

SENATE FILE NO. SF0018

Business entities-revisions.

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

A BILL

for

1 AN ACT relating to business entities; providing a penalty
2 for signing a false document; providing for forfeiture of
3 limited liability company articles of organization;
4 providing for administrative dissolution of corporations;
5 providing for fees; providing for revocation of authority
6 for foreign corporations; providing for interim
7 classifications; and providing for an effective date.

8

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

10

11 **Section 1.** W.S. 17-27-102 is created to read:

12

13 **17-27-102. Penalty for signing false document.**

14

15 (a) A person commits an offense if he willfully or
16 knowingly signs a document that is false or misleading in

1 any material respect with intent that the document be
2 delivered to the secretary of state for filing.

3

4 (b) An offense under this section is a felony and
5 shall be punished by a fine not exceeding two thousand
6 dollars (\$2,000.00), or by imprisonment not exceeding one
7 (1) year, or both.

8

9 **Section 2.** W.S. 17-15-112(b) and by creating new
10 subsections (c) and (d), 17-16-1420(a)(iv), by creating new
11 paragraphs (vi) and (vii) and by creating a new subsection
12 (b), 17-16-1421(a) and (b), 17-16-1422(a)(iv) and by
13 creating a new paragraph (v), 17-16-1530(a)(iv), by
14 creating a new paragraph (v), by renumbering (v) as (vi)
15 and by creating a new subsection (b), 17-16-1531(a) and
16 (b), 17-19-1420(a)(iv), by creating new paragraphs (vi) and
17 (vii) and by creating a new subsection (b), 17-19-1421(a)
18 and (b), 17-19-1422(a)(iv) and by creating a new paragraph
19 (v), 17-19-1530(a)(iv), by creating new paragraphs (vi) and
20 (vii) and by creating a new subsection (c) and
21 17-19-1531(a) and (c) are amended to read:

22

23 **17-15-112. Administrative forfeiture of authority and**
24 **certificate of organization.**

1

2 (b) If any limited liability company has failed to
3 pay the tax required by W.S. 17-15-132(a)(vi) it shall be
4 deemed to be transacting business within this state without
5 authority and to have forfeited any franchises, rights or
6 privileges acquired under the laws thereof. The forfeiture
7 shall be made effective in the following manner. The
8 secretary of state shall provide notice to the limited
9 liability company at its last known mailing address by
10 first class mail. ~~and publish once a week for two (2)~~
11 ~~consecutive weeks in a newspaper of general circulation in~~
12 ~~the county in which the registered office of the company is~~
13 ~~located, notice that the company failed to comply with W.S.~~
14 ~~17-15-132(a)(vi).~~ Unless compliance is made within sixty
15 (60) days of the date of ~~the first publication,~~ notice the
16 limited liability company shall be deemed defunct and to
17 have forfeited its certificate of organization acquired
18 under the laws of this state. Provided, that any defunct
19 limited liability company may at any time within two (2)
20 years after the forfeiture of its certificate, be revived
21 and reinstated by paying double the amount of the
22 delinquent taxes, and, if the limited liability company was
23 deemed defunct for failure to maintain a registered agent,
24 by including payment of a two hundred fifty dollar

1 (\$250.00) reinstatement fee. When the reinstatement is
2 effective, it relates back to and takes effect as of the
3 effective date deemed defunct pursuant to this subsection
4 and the limited liability company resumes carrying on its
5 business as if it had never been deemed defunct.

6
7 (c) A limited liability company shall be deemed to be
8 transacting business within this state without authority,
9 to have forfeited any franchises, rights or privileges
10 acquired under the laws thereof and shall be deemed defunct
11 and to have forfeited its certificate of organization
12 acquired under the laws of this state, and the forfeiture
13 shall be made effective in the manner provided in
14 subsection (a) of this section, if:

15
16 (i) A member of the limited liability company
17 signed a document he knew was false in any material respect
18 with intent that the document be delivered to the secretary
19 of state for filing;

20
21 (ii) The limited liability company has failed to
22 respond to a subpoena; or

23

1 (iii) It is in the public interest and the
2 limited liability company or any of its members:

3
4 (A) Failed to provide records to the
5 registered agent as required in this act;

6
7 (B) Has provided fraudulent information or
8 has failed to correct false information upon request of the
9 secretary of state on any filing with the secretary of
10 state under this act; or

11
12 (C) Cannot be served by either the
13 secretary of state or the registered agent at its address
14 provided pursuant to this act.

15
16 (d) The secretary of state may classify a limited
17 liability company as delinquent awaiting forfeiture of its
18 certificate of organization at the time the secretary of
19 state mails the notice required under subsections (a)
20 through (c) of this section to the limited liability
21 company.

