



# Certification Page Regular and Emergency Rules

Revised September 2016

**Emergency Rules** *(After completing all of Sections 1 through 3, proceed to Section 5 below)*

**Regular Rules**

## 1. General Information

a. Agency/Board Name		
b. Agency/Board Address	c. City	d. Zip Code
e. Name of Agency Liaison	f. Agency Liaison Telephone Number	
g. Agency Liaison Email Address	h. Adoption Date	
i. Program		

## 2. Legislative Enactment

For purposes of this Section 2, "new" only applies to regular rules promulgated in response to a Wyoming legislative enactment not previously addressed in whole or in part by prior rulemaking and does not include rules adopted in response to a federal mandate.

a. Are these rules new as per the above description and the definition of "new" in Chapter 1 of the Rules on Rules?

No.  Yes. Please provide the Enrolled Act Numbers and Years Enacted:

## 3. Rule Type and Information

a. Provide the Chapter Number, Title, and Proposed Action for Each Chapter.  
*(Please use the Additional Rule Information form for more than 10 chapters and attach it to this certification)*

Chapter Number:	Chapter Name:	<input type="checkbox"/> New <input type="checkbox"/> Amended <input type="checkbox"/> Repealed
Chapter Number:	Chapter Name:	<input type="checkbox"/> New <input type="checkbox"/> Amended <input type="checkbox"/> Repealed
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Chapter Number:	Chapter Name:	<input type="checkbox"/> New <input type="checkbox"/> Amended <input type="checkbox"/> Repealed
Chapter Number:	Chapter Name:	<input type="checkbox"/> New <input type="checkbox"/> Amended <input type="checkbox"/> Repealed

**3. State Government Notice of Intended Rulemaking**

a. Date on which the Proposed Rule Packet (consisting of the Notice of Intent as per W.S. 16-3-103(a), Statement of Principal Reasons, strike and underscore format and a clean copy of each chapter of rules were: **06.03.2019**

- approved as to form by the **Registrar of Rules**; and
- provided to the **Legislative Service Office** and **Attorney General**:

**4. Public Notice of Intended Rulemaking**

a. Notice was mailed 45 days in advance to all persons who made a timely request for advance notice.  No.  Yes.  N/A

b. A public hearing was held on the proposed rules.  No.  Yes. Please complete the boxes below.

Date:	Time:	City:	Location:

c. If applicable, describe the emergency which requires promulgation of these rules without providing notice or an opportunity for a public hearing:

**5. Final Filing of Rules**


a. Date on which the Certification Page with original signatures and final rules were sent to the **Attorney General's Office for the Governor's signature**: **07.24.2019**

b. Date on which final rules were approved as to form by the **Secretary of State** and sent to the **Legislative Service Office**: **07.24.2019**

c.  The Statement of Reasons is attached to this certification.

**6. Agency/Board Certification**

The undersigned certifies that the foregoing information is correct.

Signature of Authorized Individual	
Printed Name of Signatory	<b>Karen L. Wheeler</b>
Signatory Title	<b>Deputy Secretary of State</b>
Date of Signature	<b>07.24.2019</b>

**7. Governor's Certification**

I have reviewed these rules and determined that they:

1. Are within the scope of the statutory authority delegated to the adopting agency;
2. Appear to be within the scope of the legislative purpose of the statutory authority; and, if emergency rules,
3. Are necessary and that I concur in the finding that they are an emergency.

Therefore, I approve the same.

Governor's Signature	
Date of Signature	



# Wyoming Secretary of State

**Edward A. Buchanan**  
Secretary of State

**Karen L. Wheeler**  
Deputy Secretary of State

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## Statement of Reasons

The Office recently promulgated a brand new program of rules, titled Business Entities. In an effort to continue to consolidate office rules, Chapter 6: Limited Liability Company - Series of the Limited Liability Act program is being repealed and re-promulgated as Chapter 5 of the Business Entities program. This chapter could not be included in the recent consolidation effort because it was in the process of promulgation. Currently it remains the only chapter in the Limited Liability Act program.

