



# Certification Page Regular and Emergency Rules

Revised June 2020

**Emergency Rules** *(Complete Sections 1-3 and 5-6)*

**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			
Amended Program Name <i>(if applicable)</i> :			

\*  By checking this box, the agency is indicating it is exempt from certain sections of the Administrative Procedure Act including public comment period requirements. Please contact the agency for details regarding these rules.

### 2. Legislative Enactment For purposes of this Section 2, "new" only applies to regular (non-emergency) 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 non-emergency or regular rules new as per the above description and the definition of "new" in Chapter 1 of the Rules on Rules?

No.  Yes. If the rules are new, please provide the Legislative Chapter Numbers and Years Enacted (e.g. 2015 Session Laws Chapter 154):

### 3. Rule Type and Information For purposes of this Section 3, "New" means an emergency or regular rule that has never been previously created.

a. Provide the Chapter Number, Title\* and Proposed Action for Each Chapter. *Please use the "Additional Rule Information" form to identify additional rule chapters.*

Chapter Number:	Chapter Name:	<input type="checkbox"/> New <input type="checkbox"/> Amended <input type="checkbox"/> Repealed
Amended Chapter Name <i>(if applicable)</i> :		
Chapter Number:	Chapter Name:	<input type="checkbox"/> New <input type="checkbox"/> Amended <input type="checkbox"/> Repealed
Amended Chapter Name <i>(if applicable)</i> :		
Chapter Number:	Chapter Name:	<input type="checkbox"/> New <input type="checkbox"/> Amended <input type="checkbox"/> Repealed
Amended Chapter Name <i>(if applicable)</i> :		
Chapter Number:	Chapter Name:	<input type="checkbox"/> New <input type="checkbox"/> Amended <input type="checkbox"/> Repealed
Amended Chapter Name <i>(if applicable)</i> :		
Chapter Number:	Chapter Name:	<input type="checkbox"/> New <input type="checkbox"/> Amended <input type="checkbox"/> Repealed
Amended Chapter Name <i>(if applicable)</i> :		



## Additional Rule Information

Revised June 2020

Include this page only if needed.

### 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. Program		
Amended Program Name (if applicable):		

### 2. Rule Type and Information, Cont.

a. Provide the Chapter Number, Title, and Proposed Action for Each Chapter.

Chapter Number:	Chapter Name:	<input type="checkbox"/> New <input type="checkbox"/> Amended <input type="checkbox"/> Repealed
Amended Chapter Name (if applicable):		
Chapter Number:	Chapter Name:	<input type="checkbox"/> New <input type="checkbox"/> Amended <input type="checkbox"/> Repealed
Amended Chapter Name (if applicable):		
Chapter Number:	Chapter Name:	<input type="checkbox"/> New <input type="checkbox"/> Amended <input type="checkbox"/> Repealed
Amended Chapter Name (if applicable):		
Chapter Number:	Chapter Name:	<input type="checkbox"/> New <input type="checkbox"/> Amended <input type="checkbox"/> Repealed
Amended Chapter Name (if applicable):		
Chapter Number:	Chapter Name:	<input type="checkbox"/> New <input type="checkbox"/> Amended <input type="checkbox"/> Repealed
Amended Chapter Name (if applicable):		
Chapter Number:	Chapter Name:	<input type="checkbox"/> New <input type="checkbox"/> Amended <input type="checkbox"/> Repealed
Amended Chapter Name (if applicable):		
Chapter Number:	Chapter Name:	<input type="checkbox"/> New <input type="checkbox"/> Amended <input type="checkbox"/> Repealed
Amended Chapter Name (if applicable):		
Chapter Number:	Chapter Name:	<input type="checkbox"/> New <input type="checkbox"/> Amended <input type="checkbox"/> Repealed
Amended Chapter Name (if applicable):		

**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:

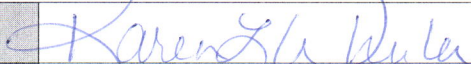
**5. Checklist**

a.  For regular rules, the Statement of Principal Reasons is attached to this Certification and, in compliance with Tri-State Generation and Transmission Association, Inc. v. Environmental Quality Council, 590 P.2d 1324 (Wyo. 1979), includes a brief statement of the substance or terms of the rule and the basis and purpose of the rule

b.  For emergency rules, the Memorandum to the Governor documenting the emergency, which requires promulgation of these rules without providing notice or an opportunity for a public hearing, is attached to this Certification.

**6. Agency/Board Certification**

The undersigned certifies that the foregoing information is correct. By electronically submitting the emergency or regular rules into the Wyoming Administrative Rules System, the undersigned acknowledges that the Registrar of Rules will review the rules as to form and, if approved, the electronic filing system will electronically notify the Governor's Office, Attorney General's Office, and Legislative Service Office of the approval and electronically provide them with a copy of the complete rule packet on the date approved by the Registrar of Rules. The complete rules packet includes this signed certification page; the Statement of Principal Reasons or, if emergency rules, the Memorandum to the Governor documenting the emergency; and a strike and underscore copy and clean copy of each chapter of rules.

Signature of Authorized Individual	
Printed Name of Signatory	Karen L. Wheeler
Signatory Title	Deputy Secretary of State
Date of Signature	08.06.2021

**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 rules for the Registered Offices and Agents Act Program are being updated for several reasons.

During the 2020 interim, the Joint Appropriations Committee and our Office had discussions surrounding fees collected by the Office. As a direct result of those discussions and testimony given during the 2021 legislative session, our Office set forth in increasing the fees associated with commercial registered agent registration and renewal as well as introducing a minimal fee for filing registered agent forms, all of which reside in rules. Fees being modified via rule are listed below:

- Annual commercial registered agent registration will increase from \$25 to \$50; and
- New fees will be set for filing an appointment of an entity's registered agent, filing an update to existing registered agent information, and filing a resignation of a registered agent from a business entity represented. The fee will be set to \$5 per entity affected by the filed change.

In addition, the Office is proposing several amendments meant to address the following areas of regulation:

- The published list of Commercial Registered Agents (CRAs): the proposed revised listing standards for CRAs will give the secretary of state an additional tool to help business owners. While the current list is helpful, the ultimate goal is to provide a regulated list to ensure that the registered agents included in the public list are not advertising using misleading information and business arrangements;
- Registered agent remedies for fraudulent filings: to address fraudulent filings where a registered agent is listed without their express consent, the Office is proposing an action to allow the removal of the registered agent, at their request, and subsequent action taken by the Office against the business;
- Clarification for CRA chain of agency service: the proposed rule for CRA chain of agency service seeks to cure the unintended loophole of the existing CRA registration requirements. The current rule allows cross representation of CRAs which are often business entities, therefore leaving process servers without a clear individual to serve. The proposed rule will require that entities serving as CRAs have a natural person at the end of the chain; and
- Series LLCs: the proposed rules relating to registered agents who represent series LLCs already exist in the Business Entities Program (Chapter 5: Limited Liability Company – Series), however, it more logically fits into this program of rules.

Lastly, the Office proposes to consolidate rules by amending Chapters 1, 2 and 8, repealing Chapters 3-7 and creating new Chapters 9-10. All relevant information from the repealed chapters will be consolidated into the amended Chapters 1, 2, and 8 and new Chapters 9-10.



# Wyoming Secretary of State

**Edward A. Buchanan**  
Secretary of State

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

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**FROM:** Karen L. Wheeler, Deputy Secretary of State

**DATE:** August 6, 2021

**SUBJECT:** Final Rules: Summary of Public Comment – Registered Offices and Agents Act Amending Ch.1, Ch. 2 and Ch. 8; Repealing Ch. 3-7, New Ch. 9-10

The Secretary of State's Office published online notice of this intended rule package on June 15, 2021. The public comment period for the proposed rule packet ran from June 15, 2021 to August 5, 2021.

Prior to submitting the proposed rule packet, an email was sent to all commercial registered agents providing them notice that rules were forthcoming and fees would be affected. A revised fee schedule was attached to the email sent to those commercial registered agents.

The Office received no formal public comment.

## **Chapter 1**

### **General Provisions**

**Section 1. Authority and Purpose.** The secretary of state is adopting these rules to promote the uniform administration of the Registered Offices and Agents Act, (the Act). The secretary of state is authorized to promulgate rules pursuant to W.S. 17-28-111.

