

**DRAFT ONLY
NOT APPROVED FOR
INTRODUCTION**

HOUSE BILL NO. _____

Business entities-registered agents.

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

A BILL

for

1 AN ACT relating to business entities; consolidating
2 provisions regulating registered agents; providing
3 definitions; providing for record keeping; providing for
4 service of process; requiring registered agents to maintain
5 physical addresses and business hours; making conforming
6 amendments; providing appropriations; and providing for
7 effective dates.

8

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

10

11 **Section 1.** W.S. 17-28-101 through 17-28-109 are
12 created to read:

13

14 CHAPTER 28 - REGISTERED OFFICES AND AGENTS

1

2 **17-28-101. Registered office and registered agent.**

3

4 (a) Each business entity shall continuously maintain
5 in this state:

6

7 (i) A registered office that may be the same as
8 any of its places of business but shall be located at a
9 street address in Wyoming which shall be a physical
10 location where the business entity's registered agent, or a
11 natural person who has an agency relationship with the
12 registered agent, can accept service of process as provided
13 in W.S. 17-28-104 and is physically present at the location
14 during regular business hours; and

15

16 (ii) A registered agent, who shall be:

17

18 (A) An individual who is at least eighteen
19 (18) years of age, resides in this state and whose business
20 office is identical with the registered office;

21

22 (B) A domestic business entity whose
23 business office is identical with the registered office and
24 which has a written agreement creating an agency

1 relationship with an individual providing for acceptance of
2 service of process as provided in W.S. 17-28-104;

3
4 (C) A foreign business entity authorized to
5 transact business in this state whose business office is
6 identical with the registered office and which has a
7 written agreement creating an agency relationship with an
8 individual providing for acceptance of service of process
9 as provided in W.S. 17-28-104; or

10
11 (D) A business entity or an individual, at
12 least eighteen (18) years of age, who is:

13
14 (I) In the business of serving as a
15 registered agent for more than ten (10) entities, including
16 a registered agent which serves as a registered agent for
17 the entities served by another commercial registered agent;
18 and

19
20 (II) Registered as a commercial
21 registered agent under W.S. 17-28-105 and whose business
22 office is identical with the registered office. A business
23 entity registered as a commercial registered agent shall
24 have a written agreement creating an agency relationship

1 with a natural person providing for acceptance of service
2 of process as provided in W.S. 17-28-104.

3
4 (b) For purposes of this chapter, "business entity"
5 means a corporation, non-profit corporation, limited
6 liability company, limited partnership, cooperative
7 marketing association, statutory trust or registered
8 limited liability partnership, whether foreign or domestic.

9
10 (c) Every registered agent shall certify compliance
11 with the requirements of this chapter on a form prescribed
12 by the secretary of state on the date of registration.

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

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

21
22 (i) The name of the business entity;

1 (ii) The street address of its current
2 registered office;

3

4 (iii) If the current registered office is to be
5 changed, the street address of the new registered office;

6

7 (iv) The name of its current registered agent;

8

9 (v) If the current registered agent is to be
10 changed, the name of the new registered agent and the new
11 agent's written consent to the appointment executed by the
12 registered agent, either on the statement or attached to
13 it;

14

15 (vi) That the new registered office and
16 registered agent comply with the requirements of W.S. 17-
17 28-101 through 17-28-109; and

18

19 (vii) That after the change or changes are made,
20 the street addresses of its registered office and the
21 business office of its registered agent will be identical,
22 if applicable.

23

1 (b) If a registered agent changes the street address
2 of his business office, he shall change the street address
3 of the registered office of any business entity for which
4 he is the registered agent by notifying the business entity
5 in writing of the change and signing and delivering to the
6 secretary of state for filing a statement that complies
7 with the requirements of subsection (a) of this section and
8 recites that every entity which the registered agent serves
9 has been notified of the change.

10
11 (c) If a registered agent changes its name, it shall
12 change the name of the registered agent of any business
13 entity for which it is the registered agent by notifying
14 the business entity in writing of the change and signing
15 and delivering to the secretary of state for filing a
16 statement that complies with the requirements of subsection
17 (a) of this section and recites that every entity which the
18 registered agent serves has been notified of the change.

19
20 **17-28-103. Resignation of registered agent.**

21
22 (a) A registered agent may resign his agency
23 appointment by signing and delivering to the secretary of
24 state for filing the signed original and one (1) exact or

1 conformed copy of a statement of resignation for each
2 entity from which the registered agent resigns. The
3 statement may include a statement that the registered
4 office is also discontinued. The statement of resignation
5 shall state that the registered agent has sent notice to
6 each affected entity at least thirty (30) days prior to the
7 filing of the statement of resignation to the address of
8 the entity last known to the registered agent. The
9 statement shall be addressed to any officer or controlling
10 member of the entity other than the registered agent.

11

12 (b) Upon receiving the resignation of a registered
13 agent where no successor is appointed, the entity shall
14 provide the secretary of state with a statement of change
15 in compliance with W.S. 17-28-102(a) within thirty (30)
16 days following receipt by the business entity of the
17 statement of resignation by a registered agent.

18

19 (c) A registered agent may resign his agency
20 appointment and appoint a new registered agent that
21 complies with W.S. 17-28-101(a) by signing and delivering
22 to the secretary of state on a statement of change of
23 registered agent form designated by the secretary of state:

24

1 (i) A signed original and one (1) exact or
2 conformed copy of a statement of resignation for each
3 entity from which the registered agent resigns;

4
5 (ii) A statement from each affected entity
6 ratifying and approving the appointment of the new
7 registered agent;

8
9 (iii) A statement designating a new registered
10 office for each entity affected; and

11
12 (iv) A statement from the new registered agent
13 certifying his compliance with all requirements of this
14 chapter and acknowledging his appointment to serve as
15 registered agent for each entity affected.

