

## HOUSE BILL NO. HB0015

Business entities-enforcement and penalties.

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

A BILL

for

1 AN ACT relating to business entities; providing authority  
2 for secretary of state to refuse filings; providing for  
3 payment of fees and penalties; providing for administrative  
4 dissolution for failure to pay penalties; and providing for  
5 an effective date.

6

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

8

9 **Section 1.** W.S. 9-1-305 by creating a new subsection  
10 (c), 17-14-209(b) and (c), 17-16-120(j),  
11 17-16-1420(a)(intro), (viii) and by creating a new  
12 paragraph (x), 17-16-1530(a) by creating a new paragraph  
13 (ix), 17-19-120(j)(iii), 17-19-1420(a)(intro), (vi) and by  
14 creating a new paragraph (viii), 17-19-1530(a)(intro), (vi)  
15 and by creating a new paragraph (viii), 17-21-1101(f)(ii)  
16 and (n), 17-21-1104 by creating a new subsection (m),

1 17-28-109 by creating a new subsection (g),  
2 17-29-205(a) (intro) and 17-29-705(b) are amended to read:

3

4 **9-1-305. Fees; amounts; collection; exceptions.**

5

6 (c) When any document is delivered to the office of  
7 the secretary of state for filing, the correct filing fee,  
8 any franchise tax, license fee, penalty or past due fees,  
9 taxes or penalties required to be paid shall be paid, or  
10 provision for payment shall be made in a manner approved by  
11 the secretary of state, or the secretary of state may  
12 refuse the document for filing.

13

14 **17-14-209. Fees.**

15

16 (b) In addition to the fees provided under subsection  
17 (a) of this section, each limited partnership or foreign  
18 limited partnership shall comply with and pay the fees  
19 provided by W.S. 17-16-1630(a) through (e) and 17-16-120(j)  
20 as if it were a corporation.

21

22 (c) Any limited partnership or foreign limited  
23 partnership failing to comply with subsection (b) of this  
24 section or failing to pay any penalty imposed under W.S.

1 17-28-109 may be dissolved or its franchise revoked by the  
2 secretary of state as if it were a corporation.

3

4 **17-16-120. Requirements for documents.**

5

6 (j) When ~~the~~any document is delivered to the office  
7 of the secretary of state for filing, the correct filing  
8 fee, and any franchise tax, license fee, ~~or~~penalty or past  
9 due fees, taxes or penalties required to be paid ~~therewith~~  
10 by this act or other law shall be paid or provision for  
11 payment made in a manner provided by the secretary of  
12 state.

13

14 **17-16-1420. Grounds for administrative dissolution.**

15

16 (a) The secretary of state may commence a proceeding  
17 under W.S. 17-16-1421 to administratively dissolve a  
18 corporation if any of the following has occurred:

19

20 (viii) The corporation has failed to respond to  
21 a valid and enforceable subpoena; ~~or~~

22

23 (x) The corporation has failed to pay any  
24 penalties imposed under W.S. 17-28-109.

1

2           **17-16-1530. Grounds for revocation.**

3

4           (a) The secretary of state may commence a proceeding  
5 under W.S. 17-16-1531 to revoke the certificate of  
6 authority of a foreign corporation authorized to transact  
7 business in this state if:

8

9                   (ix) The foreign corporation has failed to pay  
10 any penalties imposed under W.S. 17-28-109.

11

12           **17-19-120. Filing requirements.**

13

14           (j) The document shall be delivered to the office of  
15 the secretary of state for filing and shall be accompanied  
16 by:

17

18                   (iii) Any past due or currently due franchise  
19 tax, license fee, other fee or penalty required by this act  
20 or other law.

21

22           **17-19-1420. Grounds for administrative dissolution.**

23

1 (a) The secretary of state may commence a proceeding  
2 under W.S. 17-19-1421 to administratively dissolve a  
3 corporation if any of the following has occurred:

4  
5 (vi) An incorporator, director, officer or agent  
6 of the corporation signed a document he knew was false in  
7 any material respect with intent that the document be  
8 delivered to the secretary of state for filing;~~or~~

9  
10 (viii) The corporation has failed to pay any  
11 penalties imposed under W.S. 17-28-109.

12  
13 **17-19-1530. Grounds for revocation.**

14  
15 (a) The secretary of state may commence a proceeding  
16 under W.S. 17-19-1531 to revoke the certificate of  
17 authority of a foreign corporation authorized to transact  
18 business in this state if any of the following has  
19 occurred:

20  
21 (vi) The corporation has failed to respond to a  
22 valid and enforceable subpoena;~~or~~

23

1           (viii) The foreign corporation has failed to pay  
2 any penalties imposed under W.S. 17-28-109.