**Section 2. Applicability.** These rules apply to all registered agents and all business entities required by law to file with the secretary of state.

#### **Section 3. Definitions.**

(a) “Bona fide law enforcement agency” means a law enforcement agency, foreign or domestic, that is investigating a potential criminal violation by a business entity or a registered agent.

(b) “Business address” means the physical street address of the communications contact person.

(c) “Business entity” means a corporation, limited liability company, limited partnership, registered limited liability partnership, limited liability limited partnership, or statutory trust or statutory foundation, whether for profit or nonprofit, or any other business type that is required to register with the secretary of state.

(d) “Business office” means registered office as defined by W.S. 17-28-101(a)(i) and these rules.

(e) “Commercial Registered Agent” or “CRA” means a registered agent which serves for more than ten (10) entities, or a registered agent which serves as a registered agent for an entity which is itself a Commercial Registered Agent.

(f) “Consent form” means a form prescribed by the secretary of state, which is required to be filed with the secretary of state, upon which a business entity verifies that it has elected to file the required records pursuant to W.S. 17-28-107(b).

(g) “Contract creating an agency relationship” see “written agreement creating an agency relationship.”

(h) “Court ordered subpoena” means a validly issued subpoena from a court of competent jurisdiction. A “court ordered subpoena” does not mean a subpoena issued by an attorney, as allowed by court rules.

(i) “Delinquent awaiting administrative dissolution” means the status of a business entity when its registered agent has resigned and no successor has been appointed to represent the business entity.

(j) “Domestic entity” means a business entity formed in Wyoming.

(k) “Each violation” means each instance where the Act is violated by a registered agent per each business entity represented. As applied, if a registered agent represents five (5) entities and violates the Act in the same way for each entity, each violation would equate to five (5) separate violations of the Act.

(l) “Entity” or “entities” means business entity or business entities.

(m) “Foreign” means an entity not formed under Wyoming law.

(n) “Mailing address” means an address where mail is received and it may be separate from the physical street address. The mailing address may be a post office box.

(o) “Natural person” means an individual who is not a business entity, association, or other legal or commercial entity.

(p) “Notice of resignation” means the notice that a registered agent sends to the business entities they represent to inform those entities that they are resigning.

(q) “Physical location” means the physical street location of the registered office, which is not a post office box or a drop box.

(r) “Physical street address” or “street address” means physical street location of the registered office, which is not a post office box or a drop box.

(s) “Place of business” as referenced in W.S. 17-28-101 means any location that has a street address in Wyoming, which is not a post office box or a drop box.

(t) “Principal office” means the principal place of business for the entity, regardless of location, and which may be, but does not need to be, a registered office.

(u) “Record” means any information as defined by W.S. 17-28-107 and 108.

(v) “Registered agent” means an individual or business entity as defined by W.S. 17-28-101(a)(ii). Each registered agent shall have only one name and registered office address on file with the secretary of state.

(w) “Registered office” means an address that may be the same as any of its places of business but shall be located at a street address in Wyoming which shall be a physical



location where the business entity's registered agent, or a natural person who has an agency relationship with the registered agent, can accept service of process as provided in W.S. 17-28-104 and is physically present at that location, which is not a post office box or drop box.

(x) "Sign" or "signature" includes any manual, facsimile, conformed or electronic signature.

(y) "Statement of resignation" means a statement of resignation filed with the secretary of state.

(z) "Thirty days" means thirty (30) calendar days.

(aa) "Thirty-five days" means thirty-five (35) calendar days.

(bb) "Written agreement creating an agency relationship" means any written document that establishes or grants authority to one or more natural persons or to one or more particular positions, such as a receptionist, to accept service of process for the registered agent for the entities served by that registered agent. Such document may be, but is not limited to, a contract, a letter agreement, or a clause within an employment contract. A single document may serve as authorization for each natural person representing the registered agent without listing each natural person individually.

**Section 4. Fees.**

(a)	Annual registration of Commercial Registered Agent	\$50.00
(b)	Registered Agent Information Update	\$5.00 per affected entity
(c)	Resignation of Registered Agent	\$5.00 per affected entity
(d)	Appointment of New Registered Agent and Office	\$5.00

**Section 5. Denial of Consent to Appointment.**

(a) If the incorporator, organizer, or other person serving in similar capacity of a business entity fails to obtain the registered agent's express consent to appointment and fraudulently asserted the same in the online formation documents for a business entity, then the registered agent may file a Denial of Consent to Appointment at any point after discovering the fraud.

(b) After receiving and validating the Denial of Consent, the secretary of state shall:

(i) Remove the registered agent's name, address, and other contact information from the business entity's information; and



- (ii) Notify the business at the last known mailing or email address.

~~Wyoming Secretary of State~~  
**Chapter 1**  
**General Provisions**  
~~CHAPTER 1~~

**Section 1. Authority and Purpose.** ~~The Secretary of State, is adopting these rules to promote the uniform administration of pursuant to W.S. 17-28-111, is authorized to promulgate such rules as are necessary to perform the duties required of him under the Registered Offices and Agents Act, (the Act). The secretary of state is authorized to promulgate rules pursuant to W.S. 17-28-111.101, et seq., 2008.~~

**Section 2. Purpose.**

~~These rules are adopted to promote the uniform administration of the Registered Offices and Agents Act.~~

**Section 3 2. Applicability.** These rules apply to all registered agents and all business entities required by law to file with the ~~Secretary of State.~~

**Section 4 3. Definitions.**

(a) “Bona Fide Law Enforcement Agency” means a law enforcement agency, foreign or domestic, that is investigating a potential criminal violation by a business entity or a Registered Agent.

(b) “Business Address” means the physical street address of the ~~Communications Contact Person.~~

(c) “Business Entity” means a corporation, limited liability company, limited partnership, registered limited liability partnership, limited liability limited partnership, or statutory trust or statutory foundation, whether for profit or nonprofit, or any other business type that is required to register with the ~~Secretary of State.~~

(d) “Business Office” means ~~Registered Office as defined by W.S. 17-28-101(a)(i) and these rules. and must be a physical location in Wyoming with a street address that is not a post office box or a drop box.~~

(e) “Commercial Registered Agent” or “CRA” means a Registered Agent ~~who~~ which serves for more than ten (10) entities, ~~including or~~ a Registered Agent which serves as a Registered Agent for ~~the an entities entity served by another~~ which is itself a Commercial Registered Agent.

(f) “Consent Form” means a form ~~provided~~ prescribed by the ~~Secretary of State,~~ and which is required to be filed with the ~~Secretary of State~~ upon which a ~~Business Entity~~

verifies that it has elected to file the required records, pursuant to W.S. 17-28-107(b), ~~with the Secretary of State.~~

(g) ~~“Contract Ccreating Aan Agency Rrelationship”~~ see ~~“Wwritten Agreement Ccreating an Agency Rrelationship.”~~

(h) ~~“Court Oordered Ssubpoena”~~ means a validly issued subpoena from a court of competent jurisdiction. A ~~“Ccourt Oordered Ssubpoena”~~ does not mean a subpoena issued by an attorney, as allowed by court rules.

(i) ~~“Delinquent Aawaiting Aadministrative Ddissolution”~~ means the status of a ~~Bbusiness Eentity~~ when its ~~Rregistered Aagent~~ has resigned and no successor ~~was~~ has been appointed to represent the ~~Bbusiness Eentity~~.

(j) ~~“Designated Agent”~~ means ~~a Natural Person designated in writing and authorized by the Business Entity to act as the Communication Contact Person.~~

~~(k)(j)~~ ~~“Domestic Eentity”~~ means a ~~Bbusiness Eentity~~ formed in Wyoming.

~~(k)(k)~~ ~~“Each Vviolation”~~ means each instance where the ~~Registered Agent Act~~ is violated by a ~~Rregistered Aagent~~ per each ~~Bbusiness Eentity~~ represented. As applied, if a ~~Rregistered Aagent~~ represents five (5) entities and violates the Act in the same way for each entity, ~~Eeach Vviolation~~ would equate to five (5) separate violations of the Act.

