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**SENATE BILL 5387**

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AS AMENDED BY THE HOUSE

Passed Legislature - 2015 Regular Session

**State of Washington                      64th Legislature                      2015 Regular Session**

**By** Senators Pedersen and O'Ban; by request of Uniform Law Commission

Read first time 01/21/15. Referred to Committee on Law & Justice.

1            AN ACT Relating to uniformity in common provisions governing  
2 business organizations and other entities; amending RCW 23B.01.200,  
3 23B.01.220,        23B.01.230,        23B.01.240,        23B.01.250,        23B.01.280,  
4 23B.01.290,        23B.01.410,        23B.01.520,        23B.01.540,        23B.01.570,  
5 23B.02.020,        23B.02.050,        23B.04.010,        23B.04.020,        23B.04.030,  
6 23B.05.010,        23B.05.020,        23B.05.030,        23B.05.040,        23B.09.040,  
7 23B.09.050,        23B.09.060,        23B.11.070,        23B.11.110,        23B.14.040,  
8 23B.14.200,        23B.14.220,        23B.14.390,        23B.15.010,        23B.15.020,  
9 23B.15.030,        23B.15.040,        23B.15.050,        23B.15.060,        23B.15.070,  
10 23B.15.080,        23B.15.090,        23B.15.100,        23B.15.200,        23B.15.300,  
11 23B.16.010,        23B.16.220,        23B.18.020,        23B.18.030,        23B.18.040,  
12 23B.19.020,        23B.01.400,        24.03.005,        24.03.017,        24.03.045,        24.03.046,  
13 24.03.047,        24.03.048,        24.03.050,        24.03.055,        24.03.060,        24.03.145,  
14 24.03.175,        24.03.180,        24.03.183,        24.03.200,        24.03.205,        24.03.207,  
15 24.03.245,        24.03.300,        24.03.302,        24.03.305,        24.03.310,        24.03.315,  
16 24.03.325,        24.03.335,        24.03.340,        24.03.345,        24.03.350,        24.03.365,  
17 24.03.370,        24.03.380,        24.03.390,        24.03.395,        24.03.405,        24.03.425,  
18 24.03.445,        24.06.005,        24.06.032,        24.06.045,        24.06.046,        24.06.047,  
19 24.06.048,        24.06.050,        24.06.055,        24.06.060,        24.06.200,        24.06.205,  
20 24.06.207,        24.06.225,        24.06.233,        24.06.280,        24.06.290,        24.06.340,  
21 24.06.345,        24.06.350,        24.06.360,        24.06.370,        24.06.375,        24.06.380,  
22 24.06.385,        24.06.390,        24.06.395,        24.06.410,        24.06.415,        24.06.425,  
23 24.06.435,        24.06.440,        24.06.450,        24.06.470,        24.06.490,        25.05.005,

1 25.05.025, 25.05.110, 25.05.115, 25.05.355, 25.05.370, 25.05.390,  
2 25.05.500, 25.05.505, 25.05.530, 25.05.533, 25.05.536, 25.05.550,  
3 25.05.555, 25.05.560, 25.05.565, 25.05.580, 25.05.583, 25.05.586,  
4 25.05.589, 25.05.902, 25.10.011, 25.10.061, 25.10.071, 25.10.121,  
5 25.10.131, 25.10.141, 25.10.151, 25.10.201, 25.10.211, 25.10.231,  
6 25.10.241, 25.10.251, 25.10.261, 25.10.271, 25.10.281, 25.10.291,  
7 25.10.571, 25.10.611, 25.10.616, 25.10.641, 25.10.646, 25.10.651,  
8 25.10.661, 25.10.666, 25.10.671, 25.10.766, 25.10.771, 25.10.786,  
9 25.10.791, 25.10.916, 25.15.---, 25.15.---, 25.15.---, 25.15.---,  
10 25.15.---, 25.15.---, 25.15.---, 25.15.---, 25.15.---, 25.15.---,  
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14 25.15.---, 25.15.---, 25.15.---, 25.15.---, 43.07.120, 43.07.130,  
15 23.78.020, 23.78.030, 23.86.030, 23.86.055, 23.86.070, 23.86.095,  
16 23.86.210, 23.86.220, 23.86.310, 23.86.330, 23.86.370, 23.90.040,  
17 24.12.045, 24.12.051, 24.20.010, 24.20.020, 24.24.010, 24.24.100,  
18 24.28.010, and 18.100.120; adding a new chapter to Title 23 RCW;  
19 repealing RCW 23B.01.210, 23B.01.260, 23B.01.270, 23B.01.500,  
20 23B.01.510, 23B.01.530, 23B.01.550, 23B.01.560, 23B.01.580,  
21 23B.14.203, 23B.14.210, 23B.15.015, 23B.15.310, 23B.18.050,  
22 24.03.007, 24.03.008, 24.03.3025, 24.03.303, 24.03.307, 24.03.320,  
23 24.03.330, 24.03.375, 24.03.385, 24.03.386, 24.03.388, 24.03.400,  
24 24.03.410, 24.03.415, 24.03.450, 24.06.170, 24.06.293, 24.06.355,  
25 24.06.365, 24.06.420, 24.06.430, 24.06.433, 24.06.445, 24.06.455,  
26 24.06.460, 24.06.495, 24.06.915, 25.04.716, 25.05.570, 25.10.040,  
27 25.10.171, 25.10.656, 25.10.676, 25.15.---, 25.15.---, 25.15.---,  
28 25.15.---, 23.86.155, 23.86.300, 23.86.320, 23.86.335, 23.86.340,  
29 24.12.060, 24.20.040, 24.20.050, 24.24.130, and 24.28.045; providing  
30 an effective date; and providing a contingent effective date.

31 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF WASHINGTON:

32 **PART I**  
33 **ARTICLE 1**  
34 **GENERAL PROVISIONS**

35 NEW SECTION. **Sec. 1101.** SHORT TITLE. This chapter may be known  
36 and cited as the uniform business organizations code—general  
37 provisions.

1        NEW SECTION.    **Sec. 1102.**    DEFINITIONS. The definitions in this  
2 section apply throughout this chapter unless the context clearly  
3 requires otherwise or as set forth in section 1401 or 1601 of this  
4 act.

5        (1) "Annual report" means the report required by section 1212 of  
6 this act.

7        (2) "Business corporation" means a domestic business corporation  
8 incorporated under or subject to Title 23B RCW or a foreign business  
9 corporation.

10       (3) "Commercial registered agent" means a person listed under  
11 section 1405 of this act.

12       (4) "Domestic," with respect to an entity, means governed as to  
13 its internal affairs by the law of this state.

14       (5) "Electronic transmission" means an electronic communication:

15       (a) Not directly involving the physical transfer of a record in a  
16 tangible medium; and

17       (b) That may be retained, retrieved, and reviewed by the sender  
18 and the recipient thereof, and that may be directly reproduced in a  
19 tangible medium by such a sender and recipient.

20       (6) "Entity" means:

21       (a) A business corporation;

22       (b) A nonprofit corporation;

23       (c) A limited liability partnership;

24       (d) A limited partnership;

25       (e) A limited liability company; or

26       (f) A general cooperative association.

27       (7) "Entity filing" means a record delivered to the secretary of  
28 state for filing pursuant to this chapter.

29       (8) "Execute," "executes," or "executed" means:

30       (a) Signed with respect to a written record;

31       (b) Electronically transmitted along with sufficient information  
32 to determine the sender's identity with respect to an electronic  
33 transmission; or

34       (c) With respect to a record to be filed with the secretary of  
35 state, in compliance with the standards for filing with the office of  
36 the secretary of state as prescribed by the secretary of state.

37       (9) "Filed record" means a record filed by the secretary of state  
38 pursuant to this chapter.

1 (10) "Foreign," with respect to an entity, means governed as to  
2 its internal affairs by the law of a jurisdiction other than this  
3 state.

4 (11) "General cooperative association" means a domestic general  
5 cooperative association formed under or subject to chapter 23.86 RCW.

6 (12) "Governor" means:

7 (a) A director of a business corporation;

8 (b) A director of a nonprofit corporation;

9 (c) A partner of a limited liability partnership;

10 (d) A general partner of a limited partnership;

11 (e) A manager of a manager-managed limited liability company;

12 (f) A member of a member-managed limited liability company;

13 (g) A director of a general cooperative association; or

14 (h) Any other person under whose authority the powers of an  
15 entity are exercised and under whose direction the activities and  
16 affairs of the entity are managed pursuant to the organic law and  
17 organic rules of the entity.

18 (13) "Interest" means:

19 (a) A share in a business corporation;

20 (b) A membership in a nonprofit corporation;

21 (c) A share in a nonprofit corporation formed under chapter 24.06  
22 RCW;

23 (d) A partnership interest in a limited liability partnership;

24 (e) A partnership interest in a limited partnership;

25 (f) A limited liability company interest; or

26 (g) A share or membership in a general cooperative association.

27 (14) "Interest holder" means:

28 (a) A shareholder of a business corporation;

29 (b) A member of a nonprofit corporation;

30 (c) A shareholder of a nonprofit corporation formed under chapter  
31 24.06 RCW;

32 (d) A partner of a limited liability partnership;

33 (e) A general partner of a limited partnership;

34 (f) A limited partner of a limited partnership;

35 (g) A member of a limited liability company; or

36 (h) A shareholder or member of a general cooperative association.

37 (15) "Jurisdiction" when used to refer to a political entity,  
38 means the United States, a state, a foreign country, or a political  
39 subdivision of a foreign country.

1 (16) "Jurisdiction of formation" means the jurisdiction whose law  
2 includes the organic law of an entity.

3 (17) "Limited liability company" means a domestic limited  
4 liability company formed under or subject to chapter 25.15 RCW or a  
5 foreign limited liability company.

6 (18) "Limited liability limited partnership" means a domestic  
7 limited liability limited partnership formed under or subject to  
8 chapter 25.10 RCW or a foreign limited liability limited partnership.

9 (19) "Limited liability partnership" means a domestic limited  
10 liability partnership registered under or subject to chapter 25.05  
11 RCW or a foreign limited liability partnership.

12 (20) "Limited partnership" means a domestic limited partnership  
13 formed under or subject to chapter 25.10 RCW or a foreign limited  
14 partnership. "Limited partnership" includes a limited liability  
15 limited partnership.

16 (21) "Noncommercial registered agent" means a person that is not  
17 a commercial registered agent and is:

18 (a) An individual or domestic or foreign entity that serves in  
19 this state as the registered agent of an entity;

20 (b) An individual who holds the office or other position in an  
21 entity which is designated as the registered agent pursuant to  
22 section 1404(1)(b)(ii) of this act; or

23 (c) A government, governmental subdivision, agency, or  
24 instrumentality, or a separate legal entity comprised of two or more  
25 of these entities, that serves as the registered agent of an entity.

26 (22) "Nonprofit corporation" means a domestic nonprofit  
27 corporation incorporated under or subject to chapter 24.03 or 24.06  
28 RCW or a foreign nonprofit corporation.

29 (23) "Nonregistered foreign entity" means a foreign entity that  
30 is not registered to do business in this state pursuant to a  
31 statement of registration filed by the secretary of state.

32 (24) "Organic law" means the law of an entity's jurisdiction of  
33 formation governing the internal affairs of the entity.

34 (25) "Organic rules" means the public organic record and private  
35 organic rules of an entity.

36 (26) "Person" means an individual, business corporation,  
37 nonprofit corporation, partnership, limited partnership, limited  
38 liability company, general cooperative association, limited  
39 cooperative association, unincorporated nonprofit association,  
40 statutory trust, business trust, common-law business trust, estate,

1 trust, association, joint venture, public corporation, government or  
2 governmental subdivision, agency, or instrumentality, or any other  
3 legal or commercial entity.

4 (27) "Principal office" means the principal executive office of  
5 an entity, whether or not the office is located in this state.

6 (28) "Private organic rules" means the rules, whether or not in a  
7 record, that govern the internal affairs of an entity, are binding on  
8 all its interest holders, and are not part of its public organic  
9 record, if any. "Private organic rules" includes:

10 (a) The bylaws of a business corporation and any agreement among  
11 shareholders pursuant to RCW 23B.07.320;

12 (b) The bylaws of a nonprofit corporation;

13 (c) The partnership agreement of a limited liability partnership;

14 (d) The partnership agreement of a limited partnership;

15 (e) The limited liability company agreement; and

16 (f) The bylaws of a general cooperative association.

17 (29) "Proceeding" means civil suit and criminal, administrative,  
18 and investigatory action.

19 (30) "Property" means all property, whether real, personal, or  
20 mixed or tangible or intangible, or any right or interest therein.

21 (31) "Public organic record" means the record the filing of which  
22 by the secretary of state is required to form an entity and any  
23 amendment to or restatement of that record. The term includes:

24 (a) The articles of incorporation of a business corporation;

25 (b) The articles of incorporation of a nonprofit corporation;

26 (c) The certificate of limited partnership of a limited  
27 partnership;

28 (d) The certificate of formation of a limited liability company;

29 (e) The articles of incorporation of a general cooperative  
30 association; and

31 (f) The document under the laws of another jurisdiction that is  
32 equivalent to a document listed in this subsection.

33 (32) "Receipt," as used in this chapter, means actual receipt.  
34 "Receive" has a corresponding meaning.

35 (33) "Record" means information inscribed on a tangible medium or  
36 contained in an electronic transmission.

37 (34) "Registered agent" means an agent of an entity which is  
38 authorized to receive service of any process, notice, or demand  
39 required or permitted by law to be served on the entity. The term

1 includes a commercial registered agent and a noncommercial registered  
2 agent.

3 (35) "Registered foreign entity" means a foreign entity that is  
4 registered to do business in this state pursuant to a certificate of  
5 registration filed by the secretary of state.

6 (36) "State" means a state of the United States, the District of  
7 Columbia, Puerto Rico, the United States Virgin Islands, or any  
8 territory or insular possession subject to the jurisdiction of the  
9 United States.

10 (37) "Transfer" includes:

11 (a) An assignment;

12 (b) A conveyance;

13 (c) A sale;

14 (d) A lease;

15 (e) An encumbrance, including a mortgage or security interest;

16 (f) A change of record owner of interest;

17 (g) A gift; and

18 (h) A transfer by operation of law.

19 (38) "Type of entity" means a generic form of entity:

20 (a) Recognized at common law; or

21 (b) Formed under an organic law, whether or not some entities  
22 formed under that law are subject to provisions of that law that  
23 create different categories of the form of entity.

24 (39) "Writing" does not include an electronic transmission.

25 (40) "Written" means embodied in a tangible medium.

26 NEW SECTION. **Sec. 1103.** DELIVERY OF RECORD. (1) Except as  
27 otherwise provided in this chapter, permissible means of delivery of  
28 a record include delivery by hand, United States mail, private  
29 courier service, and electronic transmission.

30 (2) Records may be delivered to the secretary of state by  
31 electronic transmission as authorized by the secretary of state  
32 pursuant to section 1104(2) of this act. The secretary of state may  
33 deliver a record to an entity by electronic transmission if the  
34 entity has designated an address, location, or system to which the  
35 record may be electronically transmitted.

36 NEW SECTION. **Sec. 1104.** RULES AND PROCEDURES. (1) The secretary  
37 of state has the power reasonably necessary to perform the duties  
38 required by this chapter, including adoption, amendment, or repeal of

1 rules under chapter 34.05 RCW for the efficient administration of  
2 this chapter.

3 (2) The secretary of state may adopt rules to facilitate  
4 electronic filing. The rules will detail the circumstances under  
5 which the electronic filing of documents will be permitted, how the  
6 documents will be filed, and how the secretary of state will return  
7 filed documents. The rules may also impose additional requirements  
8 related to implementation of electronic filing processes, including  
9 but not limited to file formats, signature technologies, delivery,  
10 and the types of entities, records, or documents permitted.

11 **ARTICLE 2**

12 **FILING**

13 NEW SECTION. **Sec. 1201.** ENTITY FILING REQUIREMENTS. (1) To be  
14 filed by the secretary of state pursuant to this chapter, an entity  
15 filing must be received by the secretary of state, comply with this  
16 chapter, and satisfy the following:

17 (a) The entity filing must be required or permitted by Title 23,  
18 23B, 24, or 25 RCW.

19 (b) The entity filing must be delivered in written form unless  
20 and to the extent the secretary of state permits electronic delivery  
21 of entity filings pursuant to section 1104(2) of this act.

22 (c) The words in the entity filing must be in English, and  
23 numbers must be in Arabic or Roman numerals, but the name of the  
24 entity need not be in English if written in English letters or Arabic  
25 or Roman numerals.

26 (d) The entity filing must be executed by or on behalf of a  
27 person authorized or required under this chapter or the entity's  
28 organic law to execute the filing.

29 (e) The entity filing must state the name and capacity, if any,  
30 of each individual who executed it, on behalf of either the  
31 individual or the person authorized or required to execute the  
32 filing, but need not contain a seal, attestation, acknowledgment, or  
33 verification.

34 (2) When an entity filing is delivered to the secretary of state  
35 for filing, any fee required under this chapter and any fee,  
36 interest, or penalty required to be paid under this chapter or law  
37 other than this chapter must be paid in a manner permitted by the  
38 secretary of state or by that law.



1 (3) The secretary of state may require that an entity filing  
2 delivered in written form be accompanied by an identical or conformed  
3 copy.

4 (4) A record filed under this chapter may be executed by an  
5 individual acting in a valid representative capacity.

6 NEW SECTION. **Sec. 1202.** FORMS. (1) The secretary of state may  
7 provide forms for entity filings required or permitted to be made by  
8 Title 23, 23B, 24, or 25 RCW, but, except as otherwise provided in  
9 subsection (2) of this section, their use is not required.

10 (2) The secretary of state may require that a cover sheet for an  
11 entity filing and an annual report be on forms prescribed by the  
12 secretary of state.

13 NEW SECTION. **Sec. 1203.** EFFECTIVE DATE AND TIME. Except as  
14 otherwise provided in this chapter and subject to section 1205(4) of  
15 this act, an entity filing is effective:

16 (1) On the date of filing and at the time specified in the entity  
17 filing as its effective time;

18 (2) Unless prohibited by the entity's organic law, at a specified  
19 delayed effective date and time, which may not be more than ninety  
20 days after the date of filing;

21 (3) If a delayed effective date is specified, but no time is  
22 specified, at 12:01 a.m. on the date specified; or

23 (4) If subsection (1), (2), or (3) of this section does not  
24 apply, on the date and at the time of its filing by the secretary of  
25 state as provided in section 1206 of this act.

26 NEW SECTION. **Sec. 1204.** WITHDRAWAL OF FILED RECORD BEFORE  
27 EFFECTIVENESS. (1) Except as otherwise provided in this chapter, a  
28 filed record may be withdrawn before it takes effect by delivering to  
29 the secretary of state for filing a statement of withdrawal.

30 (2) A statement of withdrawal must:

31 (a) Be executed by an individual acting in a valid representative  
32 capacity; and

33 (b) Identify the filed record to be withdrawn.

34 (3) On filing by the secretary of state of a statement of  
35 withdrawal, the action or transaction evidenced by the original filed  
36 record shall not take effect.

1        NEW SECTION.    **Sec. 1205.**    CORRECTING FILED RECORD. (1) An entity  
2 may correct a filed record if:  
3        (a) The filed record at the time of filing contained an  
4 inaccurate statement;  
5        (b) The filed record was defectively executed; or  
6        (c) The electronic transmission of the filed record to the  
7 secretary of state was defective.  
8        (2) To correct a filed record, the entity must deliver to the  
9 secretary of state for filing a statement of correction.  
10       (3) A statement of correction:  
11       (a) May not state a delayed effective date;  
12       (b) Must be executed by the individual correcting the filed  
13 record;  
14       (c) Must identify the filed record to be corrected;  
15       (d) Must specify the inaccuracy or defect to be corrected; and  
16       (e) Must correct the inaccuracy or defect.  
17       (4) A statement of correction is effective as of the effective  
18 date of the filed record that it corrects except as to persons  
19 relying on the uncorrected filed record and adversely affected by the  
20 correction. As to those persons, the statement of correction is  
21 effective when filed.

22       NEW SECTION.    **Sec. 1206.**    DUTY OF SECRETARY OF STATE TO FILE;  
23 REVIEW OF REFUSAL TO FILE. (1) The secretary of state shall file an  
24 entity filing that satisfies this chapter. The duty of the secretary  
25 of state under this section is ministerial.  
26       (2) The secretary of state shall record an entity filing on the  
27 date and at the time of its receipt. After filing an entity filing,  
28 the secretary of state shall deliver to the person that submitted the  
29 filing a copy of the filed record with an acknowledgment of the date  
30 and time of filing.  
31       (3) If the secretary of state refuses to file an entity filing,  
32 the secretary of state not later than fifteen business days after the  
33 filing is received, shall:  
34       (a) Return the entity filing or notify the person that submitted  
35 the filing of the refusal; and  
36       (b) Provide a brief explanation in a record of the reason for the  
37 refusal.  
38       (4) If the secretary of state refuses to file an entity filing,  
39 the person that submitted the entity filing may petition the superior

1 court to compel its filing. The entity filing and the explanation of  
2 the secretary of state of the refusal to file must be attached to the  
3 petition. The court may decide the matter in a summary proceeding.

4 (5) The filing of or refusal to file an entity filing does not:

5 (a) Affect the validity or invalidity of the entity filing in  
6 whole or in part;

7 (b) Relate to the correctness or incorrectness of information  
8 contained in the entity filing; or

9 (c) Create a presumption that the information contained in the  
10 filing is correct or incorrect.

11 NEW SECTION. **Sec. 1207.** EVIDENTIARY EFFECT OF COPY OF FILED  
12 RECORD. A certification from the secretary of state accompanying a  
13 copy of a filed record is conclusive evidence that the copy is an  
14 accurate representation of the original record on file with the  
15 secretary of state.

16 NEW SECTION. **Sec. 1208.** CERTIFICATE OF EXISTENCE OR  
17 REGISTRATION. (1) On request of any person, the secretary of state  
18 shall issue a certificate of existence for a domestic entity or a  
19 certificate of registration for a registered foreign entity.

20 (2) A certificate under subsection (1) of this section must  
21 state:

22 (a) The domestic entity's name or the registered foreign entity's  
23 name used in this state;

24 (b) In the case of a domestic entity:

25 (i) That its public organic record has been filed and has taken  
26 effect;

27 (ii) The date the public organic record became effective;

28 (iii) The period of the entity's duration if the records of the  
29 secretary of state reflect that the entity's period of duration is  
30 less than perpetual; and

31 (iv) That the records of the secretary of state do not reflect  
32 that the entity has been dissolved;

33 (c) In the case of a registered foreign entity, that it is  
34 registered to do business in this state;

35 (d) That all fees, interest, and penalties owed to this state by  
36 the domestic or foreign entity and collected through the secretary of  
37 state have been paid, if:

1 (i) Payment is reflected in the records of the secretary of  
2 state; and

3 (ii) Nonpayment affects the existence or registration of the  
4 domestic or foreign entity;

5 (e) That the most recent annual report required by section 1212  
6 of this act has been delivered to the secretary of state for filing;

7 (f) That a proceeding is not pending under section 1603 of this  
8 act; and

9 (g) Other facts reflected in the records of the secretary of  
10 state pertaining to the domestic or foreign entity which the person  
11 requesting the certificate reasonably requests.

12 (3) Subject to any qualification stated in the certificate, a  
13 certificate issued by the secretary of state under subsection (1) of  
14 this section may be relied upon as conclusive evidence of the facts  
15 stated in the certificate.

16 NEW SECTION. **Sec. 1209.** EXECUTION OF ENTITY FILING. (1) Any  
17 person who executes a record the person knows is false in any  
18 material respect with the intent the record be an entity filing is  
19 guilty of a gross misdemeanor punishable under chapter 9A.20 RCW.

20 (2) A person that executes an entity filing as an agent or legal  
21 representative thereby affirms as a fact that the person is  
22 authorized to execute the entity filing.

23 NEW SECTION. **Sec. 1210.** EXECUTION AND FILING PURSUANT TO  
24 JUDICIAL ORDER. (1) If a person required by the entity's organic law  
25 to execute a record that is to be an entity filing or to make an  
26 entity filing does not do so, any other person that is aggrieved may  
27 petition the superior court to order:

28 (a) The person to execute the record;

29 (b) The person to make the entity filing; or

30 (c) The secretary of state to file the entity filing unexecuted.

31 (2) If the petitioner under subsection (1) of this section is not  
32 the entity to which the entity filing pertains, the petitioner shall  
33 make the entity a party to the action.

34 (3) A filed record created under subsection (1)(c) of this  
35 section is effective without being executed.

36 NEW SECTION. **Sec. 1211.** DELIVERY BY SECRETARY OF STATE. Except  
37 as otherwise provided by section 1411 of this act or by law of this

1 state other than this chapter, the secretary of state may deliver a  
2 record to a person by delivering it:

- 3 (1) In person to the person that submitted it for filing;
- 4 (2) To the address of the person's registered agent;
- 5 (3) To the principal office address of the person; or
- 6 (4) To another address the person provides to the secretary of  
7 state for delivery.

8 NEW SECTION. **Sec. 1212.** ANNUAL REPORT FOR SECRETARY OF STATE.

9 (1) A domestic entity other than a limited liability partnership or  
10 nonprofit corporation shall, within one hundred twenty days of the  
11 date on which its public organic record became effective, deliver to  
12 the secretary of state for filing an initial report that states the  
13 information required under subsection (2) of this section.

14 (2) A domestic entity or registered foreign entity shall deliver  
15 to the secretary of state for filing an annual report that states:

- 16 (a) The name of the entity and its jurisdiction of formation;
- 17 (b) The name and street and mailing addresses of the entity's  
18 registered agent in this state;
- 19 (c) The street and mailing addresses of the entity's principal  
20 office;
- 21 (d) In the case of a registered foreign entity, the street and  
22 mailing address of the entity's principal office in the state or  
23 country under the laws of which it is incorporated;
- 24 (e) The names of the entity's governors;
- 25 (f) A brief description of the nature of the entity's business;
- 26 (g) In the case of a business corporation, the names and  
27 addresses of the chairperson of its board of directors, if any,  
28 president, secretary, and treasurer, or individuals, however  
29 designated, performing the functions of such officers; and
- 30 (h) The entity's unified business identifier number.

31 (3) Information in an initial or annual report must be current as  
32 of the date the report is executed by the entity.

33 (4) Annual reports must be delivered to the secretary of state on  
34 a date determined by the secretary of state and at such additional  
35 times as the entity elects.

36 (5) If an initial or annual report does not contain the  
37 information required by this section, the secretary of state promptly  
38 shall notify the reporting entity in a record and return the report  
39 for correction.

1 (6) If an initial or annual report contains the name or address  
2 of a registered agent that differs from the information shown in the  
3 records of the secretary of state immediately before the annual  
4 report becomes effective, the differing information in the initial or  
5 annual report is considered a statement of change under section 1407  
6 of this act.

7 (7) The secretary of state shall send to each domestic entity and  
8 registered foreign entity, not less than thirty or more than ninety  
9 days prior to the expiration date of the entity's annual renewal, a  
10 notice that the entity's annual report must be filed as required by  
11 this chapter and that any applicable annual renewal fee must be paid,  
12 and stating that if the entity fails to file its annual report or pay  
13 the annual renewal fee it will be administratively dissolved. The  
14 notice may be sent by postal or electronic mail as elected by the  
15 entity, addressed to its registered agent within the state, or to an  
16 electronic address designated by the entity in a record retained by  
17 the secretary of state. Failure of the secretary of state to provide  
18 any such notice does not relieve a domestic entity or registered  
19 foreign entity from its obligations to file the annual report  
20 required by this chapter or to pay any applicable annual renewal fee.  
21 The option to receive the notice provided under this section by  
22 electronic mail may be selected only when the secretary of state  
23 makes the option available.

24 NEW SECTION. **Sec. 1213.** FEES. (1) Except as provided in  
25 subsection (2) of this section, the secretary of state shall adopt  
26 rules in accordance with chapter 34.05 RCW setting:

27 (a) Fees for:

28 (i) Filing entity filings;

29 (ii) Furnishing copies or certified copies of any filed record  
30 under this chapter; and

31 (iii) Furnishing a certificate of existence or registration of an  
32 entity, or any other certificate;

33 (b) License or renewal fees authorized under Title 23, 23B, 24,  
34 or 25 RCW;

35 (c) Penalty fees; and

36 (d) Other miscellaneous charges.

37 (2) There is no fee for:

38 (a) A registered agent's consent to act as agent or statement of  
39 resignation;

- 1 (b) Filing articles of dissolution;  
2 (c) Filing certificates of judicial dissolution;  
3 (d) Filing statements of withdrawal; and  
4 (e) Filing annual reports when submitted concurrently with the  
5 payment of annual license fees.

6 (3) The withdrawal under section 1204 of this act of a filed  
7 record before it is effective or the correction of a filed record  
8 under section 1205 of this act does not entitle the person on whose  
9 behalf the record was filed to a refund of the filing fee.

10 (4) The secretary of state shall establish the fee schedule  
11 authorized under this section in a manner that is consistent with the  
12 fee schedule applicable to the various entities that is in effect on  
13 the effective date of this section. The amounts of fees, charges, and  
14 penalties established under this section may be no greater than the  
15 amounts applicable to entity filings, penalties, and other charges in  
16 effect on the effective date of this section. Fees may be adjusted by  
17 rule only in an amount that does not exceed the average biennial  
18 increase in the cost of providing service. This must be determined in  
19 a biennial cost study performed by the secretary of state.

20 (5) All fees collected by the secretary of state shall be  
21 deposited with the state treasurer pursuant to law or deposited in  
22 the secretary of state's revolving fund as provided in RCW 43.07.130.

23 NEW SECTION. **Sec. 1214.** WAIVER OF PENALTY FEES. The secretary  
24 of state may, where exigent or mitigating circumstances are  
25 presented, waive penalty fees due from any entity previously in good  
26 standing which would otherwise be penalized or lose its active  
27 status. An entity desiring to seek relief under this section must,  
28 within fifteen days of discovery of the missed filing or lapse,  
29 notify the secretary of state in writing. The notification must  
30 include the name and mailing address of the entity, the governor or  
31 other entity official to whom correspondence should be sent, and a  
32 statement under oath by a governor or other entity official, setting  
33 forth the nature of the missed filing or lapse, the circumstances  
34 giving rise to the missed filing or lapse, and the relief sought. If  
35 the secretary of state is satisfied that sufficient exigent or  
36 mitigating circumstances exist, that the entity has demonstrated good  
37 faith and a reasonable attempt to comply with the applicable statutes  
38 of this state, the secretary of state may issue an order allowing  
39 relief from the penalty. If the secretary of state determines the

1 request does not comply with the requirements for relief, the  
2 secretary of state shall deny the relief and state the reasons for  
3 the denial. Any denial of relief by the secretary of state is not  
4 reviewable notwithstanding the provisions of chapter 34.05 RCW.

5 **ARTICLE 3**  
6 **NAME OF ENTITY**

7 NEW SECTION. **Sec. 1301.** PERMITTED NAMES. (1) The name of a  
8 domestic entity and the name under which a foreign entity may  
9 register to do business in this state, must be distinguishable on the  
10 records of the secretary of state from any:

11 (a) Name of an existing domestic entity which at the time is not  
12 administratively dissolved;

13 (b) Name of a foreign entity registered to do business in this  
14 state under part I, Article 5 of this act;

15 (c) Name reserved under section 1303 of this act; or

16 (d) Name registered under section 1304 of this act.

