

DRAFT ONLY
NOT APPROVED FOR
INTRODUCTION

HOUSE BILL NO. _____

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 record keeping; providing for
4 service of process; requiring registered agents to maintain
5 physical addresses and business hours; and providing for an
6 effective date.

7

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

9

10 **Section 1.** W.S. 17-28-101 through 17-28-109 are
11 created to read:

12

13 CHAPTER 28 - 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 the location
14 during regular business hours; and

15

16 (ii) A registered agent, who may 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

1 which has a written agreement creating an agency
2 relationship with an individual providing for acceptance of
3 service of process as provided in W.S. 17-28-104;

4
5 (C) A foreign business entity authorized to
6 transact business in this state whose business office is
7 identical with the registered office and which has a
8 written agreement creating an agency relationship with an
9 individual providing for acceptance of service of process
10 as provided in W.S. 17-28-104; or

11
12 (D) An individual, at least eighteen (18)
13 years of age, or business entity that is in the business of
14 serving as a registered agent for more than ten (10)
15 entities, including entities served by a registered agent
16 if a registered agent is one of those entities served, and
17 which is registered as a commercial registered agent under
18 W.S. 17-28-105 and whose business office is identical with
19 the registered office. A business entity registered as a
20 commercial registered agent shall have a written agreement
21 creating an agency relationship with a natural person
22 providing for acceptance of service of process as provided
23 in W.S. 17-28-104.

1

2 (b) For purposes of this chapter, "business entity"
3 means a corporation, non-profit corporation, limited
4 liability company, limited partnership, cooperative
5 marketing association, statutory trust or registered
6 limited liability limited partnership.

7

8 (c) Every registered agent shall certify compliance
9 with the requirements of this chapter on a form prescribed
10 by the secretary of state on the date of registration.

11

12 **17-28-102. Change of registered office or registered**
13 **agent.**

14

15 (a) A business entity may change its registered
16 office or registered agent by signing and delivering to the
17 secretary of state for filing a statement of change that
18 sets forth:

19

20 (i) The name of the business entity;

21

22 (ii) The street address of its current
23 registered office;

1

2 (iii) If the current registered office is to be

3 changed, the street address of the new registered office;

4

5 (iv) The name of its current registered agent;

6

7 (v) If the current registered agent is to be

8 changed, the name of the new registered agent and the new

9 agent's written consent to the appointment executed by the

10 registered agent, either on the statement or attached to

11 it;

12

13 (vi) That the new registered office and

14 registered agent comply with the requirements of W.S. 17-

15 28-101 through 17-28-109; and

16

17 (vii) That after the change or changes are made,

18 the street addresses of its registered office and the

19 business office of its registered agent will be identical,

20 if applicable.

21

22 (b) If a registered agent changes the street address

23 of his business office, he may change the street address of

1 the registered office of any business entity for which he
2 is the registered agent by notifying the business entity in
3 writing of the change and signing and delivering to the
4 secretary of state for filing a statement that complies
5 with the requirements of subsection (a) of this section and
6 recites that every entity which the registered agent serves
7 has been notified of the change.

8
9 (b) If a registered agent changes its name, it may
10 change the name of the registered agent of any business
11 entity for which it is the registered agent by notifying
12 the business entity in writing of the change and signing
13 and delivering to the secretary of state for filing a
14 statement that complies with the requirements of subsection
15 (a) of this section and recites that every entity which the
16 registered agent serves has been notified of the change.

17
18 **17-28-103. Resignation of registered agent.**

19
20 (a) A registered agent may resign his agency
21 appointment by signing and delivering to the secretary of
22 state for filing the signed original and one (1) exact or
23 conformed copy of a statement of resignation for each

1 entity from which the registered agent resigns. The
2 statement may include a statement that the registered
3 office is also discontinued. The statement of resignation
4 shall state that the registered agent has sent notice to
5 each affected entity at least thirty (30) days prior to the
6 filing of the statement of resignation to the address of
7 the entity last known to the registered agent. The
8 statement shall be addressed to any officer or controlling
9 member of the entity other than the registered agent.

10

11 (b) Upon receiving the resignation of a registered
12 agent where no successor is appointed, the entity shall
13 provide the secretary of state with a statement of change
14 in compliance with W.S. 17-28-102(a) within thirty (30)
15 days following receipt by the business entity of the
16 statement of resignation by a registered agent.