~~(m)(l)~~ ~~“Entity” or “Eentities”~~ means ~~Bbusiness Eentity~~ or ~~Bbusiness Eentities~~.

~~(n)(m)~~ ~~“Foreign”~~ means an entity not formed under Wyoming law.

~~(o)(n)~~ ~~“Mailing Aaddress”~~ means an address where mail is received and it may be separate from the physical street address. The ~~Mmailing Aaddress~~ may be a post office box.

~~(p)(o)~~ ~~“Natural Pperson”~~ means an individual who is not a ~~Bbusiness Eentity~~, association, or other legal or commercial entity.

~~(q)(p)~~ ~~“Notice Oof Rresignation”~~ means the notice that a ~~Rregistered Aagent~~ sends to the ~~Bbusiness Eentities~~ ~~he~~ they represent to inform those ~~Eentities~~ that ~~he~~ they ~~is~~ are resigning.

~~(r)(q)~~ ~~“Physical Hlocation”~~ means the physical street location of the ~~Rregistered Ooffice~~, which is not a post office box or a drop box.

~~(s)(r)~~ ~~“Physical Sstreet Aaddress” or “Sstreet Aaddress”~~ means physical street location of the ~~Rregistered Ooffice~~, which is not a post office box or a drop box.

~~(t)(s)~~ ~~“Places Oof Bbusiness”~~ as referenced in W.S. 17-28-101 means any location that has a street address in Wyoming, which is not a post office box or a drop box.

~~(u)~~(t) "Principal Office" means the principal place of business for the Entity, regardless of location, and which may be, but does not need to be, a Registered Office.

(u) "Record" means any information as defined by W.S. 17-28-107 and 108.

(v) "Registered agent" means an individual or business entity as defined by W.S. 17-28-101(a)(ii). Each registered agent shall have only one name and registered office address on file with the secretary of state.

(w) "Registered office" means an address that may be the same as any of its places of business but shall be located at a street address in Wyoming which shall be a physical location where the business entity's registered agent, or a natural person who has an agency relationship with the registered agent, can accept service of process as provided in W.S. 17-28-104 and is physically present at that location, which is not a post office box or drop box.

~~(v)~~(x) "Sign" or "signature" includes any manual, facsimile, conformed or electronic signature.

~~(w)~~(y) "Statement of Resignation" means a statement of resignation filed with the Secretary of State.

(z) "Thirty days" means thirty (30) calendar days.

(aa) "Thirty-five days" means thirty-five (35) calendar days.

~~(x)~~(bb) "Written Agreement Creating an Agency Relationship" means any written document that establishes or grants authority to one or more Natural Persons or to one or more particular positions, such as a receptionist, to accept service of process for the Registered Agent for the entities served by that Registered Agent. Such document may be, but is not limited to, a contract, a letter agreement, or a clause within an employment contract. A single document may serve as authorization for each Natural Person representing the Registered Agent without listing each Natural Person individually.

#### **Section 5 4. Fees.**

(a)	Annual registration of Commercial Registered Agent	<del>\$25</del> <u>\$50.00</u>
(b)	<del>Amendments to Commercial</del> Registered Agent <u>Information Update</u>	<del>No fee</del>
	<u>\$5.00 per affected entity</u>	
(c)	Resignation of <del>Commercial</del> Registered Agent	<del>No fee</del>
	<u>\$5.00 per affected entity</u>	

(d) Appointment of New Registered Agent and Office

\$5.00

**Section 5. Denial of Consent to Appointment.**

(a) If the incorporator, organizer, or other person serving in similar capacity of a business entity fails to obtain the registered agent's express consent to appointment and fraudulently asserted the same in the online formation documents for a business entity, then the registered agent may file a Denial of Consent to Appointment at any point after discovering the fraud.

(b) After receiving and validating the Denial of Consent, the secretary of state shall:

(i) Remove the registered agent's name, address, and other contact information from the business entity's information; and

(ii) Notify the business at the last known mailing or email address.

**~~Section 6. Forms.~~**

~~(a) The Secretary of State may prescribe forms.~~

~~(b) The written consent to appointment by the Registered Agent need not be on a prescribed form, however, the consent:~~

~~(i) Must contain the name of the entity represented;~~

~~(ii) Must contain a statement by the Registered Agent that it, he or she voluntarily consents to the position;~~

~~(iii) Must contain the printed name and title of the person signing; and~~

~~(iv) Must be signed and dated by the Registered Agent, who is a Natural Person; if the Registered Agent is a business entity, then it must be signed by an officer, director, partner, manager, or other person authorized to bind the entity on such matters.~~

**Chapter 2**  
**Registered Agent Appointments, Resignations, Updates and Other Filings**

**Section 1. Appointment of New Registered Agent and Office.**

(a) A business entity may change its registered agent by signing and delivering to the secretary of state for filing an Appointment of New Registered Agent and Office form along with a written Consent to Appointment by Registered Agent which shall include the following information:

- (i) The name of the business entity;
- (ii) The name of the current registered agent;
- (iii) The street address of its current registered office;
- (iv) The name of the new registered agent;
- (v) The street of the new registered office; and
- (vi) The new registered agent's written consent to appointment.

(b) The form need not be on the secretary of state's form provided all information in this section is included. The form may be rejected if it is not legible or complete.

(c) One signed form shall be filed with the secretary of state.

**Section 2. Resignations.**

(a) Statement of Resignation – No Successor

(i) The Statement of Resignation of a Registered Agent is effective when it is filed with the secretary of state. This Statement of Resignation shall not be filed until:

(A) At least thirty (30) days following the date that the notification of resignation was received by each entity at its address last known to the registered agent;

(B) Thirty-five (35) days following mailing of the notification of resignation to each entity at its address last known to the registered agent; or

(C) The business entity provides notice to the registered agent that their services are terminated. A copy of this notice shall be provided to the secretary of state along with the Statement of Resignation.

(ii) One signed original and one copy of the Statement of Resignation shall be filed with the secretary of state.

(iii) The Statement of Resignation shall:

(A) List each entity from which the registered agent is resigning. The list shall not contain more than twenty-five (25) entities; and

(B) Include the printed or typed name and title of the registered agent.

(iv) The Statement of Resignation may include a statement that the registered office is also discontinued, if applicable.

(v) The Statement of Resignation may but need not be on the secretary of state's form provided all information contained in this section is included. The Statement of Resignation may be rejected if it is not legible or complete.

(b) Statement of Resignation – Successor Appointed

(i) A registered agent may resign and appoint a new registered agent to take their place. The registered agent that is resigning shall sign, date and file with the secretary of state the original and one copy of a Statement of Resignation of Registered Agent Successor Appointed and Change of Entity's Registered Agent and Office with the following information:

(A) A list of all entities from which the registered agent is resigning;

(B) A statement from each affected entity ratifying and approving the appointment of the new registered agent;

(C) A statement designating the new registered office and new registered agent for each entity affected, if applicable;

(D) A statement from the new registered agent certifying their compliance with the requirements of the Act and acknowledging their appointment to serve as a registered agent for the entities listed;

(E) The Statement of Resignation shall include the printed or typed name and title of both the new registered agent and the current registered agent;

(F) The Statement of Resignation of Registered Agent and Appointment of New Registered Agent and Office may but need not be on the secretary of state's form provided all information contained in this section is included. The form may be rejected if it is not legible or complete.



(ii) The current registered agent's appointment shall be terminated upon the filing of the required form, and the new registered agent, and new registered office if applicable, shall become effective on the date the form was filed.

**Section 3. Registered Agent Information Update.**

(a) A registered agent may change their legal name and/or registered office by signing and delivering to the secretary of state for filing, a Registered Agent Information Update which shall include the following information:

(i) The current name of the registered agent;

(ii) The new name of the registered agent, if applicable;

(iii) The street address of its current registered office;

(iv) The street address of the new registered office, if applicable;

(v) A statement that the new registered office complies with the requirements of the Act; and

(vi) A statement that the street address of the registered office and the street address of the business office of its registered agent will be identical.

(b) The form need not be on the secretary of state's form provided all information in this section is included. The form may be rejected if it is not legible or complete.

(c) One signed form shall be filed with the secretary of state.

