



# 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 Repealed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 Repealed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 Repealed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 Repealed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 Repealed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> :		

**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:

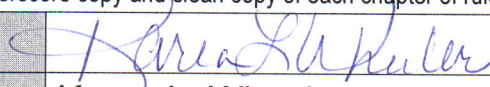
**5. Checklist**

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	06.07.2021

**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

**TO:** The Honorable Mark Gordon, Governor  
**FROM:** Karen L. Wheeler, Deputy Secretary of State  
**DATE:** June 7, 2021  
**SUBJECT:** EMERGENCY RULES: Secretary of State, Business Entities Program  
Chapter 1: General Provisions, Chapter 5: Limited Liability Company - Series  
**PRIORITY:** HIGH – Emergency Rules are required by July 1, 2021

**SUMMARY OF EMERGENCY:** The Secretary of State's Office is promulgating rules based on several Acts signed into law during the 2021 legislative session and as a result of legislative testimony at the request of the Joint Appropriation Committee.

1. 2021 House Enrolled Act 39 (Chapter 51) was signed into law by Governor Gordon on April 1, 2021 with an effective date of July 1, 2021. This law authorizes fee increases for fees paid to the Secretary of State. While this Act accounts for several fee increases found in statute, many of the fees paid to the Secretary of State are assessed by rule. Section 2 of this Act requires the Secretary of State to promulgate any rules necessary to implement the Act;
2. 2021 House Enrolled Act 16 (Chapter 21) also passed during the legislative session and effective July 1, 2021 provides our Office general rulemaking authority for the Uniform Partnership Act and Uniform Limited Partnership Act. Fees not addressed in statute are being included in the rules for these entity types; and
3. The Wyoming Statutory Foundation Act, signed into law in 2019 created a new entity type recognized by the State of Wyoming. The secretary of state has rulemaking authority for statutory foundations pursuant to W.S. 17-30-106, therefore, fees not addressed in statute are being included in the rules for this entity type.

These rules will amend existing Chapter 1: General Provisions and Chapter 5: Limited Liability Company – Series of the Business Entities Program. These rules will both increase fees currently assessed through rule and clarify those which are not currently assessed through rule.

Insufficient time exists to utilize the regular rulemaking process and ensure the effectiveness by July 1, 2021. Therefore, to ensure that rules are in place by the effective date of the law, we request these rules be promulgated as emergency rules. The regular rulemaking process started on April 29, 2021 with public comment ending June 18, 2021.

Agency Contact Name: Lisa Gonzales  
Agency Contact Phone: (307) 777-5342  
Agency Contact Email: Lisa.Gonzales@wyo.gov



# 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 Business Entities program of the Administrative Rules System are being updated for several reasons.

1. On April 1, 2021, the Governor signed into law 2021 House Enrolled Act 39 (*hereinafter* "the Act"). The Act is effective July 1, 2021. This law increases several statutory fees paid to the Secretary of State. While the Act accounts for several statutory fee increases, many of the fees paid to the Secretary of State are assessed through rule. Section 2 of the Act requires the Secretary of State to promulgate any rules necessary to implement the Act.

During the 2021 legislative session at the request of the Joint Appropriation Committee, our Office provided fee increases that would generate revenue and keep Wyoming competitive nationally as it relates to fees paid for business and UCC filings and services. As part of the testimony given during the session, our Office advised that fee increases provided in the statute would be supplemented by those assessed in rule. Examples of fees being modified via rule are listed below:

- Out of State/Country business entity initial filings will increase from \$100 to \$150;
- The minimum paid on annual reports will increase from \$50 to \$60;
- Amendments to most entity types will increase from \$50 to \$60; and
- Reinstatement fees will increase from \$50 to \$100.

The proposed amendments to the fees reflect the Office's proposal to the legislature and also align the fees provided by rule with the statutory fee increases effective on July 1, 2021. Further, it is necessary to provide clarity on the fee amounts for series LLCs. The Act establishes a fee for newly established series under the Limited Liability Act and the proposed rule will clarify those fees.

2. In addition, 2021 House Enrolled Act 16 (Chapter 21) provided the Office new, general rulemaking authority for the Uniform Partnership Act and Uniform Limited Partnership Act. The proposed amendments include fees not addressed in statute for these entity types.