22
23 **17-16-1420. Grounds for administrative dissolution.**

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

4
5 (iv) The corporation does not deliver its annual
6 reports or pay the annual license taxes to the secretary of
7 state when due pursuant to W.S. 17-16-1630; ~~or~~

8
9 (vi) An incorporator, director, officer or agent
10 of the corporation signed a document he knew was false in
11 any material respect with intent that the document be
12 delivered to the secretary of state for filing; or

13
14 (vii) The corporation has failed to respond to a
15 subpoena.

16
17 (b) Prior to commencing a proceeding under W.S.
18 17-16-1421 the secretary of state may classify a
19 corporation as delinquent awaiting administrative
20 dissolution if the corporation meets any of the criteria in
21 subsection (a) of this section.

22
23 **17-16-1421. Procedure for and effect of**
24 **administrative dissolution.**

1

2 (a) If the secretary of state determines that one (1)
3 or more grounds exist under W.S. 17-16-1420 for dissolving
4 a corporation, he shall serve the corporation with written
5 notice of his determination under W.S. 17-16-504, except
6 for W.S. 17-16-1420(a)(iii) in which case dissolution is by
7 choice and therefore automatic. ~~and W.S. 17-16-1420(a)(iv)~~
8 ~~in which case notice of the proposed dissolution shall be~~
9 ~~given only as provided in subsection (c) of this section.~~

10

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

1

2 **17-16-1422. Reinstatement following administrative**
3 **dissolution.**

4

5 (a) A corporation administratively dissolved under
6 W.S. 17-16-1421 may apply to the secretary of state for
7 reinstatement within two (2) years after the effective date
8 of dissolution. Reinstatement may be denied by the
9 secretary of state if the corporation has been the subject
10 of secretary of state and law enforcement investigation
11 pertaining to fraud or any other violation of state or
12 federal law, or if there is other reason to believe the
13 corporation was engaged in illegal operations. The
14 application shall:

15

16 (iv) If the corporation was administratively
17 dissolved for failing to deliver its annual report or pay
18 the annual license taxes to the secretary of state when due
19 pursuant to W.S. 17-16-1630, include payment of a sum equal
20 to double the amount of fees and taxes then delinquent and
21 a reinstatement certificate fee prescribed pursuant to W.S.
22 17-16-122; ~~and~~ and

23

1 (v) If the corporation was administratively
2 dissolved for failure to maintain a registered agent,
3 include payment of a two hundred fifty dollar (\$250.00)
4 reinstatement fee and payment of a sum equal to double the
5 amount of any fees and taxes then delinquent.

6
7 **17-16-1530. Grounds for revocation.**

8
9 (a) The secretary of state may commence a proceeding
10 under W.S. 17-16-1531 to revoke the certificate of
11 authority of a foreign corporation authorized to transact
12 business in this state if:

13
14 (iv) The corporation does not deliver its annual
15 reports or pay the annual license taxes to the secretary of
16 state when due pursuant to W.S. 17-16-1630;~~or~~

17
18 (v) The corporation has failed to respond to a
19 subpoena; or

20
21 ~~(v)~~(vi) It is in the public interest and the
22 corporation:

1 (A) Has provided fraudulent information or
2 has failed to correct false information upon request of the
3 secretary of state on any filing under this act with the
4 secretary of state; or

5

6 (B) Cannot be served by either the
7 registered agent or by mail by the secretary of state
8 acting as the agent for process.

9

10 (b) Prior to commencing a proceeding under W.S.
11 17-16-1531 the secretary of state may classify a foreign
12 corporation as delinquent awaiting administrative
13 revocation if the foreign corporation meets any of the
14 criteria in subsection (a) of this section.

15

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

17

18 (a) If the secretary of state determines that one (1)
19 or more grounds exist under W.S. 17-16-1530 for revocation
20 of a certificate of authority, he shall serve the foreign
21 corporation with written notice of his determination under
22 W.S. 17-16-1510., ~~except for revocation pursuant to W.S.~~
23 ~~17-16-1530(a)(iv) in which case notice of the proposed~~

1 ~~revocation shall be given only as provided in subsection~~
2 ~~(f) of this section.~~

3
4 (b) If the foreign corporation does not correct each
5 ground for revocation 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 sixty (60) days after service of the notice is perfected
9 under W.S. 17-16-1510, the secretary of state may revoke
10 the foreign corporation's certificate of authority by
11 signing, either manually or in facsimile, a certificate of
12 revocation that recites the ground or grounds for
13 revocation and its effective date. The secretary of state
14 shall file the original of the certificate and serve a copy
15 on the foreign corporation under W.S. 17-16-1510.—~~The~~
16 ~~provisions of subsection (f) of this section shall govern~~
17 ~~the procedures for revocation pursuant to W.S.~~
18 ~~17-16-1530(a)(iv).~~

19
20 **17-19-1420. Grounds for administrative dissolution.**

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

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(iv) The corporation does not deliver its annual reports or pay the annual license taxes to the secretary of state when due pursuant to W.S. 17-19-1630;~~or~~

(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

(vii) The corporation has failed to respond to a subpoena.

