

CHAPTER 19 - WYOMING NONPROFIT CORPORATION ACT

ARTICLE 1 - GENERAL PROVISIONS

17-19-101. Short title.

This act shall be known and may be cited as the "Wyoming Nonprofit Corporation Act."

17-19-102. Reservation of power to amend or repeal.

The legislature shall have the power to amend or repeal all or part of this act at any time and all domestic and foreign corporations subject to this act shall be governed by the amendment or repeal.

17-19-120. Filing requirements.

(a) A document shall satisfy the requirements of this section, and of any other section that adds to or varies these requirements, to be entitled to filing by the secretary of state.

(b) This act shall require or permit filing the document in the office of the secretary of state.

(c) The document shall contain the information required by this act. It may contain other information as well.

(d) The document shall be typewritten or printed.

(e) The document shall be in the English language. However, a corporate name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence required of foreign corporations need not be in English if accompanied by an English translation acceptable to the secretary of state.

(f) The document shall be executed:

(i) By the chairman of the board of directors of a domestic or foreign corporation, by its president or by another of its officers;

(ii) If directors have not been selected or the corporation has not been formed, by an incorporator; or

(iii) If the corporation is in the hands of a receiver, trustee or other court-appointed fiduciary, by that fiduciary.

(g) The person executing a document shall sign it manually and shall state beneath or opposite the signature his name and the capacity in which he signs. The document may, but need not, contain:

(i) The corporate seal;

(ii) An attestation by the secretary or an assistant secretary; or

(iii) An acknowledgment, verification or proof.

(h) If the secretary of state has prescribed a mandatory form for a document under W.S. 17-19-121, the document shall be in or on the prescribed form.

(j) The document shall be delivered to the office of the secretary of state for filing and shall be accompanied by:

(i) One (1) exact or conformed copy (except as provided in W.S. 17-28-103);

(ii) The correct filing fee; and

(iii) Any past due or currently due franchise tax, license fee, other fee or penalty required by this act or other law.

17-19-121. Forms.

(a) If the secretary of state so requires, use of forms provided by the secretary of state pursuant to this subsection is mandatory. The secretary of state may prescribe and furnish on request forms for:

(i) An application for a certificate of existence;

(ii) A foreign corporation's application for a certificate of authority to transact business in this state;

(iii) A foreign corporation's application for a certificate of withdrawal;

(iv) The annual report;

(v) A foreign corporation's application for a certificate of continuance; and

(vi) A foreign corporation's application for certificate of domestication.

(b) The secretary of state may prescribe and furnish on request forms for other documents required or permitted to be filed by this act but their use is not mandatory.

17-19-122. Filing, service and copying fees.

(a) The secretary of state shall collect the following fees when the documents described in this subsection are delivered for filing:

Document	Fee
(i) Articles of Incorporation.....	\$50.00
(ii) Repealed By Laws 2014, Ch. 65, § 2.	
(iii) Repealed By Laws 2014, Ch. 65, § 2.	
(iv) Amendment of articles of incorporation.....	\$25.00
(v) Application for certificate of authority	\$50.00
(vi) Application for certificate of existence or authorization.....	\$20.00
(vii) Application for conversion.....	\$75.00

(b) The secretary of state shall collect a fee of five dollars (\$5.00) upon being served with process under this act.

(c) The secretary of state shall set and collect comparable filing, service and copying fees for those documents not listed in subsection (a) of this section.

17-19-123. Effective date of document.

(a) Except as provided in subsection (b) of this section, a document is effective:

(i) At the time of filing on the date it is filed, as evidenced by the secretary of state's endorsement on the original document; or

(ii) At the time specified in the document as its effective time on the date it is filed.

(b) A document may specify a delayed effective time and date, and if it does so the document becomes effective at the time and date specified. If a delayed effective date but no time is specified, the document is effective at the close of business on that date. A delayed effective date for a document may not be later than the 90th day after the date filed.

17-19-124. Correcting filed document.

(a) A domestic or foreign corporation may correct a document filed by the secretary of state if the document:

(i) Contains an incorrect statement; or

(ii) Was defectively executed, attested, sealed, verified or acknowledged.

(b) A document is corrected:

(i) By preparing articles of correction that:

(A) Describe the document, including its filing date, or attach a copy of the document to the articles of correction;

(B) Specify the incorrect statement and the reason it is incorrect or the manner in which the execution was defective; and

(C) Correct the incorrect statement or defective execution.

(ii) By delivering the articles of correction to the secretary of state for filing.

(c) Articles of correction are effective on the effective date of the document they correct except as to persons relying

on the uncorrected document and adversely affected by the correction. As to those persons, articles of correction are effective when filed.

17-19-125. Filing duty of secretary of state.

(a) If a document delivered to the office of the secretary of state for filing satisfies the requirements of W.S. 17-19-120, the secretary of state shall file it.

(b) The secretary of state files a document by stamping or otherwise endorsing "Filed," together with his name and official title and the date and the time of filing, on both the original and copy of the document and on the receipt for the filing fee. After filing a document, except as provided in W.S. 17-28-103, the secretary of state shall deliver the document copy, with the filing fee receipt (or acknowledgment of receipt if no fee is required) attached, to the domestic or foreign corporation or its representative. The secretary of state, in his discretion, may issue a certificate evidencing the filing of a document upon the payment of the requisite fee.

(c) If the secretary of state refuses to file a document he shall return it to the domestic or foreign corporation or its representative within fifteen (15) days after the document was delivered, together with a brief, written explanation of the reason or reasons for his refusal.

(d) The secretary of state's duty to file documents under this section is ministerial. Filing or refusal to file a document does not:

(i) Affect the validity or invalidity of the document in whole or in part;

(ii) Relate to the correctness or incorrectness of information contained in the document; or

(iii) Create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect.

17-19-126. Appeal from secretary of state's refusal to file document.

(a) If the secretary of state refuses to file a document delivered to his office for filing, the domestic or foreign corporation may, within thirty (30) days after the return of the document, appeal the refusal to the district court of the county where the corporation's principal office is located in the state or, if the corporation does not have a principal office in the state, the district court of the county where its registered office is or will be located, or the district court of the county of residence of an incorporator for a domestic corporation, or in the district court of Laramie county. The appeal is commenced by petitioning the court to compel filing the document and by attaching to the petition the document and the secretary of state's explanation of his refusal to file.

(b) The court may summarily order the secretary of state to file the document or take other action the court considers appropriate.

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

17-19-127. Evidentiary effect of copy of filed document.

A certificate attached to a copy of a document filed by the secretary of state, bearing his signature (which may be in facsimile) and the seal of this state, is conclusive evidence that the original document is on file with the secretary of state.

17-19-128. Certificate of existence.

(a) Any person may apply to the secretary of state to furnish a certificate of existence for a domestic or foreign corporation.

(b) The certificate of existence sets forth:

(i) The domestic corporation's corporate name or the foreign corporation's corporate name used in this state;

(ii) That:

(A) The domestic corporation is duly incorporated under the law of this state, the date of its

incorporation, and the period of its duration if less than perpetual; or

(B) The foreign corporation is authorized to transact business in this state.

(iii) That all fees, taxes and penalties owed to this state have been paid, if:

(A) Payment is reflected in the records of the secretary of state; and

(B) Nonpayment affects the good standing of the domestic or foreign corporation.

(iv) That its most recent annual report required by W.S. 17-19-1630 has been delivered to the secretary of state;

(v) That articles of dissolution have not been filed; and

(vi) Other facts of record in the office of the secretary of state that may be requested by the applicant.

(c) Subject to any qualification stated in the certificate, a certificate of existence issued by the secretary of state may be relied upon as conclusive evidence that the domestic or foreign corporation is in existence or is authorized to transact business in this state.

(d) The term "certificate of existence" is synonymous with the term "certificate of good standing."

17-19-129. Repealed By Laws 2014, Ch. 65, § 2.

17-19-130. Powers.

The secretary of state has the power reasonably necessary to perform the duties required of him by this act. The secretary of state shall promulgate reasonable forms, rules and regulations necessary to carry out the purposes of this act.

17-19-140. General definitions.

(a) As used in this act:

(i) "Approved by (or approval by) the members" means approved or ratified by the affirmative vote of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum) or by a written ballot or written consent in conformity with this act or by the affirmative vote, written ballot or written consent of such greater proportion, including the votes of all the members of any class, unit or grouping as may be provided in the articles, bylaws or this act for any specified member action;

(ii) "Articles of incorporation" or "articles" include amended and restated articles of incorporation and articles of merger;

(iii) "Board" or "board of directors" means the board of directors except that no person or group of persons are the board of directors because of powers delegated to that person or group pursuant to W.S. 17-19-801, and includes any person or group under whose authority corporate powers are exercised and under whose direction the affairs of the corporation are managed, regardless of the name of the person or group whether it be trustees, regents, overseers or some other name;

(iv) "Bylaws" means the code or codes of rules (other than the articles) adopted pursuant to this act for the regulation or management of the affairs of the corporation irrespective of the name or names by which such rules are designated;

(v) "Certificate of existence" means a certificate issued pursuant to W.S. 17-19-128;

(vi) "Class" refers to a group of memberships which have the same rights with respect to voting, dissolution, redemption and transfer. For the purpose of this section, rights shall be considered the same if they are determined by a formula applied uniformly;

(vii) "Corporation" means public benefit, mutual benefit and religious corporation;

(viii) "Delegates" means those persons elected or appointed to vote in a representative assembly for the election of a director or directors or on other matters;

(ix) "Deliver" includes mail;

(x) "Directors" means individuals, designated in the articles or bylaws or elected by the incorporators, and their successors and individuals elected or appointed by any other name or title to act as members of the board;

(xi) "Distribution" means the payment of a dividend or any part of the income or profit of a corporation to its members, directors or officers;

(xii) "Domestic corporation" means a corporation;

(xiii) "Effective date of notice" is defined in W.S. 17-19-141;

(xiv) "Employee" does not include an officer or director who is not otherwise employed by the corporation;

(xv) "Entity" includes corporation and foreign corporation, business corporation and foreign business corporation, profit and nonprofit unincorporated association, corporation sole, business trust, estate, partnership, trust, and two (2) or more persons having a joint or common economic interest, and state, United States and foreign government;

(xvi) "File," "filed," or "filing" means filed in the office of the secretary of state;

(xvii) "Foreign corporation" means the corporation organized under a law other than the law of this state which would be a nonprofit corporation if formed under the laws of this state;

(xviii) "Governmental subdivision" includes authority, county, district, municipality and any other political subdivision;

(xix) "Includes" denotes a partial definition;

(xx) "Individual" includes the estate of an incompetent individual;

(xxi) "Means" denotes a complete definition;

(xxii) "Member" means (without regard to what a person is called in the articles or bylaws) any person or persons who on more than one (1) occasion, pursuant to a

provision of a corporation's articles or bylaws, have the right to vote for the election of a director or directors, subject to the following:

(A) A person is not a member by virtue of any of the following:

(I) Any rights the person has as a delegate;

(II) Any rights the person has to designate a director or directors; or

(III) Any rights the person has as a director.

(B) All members or all members of a class of members shall have the same number of votes unless the articles of incorporation specify otherwise.

(xxiii) "Membership" refers to the rights and obligations a member or members have pursuant to a corporation's articles, bylaws and this act;

(xxiv) "Mutual benefit corporation" means a domestic corporation which is formed as a mutual benefit corporation pursuant to article 2 of this act or is required to be a mutual benefit corporation pursuant to W.S. 17-19-1804;

(xxv) "Notice" is defined in W.S. 17-19-141;

(xxvi) "Person" includes any individual or entity;

(xxvii) "Principal office" means the office (within or outside this state) so designated in the annual report;

(xxviii) "Proceeding" includes civil suit and criminal, administrative, and investigatory action;

(xxix) "Public benefit corporation" means a domestic corporation which is formed as a public benefit corporation pursuant to article 2 of this act or is required to be a public benefit corporation pursuant to W.S. 17-19-1804;

(xxx) "Record date" means the date established under article 6 or 7 of this act on which a corporation determines the identity of its members for the purposes of this act;

(xxxii) "Religious corporation" means a domestic corporation which is formed as a religious corporation pursuant to article 2 of this act or is required to be a religious corporation pursuant to W.S. 17-19-1804;

(xxxiii) "Secretary" means the corporate officer to whom the board of directors has delegated responsibility under W.S. 17-19-840(b) for custody of the minutes of the directors' and members' meetings and for authenticating the records of the corporation;

(xxxiiii) "State," when referring to a part of the United States, includes a state and commonwealth (and their agencies and governmental subdivisions) and a territory, and insular possession (and their agencies and governmental subdivisions) of the United States;

(xxxv) "United States" includes district, authority, bureau, commission, department and any other agency of the United States;

(xxxvi) "Vote" includes authorization by written ballot and written consent;

(xxxvii) "Voting power" means the total number of votes entitled to be cast for the election of directors at the time the determination of voting power is made, excluding a vote which is contingent upon the happening of a condition or event that has not occurred at the time. Where a class is entitled to vote as a class for directors, the determination of voting power of the class shall be based on the percentage of the number of directors the class is entitled to elect out of the total number of authorized directors;

(xxxviii) "Registered agent" means as provided in W.S. 17-28-101 through 17-28-111;

(xxxix) "This act" means W.S. 17-19-101 through 17-19-1807.

17-19-141. Notice.

(a) Notice under this act shall be in writing unless oral notice is reasonable under the circumstances.

(b) Notice may be communicated in person; by telephone, telegraph, teletype or other form of wire or wireless communication; or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television or other form of public broadcast communication.

(c) Oral notice is effective when communicated if communicated in a comprehensible manner.

(d) Written notice, if in a comprehensible form, is effective at the earliest of the following:

(i) When received;

(ii) Five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed;

(iii) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;

(iv) Thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

(e) Written notice is correctly addressed to a member of a domestic or foreign corporation if addressed to the member's address shown in the corporation's current list of members.

(f) A written notice or report delivered as part of a newsletter, magazine or other publication regularly sent to members shall constitute a written notice or report if addressed or delivered to the member's address shown in the corporation's current list of members, or in the case of members who are residents of the same household and who have the same address in the corporation's current list of members, if addressed or delivered to one (1) of such members, at the address appearing on the current list of members.

(g) Written notice is correctly addressed to a domestic or foreign corporation (authorized to transact business in this state), other than in its capacity as a member, if addressed to its registered agent or to its secretary at its principal office

shown in its most recent annual report or, in the case of a foreign corporation that has not yet delivered an annual report, in its application for a certificate of authority.

(h) If W.S. 17-19-705(b) or any other provision of this act prescribes notice requirements for particular circumstances, those requirements govern. If articles or bylaws prescribe notice requirements, not inconsistent with this section or other provisions of this act, those requirements govern.

17-19-150. Private foundations.

(a) Except where otherwise determined by a court of competent jurisdiction, a corporation that is a private foundation as defined in section 509(a) of the Internal Revenue Code of 1986:

(i) Shall distribute such amounts for each taxable year at such time and in such manner as not to subject the corporation to tax under section 4942 of the code;

(ii) Shall not engage in any act of self-dealing as defined in section 4941(d) of the code;

(iii) Shall not retain any excess business holdings as defined in section 4943(c) of the code;

(iv) Shall not make any taxable expenditures as defined in section 4944 of the code;

(v) Shall not make any taxable expenditures as defined in section 4945(d) of the code.

(b) All references in this section to sections of the code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of subsequent internal revenue laws of the United States.

17-19-160. Judicial relief.

(a) If for any reason it is impractical or impossible for any corporation to call or conduct a meeting of its members, delegates or directors, or otherwise obtain their consent, in the manner prescribed by its articles, bylaws or this act, then upon petition of a director, officer, delegate, member or the attorney general, the district court of the county where the corporation's principal office is located in the state or, if

the corporation does not have a principal office in this state, of the county where its registered office is located, may order that such a meeting be called or that a written ballot or other form of obtaining the vote of members, delegates or directors be authorized, in such a manner as the court finds fair and equitable under the circumstances.

(b) The court shall, in an order issued pursuant to this section, provide for a method of notice reasonably designed to give actual notice to all persons who would be entitled to notice of a meeting held pursuant to the articles, bylaws and this act, whether or not the method results in actual notice to all such persons or conforms to the notice requirements that would otherwise apply. In a proceeding under this section the court may determine who the members or directors are.

(c) The order issued pursuant to this section may dispense with any requirement relating to the holding of or voting at meetings or obtaining votes, including any requirement as to quorums or as to the number or percentage of votes needed for approval, that would otherwise be imposed by the articles, bylaws or this act.

(d) Whenever practical any order issued pursuant to this section shall limit the subject matter of meetings or other forms of consent authorized to items, including amendments to the articles or bylaws, the resolution of which will or may enable the corporation to continue managing its affairs without further resort to this section; provided, however, that an order under this section may also authorize the obtaining of whatever votes and approvals are necessary for the dissolution, merger, consolidation or sale of assets.

(e) Any meeting or other method of obtaining the vote of members, delegates or directors conducted pursuant to an order issued under this section, and that complies with all the provisions of such order, is for all purposes a valid meeting or vote, as the case may be, and shall have the same force and effect as if it complied with every requirement imposed by the articles, bylaws and this act.

17-19-170. Attorney general.

(a) The secretary of state shall be given notice of the commencement of any proceeding that this act authorizes the attorney general to bring but that has been commenced by another person.

(b) Whenever any provision of this act requires that notice be given to the secretary of state before or after commencing a proceeding or permits the attorney general to commence a proceeding:

(i) If no proceeding has been commenced, the attorney general may take appropriate action including, but not limited to, seeking injunctive relief;

(ii) If a proceeding has been commenced by a person other than the attorney general, the attorney general, as of right, may intervene in such proceeding.

17-19-180. Constitutional protections.

If religious doctrine governing the affairs of a religious corporation is inconsistent with the provisions of this act on the same subject, the religious doctrine shall control to the extent required by the constitution of the United States or the constitution of this state or both.

ARTICLE 2 - ORGANIZATION

17-19-201. Incorporators.

One (1) or more persons may act as the incorporator or incorporators of a corporation by delivering articles of incorporation to the secretary of state for filing.

17-19-202. Articles of incorporation.

(a) The articles of incorporation shall set forth:

(i) A corporate name for the corporation that satisfies the requirements of W.S. 17-19-401;

(ii) One (1) of the following statements:

(A) This corporation is a public benefit corporation;

(B) This corporation is a mutual benefit corporation;

(C) This corporation is a religious corporation.

(iii) The street address of the corporation's initial registered office and the name of its initial registered agent at that office;

(iv) The name and address of each incorporator;

(v) Whether or not the corporation will have members;
and

(vi) Provisions not inconsistent with law regarding the distribution of assets on dissolution. These provisions may be consistent with the requirements of the Internal Revenue Code, as amended, for tax exempt status.

