

ENROLLED ACT NO. 16, HOUSE OF REPRESENTATIVES

SIXTY-SIXTH LEGISLATURE OF THE STATE OF WYOMING  
2021 GENERAL SESSION

AN ACT relating to businesses; generally amending business, trade and commerce statutes; establishing a reinstatement process for foreign corporations; modifying and establishing filing response timelines; providing for electronic service by the secretary of state as specified and conforming related requirements; providing rulemaking and other administrative authority to the secretary of state as specified; and providing for an effective date.

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

**Section 1.** W.S. 17-14-210, 17-19-1533, 17-21-108, 40-2-110 and 40-2-111 are created to read:

**17-14-210. Powers.**

The secretary of state has the power reasonably necessary to perform the duties required of him by this chapter. The secretary of state shall promulgate reasonable forms, rules and regulations necessary to carry out the purposes of this chapter.

**17-19-1533. Reinstatement following revocation.**

(a) A foreign corporation whose certificate of authority has been revoked under W.S. 17-19-1531 may apply to the secretary of state for reinstatement within two (2) years after the effective date of the revocation. Reinstatement may be denied by the secretary of state if the corporation has been the subject of a secretary of state and law enforcement investigation pertaining to fraud or any other violation of state or federal law, or if there is other reason to believe the foreign corporation has engaged in illegal operations. The application shall:

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(i) Recite the name of the foreign corporation and the effective date of the revocation of its certificate of authority;

(ii) State that the grounds for revocation either did not exist or have been eliminated;

(iii) If the foreign corporation's certificate of authority was revoked for failure to deliver its annual report or pay annual license taxes to the secretary of state when due pursuant to W.S. 17-19-1630, include payment of a twenty-five dollar (\$25.00) reinstatement fee and payment of any fees and taxes then delinquent; and

(iv) If the foreign corporation's certificate of authority was revoked for failure to maintain a registered agent, include payment of a one hundred fifty dollar (\$150.00) reinstatement fee and payment of any fees and taxes then delinquent.

(b) If the secretary of state determines that the application contains the information required by subsection (a) of this section and that the information is correct, the secretary of state shall cancel the revocation, prepare a certificate of reinstatement reciting that determination and the effective date of reinstatement, file the original of the certificate and serve a copy on the corporation pursuant to W.S. 17-28-104.

(c) When reinstatement is effective, it relates back to and takes effect as of the effective date of the revocation and the foreign corporation may resume carrying on its activities as if the revocation had not occurred.

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(d) A foreign corporation may retain its registered corporate name during the two (2) year reinstatement period.

**17-21-108. Powers.**

The secretary of state has the power reasonably necessary to perform the duties required of him by this chapter. The secretary of state shall promulgate reasonable forms, rules and regulations necessary to carry out the purposes of this chapter.

**40-2-110. Powers.**

The secretary of state has the power reasonably necessary to perform the duties required of him by this chapter. The secretary of state shall promulgate reasonable forms, rules and regulations necessary to carry out the purposes of this chapter.

**40-2-111. Refusal to file documents.**

If the secretary of state refuses to file a document submitted for filing under this act, the secretary of state shall return it to the filing party or representative within fifteen (15) days after the document was delivered, together with a brief, written explanation of the reason for the refusal.

**Section 2.** W.S. 17-10-204(e), 17-14-306 by creating a new subsection (c), 17-16-1503(a)(iv), 17-16-1520(b)(iv), (v) and (c), 17-16-1530(a)(vii)(B) and (viii)(B), 17-16-1531(d), 17-19-125(c), 17-19-1503(a)(iv), 17-19-1520(b)(iv), (v) and (c), 17-19-1530(a)(vii)(B), 17-19-1531(e), 17-21-105(a), 17-21-905(b),