While the bulk of the content of the chapter is the same, the Office has established an additional naming convention to provide our constituents with an alternative, referenced in Chapter 5, Section 2(a)(ii)(B). This convention allows the series LLC to name their established series using the following naming convention:

1. The full name of the LLC immediately followed by:
2. A hyphen (-);
3. The name of the series which may include unique descriptive words;
4. A hyphen (-);
5. The word "Series"; and
6. The numeric designation of the series starting with "1" with each following series sequentially numbered. For example: John Doe LLC would have series named John Doe LLC – Tractor Services – Series 1, John Doe LLC – Farm Equipment – Series 2, etc.



# Wyoming Secretary of State

**Edward A. Buchanan**  
Secretary of State

**Karen L. Wheeler**  
Deputy Secretary of State

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**FROM:** Lisa Gonzales, Business Division Director

**DATE:** July 24, 2019

**SUBJECT:** Final Rules: Summary of Public Comment – Business Entities; Ch. 5, Limited Liability Company-Series

The Secretary of State's Office published online notice of this intended rule package on June 3, 2019 as well as in the Casper Star Tribune on June 7, 2019. The public comment period ran from June 3, 2019 to July 18, 2019. The Office received no public comment on this rule package.

## **Chapter 5**

### **Limited Liability Company – Series**

**Section 1. Authority.** These rules are promulgated under Wyoming Statute 17-29-1102 and Section 2 of House Enrolled Act 24 (2018).

**Section 2. Series Creation, Naming, and Termination.**

(a) Creation of Series

(i) The creation of any series pursuant to W.S. 17-29-211 shall be disclosed to the Secretary of State in either the initial articles of organization or an amendment to the articles of organization within thirty (30) days of establishment of the series.

(ii) Each series created under W.S. 17-29-211 shall be named in accordance with one of the following conventions:

(A) The full name of the LLC followed by the word “Series” and the numeric designation of the series starting with “1.” For example: John Doe LLC would have series named John Doe LLC Series 1, John Doe LLC Series 2, etc; or

(B) The full name of the LLC immediately followed by:

(I) A hyphen (-);

(II) The name of the series which may include unique descriptive words;

(III) A hyphen (-);

(IV) The word “Series”; and

(V) The numeric designation of the series starting with “1” with each following series sequentially numbered. For example: John Doe LLC would have series named John Doe LLC – Tractor Services – Series 1, John Doe LLC – Farm Equipment – Series 2, etc.

(b) Termination of Series

(i) The termination of any series pursuant to W.S. 17-29-211(k) shall be disclosed to the Secretary of State in an amendment to the articles of organization or certificate of authority within thirty (30) days of the termination of the series.

(ii) If a series is terminated, the numeric designation shall not be used again.

**Section 3. Registered Agents.**

(a) For any LLC with series created under W. S. 17-29-211, a single registered agent shall be appointed for the LLC and all series.

(b) No LLC series created under W.S. 17-29-211 or any other subdivision of a business entity shall serve as a registered agent.

(c) For any LLC with one or more designated series, a registered agent shall maintain the following information:

(i) A list of all of the LLC's series;

(ii) The names and addresses of each of the series' members, directors, officers, limited liability company managers, managing partners or persons serving in a similar capacity; and

(iii) The name, physical address and business telephone number of a natural person for each series who is authorized to receive communications from the registered agent.

**Section 4. Filing Procedures.**

(a) Formation of LLC – Election of Series

(i) Domestic

(A) If a domestic LLC intends to be a Series LLC, it shall elect to be either “series” or “series and close” upon formation.

(B) The election shall occur whether the formation occurs online or via paper filing.

(ii) Foreign – If a foreign LLC intends to be a Series LLC, it shall denote “Series” within its application for certificate of authority.

(b) LLC Name Change Amendment - When a Series LLC changes its name, it shall amend its articles of organization or certificate of authority. The amendment shall restate the new name of each series in accordance with Section 2(a)(ii) above.

(c) Change of Designation - A limited liability company formed under W.S. 17-29-101 through 17-29-1102 may change its designation to a series LLC by amending its articles of organization or certificate of authority to:

(i) Include the statement required as per subsection (a) above;

(ii) State the limitations of liabilities as per W.S. 17-29-211(c); and

(iii) Provide the name(s) of each series in a separate article as per Section 2(a) above.

**Section 5. Certificates of Good Standing.**

(a) Certificates of good standing may be issued on the filed limited liability company and an individually named series for a fee of \$10.00.

(b) A request for certificates of good standing for multiple named series shall be accompanied by a form as prescribed by the Office and a fee of \$10.00 per individually named series.

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