16
17 (d) The agency appointment is terminated, and the
18 registered office discontinued if so provided, on the date
19 on which the statement of resignation was filed under
20 subsections (a) and (b) of this section. The agency
21 appointment is terminated, the registered office
22 discontinued if so provided, and the new registered agent
23 and registered office are effective on the date on which

1 the statement of change of registered agent was filed under
2 subsection (c) of this section.

3

4 (e) If an agency appointment is terminated under the
5 provisions of this section and no successor is appointed,
6 service of process on the business entity shall be upon the
7 secretary of state until a new appointment is made or until
8 the entity is administratively dissolved or revoked.

9

10 (f) Upon receipt of resignation by a registered agent
11 where no successor is appointed, the secretary of state
12 shall classify the entity as delinquent awaiting
13 administrative dissolution, revocation or forfeiture of its
14 articles of organization as appropriate.

15

16 (g) Failure of a commercial registered agent to
17 register pursuant to W.S. 17-28-105 shall not constitute a
18 resignation of the registered agent pursuant to this
19 section and the registered agent shall remain responsible
20 for all the requirements of this chapter with respect to
21 each entity represented.

22

23 **17-28-104. Service on business entity.**

24

1 (a) A business entity's registered agent, or the
2 natural person having an agency relationship with the
3 registered agent as provided in W.S. 17-28-101(a), shall
4 accept service of process, notice, or demand required or
5 permitted by law that is served on the entity.

6
7 (b) If a business entity has no registered agent, or
8 the agent cannot with reasonable diligence be served, the
9 entity may be served by registered or certified mail,
10 return receipt requested, addressed to the entity at its
11 principal office. Service is perfected under this
12 subsection at the earliest of:

13
14 (i) The date the entity receives the mail;

15
16 (ii) The date shown on the return receipt, if
17 signed, either manually or in facsimile, on behalf of the
18 entity; or

19
20 (iii) Five (5) days after its deposit in the
21 United States mail, as evidenced by the postmark, if mailed
22 postpaid and correctly addressed.

1 (c) A business entity may be served as provided in
2 this section or as provided in the Wyoming rules of civil
3 procedure.

4
5 (d) Every entity shall provide to its registered
6 agent and keep current the name, business address and
7 business telephone number of a natural person who is an
8 officer, director, employee or designated agent of the
9 entity who is authorized to receive communications from the
10 registered agent and is deemed the designated
11 communications contact for the entity.

12
13 **17-28-105. Commercial registered agent registration**
14 **required.**

15
16 (a) Except as provided in subsection (b) of this
17 section, no person shall transact business in this state as
18 a registered agent unless the person is registered with the
19 secretary of state in accordance with the provisions of
20 this section and W.S. 17-28-106. Violation of this section
21 is punishable under W.S. 17-28-109.

22
23 (b) The registration requirements of this section and
24 W.S. 17-28-106 shall not apply to a person who serves as

1 registered agent for ten (10) or fewer business entities,
2 including entities served by a registered agent if the
3 registered agent is one of those entities served.

4

5 (c) Any person claiming to be exempt from
6 registration requirements based upon the provisions of
7 subsection (b) of this section shall have the burden of
8 proving the exemption in any administrative or other civil
9 action.

10

11 (d) For purposes of W.S. 17-28-106, "commercial
12 registered agent" means a registered agent required to
13 register under this section.

14

15 (e) A commercial registered agent shall not:

16

17 (i) Have been convicted of any felony;

18

19 (ii) Have any officer, director, partner,
20 manager or other controlling person who has been convicted
21 of any felony;

22

1 (iii) Engage in conduct in connection with
2 acting as a registered agent that is intended or likely to
3 deceive or defraud the public; nor

4
5 (iv) Have any officer, director, partner,
6 manager or other controlling person whose ability to act as
7 a registered agent has been revoked by the secretary of
8 state or a comparable official in another state for
9 engaging in conduct in connection with acting as a
10 registered agent that is intended or likely to deceive or
11 defraud the public, or who was an officer, director,
12 partner, manager or other controlling person of an entity
13 whose ability to act as a registered agent has been so
14 revoked.

15
16 **17-28-106. Registration requirements.**

17
18 (a) A commercial registered agent shall obtain a
19 registration by filing an application with the secretary of
20 state. The application shall be executed and sworn under
21 penalty of perjury and contain information the secretary of
22 state requires by rule including:

23
24 (i) The legal name of the applicant;

1

2 (ii) The applicant's physical street address of
3 its registered office in this state where service may be
4 made during regular business hours. A separate mailing
5 address may be included in addition to the physical street
6 address;

7

8 (iii) Whether the applicant, or in the case of a
9 corporation or other business entity its officers or
10 directors, members, partners or persons serving in a
11 similar capacity, has ever been convicted of a felony;

12

13 (iv) The name, address and phone number of the
14 natural person who controls the commercial registered
15 agent;

16

17 (v) A statement that the applicant is eighteen
18 (18) years or older if the applicant is a natural person;

19

20 (vi) The name, physical street address and phone
21 number of the registered office where the natural person
22 with whom the agent has an agency agreement for purposes of
23 receiving service of process, if applicable may be served;
24 and

1

2 (vii) Other information the secretary of state
3 deems appropriate in the registration and identification of
4 registered agents.

5

6 (b) Every applicant for registration shall pay a
7 filing fee as set by rule adopted pursuant to this chapter.
8 The fee shall be designed to recover the cost of
9 administering the provisions of this chapter relating to
10 registered agents. If an application is withdrawn or
11 denied, the secretary of state shall retain the entire fee.

