

Statement of Reasons

Chapter 1, Section 4 (v), Definitions - The proposed change is to facilitate the initial filing of a business entity online which would require an electronic signature. Defining “sign” or “signature” would allow for the use of electronic signatures. The Office of Secretary of State would be able to accept an electronic signature in lieu of a manual signature for online filings. Pursuant to W.S. 40-21-118 - Uniform Electronic Transactions Act, the Office of Secretary of State is implementing the rules promulgated by A&I on electronic signatures. The change will create efficiency and better customer service for not only Wyoming, but the nation as well.

Chapter 1, Section 6 (iv), Forms - The proposed change is to facilitate the initial filing of a business entity online which would require an electronic signature. Removal of the word “manually” would allow for the use of electronic signatures. The Office of Secretary of State would be able to accept an electronic signature in lieu of a manual signature for online filings. Pursuant to W.S. 40-21-118 - Uniform Electronic Transactions Act, the Office of Secretary of State is implementing the rules promulgated by A&I on electronic signatures. The change will create efficiency and better customer service for not only Wyoming, but the nation as well.

Chapter 8, Section 5 & 6, Incorporation by Reference – The addition to Chapter 8 is at the direction of W.S. 16-3-103(j), (effective October 17, 2014), which requires each state agency to adopt as much of the uniform rules promulgated by the Office of Administrative Hearing as is consistent with regard to Contested Case Practice and Procedure.



Notice of Intent to Adopt Rules

Revised October 2014

1. General Information

a. Agency/Board Name Office of Secretary of State		
b. Agency/Board Address 200 W 24th St	c. City Cheyenne	d. Zip Code 82002
e. Name of Contact Person Kelly Janes		f. Contact Telephone Number (307) 777-6621
g. Contact Email Address kelly.janes@wyo.gov		
h. Date of Public Notice 11/10/2015		i. Comment Period Ends 12/25/2015

j. Program **Registered Offices & Agents Act**

2. Rule Type and Information: For each chapter listed, indicate if the rule is New, Amended, or Repealed.

a. If "New," provide the Enrolled Act numbers and years enacted: **2014 Senate Enrolled Act 47**

b. Provide the Chapter Number, Short Title, and Rule Type of Each Chapter being Created/Amended/Repealed
Please use the Additional Rule Information form for more than 10 chapters, and attach it to this certification.

Chapter Number: 1	Chapter Name: General Provisions	<input checked="" type="checkbox"/> New	<input checked="" type="checkbox"/> Amended	<input type="checkbox"/> Repealed
Chapter Number: 8	Chapter Name: Actions Against Registered Agents	<input checked="" type="checkbox"/> New	<input checked="" type="checkbox"/> Amended	<input type="checkbox"/> Repealed
Chapter Number:	Chapter Name:	<input type="checkbox"/> New	<input type="checkbox"/> Amended	<input type="checkbox"/> Repealed
Chapter Number:	Chapter Name:	<input type="checkbox"/> New	<input type="checkbox"/> Amended	<input type="checkbox"/> Repealed
Chapter Number:	Chapter Name:	<input type="checkbox"/> New	<input type="checkbox"/> Amended	<input type="checkbox"/> Repealed
Chapter Number:	Chapter Name:	<input type="checkbox"/> New	<input type="checkbox"/> Amended	<input type="checkbox"/> Repealed
Chapter Number:	Chapter Name:	<input type="checkbox"/> New	<input type="checkbox"/> Amended	<input type="checkbox"/> Repealed
Chapter Number:	Chapter Name:	<input type="checkbox"/> New	<input type="checkbox"/> Amended	<input type="checkbox"/> Repealed
Chapter Number:	Chapter Name:	<input type="checkbox"/> New	<input type="checkbox"/> Amended	<input type="checkbox"/> Repealed
Chapter Number:	Chapter Name:	<input type="checkbox"/> New	<input type="checkbox"/> Amended	<input type="checkbox"/> Repealed

c. The Statement of Reasons is attached to this Notice 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.

