

SENATE FILE NO. SF0003

Secretary of state-authority.

Sponsored by: Joint Corporations, Elections and Political
Subdivisions Interim Committee

A BILL

for

1 AN ACT relating to the secretary of state; authorizing the
2 secretary of state to refuse to accept documents for
3 filing; authorizing the secretary of state to issue cease
4 and desist orders; providing for notice and appeal;
5 authorizing the secretary of state to cause administrative
6 forfeiture of authority of limited liability companies for
7 failure to maintain a registered agent; repealing secretary
8 of state authority to be appointed agent for service of
9 process for foreign limited partnerships; and providing for
10 an effective date.

11

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

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14 **Section 1.** W.S. 9-1-308 is created to read:

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1 **9-1-308. Powers and duties; refusal to file**
2 **documents; cease and desist orders.**

3

4 (a) The secretary of state may refuse to accept
5 documents for filing pursuant to title 17 or title 34 of
6 Wyoming statutes for up to five (5) years from any person
7 or any entity if that person or entity:

8

9 (i) Has filed any document with the secretary of
10 state pursuant to title 17 or title 34 of Wyoming statutes
11 that contained any statement which was, in light of the
12 circumstances under which it was made, intentionally or
13 knowingly fraudulent with respect to any material fact;

14

15 (ii) Makes or uses any false writing or document
16 knowing it to contain any materially false, fictitious or
17 fraudulent statement or entry with the expectation that a
18 person will rely on it to their detriment; or

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20 (iii) Is the subject of, an agent of or acting
21 on behalf of the subject of any order of the secretary of
22 state or any similar order issued in another jurisdiction.

23

1 (b) The secretary of state may issue a cease and
2 desist order to any person or entity engaging in any
3 practice described in paragraphs (a)(i) and (ii) of this
4 section or any person or entity qualifying under paragraph
5 (a)(iii) of this section.

6
7 (c) Upon issuance of a cease and desist order under
8 subsection (b) of this section, the secretary of state
9 shall serve upon the person affected by the order, by
10 registered or certified mail, return receipt requested, to
11 the person's last known address, an order specifically
12 stating the acts complained of and requiring the person to
13 immediately cease and desist from the act, methods or
14 practices stated.

15
16 (d) Any refusal to accept documents under subsection
17 (a) of this section and any cease and desist order issued
18 under subsection (b) of this section shall be in writing
19 provided to the person affected by the refusal or order.
20 The writing shall include a statement of the basis for the
21 refusal or order and shall constitute a final order of the
22 secretary of state.

23

1 (e) Any refusal to accept documents under subsection
2 (a) of this section and any order issued under subsection
3 (b) of this section is subject to the notice and appeal
4 provisions of W.S. 17-4-123.

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6 **Section 2.** W.S. 17-29-705(a) is amended to read:

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8 **17-29-705. Administrative forfeiture of authority and**
9 **articles of organization.**

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11 (a) If any limited liability ~~company's~~ company is
12 without a registered agent ~~has filed its resignation with~~
13 ~~the secretary of state and the limited liability company~~
14 ~~has not replaced its registered agent and~~ or registered
15 office for any reason, it shall be deemed to be transacting
16 business within this state without authority and to have
17 forfeited any franchises, rights or privileges acquired
18 under the laws thereof and the forfeiture shall be made
19 effective in the following manner. The secretary of state
20 shall mail by certified mail a notice of its failure to
21 comply with aforesaid provisions. Unless compliance is made
22 within sixty (60) days of the delivery of notice, the
23 limited liability company shall be deemed defunct and to
24 have forfeited its articles of organization acquired under

1 the laws of this state. Provided, that any defunct limited
2 liability company may at any time within two (2) years
3 after the forfeiture of its articles of organization or
4 certificate of authority, in the manner herein provided, be
5 revived and reinstated, by filing the necessary statement
6 under this act and paying a reinstatement fee established
7 by the secretary of state by rule, together with a penalty
8 of two hundred fifty dollars (\$250.00). The reinstatement
9 fee shall not exceed the costs of providing the
10 reinstatement service. The limited liability company shall
11 retain its registered name during the two (2) year
12 reinstatement period under this section.

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14 **Section 3.** W.S. 17-14-1002(a)(v) is repealed.

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16 **Section 4.** This act is effective immediately upon
17 completion of all acts necessary for a bill to become law
18 as provided by Article 4, Section 8 of the Wyoming
19 Constitution.

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(END)