Contact Information

State Business: Wyoming Secretary of State
Entities Department: Business & UCC
Mailing Address: State Capitol Building—Room 110
200 West 24th Street
Cheyenne, WY 82002-0020
Physical Address: State Capitol Building—Room 110
200 West 24th Street
Cheyenne, WY 82002-0020
Phone: 307.777.7311
Facsimile: 307.777.5339
Website: http://soswy.state.wy.us/Business/Business.aspx
Entity Search: https://wyobiz.wy.gov/Business/FilingSearch.aspx
Forms & Instructional Video: http://www.reference180.com/wyoming-llc

Forms
- Name Reservation
- Articles of Organization
- Consent to Appointment by Registered Agent
- Annual Report License Tax Worksheet
- IRS Form SS-4 Application for Employer Identification Number
- IRS Form 8832 Entity Classification Election (used if electing alternative tax filing status)

General filing instructions
1. Confirm availability of company name.
2. Complete the Articles of Organization.
   a. The following information is legally necessary and sufficient to form a limited liability company in Wyoming:
      i. Company name
      ii. Registered agent name and address
      iii. Company mailing address
      iv. Principal office address
      v. Organizer signature, printed name, and date
      vi. Contact person, daytime telephone, and email
   b. Optional provisions: Although generally not recommended without a compelling business reason and the advice of an attorney, any provision which is required or permitted by any section of the Wyoming Limited Liability Company Act to be stated in the operating agreement may instead be stated in the Articles of Organization.
3. Submit your completed documents, along with a photocopy of each and your filing fees, to the Wyoming Secretary of State. Submissions can be made by mail only.
Fee Schedule

<table>
<thead>
<tr>
<th>Name Reservation (optional—reserves your name for 120 days)</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Mail</td>
<td>$50.00</td>
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<table>
<thead>
<tr>
<th>Articles of Organization</th>
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<tbody>
<tr>
<td>Filing Fee</td>
<td>$100.00</td>
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<tr>
<td>Certified Copy (minimum)</td>
<td>$3.00 plus .50 per page for up to 10 pages, .15 per page thereafter</td>
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<table>
<thead>
<tr>
<th>Annual Report License Tax</th>
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<tbody>
<tr>
<td>Annual Report (minimum)</td>
<td>The annual report license tax is $50.00 or two-tenths of one mill ($0.002) of the total value of company assets located and employed in Wyoming whichever is greater.</td>
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</table>

Company name

Select at least three names for your business. It must end with a limited liability company designator.


Conduct an entity search on the Wyoming Secretary of State website to confirm the availability of your company name.

If the name you want is available, you can reserve it by mail. The name reservation fee is $50.00. Your name will be reserved for 120 days.

NOTE: Reserving your company name is optional.

When selecting your company name you need to take the following into consideration:

1. Your company name should be unique, easily remembered and pronounced, and set you apart from your competition.
2. Your company name must be available, i.e., your proposed name cannot be the same as or similar to an existing limited liability company.
3. Check domain name availability—if you want your URL or domain name to be the same as or similar to your company name you’ll need to verify that your desired business name is available as a domain name.
4. Verify that your company name does not conflict with any trademark or service mark by going to www.uspto.gov.
5. Verify that your company name does not conflict with any copyright by going to www.copyright.gov.

Organizer

The organizer is the person who completes, signs, and files the Articles of Organization with the state. The only legal requirement for the organizer is that they be at least 18 years old. The organizer does not need to be a member, manager, or employee of the limited liability company. For a fee you can retain an attorney, accountant, or document filing service to be the organizer.

If you complete, sign, and file the Articles of Organization then you are the organizer.

Registered agent

The registered agent maintains a physical presence in the state to accept service of process, annual report notices, and other communications directed to the company and to forward the same to the company to which the service, notice, or communication is directed.

Wyoming law requires that every business entity have and maintain a registered agent in the state. The registered agent may be either a Wyoming resident or active Wyoming business entity that has a Wyoming
street address and consents to accept legal papers on your company’s behalf.

NOTE: Your company should not serve as its own registered agent. You can, however, personally serve as registered agent provided you are a Wyoming resident and have a Wyoming street address.

Visit www.reference180.com if you need help selecting a registered agent.

Principal place of business

The principal place of business must be the actual physical location of the business. It may not be a post office box. If your limited liability company is based out of your home, your home address will serve as the business address.

Company inception date

Your company inception date will be the date your Articles of Organization is formally accepted and filed by the Wyoming Secretary of State.

Company duration

Unless stated otherwise, Wyoming allows your limited liability company to have perpetual duration, i.e., your limited liability company can exist forever. Unless there is a compelling business reason to limit the life of the limited liability company or upon the advice of an attorney to do so, there is no need to amend the Articles of Organization.

Tax filing status

Unless you elect otherwise on IRS Form 8832 a single-member limited liability company will be taxed as a sole proprietorship and a multiple-member limited liability company will be taxed as a partnership. A single-member limited liability company will report its federal income and expenses on IRS Schedule C and Form 1040. A multiple-member limited liability company will report its federal income and expenses on IRS Form 1065.

