that is not a limited liability partnership.

(5) This section shall not apply to a limited partnership governed as to its internal affairs by the Kentucky Uniform Limited Partnership Act, KRS 362.410 to 362.700.

(6) This section shall not apply to a rural electric cooperative or to a foreign rural electric cooperative that is not required to qualify to transact business by means of a filing with the Secretary of State.

(7) This section shall not apply to a rural telephone cooperative or to a foreign rural telephone cooperative that is not required to qualify to transact business by means of a filing with the Secretary of State.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 28, effective January 1, 2011.

Legislative Research Commission Note (1/1/2011). 2010 Ky. Acts ch. 151, sec. 28(5) cites the Kentucky Uniform Limited Partnership Act, KRS 362.410 to 362.700. These sections were repealed in 1988 Ky. Acts ch. 284, sec. 65.

14A.4-020 Change of registered office or registered agent.

(1) An entity or foreign entity may change its registered office or registered agent or both by delivering a statement of change to the Secretary of State for filing that sets forth:

(a) The name of the entity or foreign entity;

(b) The street address of its current registered office;

(c) If the current registered office is to be changed, the street address of the new registered office;

(d) The name of its current registered agent;

(e) If the current registered agent is to be changed, the name of the new registered agent and the new agent's written consent to the appointment; and

(f) That after the change or changes are made, the street addresses of its registered office and the business office of its registered agent will be identical.

(2) If a registered agent changes its business address, it shall change the street address of the registered office of any entity or foreign entity for which it is the registered agent by notifying the entity or foreign entity in writing of the change and signing and delivering to the Secretary of State for filing a statement that complies with the requirements of subsection (1) of this section and reciting that the entity or foreign entity has been notified of the change.

(3) The change of address of the registered office or registered agent shall be effective upon filing by the Secretary of State. The appointment of a new registered agent shall be effective upon filing of the statement of change by the Secretary of State.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 29, effective January 1, 2011.

14A.4-030 Resignation of registered agent.

(1) A registered agent may resign the appointment by signing and delivering a statement of resignation to the Secretary of State for filing that may also provide that the registered office is discontinued.

(2) After filing the statement, the Secretary of State shall mail one (1) copy to the registered office, if not discontinued, and the other copy to the entity or foreign entity at its principal office.

(3) The agency appointment shall be terminated, and the registered office discontinued, if so provided, on the earlier of:

(a) The appointment of a successor registered agent and, if applicable, registered office; or

(b) The thirty-first day after the date on which the statement of resignation was filed.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 30, effective January 1, 2011.

14A.4-040 Service through registered agent.

(1) An entity's or foreign entity's registered agent shall be its agent for service of process, notice, or demand required or permitted by law to be served on the entity or foreign entity.

(2) If an entity or foreign entity has no registered agent, or the agent cannot with reasonable diligence be served, the entity or foreign entity may be served with process, or any notice or demand may be served by registered or certified mail, return receipt requested, addressed to the entity or foreign entity at its principal office and to the attention of the person or office appropriate for giving notice to the entity or foreign entity. Service shall be perfected under this subsection at the earliest of:

(a) The date the entity or foreign entity receives the mail;

(b) The date shown on the return receipt, if signed on behalf of the entity or foreign entity; or

(c) Five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed postage paid and correctly addressed.

(3) This section does not prescribe the only means, or necessarily the required means, of serving an entity or foreign entity.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 31, effective January 1, 2011.

14A.4-050 Obligations of registered agent.

The duties of a registered agent are to:

(1) Forward to the entity or foreign entity for which it is the registered agent any service of process, notice, or demand received on its behalf; and

(2) Collect and maintain the information described in KRS 14A.4-010(3).

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 32, effective January 1, 2011.

14A.4-060 Venue for action against entity with registered office.

Excepting the actions provided in KRS 452.400, 452.405, 452.410, 452.415, 452.420, 452.430, 452.440, 452.445, 452.465, and 452.475, an action against an entity or foreign entity that maintains a registered office may be brought in the county in which the office is situated.

Effective: June 29, 2017

History: Created 2017 Ky. Acts ch. 193, sec. 1, effective June 29, 2017.

14A.5-010 Statement of change of principal office.

(1) An entity required in its organizational filing to identify its principal office or a foreign entity qualified to transact business that changes the mailing address of its principal office shall deliver to the Secretary of State for filing, on a form supplied by the Secretary of State, a statement of change that sets forth:

(a) The name of the entity or foreign entity;

(b) The address of its principal office prior to the change; and

(c) The new principal office address.