17

18 (c) A registered agent may resign his agency
19 appointment and appoint a new registered agent that
20 complies with W.S. 17-28-101(a) by signing and delivering
21 to the secretary of state on a statement of change of
22 registered agent form designated by the secretary of state:

23

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
19 thirty-first day after the date on which the statement of
20 resignation was filed under subsections (a) and (b) of this
21 section. The agency appointment is terminated, the
22 registered office discontinued if so provided, and the new
23 registered agent and registered office are effective on the

1 date on which the statement of change of registered agent
2 was filed under 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

2 (a) A business entity's registered agent, or the
3 natural person having an agency relationship with the
4 registered agent as provided in W.S. 17-28-101(a), shall
5 accept service of process, notice, or demand required or
6 permitted by law that is served on the entity.

7

8 (b) If a business entity has no registered agent, or
9 the agent cannot with reasonable diligence be served, the
10 entity may be served by registered or certified mail,
11 return receipt requested, addressed to the entity at its
12 principal office. Service is perfected under this
13 subsection at the earliest of:

14

15 (i) The date the entity receives the mail;

16

17 (ii) The date shown on the return receipt, if
18 signed, either manually or in facsimile, on behalf of the
19 entity; or

20

21 (iii) Five (5) days after its deposit in the
22 United States mail, as evidenced by the postmark, if mailed
23 postpaid and correctly addressed.

1

2 (c) This section does not prescribe the only means,
3 or necessarily the required means, of serving a business
4 entity.

5

6 (d) Every entity shall provide to its registered
7 agent and keep current the name, business address and
8 business telephone number of a natural person who is an
9 officer, director, employee or designated agent of the
10 entity who is authorized to receive communications from the
11 registered agent and is deemed the designated
12 communications contact for the entity.

13

14 **17-28-105. Commercial registered agent registration**
15 **required.**

16

17 (a) Except as provided in subsection (b) of this
18 section, no person shall transact business in this state as
19 a registered agent unless the person is registered with the
20 secretary of state in accordance with the provisions of
21 this section and W.S. 17-28-106. Violation of this section
22 is punishable under W.S. 17-28-109.

23

1 (b) The registration requirements of this section and
2 W.S. 17-28-106 shall not apply to a person who serves as
3 registered agent for ten (10) or fewer business entities,
4 including entities served by a registered agent if the
5 registered agent is one of those entities served.

6

7 (c) Any person claiming to be exempt from
8 registration requirements based upon the provisions of
9 subsection (b) of this section shall have the burden of
10 proving the exemption in any administrative or other civil
11 action.

12

13 (d) For purposes of W.S. 17-28-106, "commercial
14 registered agent" means a registered agent required to
15 register under this section.

16

17 (e) A commercial registered agent shall not:

18

19 (i) Have been convicted of any felony or any
20 crime involving an element of dishonesty, fraud or moral
21 turpitude;

22

1 (ii) Have any officer, director, partner,
2 manager or other controlling person who has been convicted
3 of any felony or any crime involving an element of
4 dishonesty, fraud or moral turpitude;

5

6 (iii) Engage in conduct in connection with
7 acting as a registered agent that is intended or likely to
8 deceive or defraud the public or operate in any manner
9 contrary to the public interest; nor

10

11 (iv) Have any officer, director, partner,
12 manager or other controlling person who has engaged in
13 conduct in connection with acting as a registered agent
14 that is intended or likely to deceive or defraud the public
15 or operated in any manner contrary to the public interest.

16

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

18

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

1

2 (i) The legal name of the applicant;

3

4 (ii) The applicant's physical street address of
5 its registered office in this state where service may be
6 made during regular business hours. A separate mailing
7 address may be included in addition to the physical street
8 address;

9

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

14

15 (iv) The name, address and phone number of the
16 natural person who controls the commercial registered
17 agent;

18

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

21

22 (vi) The name, physical street address and phone
23 number of the registered office of the natural person with

1 whom the agent has an agency agreement for purposes of
2 receiving service of process, if applicable; and

3

4 (vii) Other information the secretary of state
5 deems appropriate in the registration and identification of
6 registered agents.

7

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

14

15 (c) Registration of a commercial registered agent
16 shall be valid for the calendar year of registration and
17 shall expire December 31 of each year.

