

HOUSE BILL NO. HB0027

Business code revisions.

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

A BILL

for

1 AN ACT relating to businesses; generally amending business,
2 trade and commerce statutes; establishing a reinstatement
3 process for foreign corporations; modifying and
4 establishing filing response timelines; providing for
5 electronic service by the secretary of state as specified
6 and conforming related requirements; providing rulemaking
7 and other administrative authority to the secretary of
8 state as specified; and providing for an effective date.

9

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

11

12 **Section 1.** W.S. 17-14-210, 17-19-1533, 17-21-108,
13 40-2-110 and 40-2-111 are created to read:

14

15 **17-14-210. Powers.**

1

2 The secretary of state has the power reasonably necessary
3 to perform the duties required of him by this chapter. The
4 secretary of state shall promulgate reasonable forms, rules
5 and regulations necessary to carry out the purposes of this
6 chapter.

7

8 **17-19-1533. Reinstatement following revocation.**

9

10 (a) A foreign corporation whose certificate of
11 authority has been revoked under W.S. 17-19-1531 may apply
12 to the secretary of state for reinstatement within two (2)
13 years after the effective date of the revocation.
14 Reinstatement may be denied by the secretary of state if
15 the corporation has been the subject of a secretary of
16 state and law enforcement investigation pertaining to fraud
17 or any other violation of state or federal law, or if there
18 is other reason to believe the foreign corporation has
19 engaged in illegal operations. The application shall:

20

21 (i) Recite the name of the foreign corporation
22 and the effective date of the revocation of its certificate
23 of authority;

1

2 (ii) State that the grounds for revocation
3 either did not exist or have been eliminated;

4

5 (iii) If the foreign corporation's certificate
6 of authority was revoked for failure to deliver its annual
7 report or pay annual license taxes to the secretary of
8 state when due pursuant to W.S. 17-19-1630, include payment
9 of a twenty-five dollar (\$25.00) reinstatement fee and
10 payment of any fees and taxes then delinquent; and

11

12 (iv) If the foreign corporation's certificate of
13 authority was revoked for failure to maintain a registered
14 agent, include payment of a one hundred fifty dollar
15 (\$150.00) reinstatement fee and payment of any fees and
16 taxes then delinquent.

17

18 (b) If the secretary of state determines that the
19 application contains the information required by subsection
20 (a) of this section and that the information is correct,
21 the secretary of state shall cancel the revocation, prepare
22 a certificate of reinstatement reciting that determination
23 and the effective date of reinstatement, file the original

1 of the certificate and serve a copy on the corporation
2 pursuant to W.S. 17-28-104.

3

4 (c) When reinstatement is effective, it relates back
5 to and takes effect as of the effective date of the
6 revocation and the foreign corporation may resume carrying
7 on its activities as if the revocation had not occurred.

8

9 (d) A foreign corporation may retain its registered
10 corporate name during the two (2) year reinstatement
11 period.

12

13 **17-21-108. Powers.**

14

15 The secretary of state has the power reasonably necessary
16 to perform the duties required of him by this chapter. The
17 secretary of state shall promulgate reasonable forms, rules
18 and regulations necessary to carry out the purposes of this
19 chapter.

20

21 **40-2-110. Powers.**

22

1 The secretary of state has the power reasonably necessary
2 to perform the duties required of him by this chapter. The
3 secretary of state shall promulgate reasonable forms, rules
4 and regulations necessary to carry out the purposes of this
5 chapter.

6

7 **40-2-111. Refusal to file documents.**

8

9 If the secretary of state refuses to file a document
10 submitted for filing under this act, the secretary of state
11 shall return it to the filing party or representative
12 within fifteen (15) days after the document was delivered,
13 together with a brief, written explanation of the reason
14 for the refusal.

