

HOUSE BILL NO. HB0165

Continued partnerships.

Sponsored by: Representative(s) Luthi and Senator(s) Hanes

A BILL

for

1 AN ACT relating to corporations, partnerships and
2 associations; providing a certificate of continuance for a
3 foreign limited partnership to continue in Wyoming;
4 providing for an application process; defining terms and
5 effect of certification; providing a statement of
6 continuance for a foreign registered limited liability
7 partnership to continue in Wyoming; providing requirements
8 for continuance; conforming provisions; providing for fees;
9 and providing for an effective date.

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

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13 **Section 1.** W.S. 17-14-1010 through 17-14-1014 and
14 17-21-1106 are created to read:

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16 **17-14-1010. Continuance of a foreign limited**
17 **partnership.**

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2 Any foreign limited partnership, except partnerships acting
3 as an insurer as defined in W.S. 26-1-102(a)(xvi) or acting
4 as a financial institution as defined in W.S.
5 13-1-101(a)(ix), may apply to the secretary of state for a
6 certificate of continuance to permit the foreign limited
7 partnership to continue in Wyoming as if the partnership
8 had been formed under the laws of this state.

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10 **17-14-1011. Application for certificate of**
11 **continuance; requirements.**

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13 (a) To continue in this state, a foreign limited
14 partnership shall submit to the secretary of state, in
15 duplicate, an application for a certificate of continuance
16 setting forth:

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18 (i) Written confirmation from the state in which
19 the partnership was formed that the partnership's domicile
20 in that state is terminated or will be terminated upon
21 continuance in this state;

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1 (ii) A certified copy of the limited
2 partnership's original certificate of limited partnership,
3 or equivalent authorization, including any amendments;

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5 (iii) The name of the limited partnership;

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7 (iv) The duration of the limited partnership
8 from date of formation to present;

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10 (v) The address of the office and the name and
11 address of the agent for service of process required to be
12 maintained by W.S. 17-14-205;

13
14 (vi) The name and business address of each
15 general partner;

16
17 (vii) A statement that the limited partnership
18 will abide by the constitution and laws of this state;

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20 (viii) The latest date upon which the limited
21 partnership is to dissolve;

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23 (ix) Any other matters the partners determine to
24 include in the application;

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17-14-1012. Execution of application.

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1 (c) The execution of an application by a general
2 partner constitutes an affirmation under the penalties of
3 perjury that the facts stated therein are true.

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5 **17-14-1013. Issuance of certificate of continuance.**

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7 (a) If the secretary of state finds that an
8 application for continuance substantially conforms to law
9 and all requisite fees have been paid, he shall:

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11 (i) Endorse on each duplicate original
12 application the word "filed," and the month, day and year
13 of the filing;

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15 (ii) File one (1) duplicate original in his
16 office;

17

18 (iii) Issue a certificate of continuance to
19 continue in this state;

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21 (iv) Notify the secretary of state or
22 appropriate official in the state of terminated domicile
23 that a certificate of continuance has been issued in this
24 state.

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2 (b) The certificate of continuance, together with a
3 duplicate original of the application, shall be returned to
4 the person who filed the application or his representative.

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6 (c) The certificate of continuance may incorporate by
7 reference the original certificate of limited partnership.
8 The original certificate is deemed amended to the extent
9 necessary to conform to the laws of Wyoming and the
10 provisions of the certificate of continuance.

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12 **17-14-1014. Effect of certification.**

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14 (a) Upon issuance of a certificate of continuance by
15 the secretary of state, the certificate of continuance
16 shall be deemed to be a certificate of limited partnership
17 and the limited partnership shall be subject to the
18 provisions of this act as though formed under the laws of
19 this state.

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21 (b) Except for the purpose of W.S. 16-6-101 through
22 16-6-121, the existence of any limited partnership issued a
23 certificate of continuance shall be deemed to have

1 commenced on the date the limited partnership was
2 originally formed under the laws of another state.

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4 (c) The laws of Wyoming shall apply to a limited
5 partnership continuing under this act from the date a
6 certificate of continuance is issued by the secretary of
7 state.

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9 (d) The continuance shall not affect the ownership of
10 partnership property, liability for any existing
11 obligation, cause of action, claim, pending or threatened
12 prosecution, civil or administrative action, conviction,
13 ruling, order or judgment. The continuance does not
14 deprive a partner of any right or privilege, nor relieve a
15 partner of any liability.