(2) Subsection (1) of this section shall apply to a statement of registration as a limited liability partnership filed pursuant to KRS 382.335 or statements filed pursuant to KRS Chapter 362.1.

(3) Subsection (1) of this section shall apply to a change in the designated office of a limited partnership.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 33, effective January 1, 2011.

14A.6-010 Annual report.

(1) Each entity and each foreign entity authorized to transact business in this Commonwealth shall deliver to the Secretary of State for filing an annual report that sets forth:

(a) The name of the entity or foreign entity and the state or country under whose law it is organized;

(b) The address of its registered office and the name of its registered agent at that office in this Commonwealth;

(c) The address of its principal office; and

(d) With respect to each:

1. Corporation, not-for-profit corporation, cooperative, association, or limited cooperative association, whether domestic or foreign:

a. The name and business address of the secretary or other officer with responsibility for authenticating the records of the entity;

b. The name and business address of each other principal officer; and

c. The name and business address of each director;

2. Manager-managed limited liability company, whether domestic or foreign, the name and business address of each manager;

3. Limited partnership, whether domestic or foreign, the name and business address of each general partner;

4. Business trust, whether domestic or foreign, the name and business address of each trustee;

5. Professional service corporation, domestic or foreign, a statement that each of the shareholders, not less than one-half (1/2) of the directors, and each of the officers other than secretary and treasurer is a qualified person; and

6. Unincorporated nonprofit association, the name and business address of each manager.

(2) Information in the annual report shall be current as of the date the annual report is executed on behalf of the entity or foreign entity.

(3) The first annual report shall be delivered to the Secretary of State between January 1 and June 30 of the year following the calendar year in which an entity was organized or a foreign entity was authorized to transact business in this state. Subsequent annual reports shall be delivered to the Secretary of State between January 1 and June 30 of each following calendar year.

(4) If an annual report does not contain the information required by this section, the Secretary of State shall promptly notify the entity or foreign entity in writing and return the report to it for correction, which notification may be accomplished electronically. For purposes of KRS 14A.2-130 or 14A.2-140, an annual report returned for correction shall not be deemed to have been delivered until it is returned and accepted by the Secretary of State.

(5) An entity or foreign entity may amend the information in its last filed annual

report by delivery of an amendment to the annual report to the Secretary of State for filing on such form as is provided by the Secretary of State.

(6) An unincorporated nonprofit association that has filed a certificate of association is subject to this section.

(7) The requirement to file an annual report shall not apply to:

(a) A limited partnership governed as to its internal affairs by the Kentucky Uniform Limited Partnership Act as it existed prior to its repeal by 1988 Ky. Acts ch. 284, sec. 65;

(b) A partnership other than a limited liability partnership that has filed a statement of qualification pursuant to KRS 362.1-951 or a foreign limited liability partnership;

(c) A foreign rural electric cooperative or foreign rural telephone cooperative not required to qualify to transact business by a filing with the Secretary of State; or

(d) An unincorporated nonprofit association that has not filed a certificate of association.

Effective: June 29, 2017

History: Amended 2017 Ky. Acts ch. 193, sec. 5, effective June 29, 2017. -- Amended 2015 Ky. Acts ch. 34, sec. 4, effective June 24, 2015. -- Amended 2012 Ky. Acts ch. 160, sec. 129, effective July 12, 2012. -- Amended 2011 Ky. Acts ch. 29, sec. 7, effective June 8, 2011. -- Created 2010 Ky. Acts ch. 151, sec. 34, effective January 1, 2011.

14A.7-010 Grounds for administrative dissolution.

(1) The Secretary of State may commence a proceeding to administratively dissolve an entity:

(a) If the entity does not deliver for filing its annual report with the Secretary of State by the due date thereof;

(b) If the entity is without a registered office or registered agent in this state for sixty (60) days or more;

(c) If the entity does not notify the Secretary of State within sixty (60) days that its registered office or registered agent has been changed, that its registered office has been discontinued or that its registered agent has resigned; or

(d) For such other reasons as are provided in this chapter or the organic law governing the entity.

(2) Subsection (1)(a) of this section shall not apply to any entity not obligated to file an annual report.

(3) Subsection (1)(b) and (c) of this section shall not apply to any entity that is not obligated to maintain a registered office and agent.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 35, effective January 1, 2011.

