

275.030 Amendment of articles of organization. (Effective until January 1, 2011)

- (1) A limited liability company shall amend its articles of organization to add or change a provision that is required by this chapter to be included in the articles of organization. A limited liability company may amend its articles of organization to add, change, or delete a provision that is permitted to be or that is not required to be in the articles of organization. The articles of organization shall be amended if:
 - (a) There is a change in the name of the limited liability company;
 - (b) There is a change in the latest date upon which the limited liability company is to dissolve;
 - (c) There is a change in whether the management of the limited liability company is vested in managers or members; or
 - (d) There is a change in any other matter required to be set forth in the articles of organization under KRS 275.025.

Amendment of the articles of organization to change the mailing address of the principal office of the limited liability company shall be done as provided in KRS 275.040, and a change to the registered office or the registered agent shall be done as provided in KRS 275.120.

- (2) Except as provided in subsection (3) of this section, or unless the articles of organization or the operating agreement provide otherwise, an amendment to the articles of organization of a limited liability company shall be approved by the members in accordance with KRS 275.175.
- (3) Unless the articles of organization or the written operating agreement provide otherwise, a manager or, if there is no manager, any member may amend the articles of organization of the limited liability company without action by the members to delete:
 - (a) The name and address of the initial registered agent or initial registered office if a statement of change pursuant to KRS 275.120 is on file with the Secretary of State; or
 - (b) The mailing address of the initial principal office, if a statement of change pursuant to KRS 275.040 is on file with the Secretary of State.
- (4) To amend its articles of organization, a limited liability company shall file with the Secretary of State articles of amendment setting forth:
 - (a) The name of the limited liability company;
 - (b) The text of each amendment adopted;
 - (c) The date of each amendment's adoption; and
 - (d) A statement that the amendment was duly adopted by the managers or the members in accordance with the articles of organization, the operating agreement of the limited liability company, or this chapter.
- (5) The articles of organization may be amended in any respect as may be desired, if the articles of organization as amended contain only provisions that may be lawfully contained in articles of organization at the time of making the amendment.

- (6) Unless the articles of organization provide otherwise, no member of a limited liability company shall have the right to dissent from an amendment to the articles of organization.
- (7) A professional limited liability company that has ceased to be utilized for rendering a professional service may by amendment of its articles of organization delete the provisions required by KRS 275.025(3) and adopt a name conforming to KRS 275.100, whereupon the limited liability company shall no longer be a professional limited liability company.

Effective: July 15, 2010

History: Repealed and reenacted 2010 Ky. Acts ch. 51, sec. 96, effective July 15, 2010; and amended ch. 133, sec. 29, effective July 15, 2010. -- Amended 2007 Ky. Acts ch. 137, sec. 96, effective June 26, 2007. -- Created 1994 Ky. Acts ch. 389, sec. 6, effective July 15, 1994.

Legislative Research Commission Note (7/15/2010). 2010 Ky. Acts ch. 51, sec. 183, provides, "The specific textual provisions of Sections 1 to 178 of this Act which reflect amendments made to those sections by 2007 Ky. Acts ch. 137 shall be deemed effective as of June 26, 2007, and those provisions are hereby made expressly retroactive to that date, with the remainder of the text of those sections being unaffected by the provisions of this section."

Legislative Research Commission Note (7/15/2010). This section was amended by 2010 Ky. Acts chs. 133 and 151, and repealed and reenacted by 2010 Ky. Acts ch. 51. Pursuant to Section 184 of Acts ch. 51, it was the intent of the General Assembly that the repeal and reenactment not serve to void the amendments, and these Acts do not appear to be in conflict; therefore, they have been codified together.

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- (1) A limited liability company shall amend its articles of organization to add or change a provision that is required by this chapter to be included in the articles of organization. A limited liability company may amend its articles of organization to add, change, or delete a provision that is permitted to be or that is not required to be in the articles of organization. The articles of organization shall be amended if:
 - (a) There is a change in the name of the limited liability company;
 - (b) There is a change in the latest date upon which the limited liability company is to dissolve;
 - (c) There is a change in whether the management of the limited liability company is vested in managers or members; or
 - (d) There is a change in any other matter required to be set forth in the articles of organization under KRS 275.025.

