

**DRAFT ONLY
NOT APPROVED FOR
INTRODUCTION**

HOUSE BILL NO. [BILL NUMBER]

Third-party filers.

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

A BILL

for

1 AN ACT relating to registered offices and agents; requiring
2 third-party filers to register with the secretary of state;
3 authorizing fees; specifying a penalty; providing a
4 definition; requiring rulemaking; providing an
5 appropriation; and providing for effective dates.

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

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9 **Section 1.** W.S. 17-28-112 is created to read:

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11 **17-28-112. Third-party filer registration.**

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1 (a) As used in this section, "third-party filer"
 2 means a natural person who receives compensation to file
 3 documents with the secretary of state on behalf of one (1)
 4 or more business entities and who is not a direct employee,
 5 shareholder, director, member or otherwise under the direct
 6 management or supervision of the business entity on whose
 7 behalf the documents are filed. A "third-party filer" may
 8 include an employee of a commercial registered agent or
 9 another business entity. A "third-party filer" shall not
 10 include an attorney who is a member in good standing of the
 11 Wyoming state bar or a person holding an active certificate
 12 of certified public accountant under the laws of this
 13 state.

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STAFF COMMENT

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19 **Following the Committee's July meeting, an exception has**
 20 **been added to the definition of "third-party filer" in**
 21 **subsection (a) for attorneys and certified public**
 22 **accountants as specified.**

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24 **The language regarding attorneys is modeled after various**
 25 **Wyoming Statutes. See, e.g., W.S. 7-6-103(c), 9-1-802(b),**
 26 **9-1-806(a), 9-1-807(a), 9-2-2201(b), 9-2-3101.**

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28 **W.S. 33-3-101 through 33-3-201 apply to certified public**
 29 **accountants and certified public accountant firms. Under**
 30 **W.S. 33-3-109, a certified public accountant certificate**
 31 **can be active, inactive, or retired. This bill draft would**

1 **require the certificate to be active for the exception to**
2 **apply.**

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7 (b) A third-party filer shall register with the
8 secretary of state after filing ten (10) documents with the
9 secretary of state in one (1) calendar year. If a third-
10 party filer files ten (10) documents with the secretary of
11 state in one (1) calendar year, no further filings shall be
12 accepted from the third-party filer unless the third-party
13 filer is registered as required under this section. The
14 secretary of state may reject any document filed in
15 violation of this subsection up to ninety (90) days after
16 discovery of the violation.

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20 **STAFF COMMENT**

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22 **The Committee may wish to consider whether to specify a**
23 **time limit for when a violation can be discovered.**

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28 (c) A third-party filer shall obtain a registration
29 by filing an application with the secretary of state. The

1 application shall be notarized, executed and sworn under
2 penalty of perjury and contain the following information:

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4 (i) The third-party filer's legal name;

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6 (ii) The third-party filer's home address, phone
7 number and email address;

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9 (iii) If applicable, the third-party filer's
10 business address, phone number and email address;

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12 (iv) A copy of the third-party filer's valid
13 state issued driver's license or identification card.

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15 (d) Every applicant for registration under this
16 section shall pay a filing fee as set by rule adopted
17 pursuant to this chapter. The fee shall be designed to
18 recover the cost of administering the provisions of this
19 section relating to third-party filers and shall not exceed
20 fifty dollars (\$50.00). If an application is withdrawn or
21 denied, the secretary of state shall retain the entire fee.

22

1 (e) A registered third-party filer shall notify the
 2 secretary of state of any changes to the information
 3 included in the third-party filer's application under
 4 subsection (c) of this section as required by rule adopted
 5 pursuant to this chapter.

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 9 **STAFF COMMENT**

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11 **The fee provision in subsection (d) of this bill draft is**
 12 **modeled after W.S. 17-28-106(b), which specifies fees for**
 13 **commercial registered agents. As drafted, there would be a**
 14 **one-time registration requirement and then the third-party**
 15 **filer would be required to update their information.**

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20 (f) The secretary of state may impose a civil penalty
 21 not to exceed five hundred dollars (\$500.00) for each
 22 violation if a third-party filer who is required to
 23 register under subsection (b) of this section files or
 24 attempts to file a document without registering.

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 28 **STAFF COMMENT**

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30 **The penalty in subsection (f) of this bill draft is modeled**
 31 **after W.S. 17-28-109(a), which authorizes the Secretary of**

1 State to impose civil penalties against registered agents
2 for various statutory violations.

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7 (g) The secretary of state shall hold third-party
8 filer registration records confidential. The secretary of
9 state may release third-party filer registration records
10 only pursuant to a court ordered subpoena or to a bona fide
11 law enforcement agency for use in a criminal investigation.

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15 **STAFF COMMENT**

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The confidentiality provision in subsection (g) of this
bill draft is modeled after W.S. 17-28-108(c), which
requires the Secretary of State to hold specified records
maintained by registered agents confidential.

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25 **Section 2.** The secretary of state shall promulgate
26 all rules and forms necessary to implement this act.

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28 **Section 3.** There is appropriated one hundred thousand
29 dollars (\$100,000.00) from the general fund to the
30 secretary of state for the period beginning with the
31 effective date of this section and ending June 30, 2026 to

1 be expended only for purposes of developing the filing
2 system necessary to administer this act. This appropriation
3 shall not be transferred or expended for any other purpose
4 and any unexpended, unobligated funds remaining from this
5 appropriation shall revert as provided by law on June 30,
6 2026. It is the intent of the legislature that this
7 appropriation not be included in the secretary of state's
8 standard budget for the immediately succeeding fiscal
9 biennium.

10

11 **Section 4.**

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13 (a) Except as otherwise provided in subsection (b) of
14 this section, this act is effective January 1, 2026.

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16 (b) Sections 2, 3 and 4 of this act are effective
17 immediately upon completion of all acts necessary for a
18 bill to become law as provided by Article 4, Section 8 of
19 the Wyoming Constitution.

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(END)