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17-21-1101(f)(ii) and by creating a new subsection (p), 17-21-1104(d)(ii)(C) and (f)(iv), 17-22-110 by creating a new subsection (f), 17-23-111, 17-23-116 by creating a new subsection (f), 17-26-101 by creating a new subsection (h), 17-28-101 by creating a new subsection (e), 17-28-102(a)(intro), (vi), by creating a new paragraph (viii) and by creating a new subsection (d), 17-28-104(a) and by creating a new subsection (e), 17-28-106(a)(vi), by creating a new paragraph (vii) and by renumbering (vii) as (viii), 17-28-107(a)(i), 17-28-109(a)(iii), 17-29-205 by creating a new subsection (d), 17-29-705(a), (b), (c)(iii)(C) and (d), 17-30-305 by creating a new subsection (e), 17-30-904(b)(i), (e)(i), (ii), (h)(iii)(C) and (j) and 40-2-101(a)(v) are amended to read:

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

(e) If any cooperative has failed for thirty (30) days to appoint and maintain a registered agent in this state, or has failed for thirty (30) days after change of its registered office or registered agent to file in the office of the secretary of state a statement of the change 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 and the forfeiture shall be made effective in the following manner. The secretary of state shall ~~mail~~ provide by first class mail, or by electronic means ~~if the cooperative has consented to receive notices electronically,~~ a notice of its failure to comply with aforesaid provisions. Unless compliance is made within thirty (30) days of mailing or electronic submission of the notice, the cooperative shall be deemed defunct and to have forfeited its certificate of organization acquired under

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the laws of this state. Provided, that any defunct cooperative may at any time within two (2) years after the forfeiture of its certificate, in the manner herein provided, be revived and reinstated, by filing the necessary statement under this act and paying a reinstatement fee established by the secretary of state by rule, together with a penalty of one hundred dollars (\$100.00). The reinstatement fee shall not exceed the costs of providing the reinstatement service. The cooperative shall retain its registered name during the two (2) year reinstatement period under this section.

**17-14-306. Filing in office of secretary of state.**

(c) If the secretary of state refuses to file a certificate under subsection (a) of this section, the secretary of state shall return it to the person who delivered it or to the person's representative within fifteen (15) days after the document was delivered, together with a brief, written explanation of the reason for the refusal.

**17-16-1503. Application for certificate of authority.**

(a) A foreign corporation may apply for a certificate of authority to transact business in this state by delivering an application to the secretary of state for filing. The application shall set forth:

(iv) The street address of its principal office and an email address for the foreign corporation;

**17-16-1520. Withdrawal of foreign corporation.**

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(b) A foreign corporation authorized to transact business in this state may apply for a certificate of withdrawal by delivering an application to the secretary of state for filing. The application shall set forth:

(iv) A mailing address and an email address to which the secretary of state may mail—provide a copy of any process served on him under paragraph (iii) of this subsection; and

(v) A commitment to notify the secretary of state in the future of any change in its mailing address and email address.

(c) After the withdrawal of the corporation is effective, service of process on the secretary of state under this section is service on the foreign corporation. Upon receipt of process, the secretary of state shall mail provide a copy of the process to the foreign corporation at the mailing address or email address set forth under subsection (b) of this section.

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

(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:

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

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

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(viii) It is in the public interest and the corporation:

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

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

(d) The secretary of state's revocation of a foreign corporation's certificate of authority appoints the secretary of state the foreign corporation's agent for service of process in any proceeding based on a cause of action which arose during the time the foreign corporation was authorized to transact business in this state. Service of process on the secretary of state under this subsection is service on the foreign corporation. Upon receipt of process, the secretary of state shall either:

(i) Mail a copy of the process to the secretary of the foreign corporation at its principal office shown in its most recent annual report or in any subsequent communication received from the corporation stating the current mailing address of its principal office, or, if none are on file, in its application for a certificate of authority; or

(ii) Electronically submit a copy of the process to the foreign corporation's email address.

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

(c) If the secretary of state refuses to file a document he shall return it to the domestic or foreign

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corporation or its representative within ~~five (5)~~ fifteen (15) days after the document was delivered, together with a brief, written explanation of the reason or reasons for his refusal.