(b) The articles of incorporation may set forth:

(i) Any provision required by the Internal Revenue Code, as amended, for tax exempt or other tax status;

(ii) The purpose or purposes for which the corporation is organized, which may be, either alone or in combination with other purposes, the transaction of any lawful activity;

(iii) The names and addresses of the individuals who are to serve as the initial directors;

(iv) Provisions not inconsistent with law regarding:

(A) Managing and regulating the affairs of the corporation;

(B) Defining, limiting and regulating the powers of the corporation, its board of directors and members (or any class of members); and

(C) The characteristics, qualifications, rights, limitations and obligations attaching to each or any class of members.

(v) Any provision that under this act is required or permitted to be set forth in the bylaws;

(vi) Any provision giving members different numbers of votes on all questions or particular classes of questions, unequal assessments, or in the case of mutual benefit

corporations, unequal rights to assets upon dissolution. These provisions may include the basis upon which these inequalities are to be determined. For mutual benefit corporations, the provisions may include rights of dissent if these rights or inequalities are changed.

(c) Each incorporator and director named in the articles shall sign the articles.

(d) The articles of incorporation need not set forth any of the corporate powers enumerated in this act.

(e) The articles of incorporation shall be accompanied by a written consent to appointment manually signed by the registered agent.

17-19-203. Incorporation.

(a) Unless a delayed effective date is specified, the corporate existence begins when the articles of incorporation are filed.

(b) The secretary of state's filing of the articles of incorporation is conclusive proof that the incorporators satisfied all conditions precedent to incorporation except in a proceeding by the state to cancel or revoke the incorporation or involuntarily dissolve the corporation.

17-19-204. Liability for preincorporation transactions.

All persons purporting to act as or on behalf of a corporation formed under this act, knowing there was no incorporation under this act, are jointly and severally liable for all liabilities created while so acting.

17-19-205. Organization of corporation.

(a) After incorporation:

(i) If initial directors are named in the articles of incorporation, the initial directors shall hold an organizational meeting, at the call of a majority of the directors, to complete the organization of the corporation by appointing officers, adopting bylaws and carrying on any other business brought before the meeting;

(ii) If initial directors are not named in the articles, the incorporator or incorporators shall hold an organizational meeting at the call of a majority of the incorporators:

(A) To elect directors and complete the organization of the corporation; or

(B) To elect a board of directors who shall complete the organization of the corporation.

(b) Action required or permitted by this act to be taken by incorporators at an organizational meeting may be taken without a meeting if the action taken is evidenced by one (1) or more written consents describing the action taken and signed either manually or in facsimile by each incorporator.

(c) An organizational meeting may be held in or out of this state.

17-19-206. Bylaws.

(a) The incorporators or board of directors of a corporation shall adopt initial bylaws for the corporation.

(b) The bylaws may contain any provision for regulating and managing the affairs of the corporation that is not inconsistent with law or the articles of incorporation.

(c) If bylaws are not adopted:

(i) An annual meeting shall be held within three (3) months after the close of the corporation's fiscal year;

(ii) The required officers shall be the president, the secretary and the treasurer; and

(iii) Bylaws may be adopted at any director or member meeting.

17-19-207. Emergency bylaws and powers.

(a) Unless the articles of incorporation provide otherwise, the board of directors of a corporation may adopt bylaws to be effective only in an emergency defined in subsection (d) of this section. The emergency bylaws, which are

subject to amendment or repeal by the members, may make all provisions necessary for managing the corporation during the emergency, including:

(i) Procedures for calling a meeting of the board of directors;

(ii) Quorum requirements for the meeting; and

(iii) Designation of additional or substitute directors.

(b) All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends.

(c) Corporate action taken in good faith in accordance with the emergency bylaws:

(i) Binds the corporation; and

(ii) Shall not be used to impose liability on a corporate director, officer, employee or agent unless the action violates standards otherwise set forth in this act.

(d) An emergency exists for purposes of this section if a quorum of the corporation's directors cannot readily be assembled because of some extraordinary event.

ARTICLE 3 - PURPOSES AND POWERS

17-19-301. Purposes.

(a) Every corporation incorporated under this act has the purpose of engaging in any lawful activity unless a more limited purpose is set forth in the articles of incorporation.

(b) A corporation engaging in an activity that is subject to regulation under another statute of this state may incorporate under this act only if permitted by, and subject to all limitations of, the other statute.

17-19-302. General powers.

(a) Unless its articles of incorporation provide otherwise, every corporation has perpetual duration and

succession in its corporate name and has the same powers as an individual to do all things necessary or convenient to carry out its affairs including, without limitation, power:

(i) To sue and be sued, complain and defend in its corporate name;

(ii) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing or in any other manner reproducing it;

(iii) To make and amend bylaws not inconsistent with its articles of incorporation or with the laws of this state, for regulating and managing the affairs of the corporation;

(iv) To purchase, receive, lease or otherwise acquire, and own, hold, improve, use and otherwise deal with, real or personal property or any legal or equitable interest in property, wherever located;

(v) To sell, convey, mortgage, pledge, lease, exchange and otherwise dispose of all or any part of its property;

(vi) To purchase, receive, subscribe for or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge or otherwise dispose of, and deal in and with, shares or other interests in, or obligations of any entity;

(vii) To make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises or income;

(viii) To lend money, invest and reinvest its funds and receive and hold real and personal property as security for repayment, except as limited by W.S. 17-19-832;

(ix) To be a promoter, partner, member, associate or manager of any partnership, joint venture, trust or other entity;

(x) To conduct its activities, locate offices and exercise the powers granted by this act within or without this state;

(xi) To elect or appoint directors, officers, employees and agents of the corporation, define their duties and fix their compensation;

(xii) To pay pensions and establish pension plans, pension trusts and other benefit and incentive plans for any or all of its current or former directors, officers, employees and agents;

(xiii) To make donations not inconsistent with law for the public welfare or for charitable, religious, scientific or educational purposes and for other purposes that further the corporate interest;

(xiv) To impose dues, assessments, admission and transfer fees upon its members;

(xv) To establish conditions for admission of members, admit members and issue memberships;

(xvi) To carry on a business;

(xvii) To do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the corporation.

17-19-303. Emergency powers.

(a) In anticipation of or during an emergency defined in subsection (d) of this section, the board of directors of a corporation may:

(i) Modify lines of succession to accommodate the incapacity of any director, officer, employee or agent; and

(ii) Relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.

(b) During an emergency defined in subsection (d) of this section, unless emergency bylaws provide otherwise:

(i) Notice of a meeting of the board of directors need be given only to those directors whom it is practicable to reach and may be given in any practicable manner, including by publication and radio; and

(ii) One (1) or more officers of the corporation present at a meeting of the board of directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

(c) Corporate action taken in good faith during an emergency under this section to further the ordinary affairs of the corporation:

(i) Binds the corporation; and

(ii) May not be used to impose liability on a corporate director, officer, employee or agent unless the action violates standards otherwise set forth in this act.

(d) An emergency exists for the purposes of this section if a quorum of the corporation's directors cannot readily be assembled because of some extraordinary event.

17-19-304. Ultra vires.

(a) Except as provided in subsection (b) of this section, the validity of corporate action may not be challenged on the ground that the corporation lacks or lacked power to act.

(b) A corporation's power to act may be challenged in a proceeding against the corporation to enjoin an act where a third party has not acquired rights. The proceeding may be brought by the attorney general, a director or by a member or members in a derivative proceeding.

(c) A corporation's power to act may be challenged in a proceeding against an incumbent or former director, officer, employee or agent of the corporation. The proceeding may be brought by a director, the corporation, directly, derivatively, or through a receiver, a trustee or other legal representative, or in the case of a public benefit corporation, by the attorney general.

ARTICLE 4 - NAMES

17-19-401. Corporate name.

(a) A corporate name may not contain language stating or implying that the corporation is organized for a purpose other

than that permitted by W.S. 17-19-301 and its articles of incorporation.

(b) Except as authorized by subsections (c) and (d) of this section, a corporate name shall not be the same as, or deceptively similar to the name of any trademark or service mark registered in this state and shall be distinguishable upon the records of the secretary of state from other business names as required by W.S. 17-16-401.

(c) A corporation may apply to the secretary of state for authorization to use a name that is not distinguishable in accordance with the provisions of W.S. 17-16-401(c).

(i) Repealed By Laws 1996, ch. 80, § 3.

(ii) Repealed By Laws 1996, ch. 80, § 3.

(d) A corporation may use the name, including the fictitious name, of another domestic or foreign corporation that is used in this state if the other corporation is incorporated or authorized to transact business in this state and the proposed user corporation:

(i) Has merged with the other corporation; or

(ii) Has been formed by reorganization of the other corporation; or

(iii) Has acquired all or substantially all of the assets, including the corporate name, of the other corporation.

(iv) Repealed By Laws 1996, ch. 80, § 3.

(e) This act does not control the use of fictitious names.

17-19-402. Reserved name.

(a) A person may apply to reserve the exclusive use of a corporate name, including a fictitious name for a foreign corporation whose corporate name is not available, by delivering an application to the secretary of state for filing. The application shall set forth the name and address of the applicant and the name proposed to be reserved. If the secretary of state finds that the corporate name applied for is available, he shall file the application pursuant to W.S. 17-19-125 and

reserve the name for the applicant's exclusive use for a nonrenewable one hundred twenty (120) day period.

(b) The owner of a reserved corporate name may transfer the reservation to another person by delivering to the secretary of state a manually signed notice of the transfer that states the name and address of the transferee.

ARTICLE 5 - OFFICE AND AGENT

17-19-501. Registered office and registered agent.

(a) Each corporation shall continuously maintain in this state:

(i) A registered office as provided in W.S. 17-28-101 through 17-28-111; and

(ii) A registered agent as provided in W.S. 17-28-101 through 17-28-111.

(A) Repealed by Laws 2008, Ch. 90, § 3.

(B) Repealed by Laws 2008, Ch. 90, § 3.

(C) Repealed by Laws 2008, Ch. 90, § 3.

(b) The provisions of W.S. 17-28-101 through 17-28-111 shall apply to all nonprofit corporations.

17-19-502. Repealed by Laws 2008, Ch. 90, § 3.

17-19-503. Repealed by Laws 2008, Ch. 90, § 3.

17-19-504. Repealed by Laws 2008, Ch. 90, § 3.

ARTICLE 6 - MEMBERS AND MEMBERSHIPS

17-19-601. Admission.

(a) The articles or bylaws may establish criteria or procedures for admission of members.

(b) No person shall be admitted as a member without his consent.

17-19-602. Consideration.

Except as provided in its articles or bylaws, a corporation may admit members for no consideration or for any consideration as is determined by the board.

17-19-603. No requirement of members.

A corporation is not required to have members.

17-19-610. Differences in rights and obligations of members.

All members shall have the same rights and obligations with respect to voting, dissolution, redemption and transfer, unless the articles or bylaws establish classes of membership with different rights or obligations. All members shall have the same rights and obligations with respect to any other matters, except as set forth in or authorized by the articles or bylaws.

17-19-611. Transfers.

(a) Except as set forth in or authorized by the articles or bylaws, no member of a mutual benefit corporation may transfer a membership or any right arising therefrom.

(b) No member of a public benefit or religious corporation may transfer a membership or any right arising therefrom.

(c) Where transfer rights have been provided, no restriction on them shall be binding with respect to a member holding a membership issued prior to the adoption of the restriction unless the restriction is approved by the members and the affected member.

17-19-612. Member's liability to third parties.

A member of a corporation is not, as such, personally liable for the acts, debts, liabilities or obligations of the corporation.

17-19-613. Member's liability for dues, assessments and fees.

A member may become liable to the corporation for dues, assessments or fees as a condition for remaining a member. An article, bylaw or corporate resolution authorizing dues,

assessments or fees is not, by itself, sufficient to impose liability without the consent or acquiescence of the member.

17-19-614. Creditor's action against member.

(a) No proceeding may be brought by a creditor to reach the liability, if any, of a member to the corporation unless final judgment has been rendered in favor of the creditor against the corporation and execution has been returned unsatisfied in whole or in part or unless such proceeding would be useless.

(b) All creditors of the corporation, with or without reducing their claims to judgment, may intervene in any creditor's proceeding brought under subsection (a) of this section to reach and apply unpaid amounts due the corporation. Any or all members who owe amounts to the corporation may be joined in such proceeding.

17-19-620. Resignation.

(a) A member may resign at any time.

(b) The resignation of a member does not relieve the member from any obligations the member may have to the corporation as a result of obligations incurred or commitments made prior to resignation.

17-19-621. Termination, expulsion and suspension.

(a) No member of a public benefit or mutual benefit corporation may be expelled or suspended, and no membership or memberships in such corporations may be terminated or suspended except pursuant to a procedure that is fair and reasonable and is carried out in good faith.

(b) A procedure is fair and reasonable when either:

(i) The articles or bylaws set forth a procedure that provides:

(A) Not less than fifteen (15) days prior written notice of the expulsion, suspension or termination and the reasons therefor; and

(B) An opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension or termination by a person or persons authorized to decide that the proposed expulsion, termination or suspension not take place; or

(ii) It is fair and reasonable taking into consideration all of the relevant facts and circumstances.

(c) Any written notice given by mail shall be given by first class, return receipt requested, sent to the last address of the member shown on the corporation's records.

(d) Any proceeding challenging an expulsion, suspension or termination, including a proceeding in which defective notice is alleged, shall be commenced within one (1) year after the effective date of the expulsion, suspension or termination.

(e) A member who has been expelled or suspended may be liable to the corporation for dues, assessments or fees as a result of obligations incurred or commitments made prior to expulsion or suspension.

17-19-622. Purchase of memberships.

(a) A public benefit or religious corporation may not purchase any of its memberships or any right arising therefrom.

(b) A mutual benefit corporation may purchase the membership of a member who resigns or whose membership is terminated for the amount and pursuant to the conditions set forth in or authorized by its articles or bylaws. No payment shall be made in violation of article 13 of this act.

17-19-630. Derivative suits.

(a) A proceeding may be brought in the right of a domestic or foreign corporation to procure a judgment in its favor by:

(i) Any member or members having five percent (5%) or more of the voting power or by fifty (50) members, whichever is less; or

(ii) Any director.

(b) In any proceeding under this section, each complainant shall be a member or director at the time of bringing the proceeding.

(c) A complaint in a proceeding brought in the right of a corporation shall be verified and allege with particularity the demand made, if any, to obtain action by the directors and either why the complainants could not obtain the action or why they did not make the demand. If a demand for action was made and the corporation's investigation of the demand is in progress when the proceeding is filed, the court may stay the suit until the investigation is completed.

(d) On termination of the proceeding the court may require the complainants to pay any defendant's reasonable expenses, including counsel fees, incurred in defending the suit if it finds that the proceeding was commenced frivolously or in bad faith.

(e) If the proceeding on behalf of the corporation results in the corporation taking some action requested by the complainants or otherwise was successful, in whole or in part, or if anything was received by the complainants as the result of a judgment, compromise or settlement of an action or claim, the court may award the complainants reasonable expenses, including counsel fees.

(f) The complainants shall notify the secretary of state within ten (10) days after commencing any proceeding under this section if the proceeding involves a public benefit corporation or assets held in charitable trust by a mutual benefit corporation. The secretary of state shall then notify the attorney general.

17-19-640. Delegates.

(a) A corporation may provide in its articles or bylaws for delegates having some or all of the authority of members.

(b) The articles or bylaws may set forth provisions relating to:

(i) The characteristics, qualifications, rights, limitations and obligations of delegates including their selection and removal;

(ii) Calling, noticing, holding and conducting meetings of delegates; and

(iii) Carrying on corporate activities during and between meetings of delegates.

ARTICLE 7 - MEMBERS' MEETINGS AND VOTING

17-19-701. Annual and regular meetings.

(a) A corporation with members shall hold a membership meeting annually at a time stated in or fixed in accordance with the bylaws.

(b) A corporation with members may hold regular membership meetings at the times stated in or fixed in accordance with the bylaws.

(c) Annual and regular membership meetings may be held in or out of this state at the place stated in or fixed in accordance with the bylaws. If no place is stated in or fixed in accordance with the bylaws, annual and regular meetings shall be held at the corporation's principal office.

(d) At the annual meeting:

(i) The president and chief financial officer shall report on the activities and financial condition of the corporation; and

(ii) The members shall consider and act upon such other matters as may be raised consistent with the notice requirements of W.S. 17-19-705 and 17-19-723(b).

(e) At regular meetings the members shall consider and act upon such matters as may be raised consistent with the notice requirements of W.S. 17-19-705 and 17-19-723(b).

(f) The failure to hold an annual or regular meeting at a time stated in or fixed in accordance with a corporation's bylaws does not affect the validity of any corporate action.

17-19-702. Special meeting.

(a) A corporation with members shall hold a special meeting of members:

(i) On call of its board or the person or persons authorized to do so by the articles or bylaws; or

(ii) Except as provided in the articles or bylaws of a religious corporation if the holders of at least five percent (5%) of the voting power of any corporation sign, date, and deliver to any corporate officer one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held.

(b) The close of business on the 30th day before delivery of the demand or demands for a special meeting to any corporate officer is the record date for the purpose of determining whether the five percent (5%) requirement of subsection (a) of this section has been met.

(c) If a notice for a special meeting demanded under paragraph (a)(ii) of this section is not given pursuant to W.S. 17-19-705 within thirty (30) days after the date the written demand or demands are delivered to a corporate officer, regardless of the requirements of subsection (d) of this section, a person signing the demand or demands may set the time and place of the meeting and give notice pursuant to W.S. 17-19-705.

(d) Special meetings of members may be held in or out of this state at the place stated in or fixed in accordance with the bylaws. If no place is stated or fixed in accordance with the bylaws, special meetings shall be held at the corporation's principal office.

(e) Only those matters that are within the purpose or purposes described in the meeting notice required by W.S. 17-19-705 shall be conducted at a special meeting of members.

17-19-703. Court-ordered meeting.

(a) The district court of the county where a corporation's principal office or, if none in this state, its registered office is located may summarily order a meeting to be held:

(i) On application of any member or other person entitled to participate in an annual or regular meeting, and in the case of a public benefit corporation, the attorney general, if an annual meeting was not held within fifteen (15) months after its last annual meeting;

(ii) On application of any member or other person entitled to participate in a regular meeting, and in the case of a public benefit corporation, the attorney general, if a regular meeting is not held within forty (40) days after the date it was required to be held; or

(iii) On application of a member who signed a demand for a special meeting valid under W.S. 17-19-702, a person or persons entitled to call a special meeting and, in the case of a public benefit corporation, the attorney general, if:

(A) Notice of the special meeting was not given within thirty (30) days after the date the demand was delivered to a corporate officer; or

(B) The special meeting was not held in accordance with the notice.

(b) The court may fix the time and place of the meeting, specify a record date for determining members entitled to notice of and to vote at the meeting, prescribe the form and content of the meeting notice, fix the quorum required for specific matters to be considered at the meeting or direct that the votes represented at the meeting constitute a quorum for action on those matters, and enter other orders necessary to accomplish the purpose or purposes of the meeting.

(c) If the court orders a meeting, it may also order the corporation to pay the member's costs, including reasonable counsel fees, incurred to obtain the order.

17-19-704. Action by written consent.