Amendment of the articles of organization to change the mailing address of the principal office of the limited liability company shall be done as provided in KRS 275.040, and a change to the registered office or the registered agent shall be done as provided in KRS 14A.4-020.

- (2) Except as provided in subsection (3) of this section, or unless the articles of organization or the operating agreement provide otherwise, an amendment to the

articles of organization of a limited liability company shall be approved by the members in accordance with KRS 275.175.

- (3) Unless the articles of organization or the written operating agreement provide otherwise, a manager or, if there is no manager, any member may amend the articles of organization of the limited liability company without action by the members to delete:
 - (a) The name and address of the initial registered agent or initial registered office if a statement of change pursuant to KRS 14A.4-020 or predecessor law is on file with the Secretary of State; or
 - (b) The mailing address of the initial principal office, if a statement of change pursuant to KRS 14A.5-010 or predecessor law is on file with the Secretary of State.
- (4) To amend its articles of organization, a limited liability company shall file with the Secretary of State articles of amendment that satisfy KRS 14A.2-010 to 14A.2-150 setting forth:
 - (a) The name of the limited liability company;
 - (b) The text of each amendment adopted;
 - (c) The date of each amendment's adoption; and
 - (d) A statement that the amendment was duly adopted by the managers or the members in accordance with the articles of organization, the operating agreement of the limited liability company, or this chapter.
- (5) The articles of organization may be amended in any respect as may be desired, if the articles of organization as amended contain only provisions that may be lawfully contained in articles of organization at the time of making the amendment.
- (6) Unless the articles of organization provide otherwise, no member of a limited liability company shall have the right to dissent from an amendment to the articles of organization.
- (7) A professional limited liability company that has ceased to be utilized for rendering a professional service may by amendment of its articles of organization delete the provisions required by KRS 275.025(3) and adopt a name conforming to KRS 275.100, whereupon the limited liability company shall no longer be a professional limited liability company.

Effective: January 1, 2011

History: Repealed and reenacted 2010 Ky. Acts ch. 51, sec. 96, effective July 15, 2010; amended 2010 Ky. Acts ch. 133, sec. 29, effective July 15, 2010; and amended ch. 151, sec. 72, effective January 1, 2011. -- Amended 2007 Ky. Acts ch. 137, sec. 96, effective June 26, 2007. -- Created 1994 Ky. Acts ch. 389, sec. 6, effective July 15, 1994.

Legislative Research Commission Note (7/15/2010). 2010 Ky. Acts ch. 51, sec. 183, provides, "The specific textual provisions of Sections 1 to 178 of this Act which reflect amendments made to those sections by 2007 Ky. Acts ch. 137 shall be deemed effective as of June 26, 2007, and those provisions are hereby made expressly retroactive to that date, with the remainder of the text of those sections being unaffected by the provisions of this section."

Legislative Research Commission Note (7/15/2010). This section was amended by 2010 Ky. Acts chs. 133 and 151, and repealed and reenacted by 2010 Ky. Acts ch. 51. Pursuant to Section 184 of Acts ch. 51, it was the intent of the General Assembly that the repeal and reenactment not serve to void the amendments, and these Acts do not appear to be in conflict; therefore, they have been codified together.

Legislative Research Commission Note (1/1/2011). In subsection (1) of this statute, "KRS 275.120" has been changed to "KRS 14A.4-020" in codification. The original citation was added through amendment by 2010 Ky. Acts ch. 133, effective 7/15/2010, but the cited statute was repealed as part of the omnibus Kentucky Business Entity Filing Act, 2010 Ky. Acts ch. 151, effective 1/1/2011. The correct citation, consistent with an identical change made to subsection 3(a) of this section by the Kentucky Business Entity Filing Act, has been substituted by the Reviser of Statutes under the authority of KRS 7.136(1).