

ORIGINAL HOUSE  
BILL NO. HB0235

ENROLLED ACT NO. 93, HOUSE OF REPRESENTATIVES

SIXTY-THIRD LEGISLATURE OF THE STATE OF WYOMING  
2015 GENERAL SESSION

AN ACT relating to foreign corporations and foreign limited liability partnerships; providing procedures for reinstatement of foreign corporations and limited liability partnerships as specified; providing for appeals; providing an appropriation; and providing for effective dates.

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

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

*D. Reinstatement*

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

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

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

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

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(iii) Reserved;

(iv) If the foreign corporation's certificate of authority was revoked for failing to deliver its annual report or pay the annual license taxes to the secretary of state when due pursuant to W.S. 17-16-1630, include payment of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

(v) If the foreign corporation's certificate of authority was revoked for failure to maintain a registered agent, include payment of a two hundred fifty dollar (\$250.00) reinstatement fee and payment of any fees and taxes then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

(vi) Include proof that the foreign corporation is currently in good standing in the state of formation.

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

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

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

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

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

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

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

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

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

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

**Section 2.** W.S. 17-14-1006, 17-16-1533 and 17-21-1104 by creating a new subsection (n) are amended to read:

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

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

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

**17-16-1533. Applicability of chapter 29 to foreign limited liability companies.**

To the extent not inconsistent with the Wyoming Limited Liability Company Act, W.S. 17-29-101 through 17-29-1102 and the provisions of this chapter, a limited liability company organized in another jurisdiction may do business

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in Wyoming by complying with ~~W.S. 17-16-1501 through 17-16-1507, 17-16-1520, 17-16-1530 through 17-16-1532 and 17-28-101 through 17-28-111~~ the applicable provisions of this article. The certificate of ~~organization authority~~ of a limited liability company organized in another jurisdiction may be revoked and reinstated as provided in ~~W.S. 17-16-1530 through 17-16-1532~~ this act.

**17-21-1104. Applicability of act to foreign and interstate commerce.**

(n) A foreign registered limited liability partnership whose registration has lapsed for failure to pay fees or failure to maintain a registered agent in this state as provided in this article may apply to the secretary of state for reinstatement within two (2) years after the effective date of lapse as provided in W.S. 17-21-1107.

**Section 3.** Effective immediately, there is appropriated from the general fund to the secretary of state one-time funding of forty-seven thousand dollars (\$47,000.00) to implement the purposes of this act. Any unexpended, unobligated funds appropriated under this section shall revert on June 30, 2016 as provided by law.

**Section 4.**

(a) Section 3 of this act is effective immediately upon completion of all acts necessary for a bill to become law as provided by Article 4, Section 8 of the Wyoming Constitution.

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(b) Except as provided in subsection (a) of this section, this act is effective January 1, 2016.

(END)

\_\_\_\_\_  
Speaker of the House

\_\_\_\_\_  
President of the Senate

\_\_\_\_\_  
Governor

TIME APPROVED: \_\_\_\_\_

DATE APPROVED: \_\_\_\_\_

I hereby certify that this act originated in the House.

\_\_\_\_\_  
Chief Clerk