18

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

23

1 **17-28-107. Duties of the registered agent.**

2

3 (a) The registered agent shall:

4

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

8

9 (ii) Accept service of process in accordance
10 with W.S. 17-28-104(a);

11

12 (iii) Maintain the address of record to which
13 all service of process is to be delivered for each entity
14 represented; and

15

16 (iv) Maintain at the registered office, the
17 following information for each entity represented which
18 shall be current within sixty (60) days of any change and
19 shall be maintained in a format that can be reasonably
20 produced on demand:

21

22 (A) Names and addresses of each entity's
23 directors, officers, members and managers;

1

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

7

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

13

14 (v) Maintain regular business hours of operation
15 at the registered office during which the registered agent
16 or the natural person with whom the registered agent has an
17 agency relationship is available to accept service of
18 process on behalf of any entity represented. The regular
19 business hours shall be publicly posted in a conspicuous
20 location on the premises informing the public when the
21 office is open for business.

22

1 (vi) Register as a commercial registered agent
2 pursuant to W.S. 17-28-105 if applicable.

3
4 **17-28-108. Production of records.**

5
6 (a) All records maintained pursuant to W.S. 17-28-107
7 are subject to periodic, special or other examination by
8 the secretary of state or his representatives as deemed
9 necessary or appropriate in investigations.

10
11 (b) The secretary of state may compel production of
12 records required to be maintained pursuant to W.S. 17-28-
13 107 in accordance with the provisions of the Wyoming
14 Administrative Procedure Act.

15
16 (c) The secretary of state shall hold any records
17 obtained pursuant to this section confidential except for
18 information required to be in the annual report required by
19 W.S. 17-16-1630(a). The secretary of state may release any
20 such confidential information only pursuant to court
21 subpoena or to a bona fide law enforcement agency for use
22 in a criminal investigation.

23

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

5
6 (e) Failure of any business entity to provide
7 accurate records required to be maintained pursuant to W.S.
8 17-28-107 to the entity's registered agent within sixty
9 (60) days of appointment or within sixty (60) days of any
10 change in the information required in the records shall be
11 punishable as provided in W.S. 17-16-129.

12
13 **17-28-109. Actions against registered agents.**

14
15 (a) The secretary of state may impose a civil penalty
16 not to exceed five hundred dollars (\$500.00) for each
17 violation, with respect to each entity represented, of this
18 chapter for which no other specific penalty is provided,
19 and may deny or revoke any registration, require enhanced
20 record keeping or refuse to accept filings for business
21 entities served by a registered agent if the registered
22 agent, or in the case of registered agent that is a
23 corporation or other business entity, its officers,

1 directors, members, partners or persons serving in a
2 similar capacity:

3

4 (i) Has failed to make application for
5 registration as a commercial registered agent under W.S.
6 17-28-105 if applicable;

7

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

10

11 (iii) Cannot be served during regular business
12 hours at the address of the registered office;

13

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

16

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

19

20 (b) A registered agent is presumed to have complied
21 with W.S. 17-28-107 if he has timely requested the required
22 information from the entity by certified letter. It shall
23 be a defense to an action under paragraph (a)(ii) of this

1 section if the registered agent notifies the secretary of
2 state of the entity's failure to provide the required
3 information or of the registered agent's belief that the
4 information is inaccurate, and the registered agent resigns
5 within sixty (60) days after the date current documents
6 were to be filed. No fee shall be assessed a registered
7 agent resigning pursuant to this subsection.

8

9 (c) The secretary of state may deny or revoke the
10 registration of a registered agent who has been convicted
11 of any felony or any crime involving an element of
12 dishonesty, fraud or moral turpitude or in the case of a
13 registered agent that is a corporation or other business
14 entity, its officers, directors, members, partners or
15 persons serving in a similar capacity have been convicted
16 of any such felony or any crime involving an element of
17 dishonesty, fraud or moral turpitude in violation of the
18 laws of any state, country or province.

19

20 (d) In any action pursuant to this section the
21 secretary of state may recover costs of investigation,
22 court costs and attorney's fees.

23

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

4
5 (i) The information maintained by the agent is
6 inaccurate;

7
8 (ii) The information provided by the entity
9 represented is inaccurate; or

10
11 (iii) An entity used the registered agent's
12 identity or address without the registered agent's
13 knowledge or consent.

14
15 (f) The secretary of state may deny registration,
16 require enhanced record keeping or refuse to accept filings
17 from any registered agent pursuant to this section without
18 a contested case hearing.