17 (2) If an entity consents in a record to the use of its name and  
18 submits an undertaking in a form satisfactory to the secretary of  
19 state to change its name to a name that is distinguishable on the  
20 records of the secretary of state from any name in any category of  
21 names in subsection (1) of this section, the name of the consenting  
22 entity may be used by the person to which the consent was given.

23 (3) A name may not be considered distinguishable on the records  
24 of the secretary of state from the name of another entity by virtue  
25 of:

26 (a) A variation in the words, phrases, or abbreviations  
27 indicating the type of entity, such as "corporation," "corp.,"  
28 "incorporated," "Inc.," "company," "co.," "social purpose  
29 corporation," "SPC," "S.P.C.," "professional corporation," "PC,"  
30 "P.C.," "professional service," "PS," "P.S.," "Limited," "Ltd.,"  
31 "limited partnership," "LP," "L.P.," "limited liability partnership,"  
32 "LLP," "L.L.P.," "registered limited liability partnership," "RLLP,"  
33 "R.L.L.P.," "limited liability limited partnership," "LLLLP,"  
34 "L.L.L.P.," "registered limited liability limited partnership,"  
35 "RLLLLP," "R.L.L.L.P.," "limited liability company," "LLC," "L.L.C.,"  
36 "professional limited liability company," "PLLC," or "P.L.L.C.";

37 (b) The addition or deletion of an article or conjunction such as  
38 "the" or "and" from the same name;



1 (c) Punctuation, capitalization, or special characters or symbols  
2 in the same name; or

3 (d) Use of abbreviation or the plural form of a word in the same  
4 name.

5 (4) An entity name may not contain language stating or implying  
6 that the entity is organized for a purpose other than those permitted  
7 by the entity's public organic record.

8 (5) This chapter does not control the use of assumed business  
9 names or "trade names."

10 (6) An entity may use a name that is not distinguishable from a  
11 name described in subsection (1) of this section if the entity  
12 delivers to the secretary of state a certified copy of a final  
13 judgment of a court of competent jurisdiction establishing the right  
14 of the entity to use the name in this state.

15 (7) An entity may use the name, including the fictitious name, of  
16 another entity that is used in this state if the other entity is  
17 formed or authorized to transact business in this state and the  
18 proposed user entity:

19 (a) Has merged with the other entity; or

20 (b) Has been formed by reorganization of the other entity.

21 NEW SECTION. **Sec. 1302.** NAME REQUIREMENTS FOR CERTAIN TYPES OF  
22 ENTITIES. (1)(a) The name of a business corporation:

23 (i)(A) Except in the case of a social purpose corporation, must  
24 contain the word "corporation," "incorporated," "company," or  
25 "limited," or the abbreviation "Corp.," "Inc.," "Co.," or "Ltd.," or  
26 words or abbreviations of similar import in another language; or

27 (B) In the case of a social purpose corporation, must contain the  
28 words "social purpose corporation" or the abbreviation "SPC" or  
29 "S.P.C."; and

30 (ii) Must not contain any of the following words or phrases:  
31 "Bank," "banking," "banker," "trust," "cooperative," or any  
32 combination of the words "industrial" and "loan," or any combination  
33 of any two or more of the words "building," "savings," "loan,"  
34 "home," "association," and "society," or any other words or phrases  
35 prohibited by any statute of this state.

36 (b) The name of a professional service corporation must contain  
37 either the words "professional service" or "professional corporation"  
38 or the abbreviation "P.S." or "P.C." The name may also contain either  
39 the words "corporation," "incorporated," "company," or "limited," or

1 the abbreviation "Corp.," "Inc.," "Co.," or "Ltd." The name of a  
2 professional service corporation organized to render dental services  
3 must contain the full names or surnames of all shareholders and no  
4 other word than "chartered" or the words "professional services" or  
5 the abbreviation "P.S." or "P.C."

6 (2) The name of a nonprofit corporation:

7 (a) May include "club," "league," "association," "services,"  
8 "committee," "fund," "society," "foundation," "guild," ". . . . . ,"  
9 a nonprofit corporation," ". . . . . , a nonprofit mutual  
10 corporation," or any name of like import;

11 (b) Except for nonprofit corporations formed prior to January 1,  
12 1969, must not include or end with "incorporated," "company,"  
13 "corporation," "partnership," "limited partnership," or "Ltd.," or  
14 any abbreviation thereof; and

15 (c) May only include the term "public benefit" or names of like  
16 import if the nonprofit corporation has been designated as a public  
17 benefit nonprofit corporation by the secretary of state in accordance  
18 with chapter 24.03 RCW.

19 (3) The name of a limited partnership may contain the name of any  
20 partner. The name of a partnership that is not a limited liability  
21 limited partnership must contain the words "limited partnership" or  
22 the abbreviation "LP" or "L.P." and may not contain the words  
23 "limited liability limited partnership" or the abbreviation "LLLP" or  
24 "L.L.L.P." If the limited partnership is a limited liability limited  
25 partnership, the name must contain the words "limited liability  
26 limited partnership" or the abbreviation "LLLP" or "L.L.L.P." and may  
27 not contain the abbreviation "LP" or "L.P."

28 (4) The name of a limited liability partnership must contain the  
29 words "limited liability partnership" or the abbreviation "LLP" or  
30 "L.L.P." If the name of a foreign limited liability partnership  
31 contains the words "registered limited liability partnership" or the  
32 abbreviation "R.L.L.P." or "RLLP," it may include those words or  
33 abbreviations in its foreign registration statement.

34 (5)(a) The name of a limited liability company:

35 (i) Must contain the words "limited liability company," the words  
36 "limited liability" and abbreviation "Co.," or the abbreviation  
37 "L.L.C." or "LLC"; and

38 (ii) May not contain any of the following words or phrases:  
39 "Cooperative," "partnership," "corporation," "incorporated," or the  
40 abbreviations "Corp.," "Ltd.," or "Inc.," or "LP," "L.P.," "LLP,"

1 "L.L.P.," "LLLP," "L.L.L.P.," or any words or phrases prohibited by  
2 any statute of this state.

3 (b) The name of a professional limited liability company must  
4 contain either the words "professional limited liability company," or  
5 the words "professional limited liability" and the abbreviation  
6 "Co.," or the abbreviation "P.L.L.C." or "PLLC," provided that the  
7 name of a professional limited liability company organized to render  
8 dental services must contain the full names or surnames of all  
9 members and no other word than "chartered" or the words "professional  
10 services" or the abbreviation "P.L.L.C." or "PLLC".

11 (6) The name of a cooperative association organized under chapter  
12 23.86 RCW may contain the words "corporation," "incorporated," or  
13 "limited," or the abbreviation "Corp.," "Inc.," or "Ltd."

14 NEW SECTION. **Sec. 1303.** RESERVATION OF NAME. (1) A person may  
15 reserve the exclusive use of an entity name including the alternate  
16 name adopted pursuant to section 1506 of this act by delivering an  
17 application to the secretary of state for filing. The application  
18 must state the name and address of the applicant and the name to be  
19 reserved. If the secretary of state finds that the entity name is  
20 available, the secretary of state shall reserve the name for the  
21 applicant's exclusive use for one hundred eighty days.

22 (2) The owner of a reserved entity name may transfer the  
23 reservation to another person that is not an individual by delivering  
24 to the secretary of state an executed notice in a record of the  
25 transfer which states the name and address of the transferee.

26 NEW SECTION. **Sec. 1304.** REGISTRATION OF NAME. (1) A foreign  
27 entity not registered to do business in this state under part I,  
28 Article 5 of this act may register its name, or an alternate name  
29 adopted pursuant to section 1506 of this act, if the name is  
30 distinguishable on the records of the secretary of state from the  
31 names that are not available under section 1301 of this act.

32 (2) To register its name or an alternate name adopted pursuant to  
33 section 1506 of this act, a foreign entity must deliver to the  
34 secretary of state for filing an application stating the entity's  
35 name, the jurisdiction and date of its formation, and any alternate  
36 name adopted pursuant to section 1506 of this act. The application  
37 must be accompanied by a certificate of existence, or a document of  
38 similar import, from the entity's jurisdiction of formation. If the

1 secretary of state finds that the name applied for is available, the  
2 secretary of state shall register the name for the applicant's  
3 exclusive use.

4 (3) The registration of a name under this section is effective  
5 upon the effective date of the application and until the close of the  
6 calendar year in which the application for registration is filed.

7 (4) A foreign entity whose name registration is effective may  
8 renew the registration for successive one-year periods by delivering,  
9 not earlier than three months before the expiration of the  
10 registration, to the secretary of state for filing a renewal  
11 application that complies with this section. When filed, the renewal  
12 application renews the registration for the following calendar year.

13 (5) A foreign entity whose name registration is effective may  
14 register as a foreign entity under the registered name or consent in  
15 an executed record to the use of that name by another entity.

#### 16 **ARTICLE 4**

#### 17 **REGISTERED AGENT OF ENTITY**

18 NEW SECTION. **Sec. 1401.** DEFINITIONS. The definitions in this  
19 section apply throughout this section and sections 1402 through 1413  
20 of this act unless the context clearly requires otherwise.

21 (1) "Registered agent filing" means:

22 (a) The public organic record of a domestic entity;

23 (b) An application of a domestic limited liability partnership;

24 or

25 (c) A registration statement filed pursuant to section 1503 of  
26 this act.

27 (3) "Represented entity" means:

28 (a) A domestic entity; or

29 (b) A registered foreign entity.

30 NEW SECTION. **Sec. 1402.** ENTITIES REQUIRED TO DESIGNATE AND  
31 MAINTAIN REGISTERED AGENT. The following shall designate and maintain  
32 a registered agent in this state:

33 (1) A domestic entity; and

34 (2) A registered foreign entity.

1        NEW SECTION.    **Sec. 1403.**    ADDRESSES IN FILING. If a provision of  
2 this chapter other than section 1410(1)(d) of this act requires that  
3 a record state an address, the record must state:

4        (1) A street address in this state; and

5        (2) A mailing address in this state, if different from the  
6 address described in subsection (1) of this section.

7        NEW SECTION.    **Sec. 1404.**    DESIGNATION OF REGISTERED AGENT. (1) A  
8 registered agent filing must be executed by the represented entity  
9 and state:

10       (a) The name of the entity's commercial registered agent; or

11       (b) If the entity does not have a commercial registered agent:

12       (i) The name and address of the entity's noncommercial registered  
13 agent; or

14       (ii) The title of an office or other position with the entity, if  
15 service of process, notices, and demands are to be sent to whichever  
16 individual is holding that office or position, and the address to  
17 which process, notices, or demands are to be sent.

18       (2) A registered agent shall not be appointed without having  
19 given prior consent in a record to the appointment. The consent shall  
20 be delivered to the secretary of state in such form as the secretary  
21 of state may prescribe. The consent shall be filed with or as a part  
22 of the record first appointing a registered agent. In the event any  
23 individual or entity has been appointed registered agent without  
24 consent, that individual or entity may deliver to the secretary of  
25 state a notarized statement attesting to that fact, and the name  
26 shall immediately be removed from the records of the secretary of  
27 state.

28       NEW SECTION.    **Sec. 1405.**    LISTING OF COMMERCIAL REGISTERED AGENT.

29       (1) A person may become listed as a commercial registered agent by  
30 delivering to the secretary of state for filing a commercial-  
31 registered-agent listing statement executed by the person which  
32 states:

33       (a) The name of the individual or the name of the entity, type of  
34 entity, and jurisdiction of formation of the entity;

35       (b) That the person is in the business of serving as a commercial  
36 registered agent in this state; and

1 (c) The address of a place of business of the person in this  
2 state to which service of process, notices, and demands being served  
3 on or sent to entities represented by the person may be delivered.

4 (2) A commercial-registered-agent listing statement may include  
5 the information regarding acceptance by the agent of service of  
6 process, notices, and demands in a form other than a written record  
7 as provided in section 1411(5) of this act.

8 (3) If the name of a person delivering to the secretary of state  
9 for filing a commercial-registered-agent listing statement is not  
10 distinguishable on the records of the secretary of state from the  
11 name of another commercial registered agent listed under this  
12 section, the person shall adopt a fictitious name that is  
13 distinguishable and use that name in its statement and when it does  
14 business in this state as a commercial registered agent.

15 (4) The secretary of state shall note the filing of a commercial-  
16 registered-agent listing statement in the records maintained by the  
17 secretary of state for each entity represented by the agent at the  
18 time of the filing. The statement has the effect of amending the  
19 registered agent filing for each of those entities to:

20 (a) Designate the person becoming listed as a commercial  
21 registered agent as the commercial registered agent of each of those  
22 entities; and

23 (b) Delete the name and address of the former agent from the  
24 registered agent filing of each of those entities.

25 NEW SECTION. **Sec. 1406.** TERMINATION OF LISTING OF COMMERCIAL  
26 REGISTERED AGENT. (1) A commercial registered agent may terminate its  
27 listing as a commercial registered agent by delivering to the  
28 secretary of state for filing a commercial-registered-agent  
29 termination statement executed by the agent which states:

30 (a) The name of the agent as listed under section 1405 of this  
31 act; and

32 (b) That the agent is no longer in the business of serving as a  
33 commercial registered agent in this state.

34 (2) A commercial-registered-agent termination statement takes  
35 effect at 12:01 a.m. on the 31st day after the day on which it is  
36 delivered to the secretary of state for filing.

37 (3) The commercial registered agent promptly shall furnish each  
38 entity represented by the agent notice in a record of the filing of  
39 the commercial-registered-agent termination statement.

1 (4) When a commercial-registered-agent termination statement  
2 takes effect, the commercial registered agent ceases to be the  
3 registered agent for each entity formerly represented by it. Until an  
4 entity formerly represented by a terminated commercial registered  
5 agent designates a new registered agent, service of process may be  
6 made on the entity pursuant to section 1411 of this act. Termination  
7 of the listing of a commercial registered agent under this section  
8 does not affect any contractual rights a represented entity has  
9 against the agent or that the agent has against the entity.

10 NEW SECTION. **Sec. 1407.** CHANGE OF REGISTERED AGENT BY ENTITY.

11 (1) A represented entity may change its registered agent or other  
12 information on file under section 1404(1) of this act by delivering  
13 to the secretary of state for filing a statement of change executed  
14 by the entity which states:

15 (a) The name of the entity; and

16 (b) The information required under section 1404(1) of this act.

17 (2) The interest holders or governors of a domestic entity need  
18 not approve the filing of:

19 (a) A statement of change under this section; or

20 (b) A similar filing changing the registered agent or registered  
21 office, if any, of the entity in any other jurisdiction.

22 (3) A statement of change under this section designating a new  
23 registered agent must be accompanied by the new registered agent's  
24 consent in a record, either on the statement or attached to it in a  
25 manner and form as the secretary of state may prescribe, to the  
26 appointment.

27 NEW SECTION. **Sec. 1408.** CHANGE OF NAME, ADDRESS, TYPE OF  
28 ENTITY, OR JURISDICTION OF FORMATION BY NONCOMMERCIAL REGISTERED  
29 AGENT. (1) If a noncommercial registered agent changes its name or  
30 its address in effect with respect to a represented entity under  
31 section 1404(1) of this act, the agent shall deliver to the secretary  
32 of state for filing, with respect to each entity represented by the  
33 agent, a statement of change executed by the agent which states:

34 (a) The name of the entity;

35 (b) The name and address of the agent in effect with respect to  
36 the entity;

37 (c) If the name of the agent has changed, the new name; and

38 (d) If the address of the agent has changed, the new address.

1 (2) A noncommercial registered agent promptly shall furnish the  
2 represented entity with notice in a record of the delivery to the  
3 secretary of state for filing of a statement of change and the  
4 changes made in the statement.

5 NEW SECTION. **Sec. 1409.** CHANGE OF NAME, ADDRESS, TYPE OF  
6 ENTITY, OR JURISDICTION OF FORMATION BY COMMERCIAL REGISTERED AGENT.

7 (1) If a commercial registered agent changes its name, its address as  
8 listed under section 1405(1) of this act, its type of entity, or its  
9 jurisdiction of formation, the agent shall deliver to the secretary  
10 of state for filing a statement of change executed by the agent which  
11 states:

12 (a) The name of the agent as listed under section 1405(1) of this  
13 act;

14 (b) If the name of the agent has changed, the new name;

15 (c) If the address of the agent has changed, the new address; and

16 (d) If the agent is an entity:

17 (i) If the type of entity of the agent has changed, the new type  
18 of entity; and

19 (ii) If the jurisdiction of formation of the agent has changed,  
20 the new jurisdiction of formation.

21 (2) The filing by the secretary of state of a statement of change  
22 under subsection (1) of this section is effective to change the  
23 information regarding the agent with respect to each entity  
24 represented by the agent.

25 (3) A commercial registered agent promptly shall furnish to each  
26 entity represented by it a notice in a record of the filing by the  
27 secretary of state of a statement of change relating to the name or  
28 address of the agent and the changes made in the statement.

29 (4) If a commercial registered agent changes its address without  
30 delivering for filing a statement of change as required by this  
31 section, the secretary of state may cancel the listing of the agent  
32 under section 1405 of this act. A cancellation under this subsection  
33 has the same effect as a termination under section 1406 of this act.  
34 Promptly after canceling the listing of an agent, the secretary of  
35 state shall serve notice in a record in the manner provided in  
36 section 1411 (2) or (3) of this act on:

37 (a) Each entity represented by the agent, stating that the agent  
38 has ceased to be the registered agent for the entity and that, until



1 the entity designates a new registered agent, service of process may  
2 be made on the entity as provided in section 1411 of this act; and

3 (b) The agent, stating that the listing of the agent has been  
4 canceled under this section.

5 NEW SECTION. **Sec. 1410.** RESIGNATION OF REGISTERED AGENT. (1) A  
6 registered agent may resign as agent for a represented entity by  
7 delivering to the secretary of state for filing a statement of  
8 resignation executed by the agent which states:

9 (a) The name of the entity;

10 (b) The name of the agent;

11 (c) That the agent resigns from serving as registered agent for  
12 the entity; and

13 (d) The address of the entity to which the agent will send the  
14 notice required by subsection (3) of this section.

15 (2) A statement of resignation takes effect on the earlier of:

16 (a) The 31st day after the day on which it is filed by the  
17 secretary of state; or

18 (b) The designation of a new registered agent for the represented  
19 entity.

20 (3) A registered agent promptly shall furnish to the represented  
21 entity notice in a record of the date on which a statement of  
22 resignation was filed.

23 NEW SECTION. **Sec. 1411.** SERVICE OF PROCESS, NOTICE, OR DEMAND  
24 ON ENTITY. (1) A represented entity may be served with any process,  
25 notice, or demand required or permitted by law by serving its  
26 registered agent.

27 (2) If a represented entity ceases to have a registered agent, or  
28 if its registered agent cannot with reasonable diligence be served,  
29 the entity may be served by registered or certified mail, return  
30 receipt requested, or by similar commercial delivery service,  
31 addressed to the entity at the entity's principal office. The address  
32 of the principal office must be as shown in the entity's most recent  
33 annual report filed by the secretary of state. Service is effected  
34 under this subsection on the earliest of:

35 (a) The date the entity receives the mail or delivery by the  
36 commercial delivery service;

37 (b) The date shown on the return receipt, if executed by the  
38 entity; or

1 (c) Five days after its deposit with the United States Postal  
2 Service or commercial delivery service, if correctly addressed and  
3 with sufficient postage or payment.

4 (3) If process, notice, or demand cannot be served on an entity  
5 pursuant to subsection (1) or (2) of this section, service may be  
6 made by handing a copy to the individual in charge of any regular  
7 place of business or activity of the entity if the individual served  
8 is not a plaintiff in the action.

9 (4) The secretary of state shall be an agent of the entity for  
10 service of process if process, notice, or demand cannot be served on  
11 an entity pursuant to subsection (1), (2), or (3) of this section.

12 (5) Service of process, notice, or demand on a registered agent  
13 must be in a written record, but service may be made on a commercial  
14 registered agent in other forms, and subject to such requirements, as  
15 the agent has stated in its listing under section 1405 of this act  
16 that it will accept.

17 (6) Service of process, notice, or demand may be made by other  
18 means under law other than this chapter.

19 NEW SECTION. **Sec. 1412.** DUTIES OF REGISTERED AGENT. The only  
20 duties under this chapter of a registered agent that has complied  
21 with this chapter are:

22 (1) To forward to the represented entity at the address most  
23 recently supplied to the agent by the entity any process, notice, or  
24 demand pertaining to the entity which is served on or received by the  
25 agent;

26 (2) To provide the notices required by this chapter to the entity  
27 at the address most recently supplied to the agent by the entity;

28 (3) If the agent is a noncommercial registered agent, to keep  
29 current the information required by section 1404(1) of this act in  
30 the most recent registered agent filing for the entity; and

31 (4) If the agent is a commercial registered agent, to keep  
32 current the information listed for it under section 1405(1) of this  
33 act.

34 NEW SECTION. **Sec. 1413.** JURISDICTION AND VENUE. The designation  
35 or maintenance in this state of a registered agent does not by itself  
36 create the basis for personal jurisdiction over the represented  
37 entity in this state. The address of the agent does not determine  
38 venue in an action or a proceeding involving the entity.

**ARTICLE 5**  
**FOREIGN ENTITIES**

1  
2  
3       NEW SECTION.   **Sec. 1501.**   GOVERNING LAW. (1) Part I of this act  
4 does not authorize this state to regulate the organization or  
5 internal affairs of a foreign entity registered to do business in  
6 this state, or govern the liability that a person has as an interest  
7 holder or governor for a debt, obligation, or other liability of the  
8 foreign entity.

9       (2) A foreign entity is not precluded from registering to do  
10 business in this state because of any difference between the law of  
11 the entity's jurisdiction of formation and the law of this state.

12       (3) Registration of a foreign entity to do business in this state  
13 does not authorize the foreign entity to engage in any activity or  
14 exercise any power that a domestic entity of the same type may not  
15 engage in or exercise in this state. Except as otherwise provided in  
16 this chapter or other applicable law of this state, a foreign entity  
17 is subject to the same duties, restrictions, penalties, and  
18 liabilities now or later imposed on a domestic entity of the same  
19 type.

20       NEW SECTION.   **Sec. 1502.**   REGISTRATION TO DO BUSINESS IN THIS  
21 STATE. (1) A foreign entity may not do business in this state until  
22 it registers with the secretary of state under this chapter.

23       (2) A foreign entity doing business in this state may not  
24 maintain an action or proceeding in this state unless it is  
25 registered to do business in this state and has paid to this state  
26 all fees and penalties for the years, or parts thereof, during which  
27 it did business in this state without having registered.

28       (3) The successor to a foreign entity that transacted business in  
29 this state without a certificate of registration and the assignee of  
30 a cause of action arising out of that business may not maintain a  
31 proceeding based on that cause of action in any court in this state  
32 until the foreign entity, or its successor, obtains a certificate of  
33 registration.

34       (4) A court may stay a proceeding commenced by a foreign entity,  
35 its successor, or assignee until it determines whether the foreign  
36 entity, or its successor, requires a certificate of registration. If  
37 it so determines, the court may further stay the proceeding until the

1 foreign entity, or its successor, obtains the certificate of  
2 registration.

3 (5) A foreign entity that transacts business in this state  
4 without a certificate of registration is liable to this state, for  
5 the years or parts thereof during which it transacted business in  
6 this state without a certificate of registration, in an amount equal  
7 to all fees which would have been imposed by this chapter upon the  
8 entity had it applied for and received a certificate of registration  
9 to transact business in this state and thereafter filed all reports  
10 required by this chapter, plus all penalties imposed by this chapter  
11 for failure to pay such fees.

12 (6) The failure of a foreign entity to register to do business in  
13 this state does not: (a) Impair the validity of a contract or act of  
14 the foreign entity; (b) impair the right of any other party to the  
15 contract to maintain any action, suit, or proceeding on the contract;  
16 or (c) preclude the foreign entity from defending an action or  
17 proceeding in this state.

18 (7) A limitation on the liability of an interest holder or  
19 governor of a foreign entity is not waived solely because the foreign  
20 entity does business in this state without registering.

21 (8) Section 1501 (1) and (2) of this act applies even if a  
22 foreign entity fails to register under this Article 5.

23 NEW SECTION. **Sec. 1503.** FOREIGN REGISTRATION STATEMENT. (1) To  
24 register to do business in this state, a foreign entity must deliver  
25 a foreign registration statement to the secretary of state for  
26 filing. The statement must be executed by the entity and state:

27 (a) The name of the foreign entity and, if the name does not  
28 comply with section 1301 of this act, an alternate name adopted  
29 pursuant to section 1506 of this act;

30 (b) The type of entity and, if it is a foreign limited  
31 partnership, whether it is a foreign limited liability limited  
32 partnership;

33 (c) The entity's jurisdiction of formation;

34 (d) The street and mailing addresses of the entity's principal  
35 office and, if the law of the entity's jurisdiction of formation  
36 requires the entity to maintain an office in that jurisdiction, the  
37 street and mailing addresses of the office;

38 (e) The information required by section 1404(1) of this act;

1 (f) The names and addresses of the entity's governors, and if the  
2 entity is a business corporation or nonprofit corporation, the names  
3 and addresses of its officers;

4 (g) The date of the entity's formation and period of duration;

5 (h) The nature of the entity's business or purposes to be  
6 conducted or promoted in this state; and

7 (i) The date on which the entity first did, or intends to do,  
8 business in this state.

9 (2) The foreign entity shall deliver with the registration  
10 statement a certificate of existence, or a document of similar  
11 import, issued no more than sixty days before the date of submission  
12 of the registration statement and duly authenticated by the secretary  
13 of state or other official having custody of the entity's records in  
14 the entity's jurisdiction of formation.

15 NEW SECTION. **Sec. 1504.** AMENDMENT OF FOREIGN REGISTRATION  
16 STATEMENT. A registered foreign entity shall promptly deliver to the  
17 secretary of state for filing an amendment to its foreign  
18 registration statement if there is a change in:

19 (1) The name of the entity;

20 (2) The type of entity, including, if it is a foreign limited  
21 partnership, whether the entity became or ceased to be a foreign  
22 limited liability limited partnership;

23 (3) The entity's jurisdiction of formation;

24 (4) An address required by section 1503(1)(d) of this act; or

25 (5) The information required by section 1404(1) of this act.

26 NEW SECTION. **Sec. 1505.** ACTIVITIES NOT CONSTITUTING DOING  
27 BUSINESS. (1) Activities of a foreign entity that do not constitute  
28 doing business in this state under this chapter include, but are not  
29 limited to:

30 (a) Maintaining, defending, mediating, arbitrating, or settling  
31 an action or proceeding, or settling claims or disputes;

32 (b) Carrying on any activity concerning its internal affairs,  
33 including holding meetings of its interest holders or governors;

34 (c) Maintaining accounts in financial institutions;

35 (d) Maintaining offices or agencies for the transfer, exchange,  
36 and registration of securities of the entity or maintaining trustees  
37 or depositories with respect to those securities;

38 (e) Selling through independent contractors;

1 (f) Soliciting or obtaining orders by any means if the orders  
2 require acceptance outside this state before they become binding  
3 contracts and where the contracts do not involve any local  
4 performance other than delivery and installation;

5 (g) Creating or acquiring indebtedness, mortgages, or security  
6 interests in property;

7 (h) Securing or collecting debts or enforcing mortgages or  
8 security interests in property securing the debts;

9 (i) Conducting an isolated transaction that is completed within  
10 thirty days and that is not in the course of repeated transactions of  
11 a like nature;

12 (j) Owning, without more, property;

13 (k) Doing business in interstate commerce; and

14 (l) Operating an approved branch campus of a foreign degree-  
15 granting institution in compliance with chapter 28B.90 RCW and in  
16 accordance with subsection (2) of this section.

17 (2) In addition to those acts that are specified in subsection  
18 (1) of this section, a foreign degree-granting institution that  
19 establishes an approved branch campus in the state under chapter  
20 28B.90 RCW shall not be deemed to transact business in the state  
21 solely because it:

22 (a) Owns and controls an incorporated branch campus in this  
23 state;

24 (b) Pays the expenses of tuition or room and board charged by the  
25 incorporated branch campus for its students enrolled at the branch  
26 campus or contributes to the capital thereof; or

27 (c) Provides personnel who furnish assistance and counsel to its  
28 students while in the state but who have no authority to enter into  
29 any transactions for or on behalf of the foreign degree-granting  
30 institution.

31 (3) A person does not do business in this state solely by being  
32 an interest holder or governor of a domestic entity or foreign entity  
33 that does business in this state.

34 (4) This section does not apply in determining the contacts or  
35 activities that may subject a foreign entity to service of process,  
36 taxation, or regulation under law of this state other than this  
37 chapter.

38 NEW SECTION. **Sec. 1506.** NONCOMPLYING NAME OF FOREIGN ENTITY.

39 (1) A foreign entity whose name does not comply with section 1301 of

1 this act for an entity of its type may not register to do business in  
2 this state until it adopts, for the purpose of doing business in this  
3 state, an alternate name that complies with section 1301 of this act.  
4 A registered foreign entity that registers under an alternate name  
5 under this subsection need not comply with chapter 19.80 RCW. After  
6 registering to do business in this state with an alternate name, a  
7 registered foreign entity shall do business in this state under:

8 (a) The alternate name;

9 (b) Its entity name, with the addition of its jurisdiction of  
10 formation clearly identified; or

11 (c) An assumed or fictitious name the entity is authorized to use  
12 under chapter 19.80 RCW.

13 (2) If a registered foreign entity changes its name to one that  
14 does not comply with section 1301 of this act, it may not do business  
15 in this state until it complies with subsection (1) of this section  
16 by amending its foreign registration statement to adopt an alternate  
17 name that complies with section 1301 of this act.

18 NEW SECTION. **Sec. 1507.** WITHDRAWAL OF REGISTRATION OF  
19 REGISTERED FOREIGN ENTITY. (1) A registered foreign entity may  
20 withdraw its registration by delivering a statement of withdrawal to  
21 the secretary of state for filing. The statement of withdrawal must  
22 be executed by the entity and state:

23 (a) The name of the entity and its jurisdiction of formation;

24 (b) That the entity is not doing business in this state and that  
25 it withdraws its registration to do business in this state;

26 (c) That the entity revokes the authority of its registered agent  
27 to accept service on its behalf in this state; and

28 (d) An address to which service of process may be made under  
29 subsection (3) of this section.

30 (2) The statement of withdrawal must be accompanied by a copy of  
31 a revenue clearance certificate issued pursuant to RCW 82.32.260.

32 (3) After the withdrawal of the registration of an entity,  
33 service of process in any action or proceeding based on a cause of  
34 action arising during the time the entity was registered to do  
35 business in this state may be made pursuant to section 1411 of this  
36 act.

37 NEW SECTION. **Sec. 1508.** WITHDRAWAL DEEMED ON CONVERSION TO  
38 DOMESTIC ENTITY. A registered foreign entity that converts to any

1 type of domestic entity is deemed to have withdrawn its registration  
2 on the effective date of the conversion.

3 NEW SECTION. **Sec. 1509.** WITHDRAWAL ON DISSOLUTION OR  
4 CONVERSION. (1) A registered foreign entity that has dissolved and  
5 completed winding up or has converted to a domestic or foreign person  
6 not subject to this chapter shall deliver a statement of withdrawal  
7 to the secretary of state for filing. The statement must be executed  
8 by the dissolved or converted entity and state:

9 (a) In the case of a foreign entity that has completed winding  
10 up:

11 (i) Its name and jurisdiction of formation; and

12 (ii) That the foreign entity surrenders its registration to do  
13 business in this state; and

14 (b) In the case of a foreign entity that has converted to a  
15 domestic or foreign person not subject to this act:

16 (i) The name of the converting foreign entity and its  
17 jurisdiction of formation;

18 (ii) The type of person to which it has converted and its  
19 jurisdiction of formation;

20 (iii) That it surrenders its registration to do business in this  
21 state and revokes the authority of its registered agent to accept  
22 service on its behalf; and

23 (iv) A mailing address to which service of process may be made  
24 under subsection (2) of this section.