**Section 4. Consent to Appointment by Registered Agent.**

(a) The secretary of state may prescribe forms for consent to appointment of a registered agent.

(b) The written Consent to Appointment by the Registered Agent form shall contain:

(i) The name of the entity represented;

(ii) A statement by the registered agent that they voluntarily consent to the position;

(iii) The printed name and title of the person signing;

(iv) A signature and date by the registered agent, who is a natural person; if the registered agent is a business entity, then it must be signed by an officer, director, partner, manager, or other person authorized to bind the entity on such matters; and

(v) A statement by the registered agent which certifies that they are in compliance with W.S. 17-28-101 through 17-28-111.

(c) The written Consent to Appointment by Registered Agent need not be on the secretary of state's form provided all information in this section is included. The form may be rejected if it is not legible or complete.

~~Wyoming Secretary of State~~  
**Chapter 2**  
**Registered Agent Appointments, Resignations, Updates and Other Filings**  
**Change of Registered Office or Agent**

CHAPTER 2

**Section 1. — Authority.**

~~The Secretary of State, pursuant to W.S. 17-28-111, is authorized to promulgate such rules as are necessary to perform the duties required of him under the Registered Offices and Agents Act, W.S. 17-28-101, et seq., 2008.~~

**Section 2. — Purpose.**

~~These rules are adopted to promote the uniform administration of the Registered Offices and Agents Act.~~

**Section 3. — Applicability.**

~~These rules apply to all registered agents and all business entities required by law to file with the Secretary of State.~~

**Section 4. — Change of Registered Office.**

~~(a) — A business entity may change its registered office by signing and delivering to the Secretary of State for filing a Statement of Change that includes the following information:~~

~~(i) — The name of the business entity;~~

~~(ii) — The name of its current registered agent;~~

~~(iii) — The street address of its current registered office;~~

~~(iv) — The street address of the new registered office;~~

~~(v) — A statement that the new registered office complies with the requirements of The Act; and~~

~~(vi) — A statement that the street address of the registered office and the street address of the business office of its registered agent will be identical.~~

~~(b) — The Statement of Change need not be on the Secretary of State’s form provided all information in this section is included. The Statement of Change may be rejected if it is not legible or complete.~~

~~(c) — The Statement of Change must contain the printed name of the Registered Agent and be manually signed and dated by the Registered Agent. If the Registered Agent is not an individual, then the Statement of Change must contain the printed name and title of the person signing and be manually signed by an officer, director, partner, manager or other authorized person who can bind the entity in such matters.~~

~~Section 5. — **Change of Registered Agent.**~~

~~(a) — A business entity may change its registered agent by signing and delivering to the Secretary of State for filing a Statement of Change that includes the following information:~~

~~(i) — The name of the business entity;~~

~~(ii) — The street address of its current registered office;~~

~~(iii) — The name of its registered agent;~~

~~(iv) — The name of the new registered agent;~~

~~(v) — The new registered agent’s written consent to the appointment, executed either on the Statement of Change or attached to it; and~~

~~(vi) — A statement that the new registered agent complies with the requirements of The Act.~~

~~(b) — The Statement of Change need not be on the Secretary of State’s form provided all information in this section is included. The Statement of Change may be rejected if it is not legible or complete.~~

~~(c) — The Statement of Change must contain the printed name of the new Registered Agent and be manually signed and dated by the new Registered Agent. If the new Registered Agent is not an individual, then the Statement of Change and the Consent to Appointment, if attached as a separate document, must contain the printed name and title of the person signing and be manually signed by an officer, director, partner, manager or other authorized person who can bind the entity in such matters.~~

~~(d) — One signed original and one copy of the Statement of Change shall be filed with the Secretary of State.~~

**Section 1. Appointment of New Registered Agent and Office.**

(a) A business entity may change its registered agent by signing and delivering to the secretary of state for filing an Appointment of New Registered Agent and Office form along with a written Consent to Appointment by Registered Agent which shall include the following information:

- (i) The name of the business entity;
- (ii) The name of the current registered agent;
- (iii) The street address of its current registered office;
- (iv) The name of the new registered agent;
- (v) The street of the new registered office; and
- (vi) The new registered agent's written consent to appointment.

(b) The form need not be on the secretary of state's form provided all information in this section is included. The form may be rejected if it is not legible or complete.

(c) One signed form shall be filed with the secretary of state.

**Section 2. Resignations.**

(a) Statement of Resignation – No Successor

(i) The Statement of Resignation of a Registered Agent is effective when it is filed with the secretary of state. This Statement of Resignation shall not be filed until:

(A) At least thirty (30) days following the date that the notification of resignation was received by each entity at its address last known to the registered agent;

(B) Thirty-five (35) days following mailing of the notification of resignation to each entity at its address last known to the registered agent; or

(C) The business entity provides notice to the registered agent that their services are terminated. A copy of this notice shall be provided to the secretary of state along with the Statement of Resignation.

(ii) One signed original and one copy of the Statement of Resignation shall be filed with the secretary of state.

(iii) The Statement of Resignation shall:

(A) List each entity from which the registered agent is resigning. The list shall not contain more than twenty-five (25) entities; and

(B) Include the printed or typed name and title of the registered agent.

(iv) The Statement of Resignation may include a statement that the registered office is also discontinued, if applicable.

(v) The Statement of Resignation may but need not be on the secretary of state's form provided all information contained in this section is included. The Statement of Resignation may be rejected if it is not legible or complete.

(b) Statement of Resignation – Successor Appointed

(i) A registered agent may resign and appoint a new registered agent to take their place. The registered agent that is resigning shall sign, date and file with the secretary of state the original and one copy of a Statement of Resignation of Registered Agent Successor Appointed and Change of Entity's Registered Agent and Office with the following information:

(A) A list of all entities from which the registered agent is resigning;

(B) A statement from each affected entity ratifying and approving the appointment of the new registered agent;

(C) A statement designating the new registered office and new registered agent for each entity affected, if applicable;

(D) A statement from the new registered agent certifying their compliance with the requirements of the Act and acknowledging their appointment to serve as a registered agent for the entities listed;

(E) The Statement of Resignation shall include the printed or typed name and title of both the new registered agent and the current registered agent;

(F) The Statement of Resignation of Registered Agent and Appointment of New Registered Agent and Office may but need not be on the secretary of state's form provided all information contained in this section is included. The form may be rejected if it is not legible or complete.

(ii) The current registered agent's appointment shall be terminated upon the filing of the required form, and the new registered agent, and new registered office if applicable, shall become effective on the date the form was filed.

**Section 3. Registered Agent Information Update.**

(a) A registered agent may change their legal name and/or registered office by signing and delivering to the secretary of state for filing, a Registered Agent Information Update which shall include the following information:

(i) The current name of the registered agent;

(ii) The new name of the registered agent, if applicable;

(iii) The street address of its current registered office;

(iv) The street address of the new registered office, if applicable;

(v) A statement that the new registered office complies with the requirements of the Act; and

(vi) A statement that the street address of the registered office and the street address of the business office of its registered agent will be identical.

(b) The form need not be on the secretary of state's form provided all information in this section is included. The form may be rejected if it is not legible or complete.

(c) One signed form shall be filed with the secretary of state.

**Section 4. Consent to Appointment by Registered Agent.**

(a) The secretary of state may prescribe forms for consent to appointment of a registered agent.

(b) The written Consent to Appointment by the Registered Agent form shall contain:

(i) The name of the entity represented;

(ii) A statement by the registered agent that they voluntarily consent to the position;

(iii) The printed name and title of the person signing;



(iv) A signature and date by the registered agent, who is a natural person; if the registered agent is a business entity, then it must be signed by an officer, director, partner, manager, or other person authorized to bind the entity on such matters; and

(v) A statement by the registered agent which certifies that they are in compliance with W.S. 17-28-101 through 17-28-111.

(c) The written Consent to Appointment by Registered Agent need not be on the secretary of state's form provided all information in this section is included. The form may be rejected if it is not legible or complete.

**Chapter 3**  
**Resignation of Registered Agent**

Repealed.

~~Wyoming Secretary of State~~  
**Chapter 3**  
**Resignation of Registered Agent**

**CHAPTER 3**

Repealed.