Accounting year

For accounting purposes, your accounting year (calendar or fiscal) should be specified in advance of preparing the operating agreement. Consult with a qualified tax and accounting professional to determine what is best for your particular circumstances.

Accounting method

For accounting purposes, your accounting method (cash or accrual) should be specified in advance of preparing the operating agreement. Consult with a qualified tax and accounting professional to determine what is best for your particular circumstances.

Business purpose

Wyoming does not require you to disclose your business purpose on the Articles of Organization.

NAICS code

Wyoming does not require you to specify a NAICS code.

Management structure

You must determine the management structure of your limited liability company. Your choices are between being member-managed and manager-managed.

In a member-managed company all members of the company are responsible for managing the business, much like partners in a partnership. In a manager-managed company you specifically appoint one or more members or non-members to manage the business, much like officers in a corporation.

As a general guideline, most LLCs are member-managed. Your management structure will be specified in your operating agreement.
Absent a management structure provision in the operating agreement, the management of your limited liability company will vest in its members, each of whom has the authority to bind the company.

**Operating Agreement**

The operating agreement is any agreement of the member or members as to the affairs of the limited liability company and the conduct of its business.

The operating agreement contains the internal rules that govern how you will manage and operate your limited liability company. The operating agreement does not supersede state law or any provision of the Articles of Organization.

After you receive notice that your Articles of Organization has been accepted by the state, you will prepare and execute your operating agreement.

**Members**

The owners of a limited liability company are members. A member is any person or entity who has been admitted to a limited liability company as a member. You need at least one member.

**Managers**

A manager is a person who is named or designated as such in the operating agreement or similar instrument under which the limited liability company is formed. Without such designation the management of the company is vested in its members.

**Member liability for debts, obligations, and liabilities of the company**

Normally, a member or manager of a limited liability company is not personally obligated for any debt, obligation or liability of the limited liability company. Nonetheless, pursuant to a provision in the operating agreement, a member or manager may agree to be personally obligated for any or all of the debts, obligations, or liabilities of the company.

**Optional provisions**

The state provided forms and these instructions ask for and specify what is legally sufficient and necessary to form a Wyoming limited liability company. Nevertheless, Wyoming law permits you to add other provisions to your Articles of Organization. Optional provisions include anything Wyoming law permits to be in the operating agreement.

The most common optional provisions are the following:

- ☐ Management of company by designated managers
- ☐ Appointment of managers by a designated member or group
- ☐ Indemnification of members
- ☐ Indemnification of managers
- ☐ Right to admit new members
- ☐ Right to continue upon dissolution or dissociation

If you need to include optional provisions in the Articles of Organization you should consult an attorney.

**Post-formation**

Apply for a Federal Employer Identification Number (FEIN) on IRS Form SS-4.

If electing an alternative tax filing status, file IRS Form 8832 within 75 days of when the election is to take effect.

Prepare and adopt an operating agreement, appoint managers, and issue membership interests.
Open a company bank account.
Comply with state and local labor and revenue requirements.

**Ongoing compliance**

File “Annual Report License Tax” and pay an annual report license fee based on company assets and number of employees in the state of Wyoming. The annual report license tax is $50.00 or two-tenths of one mill ($0.0002) of the total value of company assets located and employed in Wyoming whichever is greater. Any company with $250,000 or less in assets pays the minimum tax of $50.00. The report and tax can be filed online. The report and tax payment are due on the first day of the anniversary month of the LLC’s formation.

A limited liability company generally requires fewer formalities to preserve the limited liability protection afforded its members. However, it is still critical to do the following:

**Draft and adopt an operating agreement**—define member roles, outline distribution guidelines, and specify operational and taxation rules

**Hold scheduled members’ meetings**—the date, time, and place for your meetings should be specified in the operating agreement and should be scheduled regularly

**Hold special meetings**—when matters of importance come up: entering into a lease, opening a bank account, entering into a significant contract, entering into an employment agreement with key personnel, considering the sale or dissolution of the company

**Keep impeccable records**—record meeting minutes, maintain a company record book, maintain a ledger reflecting the ownership of the limited liability company and the names and addresses of the members

**Draft formal resolutions**—resolutions should be drafted in matters such as the following: member and manager compensation, contract authorization, property acquisition, loans and guarantees, bank designations, membership interest issuance, asset purchases and sales, employee benefit plan adoption, financial statement and audit report approval

Remember your fiduciary duty to the limited liability company—the members and managers must always do what is in the best interest of the company and keep company matters confidential

**Sign all documents as an officer in the name of the limited liability company**—use a signature block in substantially the following form:

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Company name with designator

By: _______________________________
    Member/Manager Title
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**Never comingle**—all company purchases should be made in the name of the company, segregate company assets from personal assets, never use company assets for personal use, maintain company funds in a company account separate from personal accounts, maintain current financial records

**Always comply**—with state rules and regulations, company charter, operating agreement, organizational documents, and contractual obligations; file all appropriate federal, state and local tax returns and pay taxes when due; obtain all necessary permits and licenses

**Sufficiently fund the company**—maintain adequate capitalization and operating capital