

SENATE FILE NO. SF0026

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 recordkeeping; providing for
4 service of process; requiring registered agents to maintain
5 physical addresses and business hours; providing for
6 reinstatement of business entities as specified; making
7 conforming amendments; providing appropriations; and
8 providing for effective dates.

9

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

11

12 **Section 1.** W.S. 17-28-101 through 17-28-111 are
13 created to read:

14

15

CHAPTER 28

16

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 that
14 location; 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, nonprofit 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;

23

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 17-28-111; 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.**

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 (1) 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. A separate mailing address may be included in
5 addition to the physical street address;

6

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

11

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

15

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

18

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

24

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

4

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 If an application is withdrawn or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

11

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

15

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

20

21 **17-28-107. Duties of the registered agent.**

22

23 (a) The registered agent shall:

24

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

4
5 (ii) Accept service of process in accordance
6 with W.S. 17-28-104(a);

7
8 (iii) Maintain the address of record to which
9 all service of process is to be delivered for each entity
10 represented;

11
12 (v) Register as a commercial registered agent
13 pursuant to W.S. 17-28-105 if applicable; and

14
15 (iv) Maintain at the registered office, the
16 following information for each domestic entity represented
17 which shall be current within sixty (60) days of any change
18 until the entity's first annual report is accepted for
19 filing with the secretary of state and thereafter when the
20 annual report is due for filing and shall be maintained in
21 a format that can be reasonably produced on demand:

22
23 (A) Names and addresses of each entity's
24 directors, officers, limited liability company managers,

1 managing partners, trustees or persons serving in a similar
2 capacity;

3

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

9

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

15

16 **17-28-108. Production of records.**

17

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

22

23 (b) The secretary of state may compel production of
24 records required to be maintained pursuant to W.S.

1 17-28-107 in accordance with the provisions of the Wyoming
2 Administrative Procedure Act.

3
4 (c) The secretary of state shall hold any records
5 obtained pursuant to this section confidential except for
6 information required to be in the annual report required by
7 W.S. 17-16-1630(a). The secretary of state may release any
8 such confidential information only pursuant to court
9 ordered subpoena or to a bona fide law enforcement agency
10 for use in a criminal investigation.

11
12 (d) Failure to produce or denial of access to records
13 maintained pursuant to W.S. 17-28-107 to the secretary of
14 state on demand or failure to answer a validly issued
15 subpoena shall be punishable as provided in W.S. 17-28-109.

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

21
22 **17-28-109. Actions against registered agents.**

1 (a) The secretary of state may impose a civil penalty
2 not to exceed five hundred dollars (\$500.00) for each
3 violation, with respect to each entity represented, of this
4 chapter for which no other specific penalty is provided,
5 and may deny or revoke any registration, require enhanced
6 recordkeeping and refuse to accept filings for business
7 entities served by a registered agent if the registered
8 agent, or in the case of registered agent that is a
9 corporation or other business entity, its officers,
10 directors, members, partners or persons serving in a
11 similar capacity:

12

13 (i) Has failed to make application for
14 registration as a commercial registered agent under W.S.
15 17-28-105 if applicable;

16

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

19

20 (iii) Cannot be served at the address of the
21 registered office;

22

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

1

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

4

5 (b) A registered agent is presumed to have complied
6 with W.S. 17-28-107 if he has timely requested the required
7 information from the entity by certified letter. It shall
8 be a defense to an action under paragraph (a)(ii) of this
9 section if the registered agent notifies the secretary of
10 state of the entity's failure to provide the required
11 information or of the registered agent's belief that the
12 information is inaccurate, and the registered agent resigns
13 within sixty (60) days after the date the certified letter
14 requesting information has been sent. No fee shall be
15 assessed a registered agent resigning pursuant to this
16 subsection.

17

18 (c) The secretary of state may deny or revoke the
19 registration of a registered agent who has been convicted
20 of any felony or has had an application for commercial
21 registered agent denied or revoked, or in the case of a
22 registered agent that is a corporation or other business
23 entity, its officers, directors, members, partners or
24 persons serving in a similar capacity have been convicted

1 of any felony or have had an application for commercial
2 registered agent denied or revoked.