19
20 **Section 2.** W.S. 17-10-204, 17-14-205, 17-15-102(a) by
21 creating a new paragraph (viii), 17-15-110(a)(i) through
22 (ii), by creating a new subsection (b), 17-15-112(a),
23 17-16-120(j)(i), 17-16-125(b), 17-16-140(a)(xxix),

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

14

15 **17-10-204. Registered agent; change of registered**
16 **office or registered agent.**

17

18 (a) Each cooperative shall have and continuously
19 maintain in this state:

20

21 (i) A registered office ~~which may be, but need~~
22 ~~not be, the same as its place of business~~ as provided in
23 W.S. 17-28-101 through 17-28-109;

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23

(ii) A registered agent, ~~which agent may be either an individual resident in this state whose business office is identical with such registered office, or a domestic corporation, or a foreign corporation authorized to transact business in this state, having a business office identical with such registered office~~ as provided in W.S. 17-28-101 through 17-28-109.

(f) The provisions of W.S. 17-28-101 through 17-28-109 shall apply to all cooperatives.

17-14-205. Specified office and agent.

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

(ii) ~~An~~ A registered agent for service of process on the limited partnership, ~~which agent shall be an individual resident of this state, a domestic corporation, or a foreign corporation authorized to do business in this state~~ as provided in W.S. 17-28-101 through 17-28-109.

1 (b) The provisions of W.S. 17-28-101 through 17-28-
2 109 shall apply to all limited partnerships.

3
4 **17-15-102. Definitions.**

5
6 (a) As used in this act:

7
8 (viii) "Registered agent" means as provided in
9 W.S. 17-28-101 through 17-28-109.

10
11 **17-15-110. Registered office and registered agent to**
12 **be maintained.**

13
14 (a) Each limited liability company shall have and
15 continuously maintain in this state:

16
17 (i) A registered office ~~which may be, but need~~
18 ~~not be, the same as its place of business~~ as provided in
19 W.S. 17-28-101 through 17-28-109;

20
21 (ii) A registered agent, ~~which agent may be~~
22 ~~either an individual resident in this state whose business~~
23 ~~office is identical with such registered office, or a~~

1 ~~domestic corporation, or a foreign corporation authorized~~
2 ~~to transact business in this state, having a business~~
3 ~~office identical with such registered office~~ as provided in
4 W.S. 17-28-101 through 17-28-109.

5
6 (b) The provisions of W.S. 17-28-101 through 17-28-
7 109 shall apply to all limited liability companies.

8
9 **17-15-112. Failure to maintain registered agent or**
10 **registered office or pay annual fee.**

11
12 (a) If any limited liability company has failed for
13 thirty (30) days to ~~appoint and maintain a registered agent~~
14 ~~in this state, or has failed for thirty (30) days after~~
15 ~~change of its registered office or registered agent to file~~
16 ~~in the office of the secretary of state a statement of the~~
17 ~~change~~ comply with the provisions of W.S. 17-28-101 through
18 17-28-109 it shall be deemed to be transacting business
19 within this state without authority and to have forfeited
20 any franchises, rights or privileges acquired under the
21 laws thereof and the forfeiture shall be made effective in
22 the following manner. The secretary of state shall mail by
23 certified mail a notice of its failure to comply with

1 aforesaid provisions. Unless compliance is made within
2 thirty (30) days of the delivery of notice, the limited
3 liability company shall be deemed defunct and to have
4 forfeited its certificate of organization acquired under
5 the laws of this state. Provided, that any defunct limited
6 liability company may at any time within two (2) years
7 after the forfeiture of its certificate, in the manner
8 herein provided, be revived and reinstated, by filing the
9 necessary statement under this act and paying a
10 reinstatement fee established by the secretary of state by
11 rule, together with a penalty of one hundred dollars
12 (\$100.00). The reinstatement fee shall not exceed the costs
13 of providing the reinstatement service. The limited
14 liability company shall retain its registered name during
15 the two (2) year reinstatement period under this section.

16

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

18

19 (j) The document shall be delivered to the office of
20 the secretary of state for filing and shall be accompanied
21 by:

22

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

3
4 **17-16-125. Filing duty of secretary of state.**

5
6 (b) The secretary of state files a document by
7 stamping or otherwise endorsing "Filed," together with his
8 official title and the date and time of filing, on both the
9 original and the document copy and on the receipt for the
10 filing fee. After filing a document, except as provided in
11 ~~W.S. 17-16-503 and 17-16-1510~~ W.S. 17-28-103, the secretary
12 of state shall deliver the document copy, with the filing
13 fee receipt (or acknowledgement of receipt if no fee is
14 required) attached, to the domestic or foreign corporation
15 or its representative. The secretary of state, in his
16 discretion, may issue a certificate evidencing the filing
17 of a document upon the payment of the requisite fee.

