

**DRAFT ONLY
NOT APPROVED FOR
INTRODUCTION**

HOUSE BILL NO.

Business code revisions.

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

A BILL

for

1 AN ACT relating to businesses; generally amending business,
2 trade and commerce statutes; establishing a reinstatement
3 process for foreign corporations; modifying and
4 establishing filing response timelines; providing for
5 electronic service by the secretary of state as specified
6 and conforming related requirements; providing rulemaking
7 and other administrative authority to the secretary of
8 state as specified; and providing for an effective date.

9

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

11

1 **Section 1.** W.S. 17-14-210, 17-19-1533, 17-21-108, 40-
2 2-110 and 40-2-111 are created to read:

3

4 **17-14-210. Powers.**

5

6 The secretary of state has the power reasonably necessary
7 to perform the duties required of him by this chapter. The
8 secretary of state shall promulgate reasonable forms, rules
9 and regulations necessary to carry out the purposes of this
10 chapter.

11

12 **17-19-1533. Reinstatement following revocation.**

13

14 (a) A foreign corporation whose certificate of
15 authority has been revoked under W.S. 17-19-1531 may apply
16 to the secretary of state for reinstatement within two (2)
17 years after the effective date of the revocation.
18 Reinstatement may be denied by the secretary of state if
19 the corporation has been the subject of a secretary of
20 state and law enforcement investigation pertaining to fraud
21 or any other violation of state or federal law, or if there
22 is other reason to believe the foreign corporation has
23 engaged in illegal operations. The application shall:

1

2 (i) Recite the name of the foreign corporation
3 and the effective date of the revocation of its certificate
4 of authority;

5

6 (ii) State that the grounds for revocation
7 either did not exist or have been eliminated;

8

9 (iii) If the foreign corporation's certificate
10 of authority was revoked for failure to deliver its annual
11 report or pay annual license taxes to the secretary of
12 state when due pursuant to W.S. 17-19-1630, include payment
13 of a twenty-five dollar (\$25.00) reinstatement fee and
14 payment of any fees and taxes then delinquent; and

15

16 (iv) If the foreign corporation's certificate of
17 authority was revoked for failure to maintain a registered
18 agent, include payment of a one hundred fifty dollar
19 (\$150.00) reinstatement fee and payment of any fees and
20 taxes then delinquent.

21

22 (b) If the secretary of state determines that the
23 application contains the information required by subsection

1 (a) of this section and that the information is correct,
2 the secretary of state shall cancel the revocation, prepare
3 a certificate of reinstatement reciting that determination
4 and the effective date of reinstatement, file the original
5 of the certificate and serve a copy on the corporation
6 pursuant to W.S. 17-28-104.

7

8 (c) When reinstatement is effective, it relates back
9 to and takes effect as of the effective date of the
10 revocation and the foreign corporation may resume carrying
11 on its activities as if the revocation had not occurred.

12

13 (d) A foreign corporation may retain its registered
14 corporate name during the two (2) year reinstatement
15 period.

16

17 **17-21-108. Powers.**

18

19 The secretary of state has the power reasonably necessary
20 to perform the duties required of him by this chapter. The
21 secretary of state shall promulgate reasonable forms, rules
22 and regulations necessary to carry out the purposes of this
23 chapter.

1

2 **40-2-110. Powers.**

3

4 The secretary of state has the power reasonably necessary
5 to perform the duties required of him by this chapter. The
6 secretary of state shall promulgate reasonable forms, rules
7 and regulations necessary to carry out the purposes of this
8 chapter.

9

10 **40-2-111. Refusal to file documents.**

11

12 If the secretary of state refuses to file a document
13 submitted for filing under this act, the secretary of state
14 shall return it to the filing party or representative
15 within fifteen (15) days after the document was delivered,
16 together with a brief, written explanation of the reason
17 for the refusal.