14A.7-020 Procedure for and effect of administrative dissolution.

(1) If the Secretary of State determines that one (1) or more grounds exist for the administrative dissolution of an entity, the Secretary of State shall advise the entity of that determination.

(2) If the entity does not within sixty (60) days from the date on which the notice was mailed, correct each ground for dissolution or demonstrate to the reasonable satisfaction of the Secretary of State that each ground determined by the Secretary of State does not exist, the Secretary of State shall administratively dissolve the entity by signing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. The Secretary of State shall file the original of the certificate and advise the entity of that determination.

(3) An entity administratively dissolved continues its existence but shall not carry on any business except that necessary to wind up and liquidate its business and affairs.

(4) The administrative dissolution of an entity shall not terminate the authority of its registered agent.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 36, effective January 1, 2011.

14A.7-030 Reinstatement following administrative dissolution.

(1) An entity administratively dissolved under KRS 14A.7-020 or predecessor law may apply to the Secretary of State for reinstatement at any time after the effective date of dissolution. The application shall:

(a) Recite the name of the entity and the effective date of its administrative dissolution;

(b) State that the ground or grounds for dissolution either did not exist or have been eliminated;

(c) State that the entity's name satisfies the requirements of KRS 14A.3-010;

(d) Contain a certificate from the Department of Revenue reciting that all taxes owed by the entity have been paid;

(e) Contain a representation that the entity has taken no steps to wind up and liquidate its business and affairs and notify claimants;

(f) If a business corporation, contain a certificate from the Office of Unemployment Insurance reciting that all employer contributions, interest, penalties, and service capacity upgrade fund assessments have been paid; and

(g) Be accompanied by the reinstatement penalty and the current fee for filing each delinquent annual report as provided for in this chapter.

(2) If the Secretary of State determines that the application satisfies the requirement of subsection (1) of this section, he or she shall cancel the certificate of dissolution and prepare a certificate of existence that recites his or her determination and the effective date of reinstatement, file the original of the certificate, and notify the entity of that filing, which notification may be accomplished electronically.

(3) When the reinstatement is effective:

(a) It shall relate back to and take effect as of the effective date of the administrative dissolution:

(b) The entity shall continue carrying on its business as if the administrative dissolution or revocation had never occurred; and

(c) The liability of any agent shall be determined as if the administrative dissolution or revocation had never occurred.

(4) Notwithstanding any other provision to the contrary, any entity which was administratively dissolved and has taken the action necessary to wind up and liquidate its business and affairs and notify claimants shall be prohibited from reinstatement.

Effective: July 1, 2022

History: Amended 2022 Ky. Acts ch. 236, sec. 14, effective July 1, 2022. -- Amended 2019 Ky. Acts ch. 146, sec. 3, effective June 27, 2019. -- Amended 2012 Ky. Acts ch. 81, sec. 83, effective July 12, 2012. -- Created 2010 Ky. Acts ch. 151, sec. 37, effective January 1, 2011.

14A.7-040 Appeal from denial of reinstatement.

(1) If the Secretary of State denies an entity's application for reinstatement the Secretary of State shall notify the entity and provide the reason or reasons for denial, which notification may be accomplished electronically.

(2) The entity may appeal the denial of reinstatement to the Franklin Circuit Court. The entity may appeal by petitioning the court to set aside the dissolution and attaching to the petition copies of the Secretary of State's certificate of dissolution, the entity's application for reinstatement, and the Secretary of State's notice of denial.

(3) The court may summarily order the Secretary of State to reinstate the dissolved entity or may take other action the court considers appropriate.

(4) The court's final decision may be appealed as in other civil proceedings.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 38, effective January 1, 2011.

14A.8-010 End of duration.

(1) An entity, upon the expiration of its period of duration as set forth in its organic filing, may in the sixty (60) day period thereafter amend its organic filing to extend its period of duration or to delete its period of duration, which amendment shall relate back to the day immediately preceding the expiration of the period of duration.

(2) An entity that fails to so amend its organic filing in that sixty (60) day period may not thereafter be reinstated, and shall liquidate its business and affairs in accordance with its organic act.

(3) The Secretary of State may with respect to an entity whose period of duration has expired issue a certificate of dissolution or document of similar import notwithstanding that such certificate is issued within the sixty (60) day period referenced in subsection (1) of this section.