3

4 (d) In any action pursuant to this section the
5 prevailing party may recover costs of investigation, court
6 costs and attorney's fees.

7

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

11

12 (i) The information maintained by the agent is
13 inaccurate;

14

15 (ii) The information provided by the entity
16 represented is inaccurate; or

17

18 (iii) An entity used the registered agent's
19 identity or address without the registered agent's
20 knowledge or consent.

21

22 (f) The secretary of state may deny registration,
23 require enhanced recordkeeping and refuse to accept filings
24 from any registered agent pursuant to this section without

1 a contested case hearing. If a contested case hearing is
2 requested, this authority shall only apply until the
3 hearing is resolved.

4

5 **17-28-110. Reinstatement after administrative**
6 **dissolution or revocation of authority.**

7

8 (a) Except as otherwise provided by law for specific
9 business entities, a business entity administratively
10 dissolved or whose certificate of authority is revoked for
11 violation of any provision of this chapter may apply to the
12 secretary of state for reinstatement within two (2) years
13 after the effective date of dissolution or revocation.
14 Reinstatement may be denied by the secretary of state if
15 the business entity has been the subject of secretary of
16 state and law enforcement investigation pertaining to fraud
17 or any other violation of state or federal law, or if there
18 is other reason to believe the business entity was engaged
19 in illegal operations.

20

21 (b) If the secretary of state determines that the
22 business entity is in compliance with this chapter, he
23 shall cancel the certificate of dissolution or revocation
24 and prepare a certificate of reinstatement that recites his

1 determination and the effective date of reinstatement, file
2 the original of the certificate, and serve a copy on the
3 business entity as provided in this chapter.

4
5 (c) When the reinstatement is effective, it relates
6 back to and takes effect as of the effective date of the
7 administrative dissolution or revocation and the business
8 entity resumes carrying on its business as if the
9 administrative dissolution or revocation had never
10 occurred.

11
12 **17-28-111. Rules and regulations.**

13
14 The secretary of state shall have the power reasonably
15 necessary to perform the duties required of him by this
16 chapter. The secretary of state shall promulgate reasonable
17 rules and regulations necessary to carry out the purposes
18 of this chapter.

19
20 **Section 2.** W.S. 17-10-204(a)(i), (ii) and by creating
21 a new subsection (f), 17-14-205(a)(ii) and by creating a
22 new subsection (b), 17-15-102(a) by creating a new
23 paragraph (viii), 17-15-110(a)(i), (ii) and by creating a
24 new subsection (b), 17-15-112(a), 17-16-120(j)(i),

1 17-16-125(b), 17-16-140(a) by creating a new paragraph
2 (xxix) and by renumbering (xxix) as (xxx), 17-16-205(d),
3 17-16-501(a)(i), (ii)(intro) and by creating a new
4 subsection (b), 17-16-1420(a)(i), (v)(A) and (C),
5 17-16-1421(a) and (b), 17-16-1422(b), 17-16-1423(a),
6 17-16-1507(a)(i), (ii)(intro) and by creating a new
7 subsection (b), 17-16-1530(a)(i) and (ii), 17-16-1531(a)
8 and (b), 17-16-1532(a), 17-16-1533, 17-16-1534,
9 17-19-120(j)(i), 17-19-125(b), 17-19-140(a) by creating a
10 new paragraph (xxxvii) and by renumbering (xxxvii) as
11 (xxxviii), 17-19-501(a)(i), (ii)(intro) and by creating a
12 new subsection (b), 17-19-1420(a)(v)(B), 17-19-1421(a) and
13 (b), 17-19-1422(b), 17-19-1423(a), 17-19-1507(a)(i),
14 (ii)(intro) and by creating a new subsection (b),
15 17-19-1530(a)(ii), 17-19-1531(a) through (c),
16 17-19-1532(a), 17-21-101(a) by creating a new paragraph
17 (xv), 17-21-1101 by creating a new subsection (o),
18 17-23-109(a)(i), (ii) and by creating a new subsection (b)
19 and 17-23-111 are amended to read:

20

21 **17-10-204. Registered agent; change of registered**
22 **office or registered agent.**

23

1 (a) Each cooperative shall have and continuously
2 maintain in this state:

3
4 (i) A registered office ~~which may be, but need~~
5 ~~not be, the same as its place of business~~ as provided in
6 W.S. 17-28-101 through 17-28-111;
7

8 (ii) A registered agent, ~~which agent may be~~
9 ~~either an individual resident in this state whose business~~
10 ~~office is identical with such registered office, or a~~
11 ~~domestic corporation, or a foreign corporation authorized~~
12 ~~to transact business in this state, having a business~~
13 ~~office identical with such registered office~~ as provided in
14 W.S. 17-28-101 through 17-28-111.
15

16 (f) The provisions of W.S. 17-28-101 through
17 17-28-111 shall apply to all cooperatives.
18

19 **17-14-205. Specified office and agent.**
20

21 (a) Each limited partnership shall continuously
22 maintain in this state:

1 (ii) ~~An~~ A registered agent for service of
2 process on the limited partnership, ~~which agent shall be an~~
3 ~~individual resident of this state, a domestic corporation,~~
4 ~~or a foreign corporation authorized to do business in this~~
5 ~~state~~ as provided in W.S. 17-28-101 through 17-28-111.

6
7 (b) The provisions of W.S. 17-28-101 through
8 17-28-111 shall apply to all limited partnerships.

9
10 **17-15-102. Definitions.**

11
12 (a) As used in this act:

13
14 (viii) "Registered agent" means as provided in
15 W.S. 17-28-101 through 17-28-111.

16
17 **17-15-110. Registered office and registered agent to**
18 **be maintained.**

19
20 (a) Each limited liability company shall have and
21 continuously maintain in this state:

22

1 (i) A registered office ~~which may be, but need~~
2 ~~not be, the same as its place of business~~ as provided in
3 W.S. 17-28-101 through 17-28-111;

4
5 (ii) A registered agent, ~~which agent may be~~
6 ~~either an individual resident in this state whose business~~
7 ~~office is identical with such registered office, or a~~
8 ~~domestic corporation, or a foreign corporation authorized~~
9 ~~to transact business in this state, having a business~~
10 ~~office identical with such registered office~~ as provided in
11 W.S. 17-28-101 through 17-28-111.

12
13 (b) The provisions of W.S. 17-28-101 through
14 17-28-111 shall apply to all limited liability companies.

15
16 **17-15-112. Failure to maintain registered agent or**
17 **registered office or pay annual fee.**

18
19 (a) ~~If any limited liability company has failed for~~
20 ~~thirty (30) days to appoint and maintain a registered agent~~
21 ~~in this state, or has failed for thirty (30) days after~~
22 ~~change of its registered office or registered agent to file~~
23 ~~in the office of the secretary of state a statement of the~~
24 ~~change~~ If any limited liability company's registered agent

1 has filed its resignation with the secretary of state and
2 the limited liability company has not replaced its
3 registered agent and registered office it shall be deemed
4 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 and the
7 forfeiture shall be made effective in the following manner.
8 The secretary of state shall mail by certified mail a
9 notice of its failure to comply with aforesaid provisions.
10 Unless compliance is made within ~~thirty (30)~~ sixty (60)
11 days of the delivery of notice, the limited liability
12 company shall be deemed defunct and to have forfeited its
13 certificate of organization acquired under the laws of this
14 state. Provided, that any defunct limited liability company
15 may at any time within two (2) years after the forfeiture
16 of its certificate, in the manner herein provided, be
17 revived and reinstated, by filing the necessary statement
18 under this act and paying a reinstatement fee established
19 by the secretary of state by rule, together with a penalty
20 of one hundred dollars (\$100.00). The reinstatement fee
21 shall not exceed the costs of providing the reinstatement
22 service. The limited liability company shall retain its
23 registered name during the two (2) year reinstatement
24 period under this section.

