

ENROLLED ACT NO. 55, SENATE

FIFTY-NINTH LEGISLATURE OF THE STATE OF WYOMING
2008 BUDGET SESSION

AN ACT relating to business entities; consolidating provisions regulating registered agents; providing definitions; providing for recordkeeping; providing for service of process; requiring registered agents to maintain physical addresses and business hours; providing for reinstatement of business entities as specified; requiring registered agents to contact entities as specified; making conforming amendments; authorizing a position; providing appropriations; and providing for effective dates.

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

Section 1. W.S. 17-28-101 through 17-28-111 are created to read:

CHAPTER 28
REGISTERED OFFICES AND AGENTS

17-28-101. Registered office and registered agent.

(a) Each business entity shall continuously maintain in this state:

(i) A registered office that may be the same as any of its places of business but shall be located at a street address in Wyoming which shall be a physical location where the business entity's registered agent, or a natural person who has an agency relationship with the registered agent, can accept service of process as provided in W.S. 17-28-104 and is physically present at that location; and

(ii) A registered agent, who shall be:

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(A) An individual who is at least eighteen (18) years of age, resides in this state and whose business office is identical with the registered office;

(B) A domestic business entity whose business office is identical with the registered office and which has a written agreement creating an agency relationship with an individual providing for acceptance of service of process as provided in W.S. 17-28-104;

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

(D) A business entity or an individual, at least eighteen (18) years of age, who is:

(I) In the business of serving as a registered agent for more than ten (10) entities, including a registered agent which serves as a registered agent for the entities served by another commercial registered agent; and

(II) Registered as a commercial registered agent under W.S. 17-28-105 and whose business office is identical with the registered office. A business entity registered as a commercial registered agent shall have a written agreement creating an agency relationship with a natural person providing for acceptance of service of process as provided in W.S. 17-28-104.

(b) For purposes of this chapter, "business entity" means a corporation, nonprofit corporation, limited

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liability company, limited partnership, cooperative marketing association, statutory trust or registered limited liability partnership, whether foreign or domestic.

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

(d) For purposes of this chapter, "written agreement" or "contract creating an agency relationship" means any written document granting a natural person representing a registered agent the authority to accept service of process on behalf of any entity served by the registered agent. A single document may serve as authorization for each natural person representing the registered agent without listing each natural person individually.

17-28-102. Change of registered office or registered agent.

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

(i) The name of the business entity;

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

(iii) If the current registered office is to be changed, the street address of the new registered office;

(iv) The name of its current registered agent;

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(v) If the current registered agent is to be changed, the name of the new registered agent and the new agent's written consent to the appointment executed by the registered agent, either on the statement or attached to it;

(vi) That the new registered office and registered agent comply with the requirements of W.S. 17-28-101 through 17-28-111; and

(vii) That after the change or changes are made, the street addresses of its registered office and the business office of its registered agent will be identical, if applicable.

(b) If a registered agent changes the street address of his business office, he shall change the street address of the registered office of any business entity for which he is the registered agent by notifying the business entity in writing of the change and signing and delivering to the secretary of state for filing a statement that complies with the requirements of subsection (a) of this section and recites that every entity which the registered agent serves has been notified of the change.

(c) If a registered agent changes its name, it shall change the name of the registered agent of any business entity for which it is the registered agent by notifying the business entity in writing of the change and signing and delivering to the secretary of state for filing a statement that complies with the requirements of subsection (a) of this section and recites that every entity which the registered agent serves has been notified of the change.

17-28-103. Resignation of registered agent.

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(a) A registered agent may resign his agency appointment by signing and delivering to the secretary of state for filing the signed original and one (1) exact or conformed copy of a statement of resignation for each entity from which the registered agent resigns. The statement may include a statement that the registered office is also discontinued. The statement of resignation shall state that the registered agent has sent notice to each affected entity at least thirty (30) days prior to the filing of the statement of resignation to the address of the entity last known to the registered agent. The statement shall be addressed to any officer or other authorized person of the entity other than the registered agent.