12

13 (c) Registration of a commercial registered agent
14 shall be valid for the calendar year of registration and
15 shall expire December 31 of each year.

16

17 (d) The secretary of state may publish or cause a
18 listing of registrants to be disseminated to interested
19 persons under such rules as the secretary of state
20 prescribes.

21

22 **17-28-107. Duties of the registered agent.**

23

24 (a) The registered agent shall:

1

2 (i) Maintain a physical address in accordance
3 with W.S. 17-28-102(a)(ii) and as defined by the secretary
4 of state by rule;

5

6 (ii) Accept service of process in accordance
7 with W.S. 17-28-104(a);

8

9 (iii) Maintain the address of record to which
10 all service of process is to be delivered for each entity
11 represented;

12

13 (iv) Maintain at the registered office, the
14 following information for each entity represented which
15 shall be current within sixty (60) days of any change and
16 shall be maintained in a format that can be reasonably
17 produced on demand:

18

19 (A) Names and addresses of each entity's
20 directors, officers, limited liability company managers,
21 managing partners, trustees or persons serving in a similar
22 capacity;

23

1 (B) The name, address and business
2 telephone number of a natural person who is an officer,
3 director, employee or designated agent of each entity
4 represented who is authorized to receive communications
5 from the registered agent;

6
7 (C) A copy of the written contract or
8 agreement creating an agency relationship between the
9 registered agent and a natural person with respect to
10 accepting service of process on behalf of each business
11 entity represented by the registered agent.

12
13 (v) Maintain regular business hours of operation
14 at the registered office during which the registered agent
15 or the natural person with whom the registered agent has an
16 agency relationship is available to accept service of
17 process on behalf of any entity represented. The regular
18 business hours shall be publicly posted in a conspicuous
19 location on the premises informing the public when the
20 office is open for business; and

21
22 (vi) Register as a commercial registered agent
23 pursuant to W.S. 17-28-105 if applicable.

24

1 **17-28-108. Production of records.**

2

3 (a) All records maintained pursuant to W.S. 17-28-107
4 are subject to periodic, special or other examination by
5 the secretary of state or his representatives as deemed
6 necessary or appropriate in investigations.

7

8 (b) The secretary of state may compel production of
9 records required to be maintained pursuant to W.S. 17-28-
10 107 in accordance with the provisions of the Wyoming
11 Administrative Procedure Act.

12

13 (c) The secretary of state shall hold any records
14 obtained pursuant to this section confidential except for
15 information required to be in the annual report required by
16 W.S. 17-16-1630(a). The secretary of state may release any
17 such confidential information only pursuant to court
18 subpoena or to a bona fide law enforcement agency for use
19 in a criminal investigation.

20

21 (d) Failure to produce or denial of access to records
22 maintained pursuant to W.S. 17-28-107 to the secretary of
23 state on demand or failure to answer a validly issued
24 subpoena shall be punishable as provided in W.S. 17-28-109.

1

2 (e) Any business entity which provides false records
3 required to be maintained pursuant to W.S. 17-28-107 to the
4 entity's registered agent shall be punished as provided in
5 W.S. 17-16-129.

6

7 **17-28-109. Actions against registered agents.**

8

9 (a) The secretary of state may impose a civil penalty
10 not to exceed five hundred dollars (\$500.00) for each
11 violation, with respect to each entity represented, of this
12 chapter for which no other specific penalty is provided,
13 and may deny or revoke any registration, require enhanced
14 record keeping and refuse to accept filings for business
15 entities served by a registered agent if the registered
16 agent, or in the case of registered agent that is a
17 corporation or other business entity, its officers,
18 directors, members, partners or persons serving in a
19 similar capacity:

20

21 (i) Has failed to make application for
22 registration as a commercial registered agent under W.S.
23 17-28-105 if applicable;

24

1 (ii) Has failed to maintain records as required
2 by W.S. 17-28-107;

3

4 (iii) Cannot be served during regular business
5 hours at the address of the registered office;

6

7 (iv) Has willfully violated or willfully failed
8 to comply with any provision of this chapter; or

9

10 (v) Cannot be located at the address on the
11 application provided to the secretary of state.

12

13 (b) A registered agent is presumed to have complied
14 with W.S. 17-28-107 if he has timely requested the required
15 information from the entity by certified letter. It shall
16 be a defense to an action under paragraph (a)(ii) of this
17 section if the registered agent notifies the secretary of
18 state of the entity's failure to provide the required
19 information or of the registered agent's belief that the
20 information is inaccurate, and the registered agent resigns
21 within sixty (60) days after the date current documents
22 were to be filed. No fee shall be assessed a registered
23 agent resigning pursuant to this subsection.

24

1 (c) The secretary of state may deny or revoke the
2 registration of a registered agent who has been convicted
3 of any felony or has had an application for commercial
4 registered agent denied or revoked, or in the case of a
5 registered agent that is a corporation or other business
6 entity, its officers, directors, members, partners or
7 persons serving in a similar capacity have been convicted
8 of any felony or have had an application for commercial
9 registered agent denied or revoked.

10
11 (d) In any action pursuant to this section the
12 prevailing party may recover costs of investigation, court
13 costs and attorney's fees.

14
15 (e) It shall be a defense to any violation under this
16 section if the agent, in the exercise of reasonable
17 diligence could not have known that:

18
19 (i) The information maintained by the agent is
20 inaccurate;

21
22 (ii) The information provided by the entity
23 represented is inaccurate; or

1 (iii) An entity used the registered agent's
2 identity or address without the registered agent's
3 knowledge or consent.

