

Wyoming Administrative Rules

Secretary of State

Business Entities

Chapter 5: Limited Liability Company - Series

Effective Date: 08/09/2021 to Current

Rule Type: Current Rules & Regulations

Reference Number: 002.0024.5.08092021

Chapter 5

Limited Liability Company – Series

Section 1. Authority. These rules are promulgated under Wyoming Statute 17-29-1102 and Section 2 of House Enrolled Act 24 (2018).

Section 2. Series Creation, Naming, and Termination.

(a) Creation of Series

(i) The creation of any series pursuant to W.S. 17-29-211 shall be disclosed to the Secretary of State in either the initial articles of organization or an amendment to the articles of organization within thirty (30) days of establishment of the series.

(ii) Any creation of series shall be assessed the prescribed fee for both filing the formation document or amendment to the formation document, whichever is applicable, and the prescribed fee for the establishment of each series pursuant to W.S. 17-29-211(o). The fee prescribed in W.S. 17-29-211(o) shall be charged regardless of any net change in the amount of series established.

(iii) Each series created under W.S. 17-29-211 shall be named in accordance with one of the following conventions:

(A) The full name of the LLC followed by the word “Series” and the numeric designation of the series starting with “1.” For example: John Doe LLC would have series named John Doe LLC Series 1, John Doe LLC Series 2, etc; or

(B) The full name of the LLC immediately followed by:

(I) A hyphen (-);

(II) The name of the series which may include unique descriptive words;

(III) A hyphen (-);

(IV) The word “Series”; and

(V) The numeric designation of the series starting with “1” with each following series sequentially numbered. For example: John Doe LLC would have series named John Doe LLC – Tractor Services – Series 1, John Doe LLC – Farm Equipment – Series 2, etc.

(b) Termination of Series

(i) The termination of any series pursuant to W.S. 17-29-211(k) shall be disclosed to the Secretary of State in an amendment to the articles of organization or certificate of authority within thirty (30) days of the termination of the series.

(ii) If a series is terminated, the numeric designation shall not be used again.

Section 3. Registered Agents.

(a) For any LLC with series created under W. S. 17-29-211, a single registered agent shall be appointed for the LLC and all series.

(b) No LLC series created under W.S. 17-29-211 or any other subdivision of a business entity shall serve as a registered agent.

(c) For any LLC with one or more designated series, a registered agent shall maintain the following information:

(i) A list of all of the LLC's series;

(ii) The names and addresses of each of the series' members, directors, officers, limited liability company managers, managing partners or persons serving in a similar capacity; and

(iii) The name, physical address and business telephone number of a natural person for each series who is authorized to receive communications from the registered agent.

Section 4. Filing Procedures.

(a) Formation of LLC – Election of Series

(i) Domestic

(A) If a domestic LLC intends to be a Series LLC, it shall elect to be either "series" or "series and close" upon formation.

(B) The election shall occur whether the formation occurs online or via paper filing.

(ii) Foreign – If a foreign LLC intends to be a Series LLC, it shall denote "Series" within its application for certificate of authority.

(b) LLC Name Change Amendment - When a Series LLC changes its name, it shall amend its articles of organization or certificate of authority. The amendment shall restate the

new name of each series in accordance with Section 2(a)(iii) above.

(c) Change of Designation - A limited liability company formed under W.S. 17-29-101 through 17-29-1102 may change its designation to a series LLC by amending its articles of organization or certificate of authority to:

(i) Include the statement required as per subsection (a) above;

(ii) State the limitations of liabilities as per W.S. 17-29-211(c); and

(iii) Provide the name(s) of each series in a separate article and pay all applicable fees as per Section 2(a) above.

Section 5. Certificates of Good Standing.

(a) Certificates of good standing may be issued on the filed limited liability company and an individually named series for a fee of \$10.00.

(b) A request for certificates of good standing for multiple named series shall be accompanied by a form as prescribed by the Office and a fee of \$10.00 per individually named series.