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

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

(i) A signed original and one (1) exact or conformed copy of a statement of resignation for each entity from which the registered agent resigns;

(ii) A statement from each affected entity ratifying and approving the appointment of the new registered agent;

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(iii) A statement designating a new registered office for each entity affected; and

(iv) A statement from the new registered agent certifying his compliance with all requirements of this chapter and acknowledging his appointment to serve as registered agent for each entity affected.

(d) The agency appointment is terminated, and the registered office discontinued if so provided, on the date on which the statement of resignation was filed under subsections (a) and (b) of this section. The agency appointment is terminated, the registered office discontinued if so provided, and the new registered agent and registered office are effective on the date on which the statement of change of registered agent was filed under subsection (c) of this section.

(e) If an agency appointment is terminated under the provisions of this section and no successor is appointed, service of process on the business entity shall be upon the secretary of state until a new appointment is made or until the entity is administratively dissolved or revoked.

(f) Upon receipt of resignation by a registered agent where no successor is appointed, the secretary of state shall classify the entity as delinquent awaiting administrative dissolution, revocation or forfeiture of its articles of organization as appropriate.

(g) Failure of a commercial registered agent to register pursuant to W.S. 17-28-105 shall not constitute a resignation of the registered agent pursuant to this section and the registered agent shall remain responsible for all the requirements of this chapter with respect to each entity represented.

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17-28-104. Service on business entity.

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

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

(i) The date the entity receives the mail;

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

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

(c) A business entity may be served as provided in this section or as provided in the Wyoming Rules of Civil Procedure.

(d) Every entity shall provide to its registered agent, or to the secretary of state as provided in W.S. 17-28-107(b), and keep current the name, business address and business telephone number of a natural person who is an officer, director, employee or designated agent of the entity who is authorized to receive communications from the

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registered agent and is deemed the designated communications contact for the entity.

17-28-105. Commercial registered agent registration required.

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

(b) The registration requirements of this section and W.S. 17-28-106 shall not apply to a person who serves as registered agent for ten (10) or fewer business entities, unless the registered agent is serving as registered agent for an entity or entities that is serving as registered agent for more than ten (10) business entities.

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

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

(e) A commercial registered agent shall not:

(i) Have been convicted of any felony;

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(ii) Have any officer, director, partner, manager or other authorized person who has been convicted of any felony;

(iii) Engage in conduct in connection with acting as a registered agent that is intended or likely to deceive or defraud the public; nor

(iv) Have any officer, director, partner, manager or other authorized person whose ability to act as a registered agent has been revoked by the secretary of state or a comparable official in another state for engaging in conduct in connection with acting as a registered agent that is intended or likely to deceive or defraud the public, or who was an officer, director, partner, manager or other authorized person of an entity whose ability to act as a registered agent has been so revoked.

17-28-106. Registration requirements.

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

(i) The legal name of the applicant;

(ii) The applicant's physical street address of its registered office in this state where service may be made. A separate mailing address may be included in addition to the physical street address;

(iii) Whether the applicant, or in the case of a corporation or other business entity its officers or

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directors, members, partners or persons serving in a similar capacity, has ever been convicted of a felony;

(iv) The name, address and phone number of the person who has authority to act on behalf of the commercial registered agent;

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

(vi) The name, physical street address, phone number and normal business hours of the registered office where the natural person with whom the agent has an agency agreement for purposes of receiving service of process, if applicable may be served; and

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

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

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

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

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17-28-107. Duties of the registered agent; duties of the entity.