4
5 (f) The secretary of state may deny registration,
6 require enhanced record keeping and refuse to accept
7 filings from any registered agent pursuant to this section
8 without a contested case hearing. If a contested case
9 hearing is requested, this authority shall only apply until
10 the hearing is resolved.

11
12 **Section 2.** W.S. 17-10-204, 17-14-205, 17-15-102(a) by
13 creating a new paragraph (viii), 17-15-110(a)(i) through
14 (ii), by creating a new subsection (b), 17-15-112(a),
15 17-16-120(j)(i), 17-16-125(b), 17-16-140(a)(xxix),
16 17-16-205(d), 17-16-501(a), by creating a new subsection
17 (b), 17-16-1420(a)(v), 17-16-1421(a), (b), 17-16-1422(b),
18 17-16-1423(a), 17-16-1507 by creating a new subsection (b),
19 17-16-1530(a)(ii), 17-16-1531(a), (b), 17-16-1532(a),
20 17-16-1533, 17-16-1534, 17-19-120(j)(i), 17-19-125(b),
21 17-19-140(a)(xxxvii), 17-19-501(a), by creating a new
22 subsection (b), 17-19-1420(a)(v)(B), 17-19-1421(a), (b),
23 17-19-1422(b), 17-19-1423(a), 17-19-1507(a), by creating a
24 new subsection (b), 17-19-1530(a)(ii), 17-19-1531(a)

1 through (c), 17-19-1532(a), 17-21-101(a) by creating a new
2 paragraph (xv), 17-21-1101 by creating a new subsection
3 (o), 17-23-109(a) and by creating a new subsection (b) and
4 17-23-111 are amended to read:

5
6 **17-10-204. Registered agent; change of registered**
7 **office or registered agent.**

8
9 (a) Each cooperative shall have and continuously
10 maintain in this state:

11
12 (i) A registered office ~~which may be, but need~~
13 ~~not be, the same as its place of business~~ as provided in
14 W.S. 17-28-101 through 17-28-109;

15
16 (ii) A registered agent, ~~which agent may be~~
17 ~~either an individual resident in this state whose business~~
18 ~~office is identical with such registered office, or a~~
19 ~~domestic corporation, or a foreign corporation authorized~~
20 ~~to transact business in this state, having a business~~
21 ~~office identical with such registered office~~ as provided in
22 W.S. 17-28-101 through 17-28-109.

1 (f) The provisions of W.S. 17-28-101 through 17-28-
2 109 shall apply to all cooperatives.

3
4 **17-14-205. Specified office and agent.**

5
6 (a) Each limited partnership shall continuously
7 maintain in this state:

8
9 (ii) ~~An~~ A registered agent for service of
10 process on the limited partnership, ~~which agent shall be an~~
11 ~~individual resident of this state, a domestic corporation,~~
12 ~~or a foreign corporation authorized to do business in this~~
13 ~~state~~ as provided in W.S. 17-28-101 through 17-28-109.

14
15 (b) The provisions of W.S. 17-28-101 through 17-28-
16 109 shall apply to all limited partnerships.

17
18 **17-15-102. Definitions.**

19
20 (a) As used in this act:

21
22 (viii) "Registered agent" means as provided in
23 W.S. 17-28-101 through 17-28-109.

1 **17-15-110. Registered office and registered agent to**
2 **be maintained.**

3
4 (a) Each limited liability company shall have and
5 continuously maintain in this state:

6
7 (i) A registered office ~~which may be, but need~~
8 ~~not be, the same as its place of business~~ as provided in
9 W.S. 17-28-101 through 17-28-109;

10
11 (ii) A registered agent, ~~which agent may be~~
12 ~~either an individual resident in this state whose business~~
13 ~~office is identical with such registered office, or a~~
14 ~~domestic corporation, or a foreign corporation authorized~~
15 ~~to transact business in this state, having a business~~
16 ~~office identical with such registered office~~ as provided in
17 W.S. 17-28-101 through 17-28-109.

18
19 **(b) The provisions of W.S. 17-28-101 through 17-28-**
20 **109 shall apply to all limited liability companies.**

21
22 **17-15-112. Failure to maintain registered agent or**
23 **registered office or pay annual fee.**

1 (a) ~~If any limited liability company has failed for~~
2 ~~thirty (30) days to appoint and maintain a registered agent~~
3 ~~in this state, or has failed for thirty (30) days after~~
4 ~~change of its registered office or registered agent to file~~
5 ~~in the office of the secretary of state a statement of the~~
6 ~~change~~ If any limited liability company's registered agent
7 has filed its resignation with the secretary of state and
8 the limited liability company has not replaced its
9 registered agent and registered office it shall be deemed
10 to be transacting business within this state without
11 authority and to have forfeited any franchises, rights or
12 privileges acquired under the laws thereof and the
13 forfeiture shall be made effective in the following manner.
14 The secretary of state shall mail by certified mail a
15 notice of its failure to comply with aforesaid provisions.
16 Unless compliance is made within ~~thirty (30)~~ sixty (60)
17 days of the delivery of notice, the limited liability
18 company shall be deemed defunct and to have forfeited its
19 certificate of organization acquired under the laws of this
20 state. Provided, that any defunct limited liability company
21 may at any time within two (2) years after the forfeiture
22 of its certificate, in the manner herein provided, be
23 revived and reinstated, by filing the necessary statement
24 under this act and paying a reinstatement fee established

1 by the secretary of state by rule, together with a penalty
2 of one hundred dollars (\$100.00). The reinstatement fee
3 shall not exceed the costs of providing the reinstatement
4 service. The limited liability company shall retain its
5 registered name during the two (2) year reinstatement
6 period under this section.