18

19 **Section 2.** W.S. 17-10-204(e), 17-14-306 by creating a
20 new subsection (c), 17-16-1503(a)(iv), 17-16-1520(b)(iv)
21 and (v) and (c), 17-16-1530(a)(vii)(B) and (viii)(B), 17-
22 16-1531(d), 17-19-125(c), 17-19-1503(a)(iv), 17-19-
23 1520(b)(iv) and (v) and (c), 17-19-1530(a)(vii)(B), 17-19-

1 1531(e), 17-21-105(a), 17-21-905(b), 17-21-1101(f)(ii) and
2 by creating a new subsection (p), 17-21-1104(d)(ii)(C) and
3 (f)(iv), 17-22-110 by creating a new subsection (f), 17-23-
4 111, 17-23-116 by creating a new subsection (f), 17-26-101
5 by creating a new subsection (h), 17-28-101 by creating a
6 new subsection (e), 17-28-102(a)(intro), (vi), by creating
7 a new paragraph (viii) and by creating a new subsection
8 (d), 17-28-104(a) and by creating a new subsection (e), 17-
9 28-106(a)(vi), by creating a new paragraph (vii) and by
10 renumbering paragraph (vii) as (viii), 17-28-107(a)(i), 17-
11 28-109(a)(iii), 17-29-205 by creating a new subsection (d),
12 17-29-705(a), (b), (c)(iii)(C) and (d), 17-30-305 by
13 creating a new subsection (e), 17-30-904(b)(i), (e)(i) and
14 (ii), (h)(iii)(C) and (j) and 40-2-101(a)(v) are amended to
15 read:

16

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

19

20 (e) If any cooperative has failed for thirty (30)
21 days to appoint and maintain a registered agent in this
22 state, or has failed for thirty (30) days after change of
23 its registered office or registered agent to file in the

1 office of the secretary of state a statement of the change
2 it shall be deemed to be transacting business within this
3 state without authority and to have forfeited any
4 franchises, rights or privileges acquired under the laws
5 thereof and the forfeiture shall be made effective in the
6 following manner. The secretary of state shall ~~mail~~provide
7 by first class mail, or by electronic means ~~if the~~
8 ~~cooperative has consented to receive notices~~
9 ~~electronically,~~ a notice of its failure to comply with
10 aforesaid provisions. Unless compliance is made within
11 thirty (30) days of mailing or electronic submission of the
12 notice, the cooperative shall be deemed defunct and to have
13 forfeited its certificate of organization acquired under
14 the laws of this state. Provided, that any defunct
15 cooperative may at any time within two (2) years after the
16 forfeiture of its certificate, in the manner herein
17 provided, be revived and reinstated, by filing the
18 necessary statement under this act and paying a
19 reinstatement fee established by the secretary of state by
20 rule, together with a penalty of one hundred dollars
21 (\$100.00). The reinstatement fee shall not exceed the costs
22 of providing the reinstatement service. The cooperative

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

3

4 **17-14-306. Filing in office of secretary of state.**

5

6 (c) If the secretary of state refuses to file a
7 certificate under subsection (a) of this section, the
8 secretary of state shall return it to the person who
9 delivered it or to the person's representative within
10 fifteen (15) days after the document was delivered,
11 together with a brief, written explanation of the reason
12 for the refusal.

13

14 **17-16-1503. Application for certificate of authority.**

15

16 (a) A foreign corporation may apply for a certificate
17 of authority to transact business in this state by
18 delivering an application to the secretary of state for
19 filing. The application shall set forth:

20

21 (iv) The street address of its principal office
22 and an email address for the foreign corporation;

23

1 **17-16-1520. Withdrawal of foreign corporation.**

2

3 (b) A foreign corporation authorized to transact
4 business in this state may apply for a certificate of
5 withdrawal by delivering an application to the secretary of
6 state for filing. The application shall set forth:

7

8 (iv) A mailing address and an email address to
9 which the secretary of state may ~~mail~~provide a copy of any
10 process served on him under paragraph (iii) of this
11 subsection; and

12

13 (v) A commitment to notify the secretary of
14 state in the future of any change in its mailing address
15 and email address.