1

2 **17-16-120. Filing requirements.**

3

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

7

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

10

11 **17-16-125. Filing duty of secretary of state.**

12

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

1

2 **17-16-140. Definitions.**

3

4 (a) In this act:

5

6 ~~(xxix)~~ "Registered agent" means as provided in
7 W.S. 17-28-101 through 17-28-111;

8

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

11

12 **17-16-205. Organization of corporation.**

13

14 (d) Within sixty (60) days after filing articles of
15 incorporation, a corporation ~~which maintains a registered~~
16 ~~agent required to register by W.S. 17-16-505,~~ shall provide
17 information to ~~the~~ its registered agent as required by W.S.
18 ~~17-16-507~~ 17-28-107.

19

20 **17-16-501. Registered office and registered agent.**

21

22 (a) Each corporation shall continuously maintain in
23 this state:

24

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 17-28-111; and

4
5 (ii) A registered agent, ~~who may be:~~ as provided
6 in W.S. 17-28-101 through 17-28-111.

7
8 (b) The provisions of W.S. 17-28-101 through
9 17-28-111 shall apply to all corporations.

10
11 **17-16-1420. Grounds for administrative dissolution.**

12
13 (a) The secretary of state may commence a proceeding
14 under W.S. 17-16-1421 to administratively dissolve a
15 corporation if:

16
17 (i) The corporation is without a registered
18 agent or registered office in this state; ~~for thirty (30)~~
19 ~~days or more;~~

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

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

3
4 (C) Cannot be served by either the
5 secretary of state or the registered agent at its address
6 provided pursuant to W.S. ~~17-16-507~~ 17-28-107.

7
8 **17-16-1421. Procedure for and effect of**
9 **administrative dissolution.**

10
11 (a) If the secretary of state determines that one (1)
12 or more grounds exist under W.S. 17-16-1420 for dissolving
13 a corporation, he shall serve the corporation with written
14 notice of his determination under W.S. ~~17-16-504~~ 17-28-104,
15 except for W.S. 17-16-1420(a)(iii) in which case
16 dissolution is by choice and therefore automatic and W.S.
17 17-16-1420(a)(iv) in which case notice of the proposed
18 dissolution shall be given only as provided in subsection
19 (e) of this section.

20
21 (b) If the corporation does not correct each ground
22 for dissolution or demonstrate to the reasonable
23 satisfaction of the secretary of state that each ground
24 determined by the secretary of state does not exist within

1 sixty (60) days after service of the notice is perfected
2 under W.S. ~~17-16-504~~ 17-28-104, the secretary of state
3 shall administratively dissolve the corporation by signing,
4 either manually or in facsimile, a certificate of
5 dissolution that recites the ground or grounds for
6 dissolution and its effective date. The secretary of state
7 shall file the original of the certificate and serve a copy
8 on the corporation under W.S. ~~17-16-504~~ 17-28-104. The
9 provisions of subsection (e) of this section shall govern
10 the procedures for dissolution pursuant to W.S.
11 17-16-1420(a)(iv).

12

13 **17-16-1422. Reinstatement following administrative**
14 **dissolution.**

15

16 (b) If the secretary of state determines that the
17 application contains the information required by subsection
18 (a) of this section and that the information is correct, he
19 shall cancel the certificate of dissolution and prepare a
20 certificate of reinstatement that recites his determination
21 and the effective date of reinstatement, file the original
22 of the certificate, and serve a copy on the corporation
23 under W.S. ~~17-16-504~~ 17-28-104.

24

1 **17-16-1423. Appeal from denial of reinstatement.**

2

3 (a) If the secretary of state denies a corporation's
4 application for reinstatement following administrative
5 dissolution, he shall serve the corporation under W.S.
6 ~~17-16-504~~ 17-28-104 with a written notice that explains the
7 reason or reasons for denial.