(4) This section shall have no bearing on whether or not the owners and representatives of an entity, after expiration of its period of duration, have limited liability from the debts, obligations, and liabilities of the entity.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 39, effective January 1, 2011.

14A.9-010 Authority to transact business required -- Certificate of authority required for award of state contract -- Exception for foreign insurer.

(1) A foreign entity shall not transact business in this Commonwealth until it obtains a certificate of authority from the Secretary of State.

(2) The following activities, among others, shall not constitute transacting business within the meaning of subsection (1) of this section:

(a) Maintaining, defending, or settling any proceeding;

(b) Holding meetings of the board of directors, shareholders, partners, members, managers, beneficial owners, or trustees or carrying on other activities concerning the internal affairs of the foreign entity;

(c) Maintaining bank accounts;

(d) Maintaining offices or agencies for the transfer, exchange, and registration of the foreign entity's own securities or maintaining trustees or depositaries with respect to those securities;

(e) Selling through independent contractors;

(f) Soliciting or obtaining orders, whether by mail or through employees, agents, or otherwise, if the orders require acceptance outside this state before they become contracts;

(g) Creating or acquiring indebtedness, mortgages, and security interests in real, personal, or intangible property;

(h) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts;

(i) Owning, without more, real or personal property;

(j) Conducting an isolated transaction that is completed within thirty (30) days and that is not one (1) in the course of repeated transactions of a like nature; and

(k) Transacting business in interstate commerce.

(3) The list of activities in subsection (2) of this section is not exhaustive.

(4) Except as provided in subsection (6) of this section, this section shall not apply to foreign general partnerships. Whether a foreign limited liability partnership is transacting business in this Commonwealth shall be determined under subsection (2) of this section. A foreign limited liability partnership that is transacting business in this Commonwealth shall file a statement of foreign qualification pursuant to KRS 362.1-951.

(5) This section shall not apply in determining the contacts or activities that may subject a foreign entity to service of process or taxation in this Commonwealth or to regulation under any other law of this Commonwealth.

(6) Notwithstanding any other law to the contrary, a foreign entity, in order to be eligible for award of a state contract under KRS Chapter 45A or 176, shall have a certificate of authority or a statement of foreign qualification.

(7) A foreign insurer with a certificate of authority from the commissioner of the

Department of Insurance is not subject to subsection (1) or (6) of this section.

Effective: June 24, 2015

History: Amended 2015 Ky. Acts ch. 34, sec. 5, effective June 24, 2015. -- Amended 2012 Ky. Acts ch. 81, sec. 84, effective July 12, 2012. -- Amended 2011 Ky. Acts ch. 80, sec. 1, effective June 8, 2011. -- Created 2010 Ky. Acts ch. 151, sec. 40, effective January 1, 2011.

Legislative Research Commission Note (1/1/2011). The word "contracts" in subsection (5) of this statute has been changed in codification to "contacts." This manifest clerical or typographical error has been corrected by the Reviser of Statutes under the authority of KRS 7.136(1).

14A.9-020 Consequences of transacting business without authority.

(1) A foreign entity transacting business in this Commonwealth without a certificate of authority may not maintain a proceeding in any court in this Commonwealth until it obtains a certificate of authority.

(2) Neither the successor to a foreign entity that transacted business in this Commonwealth without a certificate of authority nor the assignee of a cause of action arising out of that business shall maintain a proceeding based on that cause of action in any court in this Commonwealth until the foreign entity or the assignee of the cause of action obtains a certificate of authority.

(3) A court may stay a proceeding commenced by a foreign entity, its successor, or assignee until it determines whether the foreign entity, its successor, or assignee requires a certificate of authority. If it so determines, the court may further stay the proceeding until the foreign entity, its successor, or assignee obtains the certificate.

(4) A foreign entity is liable for a civil penalty of two dollars ($2) for each day it transacts business in this Commonwealth without a certificate of authority. The Secretary of State may collect all penalties due under this subsection.

(5) Notwithstanding subsections (1) and (2) of this section, the failure of a foreign entity to obtain a certificate of authority shall not impair the validity of the acts of the foreign entity or prevent it from defending any proceeding in this Commonwealth.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 41, effective January 1, 2011.

14A.9-030 Application for certificate of authority.