(a) The registered agent shall:

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

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

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

(iv) Register as a commercial registered agent pursuant to W.S. 17-28-105 if applicable; and

(v) Maintain at the registered office, the following information for each domestic entity represented which shall be current within sixty (60) days of any change until the entity's first annual report is accepted for filing with the secretary of state and thereafter when the annual report is due for filing and shall be maintained in a format that can be reasonably produced on demand:

(A) Names and addresses of each entity's directors, officers, limited liability company managers, managing partners, trustees or persons serving in a similar capacity;

(B) The name, address and business telephone number of a natural person who is an officer, director, employee or designated agent of each entity

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represented who is authorized to receive communications from the registered agent;

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

(b) If the registered agent and the entity agree, the entity shall file with the secretary of state the information specified in paragraph (a)(iii) and subdivisions (a)(v)(A) and (B) of this section and the information specified in W.S. 17-28-104(d). As verification of the agreement, the entity shall file with the secretary of state a consent form, as provided by that office, which acknowledges the entity's election under this subsection. If the information or form acknowledging the entity's election is filed with the secretary of state, then the registered agent has complied with the requirement to maintain such information under this section.

17-28-108. Production of records.

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

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

(c) The secretary of state shall hold any records obtained pursuant to this section confidential except for

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information already on file with the secretary of state as part of a public document and information required to be in the annual report required by W.S. 17-16-1630(a). The secretary of state may release any such confidential information only pursuant to court ordered subpoena or to a bona fide law enforcement agency for use in a criminal investigation.

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

(e) Any business entity which provides false records required to be maintained pursuant to W.S. 17-28-107 to the entity's registered agent shall be punished as provided in W.S. 17-16-129.

17-28-109. Actions against registered agents.

(a) The secretary of state may impose a civil penalty not to exceed five hundred dollars (\$500.00) for each violation, with respect to each entity represented, of this chapter for which no other specific penalty is provided, and may deny or revoke any registration, require enhanced recordkeeping and refuse to accept filings for business entities served by a registered agent if the registered agent, or in the case of registered agent that is a corporation or other business entity, its officers, directors, members, partners or persons serving in a similar capacity:

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

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

(iii) Cannot be served at the address of the registered office;

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

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

(b) A registered agent has complied with W.S. 17-28-107 if he has timely requested from the entity, either by certified letter or through an engagement letter or other similar document, that the required information be provided and be kept current within sixty (60) days of any change until the entity's first annual report is accepted for filing with the secretary of state. It shall be a defense to an action under paragraph (a)(ii) of this section if the registered agent notifies the secretary of state of the entity's failure to provide the required information or of the registered agent's belief that the information is inaccurate, and the registered agent resigns within sixty (60) days after the date the certified letter requesting information has been sent. No fee shall be assessed a registered agent resigning pursuant to this subsection.

(c) The secretary of state may deny or revoke the registration of a registered agent who has been convicted of any felony or has had an application for commercial registered agent denied or revoked, or in the case of a registered agent that is a corporation or other business entity, its officers, directors, members, partners or

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persons serving in a similar capacity have been convicted of any felony or have had an application for commercial registered agent denied or revoked.

(d) In any action pursuant to this section the prevailing party may recover costs of investigation, court costs and attorney's fees.

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

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

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

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

(f) The secretary of state may deny registration, require enhanced recordkeeping and refuse to accept filings from any registered agent pursuant to this section without a contested case hearing. If a contested case hearing is requested, this authority shall only apply until the hearing is resolved.

17-28-110. Reinstatement after administrative dissolution or revocation of authority.

(a) Except as otherwise provided by law for specific business entities, a business entity administratively dissolved or whose certificate of authority is revoked for violation of any provision of this chapter may apply to the

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secretary of state for reinstatement within two (2) years after the effective date of dissolution or revocation. Reinstatement may be denied by the secretary of state if the business entity has been the subject of secretary of state and law enforcement investigation pertaining to fraud or any other violation of state or federal law, or if there is other reason to believe the business entity was engaged in illegal operations.

(b) If the secretary of state determines that the business entity is in compliance with this chapter, he shall cancel the certificate of dissolution or revocation and prepare a certificate of reinstatement that recites his determination and the effective date of reinstatement, file the original of the certificate, and serve a copy on the business entity as provided in this chapter.

(c) When the reinstatement is effective, it relates back to and takes effect as of the effective date of the administrative dissolution or revocation and the business entity resumes carrying on its business as if the administrative dissolution or revocation had never occurred.

17-28-111. Rules and regulations.