8

9 **17-16-1507. Registered office and registered agent of**
10 **foreign corporation.**

11

12 (a) Each foreign corporation authorized to transact
13 business in this state shall continuously maintain in this
14 state:

15

16 (i) A registered office ~~that may be the same as~~
17 ~~any of its places of business~~ as provided in W.S. 17-28-101
18 through 17-28-111; and

19

20 (ii) A registered agent, ~~who may be:~~ as provided
21 in W.S. 17-28-101 through 17-28-111.

22

23 (b) The provisions of W.S. 17-28-101 through
24 17-28-111 shall apply to all foreign corporations.

1

2 **17-16-1530. Grounds for revocation.**

3

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

8

9 (i) The foreign corporation is without a
10 registered agent or registered office in this state;~~for~~
11 ~~thirty (30) days or more;~~

12

13 (ii) The foreign corporation does not inform the
14 secretary of state under W.S. ~~17-16-1508 or 17-16-1509~~
15 17-28-102 or 17-28-103 that its registered agent or
16 registered office has changed, that its registered agent
17 has resigned, or that its registered office has been
18 discontinued within thirty (30) days of the change,
19 resignation or discontinuance;

20

21 **17-16-1531. Procedure for and effect of revocation.**

22

23 (a) If the secretary of state determines that one (1)
24 or more grounds exist under W.S. 17-16-1530 for revocation

1 of a certificate of authority, he shall serve the foreign
2 corporation with written notice of his determination under
3 W.S. ~~17-16-1510~~ 17-28-104, except for revocation pursuant
4 to W.S. 17-16-1530(a)(iv) in which case notice of the
5 proposed revocation shall be given only as provided in
6 subsection (f) of this section.

7
8 (b) If the foreign corporation does not correct each
9 ground for revocation or demonstrate to the reasonable
10 satisfaction of the secretary of state that each ground
11 determined by the secretary of state does not exist within
12 sixty (60) days after service of the notice is perfected
13 under W.S. ~~17-16-1510~~ 17-28-104, the secretary of state may
14 revoke the foreign corporation's certificate of authority
15 by signing, either manually or in facsimile, a certificate
16 of revocation that recites the ground or grounds for
17 revocation and its effective date. The secretary of state
18 shall file the original of the certificate and serve a copy
19 on the foreign corporation under W.S. ~~17-16-1510~~ 17-28-104.
20 The provisions of subsection (f) of this section shall
21 govern the procedures for revocation pursuant to W.S.
22 17-16-1530(a)(iv).

23
24 **17-16-1532. Appeal from revocation.**

1

2 (a) A foreign corporation may appeal the secretary of
3 state's revocation of its certificate of authority pursuant
4 to W.S. 16-3-114, within thirty (30) days after service of
5 the certificate of revocation is perfected under W.S.
6 ~~17-16-1510~~ 17-28-104. The foreign corporation appeals by
7 petitioning the court to set aside the revocation and
8 attaching to the petition copies of its certificate of
9 authority and the secretary of state's certificate of
10 revocation.

11

12 **17-16-1533. Applicability of chapter 15 to foreign**
13 **limited liability companies.**

14

15 To the extent not inconsistent with the Wyoming Limited
16 Liability Act, W.S. 17-15-101 through 17-15-144, a limited
17 liability company organized in another jurisdiction may do
18 business in Wyoming by complying with W.S. 17-16-1501
19 through ~~17-16-1510~~ 17-16-1507, 17-16-1520, ~~and~~ 17-16-1530
20 through 17-16-1532 and 17-28-101 through 17-28-111. The
21 certificate of organization of a limited liability company
22 organized in another jurisdiction may be revoked as
23 provided in W.S. 17-16-1530 through 17-16-1532.

24

1 **17-16-1534. Applicability of chapter 23 to foreign**
2 **statutory trust companies.**

3
4 To the extent not inconsistent with the Wyoming Statutory
5 Trust Act, W.S. 17-23-101 through 17-23-302, a statutory
6 trust as defined in W.S. 17-23-102(a)(v), which is
7 organized in another jurisdiction may do business in
8 Wyoming by complying with W.S. 17-16-1501 through
9 ~~17-16-1510~~ 17-16-1507, 17-16-1520 and 17-16-1530 through
10 17-16-1532.