15

16 **Section 2.** W.S. 17-10-204(e), 17-14-306 by creating a
17 new subsection (c), 17-16-1503(a)(iv), 17-16-1520(b)(iv),
18 (v) and (c), 17-16-1530(a)(vii)(B) and (viii)(B),
19 17-16-1531(d), 17-19-125(c), 17-19-1503(a)(iv),
20 17-19-1520(b)(iv), (v) and (c), 17-19-1530(a)(vii)(B),
21 17-19-1531(e), 17-21-105(a), 17-21-905(b),
22 17-21-1101(f)(ii) and by creating a new subsection (p),
23 17-21-1104(d)(ii)(C) and (f)(iv), 17-22-110 by creating a

1 new subsection (f), 17-23-111, 17-23-116 by creating a new
2 subsection (f), 17-26-101 by creating a new subsection (h),
3 17-28-101 by creating a new subsection (e),
4 17-28-102(a)(intro), (vi), by creating a new paragraph
5 (viii) and by creating a new subsection (d), 17-28-104(a)
6 and by creating a new subsection (e), 17-28-106(a)(vi), by
7 creating a new paragraph (vii) and by renumbering (vii) as
8 (viii), 17-28-107(a)(i), 17-28-109(a)(iii), 17-29-205 by
9 creating a new subsection (d), 17-29-705(a), (b),
10 (c)(iii)(C) and (d), 17-30-305 by creating a new subsection
11 (e), 17-30-904(b)(i), (e)(i), (ii), (h)(iii)(C) and (j) and
12 40-2-101(a)(v) are amended to read:

13

14 **17-10-204. Registered agent; change of registered**
15 **office or registered agent.**

16

17 (e) If any cooperative has failed for thirty (30)
18 days to appoint and maintain a registered agent in this
19 state, or has failed for thirty (30) days after change of
20 its registered office or registered agent to file in the
21 office of the secretary of state a statement of the change
22 it shall be deemed to be transacting business within this
23 state without authority and to have forfeited any

1 franchises, rights or privileges acquired under the laws
2 thereof and the forfeiture shall be made effective in the
3 following manner. The secretary of state shall ~~mail~~ provide
4 by first class mail, or by electronic means ~~if the~~
5 ~~cooperative has consented to receive notices~~
6 ~~electronically,~~ a notice of its failure to comply with
7 aforesaid provisions. Unless compliance is made within
8 thirty (30) days of mailing or electronic submission of the
9 notice, the cooperative shall be deemed defunct and to have
10 forfeited its certificate of organization acquired under
11 the laws of this state. Provided, that any defunct
12 cooperative may at any time within two (2) years after the
13 forfeiture of its certificate, in the manner herein
14 provided, be revived and reinstated, by filing the
15 necessary statement under this act and paying a
16 reinstatement fee established by the secretary of state by
17 rule, together with a penalty of one hundred dollars
18 (\$100.00). The reinstatement fee shall not exceed the costs
19 of providing the reinstatement service. The cooperative
20 shall retain its registered name during the two (2) year
21 reinstatement period under this section.

22

23 **17-14-306. Filing in office of secretary of state.**

1

2 (c) If the secretary of state refuses to file a
3 certificate under subsection (a) of this section, the
4 secretary of state shall return it to the person who
5 delivered it or to the person's representative within
6 fifteen (15) days after the document was delivered,
7 together with a brief, written explanation of the reason
8 for the refusal.

9

10 **17-16-1503. Application for certificate of authority.**

11

12 (a) A foreign corporation may apply for a certificate
13 of authority to transact business in this state by
14 delivering an application to the secretary of state for
15 filing. The application shall set forth:

16

17 (iv) The street address of its principal office
18 and an email address for the foreign corporation;

19

20 **17-16-1520. Withdrawal of foreign corporation.**

21

22 (b) A foreign corporation authorized to transact
23 business in this state may apply for a certificate of

1 withdrawal by delivering an application to the secretary of
2 state for filing. The application shall set forth:

3

4 (iv) A mailing address and an email address to
5 which the secretary of state may ~~mail~~provide a copy of any
6 process served on him under paragraph (iii) of this
7 subsection; and

8

9 (v) A commitment to notify the secretary of
10 state in the future of any change in its mailing address
11 and email address.