(a) Unless limited or prohibited by the articles or bylaws, action required or permitted by this act to be taken at a members' meeting may be taken without a meeting if notice of the proposed action is given to all voting members and the action is approved by ninety percent (90%) of the members entitled to vote on the action. The action shall be evidenced by one (1) or more written consents describing the action approved, signed either manually or in facsimile, by the requisite number of members entitled to vote on the action, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

(b) If not otherwise determined under W.S. 17-19-703 or 17-19-707, the record date for determining members entitled to take action without a meeting is the date the first member signs the consent under subsection (a) of this section.

(c) A consent signed under this section has the effect of a meeting vote and may be described as such in any document filed with the secretary of state.

17-19-705. Notice of meeting.

(a) A corporation shall give notice consistent with its bylaws of meetings of members in a fair and reasonable manner.

(b) Any notice that conforms to the requirements of subsection (c) of this section is fair and reasonable, but other means of giving notice may also be fair and reasonable when all the circumstances are considered; provided, however, that notice of matters referred to in paragraph (c)(ii) of this section shall be given as provided in subsection (c) of this section.

(c) Notice is fair and reasonable if:

(i) The corporation notifies its members of the place, date and time of each annual, regular and special meeting of members no fewer than ten (10) nor more than sixty (60) days before the meeting date;

(ii) Notice of an annual or regular meeting includes a description of any matter or matters that shall be approved by the members under W.S. 17-19-831, 17-19-856, 17-19-1003, 17-19-1021, 17-19-1104, 17-19-1202, 17-19-1401 or 17-19-1402; and

(iii) Notice of a special meeting includes a description of the matter or matters for which the meeting is called.

(d) Unless the bylaws require otherwise, if an annual, regular or special meeting of members is adjourned to a different date, time or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or shall be fixed under W.S. 17-19-707, however, notice of the adjourned meeting shall be given under this section to the members of record as of the new record date.

(e) When giving notice of an annual, regular or special meeting of members, a corporation shall give notice of a matter a member intends to raise at the meeting if:

(i) Requested in writing to do so by a person entitled to call a special meeting; and

(ii) The request is received by the secretary or president of the corporation at least ten (10) days before the corporation gives notice of the meeting.

17-19-706. Waiver of notice.

(a) A member may waive any notice required by this act, the articles, or bylaws before or after the date and time stated in the notice. The waiver shall be in writing, be signed manually or in facsimile by the member entitled to the notice, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records.

(b) A member's attendance at a meeting:

(i) Waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and

(ii) Waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

17-19-707. Record date; determining members entitled to notice and vote.

(a) The bylaws of a corporation may fix or provide the manner of fixing a date as the record date for determining the members entitled to notice of a members' meeting. If the bylaws do not fix or provide for fixing a record date, the board may fix a future date as the record date. If no record date is fixed, members at the close of business on the business day preceding the day on which notice is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held, are entitled to notice of the meeting.

(b) The bylaws of a corporation may fix or provide the manner of fixing a date as the record date for determining the members entitled to vote at a members' meeting. If the bylaws do not fix or provide for fixing a record date, the board may fix a future date as the record date. If no record date is fixed, members on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting.

(c) The bylaws may fix or provide the manner for determining a date as the record date for the purpose of determining the members entitled to exercise any rights in respect of any other lawful action. If the bylaws do not fix or provide for fixing a record date, the board may fix in advance a record date. If no record date is fixed, members at the close of business on the day on which the board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later, are entitled to exercise rights.

(d) A record date fixed under this section shall not be more than seventy (70) days before the meeting or action requiring a determination of members occurs.

(e) A determination of members entitled to notice of or to vote at a membership meeting is effective for any adjournment of the meeting unless the board fixes a new date for determining the right to notice or the right to vote, which it shall do if the meeting is adjourned to a date more than seventy (70) days after the record date for determining members entitled to notice of the original meeting.

(f) If a court orders a meeting adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting, it may provide that the original record date for notice or voting continues in effect or it may fix a new record date for notice or voting.

17-19-708. Action by written ballot.

(a) Unless prohibited or limited by the articles or bylaws, any action that may be taken at any annual, regular or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter.

(b) A written ballot shall:

(i) Set forth each proposed action; and

(ii) Provide an opportunity to vote for or against each proposed action.

(c) Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(d) All solicitations for votes by written ballot shall:

(i) Indicate the number of responses needed to meet the quorum requirements;

(ii) State the percentage of approvals necessary to approve each matter other than election of directors; and

(iii) Specify the time by which a ballot shall be received by the corporation in order to be counted.

(e) Except as otherwise provided in the articles or bylaws, a written ballot shall not be revoked.

17-19-720. Members' list for meeting.

(a) After fixing a record date for a notice of a meeting, a corporation shall prepare an alphabetical list of the names of all its members who are entitled to notice of the meeting. The list shall show the address and number of votes each member is entitled to vote at the meeting. The corporation shall prepare on a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting. This list shall be prepared on the same basis and be part of the list of members.

(b) The list of members shall be available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning two (2) business days after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the corporation's principal office or at a reasonable place identified in the meeting notice in the city where the meeting

will be held. A member, a member's agent or attorney is entitled on written demand to inspect and, subject to the limitations of W.S. 17-19-1602(c) and 17-19-1605, to copy the list, at a reasonable time and at the member's expense, during the period it is available for inspection.

(c) The corporation shall make the list of members available at the meeting, and any member, a member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

(d) If the corporation refuses to allow a member, a member's agent or attorney to inspect the list of members before or at the meeting, or copy the list as permitted by subsection (b) of this section, the district court of the county where a corporation's principal office, or if none in this state, its registered office is located, on application of the member, may summarily order the inspection or copying at the corporation's expense and may postpone the meeting for which the list was prepared until the inspection or copying is complete and may order the corporation to pay the member's costs, including reasonable counsel fees, incurred to obtain the order.

(e) Unless a written demand to inspect and copy a membership list has been made under subsection (b) of this section prior to the membership meeting and a corporation improperly refuses to comply with the demand, refusal or failure to comply with this section does not affect the validity of action taken at the meeting.

(f) The articles or bylaws of a religious corporation may limit or abolish the rights of a member under this section to inspect and copy any corporate record.

17-19-721. Voting entitlement generally.

(a) Unless the articles or bylaws provide otherwise, each member is entitled to one (1) vote on each matter voted on by the members.

(b) Unless the articles or bylaws provide otherwise, if a membership stands of record in the names of two (2) or more persons, their acts with respect to voting shall have the following effect:

(i) If only one (1) votes, such act binds all; and

(ii) If more than one (1) votes, the vote shall be divided on a pro rata basis.

17-19-722. Quorum requirements.

(a) Unless this act, the articles or bylaws provide for a higher or lower quorum, ten percent (10%) of the votes entitled to be cast on a matter shall be represented at a meeting of members to constitute a quorum on that matter.

(b) A bylaw amendment to decrease the quorum for any member action may be approved by the members or, unless prohibited by the bylaws, by the board.

(c) A bylaw amendment to increase the quorum required for any member action shall be approved by the members.

(d) Unless one-third (1/3) or more of the voting power is present in person or by proxy, the only matters that can be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice.

17-19-723. Voting requirements.

(a) Unless this act, the articles or the bylaws require a greater vote or voting by class, if a quorum is present, the affirmative vote of the votes represented and voting (which affirmative votes also constitute a majority of the required quorum) is the act of the members.

(b) A bylaw amendment to increase or decrease the vote required for any member action shall be approved by the members.

17-19-724. Proxies.

(a) As used in this act and in this section:

(i) "Appointment" means the grant of authority to vote;

(ii) "Appointment form" means the document appointing the proxy;

(iii) "Proxy" means the person to whom the authority to vote is granted.

(b) Unless the articles or bylaws prohibit or limit proxy voting, a member may appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by an attorney-in-fact.

(c) An appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for eleven (11) months unless a different period is expressly provided in the appointment form; provided however that no proxy shall be valid for more than three (3) years from its date of execution.

(d) An appointment of a proxy is revocable by the member.

(e) The death or incapacity of the member appointing a proxy does not affect the right of the corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment.

(f) Appointment of a proxy is revoked by the person appointing the proxy:

(i) Attending any meeting and voting in person; or

(ii) Signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.

(g) Subject to W.S. 17-19-727 and any express limitation on the proxy's authority appearing on the face of the appointment form, a corporation is entitled to accept the proxy's vote or other action as that of the member making the appointment.

17-19-725. Cumulative voting for directors.

(a) If the articles or bylaws provide for cumulative voting by members, members may so vote, by multiplying the number of votes the members are entitled to cast by the number of directors for whom they are entitled to vote, and cast the product for a single candidate or distribute the product among two (2) or more candidates.

(b) Cumulative voting is not authorized at a particular meeting unless:

(i) The meeting notice or statement accompanying the notice states that cumulative voting will take place; or

(ii) A member gives notice during the meeting and before the vote is taken of the member's intent to cumulate votes, and if one (1) member gives this notice all other members participating in the election are entitled to cumulate their votes without giving further notice.

(c) A director elected by cumulative voting may be removed by the members without cause if the requirements of W.S. 17-19-808 are met unless the votes cast against removal, or not consenting in writing to removal, would be sufficient to elect the director if voted cumulatively at an election at which the same total number of votes were cast (or, if such action is taken by written ballot, all memberships entitled to vote were voted) and the entire number of directors authorized at the time of the director's most recent election were then being elected.

(d) Members shall not cumulatively vote if the directors and members are identical.

17-19-726. Other methods of electing directors.

(a) A corporation may provide in its articles or bylaws for election of directors by members or delegates:

(i) On the basis of chapter or other organizational unit;

(ii) By region or other geographic unit;

(iii) By preferential voting; or

(iv) By any other reasonable method.

17-19-727. Corporation's acceptance of votes.

(a) If the name signed on a vote, consent, waiver or proxy appointment corresponds to the name of a member, the corporation if acting in good faith is entitled to accept the vote, consent, waiver or proxy appointment and give it effect as the act of the member.

(b) If the name signed on a vote, consent, waiver or proxy appointment does not correspond to the record name of a member, the corporation if acting in good faith is nevertheless entitled to accept the vote, consent, waiver or proxy appointment and give it effect as the act of the member if:

(i) The member is an entity and the name signed purports to be that of an officer or agent of the entity;

(ii) The name signed purports to be that of an attorney-in-fact of the member and if the corporation requests, evidence acceptable to the corporation of the signatory's authority to sign for the member has been presented with respect to the vote, consent, waiver or proxy appointment;

(iii) Two (2) or more persons hold the membership as cotenants or fiduciaries and the name signed purports to be the name of at least one (1) of the coholders and the person signing appears to be acting on behalf of all the coholders; and

(iv) In the case of a mutual benefit corporation:

(A) The name signed purports to be that of an administrator, executor, guardian or conservator representing the member and, if the corporation requests, evidence of fiduciary status acceptable to the corporation has been presented with respect to the vote, consent, waiver or proxy appointment;

(B) The name signed purports to be that of a receiver or trustee in bankruptcy of the member, and, if the corporation requests, evidence of this status acceptable to the corporation has been presented with respect to the vote, consent, waiver or proxy appointment.

(c) The corporation is entitled to reject a vote, consent, waiver or proxy appointment if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the member.

(d) The corporation and its officer or agent who accepts or rejects a vote, consent, waiver or proxy appointment in good faith and in accordance with the standards of this section are not liable in damages to the member for the consequences of the acceptance or rejection.

(e) Corporate action based on the acceptance or rejection of a vote, consent, waiver or proxy appointment under this section is valid unless a court of competent jurisdiction determines otherwise.

(f) In the case where a member is an entity or where approval is required by a third party which is an entity, the corporation is entitled to accept the vote provided the individual who casts the vote for the entity presents the corporation with a written resolution or other written authorization to vote for the entity.

17-19-730. Voting agreements.

(a) Two (2) or more members may provide for the manner in which they will vote by signing an agreement for that purpose. Agreements under this section may be valid for a period of up to ten (10) years. For public benefit corporations such agreements shall have a reasonable purpose not inconsistent with the corporation's public or charitable purposes.

(b) A voting agreement created under this section is specifically enforceable.

ARTICLE 8 - DIRECTORS AND OFFICERS

17-19-801. Requirement for and duties of board.

(a) Each corporation shall have a board of directors.

(b) Except as provided in this act or subsection (c) of this section, all corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, its board.

(c) The articles may authorize a person or persons to exercise some or all of the powers which would otherwise be exercised by a board. To the extent so authorized any such person or persons shall have the duties and responsibilities of the directors, and the directors shall be relieved to that extent from such duties and responsibilities.

17-19-802. Qualifications of directors.

All directors shall be individuals. The articles or bylaws may prescribe additional qualifications for directors.

17-19-803. Number of directors.

(a) A board of directors shall consist of three (3) or more individuals, with the number specified in or fixed in accordance with the articles or bylaws.

(b) The number of directors may be increased or decreased, but to no fewer than three (3), from time to time by amendment to or in the manner prescribed in the articles or bylaws.

17-19-804. Election, designation and appointment of directors.

(a) If the corporation has members, all the directors, except the initial directors, shall be elected at the first annual meeting of members, and at each annual meeting thereafter, unless the articles or bylaws provide some other time or method of election, or provide that some of the directors are appointed by some other person or designated.

(b) If the corporation does not have members, all the directors, except the initial directors, shall be elected, appointed or designated as provided in the articles or bylaws. If no method of designation or appointment is set forth in the articles or bylaws, the directors, other than the initial directors, shall be elected by the board.

17-19-805. Terms of directors generally.

(a) The articles or bylaws shall specify the terms of directors. Except for designated or appointed directors, the terms of directors shall not exceed five (5) years. In the absence of any term specified in the articles or bylaws, the term of each director shall be one (1) year. Directors may be elected for successive terms.

(b) A decrease in the number of directors or term of office does not shorten an incumbent director's term.

(c) Except as provided in the articles or bylaws:

(i) The term of a director filling a vacancy in the office of a director elected by members expires at the next election of directors by members; and

(ii) The term of a director filling any other vacancy expires at the end of the unexpired term that the director is filling.

(d) Despite the expiration of a director's term, the director continues to serve until the director's successor is elected, designated or appointed and qualifies, or until there is a decrease in the number of directors.

17-19-806. Staggered terms for directors.

The articles or bylaws may provide for staggering the terms of directors by dividing the total number of directors into groups. The terms of office of the several groups need not be uniform.

17-19-807. Resignation of directors.

(a) A director may resign at any time by delivering written notice, signed either manually or in facsimile, to the board of directors, its presiding officer or to the president or secretary.

(b) A resignation is effective when the notice is effective unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

17-19-808. Removal of directors elected by members or directors.

(a) The members may remove one (1) or more directors elected by them without cause.

(b) If a director is elected by a class, chapter or other organizational unit or by region or other geographic grouping, the director may be removed only by the members of that class, chapter, unit or grouping.

(c) Except as provided in subsection (j) of this section, a director may be removed under subsection (a) or (b) of this section only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.

(d) If cumulative voting is authorized, a director may not be removed if the number of votes, or if the director was elected by a class, chapter, unit or grouping of members, the number of votes of that class, chapter, unit or grouping, sufficient to elect the director under cumulative voting is voted against the director's removal.

(e) A director elected by members may be removed by the members only at a meeting called for the purpose of removing the director and the meeting notice shall state that the purpose, or one (1) of the purposes, of the meeting is removal of the director.

(f) In computing whether a director is protected from removal under subsections (b) through (d) of this section, it should be assumed that the votes against removal are cast in an election for the number of directors of the class to which the director to be removed belonged on the date of that director's election.

(g) An entire board of directors may be removed under subsections (a) through (e) of this section.

(h) A director elected by the board may be removed without cause by the vote of two-thirds (2/3) of the directors then in office or any greater number as is set forth in the articles or bylaws; provided, however, that a director elected by the board to fill the vacancy of a director elected by the members may be removed without cause by the members, but not by the board.

(j) If, at the beginning of a director's term on the board, the articles or bylaws provide that the director may be removed for missing a specified number of board meetings, the board may remove the director for failing to attend the specified number of meetings. The director may be removed only if a majority of the directors then in office vote for the removal.

(k) The articles or bylaws of a religious corporation may:

(i) Limit the application of this section; and

(ii) Set forth the vote and procedures by which the board or any person may remove with or without cause a director elected by the members or the board.

17-19-809. Removal of designated or appointed directors.

(a) A designated director may be removed by an amendment to the articles or bylaws deleting or changing the designation.

(b) Appointed directors:

(i) Except as otherwise provided in the articles or bylaws, an appointed director may be removed without cause by the person appointing the director;

(ii) The person removing the director shall do so by giving written notice of the removal to the director and either the presiding officer of the board or the corporation's president or secretary; and

(iii) A removal is effective when the notice is effective unless the notice specifies a future effective date.

17-19-810. Removal of directors by judicial proceeding.

(a) The district court of the county where a corporation's principal office is located, or if none in the county where registered office is located, may remove any director of the corporation from office in a proceeding commenced either by the corporation, its members holding at least ten percent (10%) of the voting power of any class, or the attorney general in the case of a public benefit corporation, if the court finds that:

(i) The director engaged in fraudulent or dishonest conduct, or gross abuse of authority or discretion, with respect to the corporation, or a final judgment has been entered finding that the director has violated a duty set forth in W.S. 17-19-830 through 17-19-832; and

(ii) Removal is in the best interest of the corporation.

(b) The court that removes a director may bar the director from serving on the board for a period prescribed by the court.

(c) If members or the attorney general commence a proceeding under subsection (a) of this section, the corporation shall be made a party defendant.

(d) If a public benefit corporation or its members commence a proceeding under subsection (a) of this section, they shall give the secretary of state written notice of the proceeding.

(e) The articles or bylaws of a religious corporation may limit or prohibit the application of this section.

17-19-811. Vacancy on board.

(a) Unless the articles or bylaws provide otherwise, and except as provided in subsections (b) and (c) of this section, if a vacancy occurs on a board of directors, including a vacancy resulting from an increase in the number of directors:

(i) The members, if any, may fill the vacancy. If the vacant office was held by a director elected by a class, chapter or other organizational unit or by region or other geographic grouping, only members of the class, chapter, unit or grouping are entitled to vote to fill the vacancy if it is filled by the members;

(ii) The board of directors may fill the vacancy; or

(iii) If the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

(b) Unless the articles or bylaws provide otherwise, if a vacant office was held by an appointed director, only the person who appointed the director may fill the vacancy.

(c) If a vacant office was held by a designated director, the vacancy shall be filled as provided in the articles or bylaws. In the absence of an applicable article or bylaw provision, the vacancy shall not be filled by the board.

(d) A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date under W.S. 17-19-807(b) or otherwise) may be filled before the vacancy occurs but the new director cannot take office until the vacancy occurs.

17-19-812. Compensation of directors.

Unless the articles or bylaws provide otherwise, a board of directors may fix the compensation of directors.

17-19-820. Regular and special meetings.

(a) If the time and place of a directors' meeting is fixed by the bylaws or the board, the meeting is a regular meeting. All other meetings are special meetings.