16

17 (c) After the withdrawal of the corporation is
18 effective, service of process on the secretary of state
19 under this section is service on the foreign corporation.
20 Upon receipt of process, the secretary of state shall ~~mail~~
21 provide a copy of the process to the foreign corporation at
22 the mailing address or email address set forth under
23 subsection (b) of this section.

1

2 **17-16-1530. Grounds for revocation.**

3

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

8

9 (vii) The corporation has failed to respond to
10 a valid and enforceable subpoena; or

11

12 (B) Cannot be served ~~by~~ either by the
13 registered agent or by mail or electronically by the
14 secretary of state acting as the agent for process.

15

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

18

19 (B) Cannot be served ~~by~~ either by the
20 registered agent or by mail or electronically by the
21 secretary of state acting as the agent for process.

22

23 **17-16-1531. Procedure for and effect of revocation.**

1

2 (d) The secretary of state's revocation of a foreign
3 corporation's certificate of authority appoints the
4 secretary of state the foreign corporation's agent for
5 service of process in any proceeding based on a cause of
6 action which arose during the time the foreign corporation
7 was authorized to transact business in this state. Service
8 of process on the secretary of state under this subsection
9 is service on the foreign corporation. Upon receipt of
10 process, the secretary of state shall either:

11

12 (i) Mail a copy of the process to the secretary
13 of the foreign corporation at its principal office shown in
14 its most recent annual report or in any subsequent
15 communication received from the corporation stating the
16 current mailing address of its principal office, or, if
17 none are on file, in its application for a certificate of
18 authority; or

19

20 (ii) Electronically submit a copy of the process
21 to the foreign corporation's email address.

22

23 **17-19-125. Filing duty of secretary of state.**

1

2 (c) If the secretary of state refuses to file a
3 document he shall return it to the domestic or foreign
4 corporation or its representative within ~~five (5)~~fifteen
5 (15) days after the document was delivered, together with a
6 brief, written explanation of the reason or reasons for his
7 refusal.

8

9 **17-19-1503. Application for certificate of authority.**

10

11 (a) A foreign corporation may apply for a certificate
12 of authority to transact business in this state by
13 delivering an application to the secretary of state. The
14 application shall set forth:

15

16 (iv) The street address of its principal office
17 and an email address for the foreign corporation;

18

19 **17-19-1520. Withdrawal of foreign corporation.**

20

21 (b) A foreign corporation authorized to transact
22 business in this state may apply for a certificate of

1 withdrawal by delivering an application to the secretary of
2 state for filing. The application shall set forth:

3

4 (iv) A mailing address and an email address to
5 which the secretary of state may ~~mail~~provide a copy of any
6 process served on him under paragraph (iii) of this
7 subsection; and

8

9 (v) A commitment to notify the secretary of
10 state in the future of any change in the mailing address or
11 email address.

12

13 (c) After the withdrawal of the corporation is
14 effective, service of process on the secretary of state
15 under this section is service on the foreign corporation.
16 Upon receipt of process, the secretary of state shall ~~mail~~
17 provide a copy of the process to the foreign corporation at
18 the post office address or email address set forth in its
19 application for withdrawal.

20

21 **17-19-1530. Grounds for revocation.**

22

1 (a) The secretary of state may commence a proceeding
2 under W.S. 17-19-1531 to revoke the certificate of
3 authority of a foreign corporation authorized to transact
4 business in this state if any of the following has
5 occurred:

6

7 (vii) It is in the public interest and the
8 corporation:

9

10 (B) Cannot be served ~~by~~ either by the
11 registered agent or by mail or electronically by the
12 secretary of state acting as the agent for process.