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17 **17-21-1106. Statement of continuance.**

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19 (a) Any foreign registered limited liability
20 partnership, except partnerships acting as an insurer as
21 defined in W.S. 26-1-102(a)(xvi) or acting as a financial
22 institution as defined in W.S. 13-1-101(a)(ix), may
23 register with the secretary of state to continue as a
24 registered limited liability partnership in this state.

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2 (b) To become a registered limited liability
3 partnership, the foreign registered limited liability
4 partnership shall file with the office of the secretary of
5 state a statement of continuance that meets the following
6 requirements:

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8 (i) Complies with the provisions of W.S.
9 17-21-1101, including payment of the registration fee;

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11 (ii) Contains written confirmation from the
12 state in which the partnership was formed that the
13 partnership's registered domicile in that state is
14 terminated or will be terminated upon continuance in this
15 state;

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17 (iii) Includes a certified copy of the
18 partnership's original statement of registration as a
19 registered limited liability partnership;

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21 (iv) Contains a statement of duration of the
22 partnership from the date of formation to present;

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1 (v) Contains a statement that the partnership
2 will abide by the constitution and laws of this state;

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4 (vi) Contains any additional information
5 necessary to enable the secretary of state to determine
6 whether the foreign registered limited liability
7 partnership is entitled to continue in this state as a
8 registered limited liability partnership.

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10 (c) The secretary of state shall register as a
11 registered limited liability partnership any partnership
12 that submits the required fee and a statement of
13 continuance that substantially complies with this section.

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15 (d) Registration is effective immediately upon the
16 filing of the statement of continuance or at any later date
17 or time specified in the statement. Upon the effective
18 date, the laws of Wyoming shall apply to the partnership as
19 a registered limited liability partnership.

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21 (e) Except for the purpose of W.S. 16-6-101 through
22 16-6-121, the existence of any registered limited liability
23 partnership registered upon a statement of continuance
24 shall be deemed to have commenced on the date the

1 partnership was originally registered under the laws of
2 another state.

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4 (f) The continuance shall not affect the ownership of
5 partnership property, liability for any existing
6 obligation, cause of action, claim, pending or threatened
7 prosecution, civil or administrative action, conviction,
8 ruling, order or judgment. The continuance does not
9 deprive a partner of any right or privilege, nor relieve a
10 partner of any liability.

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12 **Section 2.** W.S. 17-14-202(a) by creating a new
13 paragraph (xiii) and by renumbering (xiii) as (xiv),
14 17-14-206(a)(ii), 17-14-209(a)(i), 17-14-1001(a)(i) and
15 17-21-101(a)(xiii) are amended to read:

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17 **17-14-202. Definitions.**

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19 (a) As used in this act, unless the context otherwise
20 requires:

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22 (xiii) "Certificate of continuance" means the
23 certificate issued under the provisions of this act to
24 continue a foreign limited partnership in this state;

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~~(xiii)~~ (xiv) "This act" means W.S. 17-14-201 through 17-14-1104.

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17-14-206. Records to be kept.

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(a) Each limited partnership shall keep at the office referred to in W.S. 17-14-205 the following:

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17-14-209. Fees.

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(a) The secretary of state shall charge and collect the following fees:

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(i) For filing a certificate of limited partnership, for an application for a certificate of

1 continuance or for registering a foreign limited
2 partnership, a fee of one hundred dollars (\$100.00);

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4 **17-14-1001. Law governing.**

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6 (a) Subject to the constitution of this state:

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8 (i) The laws of the state under which a foreign
9 limited partnership is organized govern its organization
10 and internal affairs and the liability of its limited
11 partners, unless the partnership has been issued a
12 certificate of continuance pursuant to this article; and

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14 **17-21-101. Definitions.**

15

16 (a) In this chapter:

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18 (xiii) "Statement" means a statement of
19 partnership authority under W.S. 17-21-303, a statement of
20 denial under W.S. 17-21-304, a statement of dissociation
21 under W.S. 17-21-704, a statement of dissolution under W.S.
22 17-21-806, a statement of merger under W.S. 17-21-906, a
23 statement of registration as a registered limited liability
24 partnership, or a renewal thereof, under W.S. 17-21-1101, a

1 statement of continuance under W.S. 17-21-1106, a statement
2 of registration as a foreign registered limited liability
3 partnership, or a renewal thereof, under W.S. 17-21-1104 or
4 an amendment, cancellation or withdrawal of any of the
5 foregoing;

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7 **Section 3.** This act is effective July 1, 2003.

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(END)