

HOUSE BILL NO. HB0108

Foreign LLC-operation in Wyoming.

Sponsored by: Representative(s) Brown

A BILL

for

1 AN ACT relating to corporations, partnerships and
2 associations; clarifying requirements for operating a
3 foreign limited liability company in Wyoming; specifying
4 the procedure for revoking and reinstating foreign limited
5 liability company certificates of authority; correcting
6 related statutory references; and providing for an
7 effective date.

8

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

10

11 **Section 1.** W.S. 17-29-114 is created to read:

12

13 **17-29-114. Foreign limited liability companies;**
14 **operation; revocation and reinstatement of certificates of**
15 **authority.**

16

1 To the extent not inconsistent with this act or the
2 provisions of the Wyoming Business Corporations Act, a
3 foreign limited liability company shall do business in
4 Wyoming by complying with the provisions of W.S. 17-16-1501
5 through 17-16-1536 in the same manner as a foreign
6 corporation. A foreign limited liability company's
7 certificate of authority shall be revoked or reinstated in
8 the manner provided for foreign corporations in W.S.
9 17-16-1530 through 17-16-1532.

10
11 **Section 2.** W.S. 17-16-1533, 17-29-209(a) and
12 17-29-210(c) are amended to read:

13
14 **17-16-1533. Applicability of chapter to foreign**
15 **limited liability companies.**

16
17 To the extent not inconsistent with the Wyoming Limited
18 Liability Company Act, W.S. 17-29-101 through ~~17-29-1102~~
19 17-29-1105 and the provisions of this chapter, a limited
20 liability company organized in another jurisdiction ~~may~~
21 shall do business in Wyoming by complying with the
22 applicable provisions of this article. The certificate of
23 authority of a limited liability company organized in

1 another jurisdiction ~~may~~shall be revoked and reinstated as
2 provided in this act.

3
4 **17-29-209. Annual report for secretary of state.**

5
6 (a) Every limited liability company organized under
7 the laws of this state and every foreign limited liability
8 company which obtains ~~the right~~a certificate of authority
9 to transact and carry on business within this state shall
10 file with the secretary of state on or before the first day
11 of the month of organization of every year a certification,
12 under the penalty of perjury, by its treasurer or other
13 fiscal agent setting forth its capital, property and assets
14 located and employed in the state of Wyoming. The
15 statement shall give the address of its principal office.
16 On or before the first day of the month of organization of
17 every year the limited liability company or foreign limited
18 liability company shall pay to the secretary of state in
19 addition to all other statutory taxes and fees a license
20 fee based upon the sum of its capital, property and assets
21 reported, of fifty dollars (\$50.00) or two-tenths of one
22 mill on the dollar (\$.0002), whichever is greater.

1 17-29-210. Fees; annual fee.

2

3 (c) Any foreign limited liability company transacting
4 business in this state without ~~qualifying~~obtaining a
5 certificate of authority as required by W.S. 17-16-1501 and
6 17-29-114 is subject to the penalties provided by W.S.
7 17-16-1502 (d) .

8

9 **Section 3.** This act is effective immediately upon
10 completion of all acts necessary for a bill to become law
11 as provided by Article 4, Section 8 of the Wyoming
12 Constitution.

13

14 (END)