**17-19-1503. Application for certificate of authority.**

(a) A foreign corporation may apply for a certificate of authority to transact business in this state by delivering an application to the secretary of state. The application shall set forth:

(iv) The street address of its principal office and an email address for the foreign corporation;

**17-19-1520. Withdrawal of foreign corporation.**

(b) A foreign corporation authorized to transact business in this state may apply for a certificate of withdrawal by delivering an application to the secretary of state for filing. The application shall set forth:

(iv) A mailing address and an email address to which the secretary of state may ~~mail~~ provide a copy of any process served on him under paragraph (iii) of this subsection; and

(v) A commitment to notify the secretary of state in the future of any change in the mailing address or email address.

(c) After the withdrawal of the corporation is effective, service of process on the secretary of state under this section is service on the foreign corporation. Upon receipt of process, the secretary of state shall ~~mail~~



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provide a copy of the process to the foreign corporation at the post office address or email address set forth in its application for withdrawal.

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

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

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

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

(e) The secretary of state's revocation of a foreign corporation's certificate of authority appoints the secretary of state the foreign corporation's agent for service of process in any proceeding based on a cause of action that arose during the time the foreign corporation was authorized to transact business in this state. Service of process on the secretary of state under this subsection is service on the foreign corporation. Upon receipt of process, the secretary of state shall either:

(i) Mail a copy of the process to the secretary of the foreign corporation at its principal office shown in its most recent annual report or in any subsequent communications received from the corporation stating the

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current mailing address of its principal office, or, if none are on file, in its application for a certificate of authority; or

(ii) Electronically submit a copy of the process to the foreign corporation's email address.

**17-21-105. Execution, filing, and recording of statements.**

(a) A statement may be filed in the office of the secretary of state. A certified copy of a statement that is filed in an office in another state may be filed in the office of the secretary of state. Either filing has the effect provided in this chapter with respect to partnership property located in or transactions that occur in this state. If a statement of partnership authority is filed with the secretary of state under W.S. 17-21-303, all statements provided for under this chapter subsequent to the filing of this statement shall be filed with the secretary of state in accordance with this chapter. If the secretary of state refuses to file a statement, the secretary of state shall return it to a partner or representative within fifteen (15) days after the document was delivered, together with a brief, written explanation of the reason for the refusal.

**17-21-905. Effect of merger.**

(b) The secretary of state is the agent for service of process in an action or proceeding against a surviving foreign partnership or limited partnership to enforce an obligation of a domestic partnership or limited partnership that is a party to a merger. The surviving entity shall promptly notify the secretary of state of the mailing

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address of its chief executive office, ~~and~~ of any change of address and the email address of its chief executive officer. Upon receipt of process, the secretary of state shall mail or electronically submit a copy of the process to the surviving foreign partnership or limited partnership.

**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 notice by the secretary of state 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 and any penalties are paid within the sixty (60) day period, or that the partnership is without a registered agent or registered office in this state, unless the partnership regains a registered agent or registered office in this state during the sixty (60) day period. The secretary of state shall ~~mail~~ provide such notice by first class mail to the last known mailing address of the partnership or by electronic means. ~~if the partnership has consented to receive notices electronically.~~ 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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(p) If the secretary of state refuses to file a statement of registration, the secretary of state shall return it to the registered limited liability partnership or its representative within fifteen (15) days after the statement was delivered, together with a brief, written explanation of the reason for the refusal.

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

(d) Before transacting business in this state, a foreign registered limited liability partnership shall:

(ii) File a statement of registration as a foreign registered limited liability partnership with the office of the secretary of state, on such forms as the secretary shall provide, stating:

(C) An email address and the address of its principal office which, if in this state, shall be its registered office for service of process;

(f) A foreign registered limited liability partnership registered to transact business in this state may withdraw its registration as a foreign registered limited liability partnership by filing with the office of the secretary of state a statement of withdrawal as a foreign registered limited liability partnership, which shall set forth:

(iv) A mailing address and an email address to which the secretary of state may ~~mail~~provide a copy of any process served on him in his capacity as agent for such registered limited liability partnership.