18
19 **17-16-140. Definitions.**

20
21 (a) In this act:

22

1 (xxix) "Registered agent" means as provided in
2 W.S. 17-28-101 through 17-28-109;

3

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

6

7 **17-16-205. Organization of corporation.**

8

9 (d) Within sixty (60) days after filing articles of
10 incorporation, a corporation which maintains a registered
11 agent required to register ~~by W.S. 17-16-505~~ pursuant to
12 W.S. 17-28-105, shall provide information to the registered
13 agent as required by ~~W.S. 17-16-507~~ W.S. 17-28-107.

14

15 **17-16-501. Registered office and registered agent.**

16

17 (a) Each corporation shall continuously maintain in
18 this state:

19

20 (i) A registered office ~~that may be the same as~~
21 ~~any of its places of business~~ as provided in W.S. 17-28-101
22 through 17-28-109; and

23

1 (ii) A registered agent, ~~who may be:~~ as provided
2 in W.S. 17-28-101 through 17-28-109.

3

4 (b) The provisions of W.S. 17-28-101 through 17-28-
5 109 shall apply to all corporations.

6

7 **17-16-1420. Grounds for administrative dissolution.**

8

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

12

13 (v) It is in the public interest and the
14 corporation:

15

16 (A) Failed to provide records to the
17 registered agent as required in ~~W.S. 17-16-507~~ W.S. 17-28-
18 107;

19

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

23

1 **17-16-1421. Procedure for and effect of**
2 **administrative dissolution.**

3
4 (a) If the secretary of state determines that one (1)
5 or more grounds exist under W.S. 17-16-1420 for dissolving
6 a corporation, he shall serve the corporation with written
7 notice of his determination under ~~W.S. 17-16-504~~ W.S. 17-
8 28-104, except for W.S. 17-16-1420(a)(iii) in which case
9 dissolution is by choice and therefore automatic and W.S.
10 17-16-1420(a)(iv) in which case notice of the proposed
11 dissolution shall be given only as provided in subsection
12 (e) of this section.

13
14 (b) If the corporation does not correct each ground
15 for dissolution or demonstrate to the reasonable
16 satisfaction of the secretary of state that each ground
17 determined by the secretary of state does not exist within
18 sixty (60) days after service of the notice is perfected
19 under ~~W.S. 17-16-504~~ W.S. 17-28-104, the secretary of state
20 shall administratively dissolve the corporation by signing,
21 either manually or in facsimile, a certificate of
22 dissolution that recites the ground or grounds for
23 dissolution and its effective date. The secretary of state

1 shall file the original of the certificate and serve a copy
2 on the corporation under ~~W.S. 17-16-504~~ W.S. 17-28-104. The
3 provisions of subsection (e) of this section shall govern
4 the procedures for dissolution pursuant to W.S.
5 17-16-1420(a)(iv).

6

7 **17-16-1422. Reinstatement following administrative**
8 **dissolution.**

9

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

18

19 **17-16-1423. Appeal from denial of reinstatement.**

20

21 (a) If the secretary of state denies a corporation's
22 application for reinstatement following administrative
23 dissolution, he shall serve the corporation under ~~W.S.~~

1 ~~17-16-504~~ W.S. 17-28-104 with a written notice that
2 explains the reason or reasons for denial.

3

4 **17-16-1507. Registered office and registered agent of**
5 **foreign corporation.**

6

7 (a) Each foreign corporation authorized to transact
8 business in this state shall continuously maintain in this
9 state:

10

11 (i) A registered office ~~that may be the same as~~
12 ~~any of its places of business~~ as provided in W.S. 17-28-101
13 through 17-28-109; and

14

15 (ii) A registered agent, ~~who may be:~~ as provided
16 in W.S. 17-28-101 through 17-28-109.

17

18 (b) The provisions of W.S. 17-28-101 through 17-28-
19 109 shall apply to all foreign corporations.