25 (2) After a withdrawal is effective under this section, service  
26 of process in any action or proceeding based on a cause of action  
27 arising during the time the foreign entity was registered to do  
28 business in this state may be made pursuant to section 1411 of this  
29 act.

30 NEW SECTION. **Sec. 1510.** TRANSFER OF REGISTRATION. (1) If a  
31 registered foreign entity merges into a nonregistered foreign entity  
32 or converts to a foreign entity required to register with the  
33 secretary of state to do business in this state, the foreign entity  
34 shall deliver to the secretary of state for filing an application for  
35 transfer of registration. The application must be executed by the  
36 surviving or converted entity and state:

37 (a) The name of the registered foreign entity before the merger  
38 or conversion;



1 (b) The type of entity it was before the merger or conversion;

2 (c) The name of the applicant entity and, if the name does not  
3 comply with section 1301 of this act, an alternate name adopted  
4 pursuant to section 1506(1) of this act;

5 (d) The type of entity of the applicant entity and its  
6 jurisdiction of formation; and

7 (e) The following information regarding the applicant entity, if  
8 different than the information for the foreign entity before the  
9 merger or conversion:

10 (i) The street and mailing addresses of the principal office of  
11 the entity and, if the law of the entity's jurisdiction of formation  
12 requires it to maintain an office in that jurisdiction, the street  
13 and mailing addresses of that office; and

14 (ii) The information required pursuant to section 1404(1) of this  
15 act.

16 (2) When an application for transfer of registration takes  
17 effect, the registration of the registered foreign entity to do  
18 business in this state is transferred without interruption to the  
19 entity into which it has merged or to which it has been converted.

20 NEW SECTION. **Sec. 1511.** TERMINATION OF REGISTRATION. (1) The  
21 secretary of state may terminate the registration of a registered  
22 foreign entity in the manner provided in subsections (2) and (3) of  
23 this section if:

24 (a) The entity does not pay any fee, interest, or penalty  
25 required to be paid to the secretary of state under this chapter or  
26 law of this state other than this chapter;

27 (b) The entity does not deliver to the secretary of state for  
28 filing an annual report when it is due;

29 (c) The entity does not have a registered agent as required by  
30 section 1402 of this act;

31 (d) The entity does not deliver to the secretary of state for  
32 filing a statement of change under section 1407 of this act if change  
33 occurs in the name or address of the entity's registered agent;

34 (e) A governor, officer, or agent of the entity executed a  
35 document knowing it was false in any material respect with intent  
36 that the document be delivered to the secretary of state for filing;  
37 or

38 (f) The secretary of state receives a duly authenticated  
39 certificate from the secretary of state or other official having

1 custody of the entity's records in the entity's jurisdiction of  
2 formation stating that it has been dissolved or disappeared as the  
3 result of a merger.

4 (2) If the secretary of state determines that one or more grounds  
5 for termination exist under subsection (1) of this section, the  
6 secretary of state shall deliver a notice of the determination to the  
7 registered foreign entity's registered agent or, if the entity does  
8 not have a registered agent, to the entity's principal office. The  
9 notice must state the grounds for termination under subsection (1) of  
10 this section.

11 (3) If the entity does not cure each ground for termination  
12 stated in the notice within sixty days after the notice is effective,  
13 the secretary of state shall terminate the registration of the  
14 foreign entity by filing a statement of termination that recites the  
15 ground or grounds for termination and the effective date of  
16 termination and delivering a copy of the statement of termination to  
17 the foreign entity.

18 (4) The authority of a registered foreign entity to do business  
19 in this state ceases on the effective date of termination shown on  
20 the statement of termination.

21 (5) The termination of a foreign entity's registration does not  
22 terminate the authority of the registered agent of the foreign  
23 entity.

24 NEW SECTION. **Sec. 1512.** ACTION BY ATTORNEY GENERAL. The  
25 attorney general may maintain an action to enjoin a foreign entity  
26 from doing business in this state in violation of this chapter.

## 27 **ARTICLE 6**

### 28 **ADMINISTRATIVE DISSOLUTION**

29 NEW SECTION. **Sec. 1601.** For the purposes of this Article 6, the  
30 term "domestic entity" does not include a domestic limited liability  
31 partnership.

32 NEW SECTION. **Sec. 1602.** GROUNDS. The secretary of state may  
33 commence a proceeding under section 1603 of this act to dissolve a  
34 domestic entity administratively if:

35 (1) The entity does not pay any fee, interest, or penalty  
36 required to be paid to the secretary of state when due;

1 (2) The entity does not deliver an annual report to the secretary  
2 of state not later than one hundred twenty days after it is due;

3 (3) The entity does not have a registered agent in this state for  
4 thirty consecutive days; or

5 (4) The entity's period of duration stated in its public organic  
6 record expired.

7 NEW SECTION. **Sec. 1603.** PROCEDURE AND EFFECT. (1) If the  
8 secretary of state determines that one or more grounds exist under  
9 section 1602 of this act for administratively dissolving a domestic  
10 entity, the secretary of state shall serve the entity pursuant to  
11 section 1211 of this act with notice in a record of the secretary of  
12 state's determination.

13 (2) If a domestic entity, not later than sixty days after service  
14 of the notice required by subsection (1) of this section, does not  
15 cure or demonstrate to the satisfaction of the secretary of state the  
16 nonexistence of each ground determined by the secretary of state, the  
17 secretary of state shall administratively dissolve the entity by  
18 executing a statement of administrative dissolution that recites the  
19 grounds for dissolution and the effective date of dissolution. The  
20 secretary of state shall file the statement and serve a copy on the  
21 entity pursuant to section 1211 of this act.

22 (3) A domestic entity that is dissolved administratively  
23 continues its existence as an entity but may not carry on any  
24 activities except as necessary to wind up its activities and affairs  
25 and liquidate its assets in the manner provided in its organic law or  
26 to apply for reinstatement under section 1604 of this act.

27 (4) The administrative dissolution of a domestic entity does not  
28 terminate the authority of its registered agent.

29 NEW SECTION. **Sec. 1604.** REINSTATEMENT. (1) A domestic entity  
30 that is dissolved administratively under section 1603 of this act may  
31 apply to the secretary of state for reinstatement not later than five  
32 years after the effective date of dissolution. The application must  
33 be executed by the entity and state:

34 (a) The name of the entity and a statement that the name  
35 satisfies section 1301 of this act; if the name does not satisfy  
36 section 1301 of this act, the entity must deliver with its  
37 application an amendment to its public organic record changing its  
38 name;

1 (b) The address of the principal office of the entity and the  
2 name and address of its registered agent;

3 (c) The effective date of the entity's administrative  
4 dissolution; and

5 (d) That the grounds for dissolution did not exist or have been  
6 cured.

7 (2) To be reinstated, an entity must pay the full amount of all  
8 annual license or renewal fees which would have been assessed during  
9 the period of administrative dissolution had the entity been in  
10 active status, plus a penalty fee established by the secretary of  
11 state by rule, and the license or renewal fee for the year of  
12 reinstatement.

13 (3) If the secretary of state determines that an application  
14 under subsection (1) of this section contains the information  
15 required by subsection (1) of this section, is satisfied that the  
16 information is correct, and determines that all payments required to  
17 be made to the secretary of state by subsection (2) of this section  
18 have been made, the secretary of state shall:

19 (a) Cancel the statement of administrative dissolution and  
20 prepare a statement of reinstatement that states the secretary of  
21 state's determination and the effective date of reinstatement;

22 (b) File the statement; and

23 (c) Serve a copy of the statement on the entity.

24 (4) When reinstatement under this section is effective as  
25 provided in section 1203 of this act:

26 (a) It relates back to and takes effect as of the effective date  
27 of the administrative dissolution; and

28 (b) The domestic entity resumes carrying on its activities and  
29 affairs as if the administrative dissolution had never occurred,  
30 except for the rights of a person arising out of an act or omission  
31 in reliance on the dissolution before the person knew or had reason  
32 to know of the reinstatement.

33 NEW SECTION. **Sec. 1605.** JUDICIAL REVIEW OF DENIAL OF  
34 REINSTATEMENT. (1) If the secretary of state denies a domestic  
35 entity's application for reinstatement following administrative  
36 dissolution, the secretary of state shall serve the entity with a  
37 notice in a record that explains the reasons for denial.

1 (2) An entity may seek judicial review of denial of reinstatement  
2 in the superior court not later than thirty days after service of the  
3 notice of denial.

4 NEW SECTION. **Sec. 1606.** ENTITY NAME NOT DISTINGUISHABLE FROM  
5 NAME OF GOVERNMENTAL ENTITY. (1) Any county, city, town, district, or  
6 other political subdivision of the state, or the state of Washington  
7 or any department or agency of the state, may apply to the secretary  
8 of state for the administrative dissolution, or the termination of  
9 registration, of any entity using a name that is not distinguishable  
10 from the name of the applicant for dissolution. The application must  
11 state the precise legal name of the governmental entity and its date  
12 of formation and the applicant shall mail a copy to the entity's  
13 registered agent. If the name of the entity is not distinguishable  
14 from the name of the applicant, then, except as provided in  
15 subsection (4) of this section, the secretary of state shall commence  
16 proceedings for administrative dissolution under section 1603 of this  
17 act or termination of registration under section 1511 of this act.

18 (2) A name may not be considered distinguishable by virtue of the  
19 items specified in section 1301(3) of this act.

20 (3)(a) The following are not distinguishable for purposes of this  
21 section:

- 22 (i) "City of Anytown" and "City of Anytown, Inc."; and
- 23 (ii) "City of Anytown" and "Anytown City."

24 (b) The following are distinguishable for purposes of this  
25 section:

- 26 (i) "City of Anytown" and "Anytown, Inc.";
- 27 (ii) "City of Anytown" and "The Anytown Company"; and
- 28 (iii) "City of Anytown" and "Anytown Cafe, Inc."

29 (4) If the entity that is the subject of the application was  
30 formed or registered before the formation of the applicant as a  
31 governmental entity, then this section applies only if the applicant  
32 for dissolution provides a certified copy of a final judgment of a  
33 court of competent jurisdiction determining that the applicant holds  
34 a superior property right to the name than does the entity.

35 (5) The duties of the secretary of state under this section are  
36 ministerial.

37 **ARTICLE 7**

38 **MISCELLANEOUS PROVISIONS**

1           NEW SECTION.     **Sec. 1701.**   RESERVATION OF POWER TO AMEND OR  
2 REPEAL. The legislature has power to amend or repeal all or part of  
3 this chapter at any time, and all domestic and foreign entities  
4 subject to this chapter are governed by the amendment or repeal.

5           NEW SECTION.     **Sec. 1702.**   SUPPLEMENTAL PRINCIPLES OF LAW. Unless  
6 displaced by particular provisions of this chapter, the principles of  
7 law and equity supplement this chapter.

8           NEW SECTION.     **Sec. 1703.**   RELATION TO ELECTRONIC SIGNATURES IN  
9 GLOBAL AND NATIONAL COMMERCE ACT. This chapter modifies, limits, and  
10 supersedes the electronic signatures in global and national commerce  
11 act, 15 U.S.C. Sec. 7001 et seq., but does not modify, limit, or  
12 supersede Sec. 101(c) of that act, 15 U.S.C. Sec. 7001(c), or  
13 authorize electronic delivery of any of the notices described in  
14 section 103(b) of that act, 15 U.S.C. Sec. 7003(b).

15          NEW SECTION.     **Sec. 1704.**   SAVINGS CLAUSE. The repeal of a statute  
16 by this act does not affect:

17           (1) The operation of the statute or any action taken under it  
18 before its repeal;

19           (2) Any ratification, right, remedy, privilege, obligation, or  
20 liability acquired, accrued, or incurred under the statute before its  
21 repeal;

22           (3) Any violation of the statute or any penalty, forfeiture, or  
23 punishment incurred because of the violation before its repeal; or

24           (4) Any proceeding, reorganization, or dissolution commenced  
25 under the statute before its repeal, and the proceeding,  
26 reorganization, or dissolution may be completed in accordance with  
27 the statute as if it had not been repealed.

28                                       **ARTICLE 8**

29                                       **IMPLEMENTATION**

30          NEW SECTION.     **Sec. 1801.**   Sections 1101 through 1704 of this act  
31 constitute a new chapter in Title 23 RCW.

32          NEW SECTION.     **Sec. 1802.**   If any provision of this act or its  
33 application to any person or circumstance is held invalid, the

1 remainder of the act or the application of the provision to other  
2 persons or circumstances is not affected.

3 NEW SECTION. **Sec. 1803.** (1) Parts I, II, III, IV, V, VI, VIII,  
4 and IX of this act take effect January 1, 2016.

5 (2) Part VII of this act takes effect upon the effective date of  
6 chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015.

7 **PART II**

8 **BUSINESS CORPORATION ACT REVISIONS**

9 **Sec. 2101.** RCW 23B.01.200 and 2002 c 297 s 1 are each amended to  
10 read as follows:

11 (1) A record required or permitted by this title to be filed in  
12 the office of the secretary of state must satisfy the requirements of  
13 part I, Article 2 of this act, this section, and ~~((of))~~ any other  
14 section that adds to or varies from these requirements, to be  
15 entitled to filing by the secretary of state.

16 ~~(2) ((The secretary of state may permit records to be filed~~  
17 ~~through electronic transmission. The secretary of state may adopt~~  
18 ~~rules varying from these requirements to facilitate electronic~~  
19 ~~filing. These rules shall detail the circumstances under which the~~  
20 ~~electronic filing of records shall be permitted and how such records~~  
21 ~~shall be filed. These rules may also impose additional requirements~~  
22 ~~related to implementation of electronic filing processes including~~  
23 ~~but not limited to: File formats; signature technologies; the manner~~  
24 ~~of delivery; and the types of entities or records permitted.~~

25 ~~(3) This title must require or permit filing the record in the~~  
26 ~~office of the secretary of state.~~

27 ~~(4) The record must contain the information required by this~~  
28 ~~title. It may contain other information as well.~~

29 ~~(5) The record must: (a) Be typewritten or printed, and must meet~~  
30 ~~such legibility or other standards as may be prescribed by the~~  
31 ~~secretary of state; or (b) meet the standards for electronic filing~~  
32 ~~as may be prescribed by the secretary of state.~~

33 ~~(6) The record must be in the English language. A corporate name~~  
34 ~~need not be in English if written in English letters or Arabic or~~  
35 ~~Roman numerals, and the certificate of existence required of foreign~~  
36 ~~corporations need not be in English if accompanied by a reasonably~~  
37 ~~authenticated English translation.~~

1       ~~(7))~~ Unless otherwise indicated in this title, all records  
2       ~~((submitted))~~ delivered to the secretary of state for filing must be  
3       executed:

4       (a) By the chairperson of the board of directors of a domestic or  
5       foreign corporation, by its president, or by another of its officers;

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

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

10       ~~((8) The person executing the record shall sign it and state  
11       beneath or opposite the signature the name of the person and the  
12       capacity in which the person signs. The record may but need not  
13       contain: (a) The corporate seal; (b) an attestation by the secretary  
14       or an assistant secretary; or (c) an acknowledgment, verification, or  
15       proof.~~

16       ~~(9) If the secretary of state has prescribed a mandatory form for  
17       the record under RCW 23B.01.210, the record must be in or on the  
18       prescribed form.~~

19       ~~(10) The record must be received by the office of the secretary  
20       of state for filing and, except in the case of an electronic filing,  
21       must be accompanied by one exact or conformed copy, the correct  
22       filing fee or charge, including license fee, penalty and service fee,  
23       and any attachments which are required for the filing.)~~

24       **Sec. 2102.** RCW 23B.01.220 and 2002 c 297 s 3 are each amended to  
25       read as follows:

26       ~~((1))~~ Corporations are subject to the applicable fees, charges,  
27       and penalties established by the secretary of state ~~((shall collect  
28       in accordance with the provisions of this title:~~

29       ~~(a) Fees for filing records and issuing certificates;~~

30       ~~(b) Miscellaneous charges;~~

31       ~~(c) License fees as provided in RCW 23B.01.500 through  
32       23B.01.550;~~

33       ~~(d) Penalty fees; and~~

34       ~~(e) Other fees as the secretary of state may establish by rule  
35       adopted under chapter 34.05 RCW.~~

36       ~~(2) The secretary of state shall collect the following fees when  
37       the records described in this subsection are delivered for filing:~~

38       ~~One hundred seventy five dollars, pursuant to RCW 23B.01.520 and  
39       23B.01.540, for:~~



1       ~~(a) Articles of incorporation; and~~  
2       ~~(b) Application for certificate of authority.~~  
3       ~~(3) The secretary of state shall establish by rule, fees for the~~  
4 ~~following:~~  
5       ~~(a) Application for reinstatement;~~  
6       ~~(b) Articles of correction;~~  
7       ~~(c) Amendment of articles of incorporation;~~  
8       ~~(d) Restatement of articles of incorporation, with or without~~  
9 ~~amendment;~~  
10       ~~(e) Articles of merger or share exchange;~~  
11       ~~(f) Articles of revocation of dissolution;~~  
12       ~~(g) Application for amended certificate of authority;~~  
13       ~~(h) Application for reservation, registration, or assignment of~~  
14 ~~reserved name;~~  
15       ~~(i) Corporation's statement of change of registered agent or~~  
16 ~~registered office, or both, except where this information is provided~~  
17 ~~in conjunction with and on an initial report or an annual report form~~  
18 ~~filed under RCW 23B.01.530, 23B.01.550, 23B.02.050, or 23B.16.220;~~  
19       ~~(j) Agent's resignation, or statement of change of registered~~  
20 ~~office, or both, for each affected corporation;~~  
21       ~~(k) Initial report; and~~  
22       ~~(l) Any record not listed in this subsection that is required or~~  
23 ~~permitted to be filed under this title.~~  
24       ~~(4) Fees shall be adjusted by rule only in an amount that does~~  
25 ~~not exceed the average biennial increase in the cost of providing~~  
26 ~~service. This shall be determined in a biennial cost study performed~~  
27 ~~by the secretary of state.~~  
28       ~~(5) The secretary of state shall not collect fees for:~~  
29       ~~(a) Agent's consent to act as agent;~~  
30       ~~(b) Agent's resignation, if appointed without consent;~~  
31       ~~(c) Articles of dissolution;~~  
32       ~~(d) Certificate of judicial dissolution;~~  
33       ~~(e) Application for certificate of withdrawal; and~~  
34       ~~(f) Annual report when filed concurrently with the payment of~~  
35 ~~annual license fees.~~  
36       ~~(6) The secretary of state shall collect a fee in an amount~~  
37 ~~established by the secretary of state by rule per defendant served,~~  
38 ~~upon being served process under this title. The party to a proceeding~~  
39 ~~causing service of process is entitled to recover this fee as costs~~  
40 ~~if such party prevails in the proceeding.~~

1       ~~(7) The secretary of state shall establish by rule and collect a~~  
2 ~~fee from every person or organization:~~

3       ~~(a) For furnishing a certified copy of any record, instrument, or~~  
4 ~~paper relating to a corporation;~~

5       ~~(b) For furnishing a certificate, under seal, attesting to the~~  
6 ~~existence of a corporation, or any other certificate; and~~

7       ~~(c) For furnishing copies of any record, instrument, or paper~~  
8 ~~relating to a corporation, other than of an initial report or an~~  
9 ~~annual report.~~

10       ~~(8) For annual license fees for domestic and foreign~~  
11 ~~corporations, see RCW 23B.01.500, 23B.01.510, 23B.01.530, and~~  
12 ~~23B.01.550. For penalties for nonpayment of annual license fees and~~  
13 ~~failure to complete annual report, see RCW 23B.01.570)) under section~~  
14 ~~1213 of this act and RCW 43.07.120.~~

15       **Sec. 2103.** RCW 23B.01.230 and 2002 c 297 s 4 are each amended to  
16 read as follows:

17       ~~((1) Except as provided in subsection (2) of this section and~~  
18 ~~RCW 23B.01.240(3), a record accepted for filing is effective on the~~  
19 ~~date it is filed by the secretary of state and at the time on that~~  
20 ~~date specified in the record. If no time is specified in the record,~~  
21 ~~the record is effective at the close of business on the date it is~~  
22 ~~filed by the secretary of state.~~

23       ~~(2) If a record specifies a delayed effective time and date, the~~  
24 ~~record becomes effective at the time and date specified. If a record~~  
25 ~~specifies a delayed effective date but no time is specified, the~~  
26 ~~record is effective at the close of business on that date. A delayed~~  
27 ~~effective date for a record may not be later than the ninetieth day~~  
28 ~~after the date it is filed.~~

29       ~~(3) When a record is received for filing by the secretary of~~  
30 ~~state in a form which complies with the requirements of this title~~  
31 ~~and which would entitle the record to be filed on receipt, but the~~  
32 ~~secretary of state's approval action occurs subsequent to the date of~~  
33 ~~receipt, the secretary of state's filing date shall relate back to~~  
34 ~~and be shown as the date on which the secretary of state first~~  
35 ~~received the record in acceptable form)) A record filed with the~~  
36 ~~secretary of state is effective as provided in section 1203 of this~~  
37 ~~act, and may state a delayed effective date and time in accordance~~  
38 ~~with section 1203 of this act.~~

1       **Sec. 2104.** RCW 23B.01.240 and 2002 c 297 s 5 are each amended to  
2 read as follows:

3       ~~((1))~~ A domestic or foreign corporation may correct a record  
4 filed by the secretary of state ~~((if the record (a) contains an~~  
5 ~~incorrect statement; or (b) was defectively executed, attested,~~  
6 ~~sealed, verified, or acknowledged.~~

7       ~~(2) A record is corrected:~~

8       ~~(a) By preparing articles of correction that (i) describe the~~  
9 ~~record, including its filing date, or attach a copy of it to the~~  
10 ~~articles of correction, (ii) specify the incorrect statement and the~~  
11 ~~reason it is incorrect or the manner in which the execution was~~  
12 ~~defective, and (iii) correct the incorrect statement or defective~~  
13 ~~execution; and~~

14       ~~(b) By delivering the articles of correction to the secretary of~~  
15 ~~state for filing.~~

16       ~~(3) Articles of correction are effective on the effective date of~~  
17 ~~the record they correct except as to persons relying on the~~  
18 ~~uncorrected record and adversely affected by the correction. As to~~  
19 ~~those persons, articles of correction are effective when filed) in~~  
20 ~~accordance with section 1205 of this act.~~

21       **Sec. 2105.** RCW 23B.01.250 and 2002 c 297 s 6 are each amended to  
22 read as follows:

23       ~~((1) If a record delivered to the office of the secretary of~~  
24 ~~state for filing satisfies the requirements of RCW 23B.01.200, the~~  
25 ~~secretary of state shall file it.~~

26       ~~(2)(a) The secretary of state files a record: (i) In the case of~~  
27 ~~a record in a tangible medium, by stamping or otherwise endorsing~~  
28 ~~"Filed," together with the secretary of state's name and official~~  
29 ~~title and the date of filing, on both the original and the record~~  
30 ~~copy; and (ii) in the case of an electronically transmitted record,~~  
31 ~~by the electronic processes as may be prescribed by the secretary of~~  
32 ~~state from time to time that result in the information required by~~  
33 ~~(a)(i) of this subsection being permanently attached to or associated~~  
34 ~~with such electronically transmitted record.~~

35       ~~(b) After filing a record, the secretary of state shall deliver a~~  
36 ~~record of the filing to the domestic or foreign corporation or its~~  
37 ~~representative either: (i) In a written copy of the filing; or (ii)~~  
38 ~~if the corporation has designated an address, location, or system to~~  
39 ~~which the record may be electronically transmitted and the secretary~~

1 of state elects to provide the record by electronic transmission, in  
2 an electronically transmitted record of the filing.

3 ~~(3) If the secretary of state refuses to file a record, the~~  
4 ~~secretary of state shall return it to the domestic or foreign~~  
5 ~~corporation or its representative, together with a brief explanation~~  
6 ~~of the reason for the refusal. The explanation shall be either: (a)~~  
7 ~~In a written record or (b) if the corporation has designated an~~  
8 ~~address, location, or system to which the explanation may be~~  
9 ~~electronically transmitted and the secretary of state elects to~~  
10 ~~provide the explanation by electronic transmission, in an~~  
11 ~~electronically transmitted record.~~

12 ~~(4) The secretary of state's duty to file records under this~~  
13 ~~section is ministerial. Filing or refusal to file a record does not:~~

14 ~~(a) Affect the validity or invalidity of the record in whole or~~  
15 ~~part;~~

16 ~~(b) Relate to the correctness or incorrectness of information~~  
17 ~~contained in the record; or~~

18 ~~(c) Create a presumption that the record is valid or invalid or~~  
19 ~~that information contained in the record is correct or incorrect))~~

20 Section 1206 of this act governs the secretary of state's duty to  
21 file records delivered to the secretary of state for filing, the  
22 manner and effect of filing, and procedures that apply when the  
23 secretary of state refuses to file a record.

24 **Sec. 2106.** RCW 23B.01.280 and 1991 c 72 s 27 are each amended to  
25 read as follows:

26 ~~((1))~~ Any person may apply to the secretary of state under  
27 section 1208 of this act to furnish a certificate of existence for a  
28 domestic corporation or a certificate of ~~((authorization))~~  
29 registration for a foreign corporation.

30 ~~((2) A certificate of existence or authorization means that as~~  
31 ~~of the date of its issuance:~~

32 ~~(a) The domestic corporation is duly incorporated under the laws~~  
33 ~~of this state, or that the foreign corporation is authorized to~~  
34 ~~transact business in this state;~~

35 ~~(b) All fees and penalties owed to this state under this title~~  
36 ~~have been paid, if (i) payment is reflected in the records of the~~  
37 ~~secretary of state, and (ii) nonpayment affects the existence or~~  
38 ~~authorization of the domestic or foreign corporation;~~

1       ~~(c) The corporation's initial report or its most recent annual~~  
2 ~~report required by RCW 23B.16.220 has been delivered to the secretary~~  
3 ~~of state; and~~

4       ~~(d) Articles of dissolution or an application for withdrawal have~~  
5 ~~not been filed by the secretary of state.~~

6       ~~(3) A person may apply to the secretary of state to issue a~~  
7 ~~certificate covering any fact of record.~~

8       ~~(4) Subject to any qualification stated in the certificate, a~~  
9 ~~certificate of existence or authorization issued by the secretary of~~  
10 ~~state may be relied upon as conclusive evidence that the domestic or~~  
11 ~~foreign corporation is in existence or is authorized to transact~~  
12 ~~business in the corporate form in this state.)~~

13       **Sec. 2107.** RCW 23B.01.290 and 1989 c 165 s 12 are each amended  
14 to read as follows:

15       ~~((Any person who signs a document such person knows is false in~~  
16 ~~any material respect with intent that the document be delivered to~~  
17 ~~the secretary of state for filing is guilty of a gross misdemeanor~~  
18 ~~punishable under chapter 9A.20 RCW)) Section 1209 of this act governs~~  
19 ~~the penalty that applies for executing a false record that is~~  
20 ~~intended to be delivered to the secretary of state for filing.~~

21       **Sec. 2108.** RCW 23B.01.410 and 2009 c 189 s 2 are each amended to  
22 read as follows:

23       (1) Notice under this title must be provided in the form of a  
24 record, except that oral notice of any meeting of the board of  
25 directors may be given if expressly authorized by the articles of  
26 incorporation or bylaws.

27       (2) Permissible means of transmission.

28       (a) Oral notice. Oral notice may be communicated in person, by  
29 telephone, wire, or wireless equipment which does not transmit a  
30 facsimile of the notice, or by any electronic means which does not  
31 create a record. If these forms of oral notice are impracticable,  
32 oral notice may be communicated by radio, television, or other form  
33 of public broadcast communication.

34       (b) Notice provided in a tangible medium. Notice may be provided  
35 in a tangible medium and be transmitted by mail, private carrier, or  
36 personal delivery; telegraph or teletype; or telephone, wire, or  
37 wireless equipment which transmits a facsimile of the notice. If  
38 these forms of notice in a tangible medium are impracticable, notice

1 in a tangible medium may be transmitted by an advertisement in a  
2 newspaper of general circulation in the area where published.

3 (c) Notice provided in an electronic transmission.

4 (i) Notice may be provided in an electronic transmission and be  
5 electronically transmitted.

6 (ii) Notice to shareholders or directors in an electronic  
7 transmission is effective only with respect to shareholders and  
8 directors that have consented, in the form of a record, to receive  
9 electronically transmitted notices under this title and designated in  
10 the consent the address, location, or system to which these notices  
11 may be electronically transmitted and with respect to a notice that  
12 otherwise complies with any other requirements of this title and  
13 applicable federal law.

14 (A) Notice to shareholders or directors for this purpose includes  
15 material that this title requires to accompany the notice.

16 (B) A shareholder or director who has consented to receipt of  
17 electronically transmitted notices may revoke this consent by  
18 delivering a revocation to the corporation in the form of a record.

19 (C) The consent of any shareholder or director is revoked if (I)  
20 the corporation is unable to electronically transmit two consecutive  
21 notices given by the corporation in accordance with the consent, and  
22 (II) this inability becomes known to the secretary of the  
23 corporation, the transfer agent, or any other person responsible for  
24 giving the notice. The inadvertent failure by the corporation to  
25 treat this inability as a revocation does not invalidate any meeting  
26 or other corporate action.

27 (iii) Notice to shareholders or directors who have consented to  
28 receipt of electronically transmitted notices may be provided by (A)  
29 posting the notice on an electronic network and (B) delivering to the  
30 shareholder or director a separate record of the posting, together  
31 with comprehensible instructions regarding how to obtain access to  
32 the posting on the electronic network.

33 (iv) Notice to a domestic or foreign corporation, authorized to  
34 transact business in this state, in an electronic transmission is  
35 effective only with respect to a corporation that has designated in a  
36 record an address, location, or system to which the notices may be  
37 electronically transmitted.

38 (d) Materials accompanying notice to shareholders of public  
39 companies. Notwithstanding anything to the contrary in this section  
40 or any other section of this title, if this title requires that a

1 notice to shareholders be accompanied by certain material, a public  
2 company may satisfy such a requirement, whether or not a shareholder  
3 has consented to receive electronically transmitted notice, by (i)  
4 posting the material on an electronic network (either separate from,  
5 or in combination or as part of, any other materials the public  
6 company has posted on the electronic network in compliance with  
7 applicable federal law) at or prior to the time that the notice is  
8 delivered to the public company's shareholders entitled to receive  
9 the notice, and (ii) delivering to the public company's shareholders  
10 entitled to receive the notice a separate record of the posting  
11 (which record may accompany, or be contained in, the notice),  
12 together with comprehensible instructions regarding how to obtain  
13 access to the posting on the electronic network. In such a case, the  
14 material is deemed to have been delivered to the public company's  
15 shareholders at the time the notice to the shareholders is effective  
16 under this section. A public company that elects pursuant to this  
17 section to post on an electronic network any material required by  
18 this title to accompany a notice to shareholders is required, at its  
19 expense, to provide a copy of the material in a tangible medium  
20 (alone or in combination or as part of any other materials the public  
21 company has posted on the electronic network in compliance with  
22 federal law) to any shareholder entitled to such a notice who so  
23 requests.

24 (3) Effective time and date of notice.

25 (a) Oral notice. Oral notice is effective when received.

26 (b) Notice provided in a tangible medium.