Complete all that apply:

The following chapters do not differ from the uniform rules identified in the Administrative Procedure Act, W.S. 16-3-103(j):
_____ (Provide chapter numbers)

These chapters differ from the uniform rules identified in the Administrative Procedure Act, W.S. 16-3-103(j) (see Statement of Reasons).
_____ (Provide chapter numbers)

N/A These rules are not impacted by the uniform rules identified in the Administrative Procedure Act, W.S. 16-3-103(j).

d. N/A In consultation with the Attorney General's Office, the Agency's Attorney General representative concurs that strike and underscore is not required as the proposed amendments are pervasive (Section 5 of the Rules on Rules).

e. A copy of the proposed rules* may be obtained:
 By contacting the Agency at the physical and/or email address listed in Section 1 above.
 At the following URL: <http://soswy.state.wy.us/Services/Docs/ROAA-Ch1and8.pdf>

* If Item "d" above is not checked, the proposed rules shall be in strike and underscore format.

3. Public Comments and Hearing Information

a. A public hearing on the proposed rules has been scheduled. Yes No

If "Yes:"	Date:	Time:	City:	Location:

b. What is the manner in which interested persons may present their views on the rulemaking action?

- By submitting written comments to the Agency at the physical and/or email address listed in Section 1 above.
 At the following URL: _____

A public hearing will be held if requested by 25 persons, a government subdivision, or by an association having not less than 25 members. Requests for a public hearing may be submitted:

- To the Agency at the physical and/or email address listed in Section 1 above.
 At the following URL: _____

c. Any person may urge the Agency not to adopt the rules and request the Agency to state its reasons for overruling the consideration urged against adoption.

Requests for an agency response must be made prior to, or within thirty (30) days after adoption, of the rule, addressed to the Agency and Contact Person listed in Section 1 above.

4. Federal Law Requirements

a. These rules are created/amended/revoked to comply with federal law or regulatory requirements. Yes No

If "Yes:"	Applicable Federal Law or Regulation Citation:
	Indicate one (1): <input type="checkbox"/> The proposed rules meet, but do not exceed, minimum federal requirements. <input type="checkbox"/> The proposed rules exceed minimum federal requirements.
	Any person wishing to object to the accuracy of any information provided by the Agency under this item should submit their objections prior to final adoption to: <input type="checkbox"/> To the Agency at the physical and/or email address listed in Section 1 above. <input type="checkbox"/> At the following URL: _____

5. State Statutory Requirements

a. Indicate one (1):

- The proposed rule change *MEETS* minimum substantive statutory requirements.
 The proposed rule change *EXCEEDS* minimum substantive statutory requirements. Please attach a statement explaining the reason that the rules exceed the requirements.

b. Indicate one (1):

- The Agency has complied with the requirements of W.S. 9-5-304. A copy of the assessment used to evaluate the proposed rules may be obtained:
 By contacting the Agency at the physical and/or email address listed in Section 1 above.
 At the following URL: _____
 Not Applicable.

6. Authorization

a. I certify that the foregoing information is correct.

Printed Name of Authorized Individual	Kelly Janes
Title of Authorized Individual	Director, Compliance Division
Date of Authorization	11/10/2015

Distribution List:

- Attorney General and LSO: Hard copy of Notice of Intent; Statement of Reasons; clean copy of the rules; and strike-through and underline version of rules (if applicable). Electronic copies (PDFs) of all items noted (in addition to hard copies) may be emailed to LSO at Criss.Carlson@wyoleg.gov.
- Secretary of State: Electronic version of Notice of Intent sent to Rules@wyo.gov.

Wyoming Secretary of State
General Provisions

CHAPTER 1

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. **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, whether for profit or non profit, or any other business type that is required to register with the Secretary of State.

(d) “Business Office” means Registered Office 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” means a Registered Agent who serves for more than 10 entities, including a Registered Agent which serves as a Registered Agent for the entities served by another Commercial Registered Agent.