~~Section 1. — **Authority.**~~

~~The Secretary of State, pursuant to W.S. 17-28-111, is authorized to promulgate such rules as are necessary to perform the duties required of him under the Registered Offices and Agents Act, W.S. 17-28-101, et seq., 2008.~~

~~Section 2. — **Purpose.**~~

~~These rules are adopted to promote the uniform administration of the Registered Offices and Agents Act.~~

~~Section 3. — **Applicability.**~~

~~These rules apply to all registered agents and all business entities required by law to file with the Secretary of State.~~

~~Section 4. — **Statement of Resignation – No Successor Appointed.**~~

~~(a) — **Notification of Resignation.**~~

~~(i) — To resign, a registered agent must first notify each affected entity in writing 30 days prior to filing a Statement of Resignation with the Secretary of State.~~

~~(ii) — The Notification of Resignation shall be sent to the entity's address last known to the registered agent.~~

~~(iii) — The Notification shall be addressed to any officer or other authorized person of the entity, other than the registered agent.~~

~~(iv) — The Notification may include a statement that the registered office is also discontinued, if applicable.~~

~~(v) — Following receipt of the Notification of Resignation from the Registered Agent, the entity has 30 days to provide the Secretary of State with a Statement of Change, in compliance with W.S. 17-28-102(a).~~

**~~(b) Statement of Resignation.~~**

~~(i) The Statement of Resignation of a Registered Agent is effective when it is filed with the Secretary of State. This Statement of Resignation shall not be filed until at least 30 days following the date that the Notification of Resignation was received by each entity at its address last known to the registered agent or 35 days following mailing of the Notification of Resignation to each entity at its address last known to the registered agent.~~

~~(ii) One signed original and one copy of the Statement of Resignation shall be filed with the Secretary of State.~~

~~(iii) The Statement of Resignation shall list each entity from which the Registered Agent is resigning.~~

~~(iv) The Statement of Resignation may include a statement that the registered office is also discontinued, if applicable.~~

~~(v) The State of Resignation shall include the printed or typed name and title of the Registered Agent.~~

~~(vi) The Statement of Resignation may but need not be on the Secretary of State's form provided all information contained in this section is included. The Statement of Resignation may be rejected if it is not legible or complete.~~

**~~(c) Status of Entity Following Resignation of Registered Agent.~~**

~~If the entity has not appointed a new Registered Agent during the 30-day Notification Period, upon receipt of a Statement of Resignation by a Registered Agent, the Secretary of State shall classify the entity as delinquent awaiting administrative dissolution, revocation or forfeiture, as appropriate.~~

**~~Section 5. Statement of Resignation – Successor Appointed.~~**

~~(a) A Registered Agent may resign and appoint a new Registered Agent to take his place. The Registered Agent that is resigning must sign, date and file with the Secretary of State the original and one copy of a Statement of Resignation and Change with the following information:~~

~~(i) A list of all entities from which the registered agent is resigning.~~

~~(ii) — A statement from each affected entity ratifying and approving the appointment of the new registered agent.~~

~~(iii) — A statement designating the new registered office and new registered agent for each entity affected, if applicable.~~

~~(iv) — A statement from the new Registered Agent certifying his compliance with the requirements of the Registered Agent Act, W.S. 17-28-101 et seq., and acknowledging his appointment to serve as a Registered Agent for the entities listed.~~

~~(v) — The State of Resignation shall include the printed or typed name and title of both the new Registered Agent and the current Registered Agent.~~

~~(vi) — The Statement of Resignation and Change may but need not be on the Secretary of State's form provided all information contained in this section is included. The Statement of Resignation and Change may be rejected if it is not legible or complete.~~

~~(b) — The current Registered Agent's appointment shall be terminated upon the filing of the Statement of Resignation and Change, and the new Registered Agent, and new registered office if applicable, shall become effective on the date the Statement of Resignation and Change was filed.~~

#### ~~Section 6. — **Service of Process – No Successor Appointed.**~~

~~When a Statement of Resignation is filed and there has been no successor appointed and the entity has not appointed a new Registered Agent, service of process shall be upon the Secretary of State until a new appointment is made or until the entity is administratively dissolved, revoked or forfeited, as appropriate.~~

#### ~~Section 7. — **Failure to Register.**~~

~~(a) — A Commercial Registered Agent registration shall expire on December 31 of each year.~~

~~(b) — A Commercial Registered Agent may reregister for the following year between October 1 through December 31 of the current year.~~

~~(c) — On January 1 of each year, the Secretary of State shall begin dissolution, revocation or forfeiture proceedings, as appropriate, against all entities of a Commercial Registered Agent whose registration has expired and~~

who has failed to register as a Commercial Registered Agent by December 31 of the previous year.

~~(c) — In order to stop the dissolution process, the business entity must file a Statement of Change of Registered Agent with the Secretary of State, in accordance with statutes and Chapter 2 Rules. The business entity may choose a different Registered Agent or the same Registered Agent as it had previously if that Registered Agent again becomes qualified.~~

~~(d) — The Registered Agent shall remain responsible for all of the requirements under the Act and these Rules for all entities represented until he either resigns according to the Act and these Rules or he registers.~~

**Chapter 4**  
**Service of Process**

Repealed.



Wyoming Secretary of State  
**Chapter 4**  
**Service of Process**

**CHAPTER 4**

Repealed.

~~Section 1. — **Authority.**~~

~~The Secretary of State, pursuant to W.S. 17-28-111, is authorized to promulgate such rules as are necessary to perform the duties required of him under the Registered Offices and Agents Act, W.S. 17-28-101, et seq., 2008.~~

~~Section 2. — **Purpose.**~~

~~These rules are adopted to promote the uniform administration of the Registered Offices and Agents Act.~~

~~Section 3. — **Applicability.**~~

~~These rules apply to all registered agents and all business entities required by law to file with the Secretary of State.~~

~~Section 4. — **Service.**~~

- ~~(a) — Service of process shall be accepted on behalf of an entity for which the Registered Agent is appointed.~~
- ~~(b) — If the Registered Agent is an entity, then a natural person having an agency relationship with the Registered Agent shall accept service of process.~~
- ~~(c) — If an entity does not have a Registered Agent or the Registered Agent cannot with reasonable diligence be served, the entity may be served at its principal office by registered or certified mail as provided in W.S. 17-28-104.~~
- ~~(d) — If an entity does not have a Registered Agent, the Secretary of State may accept service of process for the entity and shall forward it to the entity at its principal office by registered or certified mail as provided in W.S. 17-28-104.~~

~~Section 5. — **Communications Contact Person.**~~

~~(a) — Every entity shall provide to its Registered Agent or the Secretary of State as provided in W.S. 17-28-107(b), the following information:~~

~~(i) — The name of a natural person who is:~~

~~(A) — An officer authorized to receive communications from the Registered Agent;~~

~~(B) — A director authorized to receive communications from the Registered Agent;~~

~~(C) — An employee authorized to receive communications from the Registered Agent; or~~

~~(D) — Designated agent authorized to receive communications from the Registered Agent; and~~

~~(ii) — The business address of the natural person; and~~

~~(iii) — The phone number of the natural person.~~

~~(b) — A natural person shall be the designated communications contact person for the entity.~~

~~(c) — The information required in subsection (a) shall be kept current within 60 days of any change.~~

**Chapter 5**  
**Registration Requirements**

Repealed.

Wyoming Secretary of State  
**Chapter 5**  
**Registration Requirements**

**CHAPTER 5**

Repealed.

