

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:

- 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 5 of the Business Entities Rules.
- Under the circumstances specified in W.S. 17-28-104(e), **an email address is required.**
- Filing fee of \$150.00 plus \$10.00 for each established series.** Make check or money order payable to Wyoming Secretary of State.
- 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.
- Processing time is up to 15 business days** following the date of receipt in our office.
- Please review the form prior to submission. **The Secretary of State’s Office is unable to process incomplete forms.**

Additional Contact Information:

- ♦ **Department of Revenue** (Sales and Use Tax Information)
 - Ph. 307.777.5200 OR <https://revenue.state.wy.us/>
- ♦ **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:

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

(Date – mm/dd/yyyy)

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 5 of the Wyoming Secretary of State Business Entities Rules: (If additional space is needed, please attach a separate sheet.)

12. Certification. (Please check the box to complete the required certification.)

I consent on behalf of the business entity to accept electronic service of process at the required email address provided on the form under the circumstances specified in W.S. 17-28-104(e).

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:

(An email address is required. Email(s) provided will receive important reminders, notices and filing evidence.)

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:

(An email address is required. Email(s) provided will receive important reminders, notices and filing evidence.)

Registered Agent Mailing Address
(if different than above):

IMPORTANT: If you are an existing registered agent and your existing address on record does not match what is provided on this form, a **Registered Agent Information Update** form is also required.