11
12 **17-19-120. Filing requirements.**

13
14 (j) The document shall be delivered to the office of
15 the secretary of state for filing and shall be accompanied
16 by:

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

20
21 **17-19-125. Filing duty of secretary of state.**

22
23 (b) The secretary of state files a document by
24 stamping or otherwise endorsing "Filed," together with his

1 name and official title and the date and the time of
2 filing, on both the original and copy of the document and
3 on the receipt for the filing fee. After filing a
4 document, except as provided in W.S. ~~17-19-503~~ and
5 ~~17-19-1510~~ 17-28-103, the secretary of state shall deliver
6 the document copy, with the filing fee receipt (or
7 acknowledgment of receipt if no fee is required) attached,
8 to the domestic or foreign corporation or its
9 representative. The secretary of state, in his discretion,
10 may issue a certificate evidencing the filing of a document
11 upon the payment of the requisite fee.

12

13 **17-19-140. General definitions.**

14

15 (a) As used in this act:

16

17 (xxxvii) "Registered agent" means as provided in
18 W.S. 17-28-101 through 17-28-111;

19

20 ~~(xxxvii)~~ (xxxviii) "This act" means W.S.
21 17-19-101 through 17-19-1807.

22

23 **17-19-501. Registered office and registered agent.**

24

1 (a) Each corporation shall continuously maintain in
2 this state:

3
4 (i) A registered office ~~that may be the same as~~
5 ~~any of its places of business~~ as provided in W.S. 17-28-101
6 through 17-28-111; and

7
8 (ii) A registered agent, ~~who may be:~~ as provided
9 in W.S. 17-28-101 through 17-28-111.

10
11 (b) The provisions of W.S. 17-28-101 through
12 17-28-111 shall apply to all nonprofit corporations.

13
14 **17-19-1420. Grounds for administrative dissolution.**

15
16 (a) The secretary of state may commence a proceeding
17 under W.S. 17-19-1421 to administratively dissolve a
18 corporation if:

19
20 (v) It is in the public interest and the
21 corporation:

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

4
5 **17-19-1421. Procedure for and effect of**
6 **administrative dissolution.**

7
8 (a) Upon determining that one (1) or more grounds
9 exist under W.S. 17-19-1420 for dissolving a corporation,
10 the secretary of state shall serve the corporation with
11 written notice of that determination under W.S. ~~17-19-504~~
12 17-28-104, except for dissolution pursuant to W.S.
13 17-19-1420(a)(iv) in which case notice of the proposed
14 dissolution shall be given only as provided in subsection
15 (e) of this section. In the case of a public benefit
16 corporation the secretary of state shall also notify the
17 attorney general in writing.

18
19 (b) If the corporation does not correct each ground
20 for dissolution or demonstrate to the reasonable
21 satisfaction of the secretary of state that each ground
22 determined by the secretary of state does not exist within
23 at least sixty (60) days after service of the notice is
24 perfected under W.S. ~~17-19-504~~ 17-28-104, the secretary of

1 state may administratively dissolve the corporation by
2 signing a certificate of dissolution that recites the
3 ground or grounds for dissolution and its effective date.
4 The secretary of state shall file the original of the
5 certificate and serve a copy on the corporation under W.S.
6 ~~17-19-504~~ 17-28-104, and in the case of a public benefit
7 corporation shall notify the attorney general in writing.
8 The provisions of subsection (e) of this section shall
9 govern the procedures for dissolution pursuant to W.S.
10 17-19-1420(a)(iv).

11

12 **17-19-1422. Reinstatement following administrative**
13 **dissolution.**

14

15 (b) If the secretary of state determines that the
16 application contains the information required by subsection
17 (a) of this section and that the information is correct,
18 the secretary of state shall cancel the certificate of
19 dissolution and prepare a certificate of reinstatement
20 reciting that determination and the effective date of
21 reinstatement, file the original of the certificate, and
22 serve a copy on the corporation under W.S. ~~17-19-504~~
23 17-28-104.