(f) “Consent Form” means a form provided by the Secretary of State and 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 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 was appointed to represent the Business Entity.

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

(k) “Domestic Entity” means a Business Entity formed in Wyoming.

(l) “Each Violation” means each instance where the Registered Agent Act is violated by a Registered Agent per each Business Entity represented. As applied, if a Registered Agent represents five entities and violates the Act in the same way for each entity, Each Violation would equate to five separate violations of the Act.

(m) “Entity” or “Entities” means Business Entity or Business Entities.

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

(o) “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.

(p) “Natural Person” means an individual who is not a Business Entity, association or other legal or commercial entity.

(q) “Notice Of Resignation” means the notice that a Registered Agent sends to the Business Entities he represents to inform those Entities that he is resigning.

(r) "Physical Location" means the physical street location of the Registered Office, which is not a post office box or a drop box.

(s) "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.

(t) "Places Of Business" means any location that has a street address in Wyoming, which is not a post office box or a drop box.

(u) "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.

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

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

~~(x)~~ "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 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. Fees.

(a)	Annual registration of Commercial Registered Agent	\$25
(b)	Amendments to Commercial Registered Agent Filings	No
(c)	Resignation of Commercial Registered Agent	No fee

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 ~~manually~~ 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
General Provisions

CHAPTER 1

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. **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, whether for profit or non profit, or any other business type that is required to register with the Secretary of State.

(d) "Business Office" means Registered Office 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" means a Registered Agent who serves for more than 10 entities, including a Registered Agent which serves as a Registered Agent for the entities served by another Commercial Registered Agent.

(f) “Consent Form” means a form provided by the Secretary of State and 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 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 was appointed to represent the Business Entity.

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

(k) “Domestic Entity” means a Business Entity formed in Wyoming.

(l) “Each Violation” means each instance where the Registered Agent Act is violated by a Registered Agent per each Business Entity represented. As applied, if a Registered Agent represents five entities and violates the Act in the same way for each entity, Each Violation would equate to five separate violations of the Act.

(m) “Entity” or “Entities” means Business Entity or Business Entities.

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

(o) “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.

(p) “Natural Person” means an individual who is not a Business Entity, association or other legal or commercial entity.

(q) “Notice Of Resignation” means the notice that a Registered Agent sends to the Business Entities he represents to inform those Entities that he is resigning.

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

(s) "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.

(t) "Places Of Business" means any location that has a street address in Wyoming, which is not a post office box or a drop box.

(u) "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.

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

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

(x) "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 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. Fees.

(a)	Annual registration of Commercial Registered Agent	\$25
(b)	Amendments to Commercial Registered Agent Filings	No
(c)	Resignation of Commercial Registered Agent	No fee

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
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 Agent 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.

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. Incorporation by Reference.

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

(i) The Secretary of State has determined that incorporation of the full text in these rules would be cumbersome or inefficient given the length or nature of the rules;

(ii) 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 and is available for public inspection and copying at cost at the same location.

(b) Each rule incorporated by reference in these rules is further identified as follows:

(i) Reference in [Chapter 8, Section 5] is Chapter 2 - Uniform Rules for Contested Case Practice and Procedure adopted by the Office of Administrative Hearings and effective on October 17, 2014, found at: <http://soswy.state.wy.us/Rules/RULES/9644.pdf>.

Wyoming Secretary of State
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 Agent 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.

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. **Incorporation by Reference.**

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

(i) The Secretary of State has determined that incorporation of the full text in these rules would be cumbersome or inefficient given the length or nature of the rules;

(ii) 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 and is available for public inspection and copying at cost at the same location.

(b) Each rule incorporated by reference in these rules is further identified as follows:

(i) Reference in [Chapter 8, Section 5] is Chapter 2 - Uniform Rules for Contested Case Practice and Procedure adopted by the Office of Administrative Hearings and effective on October 17, 2014, found at: <http://soswy.state.wy.us/Rules/RULES/9644.pdf>.