3  
4           **17-21-1101. Registered           limited           liability**  
5 **partnerships.**

6  
7           (f) Registration is effective immediately upon the  
8 filing of a statement of registration or at any later date  
9 or time specified in the statement of registration, and  
10 remains effective until:

11  
12           (ii) Sixty (60) days after the first date of  
13 publication by the office of the secretary of state of  
14 notice that the partnership has failed to make timely  
15 payment of the annual fee specified in subsection (n) of  
16 this section or has failed to pay any penalties imposed  
17 under W.S. 17-28-109, unless the fee ~~is~~ and any penalties  
18 are paid within the sixty (60) day period. The secretary  
19 of state shall mail such notice by first class mail to the  
20 last known mailing address of the partnership and shall  
21 publish the notice once a week for two (2) consecutive  
22 weeks, in a newspaper of general circulation in the county  
23 in which the registered office of the partnership is  
24 located. Notwithstanding any other provisions of this

1 paragraph, any domestic registered limited liability  
2 partnership whose statement of registration has lapsed  
3 under this paragraph may be reinstated as provided in W.S.  
4 17-21-1107.

5  
6 (n) An initial registration fee of one hundred  
7 dollars (\$100.00) shall be paid to the secretary of state.  
8 In addition each registered limited liability partnership  
9 and foreign limited liability partnership shall annually  
10 comply with and pay the fees provided by W.S. 17-16-1630(a)  
11 through (e) and 17-16-120(j) as if it were a corporation.  
12 Any registered foreign limited liability partnership  
13 transacting business in this state without registering or  
14 annually maintaining its registration is subject to the  
15 penalties provided by W.S. 17-16-1502(d).

16

17 **17-21-1104. Applicability of act to foreign and**  
18 **interstate commerce.**

19

20 (m) Failure of a foreign registered limited liability  
21 partnership to make timely payment of the annual fee  
22 specified in W.S. 17-21-1101(n) or to pay any penalties  
23 imposed under W.S. 17-28-109 shall result in the statement

1 of registration being revoked by the secretary of state  
2 pursuant to W.S. 17-21-1101(f).

3  
4 **17-28-109. Actions against registered agents.**

5  
6 (g) Any penalty imposed against a registered agent  
7 pursuant to this act shall be paid pursuant to the final  
8 order as issued by the secretary of state. If the penalty  
9 is not paid within sixty (60) days of the order, or  
10 according to an alternate schedule indicated in the order,  
11 the secretary of state may refuse all filings by a  
12 registered agent until the penalty is paid. In addition,  
13 in the case of a registered agent that is a corporation or  
14 other business entity, the secretary of state may  
15 administratively dissolve the entity or revoke its  
16 certificate of authority if the penalty is not paid as  
17 provided in this subsection.

18  
19 **17-29-205. Delivery to and filing of records by**  
20 **secretary of state; effective time and date.**

21  
22 (a) A record authorized or required to be delivered  
23 to the secretary of state for filing under this chapter  
24 shall be captioned to describe the record's purpose, be in



1 a medium permitted by the secretary of state, and be  
2 delivered to the secretary of state. If the filing fees  
3 required by this act or other law and any past due fees,  
4 taxes or penalties have been paid, unless the secretary of  
5 state determines that a record does not comply with the  
6 filing requirements of this chapter, the secretary of state  
7 shall file the record and:

8

9 **17-29-705. Administrative forfeiture of authority**  
10 **and articles of organization.**

11

12 (b) If any limited liability company has failed to  
13 pay the fee required by W.S. 17-29-210 or any penalties  
14 imposed under W.S. 17-28-109, it shall be deemed to be  
15 transacting business within this state without authority  
16 and to have forfeited any franchises, rights or privileges  
17 acquired under the laws thereof. The forfeiture shall be  
18 made effective in the following manner. The secretary of  
19 state shall provide notice to the limited liability company  
20 at its last known mailing address by first class mail.  
21 Unless compliance is made within sixty (60) days of the  
22 date of notice the limited liability company shall be  
23 deemed defunct and to have forfeited its articles of  
24 organization or certificate of authority acquired under the

1 laws of this state. Provided, that any defunct limited  
2 liability company may at any time within two (2) years  
3 after the forfeiture of its articles of organization of  
4 certificate of authority, be revived and reinstated by  
5 paying the amount of the delinquent fees. When the  
6 reinstatement is effective, it relates back to and takes  
7 effect as of the effective date deemed defunct pursuant to  
8 this subsection and the limited liability company resumes  
9 carrying on its business as if it had never been deemed  
10 defunct.

11

12 **Section 2.** This act is effective July 1, 2014.

13

14

(END)