24

1 **17-19-1423. Appeal from denial of reinstatement.**

2

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

8

9 **17-19-1507. Registered office and registered agent of**
10 **foreign corporation.**

11

12 (a) Each foreign corporation authorized to transact
13 business in this state shall continuously maintain in this
14 state:

15

16 (i) A registered office ~~with the same address as~~
17 ~~that of its registered agent~~ as provided in W.S. 17-28-101
18 through 17-28-111; and

19

20 (ii) A registered agent, ~~who may be:~~ as provided
21 in W.S. 17-28-101 through 17-28-111.

22

23 (b) The provisions of W.S. 17-28-101 through
24 17-28-111 shall apply to all foreign corporations.

1

2 **17-19-1530. Grounds for revocation.**

3

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

8

9 (ii) The foreign corporation does not inform the
10 secretary of state under W.S. ~~17-19-1508 or 17-19-1509~~
11 17-28-102 or 17-28-103 that its registered agent or
12 registered office has changed, that its registered agent
13 has resigned, or that its registered office has been
14 discontinued within thirty (30) days of the change,
15 resignation or discontinuance;

16

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

18

19 (a) The secretary of state upon determining that one
20 (1) or more grounds exist under W.S. 17-19-1530 for
21 revocation of a certificate of authority shall serve the
22 foreign corporation with written notice of that
23 determination under W.S. ~~17-19-1510~~ 17-28-104, except for
24 revocation pursuant to W.S. 17-19-1530(a)(v) in which case

1 notice of the proposed revocation shall be given only as
2 provided in subsection (g) of this section.

3

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

10

11 (c) If the foreign corporation does not correct each
12 ground for revocation or demonstrate to the reasonable
13 satisfaction of the secretary of state or attorney general
14 that each ground for revocation determined by the secretary
15 of state or attorney general does not exist within sixty
16 (60) days after service of the notice is perfected under
17 W.S. ~~17-19-1510~~ 17-28-104, the secretary of state may
18 revoke the foreign corporation's certificate of authority
19 by signing a certificate of revocation that recites the
20 ground or grounds for revocation and its effective date.
21 The secretary of state shall file the original of the
22 certificate and serve a copy on the foreign corporation
23 under W.S. ~~17-19-1510~~ 17-28-104. The provisions of

1 subsection (g) of this section shall govern the procedures
2 for revocation pursuant to W.S. 17-19-1530(a)(v).

3
4 **17-19-1532. Appeal from revocation.**

5
6 (a) A foreign corporation may appeal the secretary of
7 state's revocation of its certificate of authority pursuant
8 to W.S. 16-3-114 within thirty (30) days after the service
9 of the certificate of revocation is perfected under W.S.
10 ~~17-19-1510~~ 17-28-104. The foreign corporation appeals by
11 petitioning the court to set aside the revocation and
12 attaching to the petition copies of its certificate of
13 authority and the secretary of state's certificate of
14 revocation.

15
16 **17-21-101. Definitions.**

17
18 (a) In this chapter:

19
20 (xv) "Registered agent" means as provided in
21 W.S. 17-28-101 through 17-28-111.

22
23 **17-21-1101. Registered limited liability**
24 **partnerships.**

1

2 (o) The provisions of W.S. 17-28-101 through
3 17-28-111 shall apply to all registered limited liability
4 partnerships.

5

6 **17-23-109. Registered office and registered agent to**
7 **be maintained.**

8

9 (a) Each statutory trust shall have and continuously
10 maintain in this state:

11

12 (i) A registered office ~~which may be the same as~~
13 ~~its place of business~~ as provided in W.S. 17-28-101 through
14 17-28-111; and

15

16 (ii) A registered agent, ~~which may be either an~~
17 ~~individual resident in this state whose business office is~~
18 ~~identical with the registered office, or a domestic~~
19 ~~corporation, limited liability company or statutory trust~~
20 ~~or a foreign corporation authorized to transact business in~~
21 ~~this state, having a business office identical with the~~
22 ~~registered office~~ as provided in W.S. 17-28-101 through
23 17-28-111.