13

14 **17-19-1531. Procedure and effect of revocation.**

15

16 (e) The secretary of state's revocation of a foreign
17 corporation's certificate of authority appoints the
18 secretary of state the foreign corporation's agent for
19 service of process in any proceeding based on a cause of
20 action that arose during the time the foreign corporation
21 was authorized to transact business in this state. Service
22 of process on the secretary of state under this subsection

1 is service on the foreign corporation. Upon receipt of
2 process, the secretary of state shall either:

3
4 (i) Mail a copy of the process to the secretary
5 of the foreign corporation at its principal office shown in
6 its most recent annual report or in any subsequent
7 communications received from the corporation stating the
8 current mailing address of its principal office, or, if
9 none are on file, in its application for a certificate of
10 authority; or

11
12 (ii) Electronically submit a copy of the process
13 to the foreign corporation's email address.

14
15 **17-21-105. Execution, filing, and recording of**
16 **statements.**

17
18 (a) A statement may be filed in the office of the
19 secretary of state. A certified copy of a statement that is
20 filed in an office in another state may be filed in the
21 office of the secretary of state. Either filing has the
22 effect provided in this chapter with respect to partnership
23 property located in or transactions that occur in this

1 state. If a statement of partnership authority is filed
2 with the secretary of state under W.S. 17-21-303, all
3 statements provided for under this chapter subsequent to
4 the filing of this statement shall be filed with the
5 secretary of state in accordance with this chapter. If the
6 secretary of state refuses to file a statement, the
7 secretary of state shall return it to a partner or
8 representative within fifteen (15) days after the document
9 was delivered, together with a brief, written explanation
10 of the reason for the refusal.

11

12 **17-21-905. Effect of merger.**

13

14 (b) The secretary of state is the agent for service
15 of process in an action or proceeding against a surviving
16 foreign partnership or limited partnership to enforce an
17 obligation of a domestic partnership or limited partnership
18 that is a party to a merger. The surviving entity shall
19 promptly notify the secretary of state of the mailing
20 address of its chief executive office, ~~and~~ of any change of
21 address and the email address of its chief executive
22 officer. Upon receipt of process, the secretary of state
23 shall mail or electronically submit a copy of the process

1 to the surviving foreign partnership or limited
2 partnership.

3

4 **17-21-1101. Registered limited liability**
5 **partnerships.**

6

7 (f) Registration is effective immediately upon the
8 filing of a statement of registration or at any later date
9 or time specified in the statement of registration, and
10 remains effective until:

11

12 (ii) Sixty (60) days after notice by the
13 secretary of state that the partnership has failed to make
14 timely payment of the annual fee specified in subsection
15 (n) of this section or has failed to pay any penalties
16 imposed under W.S. 17-28-109, unless the fee and any
17 penalties are paid within the sixty (60) day period, or
18 that the partnership is without a registered agent or
19 registered office in this state, unless the partnership
20 regains a registered agent or registered office in this
21 state during the sixty (60) day period. The secretary of
22 state shall ~~mail~~provide such notice by first class mail to
23 the last known mailing address of the partnership or by

1 electronic means. ~~if the partnership has consented to~~
2 ~~receive notices electronically.~~ Notwithstanding any other
3 provisions of this paragraph, any domestic registered
4 limited liability partnership whose statement of
5 registration has lapsed under this paragraph may be
6 reinstated as provided in W.S. 17-21-1107.

7
8 (p) If the secretary of state refuses to file a
9 statement of registration, the secretary of state shall
10 return it to the registered limited liability partnership
11 or its representative within fifteen (15) days after the
12 statement was delivered, together with a brief, written
13 explanation of the reason for the refusal.

14
15 **17-21-1104. Applicability of act to foreign and**
16 **interstate commerce.**

17
18 (d) Before transacting business in this state, a
19 foreign registered limited liability partnership shall:

20
21 (ii) File a statement of registration as a
22 foreign registered limited liability partnership with the

1 office of the secretary of state, on such forms as the
2 secretary shall provide, stating:

3

4 (C) An email address and the address of its
5 principal office which, if in this state, shall be its
6 registered office for service of process;

7

8 (f) A foreign registered limited liability
9 partnership registered to transact business in this state
10 may withdraw its registration as a foreign registered
11 limited liability partnership by filing with the office of
12 the secretary of state a statement of withdrawal as a
13 foreign registered limited liability partnership, which
14 shall set forth:

15

16 (iv) A mailing address and an email address to
17 which the secretary of state may ~~mail~~provide a copy of any
18 process served on him in his capacity as agent for such
19 registered limited liability partnership.

