



# 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 Repealed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 Repealed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 Repealed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 Repealed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 Repealed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:

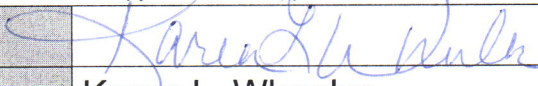
**5. Checklist**

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	06.11.2021

**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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**TO:** The Honorable Mark Gordon, Governor  
**FROM:** Karen L. Wheeler, Deputy Secretary of State *KLW*  
**DATE:** June 11, 2021  
**SUBJECT:** EMERGENCY RULES: Secretary of State, Registered Offices and Agents Act Program; Amending Chapter 1: General Provisions  
**PRIORITY:** HIGH – Emergency Rules are required by July 1, 2021

## SUMMARY OF EMERGENCY:

On April 1, 2021, after being passed in both houses of the Wyoming Legislature, 2021 House Enrolled Act 39 (*hereinafter* "the Act") was signed into law by Governor Gordon. The effective date for this law is July 1, 2021. This law authorizes fee increases for fees paid to the Secretary of State. While the 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 the Act requires the Secretary of State to promulgate any rules necessary to implement the Act.

Accordingly, in order to have rules in place for the July 1 effective date of the Act, the Secretary of State is implementing emergency rules. These rules will amend existing Chapter 1: General Provisions of the Registered Offices and Agents Act Program by increasing the commercial registered agent registration fee and implementing new fees for registered agent filings. In addition, Chapter 1 includes a provision to address fraudulent filings where a registered agent is listed without their express consent during the online business registration process.

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.

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

On April 1, 2021, the Governor signed into law 2021 House Enrolled Act 39 (*hereinafter* "the Act"). The Act, effective July 1, 2021, 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. The Office's proposal to the legislature makes it necessary to promulgate rules to increase fees which are currently assessed through rule to align with those in statute which will become effective on July 1, 2021. 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.

Additionally, to address fraudulent filings where a registered agent is listed without their express consent during the online business registration process, the Office is creating a process to allow the removal of the registered agent, at their request, and subsequent action taken by the Office against the business.

**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 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.

**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.



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

**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 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 ~~S~~secretary of ~~S~~tate.

**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 ~~C~~ommunications ~~C~~ontact ~~P~~erson.

(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 ~~S~~ecretary of ~~S~~tate.

(d) “Business Office” means ~~R~~egistered ~~O~~ffice 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 ~~R~~egistered ~~A~~gent ~~who~~ which serves for more than ten (10) entities, ~~including~~ or a ~~R~~egistered ~~A~~gent which serves as

a ~~R~~egistered ~~A~~gent for ~~the an~~ entities entity served by another which is itself a Commercial Registered Agent.

(f) “~~C~~onsent ~~F~~orm” means a form ~~provided~~ prescribed by the ~~S~~ecretary of ~~S~~tate, ~~and which is~~ required to be filed with the ~~S~~ecretary of ~~S~~tate upon which a ~~B~~usiness ~~E~~ntity verifies that it has elected to file the required records, pursuant to W.S. 17-28-107(b), ~~with the Secretary of State.~~

(g) “~~C~~ontract ~~C~~reating ~~A~~n ~~A~~gency ~~R~~elationship” see “~~W~~ritten ~~A~~greement ~~C~~reating an ~~A~~gency ~~R~~elationship.”

(h) “~~C~~ourt ~~O~~rdered ~~S~~ubpoena” means a validly issued subpoena from a court of competent jurisdiction. A “~~C~~ourt ~~O~~rdered ~~S~~ubpoena” does not mean a subpoena issued by an attorney, as allowed by court rules.

(i) “~~D~~elinquent ~~A~~waiting ~~A~~administrative ~~D~~issolution” means the status of a ~~B~~usiness ~~E~~ntity when its ~~R~~egistered ~~A~~gent has resigned and no successor ~~was~~ has been appointed to represent the ~~B~~usiness ~~E~~ntity.

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

(~~k~~)(i) “~~D~~omestic ~~E~~ntity” means a ~~B~~usiness ~~E~~ntity formed in Wyoming.

(~~k~~)(k) “~~E~~ach ~~V~~iolation” means each instance where the ~~Registered Agent~~ Act is violated by a ~~R~~egistered ~~A~~gent per each ~~B~~usiness ~~E~~ntity represented. As applied, if a ~~R~~egistered ~~A~~gent represents five (5) entities and violates the Act in the same way for each entity, ~~E~~ach ~~V~~iolation would equate to five (5) separate violations of the Act.

(~~m~~)(l) “~~E~~ntity” or “~~E~~ntities” means ~~B~~usiness ~~E~~ntity or ~~B~~usiness ~~E~~ntities.

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

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

(~~p~~)(o) “~~N~~atural ~~P~~erson” means an individual who is not a ~~B~~usiness ~~E~~ntity, association, or other legal or commercial entity.

(~~q~~)(p) “~~N~~otice ~~O~~f ~~R~~esignation” means the notice that a ~~R~~egistered ~~A~~gent sends to the ~~B~~usiness ~~E~~ntities ~~he~~ they represent to inform those ~~E~~ntities that ~~he~~ they is are resigning.

(~~r~~)(q) “~~P~~hysical ~~L~~ocation” means the physical street location of the ~~R~~egistered ~~O~~ffice, 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 Office, which is not a post office box or a drop box.

~~(t)~~(s) “Places 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.

~~(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 Rregistered 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)~~(x) “Sign” or “signature” includes any manual, facsimile, conformed or electronic signature.

~~(y)~~(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.

~~(b)~~(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 \$25-\$50.00

- |   |               |
|---|---------------|
| (b) <del>Amendments to Commercial</del> Registered Agent <u>Information Update</u><br><u>\$5.00 per affected entity</u> | No fee        |
| (c) Resignation of <del>Commercial</del> Registered Agent<br><u>\$5.00 per affected entity</u>                          | No fee        |
| (d) <u>Appointment of New Registered Agent and Office</u>   | <u>\$5.00</u> |

**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.