(1) A foreign entity may apply for a certificate of authority to transact business in this Commonwealth by delivering an application to the Secretary of State for filing. The application shall set forth:

(a) The real name of the foreign entity and, if its real name is unavailable for use in this Commonwealth, a name that satisfies the requirements of KRS 14A.3-010;

(b) The name of the state or country under whose law it is organized;

(c) Its form of organization;

(d) Its date of organization;

(e) Its period of duration or a statement that its duration is perpetual;

(f) The street address of its principal office;

(g) The address of its registered office in this Commonwealth and the name of its registered agent at that office;

(h) The names and usual business addresses of:

1. The secretary, the other principal officers, and the directors, if the entity is a foreign corporation or foreign limited cooperative association;

2. Each of the general partners, if the entity is a foreign limited partnership;

3. Each of the managers, if the entity is a foreign limited liability company with managers; or

4. Each of the trustees, if the entity is a foreign business trust;

(i) If the foreign entity is a foreign limited partnership, whether it is a foreign limited liability limited partnership; and

(j) If the foreign entity is a foreign professional service corporation, a representation that all of the shareholders, not less than one-half (1/2) of the directors, and all officers other than the secretary and treasurer would be qualified persons with respect to the corporation were it incorporated in this Commonwealth.

(2) The execution of a certificate of authority shall constitute a representation by that person that the foreign entity validly exists under the laws of its jurisdiction of organization.

(3) Unless the registered agent signs the application, the foreign entity shall deliver with the application for certificate of authority the registered agent's written consent to the appointment.

(4) A certificate of authority or document of similar import of record with the Secretary of State as of the date immediately preceding January 1, 2011, including a statement of foreign qualification, shall remain effective, but its amendment shall be governed by KRS 14A.9-040.

(5) A foreign general partnership, being a general partnership not governed as to its internal affairs by Subchapter 1 of KRS Chapter 362, or predecessor law, may for purposes of complying with KRS 45A.480 and 176.085 apply for and receive a

certificate of authority. The application for the certificate of authority shall satisfy the requirements of subsection (1) of this section and as well list the names and usual business addresses of each partner in the partnership.

Effective: July 12, 2012

History: Amended 2012 Ky. Acts ch. 81, sec. 85, effective July 12, 2012; and ch. 160, sec. 130, effective July 12, 2012. -- Created 2010 Ky. Acts ch. 151, sec. 42, effective January 1, 2011.

Legislative Research Commission Note (7/12/2012). This statute was amended by 2012 Ky. Acts chs. 81 and 160, which do not appear to be in conflict and have been codified together.

14A.9-040 Amended certificate of authority.

(1) A foreign entity authorized to transact business in this Commonwealth shall obtain an amended certificate of authority from the Secretary of State if it changes any information required by KRS 14A.9-030(1).

(2) The requirements of KRS 14A.9-030 for obtaining an original certificate of authority shall apply to obtaining an amended certificate.

(3) A foreign entity that changes its principal office address shall promptly satisfy the requirements of KRS 14A.5-010.

(4) A foreign entity that changes its registered office, its registered agent, or both as maintained in this Commonwealth shall promptly satisfy the requirements of KRS 14A.4-020.

Effective: June 8, 2011

History: Amended 2011 Ky. Acts ch. 29, sec. 22, effective June 8, 2011. -- Created 2010 Ky. Acts ch. 151, sec. 43, effective January 1, 2011.

14A.9-050 Effect of certificate of authority.

(1) A certificate of authority shall authorize the foreign entity to which it is issued the authority to transact business in this Commonwealth subject, however, to the right of the Commonwealth to revoke the certificate as provided in this chapter.

(2) A foreign entity with a valid certificate of authority shall have the same but no greater rights and shall have the same but no greater privileges as, and except as otherwise provided by this chapter shall be subject to the same duties, restrictions, penalties, and liabilities now or later imposed on, a domestic entity of like character.

(3) This chapter shall not authorize this Commonwealth to regulate the organization or internal affairs, including the inspection of books, records, and documents, of a foreign entity transacting business in this Commonwealth.

(4) Nothing in this section shall be interpreted or construed to limit the capacity and authority of a professional regulatory board to regulate the terms and manner by which professional services are rendered in the Commonwealth of Kentucky through or on behalf of a foreign entity.

Effective: June 25, 2013

History: Amended 2013 Ky. Acts ch. 106, sec. 4, effective June 25, 2013. -- Created 2010 Ky. Acts ch. 151, sec. 44, effective January 1, 2011.

14A.9-060 Withdrawal of foreign entity.

(1) A foreign entity authorized to transact business in this Commonwealth shall not withdraw from this Commonwealth until there has been filed with the Secretary of State a certificate of withdrawal.

