

Series Limited Liability Company Instructions



Wyoming Secretary of State

Herschler Building East, Suite 101 ♦ 122 W 25th Street ♦ Cheyenne, WY 82002-0020

307.777.7311 ♦ Business@wyo.gov

Before Filing Please Note:

- One **originally signed** Certificate of Authority Application and one **originally signed** Consent to Appointment by Registered Agent form must be submitted.
- The application must be accompanied by an **original certificate of existence/good standing**, dated not more than sixty (60) days prior to filing in Wyoming, authenticated by the Secretary of State or official having custody of corporate records in the state or country of formation.
- The name must include the words “Limited Liability Company,” or its abbreviations “LLC,” “L.L.C.,” “Limited Company,” “LC,” “L.C.,” “Ltd. Liability Company,” “Ltd. Liability Co.,” or “Limited Liability Co.”
- If established, the names of each series must be listed in accordance with Chapter 6 of the Limited Liability Act Rules.
- Filing fee of \$100.00.** Make check or money order payable to Wyoming Secretary of State.
- Please provide at least one e-mail address in the Certificate of Authority. The provided e-mail address is used *only* to send you a certificate of evidence and annual report reminders.
- Annual reports are due every year** on the first day of the anniversary month of formation. If not paid within 60 days of the due date the entity will be subject to dissolution.
- If the limitations on liabilities are not set forth in the Operating Agreement, they must be listed in your articles.

Additional Contact Information:

- ♦ **Department of Revenue** (Sales and Use Tax Information)
 - Ph. 307.777.5200 OR <https://revenue.state.wy.us/>
- ♦ **Wyoming Business Council** (Licensing or Permit Information)
 - Ph. 307.777.2800 OR <http://www.wyomingbusiness.org/>
- ♦ **Department of Workforce Services** (Workers’ Compensation or Unemployment Insurance)
 - Ph. 307.777.8650 OR <http://www.wyomingworkforce.org/>
- ♦ **Internal Revenue Service** (Tax ID Information)
 - <https://www.irs.gov/Filing>



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For Office Use Only

**Foreign Series Limited Liability Company
Application for Certificate of Authority**

Pursuant to W.S. 17-16-1533, the undersigned company hereby applies for a Certificate of Authority to transact business in the state of Wyoming.

1. Name of the limited liability company as organized:

2. Organized under the laws of:

(State or country)

3. Date of organization:

(Date – mm/dd/yyyy)

(This date must match the date listed on the certificate of existence.)

4. Period of duration:

(This is referring to the length of time the limited liability company intends to exist and not the length of time it has been in existence. The most common term used is “perpetual.”)

5. Mailing address of the limited liability company:

6. Principal office address:

7. Name and physical address of its registered agent:

*(The registered agent may be an individual resident in Wyoming or a domestic or foreign business entity authorized to transact business in Wyoming. **The registered agent must have a physical address in Wyoming.** If the registered office includes a suite number, it must be included in the registered office address. A Drop Box is not acceptable. A PO Box is acceptable if listed **in addition to a physical address.**)*

Name:

Address:

*(If mail is received at a Post Office Box, please list above **in addition to the physical address.**)*

8. The limited liability company accepts the constitution of the state of Wyoming in compliance with the requirement of Article 10, Section 5 of the Wyoming Constitution.

9. State the date this limited liability company began doing business in Wyoming or the date it will begin to do business in Wyoming: *(Please note that a limited liability company doing business in Wyoming without authority shall be subject to back taxes and penalties pursuant to W.S. 17-16-1502(d).)*

(Date – mm/dd/yyyy)

10. In accordance with 17-29-211(n), the operating agreement of the foreign limited liability company establishes or provides for the establishment of series having separate rights, powers or duties with respect to specified property or obligations of the foreign limited liability company or profits and losses associated with specified property of obligations.

a. Are any of the debts, obligations or other liabilities of any particular series, whether arising in the contract, tort or otherwise, enforceable against the assets of the particular series only and not against the assets of the foreign limited liability company generally or any other series thereof? *(Please check one)*

Yes No

b. Are any of the debts, obligations or other liabilities of the foreign limited liability company generally or any other series thereof, whether arising in contract, tort or otherwise, enforceable against the assets of the particular series? *(Please check one)*

Yes No

11. Established series (choose only one option):

Yes, there are series established at this time.

No, there are no series established at this time. (If checked, the names of each series shall be provided in an amended certificate of authority to the Secretary of State within 30 days of the establishment of the series.)

If the answer to 11 is “Yes,” the names of each series shall be set forth below in accordance with Chapter 6 of the Wyoming Secretary of State Limited Liability Act Rules: (If additional space is needed, please attach a separate sheet.)

Signature: _____
(May be executed by a member, manager, or other authorized individual as set forth in the operating agreement.)

Date: _____
(mm/dd/yyyy)

Print Name:

Contact Person:

Title:

Daytime Phone Number:

Email:

(Email provided will receive annual report reminders and filing evidence)
*May list multiple email addresses

REQUIRED ATTACHMENT TO INCLUDE WITH THE FILING

The application must be accompanied by an **original certificate of existence/good standing**, dated not more than sixty (60) days prior to filing in Wyoming, authenticated by the Secretary of State or official having custody of corporate records in the state or country of formation.



Consent to Appointment by Registered Agent

I, _____, registered office located at _____
(name of registered agent)
voluntarily consent to serve

* (registered office physical address, city, state & zip)

as the registered agent for _____
(name of business entity)

I hereby certify that I am in compliance with the requirements of W.S. 17-28-101 through W.S. 17-28-111.

Signature: _____
(Shall be executed by the registered agent.)

Date: _____
(mm/dd/yyyy)

Print Name: _____ Daytime Phone: _____

Title: _____ Email: _____

Registered Agent Mailing Address
(if different than above):

***If this is a current registered agent changing their registered address on file, complete the following:**

Previous Registered Office(s):

I hereby certify that:

- After the changes are made, the street address of my registered office and business office will be identical.
- This change affects every entity served by me and I have notified each entity of the registered office change.
- I certify that the above information is correct and I am in compliance with the requirements of W.S. 17-28-101 through W.S. 17-28-111.

Signature: _____
(Shall be executed by the registered agent.)

Date: _____
(mm/dd/yyyy)