7

8 **17-16-120. Filing requirements.**

9

10 (j) The document shall be delivered to the office of
11 the secretary of state for filing and shall be accompanied
12 by:

13

14 (i) One (1) exact or conformed copy except as
15 provided in ~~W.S. 17-16-503 and 17-16-1509~~ W.S. 17-28-103;

16

17 **17-16-125. Filing duty of secretary of state.**

18

19 (b) The secretary of state files a document by
20 stamping or otherwise endorsing "Filed," together with his
21 official title and the date and time of filing, on both the
22 original and the document copy and on the receipt for the
23 filing fee. After filing a document, except as provided in
24 ~~W.S. 17-16-503 and 17-16-1510~~ W.S. 17-28-103, the secretary

1 of state shall deliver the document copy, with the filing
2 fee receipt (or acknowledgement of receipt if no fee is
3 required) attached, to the domestic or foreign corporation
4 or its representative. The secretary of state, in his
5 discretion, may issue a certificate evidencing the filing
6 of a document upon the payment of the requisite fee.

7
8 **17-16-140. Definitions.**

9
10 (a) In this act:

11
12 (xxix) "Registered agent" means as provided in
13 W.S. 17-28-101 through 17-28-109;

14
15 ~~(xxix)~~ (xxx) "This act" means W.S. 17-16-101
16 through 17-16-1803.

17
18 **17-16-205. Organization of corporation.**

19
20 (d) Within sixty (60) days after filing articles of
21 incorporation, a corporation ~~which maintains a registered~~
22 ~~agent required to register by W.S. 17-16-505,~~ shall provide
23 information to ~~the~~ its registered agent as required by ~~W.S.~~
24 ~~17-16-507~~ W.S. 17-28-107.

1

2 **17-16-501. Registered office and registered agent.**

3

4 (a) Each corporation shall continuously maintain in
5 this state:

6

7 (i) A registered office ~~that may be the same as~~
8 ~~any of its places of business~~ as provided in W.S. 17-28-101
9 through 17-28-109; and

10

11 (ii) A registered agent, ~~who may be:~~ as provided
12 in W.S. 17-28-101 through 17-28-109.

13

14 (b) The provisions of W.S. 17-28-101 through 17-28-
15 109 shall apply to all corporations.

16

17 **17-16-1420. Grounds for administrative dissolution.**

18

19 (a) The secretary of state may commence a proceeding
20 under W.S. 17-16-1421 to administratively dissolve a
21 corporation if:

22

1 (i) The corporation is without a registered
2 agent or registered office in this state; ~~for thirty (30)~~
3 ~~days or more;~~

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

7
8 (A) Failed to provide records to the
9 registered agent as required in ~~W.S. 17-16-507~~ W.S. 17-28-
10 107;

11
12 (C) Cannot be served by either the
13 secretary of state or the registered agent at its address
14 provided pursuant to ~~W.S. 17-16-507~~ W.S. 17-28-107.

15
16 **17-16-1421. Procedure for and effect of**
17 **administrative dissolution.**

18
19 (a) If the secretary of state determines that one (1)
20 or more grounds exist under W.S. 17-16-1420 for dissolving
21 a corporation, he shall serve the corporation with written
22 notice of his determination under ~~W.S. 17-16-504~~ W.S. 17-
23 28-104, except for W.S. 17-16-1420(a)(iii) in which case
24 dissolution is by choice and therefore automatic and W.S.

1 17-16-1420(a)(iv) in which case notice of the proposed
2 dissolution shall be given only as provided in subsection
3 (e) of this section.

4
5 (b) If the corporation does not correct each ground
6 for dissolution or demonstrate to the reasonable
7 satisfaction of the secretary of state that each ground
8 determined by the secretary of state does not exist within
9 sixty (60) days after service of the notice is perfected
10 under ~~W.S. 17-16-504~~ W.S. 17-28-104, the secretary of state
11 shall administratively dissolve the corporation by signing,
12 either manually or in facsimile, a certificate of
13 dissolution that recites the ground or grounds for
14 dissolution and its effective date. The secretary of state
15 shall file the original of the certificate and serve a copy
16 on the corporation under ~~W.S. 17-16-504~~ W.S. 17-28-104. The
17 provisions of subsection (e) of this section shall govern
18 the procedures for dissolution pursuant to W.S.
19 17-16-1420(a)(iv).

20
21 **17-16-1422. Reinstatement following administrative**
22 **dissolution.**

1 (b) If the secretary of state determines that the
2 application contains the information required by subsection
3 (a) of this section and that the information is correct, he
4 shall cancel the certificate of dissolution and prepare a
5 certificate of reinstatement that recites his determination
6 and the effective date of reinstatement, file the original
7 of the certificate, and serve a copy on the corporation
8 under ~~W.S. 17-16-504~~ W.S. 17-28-104.

9
10 **17-16-1423. Appeal from denial of reinstatement.**

11
12 (a) If the secretary of state denies a corporation's
13 application for reinstatement following administrative
14 dissolution, he shall serve the corporation under ~~W.S.~~
15 ~~17-16-504~~ W.S. 17-28-104 with a written notice that
16 explains the reason or reasons for denial.

17
18 **17-16-1507. Registered office and registered agent of**
19 **foreign corporation.**

20
21 (a) Each foreign corporation authorized to transact
22 business in this state shall continuously maintain in this
23 state:

1 (i) A registered office ~~that may be the same as~~
2 ~~any of its places of business~~ as provided in W.S. 17-28-101
3 through 17-28-109; and

4
5 (ii) A registered agent, ~~who may be:~~ as provided
6 in W.S. 17-28-101 through 17-28-109.

