

ORIGINAL HOUSE
BILL NO. HB0023

ENROLLED ACT NO. 48, HOUSE OF REPRESENTATIVES

SIXTY-FOURTH LEGISLATURE OF THE STATE OF WYOMING
2017 GENERAL SESSION

AN ACT relating to the secretary of state; modifying time period, publication and notice requirements relating to business entities; amending requirements for the secretary of state to publish certain documents; removing requirement for the secretary of state to distribute copies of the election code to county clerks; accordingly repealing the requirement that county clerks distribute copies of election code to election judges; providing an appropriation; and providing for an effective date.

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

Section 1. W.S. 9-1-303(d) (intro) and by creating a new subsection (e), 17-10-204(e), 17-16-125(c), 17-21-1101(f) (ii), 17-23-111, 17-29-705(a) and 22-2-120 are amended to read:

9-1-303. Powers and duties; affixing seal to and countersigning commissions and documents; certified copies of acts; file of commissions and appointments; publication of documents.

(d) The secretary of state shall ~~print~~make the following documents ~~and make those documents~~ available to the public ~~upon tender of fees prescribed by rule and regulation, which fees shall be sufficient to the extent practical to recover the secretary of state's cost of the document provided by publishing the documents on the secretary of state's official website:~~

(e) The secretary of state shall print and make available the constitution of the state of Wyoming upon payment of a fee established by rule and in an amount to recover the costs of printing the document.

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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 by ~~certified~~ 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 ~~the delivery of mailing or electronic submission of the~~ notice, the cooperative shall be deemed defunct and to have forfeited its certificate of organization acquired under 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.

17-16-125. 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 for his refusal.

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 ~~the first date of publication by the office of the secretary of state of~~ 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 such notice by ~~certified~~ first class mail to the last known mailing address of the partnership ~~and shall publish the notice once a week for two (2) consecutive weeks, in a newspaper of general circulation in the county in which the registered office of the partnership is located~~ 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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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 by ~~certified~~ 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 ~~the delivery 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.

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 deemed to be transacting business within this state without

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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 by ~~certified 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 ~~the delivery 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.

22-2-120. Publication of Election Code.

The secretary of state, not later than the first of July in general election years, shall ~~distribute copies of~~ publish the Election Code ~~to county and municipal clerks on the~~ secretary of state's official website.

Section 2. W.S. 22-12-107(a) (ix) is repealed.

Section 3. There is appropriated five thousand dollars (\$5,000.00) from the general fund to the secretary of state. This appropriation shall only be expended for the

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purpose of printing the constitution of the state of Wyoming as required under W.S. 9-1-303(e) as created by this act. Notwithstanding any other provision of law, this appropriation shall not be transferred or expended for any other purpose and any unexpended, unobligated funds remaining from this appropriation shall revert as provided by law on June 30, 2018. This appropriation shall be included in the secretary of state's 2019-2020 standard biennial budget request.

Section 4. This act is effective July 1, 2017.

(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