27 (i) Notice in a tangible medium, if in a comprehensible form, is  
28 effective at the earliest of the following:

29 (A) If expressly authorized by the articles of incorporation or  
30 bylaws, and if notice is sent to the person's address, telephone  
31 number, or other number appearing on the records of the corporation,  
32 when dispatched by telegraph, teletype, or facsimile equipment;

33 (B) When received;

34 (C) Except as provided in (b)(ii) of this subsection, five days  
35 after its deposit in the United States mail, as evidenced by the  
36 postmark, if mailed with first-class postage, prepaid and correctly  
37 addressed; or

38 (D) On the date shown on the return receipt, if sent by  
39 registered or certified mail, return receipt requested, and the  
40 receipt is signed by or on behalf of the addressee.

1 (ii) Notice in a tangible medium by a domestic or foreign  
2 corporation to its shareholder, if in a comprehensible form and  
3 correctly addressed to the shareholder's address shown in the  
4 corporation's current record of shareholders, is effective:

5 (A) When mailed, if mailed with first-class postage prepaid; and

6 (B) When dispatched, if prepaid, by air courier.

7 (iii) Notice in a tangible medium to a domestic or foreign  
8 corporation, authorized to transact business in this state, may be  
9 addressed to the corporation's registered agent (~~at its registered~~  
10 ~~office~~) or to the corporation or its secretary at its principal  
11 office shown in its most recent annual report, or in the case of a  
12 foreign corporation that has not yet delivered its annual report in  
13 its (~~application for a certificate of authority~~) foreign  
14 registration statement.

15 (c) Notice provided in an electronic transmission. Notice  
16 provided in an electronic transmission, if in comprehensible form, is  
17 effective when it: (i) Is electronically transmitted to an address,  
18 location, or system designated by the recipient for that purpose; or  
19 (ii) has been posted on an electronic network and a separate record  
20 of the posting has been delivered to the recipient together with  
21 comprehensible instructions regarding how to obtain access to the  
22 posting on the electronic network.

23 (4) If this title prescribes notice requirements for particular  
24 circumstances, those requirements govern. If articles of  
25 incorporation or bylaws prescribe notice requirements, not  
26 inconsistent with this section or other provisions of this title,  
27 those requirements govern.

28 **Sec. 2109.** RCW 23B.01.520 and 1989 c 165 s 18 are each amended  
29 to read as follows:

30 For the privilege of doing business, every domestic corporation,  
31 except one for which existing law provides a different fee schedule,  
32 shall pay a fee for the filing of its articles of incorporation and  
33 its first year's license ((a fee of one hundred seventy five  
34 dollars)), and an annual license fee for each year following  
35 incorporation on or before the expiration of its corporate license,  
36 in an amount established by the secretary of state under section 1213  
37 of this act.



1       **Sec. 2110.** RCW 23B.01.540 and 1989 c 165 s 20 are each amended  
2 to read as follows:

3       A foreign corporation doing an intrastate business or seeking to  
4 do an intrastate business in the state of Washington shall (~~qualify~~  
5 ~~so to do in the manner prescribed in this title and shall~~) pay for  
6 the privilege of so doing the same filing and annual license fees  
7 prescribed in (~~this title for domestic corporations, including the~~  
8 ~~same fees as are prescribed in~~) RCW 23B.01.520(~~, for the filing of~~  
9 ~~articles of incorporation of a domestic corporation~~) for domestic  
10 corporations.

11       **Sec. 2111.** RCW 23B.01.570 and 1994 c 287 s 6 are each amended to  
12 read as follows:

13       In the event any corporation, foreign or domestic, fails to file  
14 a full and complete initial report under (~~RCW 23B.02.050(4) and~~  
15 ~~23B.16.220(3)~~) section 1212 of this act or does business in this  
16 state without having paid its annual corporate license fee and  
17 without having filed a substantially complete annual report under  
18 (~~RCW 23B.16.220(1)~~) section 1212 of this act when either is due,  
19 there shall become due and owing the state of Washington a penalty as  
20 established by rule by the secretary under section 1213 of this act.

21       A corporation organized under this title may at any time prior to  
22 its dissolution as provided in (~~RCW 23B.14.200~~) part I, Article 6  
23 of this act, and a foreign corporation (~~qualified~~) registered to do  
24 business in this state may at any time prior to the (~~revocation of~~  
25 ~~its certificate of authority~~) termination of its registration as  
26 provided in (~~RCW 23B.15.300~~) section 1511 of this act, pay to the  
27 state of Washington its current annual license fee, provided it also  
28 pays an amount equal to all previously unpaid annual license fees  
29 plus the penalty established by rule by the secretary under section  
30 1213 of this act.

31       **Sec. 2112.** RCW 23B.02.020 and 2009 c 189 s 3 are each amended to  
32 read as follows:

33       (1) The articles of incorporation must set forth:

34       (a) A corporate name for the corporation that satisfies the  
35 requirements of (~~RCW 23B.04.010~~) part I, Article 3 of this act;

36       (b) The number of shares the corporation is authorized to issue  
37 in accordance with RCW 23B.06.010 and 23B.06.020;

1           (c) The (~~street address of the corporation's initial registered~~  
2 ~~office and the~~) name and address of its initial registered agent  
3 (~~at that office~~) designated in accordance with (~~RCW 23B.05.010~~)  
4 part I, Article 4 of this act; and

5           (d) The name and address of each incorporator in accordance with  
6 RCW 23B.02.010.

7           (2) The articles of incorporation or bylaws must either specify  
8 the number of directors or specify the process by which the number of  
9 directors will be fixed, unless the articles of incorporation  
10 dispense with a board of directors pursuant to RCW 23B.08.010.

11           (3) Unless its articles of incorporation provide otherwise, a  
12 corporation is governed by the following provisions:

13           (a) The board of directors may adopt bylaws to be effective only  
14 in an emergency as provided by RCW 23B.02.070;

15           (b) A corporation has the purpose of engaging in any lawful  
16 business under RCW 23B.03.010;

17           (c) A corporation has perpetual existence and succession in its  
18 corporate name under RCW 23B.03.020;

19           (d) A corporation has the same powers as an individual to do all  
20 things necessary or convenient to carry out its business and affairs,  
21 including itemized powers under RCW 23B.03.020;

22           (e) All shares are of one class and one series, have unlimited  
23 voting rights, and are entitled to receive the net assets of the  
24 corporation upon dissolution under RCW 23B.06.010 and 23B.06.020;

25           (f) If more than one class of shares is authorized, all shares of  
26 a class must have preferences, limitations, and relative rights  
27 identical to those of other shares of the same class under RCW  
28 23B.06.010;

29           (g) If the board of directors is authorized to designate the  
30 number of shares in a series, the board may, after the issuance of  
31 shares in that series, reduce the number of authorized shares of that  
32 series under RCW 23B.06.020;

33           (h) The board of directors must approve any issuance of shares  
34 under RCW 23B.06.210;

35           (i) Shares may be issued pro rata and without consideration to  
36 shareholders under RCW 23B.06.230;

37           (j) Shares of one class or series may not be issued as a share  
38 dividend with respect to another class or series, unless there are no  
39 outstanding shares of the class or series to be issued, or a majority

1 of votes entitled to be cast by such class or series approve as  
2 provided in RCW 23B.06.230;

3 (k) A corporation may issue rights, options, or warrants for the  
4 purchase of shares of the corporation under RCW 23B.06.240;

5 (l) A shareholder has, and may waive, a preemptive right to  
6 acquire the corporation's unissued shares as provided in RCW  
7 23B.06.300;

8 (m) Shares of a corporation acquired by it may be reissued under  
9 RCW 23B.06.310;

10 (n) The board may authorize and the corporation may make  
11 distributions not prohibited by statute under RCW 23B.06.400;

12 (o) The preferential rights upon dissolution of certain  
13 shareholders will be considered a liability for purposes of  
14 determining the validity of a distribution under RCW 23B.06.400;

15 (p) Corporate action may be approved by shareholders by unanimous  
16 consent of all shareholders entitled to vote on the corporate action,  
17 unless the approval of a lesser number of shareholders is permitted  
18 as provided in RCW 23B.07.040, which shareholder consent shall be in  
19 the form of a record;

20 (q) Unless this title requires otherwise, the corporation is  
21 required to give notice only to shareholders entitled to vote at a  
22 meeting and the notice for an annual meeting need not include the  
23 purpose for which the meeting is called under RCW 23B.07.050;

24 (r) A corporation that is a public company shall hold a special  
25 meeting of shareholders if the holders of at least ten percent of the  
26 votes entitled to be cast on any issue proposed to be considered at  
27 the meeting demand a meeting under RCW 23B.07.020;

28 (s) Subject to statutory exceptions, each outstanding share,  
29 regardless of class, is entitled to one vote on each matter voted on  
30 at a shareholders' meeting under RCW 23B.07.210;

31 (t) A majority of the votes entitled to be cast on a matter by a  
32 voting group constitutes a quorum, unless the title provides  
33 otherwise under RCW 23B.07.250 and 23B.07.270;

34 (u) Corporate action on a matter, other than election of  
35 directors, by a voting group is approved if the votes cast within the  
36 voting group favoring the corporate action exceed the votes cast  
37 opposing the corporate action, unless this title requires a greater  
38 number of affirmative votes under RCW 23B.07.250;

1 (v) All shares of one or more classes or series that are entitled  
2 to vote will be counted together collectively on any matter at a  
3 meeting of shareholders under RCW 23B.07.260;

4 (w) Directors are elected by cumulative voting under RCW  
5 23B.07.280;

6 (x) Directors are elected by a plurality of votes cast by shares  
7 entitled to vote under RCW 23B.07.280, except as otherwise provided  
8 in the articles of incorporation or a bylaw adopted pursuant to RCW  
9 23B.10.205;

10 (y) A corporation must have a board of directors under RCW  
11 23B.08.010;

12 (z) All corporate powers must be exercised by or under the  
13 authority of, and the business and affairs of the corporation managed  
14 under the direction of, its board of directors under RCW 23B.08.010;

15 (aa) The shareholders may remove one or more directors with or  
16 without cause under RCW 23B.08.080;

17 (bb) A vacancy on the board of directors may be filled by the  
18 shareholders or the board of directors under RCW 23B.08.100;

19 (cc) A corporation shall indemnify a director who was wholly  
20 successful in the defense of any proceeding to which the director was  
21 a party because the director is or was a director of the corporation  
22 against reasonable expenses incurred by the director in connection  
23 with the proceeding under RCW 23B.08.520;

24 (dd) A director of a corporation who is a party to a proceeding  
25 may apply for indemnification of reasonable expenses incurred by the  
26 director in connection with the proceeding to the court conducting  
27 the proceeding or to another court of competent jurisdiction under  
28 RCW 23B.08.540;

29 (ee) An officer of the corporation who is not a director is  
30 entitled to mandatory indemnification under RCW 23B.08.520, and is  
31 entitled to apply for court-ordered indemnification under RCW  
32 23B.08.540, in each case to the same extent as a director under RCW  
33 23B.08.570;

34 (ff) The corporation may indemnify and advance expenses to an  
35 officer, employee, or agent of the corporation who is not a director  
36 to the same extent as to a director under RCW 23B.08.570;

37 (gg) A corporation may indemnify and advance expenses to an  
38 officer, employee, or agent who is not a director to the extent,  
39 consistent with law, that may be provided by its articles of

1 incorporation, bylaws, general or specific approval of its board of  
2 directors, or contract under RCW 23B.08.570;

3 (hh) A corporation's board of directors may adopt certain  
4 amendments to the corporation's articles of incorporation without  
5 shareholder approval under RCW 23B.10.020;

6 (ii) Unless this title or the board of directors requires a  
7 greater vote or a vote by voting groups, an amendment to the  
8 corporation's articles of incorporation must be approved by each  
9 voting group entitled to vote on the proposed amendment by two-  
10 thirds, or, in the case of a public company, a majority, of all the  
11 votes entitled to be cast by that voting group under RCW 23B.10.030;

12 (jj) A corporation's board of directors may amend or repeal the  
13 corporation's bylaws unless this title reserves this power  
14 exclusively to the shareholders in whole or in part, or unless the  
15 shareholders in amending or repealing a bylaw provide expressly that  
16 the board of directors may not amend or repeal that bylaw under RCW  
17 23B.10.200;

18 (kk) Unless this title or the board of directors require a  
19 greater vote or a vote by voting groups, a plan of merger or share  
20 exchange must be approved by each voting group entitled to vote on  
21 the merger or share exchange by two-thirds of all the votes entitled  
22 to be cast by that voting group under RCW 23B.11.030;

23 (ll) Approval by the shareholders of the sale, lease, exchange,  
24 or other disposition of all, or substantially all, the corporation's  
25 property in the usual and regular course of business is not required  
26 under RCW 23B.12.010;

27 (mm) Approval by the shareholders of the mortgage, pledge,  
28 dedication to the repayment of indebtedness, or other encumbrance of  
29 any or all of the corporation's property, whether or not in the usual  
30 and regular course of business, is not required under RCW 23B.12.010;

31 (nn) Unless the board of directors requires a greater vote or a  
32 vote by voting groups, a sale, lease, exchange, or other disposition  
33 of all or substantially all of the corporation's property, other than  
34 in the usual and regular course of business, must be approved by each  
35 voting group entitled to vote on such transaction by two-thirds of  
36 all votes entitled to be cast by that voting group under RCW  
37 23B.12.020; and

38 (oo) Unless the board of directors requires a greater vote or a  
39 vote by voting groups, a proposal to dissolve must be approved by  
40 each voting group entitled to vote on the dissolution by two-thirds

1 of all votes entitled to be cast by that voting group under RCW  
2 23B.14.020.

3 (4) Unless its articles of incorporation or its bylaws provide  
4 otherwise, a corporation is governed by the following provisions:

5 (a) The board of directors may approve the issuance of some or  
6 all of the shares of any or all of the corporation's classes or  
7 series without certificates under RCW 23B.06.260;

8 (b) A corporation that is not a public company shall hold a  
9 special meeting of shareholders if the holders of at least ten  
10 percent of the votes entitled to be cast on any issue proposed to be  
11 considered at the meeting demand a meeting under RCW 23B.07.020;

12 (c) A director need not be a resident of this state or a  
13 shareholder of the corporation under RCW 23B.08.020;

14 (d) The board of directors may fix the compensation of directors  
15 under RCW 23B.08.110;

16 (e) Members of the board of directors may participate in a  
17 meeting of the board by any means of similar communication by which  
18 all directors participating can hear each other during the meeting  
19 under RCW 23B.08.200;

20 (f) Corporate action permitted or required by this title to be  
21 taken at a board of directors' meeting may be approved without a  
22 meeting if approved by all members of the board under RCW 23B.08.210;

23 (g) Regular meetings of the board of directors may be held  
24 without notice of the date, time, place, or purpose of the meeting  
25 under RCW 23B.08.220;

26 (h) Special meetings of the board of directors must be preceded  
27 by at least two days' notice of the date, time, and place of the  
28 meeting, and the notice need not describe the purpose of the special  
29 meeting under RCW 23B.08.220;

30 (i) A quorum of a board of directors consists of a majority of  
31 the number of directors under RCW 23B.08.240;

32 (j) If a quorum is present when a vote is taken, the affirmative  
33 vote of a majority of directors present is the act of the board of  
34 directors under RCW 23B.08.240;

35 (k) A board of directors may create one or more committees and  
36 appoint members of the board of directors to serve on them under RCW  
37 23B.08.250; and

38 (l) Unless approved by the shareholders, a corporation may  
39 indemnify, or make advances to, a director for reasonable expenses  
40 incurred in the defense of any proceeding to which the director was a

1 party because of being a director only to the extent such action is  
2 consistent with RCW 23B.08.500 through 23B.08.580.

3 (5) The articles of incorporation may contain the following  
4 provisions:

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

7 (b) The par value of any authorized shares or classes of shares;

8 (c) Provisions not inconsistent with law related to the  
9 management of the business and the regulation of the affairs of the  
10 corporation;

11 (d) Any provision that under this title is required or permitted  
12 to be set forth in the bylaws;

13 (e) Provisions not inconsistent with law defining, limiting, and  
14 regulating the powers of the corporation, its board of directors, and  
15 shareholders;

16 (f) Provisions authorizing corporate action to be approved by  
17 consent of less than all of the shareholders entitled to vote on the  
18 corporate action, in accordance with RCW 23B.07.040;

19 (g) If the articles of incorporation authorize dividing shares  
20 into classes, the election of all or a specified number of directors  
21 may be effected by the holders of one or more authorized classes of  
22 shares under RCW 23B.08.040;

23 (h) The terms of directors may be staggered under RCW 23B.08.060;

24 (i) Shares may be redeemable or convertible (i) at the option of  
25 the corporation, the shareholder, or another person, or upon the  
26 occurrence of a designated event; (ii) for cash, indebtedness,  
27 securities, or other property; or (iii) in a designated amount or in  
28 an amount determined in accordance with a designated formula or by  
29 reference to extrinsic data or events under RCW 23B.06.010; and

30 (j) A director's personal liability to the corporation or its  
31 shareholders for monetary damages for conduct as a director may be  
32 eliminated or limited under RCW 23B.08.320.

33 (6) The articles of incorporation or the bylaws may contain the  
34 following provisions:

35 (a) A restriction on the transfer or registration of transfer of  
36 the corporation's shares under RCW 23B.06.270;

37 (b) Shareholders may participate in a meeting of shareholders by  
38 any means of communication by which all persons participating in the  
39 meeting can hear each other under RCW 23B.07.080;

1 (c) A quorum of the board of directors may consist of as few as  
2 one-third of the number of directors under RCW 23B.08.240;

3 (d) If the corporation is registered as an investment company  
4 under the investment company act of 1940, a provision limiting the  
5 requirement to hold an annual meeting of shareholders as provided in  
6 RCW 23B.07.010(2); and

7 (e) If the corporation is registered as an investment company  
8 under the investment company act of 1940, a provision establishing  
9 terms of directors which terms may be longer than one year as  
10 provided in RCW 23B.05.050.

11 (7) The articles of incorporation need not set forth any of the  
12 corporate powers enumerated in this title.

13 **Sec. 2113.** RCW 23B.02.050 and 2009 c 189 s 4 are each amended to  
14 read as follows:

15 (1) After incorporation:

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

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

25 (i) To elect directors and complete the organization of the  
26 corporation; or

27 (ii) To elect a board of directors who shall complete the  
28 organization of the corporation.

29 (2) Corporate action required or permitted by this title to be  
30 approved by incorporators at an organizational meeting may be  
31 approved without a meeting if the approval is evidenced by the  
32 consent of each of the incorporators in the form of a record  
33 describing the corporate action so approved and executed by each  
34 incorporator.

35 (3) An organizational meeting may be held in or out of this  
36 state.

37 (4) A ~~((corporation's initial report containing the information~~  
38 ~~described in RCW 23B.16.220(1)))~~ corporation must ~~((be delivered))~~  
39 deliver an initial report to the secretary of state ~~((within one~~



1 ~~hundred twenty days of the date on which the corporation's articles~~  
2 ~~of incorporation were filed)) in accordance with section 1212 of this~~  
3 ~~act.~~

4 **Sec. 2114.** RCW 23B.04.010 and 2012 c 215 s 18 are each amended  
5 to read as follows:

6 ((~~1~~)) A corporate name(~~:~~

7 ~~(a) Must contain the word "corporation," "incorporated,"~~  
8 ~~"company," or "limited," or the abbreviation "corp.," "inc.," "co.,"~~  
9 ~~or "ltd.";~~

10 ~~(b) Must not contain language stating or implying that the~~  
11 ~~corporation is organized for a purpose other than those permitted by~~  
12 ~~RCW 23B.03.010 and its articles of incorporation;~~

13 ~~(c) Must not contain any of the following words or phrases:~~

14 ~~"Bank," "banking," "banker," "trust," "cooperative," or any~~  
15 ~~combination of the words "industrial" and "loan," or any combination~~  
16 ~~of any two or more of the words "building," "savings," "loan,"~~  
17 ~~"home," "association," and "society," or any other words or phrases~~  
18 ~~prohibited by any statute of this state; and~~

19 ~~(d) Except as authorized by subsections (2) and (3) of this~~  
20 ~~section, must be distinguishable upon the records of the secretary of~~  
21 ~~state from:~~

22 ~~(i) The corporate name of a corporation incorporated or~~  
23 ~~authorized to transact business in this state;~~

24 ~~(ii) A corporate name reserved or registered under chapter 23B.04~~  
25 ~~RCW;~~

26 ~~(iii) The fictitious name adopted under RCW 23B.15.060 by a~~  
27 ~~foreign corporation authorized to transact business in this state~~  
28 ~~because its real name is unavailable;~~

29 ~~(iv) The corporate name or reserved name of a not-for-profit~~  
30 ~~corporation incorporated or authorized to conduct affairs in this~~  
31 ~~state under chapter 24.03 RCW;~~

32 ~~(v) The name or reserved name of a mutual corporation or~~  
33 ~~miscellaneous corporation incorporated or authorized to do business~~  
34 ~~under chapter 24.06 RCW;~~

35 ~~(vi) The name or reserved name of a foreign or domestic limited~~  
36 ~~partnership formed or registered under chapter 25.10 RCW;~~

37 ~~(vii) The name or reserved name of a limited liability company~~  
38 ~~organized or registered under chapter 25.15 RCW;~~

1       ~~(viii) The name or reserved name of a limited liability~~  
2 ~~partnership registered under chapter 25.04 RCW; and~~

3       ~~(ix) The name or reserved name of a social purpose corporation~~  
4 ~~registered under chapter 23B.25 RCW.~~

5       ~~(2) A corporation may apply to the secretary of state for~~  
6 ~~authorization to use a name that is not distinguishable upon the~~  
7 ~~records from one or more of the names described in subsection (1) of~~  
8 ~~this section. The secretary of state shall authorize use of the name~~  
9 ~~applied for if:~~

10       ~~(a) The other corporation, company, holder, limited liability~~  
11 ~~partnership, or limited partnership consents to the use in writing~~  
12 ~~and files with the secretary of state documents necessary to change~~  
13 ~~its name or the name reserved or registered to a name that is~~  
14 ~~distinguishable upon the records of the secretary of state from the~~  
15 ~~name of the applying corporation; or~~

16       ~~(b) The applicant delivers to the secretary of state a certified~~  
17 ~~copy of the final judgment of a court of competent jurisdiction~~  
18 ~~establishing the applicant's right to use the name applied for in~~  
19 ~~this state.~~

20       ~~(3) A corporation may use the name, including the fictitious~~  
21 ~~name, of another domestic or foreign corporation, limited liability~~  
22 ~~company, limited partnership, or limited liability partnership, that~~  
23 ~~is used in this state if the other entity is formed or authorized to~~  
24 ~~transact business in this state, and the proposed user corporation:~~

25       ~~(a) Has merged with the other corporation, limited liability~~  
26 ~~company, or limited partnership; or~~

27       ~~(b) Has been formed by reorganization of the other corporation.~~

28       ~~(4) This title does not control the use of assumed business names~~  
29 ~~or "trade names."~~

30       ~~(5) A name shall not be considered distinguishable upon the~~  
31 ~~records of the secretary of state by virtue of:~~

32       ~~(a) A variation in any of the following designations for the same~~  
33 ~~name: "Corporation," "incorporated," "company," "limited,"~~  
34 ~~"partnership," "limited partnership," "limited liability company,"~~  
35 ~~"limited liability partnership," or "social purpose corporation," or~~  
36 ~~the abbreviations "corp.," "inc.," "co.," "ltd.," "LP," "L.P.,"~~  
37 ~~"LLP," "L.L.P.," "LLC," "L.L.C." "SPC," or "S.P.C.";~~

38       ~~(b) The addition or deletion of an article or conjunction such as~~  
39 ~~"the" or "and" from the same name;~~

1       ~~(c) Punctuation, capitalization, or special characters or symbols~~  
2 ~~in the same name; or~~  
3       ~~(d) Use of abbreviation or the plural form of a word in the same~~  
4 ~~name)) must comply with the requirements of part I, Article 3 of this~~  
5 ~~act.~~

6       **Sec. 2115.** RCW 23B.04.020 and 1989 c 165 s 38 are each amended  
7 to read as follows:

8       ~~((1)) A person may reserve the exclusive use of a corporate~~  
9 ~~name(, including a fictitious name adopted pursuant to RCW~~  
10 ~~23B.15.060 for a foreign corporation whose corporate name is not~~  
11 ~~available, by delivering an application to the secretary of state for~~  
12 ~~filing. The application must set forth the name and address of the~~  
13 ~~applicant and the name proposed to be reserved. If the secretary of~~  
14 ~~state finds that the corporate name applied for is available, the~~  
15 ~~secretary of state shall reserve the name for the applicant's~~  
16 ~~exclusive use for a nonrenewable one hundred eighty day period.~~

17       ~~(2) The owner of a reserved corporate name may transfer the~~  
18 ~~reservation to another person by delivering to the secretary of state~~  
19 ~~a signed notice of the transfer that states the name and address of~~  
20 ~~the transferee)) in accordance with section 1303 of this act.~~

21       **Sec. 2116.** RCW 23B.04.030 and 1989 c 165 s 39 are each amended  
22 to read as follows:

23       ~~((1)) A foreign corporation may register its corporate name(, or~~  
24 ~~its corporate name with any addition required by RCW 23B.15.060,~~  
25 ~~if the name is distinguishable upon the records of the secretary of~~  
26 ~~state from the names specified in RCW 23B.04.010(1).~~

27       ~~(2) A foreign corporation registers its corporate name, or its~~  
28 ~~corporate name with any addition required by RCW 23B.15.060, by~~  
29 ~~delivering to the secretary of state for filing an application that:~~

30       ~~(a) Sets forth its corporate name, or its corporate name with any~~  
31 ~~addition required by RCW 23B.15.060, and the state or country and~~  
32 ~~date of its incorporation; and~~

33       ~~(b) Is accompanied by a certificate of existence, or a document~~  
34 ~~of similar import, from the state or country of incorporation.~~

35       ~~(3) The name is registered for the applicant's exclusive use upon~~  
36 ~~the effective date of the application and until the close of the~~  
37 ~~calendar year in which the application for registration is filed.~~

1       ~~(4) A foreign corporation whose registration is effective may~~  
2 ~~renew it for successive years by delivering to the secretary of state~~  
3 ~~for filing a renewal application, which complies with the~~  
4 ~~requirements of subsection (2) of this section, between October 1 and~~  
5 ~~December 31 of the preceding year. The renewal application when filed~~  
6 ~~renews the registration for the following calendar year.~~

7       ~~(5) A foreign corporation whose registration is effective may~~  
8 ~~thereafter qualify as a foreign corporation under the registered~~  
9 ~~name, or consent in writing to the use of that name by a corporation~~  
10 ~~thereafter incorporated under this title, by a limited partnership~~  
11 ~~thereafter formed under chapter 25.10 RCW, or by another foreign~~  
12 ~~corporation or limited partnership thereafter authorized to transact~~  
13 ~~business in this state. The registration terminates when the domestic~~  
14 ~~corporation is incorporated or the domestic limited partnership is~~  
15 ~~formed, or the foreign corporation qualifies or consents to the~~  
16 ~~qualification of another foreign corporation or limited partnership~~  
17 ~~under the registered name)) in accordance with section 1304 of this~~  
18 ~~act.~~

19       **Sec. 2117.** RCW 23B.05.010 and 2002 c 297 s 15 are each amended  
20 to read as follows:

21       ~~((1))~~ Each corporation must continuously maintain in this  
22 state(~~(÷~~

23       ~~(a) A registered office that may be the same as any of its places~~  
24 ~~of business. The registered office shall be at a specific geographic~~  
25 ~~location in this state, and be identified by number, if any, and~~  
26 ~~street, or building address or rural route, or, if a commonly known~~  
27 ~~street or rural route address does not exist, by legal description. A~~  
28 ~~registered office may not be identified by post office box number or~~  
29 ~~other nongeographic address. For purposes of communicating by mail,~~  
30 ~~the secretary of state may permit the use of a post office address in~~  
31 ~~conjunction with the registered office address if the corporation~~  
32 ~~also maintains on file the specific geographic address of the~~  
33 ~~registered office where personal service of process may be made;~~

34       ~~(b) A registered agent that may be:~~

35       ~~(i) An individual residing in this state whose business office is~~  
36 ~~identical with the registered office;~~

37       ~~(ii) A domestic corporation or not for profit domestic~~  
38 ~~corporation whose business office is identical with the registered~~  
39 ~~office;~~

1       ~~(iii) A foreign corporation or not for profit foreign corporation~~  
2 ~~authorized to conduct affairs in this state whose business office is~~  
3 ~~identical with the registered office;~~

4       ~~(iv) A domestic limited liability company whose business office~~  
5 ~~is identical with the registered office; or~~

6       ~~(v) A foreign limited liability company authorized to conduct~~  
7 ~~affairs in this state whose business office is identical with the~~  
8 ~~registered office.~~

9       ~~(2) A registered agent shall not be appointed without having~~  
10 ~~given prior consent in a record to the appointment. The consent shall~~  
11 ~~be filed with the secretary of state in such form as the secretary of~~  
12 ~~state may prescribe. The consent shall be filed with or as a part of~~  
13 ~~the record first appointing a registered agent. In the event any~~  
14 ~~individual, corporation, or limited liability company has been~~  
15 ~~appointed agent without consent, that person, corporation, or limited~~  
16 ~~liability company may file a notarized statement attesting to that~~  
17 ~~fact, and the name shall immediately be removed from the records of~~  
18 ~~the secretary of state)) a registered agent in accordance with part~~  
19 ~~I, Article 4 of this act.~~

20       **Sec. 2118.** RCW 23B.05.020 and 2002 c 297 s 16 are each amended  
21 to read as follows:

22       (1) A corporation may change its ~~((registered office or))~~  
23 registered agent ~~((by delivering to the secretary of state for filing~~  
24 ~~a statement of change that sets forth:~~

25       ~~(a) The name of the corporation;~~

26       ~~(b) If the current registered office is to be changed, the street~~  
27 ~~address of the new registered office in accord with RCW~~  
28 ~~23B.05.010(1)(a);~~

29       ~~(c) If the current registered agent is to be changed, the name of~~  
30 ~~the new registered agent and the new agent's consent in a record,~~  
31 ~~either on the statement or attached to it in a manner and form as the~~  
32 ~~secretary of state may prescribe, to the appointment; and~~

33       ~~(d) That after the change or changes are made, the street~~  
34 ~~addresses of its registered office and the business office of its~~  
35 ~~registered agent will be identical)) in accordance with section 1407~~  
36 ~~of this act.~~

37       (2) ~~((If))~~ A registered agent ~~((changes the street address of the~~  
38 ~~agent's business office, the registered agent may change the street~~  
39 ~~address of the registered office of any corporation for which the~~

1 ~~agent is the registered agent by notifying the corporation of the~~  
2 ~~change either (a) in a written record, or (b) if the corporation has~~  
3 ~~designated an address, location, or system to which the notices may~~  
4 ~~be electronically transmitted and the registered agent electronically~~  
5 ~~transmits the notice to the corporation at the designated address,~~  
6 ~~location, or system, in an electronically transmitted record and~~  
7 ~~delivering to the secretary of state for filing a statement that~~  
8 ~~complies with the requirements of subsection (1) of this section and~~  
9 ~~recites that the corporation has been notified of the change)) may~~  
10 ~~change its information on file with the secretary of state in~~  
11 ~~accordance with section 1408 or 1409 of this act.~~

12 **Sec. 2119.** RCW 23B.05.030 and 1989 c 165 s 42 are each amended  
13 to read as follows:

14 ~~((1))~~ A registered agent may resign as agent by ~~((signing and))~~  
15 delivering to the secretary of state for filing a statement of  
16 resignation in accordance with section 1410 of this act. ~~((The~~  
17 ~~statement may include a statement that the registered office is also~~  
18 ~~discontinued.~~

19 ~~(2) After filing the statement the secretary of state shall mail~~  
20 ~~a copy of the statement to the corporation at its principal office.~~

21 ~~(3) The agency appointment is terminated, and the registered~~  
22 ~~office discontinued if so provided, on the 31st day after the date on~~  
23 ~~which the statement was filed.))~~

24 **Sec. 2120.** RCW 23B.05.040 and 1989 c 165 s 43 are each amended  
25 to read as follows:

26 ~~((1) A corporation's registered agent is the corporation's agent~~  
27 ~~for))~~ Service of process, notice, or demand required or permitted by  
28 law to be served on the corporation may be made in accordance with  
29 section 1411 of this act.