7
8 (b) The provisions of W.S. 17-28-101 through 17-28-
9 109 shall apply to all foreign corporations.

10
11 **17-16-1530. Grounds for revocation.**

12
13 (a) The secretary of state may commence a proceeding
14 under W.S. 17-16-1531 to revoke the certificate of
15 authority of a foreign corporation authorized to transact
16 business in this state if:

17
18 (i) The foreign corporation is without a
19 registered agent or registered office in this state; ~~for~~
20 ~~thirty (30) days or more;~~

21
22 (ii) The foreign corporation does not inform the
23 secretary of state under ~~W.S. 17-16-1508 or 17-16-1509~~ W.S.
24 17-28-102 or 17-28-103 that its registered agent or

1 registered office has changed, that its registered agent
2 has resigned, or that its registered office has been
3 discontinued within thirty (30) days of the change,
4 resignation or discontinuance;

5
6 **17-16-1531. Procedure for and effect of revocation.**

7
8 (a) If the secretary of state determines that one (1)
9 or more grounds exist under W.S. 17-16-1530 for revocation
10 of a certificate of authority, he shall serve the foreign
11 corporation with written notice of his determination under
12 ~~W.S. 17-16-1510~~ W.S. 17-28-104, except for revocation
13 pursuant to W.S. 17-16-1530(a)(iv) in which case notice of
14 the proposed revocation shall be given only as provided in
15 subsection (f) of this section.

16
17 (b) If the foreign corporation does not correct each
18 ground for revocation or demonstrate to the reasonable
19 satisfaction of the secretary of state that each ground
20 determined by the secretary of state does not exist within
21 sixty (60) days after service of the notice is perfected
22 under ~~W.S. 17-16-1510~~ W.S. 17-28-104, the secretary of
23 state may revoke the foreign corporation's certificate of
24 authority by signing, either manually or in facsimile, a

1 certificate of revocation that recites the ground or
2 grounds for revocation and its effective date. The
3 secretary of state shall file the original of the
4 certificate and serve a copy on the foreign corporation
5 under ~~W.S. 17-16-1510~~ W.S. 17-28-104. The provisions of
6 subsection (f) of this section shall govern the procedures
7 for revocation pursuant to W.S. 17-16-1530(a)(iv).

8
9 **17-16-1532. Appeal from revocation.**

10
11 (a) A foreign corporation may appeal the secretary of
12 state's revocation of its certificate of authority pursuant
13 to W.S. 16-3-114, within thirty (30) days after service of
14 the certificate of revocation is perfected under ~~W.S.~~
15 ~~17-16-1510~~ W.S. 17-28-104. The foreign corporation appeals
16 by petitioning the court to set aside the revocation and
17 attaching to the petition copies of its certificate of
18 authority and the secretary of state's certificate of
19 revocation.

20
21 **17-16-1533. Applicability of chapter 15 to foreign**
22 **limited liability companies.**

1 To the extent not inconsistent with the Wyoming Limited
2 Liability Act, W.S. 17-15-101 through 17-15-144, a limited
3 liability company organized in another jurisdiction may do
4 business in Wyoming by complying with W.S. 17-16-1501
5 through ~~17-16-1510~~ 17-16-1507, 17-16-1520, ~~and~~ 17-16-1530
6 through 17-16-1532 and 17-28-101 through 17-28-109. The
7 certificate of organization of a limited liability company
8 organized in another jurisdiction may be revoked as
9 provided in W.S. 17-16-1530 through 17-16-1532.

10
11 **17-16-1534. Applicability of chapter 23 to foreign**
12 **statutory trust companies.**

13
14 To the extent not inconsistent with the Wyoming Statutory
15 Trust Act, W.S. 17-23-101 through 17-23-302, a statutory
16 trust as defined in W.S. 17-23-102(a)(v), which is
17 organized in another jurisdiction may do business in
18 Wyoming by complying with W.S. 17-16-1501 through
19 ~~17-16-1510~~ 17-16-1507, 17-16-1520 and 17-16-1530 through
20 17-16-1532.

21
22 **17-19-120. Filing requirements.**

1 (j) The document shall be delivered to the office of
2 the secretary of state for filing and shall be accompanied
3 by:

4
5 (i) One (1) exact or conformed copy (except as
6 provided in ~~W.S. 17-19-503 and 17-19-1509~~ W.S. 17-28-103);

7
8 **17-19-125. Filing duty of secretary of state.**

9
10 (b) The secretary of state files a document by
11 stamping or otherwise endorsing "Filed," together with his
12 name and official title and the date and the time of
13 filing, on both the original and copy of the document and
14 on the receipt for the filing fee. After filing a
15 document, except as provided in ~~W.S. 17-19-503 and~~
16 ~~17-19-1510~~ W.S. 17-28-103, the secretary of state shall
17 deliver the document copy, with the filing fee receipt (or
18 acknowledgment of receipt if no fee is required) attached,
19 to the domestic or foreign corporation or its
20 representative. The secretary of state, in his discretion,
21 may issue a certificate evidencing the filing of a document
22 upon the payment of the requisite fee.

23
24 **17-19-140. General definitions.**

1

2 (a) As used in this act:

3

4 (xxxvii) "Registered agent" means as provided in
5 W.S. 17-28-101 through 17-28-109;

6

7 ~~(xxxvii)~~ (xxxviii) "This act" means W.S.
8 17-19-101 through 17-19-1807.

9

10 **17-19-501. Registered office and registered agent.**

11

12 (a) Each corporation shall continuously maintain in
13 this state:

14

15 (i) A registered office ~~that may be the same as~~
16 ~~any of its places of business~~ as provided in W.S. 17-28-101
17 through 17-28-109; and

18

19 (ii) A registered agent, ~~who may be:~~ as provided
20 in W.S. 17-28-101 through 17-28-109.

