

ORIGINAL HOUSE  
BILL NO. 0165

ENROLLED ACT NO. 95, HOUSE OF REPRESENTATIVES

FIFTY-SEVENTH LEGISLATURE OF THE STATE OF WYOMING  
2003 GENERAL SESSION

AN ACT relating to corporations, partnerships and associations; providing a certificate of continuance for a foreign limited partnership to continue in Wyoming; providing for an application process; defining terms and effect of certification; providing a statement of continuance for a foreign registered limited liability partnership to continue in Wyoming; providing requirements for continuance; conforming provisions; providing for fees; and providing for an effective date.

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

**Section 1.** W.S. 17-14-1010 through 17-14-1014 and 17-21-1106 are created to read:

**17-14-1010. Continuance of a foreign limited partnership.**

Any foreign limited partnership, except partnerships acting as an insurer as defined in W.S. 26-1-102(a)(xvi) or acting as a financial institution as defined in W.S. 13-1-101(a)(ix), may apply to the secretary of state for a certificate of continuance to permit the foreign limited partnership to continue in Wyoming as if the partnership had been formed under the laws of this state.

**17-14-1011. Application for certificate of continuance; requirements.**

(a) To continue in this state, a foreign limited partnership shall submit to the secretary of state, in duplicate, an application for a certificate of continuance setting forth:

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(i) Written confirmation from the state in which the partnership was formed that the partnership's domicile in that state is terminated or will be terminated upon continuance in this state;

(ii) A certified copy of the limited partnership's original certificate of limited partnership, or equivalent authorization, including any amendments;

(iii) The name of the limited partnership;

(iv) The duration of the limited partnership from date of formation to present;

(v) The address of the office and the name and address of the agent for service of process required to be maintained by W.S. 17-14-205;

(vi) The name and business address of each general partner;

(vii) A statement that the limited partnership will abide by the constitution and laws of this state;

(viii) The latest date upon which the limited partnership is to dissolve;

(ix) Any other matters the partners determine to include in the application;

(x) Any additional information necessary to enable the secretary of state to determine whether the foreign limited partnership is entitled to a certificate of continuance.

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(b) The application may vary from the original certificate that formed the foreign limited partnership provided that the change would be permissible as an amendment for a limited partnership organized in this state.

**17-14-1012. Execution of application.**

(a) The application for a certificate of continuance filed in the office of the secretary of state shall be signed by all general partners.

(b) Any person may sign an application by an attorney-in-fact, but a power of attorney to sign a certificate relating to the admission of a general partner shall specifically describe the admission.

(c) The execution of an application by a general partner constitutes an affirmation under the penalties of perjury that the facts stated therein are true.

**17-14-1013. Issuance of certificate of continuance.**

(a) If the secretary of state finds that an application for continuance substantially conforms to law and all requisite fees have been paid, he shall:

(i) Endorse on each duplicate original application the word "filed," and the month, day and year of the filing;

(ii) File one (1) duplicate original in his office;

(iii) Issue a certificate of continuance to continue in this state;

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(iv) Notify the secretary of state or appropriate official in the state of terminated domicile that a certificate of continuance has been issued in this state.

(b) The certificate of continuance, together with a duplicate original of the application, shall be returned to the person who filed the application or his representative.

(c) The certificate of continuance may incorporate by reference the original certificate of limited partnership. The original certificate is deemed amended to the extent necessary to conform to the laws of Wyoming and the provisions of the certificate of continuance.

**17-14-1014. Effect of certification.**

(a) Upon issuance of a certificate of continuance by the secretary of state, the certificate of continuance shall be deemed to be a certificate of limited partnership and the limited partnership shall be subject to the provisions of this act as though formed under the laws of this state.

(b) Except for the purpose of W.S. 16-6-101 through 16-6-121, the existence of any limited partnership issued a certificate of continuance shall be deemed to have commenced on the date the limited partnership was originally formed under the laws of another state.

(c) The laws of Wyoming shall apply to a limited partnership continuing under this act from the date a certificate of continuance is issued by the secretary of state.

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(d) The continuance shall not affect the ownership of partnership property, liability for any existing obligation, cause of action, claim, pending or threatened prosecution, civil or administrative action, conviction, ruling, order or judgment. The continuance does not deprive a partner of any right or privilege, nor relieve a partner of any liability.