(b) A board of directors may hold regular or special meetings in or out of this state.

(c) Unless the articles or bylaws provide otherwise, a board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously communicate with each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

17-19-821. Action without meeting.

(a) Unless the articles or bylaws provide otherwise, action required or permitted by this act to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board. The action shall be evidenced by one (1) or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken.

(b) Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.

(c) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

17-19-822. Call and notice of meetings.

(a) Unless the articles, bylaws or subsection (c) of this section provide otherwise, regular meetings of the board may be held without notice.

(b) Unless the articles, bylaws or subsection (c) of this section provide otherwise, special meetings of the board shall

be preceded by at least two (2) days notice to each director of the date, time, and place, but not the purpose, of the meeting.

(c) In corporations without members any board action to remove a director or to approve a matter that would require approval by the members if the corporation had members, shall not be valid unless each director is given at least seven (7) days written notice that the matter will be voted upon at a directors' meeting or unless notice is waived pursuant to W.S. 17-19-823.

(d) Unless the articles or bylaws provide otherwise, the presiding officer of the board, the president or twenty percent (20%) of the directors then in office may call and give notice of a meeting of the board.

17-19-823. Waiver of notice.

(a) A director may at any time waive any notice required by this act, the articles or bylaws. Except as provided in subsection (b) of this section, the waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records.

(b) A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with this act the articles or bylaws objects to lack of notice and does not thereafter vote for or assent to the objected to action.

17-19-824. Quorum and voting.

(a) Except as otherwise provided in this act, the articles or bylaws, a quorum of a board of directors consists of a majority of the directors in office immediately before a meeting begins. In no event may the articles or bylaws authorize a quorum of fewer than the greater of one-third (1/3) of the number of directors in office or two (2) directors.

(b) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board unless this act, the articles or bylaws require the vote of a greater number of directors.

17-19-825. Committees of the board; other informal committees.

(a) Unless prohibited or limited by the articles or bylaws, a board of directors may create one (1) or more committees of the board and shall only appoint members of the board to serve on them. Each committee shall have two (2) or more directors, who serve at the pleasure of the board.

(b) The creation of a committee and appointment of members to it shall be approved by the greater of:

(i) A majority of all the directors in office when the action is taken; or

(ii) The number of directors required by the articles or bylaws to take action under W.S. 17-19-824.

(c) W.S. 17-19-820 through 17-19-824, which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board, apply to committees of the board and their members as well.

(d) To the extent specified by the board of directors or in the articles or bylaws, each committee of the board may exercise the board's authority under W.S. 17-19-801.

(e) A committee of the board shall not, however:

(i) Authorize distributions;

(ii) Approve or recommend to members dissolution, merger, consolidation or the sale, pledge or transfer of all or substantially all of the corporation's assets;

(iii) Elect, appoint or remove directors or fill vacancies on the board or on any of its committees; or

(iv) Adopt, amend or repeal the articles or bylaws.

(f) The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in W.S. 17-19-830.

(g) Nothing in this section prohibits a board from appointing informal or advisory committees comprised of persons

who may or may not be members of the board to undertake tasks assigned to them by the board.

17-19-830. Directors' standards and liabilities.

(a) A director shall not be deemed to be a trustee with respect to the corporation or with respect to any property held or administered by the corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

(b) Members of a board of any nonprofit corporation organized under this act are not individually liable for any actions, inactions or omissions by the nonprofit corporation. This subsection does not affect individual liability for intentional torts or illegal acts. This subsection also does not prevent removal of a board member by court order pursuant to W.S. 17-19-810.

17-19-831. Director conflict of interest.

(a) A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest. A conflict of interest transaction is not voidable if the transaction was fair at the time it was entered into or is approved as provided in subsection (b) or (c) of this section.

(b) A transaction in which a director of a public benefit or religious corporation has a conflict of interest may be approved:

(i) In advance by the vote of the board of directors or a committee of the board if:

(A) The material facts of the transaction and the director's interest are disclosed or known to the board or committee of the board; and

(B) The directors approving the transaction in good faith reasonably believe that the transaction is fair to the corporation; or

(ii) Before or after it is consummated by obtaining approval of the:

(A) Attorney general; or

(B) District court in an action in which the attorney general is joined as a party.

(c) A transaction in which a director of a mutual benefit corporation has a conflict of interest may be approved if:

(i) The material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board and the board or committee of the board authorized, approved or ratified the transaction; or

(ii) The material facts of the transaction and the director's interest were disclosed or known to the members and they authorized, approved or ratified the transaction.

(d) For purposes of this section, a director of the corporation has an indirect interest in a transaction if:

(i) Another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or

(ii) Another entity of which the director is a director, officer or trustee is a party to the transaction.

(e) For purposes of subsections (b) and (c) of this section a conflict of interest transaction is authorized, approved or ratified, if it receives the affirmative vote of a majority of the directors on the board or on the committee, who have no direct or indirect interest in the transaction, but a transaction shall not be authorized, approved or ratified under this section by a single director. If a majority of the directors on the board who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under paragraph (b)(i) or (c)(i) of this section if the transaction is otherwise approved as provided in subsection (b) or (c) of this section.

(f) For purposes of paragraph (c)(ii) of this section, a conflict of interest transaction is authorized, approved or ratified by the members if it receives a majority of the votes entitled to be counted under this subsection. Votes cast by or

voted under the control of a director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in paragraph (d)(i) of this section, shall not be counted in a vote of members to determine whether to authorize, approve or ratify a conflict of interest transaction under paragraph (c)(ii) of this section. The vote of these members, however, is counted in determining whether the transaction is approved under other sections of this act. A majority of the voting power, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this section.

(g) The articles, bylaws or a resolution of the board may impose additional requirements on conflict of interest transactions.

17-19-832. Loans to or guaranties for directors and officers.

(a) A corporation shall not lend money to nor guarantee the obligation of a director or officer of the corporation except as provided in W.S. 17-19-853.

(b) The fact that a loan or guarantee is made in violation of this section does not affect the borrower's liability on the loan.

17-19-840. Required officers.

(a) Unless otherwise provided in the articles or bylaws, a corporation shall have a president, a secretary, a treasurer and any other officers as are appointed by the board.

(b) The bylaws or the board shall delegate to one (1) of the officers responsibility for preparing minutes of the directors' and members' meetings and for authenticating records of the corporation.

(c) The same individual may simultaneously hold more than one (1) office in a corporation.

17-19-841. Duties and authority of officers.

Each officer has the authority and shall perform the duties set forth in the bylaws or, to the extent consistent with the

bylaws, the duties and authority prescribed in a resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers.

17-19-842. Standards of conduct for officers.

(a) An officer who is an employee of the corporation with discretionary authority shall discharge his duties under that authority:

(i) In good faith;

(ii) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

(iii) In a manner the officer reasonably believes to be in the best interests of the corporation and its members, if any.

(b) In discharging his duties an officer who is an employee of the corporation is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

(i) One (1) or more officers or employees of the corporation whom the officer reasonably believes to be reliable and competent in the matters presented;

(ii) Legal counsel, public accountants or other persons as to matters the officer reasonably believes are within the person's professional or expert competence; or

(iii) In the case of religious corporations, religious authorities and ministers, priests, rabbis or other persons whose position or duties in the religious organization the officer believes justify reliance and confidence and whom the officer believes to be reliable and competent in the matters presented.

(c) An officer who is an employee of the corporation is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) of this section unwarranted.

(d) An officer who is an employee of the corporation is not liable to the corporation, any member or other person for

any action taken or not taken as an officer, if the officer acted in compliance with this section.

(e) An officer of a corporation organized under this act, who is not an employee of the corporation is not individually liable for any actions, inactions or omissions by the corporation. This subsection does not affect individual liability for intentional torts or illegal acts.

(f) Whether or not he is an employee of the corporation, an officer shall not be deemed to be a trustee with respect to the corporation or with respect to any property held or administered by the corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of the property.

17-19-843. Resignation and removal of officers.

(a) An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is effective unless the notice specifies a future effective date. If a resignation is made effective at a future date and the corporation accepts the future effective date, its board of directors may fill the pending vacancy before the effective date if the board provides that the successor cannot take office until the effective date.

(b) A board may remove any officer at any time with or without cause.

17-19-844. Contract rights of officers.

(a) The appointment of an officer does not itself create contract rights.

(b) An officer's removal does not affect the officer's contract rights, if any, with the corporation. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.

17-19-845. Officers' authority to execute documents.

(a) Any contract or other instrument in writing executed or entered into between a corporation and any other person is not invalidated as to the corporation by any lack of authority of the signing officers in the absence of actual knowledge on

the part of the other person that the signing officers had no authority to execute the contract or other instrument if it is signed by any two (2) officers in Category 1 below or by one (1) officer in Category 1 below and one (1) individual in Category 2 below:

(i) Category 1-The presiding officer of the board and the president;

(ii) Category 2-A vice president, the secretary, treasurer and executive director.

17-19-850. Subarticle definitions.

(a) As used in this subarticle:

(i) "Corporation" includes any domestic or foreign predecessor entity of a corporation in a merger, consolidation or other transaction in which the predecessor's existence ceased upon consummation of the transaction;

(ii) "Director" means an individual who is or was a director of a corporation or an individual who, while a director of a corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. A director is considered to be serving an employee benefit plan at the corporation's request if the director's duties to the corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director;

(iii) "Expenses" include counsel fees;

(iv) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses actually incurred with respect to a proceeding;

(v) "Official capacity" means: (1) when used with respect to a director, the office of director in a corporation; and (2) when used with respect to an individual other than a director, as contemplated in W.S. 17-19-856, the office in a

corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the corporation. "Official capacity" does not include service for any other foreign or domestic business or nonprofit corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise;

(vi) "Party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding;

(vii) "Proceeding" means any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative and whether formal or informal.

17-19-851. Reserved.

17-19-852. Mandatory indemnification.

Unless limited by its articles of incorporation, a corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he is or was a director of the corporation against reasonable expenses actually incurred by the director in connection with the proceeding.

17-19-853. Advance for expenses.

(a) A corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

(i) The director furnishes the corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if the director is not wholly successful; and

(ii) A determination is made that the facts then known to those making the determination would not preclude indemnification under this subarticle.

(b) The undertaking required by paragraph (a)(i) of this section shall be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

17-19-854. Court-ordered indemnification.

Unless limited by a corporation's articles of incorporation, a director of the corporation who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice the court considers necessary may order indemnification in the amount it considers proper if it determines the director is entitled to mandatory indemnification under W.S. 17-19-852, in which case the court shall also order the corporation to pay the director's reasonable expenses incurred to obtain court-ordered indemnification.

17-19-855. Reserved.

17-19-856. Indemnification of officers, employees and agents.

(a) Unless limited by a corporation's articles of incorporation:

(i) An officer, employee or agent of the corporation who is not a director is entitled to mandatory indemnification under W.S. 17-19-852, and is entitled to apply for court-ordered indemnification under W.S. 17-19-854 in each case, to the same extent as a director;

(ii) The corporation may indemnify and advance expenses under this subarticle to an officer, employee or agent of the corporation who is not a director to the same extent as to a director; and

(iii) A corporation may also indemnify and advance expenses to an officer, employee or agent who is not a director to the extent, consistent with public policy, that may be provided by its articles of incorporation, bylaws, general or specific action of its board of directors, or contract.

17-19-857. Insurance.

A corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the corporation, or who, while a director, officer, employee or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic

business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against liability asserted against or incurred by him in that capacity or arising from his status as a director, officer, employee or agent, whether or not the corporation would have power to indemnify the person against the same liability under W.S. 17-19-852 or 17-19-856.

17-19-858. Application of subarticle.

(a) The indemnification and advancement of expenses authorized by this subarticle shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to any action in his official capacity and as to action in another capacity while holding the office, and continues as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of that person.

(b) If articles of incorporation limit indemnification or advance for expenses, indemnification and advance for expenses are valid only to the extent consistent with the articles.

(c) This subarticle does not limit a corporation's power to pay or reimburse expenses incurred by a director in connection with appearing as a witness in a proceeding at a time when the director has not been made a named defendant or respondent to the proceeding.

ARTICLE 9 - RESERVED

ARTICLE 10 - AMENDMENT OF ARTICLES OF INCORPORATION AND
BYLAWS

17-19-1001. Authority to amend.

A corporation may amend its articles of incorporation at any time to add or change a provision that is required or permitted in the articles or to delete a provision not required in the articles. Whether a provision is required or permitted in the articles is determined as of the effective date of the amendment.

17-19-1002. Amendment by directors.

(a) Unless the articles provide otherwise, a corporation's board of directors may adopt one (1) or more amendments to the corporation's articles without member approval:

(i) To extend the duration of the corporation if it was incorporated at a time when limited duration was required by law;

(ii) To delete the names and addresses of the initial directors;

(iii) To delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the secretary of state;

(iv) To change the corporate name by substituting the word "corporation," "incorporated," "company," "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.," for a similar word or abbreviation in the name, or by adding, deleting or changing a geographical attribution to the name; or

(v) To make any other change expressly permitted by this act to be made by director action.

(b) If a corporation has no members, its incorporators, until directors have been chosen, and thereafter its board of directors, may adopt one (1) or more amendments to the corporation's articles subject to any approval required pursuant to W.S. 17-19-1030. The corporation shall provide notice of any meeting at which an amendment is to be voted upon. The notice shall be in accordance with W.S. 17-19-822(c). The notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider a proposed amendment to the articles and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. The amendment shall be approved by a majority of the directors in office at the time the amendment is adopted.

17-19-1003. Amendment by directors and members.

(a) For corporations with directors and members, unless this act, the articles, bylaws, the members, (acting pursuant to subsection (b) of this section), or the board of directors, (acting pursuant to subsection (c) of this section) require a greater vote or voting by class, an amendment to a corporation's articles to be adopted shall be approved:

(i) By the board if the corporation is a public benefit or religious corporation and the amendment does not relate to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected;

(ii) Except as provided in W.S. 17-19-1002(a), by the members by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less; and

(iii) In writing by any person or persons whose approval is required by a provision of the articles authorized by W.S. 17-19-1030.

(b) The members may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or on any other basis.

(c) If the board initiates an amendment to the articles or board approval is required by subsection (a) of this section to adopt an amendment to the articles, the board may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or any other basis.

(d) If the board or the members seek to have the amendment approved by the members at a membership meeting, the corporation shall give notice to its members of the proposed membership meeting in writing in accordance with W.S. 17-19-705. The notice shall state that the purpose, or one (1) of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment.

(e) If the board or the members seek to have the amendment approved by the members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment.

17-19-1004. Class voting by members on amendments.

(a) The members of a class in a public benefit corporation are entitled to vote as a class on a proposed amendment to the articles if the amendment would change the rights of that class as to voting in a manner different than the amendment affects another class or members of another class.

(b) The members of a class in a mutual benefit corporation are entitled to vote as a class on a proposed amendment to the articles if the amendment would:

(i) Affect the rights, privileges, preferences, restrictions or conditions of that class as to voting, dissolution, redemption or transfer of memberships in a manner different than the amendment would affect another class;

(ii) Change the rights, privileges, preferences, restrictions or conditions of that class as to voting, dissolution, redemption or transfer by changing the rights, privileges, preferences, restrictions or conditions of another class;

(iii) Increase or decrease the number of memberships authorized for that class;

(iv) Increase the number of memberships authorized for another class;

(v) Effect an exchange, reclassification or termination of the memberships of that class; or

(vi) Authorize a new class of memberships.

(c) The members of a class of a religious corporation are entitled to vote as a class on a proposed amendment to the articles only if a class vote is provided for in the articles or bylaws.

(d) If a class is to be divided into two (2) or more classes as a result of an amendment to the articles of a public benefit or mutual benefit corporation, the amendment shall be approved by the members of each class that would be created by the amendment.

(e) Except as provided in the articles or bylaws of a religious corporation, if a class vote is required to approve an amendment to the articles of a corporation, the amendment shall be approved by the members of the class by two-thirds (2/3) of the votes cast by the class or a majority of the voting power of the class, whichever is less.

(f) A class of members of a public benefit or mutual benefit corporation is entitled to the voting rights granted by

this section although the articles and bylaws provide that the class cannot vote on the proposed amendment.

17-19-1005. Articles of amendment.

(a) A corporation amending its articles shall deliver to the secretary of state articles of amendment setting forth:

(i) The name of the corporation;

(ii) The text of each amendment adopted;

(iii) The date of each amendment's adoption;

(iv) If approval of members was not required, a statement to that effect and a statement that the amendment was approved by a sufficient vote of the board of directors or incorporators;

(v) If approval by members was required:

(A) The designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on the amendment, and number of votes of each class indisputably voting on the amendment; and

(B) Either the total number of votes cast for and against the amendment by each class entitled to vote separately on the amendment or the total number of undisputed votes cast for the amendment by each class and a statement that the number cast for the amendment by each class was sufficient for approval by that class.

(vi) If approval of the amendment by some person or persons other than the members, the board or the incorporators is required pursuant to W.S. 17-19-1030, a statement that the approval was obtained.

17-19-1006. Restated articles of incorporation.

(a) A corporation's board of directors may restate its articles of incorporation at any time with or without approval by members or any other person.

(b) The restatement may include one (1) or more amendments to the articles. If the restatement includes an amendment

requiring approval by the members or any other person, it shall be adopted as provided in W.S. 17-19-1003.

(c) If the restatement includes an amendment requiring approval by members, the board shall submit the restatement to the members for their approval.

(d) If the board seeks to have the restatement approved by the members at a membership meeting, the corporation shall notify each of its members of the proposed membership meeting in writing in accordance with W.S. 17-19-705. The notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider the proposed restatement and contain or be accompanied by a copy or summary of the restatement that identifies any amendments or other change it would make in the articles.

(e) If the board seeks to have the restatement approved by the members by written ballot or written consent, the material soliciting the approval shall contain or be accompanied by a copy or summary of the restatement that identifies any amendments or other change it would make in the articles.

(f) A restatement requiring approval by the members shall be approved by the same vote as an amendment to articles under W.S. 17-19-1003.

(g) If the restatement includes an amendment requiring approval pursuant to W.S. 17-19-1030, the board shall submit the restatement for approval.

(h) A corporation restating its articles shall deliver to the secretary of state articles of restatement setting forth the name of the corporation and the text of the restated articles of incorporation together with a certificate setting forth:

(i) Whether the restatement contains an amendment to the articles requiring approval by the members or any other person other than the board of directors and, if it does not, that the board of directors adopted the restatement; or

(ii) If the restatement contains an amendment to the articles requiring approval by the members, the information required by W.S. 17-19-1005; and

(iii) If the restatement contains an amendment to the articles requiring approval by a person whose approval is

required pursuant to W.S. 17-19-1030, a statement that the approval was obtained.

(j) Duly adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

(k) The secretary of state may certify restated articles of incorporation, as the articles of incorporation currently in effect, without including the certificate information required by subsection (h) of this section.

17-19-1007. Amendment pursuant to judicial reorganization.