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**17-22-110. Appointment of agent to receive service of process.**

(f) If the secretary of state refuses to file a statement appointing an agent, the secretary of state shall return it to the nonprofit association or its representative within fifteen (15) days after the statement was delivered, together with a brief, written explanation of the reason for the refusal.

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

If any statutory trust has failed to comply with the provisions of W.S. 17-28-101 through 17-28-111 or has failed to pay the fee required by W.S. 17-23-117, it is transacting business within this state without authority and shall forfeit any franchises, rights or privileges acquired under the laws of this state. The forfeiture shall be made effective in the following manner. The secretary of state shall ~~mail~~ provide by first class mail, or by electronic means ~~if the statutory trust has consented to receive notices electronically,~~ a notice of its failure to comply. Unless compliance is made within sixty (60) days of mailing or electronic submission of the notice, the statutory trust shall be deemed defunct and to have forfeited its certificate of organization acquired under the laws of this state. Any defunct statutory trust may at any time within two (2) years after the forfeiture of its certificate, be revived and reinstated, by filing the necessary statement under this chapter and paying the prescribed fee, together with a penalty of one hundred dollars (\$100.00). The statutory trust shall retain its registered name during the two (2) year reinstatement period.

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**17-23-116. Filing of certificate; effective date; fee; organization.**

(f) If the secretary of state refuses to file a certificate of trust, certificate of amendment, certificate of cancellation or certificate of merger or consolidation under subsection (a) of this section, the secretary of state shall return it to the filing party or its representative within fifteen (15) days after the certificate was delivered, together with a brief, written explanation of the reason for the refusal.

**17-26-101. Conversion of entities.**

(h) The secretary of state shall charge a fee to convert an entity. Unless otherwise specified by law, the fee for conversion shall be equal to the fee for the origination of the newly converted entity type.

**17-28-101. Registered office and registered agent.**

(e) In addition to the requirements imposed by this section on business entities and registered agents, each business entity and registered agent shall maintain an email address that the secretary of state's office may use to serve documents on the business entity or registered agent as provided in W.S. 17-28-104.

**17-28-102. Change of registered office or registered agent.**

(a) A business entity may change its registered office or registered agent by signing and delivering to the

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secretary of state for filing a statement of change that sets forth all of the following:

(vi) That the new registered office and registered agent comply with the requirements of W.S. 17-28-101 through 17-28-111;~~and~~

(viii) The email address of its registered agent as required by W.S. 17-28-101(e).

(d) If a business entity changes its email address required by W.S. 17-28-101(e), the business entity shall notify the secretary of state of the new email address.

**17-28-104. Service on business entity.**

(a) A business entity's registered agent, or the natural person having an agency relationship with the registered agent as provided in W.S. 17-28-101(a), shall accept service of process, notice, or demand required or permitted by law that is served on the entity. The secretary of state may provide service of process, notice or demand by electronic means.

(e) Upon formation of a business entity, the business entity shall execute a consent to service by electronic means for use in the limited circumstances where the business entity has no registered agent or where the agent cannot with reasonable diligence be served. Upon acceptance of a summons in accordance with the limited circumstances specified in this subsection, the secretary of state may elect to serve the business entity by electronic means in lieu of the process specified in subsection (b) of this section. Service is perfected under this subsection on the

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date the electronic communication is sent to the business entity.

**17-28-106. Registration requirements.**

(a) A commercial registered agent shall obtain a registration by filing an application with the secretary of state. The application shall be executed and sworn under penalty of perjury and contain information the secretary of state requires by rule including:

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

(vii) The applicant's email address where service may be made by the secretary of state;

~~(vii)~~(viii) Other information the secretary of state deems appropriate in the registration and identification of registered agents.