3. Lastly, rules are being promulgated specific to the Wyoming Statutory Foundation Act which was signed into law in 2019 and introduced Statutory Foundations as a new business entity type recognized by the State of Wyoming. Rules are being created for this new entity type to include fees not addressed in statute.

**Chapter 1**  
**General Provisions**

**Emergency rules are in effect no longer than 120 days after filing  
with the Registrar of Rules.**

**Section 1. Authority and Purpose.** The secretary of state is adopting these rules to promote uniform administration of Wyoming Statutes as they pertain to business entity filings. The secretary of state is authorized to promulgate rules pursuant to:

- (a) W.S. 17-16-122 and W.S. 17-16-130: Wyoming Business Corporation Act;
- (b) W.S. 17-29-210(iv) and W.S. 17-29-1102: Wyoming Limited Liability Company Act;
- (c) W.S. 17-19-122 and W.S. 17-19-130: Wyoming Nonprofit Corporation Act;
- (d) W.S. 17-10-203: Wyoming Processing Cooperative Law;
- (e) W.S. 17-23-117: Wyoming Statutory Trust Act;
- (f) W.S. 17-14-210: Uniform Limited Partnership Act;
- (g) W.S. 17-30-106: Wyoming Statutory Foundation Act; and
- (h) W.S. 17-21-108: Uniform Partnership Act.

**Section 2. Definitions.**

- (a) "Authorized" is defined as being officially registered with the secretary of state.
- (b) "Deceptively Similar" means a proposed business name, trade name, trademark or service mark which is similar in appearance to, similar in sound to, or most pertinent words are the same as, an authorized trademark, trade name or service mark.
- (c) "Duplicating charges" are set at the same rate as noted in W.S. 9-1-305.
- (d) "Fifteen days" means fifteen (15) business days.
- (e) "Five days" means five (5) business days.
- (f) "Forty-five days" means forty-five (45) calendar days.

(g) "Mailbox location" means any place used primarily to receive, store or forward mail, such as a post office box location or a private business with similar function.

(h) "Principal address," "principal business address," and "principal office address" means the primary location where business activities are performed and business records are kept, and is not a mailbox location.

(i) "Ten days" means ten (10) business days.

(j) "Twenty days" means twenty (20) calendar days.

(k) "Sixty days" means sixty (60) calendar days.

(l) "Written notice" means delivery by standard United States mail unless otherwise noted in the same statute or rules. The secretary of state may send notice by a more expedited or secure method such as priority mail, certified mail, express delivery service, or email.

**Section 3. Filing Requirements.**

(a) Domestic and foreign business entities shall be in active status and in good standing before statutorily authorized amendments, dissolutions, mergers, withdrawals, and transfers can be filed by the secretary of state.

(b) The document shall be in the English language. The business name need not be in English if it is written in English alphanumeric characters and punctuation, Arabic or Roman numerals.

(c) The secretary of state may void the filing of a document as of the date of filing and remove it from the records if:

(i) The fee for the document was paid by an instrument or credit card payment that was dishonored when presented to the state for payment; and

(ii) The business entity fails to pay the fee, plus any additional processing charge authorized by law within ten (10) days of notice.

**Section 4. Filing Fees Not Established in Statute.**

(a) Wyoming Business Corporation Act, W.S. 17-16-101 through 17-16-1803:

All Other Amendments	\$60.00
Certificates of Existence/Evidence/Good Standing	\$20.00
Reinstatement for Tax	\$100.00

Reserved Name/Transfer of Reserved Name \$60.00

(b) Wyoming Limited Liability Company Act, W.S. 17-29-210:

Articles of Domestication/Articles of Continuance \$100.00  
Certificates of Existence/Evidence/Good Standing \$20.00  
Reinstatement Fee \$100.00  
Reserved Name/Transfer of Reserved Name \$60.00  
All Other Amendments \$60.00

(c) Wyoming Nonprofit Corporation Act, W.S. 17-19-122:

All Other Amendments \$25.00  
Certificates of Existence/Evidence/Good Standing \$20.00  
Reinstatement for Tax \$25.00  
Reserved Name/Transfer of Reserved Name \$25.00

(d) Wyoming Processing Cooperative Law, W.S. 17-10-203:

Articles of Organization \$100.00  
Certificate of Authority \$150.00  
Certificates of Existence/Evidence/Good Standing \$20.00  
Reinstatement for Tax \$100.00  
Reinstatement for Registered Agent Plus Penalty \$200.00  
All Other Amendments \$60.00

NOTE: Annual license tax is prescribed by W.S. 17-16-1630.