~~Section 1. — **Authority.**~~

~~The Secretary of State, pursuant to W.S. 17-28-111, is authorized to promulgate such rules as are necessary to perform the duties required of him under the Registered Offices and Agents Act, W.S. 17-28-101, *et seq.*, 2008.~~

~~Section 2. — **Purpose.**~~

~~These rules are adopted to promote the uniform administration of the Registered Offices and Agents Act.~~

~~Section 3. — **Applicability.**~~

~~These rules apply to all Commercial Registered Agents required by law to file with the Secretary of State.~~

~~Section 4. — **Registration Requirements.**~~

~~(a) — A Registered Agent that represents more than ten entities shall annually register with the Secretary of State as a Commercial Registered Agent.~~

~~(i) — If a Registered Agent serves as a Registered Agent for an entity or entities that also serve(s) as a Registered Agent for more than 10 entities, then that Registered Agent must register as a Commercial Registered Agent.~~

~~(b) — A Registered Agent shall file an application with the Secretary of State that is sworn under penalty of perjury and which contains the following information:~~

~~(i) — Legal name of applicant;~~

~~(ii) — Applicant's physical street address of its Registered Office where service on the entities represented by the applicant may be made. The physical street address may not be a post office box or drop box.~~

~~(iii) — An optional mailing address may be included on the application in addition to the physical street address.~~

~~(iv) — Whether the applicant has ever been convicted of a felony.~~

~~(v) — In the case of a Registered Agent that is an entity, whether any of the officers, directors, members, partners or persons serving in a similar capacity have ever been convicted of a felony.~~

~~(vi) — The name, physical street address and phone number of the person who has authority to act on behalf of the Commercial Registered Agent.~~

~~(vii) — If the applicant is a natural person, a statement that the applicant is 18 years or older.~~

~~(viii) — Registered Office information, including:~~

~~(A) — Physical Street address of office;~~

~~(B) — Phone number of office;~~

~~(C) — Normal business hours of office;~~

~~(D) — Name of natural person who is authorized or the position that is authorized to accept service on behalf of the Commercial Registered Agent; and~~

~~(E) — Whether the Registered Agent wants the information contained in the application form listed on the Secretary of State's website.~~

~~(c) — Registration shall be valid for not more than one year and shall expire on December 31 of each year. Failing to register annually as a Commercial Registered Agent does not constitute resignation. The Commercial Registered Agent shall remain responsible for all requirements of the Act and these Rules for each entity served until the Commercial Registered Agent either resigns according to the Act and these Rules or registers.~~

**Chapter 6**  
**Duties of Registered Agent**

Repealed.

Wyoming Secretary of State  
**Chapter 6**  
**Duties of Registered Agent**

**CHAPTER 6**

Repealed.

~~Section 1. **Authority.**~~

~~The Secretary of State, pursuant to W.S. 17-28-111, is authorized to promulgate such rules as are necessary to perform the duties required of him under the Registered Offices and Agents Act, W.S. 17-28-101, *et seq.*, 2008.~~

~~Section 2. **Purpose.**~~

~~These rules are adopted to promote the uniform administration of the Registered Offices and Agents Act.~~

~~Section 3. **Applicability.**~~

~~These rules apply to all registered agents and all business entities required by law to file with the Secretary of State.~~

~~Section 4. **Duties.**~~

~~(a) A Registered Agent shall:~~

~~(i) Comply with the Registered Agent Act.~~

~~(ii) Maintain a Registered Office that is a physical location at a street address and not a post office box or a drop box;~~

~~(iii) Be physically present at the Registered Office, or shall have a natural person, who has an agency relationship with the Registered Agent and who is authorized to accept service of process on behalf of the entities served by the Registered Agent, physically present at the Registered Office.~~

~~(iv) Keep a copy of the written agreement creating an agency relationship between the Registered Agent and the natural person who is authorized to accept service of process on behalf of the business entities represented by the Registered Agent;~~

~~(v) Keep a copy of the name, address and phone number of the Communications Contact Person, as required by W.S. 17-28-104(d), unless the Registered Agent and entity agree that such information may be filed with the Secretary of State, and they comply with W.S. 17-28-107(b); and~~

~~(vi) Register as a Commercial Registered Agent if the Agent serves as a Registered Agent for more than 10 entities, including a Registered Agent which serves as a Registered Agent for the entities served by another Commercial Registered Agent.~~

~~Section 5. **Record Keeping.**~~

~~(a) The Registered Agent shall maintain records at the Registered Office as provided by W.S. 17-28-107(a)(v); or~~

~~(b) If the Registered Agent and entity agree, the entity shall file the information required by W.S. 17-28-107(a)(v) (A) and (B) with the Secretary of State.~~



**Chapter 7**  
**Production of Records**

Repealed.

~~Wyoming Secretary of State~~  
Chapter 7  
**Production of Records**

**CHAPTER 7**

Repealed.

~~Section 1. — **Authority.**~~

~~The Secretary of State, pursuant to W.S. 17-28-111, is authorized to promulgate such rules as are necessary to perform the duties required of him under the Registered Offices and Agents Act, W.S. 17-28-101, et seq., 2008.~~

~~Section 2. — **Purpose.**~~

~~These rules are adopted to promote the uniform administration of the Registered Offices and Agents Act.~~

~~Section 3. — **Applicability.**~~

~~These rules apply to all registered agents and all business entities required by law to file with the Secretary of State.~~

~~Section 4. — **Production of Records.**~~

~~(a) — A record shall:~~

- ~~(i) — Contain all information required by law and these Rules;~~
- ~~(ii) — Be written or, if electronic, be able to be immediately printed;~~
- ~~(iii) — Be in English, as appropriate;~~
- ~~(iv) — Be legible.~~

~~(b) — All records that are required to be kept by the Registered Agent must be:~~

- ~~(i) — Maintained in paper format at the physical office; or~~
- ~~(ii) — Maintained in electronic format if they can be either printed or downloaded onto a recordable device, such as a CD or DVD, upon request.~~
- ~~(iii) — Available via remote access if the Registered Agent can produce the records in a time frame and format consistent with the time frames associated with (i) and (ii) above.~~

~~(c) — The Secretary of State or his representatives shall have access to records as provided by W.S. § 17-28-107(a)(v). The Secretary of State has the discretion to allow a Registered Agent time to produce records, depending upon individual circumstances.~~

~~(d) — The Secretary of State or his representative may examine these records and compel their production as provided by W.S. 17-28-108.~~

**Chapter 8**  
**Actions Against Registered Agents**

**Section 1. Penalties.**

(a) The secretary of state may impose up to a \$500 civil penalty for each violation of the Registered Offices and Agents Act (the Act), pursuant to the grounds cited in W.S. 17-28-109.

(b) The secretary of state may deny or revoke any registration of a Commercial Registered Agent, pursuant to the grounds cited in W.S. 17-28-109.

(c) The secretary of state may require enhanced record keeping of any registered agent, pursuant to the grounds cited in W.S. 17-28-109(d). The secretary of state may refuse to accept filings for business entities served by a registered agent pursuant to the grounds cited in W.S. 17- 28-109.

(d) If the secretary of state determines that a registered agent has not complied with the duties required in W.S. 17-28-101 and these rules, the following actions may be taken by the Secretary of State's Office:

(i) The registered agent shall be notified through the email they provided at the time of registration of their failure to comply; and

(ii) The registered agent shall be provided fifteen (15) days to rectify their deficiency;

(iii) If the registered agent fails to rectify their deficiency in the time presented, they shall be removed as the registered agent for any businesses they represent at which time the business(es) will be considered delinquent.

(iv) The registered agent shall be administratively actioned and ineligible to represent further entities until compliance is achieved.

**Section 2. Contested Case Hearing Incorporation by Reference.**

(a) The hearing officer shall preside over the formal contested case hearing which shall be conducted pursuant to the Wyoming Administrative Procedure Act and the Office of Administrative Hearings rules concerning contested case proceedings which are incorporated by reference.

(b) For the rule incorporated by reference in these rules:

(i) Reference is Chapter 2 – Contested Case Proceedings adopted by the Office of Administrative Hearings and effective on July 20, 2017, found at: <https://rules.wyo.gov/Search.aspx?RefNum=270.0001.2.07202017>;

(ii) The secretary of state has determined that incorporation of the full text in these rules would be inefficient given the nature of the rules;

(iii) The incorporation by reference does not include any later amendments or editions of the incorporated matter beyond the applicable date identified in this section; and

(iv) The incorporated rule is maintained at the Secretary of State's Office and is available for public inspection and copying at no cost.