**17-28-107. Duties of the registered agent; duties of the entity.**

(a) The registered agent shall:

(i) Maintain a physical address in accordance with W.S. 17-28-102(a)(ii) and as defined by the secretary of state by rule and maintain an email address as required by W.S. 17-28-101(e);

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



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

(iii) Cannot be served at the address of the registered office or the registered agent's email address;

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

(d) If the secretary of state refuses to file a record under subsection (a) of this section, the secretary of state shall return it to the limited liability company or its representative within fifteen (15) days after the record was delivered, together with a brief, written explanation of the reason for the refusal.

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

(a) If any limited liability company's registered agent has filed its resignation with the secretary of state and the limited liability company has not replaced its registered agent and registered office, or the limited liability company is without a registered agent or registered office in this state for any reason, it shall be

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deemed to be transacting business within this state without authority and to have forfeited any franchises, rights or privileges acquired under the laws thereof and the forfeiture shall be made effective in the following manner. The secretary of state shall ~~mail~~ provide by first class mail, or by electronic means ~~if the limited liability company has consented to receive notices electronically,~~ a notice of its failure to comply with aforesaid provisions. Unless compliance is made within sixty (60) days of mailing or electronic submission of the notice, the limited liability company shall be deemed defunct and to have forfeited its articles of organization 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, in the manner herein provided, be revived and reinstated, by filing the necessary statement under this act and paying a reinstatement fee established by the secretary of state by rule, together with a penalty of two hundred fifty dollars (\$250.00). The reinstatement fee shall not exceed the costs of providing the reinstatement service. The limited liability company shall retain its registered name during the two (2) year reinstatement period under this section.

(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 or by electronic means. Unless compliance is made within sixty

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(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 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.

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

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

(C) Cannot be served by either the registered agent or by mail or electronically by the secretary of state acting as the agent for process.

(d) The secretary of state may classify a limited liability company as delinquent awaiting forfeiture of its articles of organization or certificate of authority at the time the secretary of state ~~mails~~provides the notice

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required under subsections (a) through (c) of this section to the limited liability company.

**17-30-305. Delivery to and filing of records by secretary of state; effective time and date.**

(e) If the secretary of state refuses to file a record under subsection (a) of this section, the secretary of state shall return it to the filing party or its representative within fifteen (15) days after the record was delivered, together with a brief, written explanation of the reason for the refusal.

**17-30-904. Administrative forfeiture of authority and articles of formation.**

(b) A forfeiture under subsection (a) of this section shall be made effective as follows:

(i) The secretary of state shall mail by first class mail, or submit by electronic means ~~if the statutory foundation has consented to receive notices electronically,~~ a notice of the failure of the statutory foundation to comply with subsection (a) of this section; and

(e) A forfeiture under subsection (d) of this section shall be made effective as follows:

(i) The secretary of state shall provide notice to the statutory foundation at its last known mailing address by first class mail, or submit by electronic means ~~if the statutory foundation has consented to receive notices electronically,~~ a notice of the failure of the statutory foundation to comply; and

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(ii) Unless compliance is made within sixty (60) days of the date of mailing or electronic submission of the notice, the statutory foundation shall be deemed defunct and to have forfeited its articles of formation filed in this state.

(h) A statutory foundation shall be deemed to be operating within this state without authority, to have forfeited any rights or privileges acquired under the laws of this state and shall be deemed to have forfeited its articles of formation filed in this state if:

(iii) The public interest is served by forfeiture and the statutory foundation, its founder or any other person authorized to act on behalf of the statutory foundation:

(C) Cannot be served by either the registered agent or by the secretary of state using mail and acting as the agent for process.

(j) The secretary of state may classify a statutory foundation as delinquent and as awaiting forfeiture of its articles of formation at the time the secretary of state mails or electronically submits any notice required under this section to the foundation.

**40-2-101. Definitions.**

(a) As used in this act unless the context otherwise requires:

(v) "This act" means W.S. 40-2-101 through ~~40-2-109~~ 40-2-111.

ORIGINAL HOUSE  
BILL NO. HB0027

ENGROSSED

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**Section 3.** This act is effective July 1, 2021.

(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