20

21 **17-22-110. Appointment of agent to receive service of**
22 **process.**

23

1 (f) If the secretary of state refuses to file a
2 statement appointing an agent, the secretary of state shall
3 return it to the nonprofit association or its
4 representative within fifteen (15) days after the statement
5 was delivered, together with a brief, written explanation
6 of the reason for the refusal.

7
8 **17-23-111. Failure to maintain registered agent or**
9 **registered office or pay annual fee.**

10
11 If any statutory trust has failed to comply with the
12 provisions of W.S. 17-28-101 through 17-28-111 or has
13 failed to pay the fee required by W.S. 17-23-117, it is
14 transacting business within this state without authority
15 and shall forfeit any franchises, rights or privileges
16 acquired under the laws of this state. The forfeiture
17 shall be made effective in the following manner. The
18 secretary of state shall ~~mail~~provide by first class mail,
19 or by electronic means ~~if the statutory trust has consented~~
20 ~~to receive notices electronically,~~ a notice of its failure
21 to comply. Unless compliance is made within sixty (60)
22 days of mailing or electronic submission of the notice, the
23 statutory trust shall be deemed defunct and to have

1 forfeited its certificate of organization acquired under
2 the laws of this state. Any defunct statutory trust may at
3 any time within two (2) years after the forfeiture of its
4 certificate, be revived and reinstated, by filing the
5 necessary statement under this chapter and paying the
6 prescribed fee, together with a penalty of one hundred
7 dollars (\$100.00). The statutory trust shall retain its
8 registered name during the two (2) year reinstatement
9 period.

10

11 **17-23-116. Filing of certificate; effective date;**
12 **fee; organization.**

13

14 (f) If the secretary of state refuses to file a
15 certificate of trust, certificate of amendment, certificate
16 of cancellation or certificate of merger or consolidation
17 under subsection (a) of this section, the secretary of
18 state shall return it to the filing party or its
19 representative within fifteen (15) days after the
20 certificate was delivered, together with a brief, written
21 explanation of the reason for the refusal.

22

23 **17-26-101. Conversion of entities.**

1

2 (h) The secretary of state shall charge a fee to
3 convert an entity. Unless otherwise specified by law, the
4 fee for conversion shall be equal to the fee for the
5 origination of the newly converted entity type.

6

7 **17-28-101. Registered office and registered agent.**

8

9 (e) In addition to the requirements imposed by this
10 section on business entities and registered agents, each
11 business entity and registered agent shall maintain an
12 email address that the secretary of state's office may use
13 to serve documents on the business entity or registered
14 agent as provided in W.S. 17-28-104.

15

16 **17-28-102. Change of registered office or registered**
17 **agent.**

18

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

23

1 (vi) That the new registered office and
2 registered agent comply with the requirements of W.S. 17-
3 28-101 through 17-28-111; ~~and~~

4
5 (viii) The email address of its registered agent
6 as required by W.S. 17-28-101(e).

7
8 (d) If a business entity changes its email address
9 required by W.S. 17-28-101(e), the business entity shall
10 notify the secretary of state of the new email address.

11
12 **17-28-104. Service on business entity.**

13
14 (a) A business entity's registered agent, or the
15 natural person having an agency relationship with the
16 registered agent as provided in W.S. 17-28-101(a), shall
17 accept service of process, notice, or demand required or
18 permitted by law that is served on the entity. The
19 secretary of state may provide service of process, notice
20 or demand by electronic means.