12

13 (c) After the withdrawal of the corporation is
14 effective, service of process on the secretary of state
15 under this section is service on the foreign corporation.
16 Upon receipt of process, the secretary of state shall ~~mail~~
17 provide a copy of the process to the foreign corporation at
18 the mailing address or email address set forth under
19 subsection (b) of this section.

20

21 **17-16-1530. Grounds for revocation.**

22

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

5

6 (vii) The corporation has failed to respond to a
7 valid and enforceable subpoena; or

8

9 (B) Cannot be served ~~by~~ either by the
10 registered agent or by mail or electronically by the
11 secretary of state acting as the agent for process.

12

13 (viii) It is in the public interest and the
14 corporation:

15

16 (B) Cannot be served ~~by~~ either by the
17 registered agent or by mail or electronically by the
18 secretary of state acting as the agent for process.

19

20 **17-16-1531. Procedure for and effect of revocation.**

21

22 (d) The secretary of state's revocation of a foreign
23 corporation's certificate of authority appoints the

1 secretary of state the foreign corporation's agent for
2 service of process in any proceeding based on a cause of
3 action which arose during the time the foreign corporation
4 was authorized to transact business in this state. Service
5 of process on the secretary of state under this subsection
6 is service on the foreign corporation. Upon receipt of
7 process, the secretary of state shall either:

8
9 (i) Mail a copy of the process to the secretary
10 of the foreign corporation at its principal office shown in
11 its most recent annual report or in any subsequent
12 communication received from the corporation stating the
13 current mailing address of its principal office, or, if
14 none are on file, in its application for a certificate of
15 authority; or

16
17 (ii) Electronically submit a copy of the process
18 to the foreign corporation's email address.

19
20 **17-19-125. Filing duty of secretary of state.**

21
22 (c) If the secretary of state refuses to file a
23 document he shall return it to the domestic or foreign

1 corporation or its representative within ~~five (5)~~ fifteen
2 (15) days after the document was delivered, together with a
3 brief, written explanation of the reason or reasons for his
4 refusal.

5

6 **17-19-1503. Application for certificate of authority.**

7

8 (a) A foreign corporation may apply for a certificate
9 of authority to transact business in this state by
10 delivering an application to the secretary of state. The
11 application shall set forth:

12

13 (iv) The street address of its principal office
14 and an email address for the foreign corporation;

15

16 **17-19-1520. Withdrawal of foreign corporation.**

17

18 (b) A foreign corporation authorized to transact
19 business in this state may apply for a certificate of
20 withdrawal by delivering an application to the secretary of
21 state for filing. The application shall set forth:

22

1 (iv) A mailing address and an email address to
2 which the secretary of state may ~~mail~~provide a copy of any
3 process served on him under paragraph (iii) of this
4 subsection; and

5
6 (v) A commitment to notify the secretary of
7 state in the future of any change in the mailing address or
8 email address.

9
10 (c) After the withdrawal of the corporation is
11 effective, service of process on the secretary of state
12 under this section is service on the foreign corporation.
13 Upon receipt of process, the secretary of state shall ~~mail~~
14 provide a copy of the process to the foreign corporation at
15 the post office address or email address set forth in its
16 application for withdrawal.

17

18 **17-19-1530. Grounds for revocation.**

19

20 (a) The secretary of state may commence a proceeding
21 under W.S. 17-19-1531 to revoke the certificate of
22 authority of a foreign corporation authorized to transact

1 business in this state if any of the following has
2 occurred:

3

4 (vii) It is in the public interest and the
5 corporation:

6

7 (B) Cannot be served ~~by~~ either by the
8 registered agent or by mail or electronically by the
9 secretary of state acting as the agent for process.