~~Wyoming Secretary of State~~  
**Chapter 8**  
**Actions Against Registered Agents**

CHAPTER 8

~~Section 1. Authority.~~

~~The Secretary of State, pursuant to W.S. 17-28-111, is authorized to promulgate such rules as are necessary to perform the duties required of him under the Registered Offices and Agents Act, W.S. 17-28-101, et seq., 2008.~~

~~Section 2. Purpose.~~

~~These rules are adopted to promote the uniform administration of the Registered Offices and Agents Act.~~

~~Section 3. Applicability.~~

~~These rules apply to all registered agents and all business entities required by law to file with the Secretary of State.~~

~~Section 4. Penalties.~~

(a) ~~The Secretary of State may impose up to a \$500 civil penalty for each violation of the Registered Offices and Agents Act (the Act), pursuant to the grounds cited in W.S. 17-28-109.~~

(b) ~~The Secretary of State may deny or revoke any registration of a Commercial Registered Agent, pursuant to the grounds cited in W.S. 17-28-109.~~

(c) ~~The Secretary of State may require enhanced record keeping of any Registered Agent, pursuant to the grounds cited in W.S. 17-28-109(d). The Secretary of State may refuse to accept filings for business entities served by a Registered Agent pursuant to the grounds cited in W.S. 17-28-109.~~

(d) If the secretary of state determines that a registered agent has not complied with the duties required in W.S. 17-28-101 and these rules, the following actions may be taken by the Secretary of State's Office:

(i) The registered agent shall be notified through the email they provided at the time of registration of their failure to comply; and

(ii) The registered agent shall be provided fifteen (15) days to rectify their deficiency;

(iii) If the registered agent fails to rectify their deficiency in the time presented, they shall be removed as the registered agent for any businesses they represent at which time the business(es) will be considered delinquent.

(iv) The registered agent shall be administratively actioned and ineligible to represent further entities until compliance is achieved.

~~Section 5. **Contested Case Hearing.**~~

~~(a) The hearing officer shall preside over the formal contested case hearing which shall be conducted pursuant to the WAPA and the Office of Administrative Hearings rules concerning contested case proceedings incorporated by reference in Chapter [8].~~

Section ~~6~~2. **Contested Case Hearing Incorporation by Reference.**

(a) The hearing officer shall preside over the formal contested case hearing which shall be conducted pursuant to the Wyoming Administrative Procedure Act and the Office of Administrative Hearings rules concerning contested case proceedings which are incorporated by reference.

~~(a)~~(b) For ~~any code, standard, the rule or regulation~~ incorporated by reference in these rules:

(i) Reference is Chapter 2 – Contested Case Proceedings adopted by the Office of Administrative Hearings and effective on July 20, 2017, found at: <https://rules.wyo.gov/Search.aspx?RefNum=270.0001.2.07202017>;

(ii) The ~~S~~ecretary of ~~S~~tate has determined that incorporation of the full text in these rules would be ~~cumbersome or inefficient given the length or~~ nature of the rules;

(iii) The incorporation by reference does not include any later amendments or editions of the incorporated matter beyond the applicable date identified in ~~subsection (b) of~~ this section; and

(iii) The incorporated ~~code, standard, rule, or regulation~~ is maintained at the Secretary of State's Office and is available for public inspection and copying at ~~cost at the same location~~ no cost.

**Chapter 9**  
**Registered Agent Requirements**

**Section 1. Duties.**

- (a) A registered agent shall:
- (i) Comply with the Registered Offices and Agents Act, W.S. 17-28-101 et seq. (the Act);
  - (ii) Maintain a registered office that is a physical location at a street address and not a post office box or a drop box;
  - (iii) Be physically present at the registered office during business hours, or shall have a natural person, who has an agency relationship with the registered agent and who is authorized to accept service of process on behalf of the entities served by the registered agent, physically present at the registered office;
  - (iv) Keep a copy of the written agreement creating an agency relationship between the registered agent and the natural person who is authorized to accept service of process on behalf of the business entities represented by the registered agent;
  - (v) Keep a copy of the name, address and phone number of the communications contact person, as required by W.S. 17-28-104(d), unless the registered agent and entity agree that such information be filed with the secretary of state, and they comply with W.S. 17-28-107(b); and
  - (vi) Register as a Commercial Registered Agent if the agent serves as a registered agent for more than ten (10) entities, including a registered agent which serves as a registered agent for the entities served by another Commercial Registered agent.
  - (vii) In the event of an emergency which prevents a natural person from being physically present at the registered office, a sign shall be posted in a prominent location providing a phone number where a natural person can be reached who can immediately complete all duties required by a registered agent.

**Section 2. Record Keeping.**

- (a) The registered agent shall maintain records at the registered office as provided by W.S. 17-28-107(a)(v); or
- (b) If the registered agent and entity agree, the entity shall file the information required by W.S. 17-28-107(a)(v) (A) and (B) with the secretary of state.



**Section 3. Communications Contact Person.**

(a) Every entity shall provide to its registered agent or the secretary of state as provided in W.S. 17-28-107(b), the following information:

(i) The name of a natural person who is:

(A) An officer authorized to receive communications from the registered agent;

(B) A director authorized to receive communications from the registered agent; or

(C) An employee authorized to receive communications from the registered agent.

(D) The designated communications contact for the entity shall not be the entity's registered agent or an employee of the entity's registered agent unless the registered agent is the entity's officer, director, limited liability company member or manager, managing partner or trustee.

(ii) The business address of the natural person; and

(iii) The phone number of the natural person.

(b) A natural person shall be the designated communications contact person for the entity.

(c) The information required in subsection (a) shall be kept current within 60 days of any change.

**Section 4. Production of Records.**

(a) A record shall:

(i) Contain all information required by law and these rules;

(ii) Be written or, if electronic, be able to be immediately printed;

(iii) Be in English, as appropriate; and

(iv) Be legible.

- (b) All records that are required to be kept by the registered agent shall be:
  - (i) Maintained in paper format at the physical office; or
  - (ii) Maintained in electronic format if they can be either printed or downloaded onto a recordable device, or other medium approved by the secretary of state, upon request;
  - (iii) Available via remote access if the registered agent can produce the records in a time frame and format consistent with the time frames associated with (i) and (ii) above.
- (c) The secretary of state or their representatives shall have access to records as provided by W.S. 17-28-107(a)(v). The secretary of state has the discretion to allow a registered agent time to produce records, depending upon individual circumstances.
- (d) The secretary of state or their representatives may examine these records and compel their production as provided by W.S. 17-28-108.

**Section 5. Service.**

- (a) Service of process shall be accepted by the registered agent on behalf of an entity for which the registered agent is appointed.
- (b) If the registered agent is an entity, then a natural person having an agency relationship with the registered agent shall accept service of process.
- (c) If an entity does not have a registered agent or the registered agent cannot with reasonable diligence be served, the entity may be served at its principal office by registered or certified mail as provided in W.S. 17-28-104.
- (d) If an entity does not have a registered agent, the secretary of state may accept service of process for the entity and shall forward it to the entity at its principal office by registered or certified mail as provided in W.S. 17-28-104.

**Section 6. Resignation.**

- (a) Notification of resignation
  - (i) To resign, a registered agent must first notify each affected entity in writing, whether by mail to the address mandated by the affected entity's governing statute or by email, thirty (30) days prior to filing a Statement of Resignation with the secretary of state.

(ii) The notification shall be addressed to any officer or other authorized person of the entity, other than the registered agent.

(iii) The notification may include a statement that the registered office is also discontinued, if applicable.

(iv) Following receipt of the notification of resignation from the registered agent, the entity has thirty (30) days to provide the secretary of state with an Appointment of New Registered Agent and Office form, in compliance with W.S. 17-28-102(a).

(b) If the entity has not appointed a new registered agent during the thirty (30) day notification period, upon receipt of a Statement of Resignation by a Registered Agent, the secretary of state shall classify the entity as delinquent awaiting administrative dissolution, revocation or forfeiture, as appropriate.

(c) When a Statement of Resignation is filed and there has been no successor appointed and the entity has not appointed a new registered agent, service of process shall be upon the secretary of state until a new appointment is made or until the entity is administratively dissolved, revoked or forfeited, as appropriate.

#### **Section 7. Series LLC.**

(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.