The secretary of state shall have the power reasonably necessary to perform the duties required of him by this chapter. The secretary of state shall promulgate reasonable rules and regulations necessary to carry out the purposes of this chapter.

Section 2. W.S. 17-10-204(a)(i), (ii) and by creating a new subsection (f), 17-14-205(a)(ii) and by creating a new subsection (b), 17-15-102(a) by creating a new paragraph (viii), 17-15-110(a)(i), (ii) and by creating a

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new subsection (b), 17-15-112(a), 17-16-120(j)(i), 17-16-125(b), 17-16-140(a) by creating a new paragraph (xxix) and by renumbering (xxix) as (xxx), 17-16-205(d), 17-16-501(a)(i), (ii)(intro) and by creating a new subsection (b), 17-16-1420(a)(i), (v)(A) and (C), 17-16-1421(a) and (b), 17-16-1422(b), 17-16-1423(a), 17-16-1507(a)(i), (ii)(intro) and by creating a new subsection (b), 17-16-1530(a)(i) and (ii), 17-16-1531(a) and (b), 17-16-1532(a), 17-16-1533, 17-16-1534, 17-19-120(j)(i), 17-19-125(b), 17-19-140(a) by creating a new paragraph (xxxvii) and by renumbering (xxxvii) as (xxxviii), 17-19-501(a)(i), (ii)(intro) and by creating a new subsection (b), 17-19-1420(a)(v)(B), 17-19-1421(a) and (b), 17-19-1422(b), 17-19-1423(a), 17-19-1507(a)(i), (ii)(intro) and by creating a new subsection (b), 17-19-1530(a)(ii), 17-19-1531(a) through (c), 17-19-1532(a), 17-21-101(a) by creating a new paragraph (xv), 17-21-1101 by creating a new subsection (o), 17-23-109(a)(i), (ii) and by creating a new subsection (b) and 17-23-111 are amended to read:

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

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

(i) A registered office ~~which may be, but need not be, the same as its place of business as provided in~~ W.S. 17-28-101 through 17-28-111;

(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~~

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~~office identical with such registered office~~ as provided in W.S. 17-28-101 through 17-28-111.

(f) The provisions of W.S. 17-28-101 through 17-28-111 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 17-28-111.

(b) The provisions of W.S. 17-28-101 through 17-28-111 shall apply to all limited partnerships.

17-15-102. Definitions.

(a) As used in this act:

(viii) "Registered agent" means as provided in W.S. 17-28-101 through 17-28-111.

17-15-110. Registered office and registered agent to be maintained.

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

(i) A registered office ~~which may be, but need not be, the same as its place of business~~ as provided in W.S. 17-28-101 through 17-28-111;

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(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 17-28-111.

(b) The provisions of W.S. 17-28-101 through 17-28-111 shall apply to all limited liability companies.

17-15-112. Failure to maintain registered agent or registered office or pay annual fee.

(a) ~~If any limited liability company 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~~ 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 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 mail a notice of its failure to comply with aforesaid provisions. Unless compliance is made within ~~thirty (30)~~ sixty (60) days of the delivery of notice, the limited liability company shall be deemed defunct and to have forfeited its certificate 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

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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 limited liability company shall retain its registered name during the two (2) year reinstatement period under this section.

17-16-120. Filing requirements.

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

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

17-16-125. Filing duty of secretary of state.

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

17-16-140. Definitions.

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(a) In this act:

(xxix) "Registered agent" means as provided in W.S. 17-28-101 through 17-28-111;

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

17-16-205. Organization of corporation.

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

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

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

(i) A registered office ~~that may be the same as any of its places of business as provided in W.S. 17-28-101 through 17-28-111;~~ and

(ii) A registered agent, ~~who may be:~~ as provided in W.S. 17-28-101 through 17-28-111.

(b) The provisions of W.S. 17-28-101 through 17-28-111 shall apply to all corporations.

17-16-1420. Grounds for administrative dissolution.