10

11 **17-19-1531. Procedure and effect of revocation.**

12

13 (e) The secretary of state's revocation of a foreign
14 corporation's certificate of authority appoints the
15 secretary of state the foreign corporation's agent for
16 service of process in any proceeding based on a cause of
17 action that arose during the time the foreign corporation
18 was authorized to transact business in this state. Service
19 of process on the secretary of state under this subsection
20 is service on the foreign corporation. Upon receipt of
21 process, the secretary of state shall either:

22

1 (i) Mail a copy of the process to the secretary
2 of the foreign corporation at its principal office shown in
3 its most recent annual report or in any subsequent
4 communications received from the corporation stating the
5 current mailing address of its principal office, or, if
6 none are on file, in its application for a certificate of
7 authority; or

8
9 (ii) Electronically submit a copy of the process
10 to the foreign corporation's email address.

11
12 **17-21-105. Execution, filing, and recording of**
13 **statements.**

14
15 (a) A statement may be filed in the office of the
16 secretary of state. A certified copy of a statement that is
17 filed in an office in another state may be filed in the
18 office of the secretary of state. Either filing has the
19 effect provided in this chapter with respect to partnership
20 property located in or transactions that occur in this
21 state. If a statement of partnership authority is filed
22 with the secretary of state under W.S. 17-21-303, all
23 statements provided for under this chapter subsequent to

1 the filing of this statement shall be filed with the
2 secretary of state in accordance with this chapter. If the
3 secretary of state refuses to file a statement, the
4 secretary of state shall return it to a partner or
5 representative within fifteen (15) days after the document
6 was delivered, together with a brief, written explanation
7 of the reason for the refusal.

8
9 **17-21-905. Effect of merger.**

10
11 (b) The secretary of state is the agent for service
12 of process in an action or proceeding against a surviving
13 foreign partnership or limited partnership to enforce an
14 obligation of a domestic partnership or limited partnership
15 that is a party to a merger. The surviving entity shall
16 promptly notify the secretary of state of the mailing
17 address of its chief executive office, ~~and~~ of any change of
18 address and the email address of its chief executive
19 officer. Upon receipt of process, the secretary of state
20 shall mail or electronically submit a copy of the process
21 to the surviving foreign partnership or limited
22 partnership.

23

1 **17-21-1101. Registered limited liability**
2 **partnerships.**

3
4 (f) Registration is effective immediately upon the
5 filing of a statement of registration or at any later date
6 or time specified in the statement of registration, and
7 remains effective until:

8
9 (ii) Sixty (60) days after notice by the
10 secretary of state that the partnership has failed to make
11 timely payment of the annual fee specified in subsection
12 (n) of this section or has failed to pay any penalties
13 imposed under W.S. 17-28-109, unless the fee and any
14 penalties are paid within the sixty (60) day period, or
15 that the partnership is without a registered agent or
16 registered office in this state, unless the partnership
17 regains a registered agent or registered office in this
18 state during the sixty (60) day period. The secretary of
19 state shall ~~mail~~provide such notice by first class mail to
20 the last known mailing address of the partnership or by
21 electronic means. ~~if the partnership has consented to~~
22 ~~receive notices electronically.~~ Notwithstanding any other
23 provisions of this paragraph, any domestic registered

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

4

5 (p) If the secretary of state refuses to file a
6 statement of registration, the secretary of state shall
7 return it to the registered limited liability partnership
8 or its representative within fifteen (15) days after the
9 statement was delivered, together with a brief, written
10 explanation of the reason for the refusal.

11

12 **17-21-1104. Applicability of act to foreign and**
13 **interstate commerce.**

14

15 (d) Before transacting business in this state, a
16 foreign registered limited liability partnership shall:

17

18 (ii) File a statement of registration as a
19 foreign registered limited liability partnership with the
20 office of the secretary of state, on such forms as the
21 secretary shall provide, stating:

22

1 (C) An email address and the address of its
2 principal office which, if in this state, shall be its
3 registered office for service of process;

4
5 (f) A foreign registered limited liability
6 partnership registered to transact business in this state
7 may withdraw its registration as a foreign registered
8 limited liability partnership by filing with the office of
9 the secretary of state a statement of withdrawal as a
10 foreign registered limited liability partnership, which
11 shall set forth:

12
13 (iv) A mailing address and an email address to
14 which the secretary of state may ~~mail~~provide a copy of any
15 process served on him in his capacity as agent for such
16 registered limited liability partnership.