20

21 **17-16-1530. Grounds for revocation.**

22

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

5
6 (ii) The foreign corporation does not inform the
7 secretary of state under ~~W.S. 17-16-1508 or 17-16-1509~~ W.S.
8 17-28-102 or 17-28-103 that its registered agent or
9 registered office has changed, that its registered agent
10 has resigned, or that its registered office has been
11 discontinued within thirty (30) days of the change,
12 resignation or discontinuance;

13
14 **17-16-1531. Procedure for and effect of revocation.**

15
16 (a) If the secretary of state determines that one (1)
17 or more grounds exist under W.S. 17-16-1530 for revocation
18 of a certificate of authority, he shall serve the foreign
19 corporation with written notice of his determination under
20 ~~W.S. 17-16-1510~~ W.S. 17-28-104, except for revocation
21 pursuant to W.S. 17-16-1530(a)(iv) in which case notice of
22 the proposed revocation shall be given only as provided in
23 subsection (f) of this section.

1

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

17

18 **17-16-1532. Appeal from revocation.**

19

20 (a) A foreign corporation may appeal the secretary of
21 state's revocation of its certificate of authority pursuant
22 to W.S. 16-3-114, within thirty (30) days after service of
23 the certificate of revocation is perfected under ~~W.S.~~

1 ~~17-16-1510~~ W.S. 17-28-104. The foreign corporation appeals
2 by petitioning the court to set aside the revocation and
3 attaching to the petition copies of its certificate of
4 authority and the secretary of state's certificate of
5 revocation.

6

7 **17-16-1533. Applicability of chapter 15 to foreign**
8 **limited liability companies.**

9

10 To the extent not inconsistent with the Wyoming Limited
11 Liability Act, W.S. 17-15-101 through 17-15-144, a limited
12 liability company organized in another jurisdiction may do
13 business in Wyoming by complying with W.S. 17-16-1501
14 through ~~17-16-1510~~ 17-16-1507, 17-16-1520, ~~and~~ 17-16-1530
15 through 17-16-1532 and 17-28-101 through 17-28-109. The
16 certificate of organization of a limited liability company
17 organized in another jurisdiction may be revoked as
18 provided in W.S. 17-16-1530 through 17-16-1532.

19

20 **17-16-1534. Applicability of chapter 23 to foreign**
21 **statutory trust companies.**

22

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

8

9 **17-19-120. Filing requirements.**

10

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

14

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

17

18 **17-19-125. Filing duty of secretary of state.**

19

20 (b) The secretary of state files a document by
21 stamping or otherwise endorsing "Filed," together with his
22 name and official title and the date and the time of
23 filing, on both the original and copy of the document and

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

10

11 **17-19-140. General definitions.**

12

13 (a) As used in this act:

14

15 (xxxvii) "Registered agent" means as provided in
16 W.S. 17-28-101 through 17-28-109;

17

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

20

21 **17-19-501. Registered office and registered agent.**

22

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 17-28-109; and

7

8 (ii) A registered agent, ~~who may be:~~ as provided
9 in W.S. 17-28-101 through 17-28-109.

10

11 (b) The provisions of W.S. 17-28-101 through 17-28-
12 109 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:

22

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~~ W.S. 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 W.S. 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

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

12

13 **17-19-1422. 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,
19 the secretary of state shall cancel the certificate of
20 dissolution and prepare a certificate of reinstatement
21 reciting that determination and the effective date of
22 reinstatement, file the original of the certificate, and

1 serve a copy on the corporation under ~~W.S. 17-19-504~~ W.S.
2 17-28-104.

3
4 **17-19-1423. Appeal from denial of reinstatement.**

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

11
12 **17-19-1507. Registered office and registered agent of**
13 **foreign corporation.**

14
15 (a) Each foreign corporation authorized to transact
16 business in this state shall continuously maintain in this
17 state:

18
19 (i) A registered office ~~with the same address as~~
20 ~~that of its registered agent~~ as provided in W.S. 17-28-101
21 through 17-28-109; and

22

1 (ii) A registered agent, ~~who may be:~~ as provided
2 in W.S. 17-28-101 through 17-28-109.

3

4 (b) The provisions of W.S. 17-28-101 through 17-28-
5 109 shall apply to all foreign corporations.

6

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

8

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

13

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

21

22 **17-19-1531. Procedure and effect of revocation.**

23

1 (a) The secretary of state upon determining that one
2 (1) or more grounds exist under W.S. 17-19-1530 for
3 revocation of a certificate of authority shall serve the
4 foreign corporation with written notice of that
5 determination under ~~W.S. 17-19-1510~~ W.S. 17-28-104, except
6 for revocation pursuant to W.S. 17-19-1530(a)(v) in which
7 case notice of the proposed revocation shall be given only
8 as provided in subsection (g) of this section.