(2) A foreign entity authorized to transact business in this Commonwealth may submit a certificate of withdrawal for filing by delivering it to the Secretary of State. The certificate shall set forth:

(a) The real name of the foreign entity and, if applicable, the fictitious name under which it has qualified to transact business in this Commonwealth;

(b) The name of the state or country under whose law it is organized;

(c) That it is not transacting business in this Commonwealth and that it surrenders its authority to transact business in this Commonwealth;

(d) That it revokes the authority of its registered agent to accept service on its behalf and appoints the Secretary of State as its agent for service of process in any proceeding based on a cause of action arising consequent to having transacted business in this Commonwealth;

(e) A mailing address to which the Secretary of State may mail a copy of any process served on the Secretary of State under paragraph (d) of this subsection; and

(f) A commitment to notify the Secretary of State in the future of any change in its mailing address.

(3) A certificate of withdrawal shall be deemed amended by the filing of a change in mailing address delivered pursuant to subsection (2)(f) of this section.

(4) After the certificate of withdrawal of the foreign entity is effective, service of process on the Secretary of State under this section shall be service on the foreign entity. Upon receipt of process, the Secretary of State shall mail a copy of the process to the foreign entity at the address set forth under subsection (2)(e) of this section.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 45, effective January 1, 2011.

14A.9-070 Grounds for revocation.

The Secretary of State may commence a proceeding to revoke the certificate of authority of a foreign entity if:

(1) The foreign entity does not deliver its annual report to the Secretary of State for filing on or before the due date;

(2) The foreign entity is without a registered office or registered agent in this Commonwealth for sixty (60) days or more;

(3) The foreign entity does comply with KRS 14A.4-020;

(4) An incorporator, organizer, director, member, manager, officer, partner, agent or trustee of the foreign entity signed a document knowing it was false in any material respect with intent that the document be delivered to the Secretary of State for filing; or

(5) The Secretary of State receives a duly authenticated certificate from the Secretary of State or other official having custody of business entity records in the state or country under whose law the foreign entity is organized stating that it has been dissolved or disappeared as the result of a merger.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 46, effective January 1, 2011.

14A.9-080 Procedure for an effective revocation.

(1) If the Secretary of State determines that one (1) or more grounds exist under KRS 14A.9-070 for revocation of a certificate of authority, the foreign entity shall be served with written notice of that determination by mailing the notice by first-class mail to the foreign entity at its principal place of business address.

(2) If within sixty (60) days after the mailing of the notice, the foreign entity does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the Secretary of State that each ground determined by the Secretary of State does not exist, the Secretary of State may revoke the foreign entity's certificate of authority by signing a certificate of revocation that recites the ground or grounds for revocation and its effective date. The Secretary of State shall file the original of the certificate and serve a copy on the foreign entity by mailing the notice by first-class mail to the foreign entity at its principal place of business address.

(3) The authority of a foreign entity to transact business in this Commonwealth shall cease on the date shown on the certificate revoking its certificate of authority.

(4) The Secretary of State's revocation of a foreign entity's certificate of authority shall be considered to appoint the Secretary of State the foreign entity's registered agent in any proceeding based on a cause of action which arose during the time the foreign entity was authorized to transact business in this Commonwealth. Service of process on the Secretary of State under this subsection shall be service on the foreign entity. Upon receipt of process, the Secretary of State shall mail a copy of the process to the secretary of the foreign entity at its principal office address shown in its most recent annual report or in any subsequent communication received from the foreign entity stating its current principal office address, or, if none is on file, in its application for a certificate of authority.

(5) Revocation of a foreign entity's certificate of authority shall not terminate the authority of the registered agent of the foreign entity.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 47, effective January 1, 2011.

14A.9-090 Appeal from revocation.

(1) A foreign entity may appeal the Secretary of State's revocation of its certificate of authority to the Franklin Circuit Court within thirty (30) days after service of the certificate of revocation. The foreign entity may appeal by petitioning the court to set aside the revocation and attaching to the petition copies of its certificate of authority and the Secretary of State's certificate of revocation.

(2) The court may summarily order the Secretary of State to reinstate the certificate of authority or may take any other action the court considers appropriate.

(3) The court's final decision may be appealed as in other civil proceedings.

Effective: January 1, 2011

History: Created 2010 Ky. Acts ch. 151, sec. 48, effective January 1, 2011.