17
18 **17-22-110. Appointment of agent to receive service of**
19 **process.**

20
21 (f) If the secretary of state refuses to file a
22 statement appointing an agent, the secretary of state shall
23 return it to the nonprofit association or its

1 representative within fifteen (15) days after the statement
2 was delivered, together with a brief, written explanation
3 of the reason for the refusal.

4

5 **17-23-111. Failure to maintain registered agent or**
6 **registered office or pay annual fee.**

7

8 If any statutory trust has failed to comply with the
9 provisions of W.S. 17-28-101 through 17-28-111 or has
10 failed to pay the fee required by W.S. 17-23-117, it is
11 transacting business within this state without authority
12 and shall forfeit any franchises, rights or privileges
13 acquired under the laws of this state. The forfeiture
14 shall be made effective in the following manner. The
15 secretary of state shall ~~mail~~provide by first class mail,
16 or by electronic means ~~if the statutory trust has consented~~
17 ~~to receive notices electronically,~~ a notice of its failure
18 to comply. Unless compliance is made within sixty (60)
19 days of mailing or electronic submission of the notice, the
20 statutory trust shall be deemed defunct and to have
21 forfeited its certificate of organization acquired under
22 the laws of this state. Any defunct statutory trust may at
23 any time within two (2) years after the forfeiture of its

1 certificate, be revived and reinstated, by filing the
2 necessary statement under this chapter and paying the
3 prescribed fee, together with a penalty of one hundred
4 dollars (\$100.00). The statutory trust shall retain its
5 registered name during the two (2) year reinstatement
6 period.

7

8 **17-23-116. Filing of certificate; effective date;**
9 **fee; organization.**

10

11 (f) If the secretary of state refuses to file a
12 certificate of trust, certificate of amendment, certificate
13 of cancellation or certificate of merger or consolidation
14 under subsection (a) of this section, the secretary of
15 state shall return it to the filing party or its
16 representative within fifteen (15) days after the
17 certificate was delivered, together with a brief, written
18 explanation of the reason for the refusal.

19

20 **17-26-101. Conversion of entities.**

21

22 (h) The secretary of state shall charge a fee to
23 convert an entity. Unless otherwise specified by law, the

1 fee for conversion shall be equal to the fee for the
2 origination of the newly converted entity type.

3
4 **17-28-101. Registered office and registered agent.**

5
6 (e) In addition to the requirements imposed by this
7 section on business entities and registered agents, each
8 business entity and registered agent shall maintain an
9 email address that the secretary of state's office may use
10 to serve documents on the business entity or registered
11 agent as provided in W.S. 17-28-104.

12
13 **17-28-102. Change of registered office or registered**
14 **agent.**

15
16 (a) A business entity may change its registered
17 office or registered agent by signing and delivering to the
18 secretary of state for filing a statement of change that
19 sets forth all of the following:

20
21 (vi) That the new registered office and
22 registered agent comply with the requirements of W.S.
23 17-28-101 through 17-28-111; ~~and~~

1

2

(viii) The email address of its registered agent as required by W.S. 17-28-101(e).

4

5

(d) If a business entity changes its email address required by W.S. 17-28-101(e), the business entity shall notify the secretary of state of the new email address.

8

9

17-28-104. Service on business entity.

10

11

(a) A business entity's registered agent, or the natural person having an agency relationship with the registered agent as provided in W.S. 17-28-101(a), shall accept service of process, notice, or demand required or permitted by law that is served on the entity. The secretary of state may provide service of process, notice or demand by electronic means.

18

19

(e) If a business entity has no registered agent, or the agent cannot with reasonable diligence be served, the secretary of state may elect to serve the business entity by electronic means rather than through the process established in subsection (b) of this section. Service is

23

1 perfected under this subsection on the date the electronic
2 communication is sent.

