

HOUSE BILL NO. HB0182

Low profit limited liability companies.

Sponsored by: Representative(s) Zwonitzer, Dn., Craft, Goggles, Lubnau and Mercer and Senator(s) Perkins

A BILL

for

1 AN ACT relating to limited liability companies; providing
2 for creation of low profit limited liability companies;
3 providing a definition; providing for use of abbreviations;
4 providing for administrative dissolution; and providing for
5 an effective date.

6

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

8

9 **Section 1.** W.S. 17-15-102(a) by creating a new
10 paragraph (ix), 17-15-105(a)(intro) and (b) and 17-15-112
11 by creating a new subsection (e) are amended to read:

12

13 **17-15-102. Definitions.**

14

15 (a) As used in this act:

16

1 (ix) "Low profit limited liability company"
2 means a limited liability company that has set forth in its
3 articles of organization a business purpose that satisfies,
4 and which limited liability company is at all times
5 operated to satisfy, each of the following requirements:

6
7 (A) The entity significantly furthers the
8 accomplishment of one (1) or more charitable or educational
9 purposes within the meaning of section 170(c)(2)(B) of the
10 Internal Revenue Code and would not have been formed but
11 for the entity's relationship to the accomplishment of
12 charitable or educational purposes;

13
14 (B) No significant purpose of the entity is
15 the production of income or the appreciation of property
16 provided, however, that the fact that an entity produces
17 significant income or capital appreciation shall not, in
18 the absence of other factors, be conclusive evidence of a
19 significant purpose involving the production of income or
20 the appreciation of property; and

21
22 (C) No purpose of the entity is to
23 accomplish one (1) or more political or legislative

1 purposes within the meaning of section 170(c)(2)(D) of the
2 Internal Revenue Code.

3
4 **17-15-105. Name.**

5
6 (a) The words "limited liability company," or its
7 abbreviations "LLC" or "L.L.C.," "limited company," or its
8 abbreviations "LC" or "L.C.," "Ltd. liability company,"
9 "Ltd. liability co." or "limited liability co." shall be
10 included in the name of every limited liability company
11 formed under the provisions of this act ~~and,~~ except the
12 name of a low profit limited liability company, as defined
13 in W.S. 17-15-102(a)(ix) shall contain the abbreviations
14 "L3C," "l3c," "low profit ltd. liability company," "low
15 profit ltd. liability co." or "low profit limited liability
16 co.". In addition, the limited liability company name may
17 not:

18
19 (b) Omission of the words "limited liability
20 company," or its abbreviations "LLC" or "L.L.C.," "limited
21 company," or its abbreviations "LC" or "L.C.," "Ltd.
22 liability company," "Ltd. liability co." or "limited
23 liability co.," or in the case of a low profit limited
24 liability company, as defined in W.S. 17-15-102(a)(ix),

1 omission of the words "low profit limited liability
2 company" or its abbreviations "L3C," "l3c," "low profit
3 ltd. liability company," "low profit ltd. liability co." or
4 "low profit limited liability co.," in the use of the name
5 of the limited liability company shall render any person
6 who participates in the omission, or knowingly acquiesces
7 in it, liable for indebtedness, damage or liability
8 occasioned by the omission.

9
10 **17-15-112. Administrative forfeiture of authority and**
11 **certificate of organization.**

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13 (e) In addition to the other provisions of this
14 section, if any low profit limited liability company has
15 ceased to meet the definition of a low profit limited
16 liability company as provided in W.S. 17-15-102(a)(ix) and
17 has failed for thirty (30) days after ceasing to meet the
18 definition to file an amendment to its articles of
19 organization with the secretary of state amending its name
20 to conform with the requirements of W.S. 17-15-105(a), it
21 shall be deemed to be transacting business in this state
22 without authority and to have forfeited any franchises,
23 rights or privileges acquired under the laws thereof and
24 the forfeiture shall be made effective in the same manner

1 as provided in subsection (a) of this section. The
2 reinstatement provisions and fees provided in subsection
3 (a) of this section shall apply.

4

5 **Section 2.** This act is effective July 1, 2009.

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7

(END)