30 ~~((2) The secretary of state shall be an agent of a corporation~~  
31 ~~upon whom any such process, notice, or demand may be served if:~~

32 ~~(a) The corporation fails to appoint or maintain a registered~~  
33 ~~agent in this state; or~~

34 ~~(b) The registered agent cannot with reasonable diligence be~~  
35 ~~found at the registered office.~~

36 ~~(3) Service on the secretary of state of any such process,~~  
37 ~~notice, or demand shall be made by delivering to and leaving with the~~  
38 ~~secretary of state, or with any duly authorized clerk of the~~

1 ~~corporation department of the secretary of state's office, the~~  
2 ~~process, notice, or demand. In the event any such process, notice, or~~  
3 ~~demand is served on the secretary of state, the secretary of state~~  
4 ~~shall immediately cause a copy thereof to be forwarded by certified~~  
5 ~~mail, addressed to the secretary of the corporation at the~~  
6 ~~corporation's principal office as shown on the records of the~~  
7 ~~secretary of state. Any service so had on the secretary of state~~  
8 ~~shall be returnable in not less than thirty days.~~

9 ~~(4) The secretary of state shall keep a record of all processes,~~  
10 ~~notices, and demands served upon the secretary of state under this~~  
11 ~~section, and shall record therein the time of such service and the~~  
12 ~~secretary of state's action with reference thereto.~~

13 ~~(5) This section does not limit or affect the right to serve any~~  
14 ~~process, notice, or demand required or permitted by law to be served~~  
15 ~~upon a corporation in any other manner now or hereafter permitted by~~  
16 ~~law.))~~

17 **Sec. 2121.** RCW 23B.09.040 and 2014 c 83 s 12 are each amended to  
18 read as follows:

19 (1) After a plan of entity conversion by a domestic corporation  
20 converting into an other entity has been adopted and approved as  
21 required by this chapter, articles of entity conversion must be  
22 signed on behalf of the domestic corporation by any officer or other  
23 duly authorized representative and must be delivered to the secretary  
24 of state for filing.

25 (2) After the conversion of an other entity into a domestic  
26 corporation has been adopted and approved as required by the organic  
27 law of the converting entity, articles of entity conversion must be  
28 signed on behalf of the converting entity by any officer or other  
29 duly authorized representative and must be delivered to the secretary  
30 of state for filing.

31 (3) The articles of entity conversion must set forth:

32 (a) A statement that the converting entity has been converted  
33 into the surviving entity;

34 (b) The name and form of the converting entity before conversion;

35 (c) The name and form of the surviving entity after conversion,  
36 which must be a name that satisfies the requirements of ((RCW  
37 23B.04.010)) part I, Article 3 of this act if the surviving entity  
38 after conversion is a domestic corporation;

1 (d) Articles of incorporation that comply with RCW 23B.02.020 if  
2 the surviving entity after conversion is a domestic corporation;

3 (e) The date the conversion is effective under the organic law of  
4 the surviving entity;

5 (f) If the converting entity is a domestic corporation, a  
6 statement that the conversion was duly approved by the shareholders  
7 of the domestic corporation pursuant to RCW 23B.09.030;

8 (g) If the converting entity is an other entity, a statement that  
9 the conversion was duly approved as required by the organic law of  
10 the converting entity; and

11 (h) If the surviving entity is a foreign other entity not  
12 authorized to transact business in this state: (i) A statement that  
13 the surviving entity (~~appoints the secretary of state as its agent~~  
14 ~~for~~) consents to service of process pursuant to section 1411 of this  
15 act in a proceeding to enforce any obligation or the rights of  
16 dissenting shareholders of the domestic corporation; and (ii) the  
17 street and mailing address of (~~an office which the secretary of~~  
18 ~~state may use for the purposes of RCW 23B.15.100~~) the entity's  
19 principal office that may be used for service of process under  
20 section 1411 of this act.

21 (4) The articles of entity conversion take effect at the  
22 effective time provided in (~~RCW 23B.01.230~~) section 1203 of this  
23 act. Articles of entity conversion under subsection (1) or (2) of  
24 this section may be combined with any required conversion filing  
25 under the organic law of the other entity if the combined filing  
26 satisfies the requirements of both this section and the organic law  
27 of the other entity.

28 **Sec. 2122.** RCW 23B.09.050 and 2014 c 83 s 13 are each amended to  
29 read as follows:

30 (1) An entity that has been converted pursuant to this chapter  
31 is, for all purposes of the laws of the state of Washington, deemed  
32 to be the same entity that existed before the conversion and, unless  
33 otherwise agreed or as required under applicable non-Washington law,  
34 the converting entity is not required to wind up its affairs or pay  
35 its liabilities and distribute its assets, and the conversion is not  
36 deemed to constitute a dissolution of the converting entity.

37 (2) When any conversion becomes effective under this chapter:



1 (a) The title to all real estate and other property, both  
2 tangible and intangible, owned by the converting entity remains  
3 vested in the surviving entity without reversion or impairment;

4 (b) All rights of creditors and all liens upon any property of  
5 the converting entity must be preserved unimpaired, and all debts,  
6 liabilities, and other obligations of the converting entity continue  
7 as obligations of the surviving entity, remain attached to the  
8 surviving entity, and may be enforced against it to the same extent  
9 as if the debts, liabilities, and other obligations had originally  
10 been incurred or contracted by it in its capacity as the surviving  
11 entity;

12 (c) An action or proceeding pending by or against the converting  
13 entity may be continued by or against the surviving entity as if the  
14 conversion had not occurred;

15 (d) Except as prohibited by other law, all of the rights,  
16 privileges, immunities, powers, and purposes of the converting entity  
17 remain vested in the surviving entity; and

18 (e) Except as otherwise provided in the plan of entity  
19 conversion, the terms and conditions of the plan of entity conversion  
20 take effect.

21 (3) When a conversion of a domestic corporation to a foreign  
22 other entity becomes effective, the surviving entity is deemed:

23 (a) To consent to the jurisdiction of the courts of this state to  
24 enforce any obligation owed by the converting entity, if before the  
25 conversion the converting entity was subject to suit in this state on  
26 the obligation;

27 (b) To ~~((appoint the secretary of state as its agent for))~~  
28 consent to service of process pursuant to section 1411 of this act in  
29 a proceeding to enforce any obligation or the rights of dissenting  
30 shareholders of the domestic corporation in connection with the  
31 conversion; and

32 (c) To agree that it will promptly pay to the dissenting  
33 shareholders of the domestic corporation the amount, if any, to which  
34 they are entitled under chapter 23B.13 RCW.

35 ~~((4) Service of process on the secretary of state under this  
36 section is made in the same manner and with the same consequences as  
37 in RCW 23B.15.100.))~~

38 **Sec. 2123.** RCW 23B.09.060 and 2014 c 83 s 14 are each amended to  
39 read as follows:

1 (1) Unless otherwise provided in a plan of entity conversion of a  
2 domestic corporation, after the plan of entity conversion has been  
3 adopted and approved as required by this chapter, and at any time  
4 before the articles of entity conversion have become effective, the  
5 planned conversion may be abandoned by the board of directors without  
6 action by the shareholders.

7 (2) If any entity conversion is abandoned after articles of  
8 entity conversion have been filed with the secretary of state but  
9 before the entity conversion has become effective, a statement that  
10 the entity conversion has been abandoned in accordance with this  
11 section, signed by an officer or other duly authorized  
12 representative, must be delivered to the secretary of state for  
13 filing prior to the effective date of the entity conversion and in  
14 accordance with section 1204 of this act. Upon filing, the statement  
15 takes effect and the entity conversion is deemed abandoned and may  
16 not become effective.

17 **Sec. 2124.** RCW 23B.11.070 and 1989 c 165 s 137 are each amended  
18 to read as follows:

19 (1) One or more foreign corporations may merge or enter into a  
20 share exchange with one or more domestic corporations if:

21 (a) In a merger, the merger is permitted by the law of the state  
22 or country under whose law each foreign corporation is incorporated  
23 and each foreign corporation complies with that law in effecting the  
24 merger;

25 (b) In a share exchange, the corporation whose shares will be  
26 acquired is a domestic corporation, whether or not a share exchange  
27 is permitted by the law of the state or country under whose law the  
28 acquiring corporation is incorporated;

29 (c) The foreign corporation complies with RCW 23B.11.050 if it is  
30 the surviving corporation of the merger or acquiring corporation of  
31 the share exchange; and

32 (d) Each domestic corporation complies with the applicable  
33 provisions of RCW 23B.11.010 through 23B.11.040 and, if it is the  
34 surviving corporation of the merger or acquiring corporation of the  
35 share exchange, with RCW 23B.11.050.

36 (2) Upon the merger or share exchange taking effect, the  
37 surviving foreign corporation of a merger and the acquiring foreign  
38 corporation of a share exchange is deemed:

1 (a) To (~~appoint the secretary of state as its agent for~~)  
2 consent to service of process pursuant to section 1411 of this act in  
3 a proceeding to enforce any obligation or the rights of dissenting  
4 shareholders of each domestic corporation party to the merger or  
5 share exchange; and

6 (b) To agree that it will promptly pay to the dissenting  
7 shareholders of each domestic corporation party to the merger or  
8 share exchange the amount, if any, to which they are entitled under  
9 chapter 23B.13 RCW.

10 (3) This section does not limit the power of a foreign  
11 corporation to acquire all or part of the shares of one or more  
12 classes or series of a domestic corporation through a voluntary  
13 exchange or otherwise.

14 **Sec. 2125.** RCW 23B.11.110 and 2009 c 188 s 1403 are each amended  
15 to read as follows:

16 (1) One or more foreign limited partnerships, foreign  
17 corporations, foreign partnerships, and foreign limited liability  
18 companies may merge with one or more domestic partnerships, domestic  
19 limited liability companies, domestic limited partnerships, or  
20 domestic corporations, provided that:

21 (a) The merger is permitted by the law of the jurisdiction under  
22 which each foreign limited partnership was organized and the law of  
23 the state or country under which each foreign corporation was  
24 incorporated and each foreign limited partnership or foreign  
25 corporation complies with that law in effecting the merger;

26 (b) If the surviving entity is a foreign or domestic corporation,  
27 that corporation complies with RCW 23B.11.090;

28 (c) If the surviving entity is a foreign or domestic limited  
29 partnership, that limited partnership complies with RCW 25.10.786;

30 (d) Each domestic corporation complies with RCW 23B.11.080;

31 (e) Each domestic limited partnership complies with RCW  
32 25.10.781;

33 (f) Each domestic limited liability company complies with RCW  
34 25.15.400; and

35 (g) Each domestic partnership complies with RCW 25.05.375.

36 (2) Upon the merger taking effect, a surviving foreign  
37 corporation, foreign limited partnership, foreign limited liability  
38 corporation, or foreign partnership is deemed:

1 (a) To (~~appoint the secretary of state as its agent for~~)  
2 consent to service of process pursuant to section 1411 of this act in  
3 a proceeding to enforce any obligation or the rights of dissenting  
4 shareholders or partners of each domestic corporation, domestic  
5 limited partnership, domestic limited liability company, or domestic  
6 partnership party to the merger; and

7 (b) To agree that it will promptly pay to the dissenting  
8 shareholders or partners of each domestic corporation, domestic  
9 limited partnership, domestic limited liability company, or domestic  
10 partnership party to the merger the amount, if any, to which they are  
11 entitled under chapter 23B.13 RCW, in the case of dissenting  
12 shareholders, or under chapter 25.10, 25.15, or 25.05 RCW, in the  
13 case of dissenting partners.

14 **Sec. 2126.** RCW 23B.14.040 and 2009 c 189 s 52 are each amended  
15 to read as follows:

16 (1) A corporation may revoke its dissolution within one hundred  
17 twenty days of its effective date.

18 (2) Revocation of dissolution must be approved in the same manner  
19 as the dissolution was approved unless that approval permitted  
20 revocation upon approval by the board of directors alone, in which  
21 event the board of directors may revoke the dissolution without  
22 shareholder approval.

23 (3) After the revocation of dissolution is approved, the  
24 corporation may revoke the dissolution by delivering to the secretary  
25 of state for filing articles of revocation of dissolution, together  
26 with a copy of its articles of dissolution, that set forth:

27 (a) The name of the corporation and a statement that such name  
28 satisfies the requirements of (~~RCW 23B.04.010~~) part I, Article 3 of  
29 this act; if the name is not available, the corporation must (~~file~~)  
30 deliver to the secretary of state for filing articles of amendment  
31 changing its name with the articles of revocation of dissolution;

32 (b) The effective date of the dissolution that was revoked;

33 (c) The date that the revocation of dissolution was approved;

34 (d) If the corporation's board of directors, or incorporators,  
35 revoked the dissolution, a statement to that effect;

36 (e) If the corporation's board of directors revoked a dissolution  
37 authorized by the shareholders, a statement that revocation was  
38 permitted by action by the board of directors alone pursuant to that  
39 authorization; and

1 (f) If shareholder approval was required to revoke the  
2 dissolution, a statement that revocation of the dissolution was duly  
3 approved by the shareholders in accordance with ((~~RCW 23B.14.040(2)~~  
4 ~~[subsection (2) of this section]~~) subsection (2) of this section and  
5 RCW 23B.14.020.

6 (4) Revocation of dissolution is effective upon the effective  
7 date of the articles of revocation of dissolution.

8 (5) When the revocation of dissolution is effective, it relates  
9 back to and takes effect as of the effective date of the dissolution  
10 and the corporation resumes carrying on its business as if  
11 dissolution had never occurred.

12 **Sec. 2127.** RCW 23B.14.200 and 1994 c 287 s 7 are each amended to  
13 read as follows:

14 The secretary of state may administratively dissolve a  
15 corporation under ((~~RCW 23B.14.210 if:~~

16 ~~(1) The corporation does not pay any license fees or penalties,~~  
17 ~~imposed by this title, when they become due;~~

18 ~~(2) The corporation does not deliver its completed initial report~~  
19 ~~or annual report to the secretary of state when it is due;~~

20 ~~(3) The corporation is without a registered agent or registered~~  
21 ~~office in this state;~~

22 ~~(4) The corporation does not notify the secretary of state that~~  
23 ~~its registered agent or registered office has been changed, that its~~  
24 ~~registered agent has resigned, or that its registered office has been~~  
25 ~~discontinued;~~

26 ~~(5) The corporation's period of duration stated in its articles~~  
27 ~~of incorporation expired after July 1, 1990; or~~

28 ~~(6) The corporation's period of duration stated in its articles~~  
29 ~~of incorporation expired prior to July 1, 1990, but the corporation~~  
30 ~~has timely paid all license fees imposed by this title and set by~~  
31 ~~rule by the secretary, has timely filed annual reports with the~~  
32 ~~secretary of state, has never been without a registered agent or~~  
33 ~~registered office in this state for sixty days or more, and has never~~  
34 ~~failed to notify the secretary of state of changes in a registered~~  
35 ~~agent or registered office within sixty days of such change)) the  
36 circumstances and procedures provided in part I, Article 6 of this  
37 act.~~

1       **Sec. 2128.** RCW 23B.14.220 and 2006 c 52 s 13 are each amended to  
2 read as follows:

3       (1) A corporation administratively dissolved under ((RCW  
4 23B.14.210)) section 1603 of this act may apply to the secretary of  
5 state for reinstatement ((within five years after the effective date  
6 of dissolution. The application must:

7       (a) ~~Recite the name of the corporation and the effective date of~~  
8 ~~its administrative dissolution;~~

9       (b) ~~State that the ground or grounds for dissolution either did~~  
10 ~~not exist or have been eliminated; and~~

11       (c) ~~State that the corporation's name satisfies the requirements~~  
12 ~~of RCW 23B.04.010.~~

13       (2) ~~If the secretary of state determines that the application~~  
14 ~~contains the information required by subsection (1) of this section~~  
15 ~~and that the name is available, the secretary of state shall~~  
16 ~~reinstate the corporation and give the corporation written notice of~~  
17 ~~the reinstatement that recites the effective date of reinstatement.~~  
18 ~~If the name is not available, the corporation must file articles of~~  
19 ~~amendment changing its name with its application for reinstatement.~~

20       (3) ~~When the reinstatement is effective, it relates back to and~~  
21 ~~takes effect as of the effective date of the administrative~~  
22 ~~dissolution and the corporation resumes carrying on its business as~~  
23 ~~if the administrative dissolution had never occurred)) in accordance~~  
24 ~~with section 1604 of this act.~~

25       **Sec. 2129.** RCW 23B.14.390 and 1995 c 47 s 8 are each amended to  
26 read as follows:

27       On the first day of each month, the secretary of state shall  
28 prepare a list of corporations dissolved during the preceding month  
29 pursuant to RCW 23B.14.030, ((23B.14.210, and)) 23B.14.330, and  
30 section 1603 of this act.

31       **Sec. 2130.** RCW 23B.15.010 and 1993 c 181 s 11 are each amended  
32 to read as follows:

33       (1) Unless it is otherwise authorized to transact business  
34 pursuant to a state or federal statute, a foreign corporation may not  
35 transact business in this state until it ((obtains a certificate of  
36 authority from)) registers with the secretary of state in accordance  
37 with part I, Article 5 of this act.

1           ~~((The following activities, among others,))~~ A nonexhaustive  
2 list of activities that do not constitute transacting business  
3 ~~((within the meaning of subsection (1) of this section:~~

4           ~~(a) Maintaining or defending any action or suit or any~~  
5 ~~administrative or arbitration proceeding, or effecting the settlement~~  
6 ~~thereof or the settlement of claims or disputes;~~

7           ~~(b) Holding meetings of the board of directors or shareholders or~~  
8 ~~carrying on other activities concerning internal corporate affairs;~~

9           ~~(c) Maintaining bank accounts, share accounts in savings and loan~~  
10 ~~associations, custodian or agency arrangements with a bank or trust~~  
11 ~~company, or stock or bond brokerage accounts;~~

12           ~~(d) Maintaining offices or agencies for the transfer, exchange,~~  
13 ~~and registration of the corporation's own securities or maintaining~~  
14 ~~trustees or depositaries with respect to those securities;~~

15           ~~(e) Selling through independent contractors;~~

16           ~~(f) Soliciting or procuring orders, whether by mail or through~~  
17 ~~employees or agents or otherwise, where the orders require acceptance~~  
18 ~~outside this state before becoming binding contracts and where the~~  
19 ~~contracts do not involve any local performance other than delivery~~  
20 ~~and installation;~~

21           ~~(g) Making loans or creating or acquiring evidences of debt,~~  
22 ~~mortgages, or liens on real or personal property, or recording same;~~

23           ~~(h) Securing or collecting debts or enforcing mortgages and~~  
24 ~~security interests in property securing the debts;~~

25           ~~(i) Owning, without more, real or personal property;~~

26           ~~(j) Conducting an isolated transaction that is completed within~~  
27 ~~thirty days and that is not one in the course of repeated~~  
28 ~~transactions of a like nature;~~

29           ~~(k) Transacting business in interstate commerce;~~

30           ~~(l) Owning and controlling a subsidiary corporation incorporated~~  
31 ~~in or transacting business within this state; or~~

32           ~~(m) Operating an approved branch campus of a foreign degree-~~  
33 ~~granting institution in compliance with chapter 28B.90 RCW and in~~  
34 ~~accordance with RCW 23B.15.015.~~

35           ~~(3) The list of activities in subsection (2) of this section is~~  
36 ~~not exhaustive))~~ in this state is provided in section 1505 of this  
37 act.

38           **Sec. 2131.** RCW 23B.15.020 and 1990 c 178 s 8 are each amended to  
39 read as follows:

1       (~~(1)~~) Unless it is otherwise authorized to transact business  
2 pursuant to a state or federal statute, a foreign corporation  
3 transacting business in this state without ~~((a certificate of~~  
4 ~~authority may not maintain a proceeding in any court in this state~~  
5 ~~until it obtains a certificate of authority.~~

6       ~~(2) The successor to a foreign corporation that transacted~~  
7 ~~business in this state without a certificate of authority and the~~  
8 ~~assignee of a cause of action arising out of that business may not~~  
9 ~~maintain a proceeding based on that cause of action in any court in~~  
10 ~~this state until the foreign corporation or its successor obtains a~~  
11 ~~certificate of authority.~~

12       ~~(3) A court may stay a proceeding commenced by a foreign~~  
13 ~~corporation, its successor, or assignee until it determines whether~~  
14 ~~the foreign corporation or its successor requires a certificate of~~  
15 ~~authority. If it so determines, the court may further stay the~~  
16 ~~proceeding until the foreign corporation or its successor obtains the~~  
17 ~~certificate.~~

18       ~~(4) A foreign corporation which transacts business in this state~~  
19 ~~without a certificate of authority is liable to this state, for the~~  
20 ~~years or parts thereof during which it transacted business in this~~  
21 ~~state without a certificate of authority, in an amount equal to all~~  
22 ~~fees which would have been imposed by this title upon such~~  
23 ~~corporation had it applied for and received a certificate of~~  
24 ~~authority to transact business in this state as required by this~~  
25 ~~title and thereafter filed all reports required by this title, plus~~  
26 ~~all penalties imposed by this title for failure to pay such fees.~~

27       ~~(5) Notwithstanding subsections (1) and (2) of this section, the~~  
28 ~~failure of a foreign corporation to obtain a certificate of authority~~  
29 ~~does not impair the validity of its corporate acts or prevent it from~~  
30 ~~defending any proceeding in this state)) registering with the~~  
31 ~~secretary of state is subject to section 1502 of this act.~~

32       **Sec. 2132.** RCW 23B.15.030 and 1989 c 165 s 171 are each amended  
33 to read as follows:

34       (~~(1)~~) A foreign corporation may ~~((apply for a certificate of~~  
35 ~~authority)) register to transact business in this state by delivering~~  
36 ~~((an application)) a foreign registration statement to the secretary~~  
37 ~~of state for filing in accordance with section 1503 of this act.~~  
38 ~~((The application must state:~~



1       ~~(a) That the name of the foreign corporation meets the~~  
2 ~~requirements stated in RCW 23B.15.060;~~

3       ~~(b) The name of the state or country under whose law it is~~  
4 ~~incorporated;~~

5       ~~(c) Its date of incorporation and period of duration;~~

6       ~~(d) The street address of its principal office;~~

7       ~~(e) The street address of its registered office in this state and~~  
8 ~~the name of its registered agent at that office, in accordance with~~  
9 ~~RCW 23B.15.070; and~~

10       ~~(f) The names and usual business addresses of its current~~  
11 ~~directors and officers.~~

12       ~~(2) The foreign corporation shall deliver with the completed~~  
13 ~~application a certificate of existence, or a document of similar~~  
14 ~~import, issued no more than sixty days before the date of the~~  
15 ~~application and duly authenticated by the secretary of state or other~~  
16 ~~official having custody of corporate records in the state or country~~  
17 ~~under whose law it is incorporated.))~~

18       **Sec. 2133.** RCW 23B.15.040 and 1991 c 72 s 38 are each amended to  
19 read as follows:

20       ~~((1))~~ A foreign corporation ~~((authorized))~~ registered to  
21 transact business in this state must ~~((obtain an amended certificate~~  
22 ~~of authority from the secretary of state if it changes:~~

23       ~~(a) Its corporate name; or~~

24       ~~(b) The period of its duration.~~

25       ~~(2) A foreign corporation may apply for an amended certificate of~~  
26 ~~authority by delivering an application to the secretary of state for~~  
27 ~~filing that sets forth:~~

28       ~~(a) The name of the foreign corporation and the name in which the~~  
29 ~~corporation is authorized to transact business in Washington, if~~  
30 ~~different;~~

31       ~~(b) The name of the state or country under whose law it is~~  
32 ~~incorporated;~~

33       ~~(c) The date it was authorized to transact business in this~~  
34 ~~state;~~

35       ~~(d) A statement of the change or changes being made;~~

36       ~~(e) In the event the change or changes include a name change to a~~  
37 ~~name that does not meet the requirements of RCW 23B.15.060, a~~  
38 ~~fictitious name for use in Washington, and a copy of the resolution~~

1 of the board of directors, certified by the corporation's secretary,  
2 adopting the fictitious name; and

3 (f) ~~A copy of the document filed in the state or country of~~  
4 ~~incorporation showing that jurisdiction's "filed" stamp)~~ amend its  
5 foreign registration statement under the circumstances specified in  
6 section 1504 of this act.

7 **Sec. 2134.** RCW 23B.15.050 and 1989 c 165 s 173 are each amended  
8 to read as follows:

9 (1) A ~~((certificate of authority authorizes the))~~ registered  
10 foreign corporation ((to which it is issued to)) may transact  
11 business in this state subject, however, to the right of the state to  
12 ~~((revoke the certificate))~~ terminate the registration as provided in  
13 ~~((this title))~~ part I, Article 5 of this act.

14 (2) ~~((A foreign corporation holding a valid certificate of~~  
15 ~~authority shall have no greater rights and privileges than a domestic~~  
16 ~~corporation of like character. Except as otherwise provided by this~~  
17 ~~title, a foreign corporation is subject to the same duties,~~  
18 ~~restrictions, penalties, and liabilities now or later imposed on a~~  
19 ~~domestic corporation of like character.~~

20 ~~(3) Except as otherwise provided in chapter 23B.19 RCW, this~~  
21 ~~title does not authorize this state to regulate the organization or~~  
22 ~~internal affairs of a foreign corporation authorized to transact~~  
23 ~~business in this state))~~ A foreign corporation registered to transact  
24 business in this state is subject to section 1501 of this act  
25 relating to the effect of registration and the governing law for  
26 registered foreign corporations.

27 **Sec. 2135.** RCW 23B.15.060 and 1998 c 102 s 2 are each amended to  
28 read as follows:

29 ~~((1) No certificate of authority shall be issued to a foreign~~  
30 ~~corporation unless the corporate name of such corporation:~~

31 ~~(a) Contains the word "corporation," "incorporated," "company,"~~  
32 ~~or "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.;"~~

33 ~~(b) Does not contain language stating or implying that the~~  
34 ~~corporation is organized for a purpose other than that permitted by~~  
35 ~~RCW 23B.03.010 and its articles of incorporation;~~

36 ~~(c) Does not contain any of the following words or phrases:~~  
37 ~~"Bank," "banking," "banker," "trust," "cooperative," or any~~  
38 ~~combination of the words "industrial" and "loan," or any combination~~

1 of any two or more words "building," "savings," "loan," "home,"  
2 "association," and "society," or any other words or phrases  
3 prohibited by any statute of this state; and

4 (d) Except as authorized by subsections (4) and (5) of this  
5 section, is distinguishable upon the records of the secretary of  
6 state from:

7 (i) The corporate name of a corporation incorporated or  
8 authorized to transact business in this state;

9 (ii) A corporate name reserved or registered under chapter 23B.04  
10 RCW;

11 (iii) The fictitious name adopted pursuant to subsection (3) of  
12 this section by a foreign corporation authorized to transact business  
13 in this state because its real name is unavailable;

14 (iv) The corporate name or reserved name of a not-for-profit  
15 corporation incorporated or authorized to conduct affairs in this  
16 state under chapter 24.03 RCW;

17 (v) The name or reserved name of a mutual corporation or  
18 miscellaneous corporation incorporated or authorized to do business  
19 under chapter 24.06 RCW;

20 (vi) The name or reserved name of a foreign or domestic limited  
21 partnership formed or registered under chapter 25.10 RCW;

22 (vii) The name or reserved name of any limited liability company  
23 organized or registered under chapter 25.15 RCW; and

24 (viii) The name or reserved name of any limited liability  
25 partnership registered under chapter 25.04 RCW.

26 (2) A name shall not be considered distinguishable under the same  
27 grounds as provided under RCW 23B.04.010.

28 (3) If the corporate name of a foreign corporation does not  
29 satisfy the requirements of subsection (1) of this section, the  
30 foreign corporation to obtain or maintain a certificate of authority  
31 to transact business in this state:

32 (a) May add the word "corporation," "incorporated," "company," or  
33 "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.," to  
34 its corporate name for use in this state; or

35 (b) May use a fictitious name to transact business in this state  
36 if its real name is unavailable and it delivers to the secretary of  
37 state for filing a copy of the resolution of its board of directors,  
38 certified by its secretary, adopting the fictitious name.

39 (4) A foreign corporation may apply to the secretary of state for  
40 authorization to use a name that is not distinguishable upon the

1 ~~records from one or more of the names described in subsection (1)(d)~~  
2 ~~of this section. The secretary of state shall authorize use of the~~  
3 ~~name applied for if:~~

4 ~~(a) The other corporation, company, holder, limited liability~~  
5 ~~partnership, or limited partnership consents to the use in writing~~  
6 ~~and files with the secretary of state documents necessary to change~~  
7 ~~its name or the name reserved or registered to a name that is~~  
8 ~~distinguishable upon the records of the secretary of state from the~~  
9 ~~name of the applying corporation; or~~

10 ~~(b) The applicant delivers to the secretary of state a certified~~  
11 ~~copy of the final judgment of a court of competent jurisdiction~~  
12 ~~establishing the applicant's right to use the name applied for in~~  
13 ~~this state.~~

14 ~~(5) A foreign corporation may use in this state the name,~~  
15 ~~including the fictitious name, of another domestic or foreign~~  
16 ~~corporation that is used in this state if the other corporation is~~  
17 ~~incorporated or authorized to transact business in this state and the~~  
18 ~~foreign corporation:~~

19 ~~(a) Has merged with the other corporation; or~~

20 ~~(b) Has been formed by reorganization of the other corporation.~~

21 ~~(6) If a foreign corporation authorized to transact business in~~  
22 ~~this state changes its corporate name to one that does not satisfy~~  
23 ~~the requirements of subsection (1) of this section, it may not~~  
24 ~~transact business in this state under the changed name until it~~  
25 ~~adopts a name satisfying such requirements and obtains an amended~~  
26 ~~certificate of authority under RCW 23B.15.040)) The corporate name of~~  
27 ~~a foreign corporation registered in this state must comply with the~~  
28 ~~provisions of section 1506 of this act and part I, Article 3 of this~~  
29 ~~act.~~

30 **Sec. 2136.** RCW 23B.15.070 and 2002 c 297 s 43 are each amended  
31 to read as follows:

32 ~~((1))~~ Each foreign corporation ~~((authorized))~~ registered to  
33 transact business in this state must continuously maintain in this  
34 state(~~(:~~

35 ~~(a) A registered office which may be, but need not be, the same~~  
36 ~~as its place of business in this state. The registered office shall~~  
37 ~~be at a specific geographic location in this state, and be identified~~  
38 ~~by number, if any, and street, building address, or rural route, or,~~  
39 ~~if a commonly known street or rural route address does not exist, by~~

1 legal description. A registered office may not be identified by post  
2 office box number or other nongeographic address. For purposes of  
3 communicating by mail, the secretary of state may permit the use of a  
4 post office address in the same city as the registered office to be  
5 used in conjunction with the registered office address if the  
6 corporation also maintains on file the specific geographic address of  
7 the registered office where personal service of process may be made.

