

**DRAFT ONLY
NOT APPROVED FOR
INTRODUCTION**

HOUSE BILL NO. [BILL NUMBER]

Providing false information to registered agents.

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

A BILL

for

1 AN ACT relating to corporations, partnerships and
2 associations; amending the grounds for administrative
3 dissolution, revocation and forfeiture to include providing
4 false or fraudulent information to the registered agent;
5 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)(B), (C) and by
10 creating a new subparagraph (D), 17-16-1530(a)(viii)(A),
11 (B) and by creating a new subparagraph (C), 17-19-
12 1420(a)(v)(A), (B) and by creating a new subparagraph (C),

1 17-19-1530(a)(vii)(A), (B) and by creating a new
2 subparagraph (C), 17-29-705(c)(iii)(B), (C) and by creating
3 a new subparagraph (D), 17-30-904(h)(iii)(C) and by
4 creating a new subparagraph (D) are amended to read:

5

6 **17-16-1420. Grounds for administrative dissolution.**

7

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

11

12 (vi) It is in the public interest and the
13 corporation:

14

15 (B) Has provided fraudulent information or
16 has failed to correct false information upon request of the
17 secretary of state on any filing under this act with the
18 secretary of state; ~~or~~

19

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

23

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

6
7 **17-16-1530. Grounds for revocation.**

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

13
14 (viii) It is in the public interest and the
15 corporation:

16
17 (A) Has provided fraudulent information or
18 has failed to correct false information upon request of the
19 secretary of state on any filing under this act with the
20 secretary of state;~~or~~

21

1 (B) Cannot be served either by the
2 registered agent or by mail or electronically by the
3 secretary of state acting as the agent for process;~~;~~ or

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

10
11 **17-19-1420. Grounds for administrative dissolution.**

12
13 (a) The secretary of state may commence a proceeding
14 under W.S. 17-19-1421 to administratively dissolve a
15 corporation if any of the following has occurred:

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

19
20 (A) Has provided fraudulent information or
21 has failed to correct false information upon request of the
22 secretary of state on any filing under this act with the
23 secretary of state;~~;~~ ~~or~~

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

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

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 any of the following has occurred:

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

1 (A) Has provided fraudulent information or
2 has failed to correct false information upon request of the
3 secretary of state on any filing with the secretary of
4 state under this act;~~or~~

5
6 (B) Cannot be served either by the
7 registered agent or by mail or electronically by the
8 secretary of state acting as the agent for process;~~or~~ or

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

15
16 **17-29-705. Administrative forfeiture of authority and**
17 **articles of organization.**

18
19 (c) A limited liability company shall be deemed to be
20 transacting business within this state without authority,
21 to have forfeited any franchises, rights or privileges
22 acquired under the laws thereof and shall be deemed defunct
23 and to have forfeited its articles of organization or

1 certificate of authority acquired under the laws of this
2 state, and the forfeiture shall be made effective in the
3 manner provided in subsection (a) of this section, if:

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

7

8 (B) Has provided fraudulent information or
9 has failed to correct false information upon request of the
10 secretary of state on any filing with the secretary of
11 state under this chapter;~~or~~

12

13 (C) Cannot be served by either the
14 registered agent or by mail or electronically by the
15 secretary of state acting as the agent for process;~~or~~ or

16

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

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1 **17-30-904. Administrative forfeiture of authority and**
2 **articles of formation.**

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

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

14
15 (C) Cannot be served by either the
16 registered agent or by the secretary of state acting as the
17 agent for process; ~~or~~ or

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

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STAFF COMMENT

For reference, the statutes regarding registered agents (W.S. 17-28-101 through 17-28-111) apply to business entities. For purposes of the registered agent statutes, a "business entity" means "a corporation, nonprofit corporation, limited liability company, limited partnership, cooperative marketing association, statutory trust, statutory foundation or registered limited liability partnership, whether foreign or domestic." W.S. 17-28-101(b).

This bill draft directly amends the statutes governing the following types of business entities:

- Domestic and foreign corporations. W.S. 17-16-1420; W.S. 17-16-1530.
- Domestic and foreign nonprofit corporations. W.S. 17-19-1420; W.S. 17-19-1530.
- Limited liability companies. W.S. 17-29-705.
- Statutory foundations. W.S. 17-30-904.

In addition, the statutes governing certain other types of business entities cross-reference some of the statutes that are directly amended in this bill draft.

- Domestic and foreign cooperative marketing associations. W.S. 17-10-247(c) ("The provisions of W.S. 17-16-1420 through 17-16-1423 shall apply to the administrative dissolution of any domestic cooperative and the provisions of W.S. 17-16-1530 through 17-16-1532 shall apply to the administrative dissolution of any foreign cooperative.").
- Foreign limited liability partnerships. W.S. 17-14-1006(b) ("The registration to transact business of a foreign limited liability partnership is subject to

1 the same revocation and reinstatement provisions as
2 applicable to foreign corporations authorized to
3 transact business in this state pursuant to W.S. 17-
4 16-1530 through 17-16-1536.").

5
6 • Foreign statutory trust companies. W.S. 17-16-1534
7 ("To the extent not inconsistent with the Wyoming
8 Statutory Trust Act, W.S. 17-23-101 through 17-23-302,
9 a statutory trust as defined in W.S. 17-23-102(a)(v),
10 which is organized in another jurisdiction may do
11 business in Wyoming by complying with W.S. 17-16-1501
12 through 17-16-1507, 17-16-1520 and 17-16-1530 through
13 17-16-1532.").

14
15 • Foreign limited liability companies. W.S. 17-29-114
16 ("To the extent not inconsistent with this act or the
17 provisions of the Wyoming Business Corporations Act, a
18 foreign limited liability company shall do business in
19 Wyoming by complying with the provisions of W.S. 17-
20 16-1501 through 17-16-1536 in the same manner as a
21 foreign corporation. A foreign limited liability
22 company's certificate of authority shall be revoked or
23 reinstated in the manner provided for foreign
24 corporations in W.S. 17-16-1530 through 17-16-1532.").

25
26 LSO did not locate any other statutes that grant the
27 Secretary of State broad administrative dissolution,
28 revocation or forfeiture authority that is similar to the
29 authority found in W.S. 17-16-1420, W.S. 17-16-1530, W.S.
30 17-19-1420, W.S. 17-19-1530, W.S. 17-29-705 or 17-30-904
31 (the statutes directly amended in this bill draft).

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36 **Section 2.** This act is effective July 1, 2025.

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38 (END)