(a) A corporation's articles may be amended without board approval or approval by the members or approval required pursuant to W.S. 17-19-1030 to carry out a plan of reorganization ordered or decreed by a court of competent jurisdiction under federal statute if the articles after amendment contain only provisions required or permitted by W.S. 17-19-202.

(b) The individual or individuals designated by the court shall deliver to the secretary of state articles of amendment setting forth:

(i) The name of the corporation;

(ii) The text of each amendment approved by the court;

(iii) The date of the court's order or decree approving the articles of amendment;

(iv) The title of the reorganization proceeding in which the order or decree was entered; and

(v) A statement that the court had jurisdiction of the proceeding under federal statute.

(c) This section does not apply after entry of a final decree in the reorganization proceeding even though the court retains jurisdiction of the proceeding for limited purposes unrelated to consummation of the reorganization plan.

17-19-1008. Effect of amendment.

An amendment to articles of incorporation does not affect a cause of action existing against or in favor of the corporation, a proceeding to which the corporation is a party, any requirement or limitation imposed upon the corporation or any property held by it by virtue of any trust upon which the property is held by the corporation or the existing rights of persons other than members of the corporation. An amendment changing a corporation's name does not abate a proceeding brought by or against the corporation in its former name.

17-19-1020. Amendment by directors.

If a corporation has no members, its incorporators, until directors have been chosen, and thereafter its board of directors, may adopt one (1) or more amendments to the corporation's bylaws subject to any approval required pursuant to W.S. 17-19-1030. The corporation shall provide notice of any meeting of directors at which an amendment is to be approved. The notice shall be in accordance with W.S. 17-19-822(c). The notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. The amendment shall be approved by a majority of the directors in office at the time the amendment is adopted.

17-19-1021. Amendment by directors and members.

(a) For corporations with directors and members, unless this act, the articles, bylaws, the members, (acting pursuant to subsection (b) of this section), or the board of directors (acting pursuant to subsection (c) of this section) require a greater vote or voting by class, an amendment to a corporation's bylaws to be adopted shall be approved:

(i) By the board if the corporation is a public benefit or religious corporation and the amendment does not relate to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected;

(ii) By the members by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less; and

(iii) In writing by any person or persons whose approval is required by a provision of the articles authorized by W.S. 17-19-1030.

(b) The members may condition the amendment's adoption on its receipt of a higher percentage of affirmative votes or on any other basis.

(c) If the board initiates an amendment to the bylaws or board approval is required by subsection (a) of this section to adopt an amendment to the bylaws, the board may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or on any other basis.

(d) If the board or the members seek to have the amendment approved by the members at a membership meeting, the corporation shall give notice to its members of the proposed membership meeting in writing in accordance with W.S. 17-19-705. The notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment.

(e) If the board or the members seek to have the amendment approved by the members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment.

17-19-1022. Class voting by members on amendments.

(a) The members of a class in a public benefit corporation are entitled to vote as a class on a proposed amendment to the bylaws if the amendment would change the rights of that class as to voting in a manner different than the amendment affects another class or members of another class.

(b) The members of a class in a mutual benefit corporation are entitled to vote as a class on a proposed amendment to the bylaws if the amendment would:

(i) Affect the rights, privileges, preferences, restrictions or conditions of that class as to voting, dissolution, redemption or transfer of memberships in a manner different than the amendment would affect another class;

(ii) Change the rights, privileges, preferences, restrictions or conditions of that class as to voting, dissolution, redemption or transfer by changing the rights,

privileges, preferences, restrictions or conditions of another class;

(iii) Increase or decrease the number of memberships authorized for that class;

(iv) Increase the number of memberships authorized for another class;

(v) Effect an exchange, reclassification or termination of all or part of the memberships of that class; or

(vi) Authorize a new class of memberships.

(c) The members of a class of a religious corporation are entitled to vote as a class on a proposed amendment to the bylaws only if a class vote is provided for in the articles or bylaws.

(d) If a class is to be divided into two (2) or more classes as a result of an amendment to the bylaws, the amendment shall be approved by the members of each class that would be created by the amendment.

(e) If a class vote is required to approve an amendment to the bylaws, the amendment shall be approved by the members of the class by two-thirds (2/3) of the votes cast by the class or a majority of the voting power of the class, whichever is less.

(f) A class of members is entitled to the voting rights granted by this section although the articles and bylaws provide that the class may not vote on the proposed amendment.

17-19-1030. Approval by third persons.

The articles may require an amendment to the articles or bylaws to be approved in writing by a specified person or persons other than the board. Such an article provision may only be amended with the approval in writing of the specified person or persons.

17-19-1031. Amendment terminating members or redeeming or canceling memberships.

(a) Any amendment to the articles or bylaws of a public benefit or mutual benefit corporation that would terminate all members or any class of members or redeem or cancel all

memberships or any class of memberships shall meet the requirements of the act and this section.

(b) Before adopting a resolution proposing such an amendment, the board of a mutual benefit corporation shall give notice of the general nature of the amendment to the members.

(c) After adopting a resolution proposing such an amendment, the notice to members proposing the amendment shall include one (1) statement of up to five hundred (500) words opposing the proposed amendment if such statement is submitted by any five (5) members or members having three percent (3%) or more of the voting power, whichever is less, not later than twenty (20) days after the board has voted to submit the amendment to the members for their approval. In public benefit corporations the production and mailing costs shall be paid by the requesting members. In mutual benefit corporations the production and mailing costs shall be paid by the corporation.

(d) Any such amendment shall be approved by the members by two-thirds (2/3) of the votes cast by each class.

(e) The provisions of W.S. 17-19-621 shall not apply to any amendment meeting the requirements of the act and this section.

ARTICLE 11 - MERGER AND CONSOLIDATION

17-19-1101. Approval of plan of merger.

(a) Subject to the limitations set forth in W.S. 17-19-1102, one (1) or more nonprofit corporations may merge into a business or nonprofit corporation, if the plan of merger is approved as provided in W.S. 17-19-1103.

(b) The plan of merger shall set forth:

(i) The name of each corporation planning to merge and the name of the surviving corporation into which each plans to merge;

(ii) The terms and conditions of the planned merger;

(iii) The manner and basis, if any, of converting the memberships of each public benefit or religious corporation into memberships of the surviving corporation; and

(iv) If the merger involves a mutual benefit corporation, the manner and basis, if any, of converting memberships of each merging corporation into memberships, obligations or securities of the surviving or any other corporation or into cash or other property in whole or part.

(c) The plan of merger may set forth:

(i) Any amendments to the articles of incorporation or bylaws of the surviving corporation to be effected by the planned merger; and

(ii) Other provisions relating to the planned merger.

17-19-1102. Limitations on mergers by public benefit or religious corporations.

(a) Without the prior approval of a district court in a proceeding which the secretary of state has been given written notice, a public benefit or religious corporation may merge only with:

(i) A public benefit or religious corporation;

(ii) A foreign corporation that would qualify under this act as a public benefit or religious corporation;

(iii) A wholly-owned foreign or domestic business or mutual benefit corporation, provided the public benefit or religious corporation is the surviving corporation and continues to be a public benefit or religious corporation after the merger;

(iv) A governmental subdivision; or

(v) A business or mutual benefit corporation, provided that:

(A) On or prior to the effective date of the merger, assets with a value equal to the greater of the fair market value of the net tangible and intangible assets, including goodwill, of the public benefit corporation or the fair market value of the public benefit corporation if it were to be operated as a business concern are transferred or conveyed to one (1) or more persons who would have received its assets under W.S. 17-19-1406(a) (v) and (vi) had it dissolved;

(B) It shall return, transfer or convey any assets held by it upon condition requiring return, transfer or conveyance, which condition occurs by reason of the merger, in accordance with the condition; and

(C) The merger is approved by a majority of directors of the public benefit or religious corporation who are not and will not become members or shareholders in or officers, employees, agents or consultants of the surviving corporation.

(b) At least twenty (20) days before consummation of any merger of a public benefit corporation or a religious corporation pursuant to paragraph (a)(v) of this section, notice including a copy of the proposed plan of merger, shall be delivered to the secretary of state. The secretary of state shall notify the attorney general of the proposed plan.

(c) Without the prior written consent of the attorney general or of the district court in a proceeding in which the attorney general has been given notice, no member of a public benefit or religious corporation may receive or keep anything as a result of a merger other than a membership or membership in the surviving public benefit or religious corporation. The court shall approve the transaction if it is in the public interest.

17-19-1103. Action on plan by board, members and third persons.

(a) Unless this act, the articles, bylaws or the board of directors or members, acting pursuant to subsection (c) of this section, require a greater vote or voting by class, a plan of merger to be adopted shall be approved:

(i) By the board;

(ii) By the members, if any, by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less; and

(iii) In writing by any person or persons whose approval is required by a provision of the articles authorized by W.S. 17-19-1030 for an amendment to the articles or bylaws.

(b) If the corporation does not have members, the merger shall be approved by a majority of the directors in office at the time the merger is approved. In addition the corporation shall provide notice of any directors' meeting at which such

approval is to be obtained in accordance with W.S. 17-19-822(c). The notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider the proposed merger.

(c) The board may condition its submission of the proposed merger, and the members may condition their approval of the merger, on receipt of a higher percentage of affirmative votes or on any other basis.

(d) If the board seeks to have the plan approved by the members at a membership meeting, the corporation shall give notice to its members of the proposed membership meeting in accordance with W.S. 17-19-705. The notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider the plan of merger and contain or be accompanied by a copy or summary of the plan. The copy or summary of the plan for members of the surviving corporation shall include any provision that, if contained in a proposed amendment to the articles of incorporation or bylaws, would entitle members to vote on the provision. The copy or summary of the plan for members of the disappearing corporation shall include a copy or summary of the articles and bylaws that will be in effect immediately after the merger takes effect.

(e) If the board seeks to have the plan approved by the members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the plan. The copy or summary of the plan for members of the surviving corporation shall include any provision that, if contained in a proposed amendment to the articles of incorporation or bylaws, would entitle members to vote on the provision. The copy or summary of the plan for members of the disappearing corporation shall include a copy or summary of the articles and bylaws that will be in effect immediately after the merger takes effect.

(f) Voting by a class of members is required on a plan of merger if the plan contains a provision that, if contained in a proposed amendment to articles of incorporation or bylaws, would entitle the class of members to vote as a class on the proposed amendment under W.S. 17-19-1004 or 17-19-1022. The plan is approved by a class of members by two-thirds (2/3) of the votes cast by the class or a majority of the voting power of the class, whichever is less.

(g) After a merger is adopted, and at any time before articles of merger are filed, the planned merger may be

abandoned, subject to any contractual rights, without further action by members or other persons who approved the plan in accordance with the procedure set forth in the plan of merger or, if none is set forth, in the manner determined by the board of directors.

17-19-1104. Articles of merger.

(a) After a plan of merger is approved by the board of directors, and if required by W.S. 17-19-1103, by the members and any other persons, the surviving or acquiring corporation shall deliver to the secretary of state articles of merger setting forth:

(i) The plan of merger;

(ii) If approval of members was not required, a statement to that effect and a statement that the plan was approved by a sufficient vote of the board of directors;

(iii) If approval by members was required:

(A) The designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on the plan, and number of votes of each class indisputably voting on the plan; and

(B) Either the total number of votes cast for and against the plan by each class entitled to vote separately on the plan or the total number of undisputed votes cast for the plan by each class and a statement that the number cast for the plan by each class was sufficient for approval by that class.

(iv) If approval of the plan by some person or persons other than the members or the board is required pursuant to W.S. 17-19-1103(a)(iii), a statement that the approval was obtained.

17-19-1105. Effect of merger.

(a) When a merger takes effect:

(i) Every other corporation party to the merger merges into the surviving corporation and the separate existence of every corporation except the surviving corporation ceases;

(ii) The title to all real estate and other property owned by each corporation party to the merger is vested in the surviving corporation without reversion or impairment subject to any and all conditions to which the property was subject prior to the merger;

(iii) The surviving corporation has all liabilities and obligations of each corporation party to the merger;

(iv) A proceeding pending against any corporation party to the merger may be continued as if the merger did not occur or the surviving corporation may be substituted in the proceeding for the corporation whose existence ceased; and

(v) The articles of incorporation and bylaws of the surviving corporation are amended to the extent provided in the plan of merger.

17-19-1106. Merger with foreign corporation.

(a) Except as provided in W.S. 17-19-1102, one (1) or more foreign business or nonprofit corporations may merge with one (1) or more domestic nonprofit corporations if:

(i) The merger is permitted by the law of the state or country under whose law each foreign corporation is incorporated and each foreign corporation complies with that law in effecting the merger;

(ii) The foreign corporation complies with W.S. 17-19-1104 if it is the surviving corporation of the merger; and

(iii) Each domestic nonprofit corporation complies with the applicable provisions of W.S. 17-19-1101 through 17-19-1103 and, if it is the surviving corporation of the merger, with W.S. 17-19-1104.

(b) Upon the merger taking effect, the surviving foreign business or nonprofit corporation is deemed to have irrevocably appointed the secretary of state as its agent for service of process in any proceeding brought against it.

17-19-1107. Bequests, devises and gifts.

Any bequest, devise, gift, grant or promise contained in a will or other instrument of donation, subscription or conveyance, that is made to a constituent corporation and that takes effect

or remains payable after the merger, inures to the surviving corporation unless the will or other instrument otherwise specifically provides.

17-19-1108. Merger with a governmental subdivision.

Except for W.S. 17-19-1102, this article does not apply if a public benefit, mutual benefit or religious corporation merges with a governmental subdivision. The corporation shall file with the secretary of state notice of the consummated merger.

17-19-1110. Approval of plan of consolidation.

(a) Subject to the limitations set forth in W.S. 17-19-1111, one (1) or more nonprofit corporations may consolidate into a new business or nonprofit corporation, if the plan of consolidation is approved as provided in W.S. 17-19-1112.

(b) The plan of consolidation shall set forth:

(i) The name of each corporation planning to consolidate and the name of the new corporation into which each plans to consolidate which is hereinafter designated as the new corporation;

(ii) The terms and conditions of the planned consolidation;

(iii) The manner and basis, if any, of converting the memberships of each public benefit or religious corporation into memberships of the new corporation;

(iv) If the consolidation involves a mutual benefit corporation, the manner and basis, if any, of converting memberships of each consolidating corporation into memberships, obligations or securities of the new corporation or into cash or other property in whole or part; and

(v) With respect to the new corporation, all of the statements required to be set forth in articles of incorporation for corporations organized under this act.

(c) The plan of consolidation may set forth other provisions relating to the planned consolidation.

17-19-1111. Limitations on consolidations by public benefit or religious corporations.

(a) Without the prior approval of the district court in a proceeding which the secretary of state has been given written notice, a public benefit or religious corporation may consolidate only with:

(i) A public benefit or religious corporation;

(ii) A foreign corporation that would qualify under this act as a public benefit or religious corporation;

(iii) A wholly-owned foreign or domestic business or mutual benefit corporation, provided the new corporation is and will continue to be a public benefit or religious corporation;

(iv) A governmental subdivision; or

(v) A business or mutual benefit corporation, provided that:

(A) On or prior to the effective date of the consolidation, assets with a value equal to the greater of the fair market value of the net tangible and intangible assets, including goodwill, of the public benefit corporation or the fair market value of the public benefit corporation if it were to be operated as a business concern are transferred or conveyed to one (1) or more persons who would have received its assets under W.S. 17-19-1406(a) (v) and (vi) had it dissolved;

(B) It shall return, transfer or convey any assets held by it upon condition requiring return, transfer or conveyance, which condition occurs by reason of the consolidation, in accordance with the condition; and

(C) The consolidation is approved by a majority of directors of each public benefit or religious corporation who are not and will not become members or shareholders in or officers, employees, agents or consultants of the new corporation.

(b) At least twenty (20) days before consummation of any consolidation of a public benefit corporation or a religious corporation pursuant to paragraph (a) (v) of this section, notice including a copy of the proposed plan of consolidation, shall be

delivered to the secretary of state. The secretary of state shall give notice of the proposed plan to the attorney general.

(c) Without the prior written consent of the attorney general or of the district court in a proceeding in which the attorney general has been given notice, no member of a public benefit or religious corporation may receive or keep anything as a result of a consolidation other than a membership or membership in the new public benefit or religious corporation. The court shall approve the transaction if it is in the public interest.

17-19-1112. Action on plan by board, members and third persons.

(a) Unless this act, the articles, bylaws or the board of directors or members, acting pursuant to subsection (c) of this section, require a greater vote or voting by class, a plan of consolidation to be adopted shall be approved:

(i) By the board;

(ii) By the members, if any, by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less; and

(iii) In writing by any person or persons whose approval is required by a provision of the articles authorized by W.S. 17-19-1030 for an amendment to the articles or bylaws.

(b) If a corporation party to a consolidation does not have members, the consolidation shall be approved by a majority of the directors in office at the time the consolidation is approved. In addition the corporation shall provide notice of any directors' meeting at which such approval is to be obtained in accordance with W.S. 17-19-822(c). The notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider the proposed consolidation.

(c) Each board may condition its submission of the proposed consolidation, and the members may condition their approval of the consolidation, on receipt of a higher percentage of affirmative votes or on any other basis.

(d) If each board seeks to have the plan approved by the members at a membership meeting, each corporation shall give notice to its members of the proposed membership meeting in

accordance with W.S. 17-19-705. The notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider the plan of consolidation and contain or be accompanied by a copy or summary of the plan. The copy or summary of the plan for members of the corporations involved shall include any provision that, if contained in a proposed amendment to the articles of incorporation or bylaws, would entitle members to vote on the provision. The copy or summary of the plan for members of the disappearing corporation or corporations shall include a copy or summary of the articles and bylaws that will be in effect immediately after the consolidation takes effect.

(e) If each board seeks to have the plan approved by the members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the plan. The copy or summary of the plan for members of the new corporation shall include any provision that, if contained in a proposed amendment to the articles of incorporation or bylaws, would entitle members to vote on the provision. The copy or summary of the plan for members of the disappearing corporation or corporations shall include a copy or summary of the articles and bylaws that will be in effect immediately after the consolidation takes effect.

(f) Voting by a class of members is required on a plan of consolidation if the plan contains a provision that, if contained in a proposed amendment to articles of incorporation or bylaws, would entitle the class of members to vote as a class on the proposed amendment under W.S. 17-19-1004 or 17-19-1022. The plan is approved by a class of members by two-thirds (2/3) of the votes cast by the class or a majority of the voting power of the class, whichever is less.

(g) After a consolidation is adopted, and at any time before articles of consolidation are filed, the planned consolidation may be abandoned, subject to any contractual rights, without further action by members or other persons who approved the plan in accordance with the procedure set forth in the plan of consolidation or, if none is set forth, in the manner determined by the board of directors.

17-19-1113. Articles of consolidation.