8 (b) A registered agent, who may be:

9 (i) An individual who resides in this state and whose business  
10 office is identical with the registered office;

11 (ii) A domestic corporation or not for profit domestic  
12 corporation whose business office is identical with the registered  
13 office;

14 (iii) A foreign corporation or foreign not for profit corporation  
15 authorized to transact business or conduct affairs in this state  
16 whose business office is identical with the registered office;

17 (iv) A domestic limited liability company whose business office  
18 is identical with the registered office; or

19 (v) A foreign limited liability company authorized to conduct  
20 affairs in this state whose business office is identical with the  
21 registered office.

22 (2) A registered agent shall not be appointed without having  
23 given prior consent in a record to the appointment. The consent shall  
24 be filed with the secretary of state in such form as the secretary of  
25 state may prescribe. The consent shall be filed with or as a part of  
26 the record first appointing a registered agent. In the event any  
27 individual, corporation, or limited liability company has been  
28 appointed agent without consent, that person, corporation, or limited  
29 liability company may file a notarized statement attesting to that  
30 fact, and the name shall forthwith be removed from the records)) a  
31 registered agent in accordance with part I, Article 4 of this act.

32 **Sec. 2137.** RCW 23B.15.080 and 2002 c 297 s 44 are each amended  
33 to read as follows:

34 (1) A foreign corporation ((authorized)) registered to transact  
35 business in this state may change its registered ((office or  
36 registered)) agent by delivering to the secretary of state for filing  
37 a statement of change ((that sets forth:

38 (a) Its name;

1 ~~(b) If the current registered office is to be changed, the street~~  
2 ~~address of its new registered office;~~

3 ~~(c) If the current registered agent is to be changed, the name of~~  
4 ~~its new registered agent and the new agent's consent, either on the~~  
5 ~~statement or attached to it in the manner and form as the secretary~~  
6 ~~of state may prescribe, to the appointment; and~~

7 ~~(d) That, after the change or changes are made, the street~~  
8 ~~addresses of its registered office and the business office of its~~  
9 ~~registered agent will be identical)) in accordance with section 1407~~  
10 ~~of this act.~~

11 ~~(2) ((If)) A registered agent ((changes the street address of the~~  
12 ~~agent's business office, the registered agent may change the street~~  
13 ~~address of the registered office of any foreign corporation for which~~  
14 ~~the agent is the registered agent by notifying the corporation of the~~  
15 ~~change either (a) in a record or (b) if the corporation has~~  
16 ~~designated an address, location, or system to which the notices may~~  
17 ~~be electronically transmitted and the registered agent electronically~~  
18 ~~transmits the notice to the corporation at the designated address,~~  
19 ~~location, or system, in an electronically transmitted record, and~~  
20 ~~delivering to the secretary of state for filing a statement of change~~  
21 ~~that complies with the requirements of subsection (1) of this section~~  
22 ~~and recites that the corporation has been notified of the change)) of~~  
23 ~~a foreign corporation may change its information on file with the~~  
24 ~~secretary of state in accordance with section 1408 or 1409 of this~~  
25 ~~act.~~

26 **Sec. 2138.** RCW 23B.15.090 and 1989 c 165 s 177 are each amended  
27 to read as follows:

28 ~~((1)) The registered agent of a foreign corporation may resign~~  
29 ~~as agent by signing and delivering to the secretary of state for~~  
30 ~~filing a statement of resignation((. The statement of resignation may~~  
31 ~~include a statement that the registered office is also discontinued.~~

32 ~~(2) After filing the statement, the secretary of state shall mail~~  
33 ~~a copy of the statement to the foreign corporation at its principal~~  
34 ~~office address shown in its most recent annual report, or in the~~  
35 ~~application for certificate of authority if no annual report has been~~  
36 ~~filed.~~

37 ~~(3) The agency appointment is terminated, and the registered~~  
38 ~~office discontinued if so provided, on the thirty-first day after the~~

1 ~~date on which the statement was filed))~~ in accordance with section  
2 1410 of this act.

3 **Sec. 2139.** RCW 23B.15.100 and 1989 c 165 s 178 are each amended  
4 to read as follows:

5 ~~((1) The registered agent appointed by a foreign corporation~~  
6 ~~authorized to transact business in this state shall be an agent of~~  
7 ~~such corporation upon whom))~~ Service of any process, notice, or  
8 demand required or permitted by law to be served upon the foreign  
9 corporation may be ~~((served.~~

10 ~~(2) The secretary of state shall be an agent of a foreign~~  
11 ~~corporation upon whom any process, notice, or demand may be served,~~  
12 ~~if:~~

13 ~~(a) The corporation is authorized to transact business in this~~  
14 ~~state, and it fails to appoint or maintain a registered agent in this~~  
15 ~~state, or its registered agent cannot with reasonable diligence be~~  
16 ~~found at the registered office;~~

17 ~~(b) The corporation's authority to transact business in this~~  
18 ~~state has been revoked under RCW 23B.15.310; or~~

19 ~~(c) The corporation has been authorized to transact business in~~  
20 ~~this state and has withdrawn under RCW 23B.15.200.~~

21 ~~(3) Service on the secretary of state of any such process,~~  
22 ~~notice, or demand shall be made by delivering to and leaving with the~~  
23 ~~secretary of state, or with any duly authorized clerk of the~~  
24 ~~corporation department of the secretary of state's office, the~~  
25 ~~process, notice, or demand. In the event any such process, notice, or~~  
26 ~~demand is served on the secretary of state, the secretary of state~~  
27 ~~shall immediately cause a copy thereof to be forwarded by certified~~  
28 ~~mail, addressed to the secretary of the corporation at its principal~~  
29 ~~office as shown on the records of the secretary of state. Any service~~  
30 ~~so had on the secretary of state shall be returnable in not less than~~  
31 ~~thirty days.~~

32 ~~(4) The secretary of state shall keep a record of all processes,~~  
33 ~~notices, and demands served upon the secretary of state under this~~  
34 ~~section, and shall record therein the time of such service and the~~  
35 ~~secretary of state's action with reference thereto.~~

36 ~~(5) This section does not limit or affect the right to serve any~~  
37 ~~process, notice, or demand, required or permitted by law to be served~~  
38 ~~upon a corporation in any other manner now or hereafter permitted by~~  
39 ~~law))~~ made in accordance with section 1411 of this act.

1       **Sec. 2140.** RCW 23B.15.200 and 1989 c 165 s 179 are each amended  
2 to read as follows:

3       ~~((1))~~ A foreign corporation ~~((authorized))~~ registered to  
4 transact business in this state may not withdraw from this state  
5 until it ~~((obtains a certificate))~~ delivers a statement of withdrawal  
6 ~~((from))~~ to the secretary of state~~((-~~

7       ~~(2) A foreign corporation authorized to transact business in this~~  
8 ~~state may apply for a certificate of withdrawal by delivering an~~  
9 ~~application to the secretary of state for filing. The application~~  
10 ~~must be accompanied by a copy of a revenue clearance certificate~~  
11 ~~issued pursuant to RCW 82.32.260, and must set forth:~~

12       ~~(a) The name of the foreign corporation and the name of the state~~  
13 ~~or country under whose law it is incorporated;~~

14       ~~(b) That it is not transacting business in this state and that it~~  
15 ~~surrenders its authority to transact business in this state;~~

16       ~~(c) That it revokes the authority of its registered agent to~~  
17 ~~accept service on its behalf and appoints the secretary of state as~~  
18 ~~its agent for service of process in any proceeding based on a cause~~  
19 ~~of action arising during the time it was authorized to transact~~  
20 ~~business in this state;~~

21       ~~(d) A mailing address to which the secretary of state may mail a~~  
22 ~~copy of any process served on the secretary of state under (c) of~~  
23 ~~this subsection; and~~

24       ~~(e) A commitment to notify the secretary of state in the future~~  
25 ~~of any change in its mailing address.~~

26       ~~(3) After the withdrawal of the corporation is effective, service~~  
27 ~~of process on the secretary of state under RCW 23B.15.100 is service~~  
28 ~~on the foreign corporation))~~ for filing in accordance with section  
29 1507 of this act.

30       **Sec. 2141.** RCW 23B.15.300 and 1991 c 72 s 39 are each amended to  
31 read as follows:

32       The secretary of state may ~~((revoke the certificate of~~  
33 ~~authority))~~ terminate the registration of a registered foreign  
34 corporation ~~((authorized to transact business in this state if:~~

35       ~~(1) The foreign corporation does not deliver its completed~~  
36 ~~initial report or annual report to the secretary of state when it is~~  
37 ~~due;~~

38       ~~(2) The foreign corporation does not pay any license fees or~~  
39 ~~penalties, imposed by this title, when they become due;~~



1       ~~(3) The foreign corporation is without a registered agent or~~  
2 ~~registered office in this state;~~

3       ~~(4) The foreign corporation does not inform the secretary of~~  
4 ~~state under RCW 23B.15.080 or 23B.15.090 that its registered agent or~~  
5 ~~registered office has changed, that its registered agent has~~  
6 ~~resigned, or that its registered office has been discontinued;~~

7       ~~(5) An incorporator, director, officer, or agent of the foreign~~  
8 ~~corporation signed a document knowing it was false in any material~~  
9 ~~respect with intent that the document be delivered to the secretary~~  
10 ~~of state for filing; or~~

11       ~~(6) The secretary of state receives a duly authenticated~~  
12 ~~certificate from the secretary of state or other official having~~  
13 ~~custody of corporate records in the state or country under whose law~~  
14 ~~the foreign corporation is incorporated stating that it has been~~  
15 ~~dissolved or disappeared as the result of a merger)) under the~~  
16 ~~circumstances and procedures specified in section 1511 of this act.~~

17       **Sec. 2142.** RCW 23B.16.010 and 2009 c 189 s 54 are each amended  
18 to read as follows:

19       (1) A corporation shall keep as permanent records minutes of all  
20 meetings of its shareholders and board of directors, a record of all  
21 corporate actions approved by the shareholders or board of directors  
22 by executed consent without a meeting, and a record of all corporate  
23 actions approved by a committee of the board of directors exercising  
24 the authority of the board of directors on behalf of the corporation.

25       (2) A corporation shall maintain appropriate accounting records.

26       (3) A corporation or its agent shall maintain a record of its  
27 shareholders, in a form that permits preparation of a list of the  
28 names and addresses of all shareholders, in alphabetical order by  
29 class of shares showing the number and class of shares held by each.

30       (4) A corporation shall maintain its records in written form or  
31 in another form capable of conversion into written form within a  
32 reasonable time.

33       (5) A corporation shall keep a copy of the following records at  
34 its principal office:

35       (a) Its articles or restated articles of incorporation and all  
36 amendments to them currently in effect;

37       (b) Its bylaws or restated bylaws and all amendments to them  
38 currently in effect;

1 (c) The minutes of all shareholders' meetings, and records of all  
2 corporate actions approved by shareholders without a meeting, for the  
3 past three years;

4 (d) The financial statements described in RCW 23B.16.200(1), for  
5 the past three years;

6 (e) All communications in the form of a record to shareholders  
7 generally within the past three years;

8 (f) A list of the names and business addresses of its current  
9 directors and officers; and

10 (g) Its initial report or most recent annual report delivered to  
11 the secretary of state under ~~((RCW 23B.16.220))~~ section 1212 of this  
12 act.

13 **Sec. 2143.** RCW 23B.16.220 and 2001 c 307 s 1 are each amended to  
14 read as follows:

15 ~~((1))~~ Each domestic corporation, and each foreign corporation  
16 ~~((authorized))~~ registered to transact business in this state, shall  
17 deliver to the secretary of state for filing initial and annual  
18 reports ~~((that set forth:~~

19 ~~(a) The name of the corporation and the state or country under~~  
20 ~~whose law it is incorporated;~~

21 ~~(b) The street address of its registered office and the name of~~  
22 ~~its registered agent at that office in this state;~~

23 ~~(c) In the case of a foreign corporation, the address of its~~  
24 ~~principal office in the state or country under the laws of which it~~  
25 ~~is incorporated;~~

26 ~~(d) The address of the principal place of business of the~~  
27 ~~corporation in this state;~~

28 ~~(e) The names and addresses of its directors, if the corporation~~  
29 ~~has dispensed with or limited the authority of its board of directors~~  
30 ~~pursuant to RCW 23B.08.010, in an agreement authorized under RCW~~  
31 ~~23B.07.320, or analogous authority, the names and addresses of~~  
32 ~~persons who will perform some or all of the duties of the board of~~  
33 ~~directors;~~

34 ~~(f) A brief description of the nature of its business; and~~

35 ~~(g) The names and addresses of its chairperson of the board of~~  
36 ~~directors, if any, president, secretary, and treasurer, or of~~  
37 ~~individuals, however designated, performing the functions of such~~  
38 ~~officers.~~

1       ~~(2) Information in an initial report or an annual report must be~~  
2 ~~current as of the date the report is executed on behalf of the~~  
3 ~~corporation.~~

4       ~~(3) A corporation's initial report must be delivered to the~~  
5 ~~secretary of state within one hundred twenty days of the date on~~  
6 ~~which the articles of incorporation for a domestic corporation were~~  
7 ~~filed, or on which a foreign corporation's certificate of authority~~  
8 ~~was filed. Subsequent annual reports must be delivered to the~~  
9 ~~secretary of state on, or prior to, the date on which the domestic or~~  
10 ~~foreign corporation is required to pay its annual corporate license~~  
11 ~~fee, and at such additional times as the corporation elects.~~

12       ~~(4)(a) The secretary of state may allow a corporation to file an~~  
13 ~~annual report through electronic means. If allowed, the secretary of~~  
14 ~~state shall adopt rules detailing the circumstances under which the~~  
15 ~~electronic filing of such reports shall be permitted and how such~~  
16 ~~reports may be filed.~~

17       ~~(b) For purposes of this section only, a person executing an~~  
18 ~~electronically filed annual report may deliver the report to the~~  
19 ~~office of the secretary of state without a signature and without an~~  
20 ~~exact or conformed copy, but the person's name must appear in the~~  
21 ~~electronic filing as the person executing the filing, and the filing~~  
22 ~~must state the capacity in which the person is executing the filing))~~  
23 ~~in accordance with section 1212 of this act.~~

24       **Sec. 2144.** RCW 23B.18.020 and 1989 c 165 s 192 are each amended  
25 to read as follows:

26       Such nonadmitted organizations shall have the right to foreclose  
27 such mortgages under the laws of this state or to receive voluntary  
28 conveyance in lieu of foreclosure, and in the course of such  
29 foreclosure or of such receipt of conveyance in lieu of foreclosure,  
30 to acquire the mortgaged property, and to hold and own such property  
31 and to dispose thereof. Such nonadmitted organizations however, shall  
32 not be allowed to hold, own, and operate said property for a period  
33 exceeding five years. In the event said nonadmitted organizations do  
34 hold, own, and operate said property for a period in excess of five  
35 years, it shall be forthwith required to appoint an agent as required  
36 by RCW 23B.15.070 and part I, Article 4 of this act for foreign  
37 corporations doing business in this state.

1       **Sec. 2145.** RCW 23B.18.030 and 1989 c 165 s 193 are each amended  
2 to read as follows:

3       The activities authorized by RCW 23B.18.010 and 23B.18.020 by  
4 such nonadmitted organizations shall not constitute "transacting  
5 business" within the meaning of chapter 23B.15 RCW or part I, Article  
6 5 of this act.

7       **Sec. 2146.** RCW 23B.18.040 and 1989 c 165 s 194 are each amended  
8 to read as follows:

9       In any action in law or equity commenced by the obligor or  
10 obligors, it, his, her, or their assignee or assignees against the  
11 said nonadmitted organizations on the said notes secured by said real  
12 estate mortgages purchased by said nonadmitted organizations, service  
13 of all legal process may be (~~had by serving the secretary of state~~  
14 ~~of the state of Washington~~) made in accordance with section 1411 of  
15 this act.

16       **Sec. 2147.** RCW 23B.19.020 and 1996 c 155 s 1 are each amended to  
17 read as follows:

18       The definitions in this section apply throughout this chapter.

19       (1) "Acquiring person" means a person or group of persons, other  
20 than the target corporation or a subsidiary of the target  
21 corporation, who beneficially owns ten percent or more of the  
22 outstanding voting shares of the target corporation. The term  
23 "acquiring person" does not include a person who (a) beneficially  
24 owned ten percent or more of the outstanding voting shares of the  
25 target corporation on March 23, 1988; (b) acquires its shares by  
26 gift, inheritance, or in a transaction in which no consideration is  
27 exchanged; (c) exceeds the ten percent threshold as a result of  
28 action taken solely by the target corporation, such as redemption of  
29 shares, unless that person, by its own action, acquires additional  
30 shares of the target corporation; (d) beneficially was the owner of  
31 ten percent or more of the outstanding voting shares prior to the  
32 time the target corporation had a class of voting shares registered  
33 with the securities and exchange commission pursuant to section 12 or  
34 15 of the exchange act; or (e) beneficially was the owner of ten  
35 percent or more of the outstanding voting shares prior to the time  
36 the target corporation amended its articles of incorporation to  
37 provide that the corporation shall be subject to the provisions of  
38 this chapter. An agent, bank, broker, nominee, or trustee for another

1 person, if the other person is not an acquiring person, who acts in  
2 good faith and not for the purpose of circumventing this chapter, is  
3 not an acquiring person. For the purpose of determining whether a  
4 person is an acquiring person, the number of voting shares of the  
5 target corporation that are outstanding shall include shares  
6 beneficially owned by the person through application of subsection  
7 (4) of this section, but shall not include any other unissued voting  
8 shares of the target corporation which may be issuable pursuant to  
9 any agreement, arrangement, or understanding; or upon exercise of  
10 conversion rights, warrants, or options; or otherwise.

11 (2) "Affiliate" means a person who directly or indirectly  
12 controls, or is controlled by, or is under common control with, a  
13 person.

14 (3) "Announcement date," when used in reference to any  
15 significant business transaction, means the date of the first public  
16 announcement of the final, definitive proposal for such a significant  
17 business transaction.

18 (4) "Associate" means (a) a domestic or foreign corporation or  
19 organization of which a person is an officer, director, member, or  
20 partner or in which a person performs a similar function; (b) a  
21 direct or indirect beneficial owner of ten percent or more of any  
22 class of equity securities of a person; (c) a trust or estate in  
23 which a person has a beneficial interest or as to which a person  
24 serves as trustee or in a similar fiduciary capacity; and (d) the  
25 spouse or a parent or sibling of a person or a child, grandchild,  
26 sibling, parent, or spouse of any thereof, of a person or an  
27 individual having the same home as a person.

28 (5) "Beneficial ownership," when used with respect to any shares,  
29 means ownership by a person:

30 (a) Who, individually or with or through any of its affiliates or  
31 associates, beneficially owns such shares, directly or indirectly; or

32 (b) Who, individually or with or through any of its affiliates or  
33 associates, has (i) the right to acquire the shares, whether the  
34 right is exercisable immediately or only after the passage of time,  
35 pursuant to any agreement, arrangement, or understanding, whether or  
36 not in writing, or upon the exercise of conversion rights, exchange  
37 rights, warrants or options, or otherwise. A person is not the  
38 beneficial owner of shares tendered pursuant to a tender or exchange  
39 offer made by the person or any of the person's affiliates or  
40 associates until the tendered shares are accepted for purchase or

1 exchange; or (ii) the right to vote the shares pursuant to any  
2 agreement, arrangement, or understanding, whether or not in writing.  
3 A person is not the beneficial owner of any shares under (b)(ii) of  
4 this subsection if the agreement, arrangement, or understanding to  
5 vote the shares arises solely from a revocable proxy or consent given  
6 in response to a proxy or consent solicitation made in accordance  
7 with the applicable rules and regulations under the exchange act and  
8 is not then reportable on schedule 13D under the exchange act, or any  
9 comparable or successor report; or

10 (c) Who has any agreement, arrangement, or understanding, whether  
11 or not in writing, for the purpose of acquiring, holding, voting,  
12 except voting pursuant to a revocable proxy or consent as described  
13 in (b)(ii) of this subsection, or disposing of the shares with any  
14 other person who beneficially owns, or whose affiliates or associates  
15 beneficially own, directly or indirectly, the shares.

16 (6) "Common shares" means any shares other than preferred shares.

17 (7) "Consummation date," with respect to any significant business  
18 transaction, means the date of consummation of such a significant  
19 business transaction, or, in the case of a significant business  
20 transaction as to which a shareholder vote is taken, the later of the  
21 business day prior to the vote or twenty days prior to the date of  
22 consummation of such a significant business transaction.

23 (8) "Control," "controlling," "controlled by," and "under common  
24 control with," means the possession, directly or indirectly, of the  
25 power to direct or cause the direction of the management and policies  
26 of a person, whether through the ownership of voting shares, by  
27 contract, or otherwise. A person's beneficial ownership of ten  
28 percent or more of a domestic or foreign corporation's outstanding  
29 voting shares shall create a rebuttable presumption that such person  
30 has control of such corporation. However, a person does not have  
31 control of a domestic or foreign corporation if the person holds  
32 voting shares, in good faith and not for the purpose of circumventing  
33 this chapter, as an agent, bank, broker, nominee, custodian, or  
34 trustee for one or more beneficial owners who do not individually or  
35 as a group have control of such corporation.

36 (9) "Domestic corporation" means an issuer of voting shares which  
37 is organized under chapter 23B.02 RCW or any predecessor provision.

38 (10) "Exchange act" means the federal securities exchange act of  
39 1934, as amended.

1 (11) "Market value," in the case of property other than cash or  
2 shares, means the fair market value of the property on the date in  
3 question as determined by the board of directors of the target  
4 corporation in good faith.

5 (12) "Person" means an individual, domestic or foreign  
6 corporation, partnership, trust, unincorporated association, or other  
7 entity; an affiliate or associate of any such person; or any two or  
8 more persons acting as a partnership, syndicate, or other group for  
9 the purpose of acquiring, holding, or dispersing of securities of a  
10 domestic or foreign corporation.

11 (13) "Preferred shares" means any class or series of shares of a  
12 target corporation which under the bylaws or articles of  
13 incorporation of such a corporation is entitled to receive payment of  
14 dividends prior to any payment of dividends on some other class or  
15 series of shares, or is entitled in the event of any voluntary  
16 liquidation, dissolution, or winding up of the target corporation to  
17 receive payment or distribution of a preferential amount before any  
18 payments or distributions are received by some other class or series  
19 of shares.

20 (14) "Shares" means any:

21 (a) Shares or similar security, any certificate of interest, any  
22 participation in any profit sharing agreement, any voting trust  
23 certificate, or any certificate of deposit for shares; and

24 (b) Security convertible, with or without consideration, into  
25 shares, or any warrant, call, or other option or privilege of buying  
26 shares without being bound to do so, or any other security carrying  
27 any right to acquire, subscribe to, or purchase shares.

28 (15) "Significant business transaction" means:

29 (a) A merger, share exchange, or consolidation of a target  
30 corporation or a subsidiary of a target corporation with (i) an  
31 acquiring person, or (ii) any other domestic or foreign corporation  
32 which is, or after the merger, share exchange, or consolidation would  
33 be, an affiliate or associate of the acquiring person;

34 (b) A sale, lease, exchange, mortgage, pledge, transfer, or other  
35 disposition or encumbrance, whether in one transaction or a series of  
36 transactions, to or with an acquiring person or an affiliate or  
37 associate of an acquiring person of assets of a target corporation or  
38 a subsidiary of a target corporation (i) having an aggregate market  
39 value equal to five percent or more of the aggregate market value of  
40 all the assets, determined on a consolidated basis, of the target

1 corporation, (ii) having an aggregate market value equal to five  
2 percent or more of the aggregate market value of all the outstanding  
3 shares of the target corporation, or (iii) representing five percent  
4 or more of the earning power or net income, determined on a  
5 consolidated basis, of the target corporation;

6 (c) The termination, while the corporation has an acquiring  
7 person and as a result of the acquiring person's acquisition of ten  
8 percent or more of the shares of the corporation, of five percent or  
9 more of the employees of the target corporation or its subsidiaries  
10 employed in this state, whether at one time or over the five-year  
11 period following the share acquisition time. For the purposes of (c)  
12 of this subsection, a termination other than an employee's death or  
13 disability or bona fide voluntary retirement, transfer, resignation,  
14 termination for cause under applicable common law principles, or  
15 leave of absence shall be presumed to be a termination resulting from  
16 the acquiring person's acquisition of shares, which presumption is  
17 rebuttable. A bona fide voluntary transfer of employees between the  
18 target corporation and its subsidiaries or between its subsidiaries  
19 is not a termination for the purposes of (c) of this subsection;

20 (d) The issuance, transfer, or redemption by a target corporation  
21 or a subsidiary of a target corporation, whether in one transaction  
22 or a series of transactions, of shares or of options, warrants, or  
23 rights to acquire shares of a target corporation or a subsidiary of a  
24 target corporation to or beneficially owned by an acquiring person or  
25 an affiliate or associate of an acquiring person except pursuant to  
26 the exercise of warrants or rights to purchase shares offered, or a  
27 dividend, distribution, or redemption paid or made pro rata to, all  
28 shareholders or holders of options, warrants, or rights to acquire  
29 shares of the target corporation, and except for involuntary  
30 redemptions permitted by the target corporation's charter or by the  
31 law of this state or the state of incorporation;

32 (e) The liquidation or dissolution of a target corporation  
33 proposed by, or pursuant to an agreement, arrangement, or  
34 understanding, whether or not in writing, with an acquiring person or  
35 an affiliate or associate of an acquiring person;

36 (f) A reclassification of securities, including, without  
37 limitation, any shares split, shares dividend, or other distribution  
38 of shares in respect of stock, or any reverse shares split, or  
39 recapitalization of a target corporation, or a merger or  
40 consolidation of a target corporation with a subsidiary of the target



1 corporation, or any other transaction, whether or not with or into or  
2 otherwise involving an acquiring person, proposed by, or pursuant to  
3 an agreement, arrangement, or understanding, whether or not in  
4 writing, with an acquiring person or an affiliate or associate of an  
5 acquiring person, that has the effect, directly or indirectly, of  
6 increasing the proportionate share of the outstanding shares of a  
7 class or series of voting shares or securities convertible into  
8 voting shares of a target corporation or a subsidiary of the target  
9 corporation that is directly or indirectly owned by an acquiring  
10 person or an affiliate or associate of an acquiring person, except as  
11 a result of immaterial changes due to fractional share adjustments;  
12 or

13 (g) A receipt by an acquiring person or an affiliate or associate  
14 of an acquiring person of the benefit, directly or indirectly, except  
15 proportionately as a shareholder of a target corporation, of loans,  
16 advances, guarantees, pledges, or other financial assistance or tax  
17 credits or other tax advantages provided by or through a target  
18 corporation.

19 (16) "Share acquisition time" means the time at which a person  
20 first becomes an acquiring person of a target corporation.

21 (17) "Subsidiary" means a domestic or foreign corporation that  
22 has a majority of its outstanding voting shares owned, directly or  
23 indirectly, by another domestic or foreign corporation.

24 (18) "Tangible assets" means tangible real and personal property  
25 of all kinds. It shall also include leasehold interests in tangible  
26 real and personal property.

27 (19) "Target corporation" means:

28 (a) Every domestic corporation, if:

29 (i) The corporation has a class of voting shares registered with  
30 the securities and exchange commission pursuant to section 12 or 15  
31 of the exchange act; or

32 (ii) The corporation's articles of incorporation have been  
33 amended to provide that such a corporation shall be subject to the  
34 provisions of this chapter, if the corporation did not have a class  
35 of voting shares registered with the securities and exchange  
36 commission pursuant to section 12 or 15 of the exchange act on the  
37 effective date of that amendment; and

38 (b) Every foreign corporation required to ~~((have a certificate of~~  
39 ~~authority))~~ register to transact business in this state pursuant to  
40 chapter 23B.15 RCW and part I, Article 5 of this act, if:

1 (i) The corporation has a class of voting shares registered with  
2 the securities and exchange commission pursuant to section 12 or 15  
3 of the exchange act;

4 (ii) The corporation's principal executive office is located in  
5 the state;

6 (iii) The corporation has: (A) More than ten percent of its  
7 shareholders of record resident in the state; or (B) more than ten  
8 percent of its shares owned of record by state residents; or (C) one  
9 thousand or more shareholders of record resident in the state;

10 (iv) A majority of the corporation's employees, together with  
11 those of its subsidiaries, are residents of the state or the  
12 corporation, together with its subsidiaries, employs more than one  
13 thousand residents of the state; and

14 (v) A majority of the corporation's tangible assets, together  
15 with those of its subsidiaries, measured by market value, are located  
16 in the state or the corporation, together with its subsidiaries, has  
17 more than fifty million dollars' worth of tangible assets located in  
18 the state.

19 For purposes of this subsection, the record date for determining  
20 the percentages and numbers of shareholders and shares shall be the  
21 last shareholder record date before the event requiring that the  
22 determination be made. A shareholder record date shall be determined  
23 pursuant to the comparable provision to RCW 23B.07.070 of the law of  
24 the state in which a foreign corporation is incorporated. If a  
25 shareholder record date has not been fixed by the board of directors  
26 within the preceding four months, the determination shall be made as  
27 of the end of the corporation's most recent fiscal quarter.

28 The residence of each shareholder is presumed to be the address  
29 appearing in the records of the corporation. Shares held of record by  
30 brokers or nominees shall be disregarded for purposes of calculating  
31 the percentages and numbers specified in this subsection. Shares of a  
32 corporation allocated to the account of an employee or former  
33 employee or beneficiaries of employees or former employees of a  
34 corporation and held in a plan that is qualified under section 401(a)  
35 of the federal internal revenue code of 1986, as amended, and is a  
36 defined contribution plan within the meaning of section 414(i) of the  
37 code shall be deemed, for the purposes of this subsection, to be held  
38 of record by the employee to whose account such shares are allocated.

39 A domestic or foreign corporation shall be deemed to be a target  
40 corporation if the domestic or foreign corporation's failure to

1 satisfy the requirements of this subsection is caused by the action  
2 of, or is the result of a proposal by, an acquiring person or  
3 affiliate or associate of an acquiring person.

4 (20) "Voting shares" means shares of a corporation entitled to  
5 vote generally in the election of directors.

6 **Sec. 2148.** RCW 23B.01.400 and 2012 c 215 s 17 are each amended  
7 to read as follows:

8 Unless the context clearly requires otherwise, the definitions in  
9 this section apply throughout this title.

10 (1) "Articles of incorporation" include amended and restated  
11 articles of incorporation and articles of merger.

12 (2) "Authorized shares" means the shares of all classes a  
13 domestic or foreign corporation is authorized to issue.

14 (3) "Conspicuous" means so prepared that a reasonable person  
15 against whom the record is to operate should have noticed it. For  
16 example, printing in italics or boldface or contrasting color, or  
17 typing in capitals or underlined, is conspicuous.

18 (4) "Corporate action" means any resolution, act, policy,  
19 contract, transaction, plan, adoption or amendment of articles of  
20 incorporation or bylaws, or other matter approved by or submitted for  
21 approval to a corporation's incorporators, board of directors or a  
22 committee thereof, or shareholders.

23 (5) "Corporation" or "domestic corporation" means a corporation  
24 for profit, including a social purpose corporation, which is not a  
25 foreign corporation, incorporated under or subject to the provisions  
26 of this title.