(e) Wyoming Statutory Trust Act, W.S. 17-23-101 through 17-23-302:

Certificate of Trust/Continuance of Foreign Statutory Trust \$100.00  
Certificate of Authority \$150.00  
Certificates of Existence/Evidence/Good Standing \$20.00  
All Other Amendments \$60.00  
Reserved Name/Transfer of Reserved Name \$60.00  
Reinstatement Fee \$100.00

(f) Uniform Limited Partnership Act, W.S. 17-14-905

Restated Articles/Amended Articles \$60.00  
Statement of Merger \$60.00  
Reinstatement Fee \$100.00

(g) Wyoming Statutory Foundation Act, W.S. 17-30-704

Cancellation/Correction/Transfer	\$60.00
Reinstatement Fee	\$100.00

1101 (h) Uniform Partnership Act (Registered Limited Liability Partnerships), W.S. 17-21-

Statement of Continuance	\$100.00
All Other Amendments	\$60.00
Reinstatement Fee	\$100.00

**Section 5. Courtesy Notice to Business Entities Not Registered.** Whenever the secretary of state is notified that a business entity, whether domestic or foreign, is transacting business without appropriate registration, the secretary of state shall take action to determine how long the company has been doing business without appropriate registration. Notice shall be sent to the business entity as to taxes, fees, interest and penalties due based on this determination. If the business entity disagrees, it must notify the secretary of state within ten (10) days advising why the taxes, fees, interest and penalties are not due. The secretary of state shall then make a final ruling. Any final decision may be appealed to the appropriate district court pursuant to the Wyoming Administrative Procedure Act. If the procedure in this Section is invoked, the thirty (30) day appeal time provided in Rule 12.04 of the Wyoming Rules of Appellate Procedure and the judicial review addressed in W.S. 16-3-114, does not begin to run until the secretary of state issues a final decision letter.



**Chapter 1**  
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- (c) W.S. 17-19-122 and W.S. 17-19-130: Wyoming Nonprofit Corporation Act;
- (d) W.S. 17-10-203: Wyoming Processing Cooperative Act Law; ~~and~~
- (e) W.S. 17-23-117: Wyoming Statutory Trust Act;
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(c) The secretary of state may void the filing of a document as of the date of filing and remove it from the records if:

(i) The fee for the document was paid by an instrument or credit card payment that was dishonored when presented to the state for payment; and

(ii) The business entity fails to pay the fee, plus any additional processing charge authorized by law within ten (10) days of notice.

### **Section 4. Filing Fees Not Established in Statute.**

(a) Wyoming Business Corporation Act, W.S. 17-16-101 through 17-16-1803:

<del>Any Filing Except for Initial or Annual Report Filings</del> <u>All Other Amendments</u>	\$ <del>560.00</del> <u>60.00</u>
Certificates of Existence/Evidence/Good Standing	\$ <del>120.00</del> <u>20.00</u>
<u>Reinstatement for Tax</u>	<u>\$100.00</u>
<u>Reserved Name/Transfer of Reserved Name</u>	<u>\$60.00</u>

(b) Wyoming Limited Liability Company Act, W.S. 17-29-210:

Articles of Domestication/Articles of Continuance	\$100.00
Certificates of Existence/Evidence/Good Standing	<del>\$120.00</del>
<u>Reinstatement Fee</u>	<u>\$100.00</u>
<u>Reserved Name/Transfer of Reserved Name</u>	<u>\$60.00</u>
All Other Amendments	<u>\$560.00</u>

(c) Wyoming Nonprofit Corporation Act, W.S. 17-19-122:

<del>Domestic Articles of Correction or Dissolution</del>	<del>\$10.00</del>
<del>Domestic Restated Articles and Articles of Amendment</del>	<del>\$3.00</del>
All <del>Foreign</del> <u>Other</u> Amendments	<del>\$1025.00</del>
Certificates of Existence/Evidence/Good Standing	<del>\$320.00</del>
<u>Reinstatement for Tax</u>	<u>\$25.00</u>
<u>Reserved Name/Transfer of Reserved Name</u>	<u>\$25.00</u>

(d) Wyoming Processing Cooperative Act Law, W.S. 17-10-203:

Articles of Organization <del>and Certificate of Authority</del>	\$100.00
<u>Certificate of Authority</u>	<u>\$150.00</u>
Certificates of Existence/Evidence/Good Standing	<del>\$120.00</del>
Reinstatement for Tax	<del>\$5100.00</del>
Reinstatement for Registered Agent Plus Penalty	<del>\$15200.00</del>
<del>Any</del> <u>All</u> Other Amendments	<u>\$560.00</u>

NOTE: Annual license tax is prescribed by W.S. 17-16-1630.

