

## HOUSE BILL NO. HB0125

Business entity forced dissolution for fraud.

Sponsored by: Representative(s) Lucas, Guggenmos, Hoeft,  
McCann, Ottman and Smith and Senator(s)  
Pearson

A BILL

for

1 AN ACT relating to corporations, partnerships and  
2 associations; providing for administrative dissolution of  
3 or revocation of certificate of authority for corporations,  
4 limited liability companies and statutory foundations as  
5 specified; and providing for an effective date.

6

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

8

9       **Section 1.** W.S. 17-16-1420(a)(vi)(D), (E) and by  
10 creating a new subparagraph (F), 17-16-1530(a)(viii)(C),  
11 (D) and by creating a new subparagraph (E),  
12 17-19-1420(a)(v)(C), (D) and by creating a new subparagraph  
13 (E), 17-19-1530(a)(vii)(C), (D) and by creating a new  
14 subparagraph (E), 17-29-705(c)(iii)(D), (E) and by creating

1 a new subparagraph (F) and 17-30-904(h)(iii)(D), (E) and by  
2 creating a new subparagraph (F) are amended to read:

3

4 **17-16-1420. Grounds for administrative dissolution.**

5

6 (a) The secretary of state may commence a proceeding  
7 under W.S. 17-16-1421 to administratively dissolve a  
8 corporation if any of the following has occurred:

9

10 (vi) It is in the public interest and the  
11 corporation:

12

13 (D) Is owned or controlled by a foreign  
14 government or foreign nongovernment person determined to be  
15 a foreign adversary by the United States secretary of  
16 commerce and specified in 15 C.F.R. 791.4(a) or a successor  
17 regulation, except if the ownership or control has been  
18 approved by the committee on foreign investment in the  
19 United States; ~~or~~

20

21 (E) Has provided false or fraudulent  
22 information to the registered agent, as determined by the  
23 secretary of state during or following an examination of

1 records pursuant to W.S. 17-28-108 or following  
2 notification by the registered agent;~~;~~ or

3

4 (F) Has a board member who has been  
5 convicted of or found civilly liable for any act that  
6 constitutes fraud against another person under the laws of  
7 the United States or the laws of this state.

8

9 **17-16-1530. Grounds for revocation.**

10

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

15

16 (viii) It is in the public interest and the  
17 corporation:

18

19 (C) Is owned or controlled by a foreign  
20 government or foreign nongovernment person determined to be  
21 a foreign adversary by the United States secretary of  
22 commerce and specified in 15 C.F.R. 791.4(a) or a successor  
23 regulation, except if the ownership or control has been

1 approved by the committee on foreign investment in the  
2 United States;~~or~~

3

4 (D) Has provided false or fraudulent  
5 information to the registered agent, as determined by the  
6 secretary of state during or following an examination of  
7 records pursuant to W.S. 17-28-108 or following  
8 notification by the registered agent;~~or~~ or

9

10 (E) Has a board member who has been  
11 convicted of or found civilly liable for any act that  
12 constitutes fraud against another person under the laws of  
13 the United States or the laws of this state.

14

15 **17-19-1420. Grounds for administrative dissolution.**

16

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

20

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

23

1 (C) Is owned or controlled by a foreign  
2 government or foreign nongovernment person determined to be  
3 a foreign adversary by the United States secretary of  
4 commerce and specified in 15 C.F.R. 791.4(a) or a successor  
5 regulation, except if the ownership or control has been  
6 approved by the committee on foreign investment in the  
7 United States;~~or~~

8  
9 (D) Has provided false or fraudulent  
10 information to the registered agent, as determined by the  
11 secretary of state during or following an examination of  
12 records pursuant to W.S. 17-28-108 or following  
13 notification by the registered agent;~~or~~ or

14  
15 (E) Board member has been convicted of or  
16 found civilly liable for any act that constitutes fraud  
17 against another person under the laws of the United States  
18 or the laws of this state.

19  
20 **17-19-1530. Grounds for revocation.**

21  
22 (a) The secretary of state may commence a proceeding  
23 under W.S. 17-19-1531 to revoke the certificate of

1 authority of a foreign corporation authorized to transact  
2 business in this state if any of the following has  
3 occurred:

4

5 (vii) It is in the public interest and the  
6 corporation:

7

8 (C) Is owned or controlled by a foreign  
9 government or foreign nongovernment person determined to be  
10 a foreign adversary by the United States secretary of  
11 commerce and specified in 15 C.F.R. 791.4(a) or a successor  
12 regulation, except if the ownership or control has been  
13 approved by the committee on foreign investment in the  
14 United States;~~or~~

15

16 (D) Has provided false or fraudulent  
17 information to the registered agent, as determined by the  
18 secretary of state during or following an examination of  
19 records pursuant to W.S. 17-28-108 or following  
20 notification by the registered agent;~~or~~ or

21

22 (E) Has a board member who has been  
23 convicted of or found civilly liable for any act that

1 constitutes fraud against another person under the laws of  
2 the United States or the laws of this state.

3

4 **17-29-705. Administrative forfeiture of authority and**  
5 **articles of organization.**

6

7 (c) A limited liability company shall be deemed to be  
8 transacting business within this state without authority,  
9 to have forfeited any franchises, rights or privileges  
10 acquired under the laws thereof and shall be deemed defunct  
11 and to have forfeited its articles of organization or  
12 certificate of authority acquired under the laws of this  
13 state, and the forfeiture shall be made effective in the  
14 manner provided in subsection (a) of this section, if:

15

16 (iii) It is in the public interest and the  
17 limited liability company or any of its members:

18

19 (D) Is owned or controlled by a foreign  
20 government or foreign nongovernment person determined to be  
21 a foreign adversary by the United States secretary of  
22 commerce and specified in 15 C.F.R. 791.4(a) or a successor  
23 regulation, except if the ownership or control has been

1 approved by the committee on foreign investment in the  
2 United States;~~or~~

3

4 (E) Has provided false or fraudulent  
5 information to the registered agent, as determined by the  
6 secretary of state during or following an examination of  
7 records pursuant to W.S. 17-28-108 or following  
8 notification by the registered agent;~~or~~ or

9

10 (F) Has been convicted of or found civilly  
11 liable for any act that constitutes fraud against another  
12 person under the laws of the United States or the laws of  
13 this state.

14

15 **17-30-904. Administrative forfeiture of authority and**  
16 **articles of formation.**

17

18 (h) A statutory foundation shall be deemed to be  
19 operating within this state without authority, to have  
20 forfeited any rights or privileges acquired under the laws  
21 of this state and shall be deemed to have forfeited its  
22 articles of formation filed in this state if:

23

1           (iii) The public interest is served by  
2 forfeiture and the statutory foundation, its founder or any  
3 other person authorized to act on behalf of the statutory  
4 foundation:

5  
6           (D) Is owned or controlled by a foreign  
7 government or foreign nongovernment person determined to be  
8 a foreign adversary by the United States secretary of  
9 commerce and specified in 15 C.F.R. 791.4(a) or a successor  
10 regulation, except if the ownership or control has been  
11 approved by the committee on foreign investment in the  
12 United States;~~or~~

13  
14           (E) Has provided false or fraudulent  
15 information to the registered agent, as determined by the  
16 secretary of state during or following an examination of  
17 records pursuant to W.S. 17-28-108 or following  
18 notification by the registered agent;~~or~~ or

19  
20           (F) Has been convicted of or found civilly  
21 liable for any act that constitutes fraud against another  
22 person under the laws of the United States or the laws of  
23 this state.

1

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**Section 2.** This act is effective July 1, 2026.

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4

(END)