

HOUSE BILL NO. HB0140

Limited partnership-continuance.

Sponsored by: Representative(s) Luthi and Senator(s) Hanes

A BILL

for

1 AN ACT relating to limited partnerships; allowing the  
2 continuance of foreign limited partnerships pursuant to  
3 certain requirements; conforming provisions; providing for  
4 a fee; and providing for an effective date.

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

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8 **Section 1.** W.S. 17-14-310 is created to read:

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10 **17-14-310. Continuance.**

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12 (a) Subject to subsection (b) of this section, any  
13 limited partnership organized for any purpose except acting  
14 as an insurer as defined in W.S. 26-1-102(a)(xvi), or  
15 acting as a financial institution as described by W.S.  
16 13-1-101(a)(ix) under the laws of any foreign jurisdiction  
17 may, if the foreign jurisdiction confirms in writing that

1 the limited partnership's domicile has terminated in the  
2 foreign jurisdiction, apply to the secretary of state for  
3 continuance under this act. The secretary of state may  
4 issue a certification for continuance upon receipt of a  
5 request for certification for continuance as provided by  
6 this act together with the statements, information and  
7 documents set out in subsection (c) of this section. The  
8 certificate of continuance may then be issued continuing  
9 the foreign limited partnership in Wyoming as if it had  
10 been organized in this state. The certificate of  
11 continuance may be subject to any limitations and  
12 conditions as may appear proper to the secretary of state.

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14 (b) The secretary of state shall cause notice of  
15 issuance of a certificate of continuance to be given  
16 forthwith to the proper officer of the foreign jurisdiction  
17 in which the limited partnership was previously organized.

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19 (c) The request for a certificate for a continuance  
20 filed by a foreign limited partnership with the secretary  
21 of state shall contain:

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1           (i) A certified copy of its original certificate  
2 of limited partnership and all amendments thereto or its  
3 equivalent authorization;

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5           (ii) The names of the limited partnership and  
6 the foreign jurisdiction in which it has previously been  
7 lawfully organized;

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9           (iii) The date of organization and the period of  
10 duration;

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12           (iv) The address of its principal mailing  
13 address;

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15           (v) The name and address of the proposed  
16 registered agent in this state;

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18           (vi) The business purposes which it proposes to  
19 pursue in this state;

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21           (vii) The names and respective business  
22 addresses of its general partners or, if the limited  
23 partnership has a manager or managers, the names and  
24 respective business addresses of the manager or managers;

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(viii) A statement that the limited partnership will abide by the constitution and laws of this state;

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(ix) Any additional information necessary or appropriate to enable the secretary of state to determine whether the limited partnership is entitled to a certificate of continuance evidencing its authority to transact business in the state and to determine and assess any fees and taxes under the laws of this state;

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(x) Any additional information permitted in a certificate of limited partnership under W.S. 17-14-301(a)(xiv).

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(d) The application shall be executed by the manager or managers, if any, or by any partner who is authorized to execute the application on behalf of the limited partnership and shall be verified by the person signing the application.

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(e) The provisions of the request for a certificate for a continuance may, without expressly so stating, vary from the provisions of the limited partnership's

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1 certificate of limited partnership or other authorization,  
2 if the variation is one which a limited partnership  
3 organized under the Wyoming Limited Partnership Act could  
4 effect by way of amendment to its certificate of limited  
5 partnership. Upon issuance of a certificate of continuance  
6 by the secretary of state, the certificate for a  
7 continuance shall be deemed to be the certificate of  
8 limited partnership of the continued limited partnership.  
9 The limited partnership may elect to incorporate by  
10 reference in the certificate for a continuance its  
11 authorization which has been adopted by it in the foreign  
12 jurisdiction, in order to permit the same to continue to  
13 act as the certificate of limited partnership, provided,  
14 however, that the authorization shall be deemed amended to  
15 the extent necessary to make the same conform to the laws  
16 of Wyoming and to the provisions of the certificate of  
17 continuance.

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19 (f) Except for the purpose of W.S. 16-6-101 through  
20 16-6-118, the existence of any limited partnership  
21 heretofore or hereafter issued a certificate of continuance  
22 under this act shall be deemed to have commenced on the  
23 date the limited partnership commenced its existence in the  
24 jurisdiction in which it was first formed, organized or

1 otherwise came into being. The laws of Wyoming shall apply  
2 to a limited partnership continuing under this act to the  
3 same extent as if it had been organized under the laws of  
4 Wyoming from and after the issuance of a certificate of  
5 continuance under this act by the secretary of state. When  
6 a foreign limited partnership is continued under this act,  
7 the continuance shall not affect the ownership of its  
8 property, its liability for any existing obligations,  
9 causes of action, claims, pending or threatened  
10 prosecution, civil or administration actions, convictions,  
11 rulings, orders or judgments.

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13 (g) Continuance under this act does not deprive a  
14 partner of any right or privilege that he claims under, or  
15 relieve any partner of any liability in respect of, his  
16 partnership.

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18 **Section 2.** W.S. 17-14-209(a)(i), 17-14-306(a)(intro)  
19 and 17-14-307(a)(intro) are amended to read:

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21 **17-14-209. Fees.**

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23 (a) The secretary of state shall charge and collect  
24 the following fees:

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

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(i) For filing a certificate of limited partnership, a request for a continuance of a foreign limited partnership or for registering a foreign limited partnership, a fee of one hundred dollars (\$100.00);

(a) Two (2) signed copies of the certificate of limited partnership, the application for a request for a continuance and of any certificates of amendment or cancellation (or of any judicial decree of amendment or cancellation) shall be delivered to the secretary of state. A person who executes a certificate as an agent or fiduciary need not exhibit evidence of his authority as a prerequisite to filing. Unless the secretary of state finds that any certificate does not conform to law, upon receipt of all filing fees required by law he shall:

**17-14-307. Liability for false statement in certificate.**

(a) If any certificate of limited partnership, certificate of continuance or certificate of amendment or

1 cancellation contains a false statement, one who suffers  
2 loss by reliance on the statement may recover damages for  
3 the loss from:

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5 **Section 3.** This act is effective July 1, 2002.

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(END)