(a) After a plan of consolidation is approved by the board of directors, and if required by W.S. 17-19-1112, by the members and any other persons, the new corporation shall deliver to the secretary of state articles of consolidation setting forth:

(i) The plan of consolidation;

(ii) If approval of members was not required, a statement to that effect and a statement that the plan was approved by a sufficient vote of the board of directors;

(iii) If approval by members was required:

(A) The designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on the plan, and number of votes of each class indisputably voting on the plan; and

(B) Either the total number of votes cast for and against the plan by each class entitled to vote separately on the plan or the total number of undisputed votes cast for the plan by each class and a statement that the number cast for the plan by each class was sufficient for approval by that class.

(iv) If approval of the plan by some person or persons other than the members or the board is required pursuant to W.S. 17-19-1112(a)(iii), a statement that the approval was obtained.

17-19-1114. Effect of consolidation.

(a) When a consolidation takes effect:

(i) Every other corporation party to the consolidation consolidates into the new corporation and the separate existence of every corporation except the new corporation ceases;

(ii) The title to all real estate and other property owned by each corporation party to the consolidation is vested in the new corporation without reversion or impairment subject to any and all conditions to which the property was subject prior to the consolidation;

(iii) The new corporation has all liabilities and obligations of each corporation party to the consolidation;

(iv) A proceeding pending against any corporation party to the consolidation may be continued as if the consolidation did not occur or the new corporation may be

substituted in the proceeding for the corporation whose existence ceased; and

(v) The articles of incorporation and bylaws of the new corporation are amended to the extent provided in the plan of consolidation.

17-19-1115. Consolidation with foreign corporation.

(a) Except as provided in W.S. 17-19-1111, one (1) or more foreign business or nonprofit corporations may consolidate with one (1) or more domestic nonprofit corporations if:

(i) The consolidation is permitted by the law of the state or country under whose law each foreign corporation is incorporated and each foreign corporation complies with that law in effecting the consolidation;

(ii) The foreign corporation complies with W.S. 17-19-1113 if it is the new corporation of the consolidation; and

(iii) Each domestic nonprofit corporation complies with the applicable provisions of W.S. 17-19-1110 through 17-19-1112 and, if it is the new corporation of the consolidation, with W.S. 17-19-1113.

(b) Upon the consolidation taking effect, the new foreign business or nonprofit corporation is deemed to have irrevocably appointed the secretary of state as its agent for service of process in any proceeding brought against it.

17-19-1116. Bequests, devises and gifts.

Any bequest, devise, gift, grant or promise contained in a will or other instrument of donation, subscription or conveyance, that is made to a constituent corporation and that takes effect or remains payable after the consolidation, inures to the new corporation unless the will or other instrument otherwise specifically provides.

17-19-1117. Consolidation with a governmental subdivision.

Except for W.S. 17-19-1111, this article does not apply if a public benefit, mutual benefit or religious corporation consolidates with a governmental subdivision. The corporation

shall file notice with the secretary of state of the consummated consolidation.

ARTICLE 12 - SALE OF ASSETS

17-19-1201. Sale of assets in regular course of activities and mortgage of assets.

(a) A corporation may on the terms and conditions and for the consideration determined by the board of directors:

(i) Sell, lease, exchange or otherwise dispose of all, or substantially all, of its property in the usual and regular course of its activities; or

(ii) Mortgage, pledge, dedicate to the repayment of indebtedness, whether with or without recourse, or otherwise encumber any or all of its property whether or not in the usual and regular course of its activities.

(b) Unless the articles require it, approval of the members or any other person of a transaction described in subsection (a) of this section is not required.

17-19-1202. Sale of assets other than in regular course of activities.

(a) A corporation may sell, lease, exchange, or otherwise dispose of all, or substantially all, of its property, with or without the goodwill, other than in the usual and regular course of its activities on the terms and conditions and for the consideration determined by the corporation's board if the proposed transaction is authorized by subsection (b) of this section.

(b) Unless this act, the articles, bylaws or the board of directors or members, acting pursuant to subsection (d) of this section, require a greater vote or voting by class, the proposed transaction to be authorized shall be approved:

(i) By the board;

(ii) By the members by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less; and

(iii) In writing by any person or persons whose approval is required by a provision of the articles authorized by W.S. 17-19-1030 for an amendment to the articles or bylaws.

(c) If the corporation does not have members the transaction shall be approved by a vote of a majority of the directors in office at the time the transaction is approved. In addition the corporation shall provide notice of any directors' meeting at which the approval is to be obtained in accordance with W.S. 17-19-822(c). The notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider the sale, lease, exchange or other disposition of all, or substantially all, of the property or assets of the corporation and contain or be accompanied by a copy or summary of a description of the transaction.

(d) The board may condition its submission of the proposed transaction, and the members may condition their approval of the transaction, on receipt of a higher percentage of affirmative votes or on any other basis.

(e) If the corporation seeks to have the transaction approved by the members at a membership meeting, the corporation shall give notice to its members of the proposed membership meeting in accordance with W.S. 17-19-705. The notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider the sale, lease, exchange or other disposition of all, or substantially all, of the property or assets of the corporation and contain or be accompanied by a copy or summary of a description of the transaction.

(f) If the board needs to have the transaction approved by the members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of a description of the transaction.

(g) A public benefit or religious corporation shall give written notice to the secretary of state (who shall then give notice to the attorney general) twenty (20) days before it sells, leases, exchanges or otherwise disposes of all, or substantially all, of its property if the transaction is not in the usual and regular course of its activities unless the attorney general has given the corporation a written waiver of this subsection.

(h) After a sale, lease, exchange or other disposition of property is authorized, the transaction may be abandoned,

subject to any contractual rights, without further action by the members or any other person who approved the transaction in accordance with the procedure set forth in the resolution proposing the transaction or, if none is set forth, in the manner determined by the board of directors.

ARTICLE 13 - DISTRIBUTIONS

17-19-1301. Prohibited distributions.

Except as authorized by W.S. 17-19-1302, a corporation shall not make any distributions.

17-19-1302. Purchase of memberships; authorized distributions.

(a) A mutual benefit corporation may purchase its memberships if after the purchase is completed:

(i) The corporation would be able to pay its debts as they become due in the usual course of its activities; and

(ii) The corporation's total assets would at least equal the sum of its total liabilities.

(b) Corporations may make distributions upon dissolution in conformity with article 14 of this act.

ARTICLE 14 - DISSOLUTION

17-19-1401. Dissolution by incorporators or directors.

(a) A majority of the incorporators or directors of a corporation that has no members may, subject to any approval required by the articles or bylaws, dissolve the corporation by delivering to the secretary of state articles of dissolution.

(b) The corporation shall give notice of any meeting at which dissolution will be approved. The notice shall be in accordance with W.S. 17-19-822(c). The notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider dissolution of the corporation.

(c) The incorporators or directors in approving dissolution shall adopt a plan of dissolution indicating to whom

the assets owned or held by the corporation will be distributed after all creditors have been paid.

17-19-1402. Dissolution by directors, members and third persons.

(a) Unless this act, the articles, bylaws or the board of directors or members (acting pursuant to subsection (c) of this section) require a greater vote or voting by class, dissolution is authorized if it is approved:

(i) By the board;

(ii) By the members, if any, by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less; and

(iii) In writing by any person or persons whose approval is required by a provision of the articles authorized by W.S. 17-19-1030 for an amendment to the articles or bylaws.

(b) If the corporation does not have members, dissolution shall be approved by a vote of a majority of the directors in office at the time the transaction is approved. In addition, the corporation shall provide notice of any directors' meeting at which such approval is to be obtained in accordance with W.S. 17-19-822(c). The notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider dissolution of the corporation and contain or be accompanied by a copy or summary of the plan of dissolution.

(c) The board may condition its submission of the proposed dissolution, and the members may condition their approval of the dissolution on receipt of a higher percentage of affirmative votes or on any other basis.

(d) If the board seeks to have dissolution approved by the members at a membership meeting, the corporation shall give notice to its members of the proposed membership meeting in accordance with W.S. 17-19-705. The notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider dissolving the corporation and contain or be accompanied by a copy or summary of the plan of dissolution.

(e) If the board seeks to have dissolution approved by the members by written consent or written ballot, the material

soliciting the approval shall contain or be accompanied by a copy or summary of the plan of dissolution.

(f) The plan of dissolution shall indicate to whom the assets owned or held by the corporation will be distributed after all creditors have been paid.

17-19-1403. Notices to the secretary of state.

(a) A public benefit or religious corporation shall give the secretary of state written notice that it intends to dissolve at or before the time it delivers articles of dissolution to him. The notice shall include a copy or summary of the plan of dissolution. The secretary of state shall then give notice of the plan to the attorney general.

(b) No assets shall be transferred or conveyed by a public benefit or religious corporation as part of the dissolution process until twenty (20) days after it has given the written notice required by subsection (a) of this section to the secretary of state or until the attorney general has consented in writing to the dissolution, or indicated in writing that he will take no action in respect to, the transfer or conveyance, whichever is earlier.

(c) When all or substantially all of the assets of a public benefit corporation have been transferred or conveyed following approval of dissolution, the board shall deliver to the secretary of state (who shall then provide notice to the attorney general) a list showing those, other than creditors, to whom the assets were transferred or conveyed. The list shall indicate the addresses of each person, other than creditors, who received assets and indicate what assets each received.

17-19-1404. Articles of dissolution.

(a) At any time after dissolution is authorized, the corporation may dissolve by delivering to the secretary of state articles of dissolution setting forth:

(i) The name of the corporation;

(ii) The date dissolution was authorized;

(iii) A statement that dissolution was approved by a sufficient vote of the board;

(iv) If approval of members was not required, a statement to that effect and a statement that dissolution was approved by a sufficient vote of the board of directors or incorporators;

(v) If approval by members was required:

(A) The designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on dissolution, and number of votes of each class indisputably voting on dissolution; and

(B) Either the total number of votes cast for and against dissolution by each class entitled to vote separately on dissolution or the total number of undisputed votes cast for dissolution by each class and a statement that the number cast for dissolution by each class was sufficient for approval by that class.

(vi) If approval of dissolution by some person or persons other than the members, the board or the incorporators is required pursuant to W.S. 17-19-1402(a)(iii), a statement that the approval was obtained; and

(vii) If the corporation is a public benefit or religious corporation, that the notice to the secretary of state required by W.S. 17-19-1403(a) has been given.

(b) A corporation is dissolved upon the effective date of its articles of dissolution.

17-19-1405. Revocation of dissolution.

(a) A corporation may revoke its dissolution within one hundred twenty (120) days of its effective date.

(b) Revocation of dissolution shall be authorized in the same manner as the dissolution was authorized unless that authorization permitted revocation by action of the board of directors alone, in which event the board of directors may revoke the dissolution without action by the members or any other person.

(c) After the revocation of dissolution is authorized, the corporation may revoke the dissolution by delivering to the secretary of state for filing articles of revocation of

dissolution, together with a copy of its articles of dissolution, that set forth:

- (i) The name of the corporation;
 - (ii) The effective date of the dissolution that was revoked;
 - (iii) The date that the revocation of dissolution was authorized;
 - (iv) If the corporation's board of directors, or incorporators, revoked the dissolution, a statement to that effect;
 - (v) If the corporation's board of directors revoked a dissolution authorized by the members alone or in conjunction with another person or persons, a statement that revocation was permitted by action by the board of directors alone pursuant to that authorization; and
 - (vi) If member or third person action was required to revoke the dissolution, the information required by W.S. 17-19-1404(a) (v) and (vi).
- (d) Revocation of dissolution is effective upon the effective date of the articles of revocation of dissolution.
- (e) When the revocation of dissolution is effective, it relates back to and takes effect as of the effective date of the dissolution and the corporation resumes carrying on its activities as if dissolution had never occurred.

17-19-1406. Effect of dissolution.

- (a) A dissolved corporation continues its corporate existence but shall not carry on any activities except those appropriate to wind up and liquidate its affairs, including:
- (i) Preserving and protecting its assets and minimizing its liabilities;
 - (ii) Discharging or making provision for discharging its liabilities and obligations;
 - (iii) Disposing of its properties that will not be distributed in kind;

(iv) Returning, transferring or conveying assets held by the corporation upon a condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, in accordance with such condition;

(v) Transferring, subject to any contractual or legal requirements, its assets as provided in or authorized by its articles of incorporation or bylaws;

(vi) If the corporation is a public benefit or religious corporation, and no provision has been made in its articles or bylaws for distribution of assets on dissolution, transferring, subject to any contractual or legal requirement, its assets:

(A) To one (1) or more persons described in section 501(c)(iii) of the Internal Revenue Code; or

(B) If the dissolved corporation is not described in section 501(c)(iii) of the Internal Revenue Code, to one (1) or more public benefit or religious corporations.

(vii) If the corporation is a mutual benefit corporation and no provision has been made in its articles or bylaws for distribution of assets on dissolution, transferring its assets to its members or, if it has no members, to those persons whom the corporation holds itself out as benefitting or serving; and

(viii) Doing every other act necessary to wind up and liquidate its assets and affairs.

(b) Dissolution of a corporation does not:

(i) Transfer title to the corporation's property;

(ii) Subject its directors or officers to standards of conduct different from those prescribed in article 8 of this act;

(iii) Change quorum or voting requirements for its board or members; change provisions for selection, resignation or removal of its directors or officers or both; or change provisions for amending its bylaws;

(iv) Prevent commencement of a proceeding by or against the corporation in its corporate name;

(v) Abate or suspend a proceeding pending by or against the corporation on the effective date of dissolution; or

(vi) Terminate the authority of the registered agent.

17-19-1407. Known claims against dissolved corporation.

(a) A dissolved corporation may dispose of the known claims against it by following the procedure described in this section.

(b) The dissolved corporation shall notify its known claimants in writing by mail or private carrier or by personal delivery of the dissolution at any time after its effective date. The written notice shall:

(i) Describe information that shall be included in a claim;

(ii) Provide a mailing address where a claim may be sent;

(iii) State the deadline, which may not be fewer than one hundred twenty (120) days from the effective date of the written notice, by which the dissolved corporation shall receive the claim; and

(iv) State that the claim will be barred if not received by the deadline.

(c) A claim against the dissolved corporation is barred:

(i) If a claimant who was given written notice under subsection (b) of this section does not deliver the claim to the dissolved corporation by the deadline; or

(ii) If a claimant whose claim was rejected by the dissolved corporation does not commence a proceeding to enforce the claim within ninety (90) days from the effective date of the rejection notice.

(d) For purposes of this section "claim" does not include a contingent liability or a claim based on an event occurring after the effective date of dissolution.

17-19-1408. Unknown claims against dissolved corporation.

(a) A dissolved corporation may also publish notice of its dissolution and request that persons with claims against the corporation present them in accordance with the notice.

(b) The notice shall:

(i) Be published one (1) time in a newspaper of general circulation in the county where the dissolved corporation's principal office, or, if none in this state, its registered office, is or was last located;

(ii) Describe the information that shall be included in a claim and provide a mailing address where the claim may be sent; and

(iii) State that a claim against the corporation will be barred unless a proceeding to enforce the claim is commenced within five (5) years or the number of years set forth in the applicable statute of limitation, whichever is less, after publication of the notice.

(c) If the dissolved corporation publishes a newspaper notice in accordance with subsection (b) of this section, the claim of each of the following claimants is barred unless the claimant commences a proceeding to enforce the claim against the dissolved corporation within five (5) years or the number of years set forth in the applicable statute of limitations, whichever is less, after the publication date of the newspaper notice:

(i) A claimant who did not receive written notice under W.S. 17-19-1407;

(ii) A claimant whose claim was timely sent to the dissolved corporation but not acted on; and

(iii) A claimant whose claim is contingent or based on an event occurring after the effective date of dissolution.

(d) A claim may be enforced under this section:

(i) Against the dissolved corporation, to the extent of its undistributed assets; or

(ii) If the assets have been distributed in liquidation, against any person, other than a creditor of the corporation, to whom the corporation distributed its property to the extent of the distributee's pro rata share of the claim or the corporate assets distributed to such person in liquidation, whichever is less, but the distributee's total liability for all claims under this section may not exceed the total amount of assets distributed to the distributee.

17-19-1420. Grounds for administrative dissolution.

(a) The secretary of state may commence a proceeding under W.S. 17-19-1421 to administratively dissolve a corporation if any of the following has occurred:

(i) The corporation is without a registered agent or registered office in this state for thirty (30) days or more;

(ii) The corporation does not notify the secretary of state within thirty (30) days that its registered agent or registered office has been changed, that its registered agent has resigned or that its registered office has been discontinued;

(iii) The corporation's period of duration, if any, stated in its articles of incorporation expires;

(iv) The corporation does not deliver its annual reports or pay the annual license taxes to the secretary of state when due pursuant to W.S. 17-19-1630;

(v) It is in the public interest and the corporation:

(A) Has provided fraudulent information or has failed to correct false information upon request of the secretary of state on any filing under this act with the secretary of state; or

(B) Cannot be served by either the secretary of state or the registered agent at its address provided pursuant to W.S. 17-28-107.

(vi) An incorporator, director, officer or agent of the corporation signed a document he knew was false in any material respect with intent that the document be delivered to the secretary of state for filing;

(vii) The corporation has failed to respond to a valid and enforceable subpoena;

(viii) The corporation has failed to pay any penalties imposed under W.S. 17-28-109.

(b) Prior to commencing a proceeding under W.S. 17-19-1421 the secretary of state may classify a corporation as delinquent awaiting administrative dissolution if the corporation meets any of the criteria in subsection (a) of this section.

17-19-1421. Procedure for and effect of administrative dissolution.

(a) Upon determining that one (1) or more grounds exist under W.S. 17-19-1420 for dissolving a corporation, the secretary of state shall serve the corporation with written notice of that determination under W.S. 17-28-104. In the case of a public benefit corporation the secretary of state shall also notify the attorney general in writing.

(b) If the corporation does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within at least sixty (60) days after service of the notice is perfected under W.S. 17-28-104, the secretary of state may administratively dissolve the corporation by signing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. The secretary of state shall file the original of the certificate and serve a copy on the corporation under W.S. 17-28-104, and in the case of a public benefit corporation shall notify the attorney general in writing.

(c) A corporation administratively dissolved continues its corporate existence but may not carry on any activities except those necessary to wind up and liquidate its affairs under W.S. 17-19-1406 and notify its claimants under W.S. 17-19-1407 and 17-19-1408.

(d) The administrative dissolution of a corporation does not terminate the authority of its registered agent.

(e) Repealed by Laws 2008, Ch. 91, § 3.

17-19-1422. Reinstatement following administrative dissolution.

(a) A corporation administratively dissolved under W.S. 17-19-1421 may apply to the secretary of state for reinstatement within two (2) years after the effective date of dissolution. Reinstatement may be denied by the secretary of state if the corporation has been the subject of 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 its administrative dissolution;

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

(iii) Repealed By Laws 1999, ch. 196, § 2.

(iv) If the corporation was administratively dissolved for failing to deliver its annual report or pay the annual license taxes to the secretary of state when due pursuant to W.S. 17-19-1630, include payment of fees and taxes then delinquent and the reinstatement certificate fee prescribed by W.S. 17-19-122; and

(v) If the corporation was administratively dissolved for failure to maintain a registered agent, include payment of a one hundred fifty dollar (\$150.00) reinstatement fee and payment of any fees and taxes then delinquent.