3

4 **17-28-106. Registration requirements.**

5

6 (a) A commercial registered agent shall obtain a
7 registration by filing an application with the secretary of
8 state. The application shall be executed and sworn under
9 penalty of perjury and contain information the secretary of
10 state requires by rule including:

11

12 (vi) The name, physical street address, phone
13 number and normal business hours of the registered office
14 where the natural person with whom the agent has an agency
15 agreement for purposes of receiving service of process, if
16 applicable may be served; ~~and~~

17

18 (vii) The applicant's email address where
19 service may be made by the secretary of state;

20

21 ~~(vii)~~(viii) Other information the secretary of
22 state deems appropriate in the registration and
23 identification of registered agents.

1

2 **17-28-107. Duties of the registered agent; duties of**
3 **the entity.**

4

5 (a) The registered agent shall:

6

7 (i) Maintain a physical address in accordance
8 with W.S. 17-28-102(a)(ii) and as defined by the secretary
9 of state by rule and maintain an email address as required
10 by W.S. 17-28-101(e);

11

12 **17-28-109. Actions against registered agents.**

13

14 (a) The secretary of state may impose a civil penalty
15 not to exceed five hundred dollars (\$500.00) for each
16 violation, with respect to each entity represented, of this
17 chapter for which no other specific penalty is provided,
18 and may deny or revoke any registration, require enhanced
19 recordkeeping and refuse to accept filings for business
20 entities served by a registered agent if the registered
21 agent, or in the case of registered agent that is a
22 corporation or other business entity, its officers,

1 directors, members, partners or persons serving in a
2 similar capacity:

3
4 (iii) Cannot be served at the address of the
5 registered office or the registered agent's email address;

6

7 **17-29-205. Delivery to and filing of records by**
8 **secretary of state; effective time and date.**

9

10 (d) If the secretary of state refuses to file a
11 record under subsection (a) of this section, the secretary
12 of state shall return it to the limited liability company
13 or its representative within fifteen (15) days after the
14 record was delivered, together with a brief, written
15 explanation of the reason for the refusal.

16

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

19

20 (a) If any limited liability company's registered
21 agent has filed its resignation with the secretary of state
22 and the limited liability company has not replaced its
23 registered agent and registered office, or the limited

1 liability company is without a registered agent or
2 registered office in this state for any reason, it shall be
3 deemed to be transacting business within this state without
4 authority and to have forfeited any franchises, rights or
5 privileges acquired under the laws thereof and the
6 forfeiture shall be made effective in the following manner.
7 The secretary of state shall ~~mail~~provide by first class
8 mail, or by electronic means ~~if the limited liability~~
9 ~~company has consented to receive notices electronically,~~ a
10 notice of its failure to comply with aforesaid provisions.
11 Unless compliance is made within sixty (60) days of mailing
12 or electronic submission of the notice, the limited
13 liability company shall be deemed defunct and to have
14 forfeited its articles of organization acquired under the
15 laws of this state. Provided, that any defunct limited
16 liability company may at any time within two (2) years
17 after the forfeiture of its articles of organization or
18 certificate of authority, in the manner herein provided, be
19 revived and reinstated, by filing the necessary statement
20 under this act and paying a reinstatement fee established
21 by the secretary of state by rule, together with a penalty
22 of two hundred fifty dollars (\$250.00). The reinstatement
23 fee shall not exceed the costs of providing the

1 reinstatement service. The limited liability company shall
2 retain its registered name during the two (2) year
3 reinstatement period under this section.