21

22 (b) The provisions of W.S. 17-28-101 through 17-28-
23 109 shall apply to all nonprofit corporations.

24

1 **17-19-1420. Grounds for administrative dissolution.**

2

3 (a) The secretary of state may commence a proceeding
4 under W.S. 17-19-1421 to administratively dissolve a
5 corporation if:

6

7 (v) It is in the public interest and the
8 corporation:

9

10 (B) Cannot be served by either the
11 secretary of state or the registered agent at its address
12 provided pursuant to ~~W.S. 17-16-507~~ W.S. 17-28-107.

13

14 **17-19-1421. Procedure for and effect of**
15 **administrative dissolution.**

16

17 (a) Upon determining that one (1) or more grounds
18 exist under W.S. 17-19-1420 for dissolving a corporation,
19 the secretary of state shall serve the corporation with
20 written notice of that determination under ~~W.S. 17-19-504~~
21 W.S. 17-28-104, except for dissolution pursuant to W.S.
22 17-19-1420(a)(iv) in which case notice of the proposed
23 dissolution shall be given only as provided in subsection
24 (e) of this section. In the case of a public benefit

1 corporation the secretary of state shall also notify the
2 attorney general in writing.

3

4 (b) If the corporation does not correct each ground
5 for dissolution or demonstrate to the reasonable
6 satisfaction of the secretary of state that each ground
7 determined by the secretary of state does not exist within
8 at least sixty (60) days after service of the notice is
9 perfected under ~~W.S. 17-19-504~~ W.S. 17-28-104, the
10 secretary of state may administratively dissolve the
11 corporation by signing a certificate of dissolution that
12 recites the ground or grounds for dissolution and its
13 effective date. The secretary of state shall file the
14 original of the certificate and serve a copy on the
15 corporation under ~~W.S. 17-19-504~~ W.S. 17-28-104, and in the
16 case of a public benefit corporation shall notify the
17 attorney general in writing. The provisions of subsection
18 (e) of this section shall govern the procedures for
19 dissolution pursuant to W.S. 17-19-1420(a)(iv).

20

21 **17-19-1422. Reinstatement following administrative**
22 **dissolution.**

23

1 (b) If the secretary of state determines that the
2 application contains the information required by subsection
3 (a) of this section and that the information is correct,
4 the secretary of state shall cancel the certificate of
5 dissolution and prepare a certificate of reinstatement
6 reciting that determination and the effective date of
7 reinstatement, file the original of the certificate, and
8 serve a copy on the corporation under ~~W.S. 17-19-504~~ W.S.
9 17-28-104.

10
11 **17-19-1423. Appeal from denial of reinstatement.**

12
13 (a) The secretary of state, upon denying a
14 corporation's application for reinstatement following
15 administrative dissolution, shall serve the corporation
16 under ~~W.S. 17-19-504~~ W.S. 17-28-104 with a written notice
17 that explains the reason or reasons for denial.

18
19 **17-19-1507. Registered office and registered agent of**
20 **foreign corporation.**

21
22 (a) Each foreign corporation authorized to transact
23 business in this state shall continuously maintain in this
24 state:

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23

(i) A registered office ~~with the same address as~~
~~that of its registered agent~~ as provided in W.S. 17-28-101
through 17-28-109; and

(ii) A registered agent, ~~who may be:~~ as provided
in W.S. 17-28-101 through 17-28-109.

(b) The provisions of W.S. 17-28-101 through 17-28-
109 shall apply to all foreign corporations.

17-19-1530. Grounds for revocation.

(a) The secretary of state may commence a proceeding
under W.S. 17-19-1531 to revoke the certificate of
authority of a foreign corporation authorized to transact
business in this state if:

(ii) The foreign corporation does not inform the
secretary of state under ~~W.S. 17-19-1508 or 17-19-1509~~ W.S.
17-28-102 or 17-28-103 that its registered agent or
registered office has changed, that its registered agent
has resigned, or that its registered office has been

1 discontinued within thirty (30) days of the change,
2 resignation or discontinuance;

3

4 **17-19-1531. Procedure and effect of revocation.**

5

6 (a) The secretary of state upon determining that one
7 (1) or more grounds exist under W.S. 17-19-1530 for
8 revocation of a certificate of authority shall serve the
9 foreign corporation with written notice of that
10 determination under ~~W.S. 17-19-1510~~ W.S. 17-28-104, except
11 for revocation pursuant to W.S. 17-19-1530(a)(v) in which
12 case notice of the proposed revocation shall be given only
13 as provided in subsection (g) of this section.

14

15 (b) The attorney general upon determining that one
16 (1) or more grounds exist under W.S. 17-19-1530(b) for
17 revocation of a certificate of authority shall request the
18 secretary of state to serve, and the secretary of state
19 shall serve the foreign corporation with written notice of
20 that determination under ~~W.S. 17-19-1510~~ W.S. 17-28-104.

21

22 (c) If the foreign corporation does not correct each
23 ground for revocation or demonstrate to the reasonable
24 satisfaction of the secretary of state or attorney general

1 that each ground for revocation determined by the secretary
2 of state or attorney general does not exist within sixty
3 (60) days after service of the notice is perfected under
4 ~~W.S. 17-19-1510~~ W.S. 17-28-104, the secretary of state may
5 revoke the foreign corporation's certificate of authority
6 by signing a certificate of revocation that recites the
7 ground or grounds for revocation and its effective date.
8 The secretary of state shall file the original of the
9 certificate and serve a copy on the foreign corporation
10 under ~~W.S. 17-19-1510~~ W.S. 17-28-104. The provisions of
11 subsection (g) of this section shall govern the procedures
12 for revocation pursuant to W.S. 17-19-1530(a)(v).