(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, the secretary of state shall cancel the certificate of dissolution and prepare a certificate of reinstatement reciting that 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 reinstatement is effective, it relates back to and takes effect as of the effective date of the administrative

dissolution and the corporation shall resume carrying on its activities as if the administrative dissolution had never occurred.

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

17-19-1423. Appeal from denial of reinstatement.

(a) The secretary of state, upon denying a corporation's application for reinstatement following administrative dissolution, shall serve the corporation under W.S. 17-28-104 with a written notice that explains the reason or reasons for denial.

(b) The 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 corporation appeals by petitioning the court to set aside the dissolution and attaching to the petition copies of the secretary of state's certificate of dissolution, the corporation's application for reinstatement, and the secretary of state's notice of denial.

(c) The court may summarily order the secretary of state to reinstate the dissolved corporation or may take other action the court considers appropriate.

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

17-19-1430. Grounds for judicial dissolution.

(a) The district court may dissolve a corporation:

(i) In a proceeding by the attorney general if it is established that:

(A) The corporation obtained its articles of incorporation through fraud;

(B) The corporation has continued to exceed or abuse the authority conferred upon it by law;

(C) The corporation is a public benefit corporation and the corporate assets are being misapplied or wasted; or

(D) The corporation is a public benefit corporation and is no longer able to carry out its purposes.

(ii) Except as provided in the articles or bylaws of a religious corporation, in a proceeding by fifty (50) members or members holding five percent (5%) of the voting power, whichever is less, or by a director or any person specified in the articles, if it is established that:

(A) The directors are deadlocked in the management of the corporate affairs, and the members, if any, are unable to break the deadlock;

(B) The directors or those in control of the corporation have acted, are acting or will act in a manner that is illegal, oppressive or fraudulent;

(C) The members are deadlocked in voting power and have failed, for a period that includes at least two (2) consecutive annual meeting dates, to elect successors to directors whose terms have, or would otherwise have, expired;

(D) The corporate assets are being misapplied or wasted; or

(E) The corporation is a public benefit or religious corporation and is no longer able to carry out its purposes.

(iii) In a proceeding by a creditor if it is established that:

(A) The creditor's claim has been reduced to judgment, the execution on the judgment returned unsatisfied and the corporation is insolvent; or

(B) The corporation has admitted in writing that the creditor's claim is due and owing and the corporation is insolvent.

(iv) In a proceeding by the corporation to have its voluntary dissolution continued under court supervision.

(b) Prior to dissolving a corporation, the court shall consider whether:

(i) There are reasonable alternatives to dissolution;

(ii) Dissolution is in the public interest, if the corporation is a public benefit corporation; and

(iii) Dissolution is the best way of protecting the interests of members, if the corporation is a mutual benefit corporation.

17-19-1431. Procedure for judicial dissolution.

(a) Venue for a proceeding by the attorney general to dissolve a corporation lies in Laramie county district court. Venue for a proceeding brought by any other party named in W.S. 17-19-1430 lies in the county where a corporation's principal office or, if none in this state, its registered office, is or was last located.

(b) It is not necessary to make directors or members parties to a proceeding to dissolve a corporation unless relief is sought against them individually.

(c) A court in a proceeding brought to dissolve a corporation may issue injunctions, appoint a receiver or custodian pendente lite with all powers and duties the court directs, take other action required to preserve the corporate assets wherever located, and carry on the activities of the corporation until a full hearing can be held.

(d) A person other than the attorney general who brings an involuntary dissolution proceeding for a public benefit or religious corporation shall forthwith give written notice of the proceeding to the secretary of state who shall then notify the attorney general. The attorney general may intervene.

17-19-1432. Receivership or custodianship.

(a) A court in a judicial proceeding brought to dissolve a public benefit or mutual benefit corporation may appoint one (1) or more receivers to wind up and liquidate, or one (1) or more custodians to manage, the affairs of the corporation. The court shall hold a hearing, after notifying all parties to the proceeding and any interested persons designated by the court, before appointing a receiver or custodian. The court appointing a receiver or custodian has exclusive jurisdiction over the corporation and all of its property wherever located.

(b) The court may appoint an individual, or a domestic or foreign business or nonprofit corporation, authorized to transact business in this state, as a receiver or custodian. The court may require the receiver or custodian to post bond, with or without sureties, in an amount the court directs.

(c) The court shall describe the powers and duties of the receiver or custodian in its appointing order, which may be amended from time to time. Among other powers:

(i) The receiver:

(A) May dispose of all or any part of the assets of the corporation wherever located, at a public or private sale, if authorized by the court; provided, however, that the receiver's power to dispose of the assets of the corporation is subject to any trust and other restrictions that would be applicable to the corporation; and

(B) May sue and defend in the receiver's or custodian's name as receiver or custodian of the corporation in all Wyoming district courts.

(ii) The custodian may exercise all of the powers of the corporation, through or in place of its board of directors or officers, to the extent necessary to manage the affairs of the corporation in the best interests of its members and creditors.

(d) The court during a receivership may redesignate the receiver a custodian, and during a custodianship may redesignate the custodian a receiver, if doing so is in the best interests of the corporation, its members, and creditors.

(e) The court from time to time during the receivership or custodianship may order compensation paid and expense disbursements or reimbursements made to the receiver or custodian and the receiver or custodian's counsel from the assets of the corporation or proceeds from the sale of the assets.

17-19-1433. Decree of dissolution.

(a) If after a hearing the court determines that one (1) or more grounds for judicial dissolution described in W.S. 17-19-1430 exist, it may enter a decree dissolving the corporation and specifying the effective date of the dissolution, and the

clerk of the court shall deliver a certified copy of the decree to the secretary of state, who shall file it.

(b) After entering the decree of dissolution, the court shall direct the winding up and liquidation of the corporation's affairs in accordance with W.S. 17-19-1406 and the notification of its claimants in accordance with W.S. 17-19-1407 and 17-19-1408.

17-19-1440. Deposit with state treasurer.

Assets of a dissolved corporation that should be transferred to a creditor, claimant or member of the corporation who cannot be found or who is not competent to receive them, shall be reduced to cash subject to known trust restrictions and deposited with the state treasurer for safekeeping; provided, however, that in the state treasurer's discretion property may be received and held in kind. When the creditor, claimant or member furnishes satisfactory proof of entitlement to the amount deposited or property held in kind, the state treasurer shall deliver to the creditor, member or other person or his representative that amount or property.

ARTICLE 15 - FOREIGN CORPORATIONS

17-19-1501. Authority to transact business required.

(a) A foreign corporation may not transact business in this state until it obtains a certificate of authority from the secretary of state.

(b) The following activities, among others, do not constitute transacting business within the meaning of subsection (a) of this section:

(i) Maintaining, defending or settling any proceeding;

(ii) Holding meetings of the board of directors or members or carrying on other activities concerning internal corporate affairs;

(iii) Maintaining bank accounts;

(iv) Maintaining offices or agencies for the transfer, exchange and registration of memberships or securities

or maintaining trustees or depositaries with respect to those securities;

(v) Selling through independent contractors;

(vi) Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts;

(vii) Creating or acquiring indebtedness, mortgages, and security interests in real or personal property;

(viii) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts;

(ix) Owning, without more, real or personal property;

(x) Conducting an isolated transaction that is completed within thirty (30) days and that is not one in the course of repeated transactions of a like nature;

(xi) Transacting business in interstate commerce.

(c) The list of activities in subsection (b) of this section is not exhaustive.

17-19-1502. Consequences of transacting business without authority.

(a) A foreign corporation transacting business in this state without a certificate of authority shall not maintain a proceeding in any court in this state until it obtains a certificate of authority.

(b) The successor to a foreign corporation that transacted business in this state without a certificate of authority and the assignee of a cause of action arising out of that business shall not maintain a proceeding on that cause of action in any court in this state until the foreign corporation or its successor obtains a certificate of authority.

(c) A court may stay a proceeding commenced by a foreign corporation, its successor or assignee until it determines whether the foreign corporation or its successor requires a certificate of authority. If it so determines, the court may

further stay the proceeding until the foreign corporation or its successor obtains the certificate.

(d) Repealed By Laws 2000, Ch. 35, § 2.

(e) Notwithstanding any other provision of this section, the failure of a foreign corporation to obtain a certificate of authority does not impair the validity of its corporate acts or prevent it from defending any proceeding in this state.

17-19-1503. Application for certificate of authority.

(a) A foreign corporation may apply for a certificate of authority to transact business in this state by delivering an application to the secretary of state. The application shall set forth:

(i) The name of the foreign corporation or, if its name is unavailable for use in this state, a corporate name that satisfies the requirements of W.S. 17-19-1506;

(ii) The name of the state or country under whose law it is incorporated;

(iii) The date of incorporation and period of duration;

(iv) The street address of its principal office and an email address for the foreign corporation;

(v) The address of its registered office in this state and the name of its registered agent at that office;

(vi) The names and usual business or home addresses of its current directors and officers;

(vii) Whether the foreign corporation has members;

(viii) Whether the corporation, if it had been incorporated in this state, would be a public benefit, mutual benefit or religious corporation;

(ix) A statement that the corporation accepts the constitution of the state of Wyoming in compliance with the requirement of article 10 section 5 of the Wyoming constitution; and

(x) Any additional information as may be necessary or appropriate in order to enable the secretary of state to determine whether the corporation is entitled to a certificate of authority to transact business in this state and to determine and assess the fees and license taxes under the laws of this state.

(b) The foreign corporation shall deliver with the completed application a certificate of existence dated not more than sixty (60) days prior to filing in Wyoming, or a document of similar import, duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose law it is incorporated.

(c) The application for certificate of authority shall be accompanied by a written consent to appointment by the registered agent.

17-19-1504. Amended certificate of authority.

(a) A foreign corporation authorized to transact business in this state shall obtain an amended certificate of authority from the secretary of state if it changes:

- (i) Its corporate name;
- (ii) The period of its duration; or
- (iii) The state or country of its incorporation.

(b) The requirements of W.S. 17-19-1503 for obtaining an original certificate of authority apply to obtaining an amended certificate under this section.

17-19-1505. Effect of certificate of authority.

(a) A certificate of authority authorizes the foreign corporation to which it is issued to transact business in this state subject, however, to the right of the state to revoke the certificate as provided in this act.

(b) A foreign corporation with a valid certificate of authority has the same rights and enjoys the same privileges as and, except as otherwise provided by this act, is subject to the same duties, restrictions, penalties and liabilities now or later imposed on, a domestic corporation of like character.

(c) This act does not authorize this state to regulate the organization or internal affairs of a foreign corporation authorized to transact business in this state.

17-19-1506. Corporate name of foreign corporation.

(a) If the corporate name of a foreign corporation does not satisfy the requirements of W.S. 17-19-401, the foreign corporation, to obtain or maintain a certificate of authority to transact business in this state, may use a fictitious name to transact business in this state if its real name is unavailable and it delivers to the secretary of state for filing a copy of the resolution of its board of directors, certified by its secretary, adopting the fictitious name.

(b) Except as authorized by subsections (c) and (d) of this section, the corporate name, including a fictitious name, of a foreign corporation shall not be the same as, nor deceptively similar to any trademark or service mark registered in this state and shall be distinguishable upon the records of the secretary of state from other business names as required by W.S. 17-16-401.

(c) A foreign corporation may apply to the secretary of state for authorization to use a name that is not distinguishable in accordance with the provisions of W.S. 17-16-401(c).

(i) Repealed By Laws 1996, ch. 80, § 3.

(ii) Repealed By Laws 1996, ch. 80, § 3.

(d) A foreign corporation may use in this state the name, including the fictitious name, of another domestic or foreign corporation that is used in this state if the other corporation is incorporated or authorized to transact business in this state and the foreign corporation has:

(i) Merged with the other corporation; or

(ii) Been formed by reorganization of the other corporation; or

(iii) Has acquired all or substantially all of the assets, including the corporate name, of the other corporation.

(iv) Repealed By Laws 1996, ch. 80, § 3.

(e) If a foreign corporation authorized to transact business in this state changes its corporate name to one that does not satisfy the requirements of W.S. 17-19-401, it may not transact business in this state under the changed name until it adopts a name satisfying the requirements of W.S. 17-19-401 and obtains an amended certificate of authority under W.S. 17-19-1504.

17-19-1507. Registered office and registered agent of foreign corporation.

(a) Each foreign corporation authorized to transact business in this state shall continuously maintain in this state:

(i) A registered office as provided in W.S. 17-28-101 through 17-28-111; and

(ii) A registered agent as provided in W.S. 17-28-101 through 17-28-111.

(A) Repealed by Laws 2008, Ch. 90, § 3.

(B) Repealed by Laws 2008, Ch. 90, § 3.

(C) Repealed by Laws 2008, Ch. 90, § 3.

(b) The provisions of W.S. 17-28-101 through 17-28-111 shall apply to all foreign corporations.

17-19-1508. Repealed by Laws 2008, Ch. 90, § 3.

17-19-1509. Repealed by Laws 2008, Ch. 90, § 3.

17-19-1510. Repealed by Laws 2008, Ch. 90, § 3.

17-19-1520. Withdrawal of foreign corporation.

(a) A foreign corporation authorized to transact business in this state shall not withdraw from this state until it obtains a certificate of withdrawal from the secretary of state.

(b) A foreign corporation authorized to transact business in this state may apply for a certificate of withdrawal by

delivering an application to the secretary of state for filing. The application shall set forth:

(i) The name of the foreign corporation and the name of the state or country under whose law it is incorporated;

(ii) That it is not transacting business in this state and that it surrenders its authority to transact business in this state;

(iii) That it revokes the authority of its registered agent to accept service on its behalf and appoints the secretary of state as its agent for service of process in any proceeding based on a cause of action arising during the time it was authorized to do business in this state;

(iv) A mailing address and an email address to which the secretary of state may provide a copy of any process served on him under paragraph (iii) of this subsection; and

(v) A commitment to notify the secretary of state in the future of any change in the mailing address or email address.

(c) After the withdrawal of the corporation is effective, service of process on the secretary of state under this section is service on the foreign corporation. Upon receipt of process, the secretary of state shall provide a copy of the process to the foreign corporation at the post office address or email address set forth in its application for withdrawal.

17-19-1530. Grounds for revocation.

(a) The secretary of state may commence a proceeding under W.S. 17-19-1531 to revoke the certificate of authority of a foreign corporation authorized to transact business in this state if any of the following has occurred:

(i) The foreign corporation is without a registered agent or registered office in this state for thirty (30) days or more;

(ii) The foreign corporation does not inform the secretary of state under W.S. 17-28-102 or 17-28-103 that its registered agent or registered office has changed, that its registered agent has resigned, or that its registered office has

been discontinued within thirty (30) days of the change, resignation or discontinuance;

(iii) An incorporator, director, officer or agent of the foreign corporation signed a document the person knew was false in any material respect with intent that the document be delivered to the secretary of state for filing;

(iv) The secretary of state receives a duly authenticated certificate from the secretary of state or other official having custody of corporate records in the state or country under whose law the foreign corporation is incorporated stating that it has been dissolved or disappeared as the result of a merger;

(v) The corporation does not deliver its annual reports or pay the annual license taxes to the secretary of state when due pursuant to W.S. 17-19-1630;

(vi) The corporation has failed to respond to a valid and enforceable subpoena;

(vii) It is in the public interest and the corporation:

(A) Has provided fraudulent information or has failed to correct false information upon request of the secretary of state on any filing with the secretary of state under this act; or

(B) Cannot be served either by the registered agent or by mail or electronically by the secretary of state acting as the agent for process.

(viii) The foreign corporation has failed to pay any penalties imposed under W.S. 17-28-109.

(b) The attorney general may commence a proceeding under W.S. 17-19-1531 to revoke the certificate of authority of a foreign corporation authorized to transact business in this state if:

(i) The corporation has continued to exceed or abuse the authority conferred upon it by law;

(ii) The corporation would have been a public benefit corporation had it been incorporated in this state and that its

corporate assets in this state are being misapplied or wasted;
or

(iii) The corporation would have been a public benefit corporation had it been incorporated in this state and it is no longer able to carry out its purposes.

(c) Prior to commencing a proceeding under W.S. 17-19-1531 the secretary of state may classify a foreign corporation as delinquent awaiting administrative revocation if the foreign corporation meets any of the criteria in subsection (a) of this section.

17-19-1531. Procedure and effect of revocation.

(a) The secretary of state upon determining that one (1) or more grounds exist under W.S. 17-19-1530 for revocation of a certificate of authority shall serve the foreign corporation with written notice of that determination under W.S. 17-28-104.

(b) The attorney general upon determining that one (1) or more grounds exist under W.S. 17-19-1530(b) for revocation of a certificate of authority shall request the secretary of state to serve, and the secretary of state shall serve the foreign corporation with written notice of that determination under W.S. 17-28-104.

(c) If the foreign corporation does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the secretary of state or attorney general that each ground for revocation determined by the secretary of state or attorney general does not exist within sixty (60) days after service of the notice is perfected under W.S. 17-28-104, the secretary of state may revoke the foreign corporation's certificate of authority by signing a certificate of revocation that recites the ground or grounds for revocation and its effective date. The secretary of state shall file the original of the certificate and serve a copy on the foreign corporation under W.S. 17-28-104.

(d) The authority of a foreign corporation to transact business in this state ceases on the date shown on the certificate revoking its certificate of authority.

(e) The secretary of state's revocation of a foreign corporation's certificate of authority appoints the secretary of state the foreign corporation's agent for service of process in

any proceeding based on a cause of action that arose during the time the foreign corporation was authorized to transact business in this state. Service of process on the secretary of state under this subsection is service on the foreign corporation. Upon receipt of process, the secretary of state shall either:

(i) Mail a copy of the process to the secretary of the foreign corporation at its principal office shown in its most recent annual report or in any subsequent communications received from the corporation stating the current mailing address of its principal office, or, if none are on file, in its application for a certificate of authority; or

(ii) Electronically submit a copy of the process to the foreign corporation's email address.

(f) Revocation of a foreign corporation's certificate of authority does not terminate the authority of the registered agent of the corporation.

(g) Repealed by Laws 2008, Ch. 91, § 3.

17-19-1532. Appeal from revocation.

(a) A foreign corporation may appeal the secretary of state's revocation of its certificate of authority pursuant to W.S. 16-3-114 within thirty (30) days after the service of the certificate of revocation is perfected under W.S. 17-28-104. The foreign corporation appeals by petitioning the court to set aside the revocation and attaching to the petition copies of its certificate of authority and the secretary of state's certificate of revocation.

(b) The court may summarily order the secretary of state to reinstate the certificate of authority or may take any other action the court considers appropriate.

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

17-19-1533. Reinstatement following revocation.