4

5 (b) If any limited liability company has failed to
6 pay the fee required by W.S. 17-29-210 or any penalties
7 imposed under W.S. 17-28-109, it shall be deemed to be
8 transacting business within this state without authority
9 and to have forfeited any franchises, rights or privileges
10 acquired under the laws thereof. The forfeiture shall be
11 made effective in the following manner. The secretary of
12 state shall provide notice to the limited liability company
13 at its last known mailing address by first class mail or by
14 electronic means. Unless compliance is made within sixty
15 (60) days of the date of notice the limited liability
16 company shall be deemed defunct and to have forfeited its
17 articles of organization or certificate of authority
18 acquired under the laws of this state. Provided, that any
19 defunct limited liability company may at any time within
20 two (2) years after the forfeiture of its articles of
21 organization or certificate of authority, be revived and
22 reinstated by paying the amount of the delinquent fees.
23 When the reinstatement is effective, it relates back to and

1 takes effect as of the effective date deemed defunct
2 pursuant to this subsection and the limited liability
3 company resumes carrying on its business as if it had never
4 been deemed defunct.

5

6 (c) A limited liability company shall be deemed to be
7 transacting business within this state without authority,
8 to have forfeited any franchises, rights or privileges
9 acquired under the laws thereof and shall be deemed defunct
10 and to have forfeited its articles of organization or
11 certificate of authority acquired under the laws of this
12 state, and the forfeiture shall be made effective in the
13 manner provided in subsection (a) of this section, if:

14

15 (iii) It is in the public interest and the
16 limited liability company or any of its members:

17

18 (C) Cannot be served by either the
19 registered agent or by mail or electronically by the
20 secretary of state acting as the agent for process.

21

22 (d) The secretary of state may classify a limited
23 liability company as delinquent awaiting forfeiture of its

1 articles of organization or certificate of authority at the
2 time the secretary of state ~~mails~~provides the notice
3 required under subsections (a) through (c) of this section
4 to the limited liability company.

5

6 **17-30-305. Delivery to and filing of records by**
7 **secretary of state; effective time and date.**

8

9 (e) If the secretary of state refuses to file a
10 record under subsection (a) of this section, the secretary
11 of state shall return it to the filing party or its
12 representative within fifteen (15) days after the record
13 was delivered, together with a brief, written explanation
14 of the reason for the refusal.

15

16 **17-30-904. Administrative forfeiture of authority and**
17 **articles of formation.**

18

19 (b) A forfeiture under subsection (a) of this section
20 shall be made effective as follows:

21

22 (i) The secretary of state shall mail by first
23 class mail~~,~~ or submit by electronic means ~~if the statutory~~

1 ~~foundation has consented to receive notices electronically,~~
2 a notice of the failure of the statutory foundation to
3 comply with subsection (a) of this section; and
4

5 (e) A forfeiture under subsection (d) of this section
6 shall be made effective as follows:
7

8 (i) The secretary of state shall provide notice
9 to the statutory foundation at its last known mailing
10 address by first class mail, or submit by electronic means
11 ~~if the statutory foundation has consented to receive~~
12 ~~notices electronically,~~ a notice of the failure of the
13 statutory foundation to comply; and
14

15 (ii) Unless compliance is made within sixty (60)
16 days of the date of mailing or electronic submission of the
17 notice, the statutory foundation shall be deemed defunct
18 and to have forfeited its articles of formation filed in
19 this state.
20

21 (h) A statutory foundation shall be deemed to be
22 operating within this state without authority, to have
23 forfeited any rights or privileges acquired under the laws

1 of this state and shall be deemed to have forfeited its
2 articles of formation filed in this state if:

3

4 (iii) The public interest is served by
5 forfeiture and the statutory foundation, its founder or any
6 other person authorized to act on behalf of the statutory
7 foundation:

8

9 (C) Cannot be served by either the
10 registered agent or by the secretary of state ~~using mail~~
11 ~~and~~ acting as the agent for process.

12

13 (j) The secretary of state may classify a statutory
14 foundation as delinquent and as awaiting forfeiture of its
15 articles of formation at the time the secretary of state
16 mails or electronically submits any notice required under
17 this section to the foundation.

18

19 **40-2-101. Definitions.**

20

21 (a) As used in this act unless the context otherwise
22 requires:

23

1 (v) "This act" means W.S. 40-2-101 through
2 ~~40-2-109~~ 40-2-111.

3

4 **Section 3.** This act is effective July 1, 2021.

5

6

(END)