

STATE OF WYOMING GENERAL SESSION 2014

Chapter 65

BUSINESS ENTITIES-REVISIONS

Original House Bill No. 14

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

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

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

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

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

Document	Fee
(v) Application for certificate of authority.....	<del>\$10.00</del> <u>\$25.00</u>
(vii) Application for conversion.....	<del>\$10.00</del> <u>\$75.00</u>

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

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

(ii) Sixty (60) days after the first date of publication by the office of the secretary of state of notice that the partnership has failed to make timely payment of the annual fee specified in subsection (n) of this section, unless the fee is paid within the sixty (60) day period, or that the partnership is without a registered agent or registered office in this state, unless the partnership regains a registered agent or registered office in this state during

## STATE OF WYOMING GENERAL SESSION 2014

the sixty (60) day period. The secretary of state shall mail such notice by ~~first class-certified~~ mail to the last known mailing address of the partnership and shall publish the notice once a week for two (2) consecutive weeks, in a newspaper of general circulation in the county in which the registered office of the partnership is located. Notwithstanding any other provisions of this paragraph, any domestic registered limited liability partnership whose statement of registration has lapsed under this paragraph may be reinstated as provided in W.S. 17-21-1107.

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

(a) If any limited liability company's registered agent has filed its resignation with the secretary of state and the limited liability company has not replaced its registered agent and registered office, or the limited liability company is without a registered agent or registered office in this state for any reason, it shall be deemed to be transacting business within this state without authority and to have forfeited any franchises, rights or privileges acquired under the laws thereof and the forfeiture shall be made effective in the following manner. The secretary of state shall mail by certified mail a notice of its failure to comply with aforesaid provisions. Unless compliance is made within sixty (60) days of the delivery of notice, the limited liability company shall be deemed defunct and to have forfeited its articles of organization acquired under the laws of this state. Provided, that any defunct limited liability company may at any time within two (2) years after the forfeiture of its articles of organization or certificate of authority, in the manner herein provided, be revived and reinstated, by filing the necessary statement under this act and paying a reinstatement fee established by the secretary of state by rule, together with a penalty of two hundred fifty dollars (\$250.00). The reinstatement fee shall not exceed the costs of providing the reinstatement service. The limited liability company shall retain its registered name during the two (2) year reinstatement period under this section.

### **17-29-1010. Continuance.**

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

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

## STATE OF WYOMING GENERAL SESSION 2014

(a) A foreign limited liability company, 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:

(x) Any additional information permitted in articles of organization under W.S. 17-29-201.

**Section 2.** W.S. 17-19-122(a)(ii) and (iii), 17-19-129, 17-29-1010(c)(vii) through (ix) and 17-29-1013(a)(vi) through (ix) are repealed.

**Section 3.** This act is effective July 1, 2014.

Approved March 10, 2014.