13

14 **17-19-1532. Appeal from revocation.**

15

16 (a) A foreign corporation may appeal the secretary of
17 state's revocation of its certificate of authority pursuant
18 to W.S. 16-3-114 within thirty (30) days after the service
19 of the certificate of revocation is perfected under ~~W.S.~~
20 ~~17-19-1510~~ W.S. 17-28-104. The foreign corporation appeals
21 by petitioning the court to set aside the revocation and
22 attaching to the petition copies of its certificate of
23 authority and the secretary of state's certificate of
24 revocation.

1

2 **17-21-101. Definitions.**

3

4 (a) In this chapter:

5

6 (xv) "Registered agent" means as provided in
7 W.S. 17-28-101 through 17-28-109.

8

9 **17-21-1101. Registered limited liability**
10 **partnerships.**

11

12 (o) The provisions of W.S. 17-28-101 through 17-28-
13 109 shall apply to all registered limited liability
14 partnerships.

15

16 **17-23-109. Registered office and registered agent to**
17 **be maintained.**

18

19 (a) Each statutory trust shall have and continuously
20 maintain in this state:

21

22 (i) A registered office ~~which may be the same as~~
23 ~~its place of business~~ as provided in W.S. 17-28-101 through
24 17-28-109; and

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(ii) A registered agent, ~~which may be either an individual resident in this state whose business office is identical with the registered office, or a domestic corporation, limited liability company or statutory trust or a foreign corporation authorized to transact business in this state, having a business office identical with the registered office~~ as provided in W.S. 17-28-101 through 17-28-109.

(b) The provisions of W.S. 17-28-101 through 17-28-109 shall apply to all statutory trusts.

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

If any statutory trust has failed ~~for thirty (30) days to appoint and maintain a registered agent in this state, or has failed for thirty (30) days after change of its registered office or registered agent to file in the office of the secretary of state a statement of the change, to~~ comply with the provisions of W.S. 17-28-101 through 17-28-109 or has failed to pay the fee required by W.S. 17-23-117, it is transacting business within this state without

1 authority and shall forfeit any franchises, rights or
2 privileges acquired under the laws of this state. The
3 forfeiture shall be made effective in the following manner.
4 The secretary of state shall mail by certified mail a
5 notice of its failure to comply. Unless compliance is made
6 within ~~thirty (30)~~ sixty (60) days of the delivery of
7 notice, the statutory trust shall be deemed defunct and to
8 have forfeited its certificate of organization acquired
9 under the laws of this state. Any defunct statutory trust
10 may at any time within two (2) years after the forfeiture
11 of its certificate, be revived and reinstated, by filing
12 the necessary statement under this chapter and paying the
13 prescribed fee, together with a penalty of one hundred
14 dollars (\$100.00). The statutory trust shall retain its
15 registered name during the two (2) year reinstatement
16 period.

17

18 **Section 3.** W.S. 17-10-204(b) through (d), 17-15-111,
19 17-15-114, 17-16-501(a)(ii)(A) through (C), 17-16-502
20 through 17-16-509, 17-16-1507(a)(ii)(A) through (C),
21 17-16-1508 through 17-16-1510, 17-19-501(a)(ii)(A) through
22 (C), 17-19-502 through 17-19-504, 17-19-1507(a)(ii)(A)
23 through (C), 17-19-1508 through 17-19-1510 and 17-23-110
24 are repealed.

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Section 4.

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24

(a) There is appropriated two hundred fifty thousand dollars (\$250,000.00) from the general fund to the Secretary of State. This appropriation shall be for the period beginning with the effective date of this section and ending June 30, 2010. This appropriation shall only be expended for the purpose of implementing this act. Notwithstanding any other provision of law, this appropriation shall not be transferred or expended for any other purpose and any unexpended, unobligated funds remaining from this appropriation shall revert as provided by law on June 30, 2010. This appropriation shall not be included in the Secretary of State's 2011-2012 standard biennial budget request.

(b) There is appropriated seventy thousand dollars (\$70,000.00) from the general fund to the Secretary of State. This appropriation shall be for the period beginning with the effective date of this section and ending June 30, 2010. This appropriation shall only be expended for the purpose of hiring one full time equivalent at will contract position to assist with programming

1 changes to implement this act. Notwithstanding any other
2 provision of law, this appropriation shall not be
3 transferred or expended for any other purpose and any
4 unexpended, unobligated funds remaining from this
5 appropriation shall revert as provided by law on June 30,
6 2010. This appropriation shall not be included in the
7 Secretary of State's 2011-2012 standard biennial budget
8 request.

9
10 (c) There is appropriated one hundred twenty thousand
11 dollars (\$120,000.00) from the general fund to the
12 Secretary of State. This appropriation shall be for the
13 period beginning with the effective date of this section
14 and ending June 30, 2010. This appropriation shall only be
15 expended for the purpose of hiring one full time equivalent
16 auditor position to assist with enforcing this act.
17 Notwithstanding any other provision of law, this
18 appropriation shall not be transferred or expended for any
19 other purpose and any unexpended, unobligated funds
20 remaining from this appropriation shall revert as provided
21 by law on June 30, 2010.

22
23 **Section 5.**
24

1 (a) Section 4 of this act is effective immediately
2 upon completion of all acts necessary for a bill to become
3 law as provided by Article 4, Section 8 of the Wyoming
4 Constitution.

5

(b) Except as provided in subsection (a) of this section, this act is effective January 1, 2009.

8

9

(END)