

Chapter 35

BUSINESS ENTITIES-FEES AND TAXES

Original House Bill No. 88

AN ACT relating to administration of government; amending annual license tax and other fees and imposing new fees charged to business entities; specifying application of penalties for conducting business without qualifying and providing for the recovery of expenditures for enforcement; repealing certain restrictions on fees; making conforming amendments; and providing for an effective date.

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

Section 1. W.S. 17-14-209(a)(i) and (ii) and by creating new subsections (b) and (c), 17-14-1007 by creating a new subsection (e), 17-15-132(a)(intro), (i), (ii), (vi) and by creating a new subsection (c), 17-16-1502(d), 17-16-1630(a)(intro), (b)(ii) and by creating a new subsection (f), 17-18-102(b)(xv)(E), 17-19-122(a)(i), 17-19-1630(d) and by creating a new subsection (g) and 17-21-1101(f)(ii), (m) and by creating a new subsection (n) are amended to read:

17-14-209. Fees.

(a) The secretary of state shall charge and collect the following fees:

(i) For filing a certificate of limited partnership or for registering a foreign limited partnership, a fee ~~not to exceed twenty five thousand dollars (\$25,000.00)~~ based upon the following schedule:

| CAPITAL | FILING FEE |
|------------------------------|--|
| Not in excess of \$50,000.00 | \$100.00 |
| \$50,000.01 to \$100,000.00 | \$200.00 |
| In excess of \$100,000.00 | \$200.00 for first \$100,000.00 plus \$1.00 for each additional \$1,000.00 |
| | Total fee not to exceed \$25,000.00 of one hundred dollars (\$100.00); |

(ii) For filing a certificate of amendment, ~~thirty five dollars (\$35.00), together with the appropriate fee set out in W.S. 17-14-209(a)(i) if the amendment increases the amount of capital; or cancellation, or for filing a reservation of name, fifty dollars (\$50.00).~~

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

(c) Any limited partnership or foreign limited partnership failing to comply with subsection (b) of this section may be dissolved or its franchise revoked by the secretary of state as if it were a corporation.

17-14-1007. Transaction of business without registration.

(e) Any foreign limited partnership transacting business in this state without registering is subject to the penalties provided by W.S. 17-16-1502(d).

17-15-132. Fees; annual tax.

STATE OF WYOMING BUDGET SESSION 2000

(a) The secretary of state shall charge and collect fees from limited liability companies and foreign limited liability companies for:

(i) Filing the original articles of organization and issuing certificates of organization, or issuing a certificate of authority for a foreign limited liability company, ~~if the capital of the limited liability company is:~~

| CAPITAL | FILING FEE |
|---|--|
| Not in excess of \$50,000.00 | \$100.00 |
| \$50,001 to \$100,000.00 | \$200.00 |
| In excess of \$100,000.00 | \$200.00 for first |
| | \$100,000.00 plus \$1.00 for |
| | each additional \$1,000.00; |
| | provided the fee in no event |
| | shall exceed \$25,000.00 |
| | one hundred dollars (\$100.00); |

(ii) For amending the articles of organization, a filing fee of ~~thirty-five dollars (\$35.00), together with the appropriate fee set out in subsection (a)(i) of this section if the amendment is to increase the amount of capital fifty dollars (\$50.00);~~

(vi) An annual ~~tax of one hundred dollars (\$100.00) fee provided by W.S. 17-16-1630(a) as if the company were a corporation,~~ due and payable on or before the first day of the month of registration from every limited liability company organized under the laws of this state and from every foreign limited liability company which obtains the right to transact business in this state;

(c) Any foreign limited liability company transacting business in this state without qualifying is subject to the penalties provided by W.S. 17-16-1502(d).

17-16-1502. Consequences of transacting business without authority.

(d) A foreign corporation which transacts business in this state without a certificate of authority shall be liable to this state, for the years or parts thereof during which it transacted business in this state without a certificate of authority, in an amount equal to all fees and license taxes, plus interest of eighteen percent (18%), which would have been imposed by law upon such corporation had it duly applied for and received a certificate of authority to transact business in this state as required by this act and thereafter filed all reports required by law, and in addition shall be liable for a penalty in the amount of ~~one thousand dollars (\$1,000.00) five thousand dollars (\$5,000.00), reasonable audit expenses and reasonable attorney fees.~~ The secretary of state may refuse to issue a certificate of authority until all taxes, fees, interest, ~~expenses~~ and penalties due under this section have been paid to him. The attorney general may collect all penalties and other sums due under this subsection.

17-16-1630. Filing of reports and payment of tax required; amount of tax; exemptions; records.

(a) Every corporation organized under the laws of this state and every foreign corporation which obtains the right to transact and carry on business within this state (except banks, insurance companies and savings and loan associations) shall file with the secretary of state on or before the first day of the month of registration of every year a certification, under the penalty of perjury, by its treasurer or other fiscal agent setting forth its capital, property and assets located and employed in the state of Wyoming. The statement shall give the names and addresses of its officers and directors and the address of its principal office. On or before the first day of the month of registration of every year the corporation shall pay to the secretary of state in addition to all other statutory taxes and fees a license tax: based upon the sum of its capital, property and assets reported, of fifty dollars (\$50.00) or two-tenths of one mill on the dollar (\$.0002), whichever is greater.

(b) The provisions of W.S. 17-16-1630(a) shall be modified as follows:

(ii) Any corporation engaged in the public calling of carrying goods, passengers or information interstate is not required to comply with the provisions of W.S. 17-16-1630(a) except to the extent of capital, property and assets used in intrastate business in this state;

(f) In addition to other fees provided under this section, each corporation shall pay one hundred dollars (\$100.00) to the secretary of state for initial incorporation or qualification to do business in Wyoming.

17-18-102. Definitions.

(b) As used in this act:

(xv) "Substantial business operations within the state of Wyoming" means:

(E) The corporation has a combination of assets deposited within Wyoming financial institutions, assets assessed for ad valorem taxation within Wyoming, and assets within Wyoming not subject to ad valorem taxation which are sufficient to cause the corporation to pay the tax required by W.S. ~~17-16-1630(a)(i)~~ 17-16-1630(a). The payment of the tax required by W.S. ~~17-16-1630(a)(i)~~ 17-16-1630(a) shall be deemed conclusive evidence of substantial business operations within Wyoming.

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:

(i) Articles of Incorporation~~\$10.00~~ \$25.00

17-19-1630. Filing of reports.

(d) A ~~license tax of ten dollars (\$10.00)~~ fee of twenty-five dollars (\$25.00) shall be collected by the secretary of state upon initial incorporation or qualification and an annual franchise fee of twenty-five dollars (\$25.00) shall accompany the annual report.

(g) Any foreign nonprofit corporation transacting business in Wyoming without qualifying is subject to the penalties provided by W.S. 17-16-1502(d).

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 ~~(e)~~(n) of this section, unless the fee is paid within the sixty (60) day period. The secretary of state shall mail such notice by first class 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.

(m) The secretary of state shall provide forms for a statement of registration under subsection (a) of this section or a statement of renewal, ~~under subsection (e) of this section.~~

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

Section 2. W.S. 17-14-209(a)(iii) and (iv), 17-15-143(c)(viii), 17-16-1630(a)(i) through (v), (b)(i), 17-19-1502(d), 17-21-1101(c) and (e) and 17-21-1104(e) are repealed.

Section 3. This act is effective July 1, 2000.

Approved March 13, 2000.