

**WORKING DRAFT**

HOUSE BILL NO. \_\_\_\_\_

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

1           (a)     A Wyoming limited partnership administratively  
2 dissolved for failure to pay fees as provided in W.S. 17-  
3 14-209(c) may apply to the secretary of state for  
4 reinstatement within two (2) years after the effective date  
5 of dissolution. The application shall recite the name of  
6 the domestic limited partnership and the effective date of  
7 its administrative dissolution.

8

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

15

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

1 certificate and return a copy to the domestic limited  
2 partnership.

3

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

10

11 (e) The domestic limited partnership shall retain its  
12 registered name during the two (2) year reinstatement  
13 period.

14

15 **17-21-1107. Reinstatement following lapse of**  
16 **registration.**

17

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

1 liability partnership and the effective date of its lapse  
2 of registration.

3

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

10

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

20

21 (d) When the reinstatement is effective, it relates  
22 back and takes effect as of the effective date of the lapse  
23 of registration pursuant to W.S. 17-21-1101(f)(ii) and the  
24 domestic registered limited liability partnership resumes

1 carrying on its business as if the lapse of registration  
2 had never occurred.

3

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

7

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

10

11 **17-14-209. Fees.**

12

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

17

18 **17-21-1101. Registered limited liability**  
19 **partnerships.**

20

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

1

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

17

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

19

20

(END)