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

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(i) The corporation is without a registered agent or registered office in this state; ~~for thirty (30) days or more;~~

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

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

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

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

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

(b) If the corporation does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within sixty (60) days after service of the notice is perfected under W.S. ~~17-16-504~~ 17-28-104, the secretary of state shall administratively dissolve the corporation by signing, either manually or in facsimile, a certificate of

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dissolution that recites the ground or grounds for dissolution and its effective date. The secretary of state shall file the original of the certificate and serve a copy on the corporation under W.S. ~~17-16-504~~17-28-104. The provisions of subsection (e) of this section shall govern the procedures for dissolution pursuant to W.S. 17-16-1420(a)(iv).

17-16-1422. Reinstatement following administrative dissolution.

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

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

(a) If the secretary of state denies a corporation's application for reinstatement following administrative dissolution, he shall serve the corporation under W.S. ~~17-16-504~~17-28-104 with a written notice that explains the reason or reasons for denial.

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

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

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(i) A registered office ~~that may be the same as any of its places of business as provided in W.S. 17-28-101 through 17-28-111;~~ and

(ii) A registered agent, ~~who may be:~~ as provided in W.S. 17-28-101 through 17-28-111.

(b) The provisions of W.S. 17-28-101 through 17-28-111 shall apply to all foreign corporations.

17-16-1530. Grounds for revocation.

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

(i) The foreign corporation is without a registered agent or registered office in this state; ~~for thirty (30) days or more;~~

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

17-16-1531. Procedure for and effect of revocation.

(a) If the secretary of state determines that one (1) or more grounds exist under W.S. 17-16-1530 for revocation of a certificate of authority, he shall serve the foreign corporation with written notice of his determination under W.S. ~~17-16-1510~~ 17-28-104, except for revocation pursuant

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to W.S. 17-16-1530(a)(iv) in which case notice of the proposed revocation shall be given only as provided in subsection (f) of this section.

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

17-16-1532. Appeal from revocation.

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

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

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To the extent not inconsistent with the Wyoming Limited Liability Act, W.S. 17-15-101 through 17-15-144, a limited liability company organized in another jurisdiction may do business in Wyoming by complying with W.S. 17-16-1501 through ~~17-16-1510~~ 17-16-1507, 17-16-1520, ~~and~~ 17-16-1530 through 17-16-1532 and 17-28-101 through 17-28-111. The certificate of organization of a limited liability company organized in another jurisdiction may be revoked as provided in W.S. 17-16-1530 through 17-16-1532.

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

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

17-19-120. Filing requirements.

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

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

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

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

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

17-19-140. General definitions.

(a) As used in this act:

(xxxvii) "Registered agent" means as provided in W.S. 17-28-101 through 17-28-111;

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

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

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

(i) A registered office ~~that may be the same as any of its places of business~~ as provided in W.S. 17-28-101 through 17-28-111; and

(ii) A registered agent, ~~who may be:~~ as provided in W.S. 17-28-101 through 17-28-111.

(b) The provisions of W.S. 17-28-101 through 17-28-111 shall apply to all nonprofit corporations.

17-19-1420. Grounds for administrative dissolution.

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(a) The secretary of state may commence a proceeding under W.S. 17-19-1421 to administratively dissolve a corporation if:

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

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

17-19-1421. Procedure for and effect of administrative dissolution.

(a) Upon determining that one (1) or more grounds exist under W.S. 17-19-1420 for dissolving a corporation, the secretary of state shall serve the corporation with written notice of that determination under W.S. ~~17-19-504~~ 17-28-104, except for dissolution pursuant to W.S. 17-19-1420(a)(iv) in which case notice of the proposed dissolution shall be given only as provided in subsection (e) of this section. In the case of a public benefit corporation the secretary of state shall also notify the attorney general in writing.

(b) If the corporation does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within at least sixty (60) days after service of the notice is perfected under W.S. ~~17-19-504~~ 17-28-104, the secretary of state may administratively dissolve the corporation by signing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. The secretary of state shall file the original of the

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certificate and serve a copy on the corporation under W.S. ~~17-19-504~~ 17-28-104, and in the case of a public benefit corporation shall notify the attorney general in writing. The provisions of subsection (e) of this section shall govern the procedures for dissolution pursuant to W.S. 17-19-1420(a)(iv).