21
22 (e) If a business entity has no registered agent, or
23 the agent cannot with reasonable diligence be served, the

1 secretary of state may elect to serve the business entity
2 by electronic means rather than through the process
3 established in subsection (b) of this section. Service is
4 perfected under this subsection on the date the electronic
5 communication is sent.

6
7 **17-28-106. Registration requirements.**

8
9 (a) A commercial registered agent shall obtain a
10 registration by filing an application with the secretary of
11 state. The application shall be executed and sworn under
12 penalty of perjury and contain information the secretary of
13 state requires by rule including:

14
15 (vi) The name, physical street address, phone
16 number and normal business hours of the registered office
17 where the natural person with whom the agent has an agency
18 agreement for purposes of receiving service of process, if
19 applicable may be served; and

20
21 (vii) The applicant's email address where service
22 may be made by the secretary of state;

23

1 ~~(vii)~~ (viii) Other information the secretary of
2 state deems appropriate in the registration and
3 identification of registered agents.

4

5 **17-28-107. Duties of the registered agent; duties of**
6 **the entity.**

7

8 (a) The registered agent shall:

9

10 (i) Maintain a physical address in accordance
11 with W.S. 17-28-102(a)(ii) and as defined by the secretary
12 of state by rule and maintain an email address as required
13 by W.S. 17-28-101(e);

14

15 **17-28-109. Actions against registered agents.**

16

17 (a) The secretary of state may impose a civil penalty
18 not to exceed five hundred dollars (\$500.00) for each
19 violation, with respect to each entity represented, of this
20 chapter for which no other specific penalty is provided,
21 and may deny or revoke any registration, require enhanced
22 recordkeeping and refuse to accept filings for business
23 entities served by a registered agent if the registered

1 agent, or in the case of registered agent that is a
2 corporation or other business entity, its officers,
3 directors, members, partners or persons serving in a
4 similar capacity:

5

6 (iii) Cannot be served at the address of the
7 registered office or the registered agent's email address;

8

9 **17-29-205. Delivery to and filing of records by**
10 **secretary of state; effective time and date.**

11

12 (d) If the secretary of state refuses to file a record
13 under subsection (a) of this section, the secretary of
14 state shall return it to the limited liability company or
15 its representative within fifteen (15) days after the
16 record was delivered, together with a brief, written
17 explanation of the reason for the refusal.

18

19 **17-29-705. Administrative forfeiture of authority and**
20 **articles of organization.**

21

22 (a) If any limited liability company's registered
23 agent has filed its resignation with the secretary of state

1 and the limited liability company has not replaced its
2 registered agent and registered office, or the limited
3 liability company is without a registered agent or
4 registered office in this state for any reason, it shall be
5 deemed to be transacting business within this state without
6 authority and to have forfeited any franchises, rights or
7 privileges acquired under the laws thereof and the
8 forfeiture shall be made effective in the following manner.
9 The secretary of state shall ~~mail~~provide by first class
10 mail, or by electronic means ~~if the limited liability~~
11 ~~company has consented to receive notices electronically,~~ a
12 notice of its failure to comply with aforesaid provisions.
13 Unless compliance is made within sixty (60) days of mailing
14 or electronic submission of the notice, the limited
15 liability company shall be deemed defunct and to have
16 forfeited its articles of organization acquired under the
17 laws of this state. Provided, that any defunct limited
18 liability company may at any time within two (2) years
19 after the forfeiture of its articles of organization or
20 certificate of authority, in the manner herein provided, be
21 revived and reinstated, by filing the necessary statement
22 under this act and paying a reinstatement fee established
23 by the secretary of state by rule, together with a penalty

1 of two hundred fifty dollars (\$250.00). The reinstatement
2 fee shall not exceed the costs of providing the
3 reinstatement service. The limited liability company shall
4 retain its registered name during the two (2) year
5 reinstatement period under this section.