(e) Wyoming Statutory Trust Act, W.S. 17-23-101 through 17-23-302:

Certificate of Trust/ <del>Certificate</del> <u>Continuance of Authority</u> <u>Foreign Statutory Trust</u>	\$100.00
<u>Certificate of Authority</u>	<u>\$150.00</u>
Certificates of Existence/Evidence/Good Standing	<del>\$120.00</del>
<del>Certificate of Amendment/Amended Certificate of Authority</del>	<del>\$50.00</del>
<del>Certificate of Cancellation/Certificate of Withdrawal</del>	<del>\$50.00</del>
<del>Certificate of Merger or Consolidation (Both Domestic and Foreign)</del>	<del>\$50.00</del>
All Other Amendments	<u>\$60.00</u>
<u>Reserved Name/Transfer of Reserved Name</u>	<u>\$560.00</u>
<del>Conversion (Both Domestic and Foreign)</del>	<del>\$100.00</del>
<u>Continuation of a Foreign Statutory Trust</u>	<u>\$100.00</u>
<u>Reinstatement Fee</u>	<u>\$100.00</u>

(f) Uniform Limited Partnership Act, W.S. 17-14-905

<u>Restated Articles/Amended Articles</u>	<u>\$60.00</u>
<u>Statement of Merger</u>	<u>\$60.00</u>
<u>Reinstatement Fee</u>	<u>\$100.00</u>

(g) Wyoming Statutory Foundation Act, W.S. 17-30-704

<u>Cancellation/Correction/Transfer</u>	<u>\$60.00</u>
<u>Reinstatement Fee</u>	<u>\$100.00</u>

(h) Uniform Partnership Act (Registered Limited Liability Partnerships), W.S. 17-21-1101

<u>Statement of Continuance</u>	<u>\$100.00</u>
<u>All Other Amendments</u>	<u>\$60.00</u>
<u>Reinstatement Fee</u>	<u>\$100.00</u>

**Section 5. Courtesy Notice to Business Entities Not Registered.** Whenever the secretary of state is notified that a business entity, whether domestic or foreign, is transacting business without appropriate registration, the secretary of state shall take action to determine how long the company has been doing business without appropriate registration. Notice shall be sent to the business entity as to taxes, fees, interest and penalties due based on this determination. If the business entity disagrees, it must notify the secretary of state within ten (10) days advising why the taxes, fees, interest and penalties are not due. The secretary of state shall then make a final ruling. Any final decision may be appealed to the appropriate district court pursuant to the Wyoming Administrative Procedure Act. If the procedure in this Section is invoked, the thirty (30) day appeal time provided in Rule 12.04 of the Wyoming Rules of Appellate Procedure and the judicial review addressed in W.S. 16-3-114, does not begin to run until the secretary of state issues a final decision letter.

**Chapter 5**  
**Limited Liability Company – Series**

**Emergency rules are in effect no longer than 120 days after filing  
with the Registrar of Rules.**

**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) Any creation of series shall be assessed the prescribed fee for both filing the formation document or amendment to the formation document, whichever is applicable, and the prescribed fee for the establishment of each series pursuant to W.S. 17-29-211(o). The fee prescribed in W.S. 17-29-211(o) shall be charged regardless of any net change in the amount of series established.

(iii) 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)(iii) 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 and pay all applicable fees 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.

**Chapter 5**  
**Limited Liability Company – Series**

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**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) Any creation of series shall be assessed the prescribed fee for both filing the articles or amendment to the articles, whichever is applicable, and the prescribed fee for the establishment of each series pursuant to W.S. 17-29-211(o). The fee prescribed in W.S. 17-29-211(o) shall be charged regardless of any net change in the amount of series established.

(iii) 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.

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(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)~~(iii) 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 and pay all applicable fees 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.