27 (6) "Deliver" includes (a) mailing, (b) for purposes of  
28 delivering a demand, consent, notice, or waiver to the corporation or  
29 one of its officers, directors, or shareholders, transmission by  
30 facsimile equipment, and (c) for purposes of delivering a demand,  
31 consent, notice, or waiver to the corporation or one of its officers,  
32 directors, or shareholders under RCW 23B.01.410 or chapter 23B.07,  
33 23B.08, 23B.11, 23B.13, 23B.14, or 23B.16 RCW delivery by electronic  
34 transmission.

35 (7) "Distribution" means a direct or indirect transfer of money  
36 or other property, except its own shares, or incurrence of  
37 indebtedness by a corporation to or for the benefit of its  
38 shareholders in respect to any of its shares. A distribution may be  
39 in the form of a declaration or payment of a dividend; a distribution

1 in partial or complete liquidation, or upon voluntary or involuntary  
2 dissolution; a purchase, redemption, or other acquisition of shares;  
3 a distribution of indebtedness; or otherwise.

4 (8) "Effective date of notice" has the meaning provided in RCW  
5 23B.01.410.

6 (9) "Electronic transmission" means an electronic communication  
7 (a) not directly involving the physical transfer of a record in a  
8 tangible medium and (b) that may be retained, retrieved, and reviewed  
9 by the sender and the recipient thereof, and that may be directly  
10 reproduced in a tangible medium by such a sender and recipient.

11 (10) "Electronically transmitted" means the initiation of an  
12 electronic transmission.

13 (11) "Employee" includes an officer but not a director. A  
14 director may accept duties that make the director also an employee.

15 (12) "Entity" includes a corporation and foreign corporation,  
16 not-for-profit corporation, business trust, estate, trust,  
17 partnership, limited liability company, association, joint venture,  
18 two or more persons having a joint or common economic interest, the  
19 state, United States, and a foreign governmental subdivision, agency,  
20 or instrumentality, or any other legal or commercial entity.

21 (13) "Execute," "executes," or "executed" means (a) signed with  
22 respect to a written record or (b) electronically transmitted along  
23 with sufficient information to determine the sender's identity with  
24 respect to an electronic transmission, or (c) with respect to a  
25 record to be filed with the secretary of state, in compliance with  
26 the standards for filing with the office of the secretary of state as  
27 prescribed by the secretary of state.

28 (14) "Foreign corporation" means a corporation for profit  
29 incorporated under a law other than the law of this state.

30 (15) "Foreign limited partnership" means a partnership formed  
31 under laws other than of this state and having as partners one or  
32 more general partners and one or more limited partners.

33 (16) "General social purpose" means the general social purpose  
34 for which a social purpose corporation is organized as set forth in  
35 the articles of incorporation of the corporation in accordance with  
36 RCW 23B.25.040(1)(c).

37 (17) "Governmental subdivision" includes authority, county,  
38 district, and municipality.

39 (18) "Includes" denotes a partial definition.

1 (19) "Individual" includes the estate of an incompetent or  
2 deceased individual.

3 (20) "Limited partnership" or "domestic limited partnership"  
4 means a partnership formed by two or more persons under the laws of  
5 this state and having one or more general partners and one or more  
6 limited partners.

7 (21) "Means" denotes an exhaustive definition.

8 (22) "Notice" has the meaning provided in RCW 23B.01.410.

9 (23) "Person" means an individual, corporation, business trust,  
10 estate, trust, partnership, limited liability company, association,  
11 joint venture, government, governmental subdivision, agency, or  
12 instrumentality, or any other legal or commercial entity.

13 (24) "Principal office" means the office, in or out of this  
14 state, so designated in the annual report where the principal  
15 executive offices of a domestic or foreign corporation are located.

16 (25) "Proceeding" includes civil suit and criminal,  
17 administrative, and investigatory action.

18 (26) "Public company" means a corporation that has a class of  
19 shares registered with the federal securities and exchange commission  
20 pursuant to section 12 or 15 of the securities exchange act of 1934,  
21 or section 8 of the investment company act of 1940, or any successor  
22 statute.

23 (27) "Record" means information inscribed on a tangible medium or  
24 contained in an electronic transmission.

25 (28) "Record date" means the date established under chapter  
26 23B.07 RCW on which a corporation determines the identity of its  
27 shareholders and their shareholdings for purposes of this title. The  
28 determinations shall be made as of the close of business on the  
29 record date unless another time for doing so is specified when the  
30 record date is fixed.

31 (29) "Secretary" means the corporate officer to whom the board of  
32 directors has delegated responsibility under RCW 23B.08.400(3) for  
33 custody of the minutes of the meetings of the board of directors and  
34 of the shareholders and for authenticating records of the  
35 corporation.

36 (30) "Shares" means the units into which the proprietary  
37 interests in a corporation are divided.

38 (31) "Shareholder" means the person in whose name shares are  
39 registered in the records of a corporation or the beneficial owner of

1 shares to the extent of the rights granted by a nominee certificate  
2 on file with a corporation.

3 (32) "Social purpose" includes any general social purpose and any  
4 specific social purpose.

5 (33) "Social purpose corporation" means a corporation that has  
6 elected to be governed as a social purpose corporation under chapter  
7 23B.25 RCW.

8 (34) "Specific social purpose" means the specific social purpose  
9 or purposes for which a social purpose corporation is organized as  
10 set forth in the articles of incorporation of the corporation in  
11 accordance with RCW 23B.25.040(2)(a).

12 (35) "State," when referring to a part of the United States,  
13 includes a state and commonwealth, and their agencies and  
14 governmental subdivisions, and a territory and insular possession,  
15 and their agencies and governmental subdivisions, of the United  
16 States.

17 (36) "Subscriber" means a person who subscribes for shares in a  
18 corporation, whether before or after incorporation.

19 (37) "Tangible medium" means a writing, copy of a writing, or  
20 facsimile, or a physical reproduction, each on paper or on other  
21 tangible material.

22 (38) "United States" includes a district, authority, bureau,  
23 commission, department, and any other agency of the United States.

24 (39) "Voting group" means all shares of one or more classes or  
25 series that under the articles of incorporation or this title are  
26 entitled to vote and be counted together collectively on a matter at  
27 a meeting of shareholders. All shares entitled by the articles of  
28 incorporation or this title to vote generally on the matter are for  
29 that purpose a single voting group.

30 (40) "Writing" does not include an electronic transmission.

31 (41) "Written" means embodied in a tangible medium.

32 (42) "Registered office" means the address of the corporation's  
33 registered agent.

34 NEW SECTION. Sec. 2149. The following acts or parts of acts are  
35 each repealed:

36 (1) RCW 23B.01.210 (Forms) and 1991 c 72 s 25 & 1989 c 165 s 4;

37 (2) RCW 23B.01.260 (Judicial review of secretary of state's  
38 refusal to file a record) and 2002 c 297 s 7 & 1989 c 165 s 9;

- 1 (3) RCW 23B.01.270 (Evidentiary effect of copy of filed record)  
2 and 2002 c 297 s 8 & 1989 c 165 s 10;
- 3 (4) RCW 23B.01.500 (Domestic corporations—Notice of due date for  
4 payment of annual license fee and filing annual report) and 2011 c  
5 183 s 3 & 1989 c 165 s 16;
- 6 (5) RCW 23B.01.510 (Foreign corporations—Notice of due date for  
7 payment of annual license fee and filing annual report) and 2011 c  
8 183 s 4, 1990 c 178 s 3, & 1989 c 165 s 17;
- 9 (6) RCW 23B.01.530 (Domestic corporations—Inactive corporation  
10 defined—Annual license fee) and 2010 1st sp.s. c 29 s 2, 1993 c 269 s  
11 3, & 1989 c 165 s 19;
- 12 (7) RCW 23B.01.550 (Foreign corporations—Annual license fees) and  
13 1989 c 165 s 21;
- 14 (8) RCW 23B.01.560 (License fees for reinstated corporation) and  
15 1993 c 269 s 4 & 1989 c 165 s 22;
- 16 (9) RCW 23B.01.580 (Waiver of penalty fees) and 1990 c 178 s 4 &  
17 1989 c 165 s 24;
- 18 (10) RCW 23B.14.203 (Administrative dissolution or revocation of  
19 a certificate of authority—Corporation name not distinguishable from  
20 name of governmental entity—Application by governmental entity) and  
21 1997 c 12 s 1;
- 22 (11) RCW 23B.14.210 (Administrative dissolution—Procedure and  
23 effect) and 2006 c 52 s 12 & 1989 c 165 s 161;
- 24 (12) RCW 23B.15.015 (Foreign degree-granting institution branch  
25 campus—Acts not deemed transacting business in state) and 1993 c 181  
26 s 5;
- 27 (13) RCW 23B.15.310 (Revocation—Procedure and effect) and 1989 c  
28 165 s 181; and
- 29 (14) RCW 23B.18.050 (Service of process—Procedure) and 1989 c 165  
30 s 195.

31 **PART III**

32 **NONPROFIT CORPORATION ACT REVISIONS**

33 **Sec. 3101.** RCW 24.03.005 and 2004 c 265 s 1 are each amended to  
34 read as follows:

35 As used in this chapter, unless the context otherwise requires,  
36 the term:

1 (1) "Corporation" or "domestic corporation" means a corporation  
2 not for profit subject to the provisions of this chapter, except a  
3 foreign corporation.

4 (2) "Foreign corporation" means a corporation not for profit  
5 organized under laws other than the laws of this state.

6 (3) "Not for profit corporation" or "nonprofit corporation" means  
7 a corporation no part of the income of which is distributable to its  
8 members, directors or officers.

9 (4) "Articles of incorporation" and "articles" mean the original  
10 articles of incorporation and all amendments thereto, and includes  
11 articles of merger and restated articles.

12 (5) "Bylaws" means the code or codes of rules adopted for the  
13 regulation or management of the affairs of the corporation  
14 irrespective of the name or names by which such rules are designated.

15 (6) "Member" means an individual or entity having membership  
16 rights in a corporation in accordance with the provisions of its  
17 articles (~~(or [of])~~) of incorporation or bylaws.

18 (7) "Board of directors" means the group of persons vested with  
19 the management of the affairs of the corporation irrespective of the  
20 name by which such group is designated in the articles or bylaws.

21 (8) "Insolvent" means inability of a corporation to pay debts as  
22 they become due in the usual course of its affairs.

23 (9) "Deliver" means: (a) Mailing; (b) transmission by facsimile  
24 equipment, for purposes of delivering a demand, consent, notice, or  
25 waiver to the corporation or one of its officers, directors, or  
26 members; (c) electronic transmission, in accordance with the  
27 officer's, director's, or member's consent, for purposes of  
28 delivering a demand, consent, notice, or waiver to the corporation or  
29 one of its officers, directors, or members under RCW 24.03.009; and  
30 (d) as prescribed by the secretary of state for purposes of  
31 submitting a record for filing with the secretary of state.

32 (10) "Conforms to law" as used in connection with duties of the  
33 secretary of state in reviewing records for filing under this  
34 chapter, means the secretary of state has determined that the record  
35 complies as to form with the applicable requirements of this chapter  
36 and part I, Article 2 of this act.

37 (11) "Effective date" means, in connection with a record filing  
38 made by the secretary of state, the date (~~(which is shown by affixing~~  
39 ~~a "filed" stamp on the records. When a record is received for filing~~  
40 ~~by the secretary of state in a form which complies with the~~



1 ~~requirements of this chapter and which would entitle the record to be~~  
2 ~~filed immediately upon receipt, but the secretary of state's approval~~  
3 ~~action occurs subsequent to the date of receipt, the secretary of~~  
4 ~~state's filing date shall relate back to the date on which the~~  
5 ~~secretary of state first received the record in acceptable form. An~~  
6 ~~applicant may request a specific effective date no more than thirty~~  
7 ~~days later than the receipt date which might otherwise be applied as~~  
8 ~~the effective date)) on which the filing becomes effective under~~  
9 ~~section 1203 of this act.~~

10 (12) "Electronic transmission" means an electronic communication  
11 (a) not directly involving the physical transfer of a record in a  
12 tangible medium and (b) that may be retained, retrieved, and reviewed  
13 by the sender and the recipient thereof, and that may be directly  
14 reproduced in a tangible medium by a sender and recipient.

15 (13) "Electronically transmitted" means the initiation of an  
16 electronic transmission.

17 (14) "Execute," "executes," or "executed" means (a) signed, with  
18 respect to a written record or (b) electronically transmitted along  
19 with sufficient information to determine the sender's identity, with  
20 respect to an electronic transmission, or (c) filed in compliance  
21 with the standards for filing with the office of the secretary of  
22 state as prescribed by the secretary of state, with respect to a  
23 record to be filed with the secretary of state.

24 (15) "Executed by an officer of the corporation," or words of  
25 similar import, means that any record executed by such person shall  
26 be and is executed by that person under penalties of perjury and in  
27 an official and authorized capacity on behalf of the corporation or  
28 person making the record submission with the secretary of state and,  
29 for the purpose of records filed electronically with the secretary of  
30 state, in compliance with the rules adopted by the secretary of state  
31 for electronic filing.

32 (16) "An officer of the corporation" means, in connection with  
33 the execution of records submitted for filing with the secretary of  
34 state, the president, a vice president, the secretary, or the  
35 treasurer of the corporation.

36 (17) "Public benefit not for profit corporation" or "public  
37 benefit nonprofit corporation" means a corporation no part of the  
38 income of which is distributable to its members, directors, or  
39 officers and that holds a current tax exempt status as provided under  
40 26 U.S.C. Sec. 501(c)(3) or is specifically exempted from the

1 requirement to apply for its tax exempt status under 26 U.S.C. Sec.  
2 501(c)(3).

3 (18) "Record" means information inscribed on a tangible medium or  
4 contained in an electronic transmission.

5 (19) "Tangible medium" means a writing, copy of a writing,  
6 facsimile, or a physical reproduction, each on paper or on other  
7 tangible material.

8 (20) "Writing" does not include an electronic transmission.

9 (21) "Written" means embodied in a tangible medium.

10 (22) "Registered office" means the address of the corporation's  
11 registered agent.

12 **Sec. 3102.** RCW 24.03.017 and 2004 c 265 s 5 are each amended to  
13 read as follows:

14 Any corporation organized under any act of the state of  
15 Washington for any one or more of the purposes for which a  
16 corporation may be organized under this chapter and for no purpose  
17 other than those permitted by this chapter, and to which this chapter  
18 does not otherwise apply, may elect to have this chapter and the  
19 provisions thereof apply to such corporation. Such corporation may so  
20 elect by having a resolution to do so adopted by the governing body  
21 of such corporation and by delivering to the secretary of state a  
22 statement of election in accordance with this section. Such statement  
23 of election shall be executed by the corporation by an officer of the  
24 corporation, and shall set forth:

25 (1) The name of the corporation;

26 (2) The act which created the corporation or pursuant to which it  
27 was organized;

28 (3) That the governing body of the corporation has elected to  
29 have this chapter and the provisions thereof apply to the  
30 corporation.

31 The statement of election shall be delivered to the secretary of  
32 state(~~. If the secretary of state finds that the statement of~~  
33 ~~election conforms to law, the secretary of state shall, when fees in~~  
34 ~~the same amount as required by this chapter for filing articles of~~  
35 ~~incorporation have been paid, endorse on the statement the word~~  
36 ~~"filed" and the effective date of the filing thereof, shall file the~~  
37 ~~statement, and shall issue a certificate of elective coverage to~~  
38 ~~which an exact or conformed copy of the statement shall be affixed.~~

1       ~~The certificate of elective coverage together with the exact or~~  
2 ~~conformed copy of the statement affixed thereto by the secretary of~~  
3 ~~state shall be returned to the corporation or its representative))~~  
4 for filing in accordance with part I, Article 2 of this act. Upon the  
5 filing of the statement of elective coverage, the provisions of this  
6 chapter shall apply to the corporation which thereafter shall be  
7 subject to and shall have the benefits of this chapter and the  
8 provisions thereof as they exist on the date of filing such statement  
9 of election and as they may be amended from time to time thereafter,  
10 including, without limiting the generality of the foregoing, the  
11 power to amend its charter or articles of incorporation, whether or  
12 not created by special act of the legislature, delete provisions  
13 therefrom and add provisions thereto in any manner and to any extent  
14 it may choose to do from time to time so long as its amended articles  
15 shall not be inconsistent with the provisions of this chapter.

16       **Sec. 3103.** RCW 24.03.045 and 2004 c 265 s 7 are each amended to  
17 read as follows:

18       The corporate name(~~;~~

19       ~~(1) Shall not contain any word or phrase which indicates or~~  
20 ~~implies that it is organized for any purpose other than one or more~~  
21 ~~of the purposes contained in its articles of incorporation.~~

22       ~~(2)(a) Except as provided in (b) and (c) of this subsection, must~~  
23 ~~be distinguishable upon the records of the secretary of state from:~~

24       ~~(i) The corporate name or reserved name of a corporation or~~  
25 ~~domestic corporation organized or authorized to transact business~~  
26 ~~under this chapter;~~

27       ~~(ii) A corporate name reserved or registered under chapter 23B.04~~  
28 ~~RCW;~~

29       ~~(iii) The fictitious name adopted under RCW 23B.15.060 by a~~  
30 ~~foreign corporation authorized to transact business in this state~~  
31 ~~because its real name is unavailable;~~

32       ~~(iv) The name or reserved name of a mutual corporation or~~  
33 ~~miscellaneous corporation incorporated or authorized to do business~~  
34 ~~under chapter 24.06 RCW;~~

35       ~~(v) The name or reserved name of a foreign or domestic limited~~  
36 ~~partnership formed or registered under chapter 25.10 RCW;~~

37       ~~(vi) The name or reserved name of a limited liability company~~  
38 ~~organized or registered under chapter 25.15 RCW; and~~

1       ~~(vii) The name or reserved name of a limited liability~~  
2 ~~partnership registered under chapter 25.04 RCW.~~

3       ~~(b) A corporation may apply to the secretary of state for~~  
4 ~~authorization to use a name that is not distinguishable upon the~~  
5 ~~records from one or more of the names described in (a) of this~~  
6 ~~subsection. The secretary of state shall authorize use of the name~~  
7 ~~applied for if:~~

8       ~~(i) The other corporation, company, holder, limited liability~~  
9 ~~partnership, or limited partnership consents to the use in the form~~  
10 ~~of a record and files with the secretary of state records necessary~~  
11 ~~to change its name or the name reserved or registered to a name that~~  
12 ~~is distinguishable upon the records of the secretary of state from~~  
13 ~~the name of the applying corporation; or~~

14       ~~(ii) The applicant delivers to the secretary of state a certified~~  
15 ~~copy of the final judgment of a court of competent jurisdiction~~  
16 ~~establishing the applicant's right to use the name applied for in~~  
17 ~~this state.~~

18       ~~(c) A corporation may use the name, including the fictitious~~  
19 ~~name, of another domestic or foreign corporation, limited liability~~  
20 ~~company, limited partnership, or limited liability partnership, that~~  
21 ~~is used in this state if the other entity is formed or authorized to~~  
22 ~~transact business in this state, and the proposed user corporation:~~

23       ~~(i) Has merged with the other corporation, limited liability~~  
24 ~~company, or limited partnership; or~~

25       ~~(ii) Has been formed by reorganization of the other corporation.~~

26       ~~(3) Shall be transliterated into letters of the English alphabet,~~  
27 ~~if it is not in English.~~

28       ~~(4) Shall not include or end with "incorporated," "company,"~~  
29 ~~"corporation," "partnership," "limited partnership," or "Ltd.," or~~  
30 ~~any abbreviation thereof, but may use "club," "league,"~~  
31 ~~"association," "services," "committee," "fund," "society,"~~  
32 ~~"foundation," ". . . . ., a nonprofit corporation," or any name of~~  
33 ~~like import.~~

34       ~~(5) May only include the term "public benefit" or names of like~~  
35 ~~import if the corporation has been designated as a public benefit~~  
36 ~~nonprofit corporation by the secretary in accordance with this~~  
37 ~~chapter.~~

38       ~~(6) A name shall not be considered distinguishable upon the~~  
39 ~~records of the secretary of state by virtue of:~~

1       ~~(a) A variation in any of the following designations for the same~~  
2 ~~name: "Corporation," "incorporated," "company," "limited,"~~  
3 ~~"partnership," "limited partnership," "limited liability company," or~~  
4 ~~"limited liability partnership," or the abbreviations "corp.,"~~  
5 ~~"inc.," "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or~~  
6 ~~"L.L.C.";~~

7       ~~(b) The addition or deletion of an article or conjunction such as~~  
8 ~~"the" or "and" from the same name;~~

9       ~~(c) Punctuation, capitalization, or special characters or symbols~~  
10 ~~in the same name; or~~

11       ~~(d) Use of abbreviation or the plural form of a word in the same~~  
12 ~~name.~~

13       ~~(7) This title does not control the use of assumed business names~~  
14 ~~or "trade names.") must comply with the provisions of part I,~~  
15 ~~Article 3 of this act.~~

16       **Sec. 3104.** RCW 24.03.046 and 1993 c 356 s 1 are each amended to  
17 read as follows:

18       A person may reserve the exclusive right to the use of a  
19 corporate name ((may be reserved by:

20       ~~(1) Any person intending to organize a corporation under this~~  
21 ~~title.~~

22       ~~(2) Any domestic corporation intending to change its name.~~

23       ~~(3) Any foreign corporation intending to make application for a~~  
24 ~~certificate of authority to transact business in this state.~~

25       ~~(4) Any foreign corporation authorized to transact business in~~  
26 ~~this state and intending to change its name.~~

27       ~~(5) Any person intending to organize a foreign corporation and~~  
28 ~~intending to have such corporation make application for a certificate~~  
29 ~~of authority to transact business in this state.~~

30       ~~The reservation shall be made by filing with the secretary of~~  
31 ~~state an application to reserve a specified corporate name, executed~~  
32 ~~by or on behalf of the applicant. If the secretary of state finds~~  
33 ~~that the name is available for corporate use, the secretary of state~~  
34 ~~shall reserve the same for the exclusive use of the applicant for a~~  
35 ~~period of one hundred and eighty days. Such reservation shall be~~  
36 ~~limited to one filing.~~

37       ~~The right to the exclusive use of a specified corporate name so~~  
38 ~~reserved may be transferred to any other person or corporation by~~  
39 ~~filing in the office of the secretary of state, a notice of such~~

1 transfer, executed by the applicant for whom the name was reserved,  
2 and specifying the name and address of the transferee)) in accordance  
3 with section 1303 of this act.

4 **Sec. 3105.** RCW 24.03.047 and 1994 c 211 s 1306 are each amended  
5 to read as follows:

6 Any corporation(~~(τ)~~) organized and existing under the laws of any  
7 state or territory of the United States may register its corporate  
8 name (~~(under this title, provided its corporate name is not the same~~  
9 ~~as, or deceptively similar to, the name of any domestic corporation~~  
10 ~~existing under the laws of this state, the name of any foreign~~  
11 ~~corporation authorized to transact business in this state, the name~~  
12 ~~of any domestic limited liability company organized under the laws of~~  
13 ~~this state, the name of any foreign limited liability company~~  
14 ~~authorized to transact business in this state, the name of any~~  
15 ~~limited partnership on file with the secretary, or any corporate name~~  
16 ~~reserved or registered under this title.~~

17 Such registration shall be made by:

18 ~~(1) Filing with the secretary of state: (a) An application for~~  
19 ~~registration executed by the corporation by an officer thereof,~~  
20 ~~setting forth the name of the corporation, the state or country under~~  
21 ~~the laws of which it is incorporated, [and] the date of its~~  
22 ~~incorporation, and (b) a certificate setting forth that such~~  
23 ~~corporation is in good standing under the laws of the state or~~  
24 ~~territory wherein it is organized, executed by the secretary of state~~  
25 ~~of such state or country or by such other official as may have~~  
26 ~~custody of the records pertaining to corporations, and~~

27 ~~(2) Paying to the secretary of state the applicable registration~~  
28 ~~fee.~~

29 ~~The registration shall be effective until the close of the~~  
30 ~~calendar year in which the application for registration is filed)) in~~  
31 accordance with section 1304 of this act.

32 **Sec. 3106.** RCW 24.03.048 and 1986 c 240 s 8 are each amended to  
33 read as follows:

34 A corporation which has in effect a registration of its corporate  
35 name(~~(τ)~~) may renew such registration (~~(from year to year by annually~~  
36 ~~filing an application for renewal setting forth the facts required to~~  
37 ~~be set forth in an original application for registration and a~~  
38 ~~certificate of good standing as required for the original~~

1 registration and by paying the applicable fee. A renewal application  
2 may be filed between the first day of October and the thirty-first  
3 day of December in each year, and shall extend the registration for  
4 the following calendar year)) in accordance with section 1304 of this  
5 act.

6 **Sec. 3107.** RCW 24.03.050 and 2009 c 202 s 1 are each amended to  
7 read as follows:

8 Each corporation shall have and continuously maintain in this  
9 state((÷

10 (1) ~~A registered office which may be, but need not be, the same~~  
11 ~~as its principal office. The registered office shall be at a specific~~  
12 ~~geographic location in this state, and be identified by number, if~~  
13 ~~any, and street, or building address or rural route, or, if a~~  
14 ~~commonly known street or rural route address does not exist, by legal~~  
15 ~~description. A registered office may not be identified by post office~~  
16 ~~box number or other nongeographic address. For purposes of~~  
17 ~~communicating by mail, the secretary of state may permit the use of a~~  
18 ~~post office address in conjunction with the registered office address~~  
19 ~~if the corporation also maintains on file the specific geographic~~  
20 ~~address of the registered office where personal service of process~~  
21 ~~may be made.~~

22 (2) ~~A registered agent, which agent may be either an individual~~  
23 ~~resident in this state whose business office is identical with such~~  
24 ~~registered office, or a domestic corporation, whether for profit or~~  
25 ~~not for profit, or a governmental body or agency, or a foreign~~  
26 ~~corporation, whether for profit or not for profit, authorized to~~  
27 ~~transact business or conduct affairs in this state, having an office~~  
28 ~~identical with such registered office, or a domestic limited~~  
29 ~~liability company whose business office is identical with the~~  
30 ~~registered office, or a foreign limited liability company authorized~~  
31 ~~to conduct affairs in this state whose business address is identical~~  
32 ~~with the registered office. A registered agent shall not be appointed~~  
33 ~~without having given prior consent to the appointment, in the form of~~  
34 ~~a record. The consent shall be filed with the secretary of state in~~  
35 ~~such form as the secretary may prescribe. The consent shall be filed~~  
36 ~~with or as a part of the record first appointing a registered agent.~~  
37 ~~In the event any individual, corporation, or limited liability~~  
38 ~~company has been appointed agent without consent, that person,~~  
39 ~~corporation, or limited liability company may file a notarized~~

1 ~~statement attesting to that fact, and the name shall immediately be~~  
2 ~~removed from the records of the secretary of state.~~

3 ~~No Washington corporation or foreign corporation authorized to~~  
4 ~~conduct affairs in this state may be permitted to maintain any action~~  
5 ~~in any court in this state until the corporation complies with the~~  
6 ~~requirements of this section)) a registered agent in accordance with~~  
7 ~~part I, Article 4 of this act.~~

8 **Sec. 3108.** RCW 24.03.055 and 2004 c 265 s 9 are each amended to  
9 read as follows:

10 A corporation may change its registered (~~office or change its~~  
11 ~~registered)) agent(~~(, or both, upon)~~) by filing in the office of the  
12 secretary of state (~~in the form prescribed by the secretary of state~~  
13 ~~a statement setting forth:~~~~

14 ~~(1) The name of the corporation.~~

15 ~~(2) If the current registered office is to be changed, the street~~  
16 ~~address to which the registered office is to be changed.~~

17 ~~(3) If the current registered agent is to be changed, the name of~~  
18 ~~the new registered agent.~~

19 ~~(4) That the address of its registered office and the address of~~  
20 ~~the office of its registered agent, as changed, will be identical.~~

21 ~~Such statement shall be executed by the corporation by an officer~~  
22 ~~of the corporation, and delivered to the secretary of state, together~~  
23 ~~with a consent, in the form of a record, of the registered agent to~~  
24 ~~the appointment, if applicable. If the secretary of state finds that~~  
25 ~~such statement conforms to the provisions of this chapter, the~~  
26 ~~secretary of state shall endorse thereon the word "Filed," and the~~  
27 ~~month, day, and year of the filing thereof, and file the statement.~~  
28 ~~The change of address of the registered office, or the appointment of~~  
29 ~~a new registered agent, or both, as the case may be, shall become~~  
30 ~~effective upon filing unless a later date is specified)) a statement~~  
31 ~~of change in accordance with section 1407 of this act.~~

32 Any registered agent of a corporation may resign as such agent  
33 upon filing a notice thereof, in the form of a record, with the  
34 secretary of state(~~(, who shall immediately deliver an exact or~~  
35 ~~conformed copy thereof to the corporation in care of an officer, who~~  
36 ~~is not the resigning registered agent, at the address of such officer~~  
37 ~~as shown by the most recent annual report of the corporation. The~~  
38 ~~appointment of such agent shall terminate upon the expiration of~~



1 ~~thirty days after receipt of such notice by the secretary of state))~~  
2 in accordance with section 1410 of this act.

3 ~~((If))~~ A registered agent ~~((changes the agent's business address~~  
4 ~~to another place within the state, the agent may change such address~~  
5 ~~and the address of the registered office of any corporation of which~~  
6 ~~the agent is a registered agent, by filing a statement as required by~~  
7 ~~this section except that it need be executed only by the registered~~  
8 ~~agent, it need not be responsive to subsection (3) of this section,~~  
9 ~~and it must recite that a copy of the statement has been delivered to~~  
10 ~~the secretary of the corporation))~~ may change its information on file  
11 with the secretary of state in accordance with section 1408 or 1409  
12 of this act.