(a) A foreign corporation whose certificate of authority has been revoked under W.S. 17-19-1531 may apply to the secretary of state for reinstatement within two (2) years after the effective date of the 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 foreign corporation has engaged in illegal operations. The application shall:

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

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

(iii) If the foreign corporation's certificate of authority was revoked for failure to deliver its annual report or pay annual license taxes to the secretary of state when due pursuant to W.S. 17-19-1630, include payment of a twenty-five dollar (\$25.00) reinstatement fee and payment of any fees and taxes then delinquent; and

(iv) If the foreign corporation's certificate of authority was revoked for failure to maintain a registered agent, include payment of a one hundred fifty dollar (\$150.00) reinstatement fee and payment of any fees and taxes then delinquent.

(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, the secretary of state shall cancel the revocation, prepare a certificate of reinstatement reciting that determination and the effective date of reinstatement, file the original of the certificate and serve a copy on the corporation pursuant to W.S. 17-28-104.

(c) When reinstatement is effective, it relates back to and takes effect as of the effective date of the revocation and the foreign corporation may resume carrying on its activities as if the revocation had not occurred.

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

ARTICLE 16 - RECORDS AND REPORTS

17-19-1601. Corporate records.

(a) A corporation shall keep as permanent records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or directors without a meeting, and a record of all actions taken by committees of the board of directors as authorized by W.S. 17-19-825(d).

(b) A corporation shall maintain appropriate accounting records.

(c) A corporation or its agent shall maintain a record of its members in a form that permits preparation of a list of the name and address of all members, in alphabetical order by class, showing the number of votes each member is entitled to cast.

(d) A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(e) A corporation shall keep a copy of the following records at its principal office:

(i) Its articles or restated articles of incorporation and all amendments to them currently in effect;

(ii) Its bylaws or restated bylaws and all amendments to them currently in effect;

(iii) Resolutions adopted by its board of directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members;

(iv) The minutes of all meetings of members and records of all actions approved by the members for the past three (3) years;

(v) All written communications to members generally within the past three (3) years, including the financial statements furnished for the past three (3) years under W.S. 17-19-1620;

(vi) A list of the names and addresses of its current directors and officers; and

(vii) Its most recent annual report delivered to the secretary of state under W.S. 17-19-1630.

17-19-1602. Inspection of records by members.

(a) Subject to subsection (e) of this section and W.S. 17-19-1603(c), a member is entitled to inspect and copy, at a reasonable time and location specified by the corporation, any of the records of the corporation described in W.S. 17-19-1601(e) if the member gives the corporation written notice or a written demand at least five (5) business days before the date on which the member wishes to inspect and copy.

(b) Subject to subsection (e) of this section, a member is entitled to inspect and copy, at a reasonable time and reasonable location specified by the corporation, any of the following records of the corporation if the member meets the requirements of subsection (c) of this section and gives the corporation written notice at least five (5) business days before the date on which the member wishes to inspect and copy:

(i) Excerpts from any records required to be maintained under W.S. 17-19-1601(a), to the extent not subject to inspection under W.S. 17-19-1602(a);

(ii) Accounting records of the corporation; and

(iii) Subject to W.S. 17-19-1605, the membership list.

(c) A member may inspect and copy the records identified in subsection (b) of this section only if:

(i) The member's demand is made in good faith and for a proper purpose;

(ii) The member describes with reasonable particularity the purpose and the records the member desires to inspect; and

(iii) The records are directly connected with this purpose.

(d) This section does not affect:

(i) The right of a member to inspect records under W.S. 17-19-720 or, if the member is in litigation with the corporation, to the same extent as any other litigant; or

(ii) The power of a court, independently of this act, to compel the production of corporate records for examination.

(e) The articles or bylaws of a religious corporation may limit or abolish the right of a member under this section to inspect and copy any corporate record.

(f) Nothing in this act pertaining to access to corporate records shall operate to violate the confidentiality of records, including patient files, personnel matters, disciplinary files, individual member files, client files, medical files or other files which are generally considered by law to be confidential or privileged.

17-19-1603. Scope of inspection rights.

(a) A member's agent or attorney has the same inspection and copying rights as the member the agent or attorney represents.

(b) The right to copy records under W.S. 17-19-1602 includes, if reasonable, the right to receive copies made by photographic, xerographic or other means.

(c) The corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records.

(d) The corporation may comply with a member's demand to inspect the record of members under W.S. 17-19-1602(b)(iii) by providing the member with a list of its members that was compiled no earlier than the date of the member's demand.

17-19-1604. Court-ordered inspection.

(a) If a corporation does not allow a member who complies with W.S. 17-19-1602(a) to inspect and copy any records required by that subsection to be available for inspection, the district court in the county where the corporations' principal office, or, if none in this state, its registered office, is located may summarily order inspection and copying of the records demanded at the corporation's expense upon application of the member.

(b) If a corporation does not within a reasonable time allow a member to inspect and copy any other record, the member who complies with W.S. 17-19-1602(b) and (c) may apply to the

district court in the county where the corporation's principal office, or, if none in this state, its registered office, is located for an order to permit inspection and copying of the records demanded. The court shall dispose of an application under this subsection on an expedited basis.

(c) If the court orders inspection and copying of the records demanded, it shall also order the corporation to pay the member's costs, including reasonable counsel fees, incurred to obtain the order unless the corporation proves that it refused inspection in good faith because it had a reasonable basis for doubt about the right of the member to inspect the records demanded.

(d) If the court orders inspection and copying of the records demanded, it may impose reasonable restrictions on the use or distribution of the records by the demanding member.

17-19-1605. Limitations on use of membership list.

(a) Without consent of the board, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the foregoing, without the consent of the board a membership list or any part thereof may not be:

(i) Used to solicit money or property unless the money or property will be used solely to solicit the votes of the members in an election to be held by the corporation;

(ii) Used for any commercial purpose; or

(iii) Sold to or purchased by any person.

17-19-1620. Financial statements for members.

(a) Except as provided in the articles or bylaws of a religious corporation, a corporation upon written demand from a member shall furnish that member its latest annual financial statements, which may be consolidated or combined statements of the corporation and one (1) or more of its subsidiaries or affiliates, as appropriate, that include a balance sheet as of the end of the fiscal year and statement of operations for that year. If financial statements are prepared for the corporation on the basis of generally accepted accounting principles, the annual financial statements shall also be prepared on that basis.

(b) If annual financial statements are reported upon by a public accountant, the accountant's report shall accompany them. If not, the statements shall be accompanied by the statement of the president or the person responsible for the corporation's financial accounting records:

(i) Stating the president's or other person's reasonable belief as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and

(ii) Describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

17-19-1621. Report of indemnification to members.

If a corporation indemnifies or advances expenses to a director under W.S. 17-19-852, 17-19-853 or 17-19-854 in connection with a proceeding by or in the right of the corporation, the corporation shall report the indemnification or advance in writing to the members with or before the notice of the next meeting of members.

17-19-1630. Filing of reports.

(a) Every Wyoming nonprofit corporation organized under the laws of this state and every foreign nonprofit corporation which obtains the right to transact and carry on its affairs within this state shall file an annual report setting forth the names and addresses of its officers and directors, the address of its principal office, and any compensation, profit or pecuniary advantage paid directly or indirectly to any officer or director.

(b) The annual report required in subsection (a) of this section shall be filed with the secretary of state on or before the first day of the month of registration of every year.

(c) A director or officer of the corporation shall execute the annual report under penalty of perjury.

(d) A fee of fifty dollars (\$50.00) shall be collected by the secretary of state upon initial incorporation or qualification and an annual franchise fee of twenty-five dollars (\$25.00) shall accompany the annual report.

(e) If an annual report does not contain the information required by this section, the secretary of state shall promptly notify the reporting domestic or foreign corporation in writing and return the report to it for correction.

(f) The information in the annual report shall be current on the date the annual report is executed on behalf of the corporation.

(g) Any foreign nonprofit corporation transacting business in Wyoming without qualifying is subject to the penalties provided by W.S. 17-16-1502(d).

17-19-1631. Repealed By Laws 1997, ch. 192, § 3.

17-19-1632. Repealed By Laws 1997, ch. 192, § 3.

17-19-1633. Repealed By Laws 1997, ch. 192, § 3.

ARTICLE 17 - DOMESTICATION AND CONTINUANCE OF FOREIGN CORPORATION

17-19-1701. Domestication of foreign corporations.

Any nonprofit corporation incorporated under the laws of any of the several states of the United States for any purpose, and so long as the corporation complies with W.S. 17-19-301(b), may become a domestic corporation of this state by delivering or causing to be delivered to the secretary of state articles of domestication. Upon filing the articles of domestication, the secretary of state shall issue to the foreign corporation a certificate of domestication which shall continue the corporation as if it had been incorporated under this act. The articles of domestication, upon being filed by the secretary of state, constitute the articles of the domesticated foreign corporation and it shall thereafter have all the powers and privileges and be subjected to all the duties and limitations granted and imposed upon domestic nonprofit corporations under the provisions of this act. A corporation does not become a resident for the purpose of W.S. 16-6-101 through 16-6-118 solely because it becomes a domestic nonprofit corporation under this section.

17-19-1702. Application for certificate of domestication; articles of domestication.

(a) A foreign corporation, in order to procure a certificate of domestication shall file articles of domestication with the secretary of state, which articles shall include and set forth:

(i) A certified copy of its original articles of incorporation and all amendments thereto or its equivalent basic corporate charter or other authorization, and a certificate of good standing not more than thirty (30) days old;

(ii) The name of the corporation and the jurisdiction under the laws of which it is incorporated;

(iii) The date of incorporation and the period of duration of the corporation;

(iv) The address of the principal office of the corporation and the jurisdiction under the laws of which it is incorporated;

(v) The address of the proposed registered office of the corporation in this state, and the name of its proposed registered agent in this state at that address;

(vi) The purpose or purposes of the corporation which it proposes to pursue in the transaction of affairs in this state;

(vii) The names and addresses of the directors and officers of the corporation;

(viii) A statement of whether it is a public benefit corporation, a mutual benefit corporation or a religious corporation;

(ix) A statement whether the corporation has members;

(x) A statement that the corporation accepts the constitution of this state in compliance with the requirement of article 10, section 5 of the Wyoming constitution; and

(xi) Any additional information as may be necessary or appropriate to enable the secretary of state to determine whether the corporation is entitled to a certificate of domestication evidencing its authority to transact its affairs and business in this state.

17-19-1710. Continuance of foreign corporations.

(a) Subject to subsection (b) of this section, any nonprofit corporation incorporated for any purpose under the laws of any jurisdiction other than this state, and so long as the corporation complies with W.S. 17-19-301(b), may, if the jurisdiction will acknowledge the corporation's termination of domicile in the foreign jurisdiction, apply to the secretary of state for registration under this act, thus continuing the foreign corporation in Wyoming as if it had been incorporated in this state. The secretary of state may issue a certificate of registration upon receipt of an application supported by articles of continuance as provided by this act together with the statements, information and documents set out in subsection (c) of this section. The certificate of registration may then be issued subject to any limitations and conditions and may contain any provisions as may appear proper to the secretary of state.

(b) The secretary of state shall cause notice of issuance of a certificate of registration to be given forthwith to the proper officer of the jurisdiction in which the corporation was previously incorporated.

(c) The articles of continuance filed by a foreign corporation with the secretary of state shall contain:

(i) A certified copy of its original articles of incorporation and all amendments thereto or its equivalent basic corporate charter or other authorization;

(ii) The name of the corporation and the jurisdiction under the laws of which it is incorporated;

(iii) The date of incorporation and the period of duration of the corporation;

(iv) The address of the principal office of the corporation;

(v) The address of the proposed registered office of the corporation in this state and the name of its proposed registered agent in this state at the address;

(vi) The purpose or purposes of the corporation which it proposes to pursue in the transaction of business in this state;

(vii) The names and respective addresses of the directors and officers of the corporation;

(viii) A statement of whether it is a public benefit corporation, a mutual benefit corporation or a religious corporation;

(ix) A statement whether the corporation has members;

(x) A statement that the corporation accepts the constitution of this state in compliance with the requirements of article 10, section 5 of the Wyoming constitution;

(xi) Any additional information necessary or appropriate to enable the secretary of state to determine whether the corporation is entitled to a certificate of registration evidencing its authority to transact its affairs and business in the state; and

(xii) Any additional information permitted in articles of incorporation under W.S. 17-19-202.

(d) The application shall be executed by the corporation by its president or other officer, director, trustee, manager or person performing functions equivalent to those of a president and who is authorized to execute the application on behalf of the corporation and shall be verified by the officer signing the application.

(e) The provisions of the articles of continuance may, without expressly so stating, vary from the provisions of the corporation's articles of incorporation or equivalent basic corporate charter or other authorization, if the variation is one which a corporation incorporated under this act could effect by way of amendment to its articles of incorporation. Upon issuance of a certificate of continuance by the secretary of state, the articles of continuance shall be deemed to be the articles of incorporation of the continued corporation. The corporation may elect to incorporate by reference in the articles of continuance its basic corporate charter or other authorization which had been adopted by the corporation in the foreign jurisdiction, in order to permit the same to continue to act as the articles of incorporation of the corporation, provided, however, that such basic corporate charter or other authorization shall be deemed amended to the extent necessary to

make the same conform to the laws of Wyoming and to the provisions of the articles of continuance.

(f) Except for the purpose of W.S. 16-6-101 through 16-6-118, the existence of any corporation heretofore or hereafter issued a certificate of continuance under this act shall be deemed to have commenced on the date the corporation commenced its existence in the jurisdiction in which the corporation was first formed, incorporated or otherwise came into being. The laws of Wyoming shall apply to a corporation continuing under this act to the same extent as if the corporation had been incorporated under the laws of Wyoming from and after the issuance of a certificate of continuance under this act by the secretary of state to the corporation. When a foreign corporation is continued as a corporation under this act, such continuance shall not affect the corporation's ownership of its property or liability for any existing obligations, causes of action, claims, pending or threatened prosecutions or civil or administrative actions, convictions, rulings, orders, judgments or any other characteristics or aspects of the corporation and its existence.

(g) A membership issued before the corporation's continuance in Wyoming is deemed to have been issued in compliance with this act and the provisions of the articles of continuance. Continuance under this act does not deprive a member of any right or privilege that he claims under, or relieve the member of any liability in respect of, an issued membership.

(h) As used in this section, the term "corporation" shall include any incorporated organization, foundation, trust, association or similar entity which appears to the secretary of state to possess characteristics sufficiently similar to those of a corporation organized under this act.

ARTICLE 18 - TRANSITION PROVISIONS

17-19-1801. Application to existing domestic corporations.

This act applies to all domestic corporations in existence on its effective date that were incorporated under the following statutes of this state: W.S. 17-6-101 through 17-6-117, 17-7-101 through 17-7-116 and 17-9-101 through 17-9-106.

17-19-1802. Application to qualified foreign corporations.

A foreign corporation authorized to transact business in this state on the effective date of this act is subject to this act but is not required to obtain a new certificate of authority to transact business under this act.

17-19-1803. Saving provisions.

(a) Except as provided in subsection (b) of this section, the repeal of a statute by this act does not affect:

(i) The operation of the statute or any action taken under it before its repeal;

(ii) Any ratification, right, remedy, privilege, obligation or liability acquired, accrued or incurred under the statute before its repeal;

(iii) Any violation of the statute or any penalty, forfeiture or punishment incurred because of the violation, before its repeal;

(iv) Any proceeding, reorganization or dissolution commenced under the statute before its repeal, and the proceeding, reorganization or dissolution may be completed in accordance with the statute as if it had not been repealed; or

(v) Any meeting of members or directors or action by written consent noticed or any action taken before its repeal as a result of a meeting of members or directors or action by written consent.

(b) If a penalty or punishment imposed for violation of a statute repealed by this act is reduced by this act, the penalty or punishment if not already imposed shall be imposed in accordance with this act.

17-19-1804. Public benefit, mutual benefit and religious corporations.

(a) On January 1, 1993 each domestic corporation existing on the effective date of this act that is or becomes subject to this act shall be designated as a public benefit, mutual benefit or religious corporation as follows:

(i) Any corporation designated by statute as a public benefit corporation, a mutual benefit corporation or a religious corporation is the type of corporation designated by statute;

(ii) Any corporation that does not come within paragraph (i) of this subsection but is organized primarily or exclusively for religious purposes is a religious corporation;

(iii) Any corporation that does not come within paragraph (i) or (ii) of this subsection but that is recognized as exempt under section 501(c)(iii) of the Internal Revenue Code, or any successor section, is a public benefit corporation;

(iv) Any corporation that does not come within paragraph (i), (ii) or (iii) of this subsection, but that is organized for a public or charitable purpose and that upon dissolution shall distribute its assets to a public benefit corporation, the United States, a state or a person that is recognized as exempt under section 501(c)(iii) of the Internal Revenue Code, or any successor section, is a public benefit corporation; and

(v) Any corporation that does not come within paragraph (i), (ii), (iii) or (iv) of this subsection is a mutual benefit corporation.

17-19-1805. Issuance of additional capital stock prohibited.

As of January 1, 1993, no additional capital stock may be issued by any nonprofit corporation organized prior to January 1, 1993. As of January 1, 1993, persons who were issued capital stock of a nonprofit corporation pursuant to W.S. 17-6-102(a)(viii) shall be considered members, and not stockholders, and shall have the rights, privileges and obligations of members, including rights upon dissolution, as set forth in this act or the corporation's articles of incorporation or bylaws.

17-19-1806. Transition of for profit corporations to nonprofit status.

(a) Any corporation as defined by W.S. 17-16-140 and incorporated under the Wyoming Business Corporation Act may become a corporation pursuant to this act by filing amended articles of incorporation complying with this act if:

(i) The corporation is or determines to become upon filing the amended articles of incorporation, a public benefit, mutual benefit or religious corporation;

(ii) All shareholders are entitled to the same notice and rights of dissent provided under W.S. 17-16-1320 through 17-16-1331 and notice of any known tax consequences under the Internal Revenue Code;

(iii) All shareholders in a business corporation which is or becomes a mutual benefit corporation shall become members entitled to a number of votes, rights to benefits and unequal obligations for assessments and rights upon dissolution in proportion to their number of shares at the time of filing the amended articles of incorporation, unless the amended articles of incorporation provide otherwise;

(iv) The transition to nonprofit status shall not impair any obligations or liabilities to others existing at the time of the transition.

17-19-1807. Transition of mutual benefit corporations to for profit status.

(a) Any corporation organized under this chapter which is a mutual benefit corporation may become a corporation organized under the Wyoming Business Corporation Act by filing amended articles of incorporation complying with the Wyoming Business Corporation Act, providing that the corporation shall become a for profit corporation upon filing the amended articles or on a specific date set in the articles if:

(i) The members are entitled to reasonable notice of the impending change;

(ii) Any members dissenting from the change are entitled to the benefits dissenting shareholders would be entitled to under W.S. 17-16-1320 through 17-16-1331 in proportion to the members' rights to assets in the event of dissolution of the corporation;

(iii) The transition to for profit status shall not impair the obligation or liability of the corporation to others existing at the time of the transition of the corporation; and

(iv) The corporation is not a cooperative utility pursuant to the Wyoming Cooperative Utilities Act.