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

16
17 (c) If the foreign corporation does not correct each
18 ground for revocation or demonstrate to the reasonable
19 satisfaction of the secretary of state or attorney general
20 that each ground for revocation determined by the secretary
21 of state or attorney general does not exist within sixty
22 (60) days after service of the notice is perfected under
23 ~~W.S. 17-19-1510~~ W.S. 17-28-104, the secretary of state may

1 revoke the foreign corporation's certificate of authority
2 by signing a certificate of revocation that recites the
3 ground or grounds for revocation and its effective date.
4 The secretary of state shall file the original of the
5 certificate and serve a copy on the foreign corporation
6 under ~~W.S. 17-19-1510~~ W.S. 17-28-104. The provisions of
7 subsection (g) of this section shall govern the procedures
8 for revocation pursuant to W.S. 17-19-1530(a)(v).

9

10 **17-19-1532. Appeal from revocation.**

11

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

21

22 **17-21-101. Definitions.**

23

1 (a) In this chapter:

2

3 (xv) "Registered agent" means as provided in
4 W.S. 17-28-101 through 17-28-109.

5

6 **17-21-1101. Registered limited liability**
7 **partnerships.**

8

9 (o) The provisions of W.S. 17-28-101 through 17-28-
10 109 shall apply to all registered limited liability
11 partnerships.

12

13 **17-23-109. Registered office and registered agent to**
14 **be maintained.**

15

16 (a) Each statutory trust shall have and continuously
17 maintain in this state:

18

19 (i) A registered office ~~which may be the same as~~
20 ~~its place of business~~ as provided in W.S. 17-28-101 through
21 17-28-109; and

22

1 (ii) A registered agent, ~~which may be either an~~
2 ~~individual resident in this state whose business office is~~
3 ~~identical with the registered office, or a domestic~~
4 ~~corporation, limited liability company or statutory trust~~
5 ~~or a foreign corporation authorized to transact business in~~
6 ~~this state, having a business office identical with the~~
7 ~~registered office~~ as provided in W.S. 17-28-101 through 17-
8 28-109.

9
10 (b) The provisions of W.S. 17-28-101 through 17-28-
11 109 shall apply to all statutory trusts.

12
13 **17-23-111. Failure to maintain registered agent or**
14 **registered office or pay annual fee.**

15
16 If any statutory trust has failed for thirty (30) days to
17 ~~appoint and maintain a registered agent in this state, or~~
18 ~~has failed for thirty (30) days after change of its~~
19 ~~registered office or registered agent to file in the office~~
20 ~~of the secretary of state a statement of the change,~~ comply
21 with the provisions of W.S. 17-28-101 through 17-28-109 or
22 has failed to pay the fee required by W.S. 17-23-117, it is
23 transacting business within this state without authority

1 and shall forfeit any franchises, rights or privileges
2 acquired under the laws of this state. The forfeiture
3 shall be made effective in the following manner. The
4 secretary of state shall mail by certified mail a notice of
5 its failure to comply. Unless compliance is made within
6 thirty (30) days of the delivery of notice, the statutory
7 trust shall be deemed defunct and to have forfeited its
8 certificate of organization acquired under the laws of this
9 state. Any defunct statutory trust may at any time within
10 two (2) years after the forfeiture of its certificate, be
11 revived and reinstated, by filing the necessary statement
12 under this chapter and paying the prescribed fee, together
13 with a penalty of one hundred dollars (\$100.00). The
14 statutory trust shall retain its registered name during the
15 two (2) year reinstatement period.

16

17 **Section 3.** W.S. 17-10-204(b) through (d), 17-15-111,
18 17-15-114, 17-16-501(a)(ii)(A) through (C), 17-16-502
19 through 17-16-509, 17-16-1507(a)(ii)(A) through (C),
20 17-16-1508 through 17-16-1510, 17-19-501(a)(ii)(A) through
21 (C), 17-19-502 through 17-19-504, 17-19-1507(a)(ii)(A)
22 through (C), 17-19-1508 through 17-19-1510 and 17-23-110
23 are repealed.

1

2

Section 4. This act is effective July 1, 2008.

3

4

(END)