24

1 (b) The provisions of W.S. 17-28-101 through
2 17-28-111 shall apply to all statutory trusts.

3
4 **17-23-111. Failure to maintain registered agent or**
5 **registered office or pay annual fee.**

6
7 If any statutory trust has failed ~~for thirty (30) days to~~
8 ~~appoint and maintain a registered agent in this state, or~~
9 ~~has failed for thirty (30) days after change of its~~
10 ~~registered office or registered agent to file in the office~~
11 ~~of the secretary of state a statement of the change, to~~

12 comply with the provisions of W.S. 17-28-101 through
13 17-28-111 or has failed to pay the fee required by W.S.

14 17-23-117, it is transacting business within this state
15 without authority and shall forfeit any franchises, rights
16 or privileges acquired under the laws of this state. The
17 forfeiture shall be made effective in the following manner.

18 The secretary of state shall mail by certified mail a
19 notice of its failure to comply. Unless compliance is made
20 within ~~thirty (30)~~ sixty (60) days of the delivery of

21 notice, the statutory trust shall be deemed defunct and to
22 have forfeited its certificate of organization acquired
23 under the laws of this state. Any defunct statutory trust
24 may at any time within two (2) years after the forfeiture

1 of its certificate, be revived and reinstated, by filing
2 the necessary statement under this chapter and paying the
3 prescribed fee, together with a penalty of one hundred
4 dollars (\$100.00). The statutory trust shall retain its
5 registered name during the two (2) year reinstatement
6 period.

7
8 **Section 3.** W.S. 17-10-204(b) through (d), 17-15-111,
9 17-15-114, 17-16-501(a)(ii)(A) through (C), 17-16-502
10 through 17-16-509, 17-16-1507(a)(ii)(A) through (C),
11 17-16-1508 through 17-16-1510, 17-19-501(a)(ii)(A) through
12 (C), 17-19-502 through 17-19-504, 17-19-1507(a)(ii)(A)
13 through (C), 17-19-1508 through 17-19-1510 and 17-23-110
14 are repealed.

15

16 **Section 4.**

17

18 (a) There is appropriated two hundred fifty thousand
19 dollars (\$250,000.00) from the general fund to the
20 secretary of state. This appropriation shall be for the
21 period beginning with the effective date of this section
22 and ending June 30, 2010. This appropriation shall only be
23 expended for the purpose of implementing this act.
24 Notwithstanding any other provision of law, this

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

7
8 (b) There is appropriated seventy thousand dollars
9 (\$70,000.00) from the general fund to the secretary of
10 state. This appropriation shall be for the period
11 beginning with the effective date of this section and
12 ending June 30, 2010. This appropriation shall only be
13 expended for the purpose of hiring one (1) full time
14 equivalent at-will contract position to assist with
15 programming changes to implement this act. Notwithstanding
16 any other provision of law, this appropriation shall not be
17 transferred or expended for any other purpose and any
18 unexpended, unobligated funds remaining from this
19 appropriation shall revert as provided by law on June 30,
20 2010. This appropriation shall not be included in the
21 secretary of state's 2011-2012 standard biennial budget
22 request.

23

1 (c) There is appropriated one hundred twenty thousand
2 dollars (\$120,000.00) from the general fund to the
3 secretary of state. This appropriation shall be for the
4 period beginning with the effective date of this section
5 and ending June 30, 2010. This appropriation shall only be
6 expended for the purpose of hiring one (1) full time
7 equivalent auditor position to assist with enforcing this
8 act. Notwithstanding any other provision of law, this
9 appropriation shall not be transferred or expended for any
10 other purpose and any unexpended, unobligated funds
11 remaining from this appropriation shall revert as provided
12 by law on June 30, 2010. The secretary of state is hereby
13 authorized one (1) additional full-time position for
14 purposes of this subsection. This appropriation and
15 position shall be included in the secretary of state's
16 2011-2012 standard biennial budget request.

17

18 **Section 5.**

19

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

24

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

3

4

(END)