

HOUSE BILL NO. HB0235

Foreign business entities-reinstatement.

Sponsored by: Representative(s) Brown

A BILL

for

1 AN ACT relating to foreign corporations and foreign limited
 2 liability partnerships; providing procedures for
 3 reinstatement of foreign corporations and limited liability
 4 partnerships as specified; providing for appeals; and
 5 providing for an effective date.

6

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

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9 **Section 1.** W.S. 17-16-1535 and 17-16-1536 are created
 10 to read:

11

12 *D. Reinstatement*

13

14 **17-16-1535. Reinstatement following revocation of**
 15 **certificate of authority.**

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1 (a) An officer or other person with proper authority
2 at the time a foreign corporation had its certificate of
3 authority revoked under W.S. 17-16-1531 may apply to the
4 secretary of state for reinstatement of its certificate of
5 authority within two (2) years after the effective date of
6 revocation. Reinstatement may be denied by the secretary of
7 state if the corporation has been the subject of a
8 secretary of state and law enforcement investigation
9 pertaining to fraud or any other violation of state or
10 federal law, or if there is other reason to believe the
11 corporation was engaged in illegal operations. The
12 application shall:

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14 (i) Recite the name of the corporation and the
15 effective date of the revocation of its certificate of
16 authority;

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18 (ii) State that the ground or grounds for
19 revocation either did not exist or have been eliminated;

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21 (iii) Reserved;

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1 (iv) If the foreign corporation's certificate of
2 authority was revoked for failing to deliver its annual
3 report or pay the annual license taxes to the secretary of
4 state when due pursuant to W.S. 17-16-1630, include payment
5 of fees and taxes then delinquent and a reinstatement
6 certificate fee prescribed pursuant to W.S. 17-16-122; and

7
8 (v) If the foreign corporation's certificate of
9 authority was revoked for failure to maintain a registered
10 agent, include payment of a two hundred fifty dollar
11 (\$250.00) reinstatement fee and payment of any fees and
12 taxes then delinquent.

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14 (b) If the secretary of state determines that the
15 application contains the information required by subsection
16 (a) of this section and that the information is correct, he
17 shall cancel the certificate of revocation and prepare a
18 certificate of reinstatement that recites his determination
19 and the effective date of reinstatement, file the original
20 of the certificate, and serve a copy on the corporation
21 under W.S. 17-28-104.

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1 (c) When the reinstatement is effective, it relates
2 back to and takes effect as of the effective date of the
3 revocation of the certificate of authority and the foreign
4 corporation resumes carrying on its business as if the
5 revocation had never occurred.

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7 (d) The foreign corporation shall retain its
8 registered corporate name during the two (2) year
9 reinstatement period.

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11 (e) If more than two (2) years has elapsed since the
12 revocation of a foreign corporation's certificate of
13 authority, the foreign corporation may renew its
14 certificate of authority to transact business by reapplying
15 pursuant to W.S. 17-16-1503. If the foreign corporation
16 continues transacting business in Wyoming after the two (2)
17 year period elapsed, the foreign corporation shall be
18 subject to the penalty for transacting business without
19 authority as set forth in W.S. 17-16-1502(d).

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21 (f) A person who files any document under this
22 section without proper corporate authority to do so is in
23 violation of W.S. 6-5-308.

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2 **17-16-1536. Appeal from denial of reinstatement.**

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4 (a) If the secretary of state denies a foreign
5 corporation's application for reinstatement following
6 administrative revocation, he shall serve the corporation
7 under W.S. 17-28-104 with a written notice that explains
8 the reason or reasons for denial.

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10 (b) The foreign corporation may appeal the denial of
11 reinstatement to the district court within thirty (30) days
12 after service of the notice of denial is perfected. The
13 foreign corporation appeals by petitioning the court to set
14 aside the revocation and attaching to the petition copies
15 of the secretary of state's certificate of revocation, the
16 foreign corporation's application for reinstatement and the
17 secretary of state's notice of denial.

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19 (c) The court may summarily order the secretary of
20 state to reinstate the foreign corporation's certificate of
21 authority or may take other action the court considers
22 appropriate.

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1 (d) The court's final decision may be appealed as in
2 other civil proceedings.

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4 **Section 2.** W.S. 17-14-1006 and 17-16-1533 are amended
5 to read:

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7 **17-14-1006. Cancellation of registration.**

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9 (a) A foreign limited partnership may cancel its
10 registration by filing with the secretary of state a
11 certificate of cancellation signed and sworn to by a
12 general partner. A cancellation does not terminate the
13 authority of the secretary of state to accept service of
14 process on the foreign limited partnership with respect to
15 causes of action arising out of the transactions of
16 business in this state.

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18 (b) The registration to transact business of a
19 foreign limited liability partnership is subject to the
20 same revocation and reinstatement provisions as applicable
21 to foreign corporations authorized to transact business in
22 this state pursuant to W.S. 17-16-1530 through 17-16-1536.

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