

HOUSE BILL NO. HB0004

Business entities-reinstatement.

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

A BILL

for

1 AN ACT relating to limited partnerships and registered
2 limited liability partnerships; providing for reinstatement
3 within two years of administrative dissolution or lapse of
4 registration for failure to pay fees; and providing for an
5 effective date.

6

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

8

9 **Section 1.** W.S. 17-14-905 and 17-21-1107 are created
10 to read:

11

12 **17-14-905. Reinstatement following administrative**
13 **dissolution.**

14

15 (a) A Wyoming limited partnership administratively
16 dissolved for failure to pay fees as provided in W.S.

1 17-14-209(c) may apply to the secretary of state for
2 reinstatement within two (2) years after the effective date
3 of dissolution. The application shall recite the name of
4 the domestic limited partnership and the effective date of
5 its administrative dissolution.

6

7 (b) A domestic limited partnership applying for
8 reinstatement pursuant to subsection (a) of this section
9 shall include payment of a sum equal to double the amount
10 of fees and taxes then delinquent and a reinstatement
11 certificate fee prescribed by the secretary of state by
12 rule.

13

14 (c) If the secretary of state determines that the
15 application contains the information required by subsection
16 (a) of this section, that the information is correct and
17 the application contains the fees and taxes required by
18 subsection (b) of this section, he shall cancel the
19 certificate of dissolution and prepare a certificate of
20 reinstatement that recites his determination and the
21 effective date of reinstatement, file the original of the
22 certificate and return a copy to the domestic limited
23 partnership.

24

1 (d) When the reinstatement is effective, it relates
2 back and takes effect as of the effective date of the
3 administrative dissolution pursuant to W.S. 17-14-209(c)
4 and the limited partnership resumes carrying on its
5 business as if the administrative dissolution had never
6 occurred.

7

8 (e) The domestic limited partnership shall retain its
9 registered name during the two (2) year reinstatement
10 period.

11

12 **17-21-1107. Reinstatement following lapse of**
13 **registration.**

14

15 (a) A domestic registered limited liability
16 partnership whose registration has lapsed for failure to
17 pay fees as provided in W.S. 17-21-1101(f)(ii) may apply to
18 the secretary of state for reinstatement within two (2)
19 years after the effective date of lapse. The application
20 shall recite the name of the domestic registered limited
21 liability partnership and the effective date of its lapse
22 of registration.

23

1 (b) A domestic registered limited liability
2 partnership applying for reinstatement pursuant to
3 subsection (a) of this section shall include payment of a
4 sum equal to double the amount of fees and taxes then
5 delinquent and a reinstatement certificate fee prescribed
6 by the secretary of state by rule.

7

8 (c) If the secretary of state determines that the
9 application contains the information required by subsection
10 (a) of this section, that the information is correct and
11 the application contains the fees and taxes required by
12 subsection (b) of this section, he shall prepare a
13 certificate of reinstatement that recites his determination
14 and the effective date of reinstatement, file the original
15 of the certificate and return a copy to the domestic
16 registered limited liability partnership.

17

18 (d) When the reinstatement is effective, it relates
19 back and takes effect as of the effective date of the lapse
20 of registration pursuant to W.S. 17-21-1101(f)(ii) and the
21 domestic registered limited liability partnership resumes
22 carrying on its business as if the lapse of registration
23 had never occurred.

24

1 (e) The domestic registered limited liability
2 partnership shall retain its registered name during the two
3 (2) year reinstatement period.

4

5 **Section 2.** W.S. 17-14-209 by creating a new
6 subsection (d) and 17-21-1101(f)(ii) are amended to read:

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8 **17-14-209. Fees.**

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10 (d) Notwithstanding any other provisions of this
11 section, any Wyoming limited partnership dissolved or whose
12 franchise is revoked under subsection (c) of this section
13 may be reinstated as provided in W.S. 17-14-905.

14

15 **17-21-1101. Registered limited liability**
16 **partnerships.**

17

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

22

23 (ii) Sixty (60) days after the first date of
24 publication by the office of the secretary of state of

1 notice that the partnership has failed to make timely
2 payment of the annual fee specified in subsection (n) of
3 this section, unless the fee is paid within the sixty (60)
4 day period. The secretary of state shall mail such notice
5 by first class mail to the last known mailing address of
6 the partnership and shall publish the notice once a week
7 for two (2) consecutive weeks, in a newspaper of general
8 circulation in the county in which the registered office of
9 the partnership is located. Notwithstanding any other
10 provisions of this paragraph, any domestic registered
11 limited liability partnership whose statement of
12 registration has lapsed under this paragraph may be
13 reinstated as provided in W.S. 17-21-1107.

14

15 **Section 3.** This act is effective July 1, 2007.

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(END)