**Chapter 9**  
**Registered Agent Requirements**

**Section 1. Duties.**

- (a) A registered agent shall:
- (i) Comply with the Registered Offices and Agents Act, W.S. 17-28-101 et seq. (the Act);
  - (ii) Maintain a registered office that is a physical location at a street address and not a post office box or a drop box;
  - (iii) Be physically present at the registered office during business hours, or shall have a natural person, who has an agency relationship with the registered agent and who is authorized to accept service of process on behalf of the entities served by the registered agent, physically present at the registered office;
  - (iv) Keep a copy of the written agreement creating an agency relationship between the registered agent and the natural person who is authorized to accept service of process on behalf of the business entities represented by the registered agent;
  - (v) Keep a copy of the name, address and phone number of the communications contact person, as required by W.S. 17-28-104(d), unless the registered agent and entity agree that such information be filed with the secretary of state, and they comply with W.S. 17-28-107(b); and
  - (vi) Register as a Commercial Registered Agent if the agent serves as a registered agent for more than ten (10) entities, including a registered agent which serves as a registered agent for the entities served by another Commercial Registered agent.
  - (vii) In the event of an emergency which prevents a natural person from being physically present at the registered office, a sign shall be posted in a prominent location providing a phone number where a natural person can be reached who can immediately complete all duties required by a registered agent.

**Section 2. Record Keeping.**

- (a) The registered agent shall maintain records at the registered office as provided by W.S. 17-28-107(a)(v); or
- (b) If the registered agent and entity agree, the entity shall file the information required by W.S. 17-28-107(a)(v) (A) and (B) with the secretary of state.

**Section 3. Communications Contact Person.**

(a) Every entity shall provide to its registered agent or the secretary of state as provided in W.S. 17-28-107(b), the following information:

(i) The name of a natural person who is:

(A) An officer authorized to receive communications from the registered agent;

(B) A director authorized to receive communications from the registered agent; or

(C) An employee authorized to receive communications from the registered agent.

(D) The designated communications contact for the entity shall not be the entity's registered agent or an employee of the entity's registered agent unless the registered agent is the entity's officer, director, limited liability company member or manager, managing partner or trustee.

(ii) The business address of the natural person; and

(iii) The phone number of the natural person.

(b) A natural person shall be the designated communications contact person for the entity.

(c) The information required in subsection (a) shall be kept current within 60 days of any change.

**Section 4. Production of Records.**

(a) A record shall:

(i) Contain all information required by law and these rules;

(ii) Be written or, if electronic, be able to be immediately printed;

(iii) Be in English, as appropriate; and

(iv) Be legible.

(b) All records that are required to be kept by the registered agent shall be:

(i) Maintained in paper format at the physical office; or

(ii) Maintained in electronic format if they can be either printed or downloaded onto a recordable device, or other medium approved by the secretary of state, upon request;

(iii) Available via remote access if the registered agent can produce the records in a time frame and format consistent with the time frames associated with (i) and (ii) above.

(c) The secretary of state or their representatives shall have access to records as provided by W.S. 17-28-107(a)(v). The secretary of state has the discretion to allow a registered agent time to produce records, depending upon individual circumstances.

(d) The secretary of state or their representatives may examine these records and compel their production as provided by W.S. 17-28-108.

#### **Section 5. Service.**

(a) Service of process shall be accepted by the registered agent on behalf of an entity for which the registered agent is appointed.

(b) If the registered agent is an entity, then a natural person having an agency relationship with the registered agent shall accept service of process.

(c) If an entity does not have a registered agent or the registered agent cannot with reasonable diligence be served, the entity may be served at its principal office by registered or certified mail as provided in W.S. 17-28-104.

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#### **Section 6. Resignation.**

(a) Notification of resignation

(i) To resign, a registered agent must first notify each affected entity in writing, whether by mail to the address mandated by the affected entity's governing statute or by email, thirty (30) days prior to filing a Statement of Resignation with the secretary of state.

(ii) The notification shall be addressed to any officer or other authorized person of the entity, other than the registered agent.

(iii) The notification may include a statement that the registered office is also discontinued, if applicable.

(iv) Following receipt of the notification of resignation from the registered agent, the entity has thirty (30) days to provide the secretary of state with an Appointment of New Registered Agent and Office form, in compliance with W.S. 17-28-102(a).

(b) If the entity has not appointed a new registered agent during the thirty (30) day notification period, upon receipt of a Statement of Resignation by a Registered Agent, the secretary of state shall classify the entity as delinquent awaiting administrative dissolution, revocation or forfeiture, as appropriate.

(c) When a Statement of Resignation is filed and there has been no successor appointed and the entity has not appointed a new registered agent, service of process shall be upon the secretary of state until a new appointment is made or until the entity is administratively dissolved, revoked or forfeited, as appropriate.

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(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.

## **Chapter 10**

### **Commercial Registered Agents**

**Section 1. Applicability.** This chapter applies to only Commercial Registered Agents (CRAs) required by law to file with the secretary of state.

**Section 2. Registration Requirements.**

(a) A registered agent that represents more than ten (10) entities shall annually register with the secretary of state as a CRA.

(i) A registered agent representing an entity that is itself registered as a Commercial Registered Agent must also register as a CRA.

(ii) In any chain of agency service for an entity or entities serving as a Commercial Registered Agent as described above, there must be a qualified natural person serving as a Commercial Registered Agent at the end of the chain.

(b) A registered agent shall file an application with the secretary of state that is sworn under penalty of perjury and which contains the following information:

(i) Legal name of applicant;

(ii) Applicant's physical street address of its registered office where service on the entities represented by the applicant may be made. The physical street address may not be a post office box or drop box;

(iii) An optional mailing address may be included on the application in addition to the physical street address;

(iv) Whether the applicant has ever been convicted of a felony;

(v) In the case of a registered agent that is an entity, whether any of the officers, directors, members, partners or persons serving in a similar capacity have ever been convicted of a felony;

(vi) The name, physical street address and phone number of the person who has authority to act on behalf of the Commercial Registered Agent;

(vii) If the applicant is a natural person, a statement that the applicant is 18 years or older;

(viii) Registered office information, including:



- (A) Physical street address of office;
- (B) Phone number of office;
- (C) Normal business hours of office; and
- (D) Name of natural person who is authorized or the position that is authorized to accept service on behalf of the Commercial Registered Agent.

(ix) At the agent's election, a request to appear on the published list of Commercial Registered Agents pursuant to these rules and certification of compliance with the requirements thereof.

(c) Registration shall be valid for not more than one year and shall expire on December 31 of each year.

### **Section 3. Failure to Register.**

(a) Failing to register annually as a Commercial Registered Agent does not constitute resignation.

(b) A Commercial Registered Agent may reregister for the following year from October 1 through December 31 of the current year.

(c) On January 1 of each year, the secretary of state shall begin dissolution, revocation or forfeiture proceedings, as appropriate, against all entities represented by a Commercial Registered Agent whose registration has expired and who has failed to register as a Commercial Registered Agent by December 31 of the previous year.

(d) In order to stop the dissolution process, the business entity must file an Appointment of New Registered Agent and Office form with the secretary of state, in accordance with the Registered Offices and Agents Act (the Act) and rules. The business entity may choose a different registered agent or the same registered agent as it had previously if that registered agent again becomes qualified.

(e) The registered agent shall remain responsible for all of the requirements under the Act and these rules for all entities represented until they either resign according to the Act and these rules or they register.

### **Section 4. Public List.**

(a) Pursuant to W.S. 17-28-106(d), the secretary of state may publish a list of Commercial Registered Agents, as it sees fit for the benefit of the public. The list may be in any order and format the secretary of state deems necessary and fair.

(b) For a Commercial Registered Agent to be eligible to appear on the public list, the agent shall:

- (i) Be fully compliant with the Registered Offices and Agents Act;
- (ii) If the agent is a business entity, be in good standing with the secretary of state;
- (iii) Not be sanctioned within or outside of Wyoming, if the agent purports to be licensed or a registered professional;
- (iv) Not engage in misleading, deceptive, or harmful advertising or business practices;
- (v) Not market shell, shelf or aged-shelf companies;
- (vi) Not market business formation with promises of anonymity, secrecy, hidden owners, or substantially similar claims;
- (vii) Not have any bona fide complaints against the agent from customers for a period of two (2) years, as determined by the secretary of state; and
- (viii) Comply with secretary of state audits and requests for information necessary to ascertain compliance with qualifications to appear in the published Commercial Registered Agent list.

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