

ENROLLED ACT NO. 59, HOUSE OF REPRESENTATIVES

SIXTY-SECOND LEGISLATURE OF THE STATE OF WYOMING
2014 BUDGET SESSION

AN ACT relating to business entities; providing authority for secretary of state to refuse filings; providing for payment of fees and penalties; providing for administrative dissolution for failure to pay penalties; and providing for an effective date.

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

Section 1. W.S. 9-1-305 by creating a new subsection (c), 17-14-209(b) and (c), 17-16-120(j), 17-16-1420(a)(intro), (viii) and by creating a new paragraph (x), 17-16-1530(a) by creating a new paragraph (ix), 17-19-120(j)(iii), 17-19-1420(a)(intro), (vi) and by creating a new paragraph (viii), 17-19-1530(a)(intro), (vi) and by creating a new paragraph (viii), 17-21-1101(f)(ii) and (n), 17-21-1104 by creating a new subsection (m), 17-28-109 by creating a new subsection (g), 17-29-205(a)(intro) and 17-29-705(b) are amended to read:

9-1-305. Fees; amounts; collection; exceptions.

(c) When any document is delivered to the office of the secretary of state for filing, the secretary of state may refuse the document for filing if:

(i) The correct filing fee, any franchise tax, license fee, penalty or past due fees, taxes or penalties required to be paid have not been paid; and

(ii) Provision for payment of those items set forth in paragraph (i) of this section has not been established in a manner approved by the secretary of state.

17-14-209. Fees.

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(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) and 17-16-120(j) as if it were a corporation.

(c) Any limited partnership or foreign limited partnership failing to comply with subsection (b) of this section or failing to pay any penalty imposed under W.S. 17-28-109 may be dissolved or its franchise revoked by the secretary of state as if it were a corporation.

17-16-120. Requirements for documents.

(j) When ~~the~~any document is delivered to the office of the secretary of state for filing, the correct filing fee, and any franchise tax, license fee, ~~or~~ penalty or past due fees, taxes or penalties required to be paid ~~therewith~~ by this act or other law shall be paid or provision for payment made in a manner provided by the secretary of state.

17-16-1420. Grounds for administrative dissolution.

(a) The secretary of state may commence a proceeding under W.S. 17-16-1421 to administratively dissolve a corporation if any of the following has occurred:

(viii) The corporation has failed to respond to a valid and enforceable subpoena; ~~or~~

(x) The corporation has failed to pay any penalties imposed under W.S. 17-28-109.

17-16-1530. Grounds for revocation.

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

(ix) The foreign corporation has failed to pay any penalties imposed under W.S. 17-28-109.

17-19-120. Filing requirements.

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

(iii) Any past due or currently due franchise tax, license fee, other fee or penalty required by this act or other law.

17-19-1420. Grounds for administrative dissolution.

(a) The secretary of state may commence a proceeding under W.S. 17-19-1421 to administratively dissolve a corporation if any of the following has occurred:

(vi) An incorporator, director, officer or agent of the corporation signed a document he knew was false in any material respect with intent that the document be delivered to the secretary of state for filing; ~~or~~

(viii) The corporation has failed to pay any penalties imposed under W.S. 17-28-109.

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

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authority of a foreign corporation authorized to transact business in this state if any of the following has occurred:

(vi) The corporation has failed to respond to a valid and enforceable subpoena; ~~or~~

(viii) The foreign corporation has failed to pay any penalties imposed under W.S. 17-28-109.

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 or has failed to pay any penalties imposed under W.S. 17-28-109, unless the fee ~~is~~ and any penalties are 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. 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.

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(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) and 17-16-120(j) 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).

17-21-1104. Applicability of act to foreign and interstate commerce.

(m) Failure of a foreign registered limited liability partnership to make timely payment of the annual fee specified in W.S. 17-21-1101(n) or to pay any penalties imposed under W.S. 17-28-109 shall result in the statement of registration being revoked by the secretary of state pursuant to W.S. 17-21-1101(f).

17-28-109. Actions against registered agents.

(g) Any penalty imposed against a registered agent pursuant to this act shall be paid pursuant to the final order as issued by the secretary of state. If the penalty is not paid within sixty (60) days of the order, or according to an alternate schedule indicated in the order, the secretary of state may refuse all filings by a registered agent until the penalty is paid. In addition, in the case of a registered agent that is a corporation or other business entity, the secretary of state may administratively dissolve the entity or revoke its certificate of authority if the penalty is not paid as provided in this subsection.

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17-29-205. Delivery to and filing of records by secretary of state; effective time and date.

(a) A record authorized or required to be delivered to the secretary of state for filing under this chapter shall be captioned to describe the record's purpose, be in a medium permitted by the secretary of state, and be delivered to the secretary of state. If the filing fees required by this act or other law and any past due fees, taxes or penalties have been paid, unless the secretary of state determines that a record does not comply with the filing requirements of this chapter, the secretary of state shall file the record and:

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

(b) If any limited liability company has failed to pay the fee required by W.S. 17-29-210 or any penalties imposed under W.S. 17-28-109, 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. The forfeiture shall be made effective in the following manner. The secretary of state shall provide notice to the limited liability company at its last known mailing address by first class mail. Unless compliance is made within sixty (60) days of the date of notice the limited liability company shall be deemed defunct and to have forfeited its articles of organization or certificate of authority 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, be revived and reinstated by paying the amount of the delinquent fees. When the reinstatement is effective, it relates back to and takes

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effect as of the effective date deemed defunct pursuant to this subsection and the limited liability company resumes carrying on its business as if it had never been deemed defunct.

Section 2. This act is effective July 1, 2014.

(END)

Speaker of the House

President of the Senate

Governor

TIME APPROVED: _____

DATE APPROVED: _____

I hereby certify that this act originated in the House.

Chief Clerk