**17-21-1106. Statement of continuance.**

(a) Any foreign registered limited liability partnership, except partnerships acting as an insurer as defined in W.S. 26-1-102(a)(xvi) or acting as a financial institution as defined in W.S. 13-1-101(a)(ix), may register with the secretary of state to continue as a registered limited liability partnership in this state.

(b) To become a registered limited liability partnership, the foreign registered limited liability partnership shall file with the office of the secretary of state a statement of continuance that meets the following requirements:

(i) Complies with the provisions of W.S. 17-21-1101, including payment of the registration fee;

(ii) Contains written confirmation from the state in which the partnership was formed that the partnership's registered domicile in that state is terminated or will be terminated upon continuance in this state;

(iii) Includes a certified copy of the partnership's original statement of registration as a registered limited liability partnership;

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(iv) Contains a statement of duration of the partnership from the date of formation to present;

(v) Contains a statement that the partnership will abide by the constitution and laws of this state;

(vi) Contains any additional information necessary to enable the secretary of state to determine whether the foreign registered limited liability partnership is entitled to continue in this state as a registered limited liability partnership.

(c) The secretary of state shall register as a registered limited liability partnership any partnership that submits the required fee and a statement of continuance that substantially complies with this section.

(d) Registration is effective immediately upon the filing of the statement of continuance or at any later date or time specified in the statement. Upon the effective date, the laws of Wyoming shall apply to the partnership as a registered limited liability partnership.

(e) Except for the purpose of W.S. 16-6-101 through 16-6-121, the existence of any registered limited liability partnership registered upon a statement of continuance shall be deemed to have commenced on the date the partnership was originally registered under the laws of another state.

(f) The continuance shall not affect the ownership of partnership property, liability for any existing obligation, cause of action, claim, pending or threatened prosecution, civil or administrative action, conviction, ruling, order or judgment. The continuance does not

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deprive a partner of any right or privilege, nor relieve a partner of any liability.

**Section 2.** W.S. 17-14-202(a) by creating a new paragraph (xiii) and by renumbering (xiii) as (xiv), 17-14-206(a) (ii), 17-14-209(a) (i), 17-14-1001(a) (i) and 17-21-101(a) (xiii) are amended to read:

**17-14-202. Definitions.**

(a) As used in this act, unless the context otherwise requires:

(xiii) "Certificate of continuance" means the certificate issued under the provisions of this act to continue a foreign limited partnership in this state;

~~(xiii)~~(xiv) "This act" means W.S. 17-14-201 through 17-14-1104.

**17-14-206. Records to be kept.**

(a) Each limited partnership shall keep at the office referred to in W.S. 17-14-205 the following:

(ii) A copy of the certificate of limited partnership and all certificates of amendment thereto, and any application for and certificate of continuance, together with executed copies of any powers of attorney pursuant to which any certificate or application has been executed;

**17-14-209. Fees.**

(a) The secretary of state shall charge and collect the following fees:

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(i) For filing a certificate of limited partnership, for an application for a certificate of continuance or for registering a foreign limited partnership, a fee of one hundred dollars (\$100.00);

**17-14-1001. Law governing.**

(a) Subject to the constitution of this state:

(i) The laws of the state under which a foreign limited partnership is organized govern its organization and internal affairs and the liability of its limited partners, unless the partnership has been issued a certificate of continuance pursuant to this article; and

**17-21-101. Definitions.**

(a) In this chapter:

(xiii) "Statement" means a statement of partnership authority under W.S. 17-21-303, a statement of denial under W.S. 17-21-304, a statement of dissociation under W.S. 17-21-704, a statement of dissolution under W.S. 17-21-806, a statement of merger under W.S. 17-21-906, a statement of registration as a registered limited liability partnership, or a renewal thereof, under W.S. 17-21-1101, a statement of continuance under W.S. 17-21-1106, a statement of registration as a foreign registered limited liability partnership, or a renewal thereof, under W.S. 17-21-1104 or an amendment, cancellation or withdrawal of any of the foregoing;



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**Section 3.** This act is effective July 1, 2003.

(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