(b) Prior to commencing a proceeding under W.S. 17-19-1421 the secretary of state may classify a corporation as delinquent awaiting administrative dissolution if the corporation meets any of the criteria in subsection (a) of this section.

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

(a) Upon determining that one (1) or more grounds exist under W.S. 17-19-1420 for dissolving a corporation,

1 the secretary of state shall serve the corporation with
2 written notice of that determination under W.S. 17-19-504.⁷
3 ~~except for dissolution pursuant to W.S. 17-19-1420(a)(iv)~~
4 ~~in which case notice of the proposed dissolution shall be~~
5 ~~given only as provided in subsection (c) of this section.~~

6 In the case of a public benefit corporation the secretary
7 of state shall also notify the attorney general in writing.

8
9 (b) If the corporation does not correct each ground
10 for dissolution or demonstrate to the reasonable
11 satisfaction of the secretary of state that each ground
12 determined by the secretary of state does not exist within
13 at least sixty (60) days after service of the notice is
14 perfected under W.S. 17-19-504, the secretary of state may
15 administratively dissolve the corporation by signing a
16 certificate of dissolution that recites the ground or
17 grounds for dissolution and its effective date. The
18 secretary of state shall file the original of the
19 certificate and serve a copy on the corporation under W.S.
20 17-19-504, and in the case of a public benefit corporation
21 shall notify the attorney general in writing. ~~The~~
22 ~~provisions of subsection (c) of this section shall govern~~
23 ~~the procedures for dissolution pursuant to W.S.~~
24 ~~17-19-1420(a)(iv).~~

1

2 **17-19-1422. Reinstatement following administrative**
3 **dissolution.**

4

5 (a) A corporation administratively dissolved under
6 W.S. 17-19-1421 may apply to the secretary of state for
7 reinstatement within two (2) years after the effective date
8 of dissolution. Reinstatement may be denied by the
9 secretary of state if the corporation has been the subject
10 of secretary of state and law enforcement investigation
11 pertaining to fraud or any other violation of state or
12 federal law, or if there is other reason to believe the
13 corporation was engaged in illegal operations. The
14 application shall:

15

16 (iv) If the corporation was administratively
17 dissolved for failing to deliver its annual report or pay
18 the annual license taxes to the secretary of state when due
19 pursuant to W.S. 17-19-1630, include payment of a sum equal
20 to double the amount of fees and taxes then delinquent and
21 the reinstatement certificate fee prescribed by W.S.
22 17-19-122; and

23

1 (v) If the corporation was administratively
2 dissolved for failure to maintain a registered agent,
3 include payment of a one hundred fifty dollar (\$150.00)
4 reinstatement fee and payment of a sum equal to double the
5 amount of any fees and taxes then delinquent.

6
7 **17-19-1530. Grounds for revocation.**

8
9 (a) The secretary of state may commence a proceeding
10 under W.S. 17-19-1531 to revoke the certificate of
11 authority of a foreign corporation authorized to transact
12 business in this state if:

13
14 (iv) The secretary of state receives a duly
15 authenticated certificate from the secretary of state or
16 other official having custody of corporate records in the
17 state or country under whose law the foreign corporation is
18 incorporated stating that it has been dissolved or
19 disappeared as the result of a merger; ~~or~~

20
21 (vi) The corporation has failed to respond to a
22 subpoena; or

1 (vii) It is in the public interest and the
2 corporation:

3
4 (A) Has provided fraudulent information or
5 has failed to correct false information upon request of the
6 secretary of state on any filing with the secretary of
7 state under this act; or

8
9 (B) Cannot be served by either the
10 registered agent or by mail by the secretary of state
11 acting as the agent for process.

12
13 (c) Prior to commencing a proceeding under W.S.
14 17-19-1531 the secretary of state may classify a foreign
15 corporation as delinquent awaiting administrative
16 revocation if the foreign corporation meets any of the
17 criteria in subsection (a) of this section.

18
19 **17-19-1531. Procedure and effect of revocation.**

20
21 (a) The secretary of state upon determining that one
22 (1) or more grounds exist under W.S. 17-19-1530 for
23 revocation of a certificate of authority shall serve the
24 foreign corporation with written notice of that

1 determination under W.S. 17-19-1510., ~~except for revocation~~
2 ~~pursuant to W.S. 17-19-1530(a)(v) in which case notice of~~
3 ~~the proposed revocation shall be given only as provided in~~
4 ~~subsection (g) of this section.~~

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

21
22 **Section 3.** W.S. 17-16-129, 17-16-1421(e),
23 17-16-1531(f), 17-19-1421(e) and 17-19-1531(g) are
24 repealed.

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2 **Section 4.** This act is effective January 1, 2009.

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(END)