

HOUSE BILL NO. HB0014

Business entities-revisions.

Sponsored by: Joint Corporations, Elections and Political
Subdivisions Interim Committee

A BILL

for

1 AN ACT relating to business entities; repealing filing fees
2 for statements of change of registered agent or registered
3 office; increasing fee for certificates of authority;
4 providing a filing fee for conversions; repealing
5 duplicative provision for penalties for false filings;
6 providing for update of registered agent information for
7 limited liability partnerships; providing for
8 administrative forfeiture of limited liability companies'
9 authority to do business for failure to update registered
10 agent information; limiting information required for
11 articles of continuance by a foreign organization; and
12 providing for an effective date.

13

14 *Be It Enacted by the Legislature of the State of Wyoming:*

15

1 **Section 1.** W.S. 17-19-122(a)(v) and by creating a new
 2 paragraph (vii), 17-21-1101(f)(ii), 17-29-705(a),
 3 17-29-1010(d) and 17-29-1013(a) by creating a new paragraph
 4 (x) are amended to read:

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6 **17-19-122. Filing, service and copying fees.**

7

8 (a) The secretary of state shall collect the
 9 following fees when the documents described in this
 10 subsection are delivered for filing:

11

Document	Fee
(v) Application for certificate of authority	
.....	\$10.00 <u>\$25.00</u>

16

17 (vii) Application for conversion\$75.00

18

19 **17-21-1101. Registered limited liability**
 20 **partnerships.**

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22 (f) Registration is effective immediately upon the
 23 filing of a statement of registration or at any later date

1 or time specified in the statement of registration, and
2 remains effective until:

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4 (ii) Sixty (60) days after the first date of
5 publication by the office of the secretary of state of
6 notice that the partnership has failed to make timely
7 payment of the annual fee specified in subsection (n) of
8 this section, unless the fee is paid within the sixty (60)
9 day period, or that the partnership is without a registered
10 agent or registered office in this state, unless the
11 partnership regains a registered agent or registered office
12 in this state during the sixty (60) day period. The
13 secretary of state shall mail such notice by ~~first-class~~
14 certified mail to the last known mailing address of the
15 partnership and shall publish the notice once a week for
16 two (2) consecutive weeks, in a newspaper of general
17 circulation in the county in which the registered office of
18 the partnership is located. Notwithstanding any other
19 provisions of this paragraph, any domestic registered
20 limited liability partnership whose statement of
21 registration has lapsed under this paragraph may be
22 reinstated as provided in W.S. 17-21-1107.

23

1 **17-29-705. Administrative forfeiture of authority**
2 **and articles of organization.**

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4 (a) If any limited liability company's registered
5 agent has filed its resignation with the secretary of state
6 and the limited liability company has not replaced its
7 registered agent and registered office, or the limited
8 liability company is without a registered agent or
9 registered office in this state for any reason, it shall be
10 deemed to be transacting business within this state without
11 authority and to have forfeited any franchises, rights or
12 privileges acquired under the laws thereof and the
13 forfeiture shall be made effective in the following manner.
14 The secretary of state shall mail by certified mail a
15 notice of its failure to comply with aforesaid provisions.
16 Unless compliance is made within sixty (60) days of the
17 delivery of notice, the limited liability company shall be
18 deemed defunct and to have forfeited its articles of
19 organization acquired under the laws of this state.
20 Provided, that any defunct limited liability company may at
21 any time within two (2) years after the forfeiture of its
22 articles of organization or certificate of authority, in
23 the manner herein provided, be revived and reinstated, by
24 filing the necessary statement under this act and paying a

1 reinstatement fee established by the secretary of state by
2 rule, together with a penalty of two hundred fifty dollars
3 (\$250.00). The reinstatement fee shall not exceed the costs
4 of providing the reinstatement service. The limited
5 liability company shall retain its registered name during
6 the two (2) year reinstatement period under this section.

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8 **17-29-1010. Continuance.**

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10 (d) The application shall be executed by ~~the manager~~
11 ~~or managers if any or by any member~~ any person who is
12 authorized to execute the application on behalf of the
13 organization. ~~and shall be verified by the officer signing~~
14 ~~the application.~~

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16 **17-29-1013. Application for certificate of**
17 **domestication; articles of domestication.**

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19 (a) A foreign limited liability company, in order to
20 procure a certificate of domestication shall file articles
21 of domestication with the secretary of state, which
22 articles shall include and set forth:

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