17-19-1422. Reinstatement following administrative dissolution.

(b) If the secretary of state determines that the application contains the information required by subsection (a) of this section and that the information is correct, the secretary of state shall cancel the certificate of dissolution and prepare a certificate of reinstatement reciting that determination and the effective date of reinstatement, file the original of the certificate, and serve a copy on the corporation under W.S. ~~17-19-504~~ 17-28-104.

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

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

17-19-1507. Registered office and registered agent of foreign corporation.

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

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(i) A registered office ~~with the same address as that of its registered agent~~ as provided in W.S. 17-28-101 through 17-28-111; and

(ii) A registered agent, ~~who may be:~~ as provided in W.S. 17-28-101 through 17-28-111.

(b) The provisions of W.S. 17-28-101 through 17-28-111 shall apply to all foreign corporations.

17-19-1530. Grounds for revocation.

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

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

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

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

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

(c) If the foreign corporation does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the secretary of state or attorney general that each ground for revocation determined by the secretary of state or attorney general does not exist within sixty (60) days after service of the notice is perfected under W.S. ~~17-19-1510~~17-28-104, the secretary of state may revoke the foreign corporation's certificate of authority by signing a certificate of revocation that recites the ground or grounds for revocation and its effective date. The secretary of state shall file the original of the certificate and serve a copy on the foreign corporation under W.S. ~~17-19-1510~~17-28-104. The provisions of subsection (g) of this section shall govern the procedures for revocation pursuant to W.S. 17-19-1530(a)(v).

17-19-1532. Appeal from revocation.

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

17-21-101. Definitions.

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(a) In this chapter:

(xv) "Registered agent" means as provided in W.S. 17-28-101 through 17-28-111.

17-21-1101. Registered limited liability partnerships.

(o) The provisions of W.S. 17-28-101 through 17-28-111 shall apply to all registered limited liability partnerships.

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

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

(i) A registered office ~~which may be the same as its place of business as provided in W.S. 17-28-101 through 17-28-111;~~ and

(ii) A registered agent, ~~which may be either an individual resident in this state whose business office is identical with the registered office, or a domestic corporation, limited liability company or statutory trust or a foreign corporation authorized to transact business in this state, having a business office identical with the registered office~~ as provided in W.S. 17-28-101 through 17-28-111.

(b) The provisions of W.S. 17-28-101 through 17-28-111 shall apply to all statutory trusts.

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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 ~~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, 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 mail a notice of its failure to comply. Unless compliance is made within ~~thirty (30)~~ sixty (60) days of the delivery of 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.

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

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Section 4.

(a) There is appropriated two hundred fifty thousand dollars (\$250,000.00) from the general fund to the secretary of state. This appropriation shall be for the period beginning with the effective date of this section and ending June 30, 2010. This appropriation shall only be expended for the purpose of implementing 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, 2010. This appropriation shall not be included in the secretary of state's 2011-2012 standard biennial budget request.

(b) There is appropriated one hundred twenty thousand dollars (\$120,000.00) from the general fund to the secretary of state. This appropriation shall be for the period beginning with the effective date of this section and ending June 30, 2010. This appropriation shall only be expended for the purpose of hiring one (1) full time equivalent auditor position to assist with enforcing 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, 2010. The secretary of state is hereby authorized one (1) additional full-time position for purposes of this act. This appropriation and position shall be included in the secretary of state's 2011-2012 standard biennial budget request.

Section 5.

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(a) Section 4 of this act is effective immediately upon completion of all acts necessary for a bill to become law as provided by Article 4, Section 8 of the Wyoming Constitution.

(b) Except as provided in subsection (a) of this section, this act is effective January 1, 2009.

(END)

Speaker of the House

President of the Senate

Governor

TIME APPROVED: _____

DATE APPROVED: _____

I hereby certify that this act originated in the Senate.

Chief Clerk