

CHAPTER 9

Original Senate File No. 18

DOMESTICATION OF FOREIGN CORPORATIONS

AN ACT to create sections 17-36.113:1 and 17-36.113:2 of the statutes relating to domestication of foreign corporations; providing for filing of articles of domestication and issuance of certificates of domestication by the secretary of state; prescribing the contents of articles of domestication; and providing an effective date.

Be It Enacted by the Legislature of the State of Wyoming.

Section 1. Sections 17-36.113:1 and 17-36.113:2 of the statutes are created to read:

ARTICLE 7.1

DOMESTICATION OF FOREIGN CORPORATIONS

17-36.113:1. Domestication of foreign corporations.

(a) Any corporation incorporated for any purpose except banking and insurance under the laws of any jurisdiction other than this state may become a domestic corporation of this state by delivering or causing to be delivered to the secretary of state articles of domestication. The secretary of state shall upon filing the articles of domestication, issue to the foreign corporation a certificate of domestication which shall continue the corporation as if it had been incorporated under this act. The articles of domestication, upon being filed by the secretary of state, shall constitute the articles of the domesticated foreign corporation and it shall thereafter have all the powers and privileges and be subjected to all the duties and limitations granted and imposed upon domestic corporations under the provisions of the Wyoming Business Corporations Act.

17-36.113:2. Application for certificate of domestication.

(a) A foreign corporation, in order to procure a certificate of domestication shall file articles of domestication with the secretary of state, which articles shall include and set forth:

- (i) A certified copy of its original articles of incorporation and all amendments thereto or its equivalent basic corporate charter or other authorization;
- (ii) The name of the corporation and the jurisdiction under the laws of which it is incorporated;
- (iii) The date of incorporation and the period of duration of the corporation;
- (iv) The address of the principal office of the corporation and the jurisdiction under the laws of which it is incorporated;

STATE OF WYOMING GENERAL SESSION 1974

(v) The address of the proposed registered office of the corporation in this state, and the name of its proposed registered agent in this state at such address;

(vi) The purpose or purposes of the corporation which it proposes to pursue in the transaction of business in this state;

(vii) The names and respective addresses of the directors and officers of the corporation;

(viii) A statement of the aggregate number of shares which the corporation has authority to issue, itemized by classes, par value of shares, shares without par value and series, if any, within a class;

(vix) A statement of the aggregate number of issued shares itemized by classes, par value of shares, shares without par value and series, if any, within a class;

(x) A statement, expressed in dollars, of the amount of stated capital of the corporation, as defined in the Wyoming Business Corporation Act;

(xi) A statement that the corporation accepts the constitution of this state in compliance with the requirement of article 10, section 5 of the Wyoming constitution;

(xii) Such additional information as may be necessary or appropriate in order to enable the secretary of state to determine whether such corporation is entitled to a certificate of domestication evidencing its authority to transact business in this state, and to determine and assess the fees and license taxes under the laws of this state.

(b) Such application shall be made on forms prescribed and furnished by the secretary of state and shall be executed in duplicate by the corporation by its president or a vice president and by its secretary or an assistant secretary, and verified by one of the officers signing such application.

(c) The secretary of state shall charge and collect for filing such articles of domestication fees based upon the aggregate par value of the authorized shares in accordance with the schedule set forth in section 17-36.114(a) of the statutes.

Section 2. This act is effective immediately upon passage.

Approved February 11, 1974.