6

7 (b) If any limited liability company has failed to
8 pay the fee required by W.S. 17-29-210 or any penalties
9 imposed under W.S. 17-28-109, it shall be deemed to be
10 transacting business within this state without authority
11 and to have forfeited any franchises, rights or privileges
12 acquired under the laws thereof. The forfeiture shall be
13 made effective in the following manner. The secretary of
14 state shall provide notice to the limited liability company
15 at its last known mailing address by first class mail or by
16 electronic means. Unless compliance is made within sixty
17 (60) days of the date of notice the limited liability
18 company shall be deemed defunct and to have forfeited its
19 articles of organization or certificate of authority
20 acquired under the laws of this state. Provided, that any
21 defunct limited liability company may at any time within
22 two (2) years after the forfeiture of its articles of
23 organization or certificate of authority, be revived and

1 reinstated by paying the amount of the delinquent fees.
2 When the reinstatement is effective, it relates back to and
3 takes effect as of the effective date deemed defunct
4 pursuant to this subsection and the limited liability
5 company resumes carrying on its business as if it had never
6 been deemed defunct.

7

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

16

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

19

20 (C) Cannot be served by either the
21 registered agent or by mail or electronically by the
22 secretary of state acting as the agent for process.

23

1 (d) The secretary of state may classify a limited
2 liability company as delinquent awaiting forfeiture of its
3 articles of organization or certificate of authority at the
4 time the secretary of state ~~mails~~provides the notice
5 required under subsections (a) through (c) of this section
6 to the limited liability company.

7
8 **17-30-305. Delivery to and filing of records by**
9 **secretary of state; effective time and date.**

10
11 (e) If the secretary of state refuses to file a record
12 under subsection (a) of this section, the secretary of
13 state shall return it to the filing party or its
14 representative within fifteen (15) days after the record
15 was delivered, together with a brief, written explanation
16 of the reason for the refusal.

17
18 **17-30-904. Administrative forfeiture of authority and**
19 **articles of formation.**

20
21 (b) A forfeiture under subsection (a) of this section
22 shall be made effective as follows:

23

1 (i) The secretary of state shall mail by first
2 class mail, or submit by electronic means ~~if the statutory~~
3 ~~foundation has consented to receive notices electronically,~~
4 a notice of the failure of the statutory foundation to
5 comply with subsection (a) of this section; and

6

7 (e) A forfeiture under subsection (d) of this section
8 shall be made effective as follows:

9

10 (i) The secretary of state shall provide notice
11 to the statutory foundation at its last known mailing
12 address by first class mail, or submit by electronic means
13 ~~if the statutory foundation has consented to receive~~
14 ~~notices electronically,~~ a notice of the failure of the
15 statutory foundation to comply; and

16

17 (ii) Unless compliance is made within sixty (60)
18 days of the date of mailing or electronic submission of the
19 notice, the statutory foundation shall be deemed defunct
20 and to have forfeited its articles of formation filed in
21 this state.

22

1 (h) A statutory foundation shall be deemed to be
2 operating within this state without authority, to have
3 forfeited any rights or privileges acquired under the laws
4 of this state and shall be deemed to have forfeited its
5 articles of formation filed in this state if:

6

7 (iii) The public interest is served by
8 forfeiture and the statutory foundation, its founder or any
9 other person authorized to act on behalf of the statutory
10 foundation:

11

12 (C) Cannot be served by either the
13 registered agent or by the secretary of state ~~using mail~~
14 ~~and~~ acting as the agent for process.

15

16 (j) The secretary of state may classify a statutory
17 foundation as delinquent and as awaiting forfeiture of its
18 articles of formation at the time the secretary of state
19 mails or electronically submits any notice required under
20 this section to the foundation.

21

22 **40-2-101. Definitions.**

23

1 (a) As used in this act unless the context otherwise
2 requires:

3

4 (v) "This act" means W.S. 40-2-101 through ~~40-2-~~
5 ~~109-40-2-111~~.

6

7 **Section 3.** This act is effective July 1, 2021.

8

9

(END)