13 **Sec. 3109.** RCW 24.03.060 and 1986 c 240 s 11 are each amended to  
14 read as follows:

15 ~~((The registered agent so appointed by a corporation shall be an~~  
16 ~~agent of such corporation upon whom any))~~ Service of process, notice,  
17 or demand required or permitted by law to be served upon the  
18 corporation may be ~~((served.~~

19 ~~Whenever a corporation shall fail to appoint or maintain a~~  
20 ~~registered agent in this state, or whenever its registered agent~~  
21 ~~cannot with reasonable diligence be found at the registered office,~~  
22 ~~then the secretary of state shall be an agent of such corporation~~  
23 ~~upon whom any such process, notice, or demand may be served. Service~~  
24 ~~on the secretary of state of any such process, notice, or demand~~  
25 ~~shall be made by delivering to and leaving with the secretary of~~  
26 ~~state, or with any duly authorized clerk of the corporation~~  
27 ~~department of the secretary of state's office, duplicate copies of~~  
28 ~~such process, notice or demand. In the event any such process, notice~~  
29 ~~or demand is served on the secretary of state, the secretary of state~~  
30 ~~shall immediately cause one of the copies thereof to be forwarded by~~  
31 ~~certified mail, addressed to the secretary of the corporation as~~  
32 ~~shown on the records of the secretary of state. Any service so had on~~  
33 ~~the secretary of state shall be returnable in not less than thirty~~  
34 ~~days.~~

35 ~~The secretary of state shall keep a record of all processes,~~  
36 ~~notices and demands served upon the secretary of state under this~~  
37 ~~section, and shall record therein the time of such service and the~~  
38 ~~secretary of state's action with reference thereto.~~

1       ~~Nothing herein contained shall limit or affect the right to serve~~  
2 ~~any process, notice or demand required or permitted by law to be~~  
3 ~~served upon a corporation in any other manner now or hereafter~~  
4 ~~permitted by law)) made in accordance with section 1411 of this act.~~

5       **Sec. 3110.** RCW 24.03.145 and 2002 c 74 s 7 are each amended to  
6 read as follows:

7       ~~The articles of incorporation shall be delivered to the secretary~~  
8 ~~of state((. If the secretary of state finds that the articles of~~  
9 ~~incorporation conform to law, the secretary of state shall, when all~~  
10 ~~fees have been paid as in this chapter prescribed:~~

11       ~~(1) Endorse on the articles the word "Filed" and the effective~~  
12 ~~date of the filing.~~

13       ~~(2) File the articles.~~

14       ~~(3) Issue a certificate of incorporation.~~

15       ~~The certificate of incorporation together with an exact or~~  
16 ~~conformed copy of the articles of incorporation will be returned to~~  
17 ~~the incorporators or their representative)) for filing in accordance~~  
18 ~~with part I, Article 2 of this act.~~

19       **Sec. 3111.** RCW 24.03.175 and 2002 c 74 s 8 are each amended to  
20 read as follows:

21       ~~The articles of amendment shall be delivered to the secretary of~~  
22 ~~state((. If the secretary of state finds that the articles of~~  
23 ~~amendment conform to law, the secretary of state shall, when all fees~~  
24 ~~have been paid as in this chapter prescribed:~~

25       ~~(1) Endorse on the articles the word "Filed," and the effective~~  
26 ~~date of the filing.~~

27       ~~(2) File the articles.~~

28       ~~The exact or conformed copy of the articles of amendment bearing~~  
29 ~~the filing endorsement affixed thereto by the secretary of state,~~  
30 ~~shall be returned to the corporation or its representative)) for~~  
31 ~~filing in accordance with part I, Article 2 of this act.~~

32       **Sec. 3112.** RCW 24.03.180 and 1986 c 240 s 28 are each amended to  
33 read as follows:

34       ~~((Upon the filing of the articles of amendment by the secretary~~  
35 ~~of state, or on such later date, not more than thirty days subsequent~~  
36 ~~to the filing thereof by the secretary of state, as may be provided~~  
37 ~~in the articles of amendment, the amendment shall become effective~~

1 ~~and the articles of incorporation shall be deemed to be amended~~  
2 ~~accordingly)) Articles of amendment are effective as provided in~~  
3 ~~section 1203 of this act and may state a delayed effective date in~~  
4 ~~accordance with section 1203 of this act.~~

5 No amendment shall affect any existing cause of action in favor  
6 of or against such corporation, or any pending action to which such  
7 corporation shall be a party, or the existing rights of persons other  
8 than members; and, in the event the corporate name shall be changed  
9 by amendment, no action brought by or against such corporation under  
10 its former name shall abate for that reason.

11 **Sec. 3113.** RCW 24.03.183 and 2004 c 265 s 18 are each amended to  
12 read as follows:

13 A domestic corporation may at any time restate its articles of  
14 incorporation by a resolution adopted by the board of directors. A  
15 corporation may amend and restate in one resolution, but may not  
16 present the amendments and restatement for filing by the secretary in  
17 a single record. Separate articles of amendment, under RCW 24.03.165  
18 and articles of restatement, under this section, must be presented  
19 notwithstanding the corporation's adoption of a single resolution of  
20 amendment and restatement.

21 Upon the adoption of the resolution, restated articles of  
22 incorporation shall be executed by the corporation by one of its  
23 officers. The restated articles shall set forth all of the operative  
24 provisions of the articles of incorporation together with a statement  
25 that the restated articles of incorporation correctly set forth  
26 without change the provisions of the articles of incorporation as  
27 amended and that the restated articles of incorporation supersede the  
28 original articles of incorporation and all amendments thereto.

29 The restated articles of incorporation shall be delivered to the  
30 secretary of state(~~(. If the secretary of state finds that the~~  
31 ~~restated articles of incorporation conform to law, the secretary of~~  
32 ~~state shall, when all fees required by this title have been paid:~~

33 ~~(1) Endorse on the articles the word "Filed" and the date of the~~  
34 ~~filing;~~

35 ~~(2) File the restated articles.~~

36 ~~An exact or conformed copy of the restated articles of~~  
37 ~~incorporation bearing the endorsement affixed thereto by the~~  
38 ~~secretary of state, shall be returned to the corporation or its~~

1 ~~representative)) for filing in accordance with part I, Article 2 of~~  
2 ~~this act.~~

3 Upon the filing of the restated articles of incorporation by the  
4 secretary of state, the restated articles of incorporation shall  
5 become effective and shall supersede the original articles of  
6 incorporation and all amendments thereto.

7 **Sec. 3114.** RCW 24.03.200 and 2004 c 265 s 20 are each amended to  
8 read as follows:

9 (1) Upon such approval, articles of merger or articles of  
10 consolidation shall be executed by each corporation by an officer of  
11 each corporation, and shall set forth:

12 (a) The plan of merger or the plan of consolidation;

13 (b) Where the members of any merging or consolidating corporation  
14 have voting rights, then as to each such corporation (i) a statement  
15 setting forth the date of the meeting of members at which the plan  
16 was adopted, that a quorum was present at such meeting, and that such  
17 plan received at least two-thirds of the votes which members present  
18 at such meeting or represented by proxy were entitled to cast, or  
19 (ii) a statement that such amendment was adopted by a consent in the  
20 form of a record executed by all members entitled to vote with  
21 respect thereto;

22 (c) Where any merging or consolidating corporation has no  
23 members, or no members having voting rights, then as to each such  
24 corporation a statement of such fact, the date of the meeting of the  
25 board of directors at which the plan was adopted and a statement of  
26 the fact that such plan received the vote of a majority of the  
27 directors in office.

28 (2) The articles of merger or articles of consolidation shall be  
29 delivered to the secretary of state(~~(. If the secretary of state~~  
30 ~~finds that such articles conform to law, the secretary of state~~  
31 ~~shall, when all fees have been paid as in this chapter prescribed:~~

32 ~~(a) Endorse on the articles of merger or consolidation the word~~  
33 ~~"Filed," and the date of the filing;~~

34 ~~(b) File the articles of merger or consolidation.~~

35 ~~An exact or conformed copy of the articles of merger or articles~~  
36 ~~of consolidation bearing the filing endorsement affixed thereto by~~  
37 ~~the secretary of state, shall be returned to the surviving or new~~  
38 ~~corporation, as the case may be, or its representative)) for filing~~  
39 ~~in accordance with part I, Article 2 of this act.~~

1       **Sec. 3115.** RCW 24.03.205 and 1986 c 240 s 34 are each amended to  
2 read as follows:

3       A merger or consolidation shall become effective upon the filing  
4 of the articles of merger or articles of consolidation with the  
5 secretary of state(~~(, or on such later date, not more than thirty~~  
6 ~~days after the filing thereof with the secretary of state, as shall~~  
7 ~~be provided for in the plan)) as provided in section 1203 of this  
8 act, and may state a delayed effective date as provided in section  
9 1203 of this act.~~

10       **Sec. 3116.** RCW 24.03.207 and 2004 c 265 s 21 are each amended to  
11 read as follows:

12       One or more foreign corporations and one or more domestic  
13 corporations may be merged or consolidated in the following manner,  
14 if such merger or consolidation is permitted by the laws of the state  
15 under which each such foreign corporation is organized:

16       (1) Each domestic corporation shall comply with the provisions of  
17 this title with respect to the merger or consolidation as the case  
18 may be, of domestic corporations and each foreign corporation shall  
19 comply with the applicable provisions of the laws of the state under  
20 which it is organized.

21       (2) If the surviving or new corporation in a merger or  
22 consolidation is to be governed by the laws of any state other than  
23 this state, it shall comply with the provisions of this title and  
24 part I, Article 5 of this act with respect to foreign corporations if  
25 it is to transact business in this state, and in every case it shall  
26 file with the secretary of state of this state(~~(-~~

27 ~~(a))~~ an agreement that it may be served with process in ((this  
28 state)) accordance with section 1411 of this act in any proceeding  
29 for the enforcement of any obligation of any domestic corporation  
30 which is a party to the merger or consolidation and in any proceeding  
31 for the enforcement of the rights, if any, of a member of any such  
32 domestic corporation against the surviving or new corporation(~~(-and~~

33 ~~(b) An irrevocable appointment of the secretary of state of this~~  
34 ~~state as its agent to accept service of process in any such~~  
35 ~~proceeding)).~~

36       The effect of the merger or consolidation shall be the same as in  
37 the case of the merger or consolidation of domestic corporations, if  
38 the surviving or new corporation is to be governed by the laws of  
39 this state. If the surviving or new corporation is to be governed by

1 the laws of any state other than this state, the effect of the merger  
2 or consolidation shall be the same as in the case of the merger or  
3 consolidation of domestic corporations except as the laws of the  
4 other state provide otherwise.

5 (3) At any time prior to the effective date of the articles of  
6 merger or consolidation, the merger or consolidation may be abandoned  
7 pursuant to provision therefor, if any, set forth in the plan of  
8 merger or consolidation. In the event the merger or consolidation is  
9 abandoned, the parties thereto shall execute a notice of abandonment  
10 (~~(in triplicate)~~) executed by an officer for each corporation  
11 executing the notice, which must be in the form of a record, and  
12 deliver the notice to the secretary of state for filing in accordance  
13 with part I, Article 2 of this act. (~~(If the secretary of state finds~~  
14 ~~the notice conforms to law, the secretary of state shall:~~

15 ~~(a) Endorse on each of the originals the word "Filed" and the~~  
16 ~~date of the filing;~~

17 ~~(b) File one of the triplicate originals in the secretary of~~  
18 ~~state's office; and~~

19 ~~(c) Issue the other triplicate originals to the respective~~  
20 ~~parties or their representatives.))~~

21 **Sec. 3117.** RCW 24.03.245 and 2002 c 74 s 11 are each amended to  
22 read as follows:

23 Articles of dissolution shall be delivered to the secretary of  
24 state for filing in accordance with part I, Article 2 of this act.  
25 (~~(If the secretary of state finds that such articles of dissolution~~  
26 ~~conform to law, the secretary of state shall, when all requirements~~  
27 ~~have been met as in this chapter prescribed:~~

28 ~~(1) Endorse on the articles of dissolution the word "Filed," and~~  
29 ~~the effective date of the filing.~~

30 ~~(2) File the articles of dissolution.~~

31 ~~The exact or conformed copy of the articles of dissolution,~~  
32 ~~bearing the filing endorsement affixed thereto by the secretary of~~  
33 ~~state, shall be returned to the representative of the dissolved~~  
34 ~~corporation.)) Upon the filing of such articles of dissolution the~~  
35 ~~existence of the corporation shall cease, except for the purpose of~~  
36 ~~suits, other proceedings and appropriate corporate action by members,~~  
37 ~~directors, and officers as provided in this chapter.~~

1       **Sec. 3118.** RCW 24.03.300 and 1986 c 240 s 41 are each amended to  
2 read as follows:

3       The dissolution of a corporation either (1) by the filing and  
4 issuance of a certificate of dissolution, voluntary or  
5 administrative, by the secretary of state, or (2) by a decree of  
6 court when the court has not liquidated the assets and affairs of the  
7 corporation as provided in this chapter, or (3) by expiration of its  
8 period of duration, shall not take away or impair any remedy  
9 available to or against such corporation, its directors, officers, or  
10 members, for any right or claim existing, or any liability incurred,  
11 prior to such dissolution if action or other proceeding thereon is  
12 commenced within two years after the date of such dissolution. Any  
13 such action or proceeding by or against the corporation may be  
14 prosecuted or defended by the corporation in its corporate name. The  
15 members, directors and officers shall have power to take such  
16 corporate or other action as shall be appropriate to protect such  
17 remedy, right or claim. If such corporation was dissolved by the  
18 expiration of its period of duration, such corporation may amend its  
19 articles of incorporation at any time during such period of two years  
20 after expiration so as to extend its period of duration. If, during  
21 the period of dissolution, another person or corporation has reserved  
22 or adopted a corporate name which is identical to or deceptively  
23 similar to the dissolved corporation's name, the corporation  
24 extending its period of duration shall be required to adopt another  
25 name consistent with the requirements of (~~this chapter~~) part I,  
26 Article 3 of this act and to amend its articles of incorporation  
27 accordingly. The corporation shall also pay to the state all fees and  
28 penalties which would otherwise have been due if the corporate  
29 charter had not expired, plus a reinstatement fee as (~~provided in~~  
30 ~~this chapter~~) established by the secretary of state under section  
31 1213 of this act.

32       **Sec. 3119.** RCW 24.03.302 and 1994 c 287 s 8 are each amended to  
33 read as follows:

34       A corporation shall be administratively dissolved by the  
35 secretary of state (~~upon the conditions prescribed in this section~~  
36 ~~when the corporation:~~

37       ~~(1) Has failed to file or complete its annual report within the~~  
38 ~~time required by law; or~~

1       ~~(2) Has failed for thirty days to appoint or maintain a~~  
2 ~~registered agent in this state; or~~

3       ~~(3) Has failed for thirty days, after change of its registered~~  
4 ~~agent or registered office, to file in the office of the secretary of~~  
5 ~~state a statement of such change.~~

6       ~~A corporation shall not be dissolved under this section unless~~  
7 ~~the secretary of state has given the corporation not less than sixty~~  
8 ~~days' notice of its delinquency or omission, by first-class mail,~~  
9 ~~postage prepaid, addressed to the registered office, or, if there is~~  
10 ~~no registered office, to the last known address of any officer or~~  
11 ~~director as shown by the records of the secretary of state, and~~  
12 ~~unless the corporation has failed to correct the omission or~~  
13 ~~delinquency before expiration of the sixty-day period.~~

14       ~~When a corporation has given cause for dissolution under this~~  
15 ~~section, and has failed to correct the delinquency or omission as~~  
16 ~~provided in this section, the secretary of the state shall dissolve~~  
17 ~~the corporation by issuing a certificate of administrative~~  
18 ~~dissolution containing a statement that the corporation has been~~  
19 ~~dissolved and the date and reason for which it was dissolved. The~~  
20 ~~original certificate of administrative dissolution shall be filed in~~  
21 ~~the records of the secretary of state, and a copy of the certificate~~  
22 ~~shall forthwith be mailed to the corporation at its registered office~~  
23 ~~or, if there is no registered office, to the last known address of~~  
24 ~~the corporation or any officer, director, or incorporator of the~~  
25 ~~corporation, as shown by the records of the secretary of state. Upon~~  
26 ~~the filing of the certificate of administrative dissolution, the~~  
27 ~~existence of the corporation shall cease, except as otherwise~~  
28 ~~provided in this chapter, and its name shall be available to and may~~  
29 ~~be adopted by another corporation after the dissolution.~~

30       ~~Any notice provided by the secretary of state under this section~~  
31 ~~shall be designed to clearly identify and warn the recipient of the~~  
32 ~~contents thereof. A delinquency notice shall provide a succinct and~~  
33 ~~readable description of the delinquency or omission, the date on~~  
34 ~~which dissolution will occur, and the action necessary to cure the~~  
35 ~~delinquency or omission prior to dissolution)) under the~~  
36 ~~circumstances and procedures provided in part I, Article 6 of this~~  
37 ~~act.~~

38       ~~A corporation which has been administratively dissolved ((by~~  
39 ~~operation of this section may be reinstated within a period of three~~  
40 ~~years following its administrative dissolution if it completes and~~



1 ~~files a current annual report for the reinstatement year or if it~~  
2 ~~appoints or maintains a registered agent, or if it files with the~~  
3 ~~secretary of state a required statement of change of registered agent~~  
4 ~~or registered office and in addition, if it pays a reinstatement fee~~  
5 ~~as set by rule by the secretary plus the full amount of all annual~~  
6 ~~fees that would have been assessed for the years of administrative~~  
7 ~~dissolution had the corporation been in active status, including the~~  
8 ~~reinstatement year plus any penalties established by rule by the~~  
9 ~~secretary of state. If, during the period of dissolution, another~~  
10 ~~person or corporation has reserved or adopted a corporate name which~~  
11 ~~is identical to or deceptively similar to the dissolved corporation's~~  
12 ~~name, the dissolved corporation seeking reinstatement shall be~~  
13 ~~required to adopt another name consistent with the requirements of~~  
14 ~~this chapter and to amend its articles of incorporation accordingly))~~  
15 under section 1603 of this act may apply to the secretary of state  
16 for reinstatement in accordance with section 1604 of this act.

17 When a corporation has been administratively dissolved ((~~by~~  
18 ~~operation of this section~~)) under section 1603 of this act, remedies  
19 available to or against it shall survive in the manner provided in  
20 RCW 24.03.300 and the directors of the corporation shall hold the  
21 title to the property of the corporation as trustees for the benefit  
22 of its creditors and members.

23 **Sec. 3120.** RCW 24.03.305 and 1993 c 181 s 12 are each amended to  
24 read as follows:

25 ((~~No~~)) (1) A foreign corporation shall ((have the right to)) not  
26 conduct affairs in this state until it ((shall have procured a  
27 certificate of authority so to do from)) registers with the secretary  
28 of state in accordance with part I, Article 5 of this act. ((~~No~~  
29 ~~foreign corporation shall be entitled to procure a certificate of~~  
30 ~~authority under this chapter to conduct in this state any affairs~~  
31 ~~which a corporation organized under this chapter is not permitted to~~  
32 ~~conduct. A foreign corporation shall not be denied a certificate of~~  
33 ~~authority by reason of the fact that the laws of the state or country~~  
34 ~~under which such corporation is organized governing its organization~~  
35 ~~and internal affairs differ from the laws of this state, and nothing~~  
36 ~~in this chapter contained shall be construed to authorize this state~~  
37 ~~to regulate the organization or the internal affairs of such~~  
38 ~~corporation.~~

1 Without ~~excluding other activities which may~~) (2) A  
2 nonexhaustive list of activities that do not constitute conducting  
3 affairs in this state(~~(, a foreign corporation shall not be~~  
4 ~~considered to be conducting affairs in this state, for the purposes~~  
5 ~~of this chapter, by reason of carrying on in this state any one or~~  
6 ~~more of the following activities:~~

7 (1) ~~Maintaining or defending any action or suit or any~~  
8 ~~administrative or arbitration proceeding, or effecting the settlement~~  
9 ~~thereof or the settlement of claims or disputes.~~

10 (2) ~~Holding meetings of its directors or members or carrying on~~  
11 ~~other activities concerning its internal affairs.~~

12 (3) ~~Maintaining bank accounts.~~

13 (4) ~~Creating evidences of debt, mortgages or liens on real or~~  
14 ~~personal property.~~

15 (5) ~~Securing or collecting debts due to it or enforcing any~~  
16 ~~rights in property securing the same.~~

17 (6) ~~Effecting sales through independent contractors.~~

18 (7) ~~Soliciting or procuring orders, whether by mail or through~~  
19 ~~employees or agents or otherwise, where such orders require~~  
20 ~~acceptance without this state before becoming binding contracts.~~

21 (8) ~~Creating as borrower or lender, or acquiring, indebtedness or~~  
22 ~~mortgages or other security interests in real or personal property.~~

23 (9) ~~Securing or collecting debts or enforcing any rights in~~  
24 ~~property securing the same.~~

25 (10) ~~Transacting any business in interstate commerce.~~

26 (11) ~~Conducting an isolated transaction completed within a period~~  
27 ~~of thirty days and not in the course of a number of repeated~~  
28 ~~transactions of like nature.~~

29 (12) ~~Operating an approved branch campus of a foreign degree-~~  
30 ~~granting institution in compliance with chapter 28B.90 RCW and in~~  
31 ~~accordance with RCW 24.03.307)) is provided in section 1505 of this  
32 act.~~

33 **Sec. 3121.** RCW 24.03.310 and 1967 c 235 s 63 are each amended to  
34 read as follows:

35 A foreign corporation (~~which shall have received a certificate~~  
36 ~~of authority under this chapter shall, until a certificate of~~  
37 ~~revocation or of withdrawal shall have been issued as provided in~~  
38 ~~this chapter, enjoy the same, but no greater, rights and privileges~~  
39 ~~as a domestic corporation organized for the purposes set forth in the~~

1 ~~application pursuant to which such certificate of authorization is~~  
2 ~~issued; and, except as in this chapter otherwise provided, shall be~~  
3 ~~subject to the same duties, restrictions, penalties and liabilities~~  
4 ~~now or hereafter imposed upon a domestic corporation of like~~  
5 ~~character)) that registers to conduct affairs in this state is~~  
6 ~~subject to section 1501 of this act relating to the effect of~~  
7 ~~registration and the governing law for registered foreign~~  
8 ~~corporations.~~

9 **Sec. 3122.** RCW 24.03.315 and 1982 c 35 s 98 are each amended to  
10 read as follows:

11 ~~((No certificate of authority shall be issued to a foreign~~  
12 ~~corporation unless the corporate name of such corporation complies~~  
13 ~~with the provisions of RCW 24.03.045. However, a foreign corporation~~  
14 ~~applying for a certificate of authority may file with the secretary~~  
15 ~~of state a resolution of its board of directors adopting a fictitious~~  
16 ~~name for use in transacting business in this state, if the fictitious~~  
17 ~~name complies with RCW 24.03.045)) The corporate name of a foreign~~  
18 ~~corporation registered in this state must comply with the provisions~~  
19 ~~of section 1506 of this act and part I, Article 3 of this act.~~

20 **Sec. 3123.** RCW 24.03.325 and 2002 c 74 s 12 are each amended to  
21 read as follows:

22 A foreign corporation(~~(, in order to procure a certificate of~~  
23 ~~authority)) may register to conduct affairs in this state(~~(, shall~~  
24 ~~make application therefor)) by delivering to the secretary of~~  
25 ~~state(, which application shall set forth:~~~~

26 (1) ~~The name of the corporation and the state or country under~~  
27 ~~the laws of which it is incorporated.~~

28 (2) ~~If the name of the corporation contains the word~~  
29 ~~"corporation," "company," "incorporated," or "limited," or contains~~  
30 ~~an abbreviation of one of such words, then the name of the~~  
31 ~~corporation which it elects for use in this state.~~

32 (3) ~~The date of incorporation and the period of duration of the~~  
33 ~~corporation.~~

34 (4) ~~The address of the principal office of the corporation.~~

35 (5) ~~A statement that a registered agent has been appointed and~~  
36 ~~the name and address of such agent, and that a registered office~~  
37 ~~exists and the address of such registered office is identical to that~~  
38 ~~of the registered agent.~~

1       ~~(6) The purpose or purposes of the corporation which it proposes~~  
2 ~~to pursue in conducting its affairs in this state.~~

3       ~~(7) The names and respective addresses of the directors and~~  
4 ~~officers of the corporation.~~

5       ~~(8) Such additional information as may be necessary or~~  
6 ~~appropriate in order to enable the secretary of state to determine~~  
7 ~~whether such corporation is entitled to a certificate of authority to~~  
8 ~~conduct affairs in this state.~~

9       ~~The application shall be made in the form prescribed by the~~  
10 ~~secretary of state and shall)) for filing a foreign registration~~  
11 ~~statement in accordance with section 1503 of this act. The statement~~  
12 ~~must be executed by the corporation by one of its officers.~~

13       ~~((The application shall be accompanied by a certificate of good~~  
14 ~~standing which has been issued no more than sixty days before the~~  
15 ~~date of filing of the application for a certificate of authority to~~  
16 ~~do business in this state and has been certified to by the proper~~  
17 ~~officer of the state or country under the laws of which the~~  
18 ~~corporation is incorporated.))~~

19       **Sec. 3124.** RCW 24.03.335 and 1982 c 35 s 100 are each amended to  
20 read as follows:

21       Upon the filing of the ~~((application for certificate of~~  
22 ~~authority)) foreign registration statement by the secretary of state,~~  
23 the corporation shall be authorized to conduct affairs in this state  
24 for those purposes set forth in its application, subject, however, to  
25 the right of this state to ~~((suspend or to revoke such authority))~~  
26 terminate the registration as provided in ~~((this chapter))~~ section  
27 1511 of this act.

28       **Sec. 3125.** RCW 24.03.340 and 2004 c 265 s 29 are each amended to  
29 read as follows:

30       Each foreign corporation ~~((authorized))~~ registered to conduct  
31 affairs in this state shall have and continuously maintain in this  
32 state(~~(÷~~

33       ~~(1) A registered office which may be, but need not be, the same~~  
34 ~~as its principal office. The registered office shall be at a specific~~  
35 ~~geographic location in this state, and be identified by number, if~~  
36 ~~any, and street, or building address or rural route, or, if a~~  
37 ~~commonly known street or rural route address does not exist, by legal~~  
38 ~~description. A registered office may not be identified by post office~~

1 ~~box number or other nongeographic address. For purposes of~~  
2 ~~communicating by mail, the secretary of state may permit the use of a~~  
3 ~~post office address in conjunction with the registered office address~~  
4 ~~if the corporation also maintains on file the specific geographic~~  
5 ~~address of the registered office where personal service of process~~  
6 ~~may be made.~~

7 ~~(2) A registered agent, which agent may be either an individual~~  
8 ~~resident in this state whose business office is identical with such~~  
9 ~~registered office, or a domestic corporation, whether for profit or~~  
10 ~~not for profit, or a foreign corporation, whether for profit or not~~  
11 ~~for profit, authorized to transact business or conduct affairs in~~  
12 ~~this state, having an office identical with such registered office or~~  
13 ~~a domestic limited liability company whose business office is~~  
14 ~~identical with the registered office or a foreign limited liability~~  
15 ~~company authorized to conduct affairs in this state whose business~~  
16 ~~address is identical with the registered office. A registered agent~~  
17 ~~shall not be appointed without having given prior consent in the form~~  
18 ~~of a record to the appointment. The consent shall be filed with the~~  
19 ~~secretary of state in such form as the secretary may prescribe. The~~  
20 ~~consent shall be filed with or as a part of the record first~~  
21 ~~appointing a registered agent. In the event any individual,~~  
22 ~~corporation, or limited liability company has been appointed agent~~  
23 ~~without consent, that person, corporation, or limited liability~~  
24 ~~company may file a notarized statement attesting to that fact, and~~  
25 ~~the name shall immediately be removed from the records of the~~  
26 ~~secretary of state.~~

27 ~~No foreign corporation authorized to transact business in this~~  
28 ~~state may be permitted to maintain any action in any court in this~~  
29 ~~state until the corporation complies with the requirements of this~~  
30 ~~section)) a registered agent in accordance with part I, Article 4 of~~  
31 ~~this act.~~

32 **Sec. 3126.** RCW 24.03.345 and 2004 c 265 s 30 are each amended to  
33 read as follows:

34 A foreign corporation ((authorized)) registered to conduct  
35 affairs in this state may change its ((registered office or change  
36 its)) registered agent((, or both, upon filing in the office of)) by  
37 delivering to the secretary of state ((in a form approved by the  
38 secretary of state)) for filing a statement ((setting forth:

39 ~~(1) The name of the corporation.~~

1       ~~(2) If the current registered office is to be changed, the street~~  
2 ~~address to which the registered office is to be changed.~~

3       ~~(3) If the current registered agent is to be changed, the name of~~  
4 ~~the new registered agent.~~

5       ~~(4) That the address of its registered office and the address of~~  
6 ~~the office of its registered agent, as changed, will be identical.~~

7       ~~Such)) of change in accordance with section 1407 of this act. The~~  
8 ~~statement shall be executed by the corporation by an officer of the~~  
9 ~~corporation(, and delivered to the secretary of state, together with~~  
10 ~~a consent, in the form of a record, of the registered agent to the~~  
11 ~~appointment, if applicable. If the secretary of state finds that such~~  
12 ~~statement conforms to the provisions of this chapter, the secretary~~  
13 ~~of state shall endorse thereon the word "Filed," and the month, day,~~  
14 ~~and year of the filing thereof, and file the statement. The change of~~  
15 ~~address of the registered office, or the appointment of a new~~  
16 ~~registered agent, or both, as the case may be, shall become effective~~  
17 ~~upon filing unless a later date is specified)).~~

18       Any registered agent in this state appointed by a foreign  
19 corporation may resign as such agent (~~upon filing a notice thereof,~~  
20 ~~in the form of a record, executed in duplicate, with)) by executing~~

21 and delivering to the secretary of state (~~who shall immediately~~  
22 ~~deliver a copy thereof to the secretary of the foreign corporation at~~  
23 ~~its principal office as shown by its most recent annual report. The~~  
24 ~~appointment of such agent shall terminate upon the expiration of~~  
25 ~~thirty days after receipt of such notice by the secretary of state))~~  
26 for filing a statement of resignation in accordance with section 1410  
27 of this act.

28       ~~((If)) A registered agent ((changes his or her business address~~  
29 ~~to another place within the state, the registered agent may change~~  
30 ~~such address and the address of the registered office of any~~  
31 ~~corporation of which the registered agent is a registered agent by~~  
32 ~~filing a statement as required by this section, except that it need~~  
33 ~~be executed only by the registered agent, it need not be responsive~~  
34 ~~to subsection (3) of this section, and it must recite that a copy of~~  
35 ~~the statement has been delivered to the corporation)) of a foreign~~  
36 corporation may change its information on file with the secretary of  
37 state in accordance with section 1408 or 1409 of this act.

38       **Sec. 3127.** RCW 24.03.350 and 2011 c 336 s 658 are each amended  
39 to read as follows:

1       (~~The registered agent so appointed by a foreign corporation~~  
2 ~~authorized to conduct affairs in this state shall be an agent of such~~  
3 ~~corporation upon whom~~) Service of any process, notice, or demand  
4 required or permitted by law to be served upon the corporation may be  
5 (~~served.~~

6       ~~Whenever a foreign corporation authorized to conduct affairs in~~  
7 ~~this state shall fail to appoint or maintain a registered agent in~~  
8 ~~this state, or whenever any such registered agent cannot with~~  
9 ~~reasonable diligence be found at the registered office, or whenever~~  
10 ~~the certificate of authority of a foreign corporation shall be~~  
11 ~~suspended or revoked, then the secretary of state shall be an agent~~  
12 ~~of such corporation upon whom any such process, notice, or demand may~~  
13 ~~be served. Service on the secretary of state of any such process,~~  
14 ~~notice, or demand shall be made by delivering to and leaving with the~~  
15 ~~secretary of state, or with any duly authorized clerk of the~~  
16 ~~corporation department of the secretary of state's office, duplicate~~  
17 ~~copies of such process, notice or demand. In the event any such~~  
18 ~~process, notice, or demand is served on the secretary of state, the~~  
19 ~~secretary of state shall immediately cause one of such copies thereof~~  
20 ~~to be forwarded by certified mail, addressed to the secretary of the~~  
21 ~~corporation as shown on the records of the secretary of state. Any~~  
22 ~~service so had on the secretary of state shall be returnable in not~~  
23 ~~less than thirty days.~~

24       ~~The secretary of state shall keep a record of all processes,~~  
25 ~~notices, and demands served upon the secretary of state under this~~  
26 ~~section, and shall record therein the time of such service and his or~~  
27 ~~her action with reference thereto~~) made in accordance with section  
28 1411 of this act.

29       Nothing herein contained shall limit or affect the right to serve  
30 any process, notice, or demand, required or permitted by law to be  
31 served upon a corporation in any other manner now or hereafter  
32 permitted by law.

33       **Sec. 3128.** RCW 24.03.365 and 2004 c 265 s 31 are each amended to  
34 read as follows:

35       A foreign corporation (~~authorized~~) registered to conduct  
36 affairs in this state shall (~~procure an amended certificate of~~  
37 ~~authority in the event it changes its corporate name, or desires to~~  
38 ~~pursue in this state other or additional purposes than those set~~

1 ~~forth in its prior application for a certificate of authority, by~~  
2 ~~making application therefor to the secretary of state.~~

3 ~~The requirements in respect to the form and contents of such~~  
4 ~~application, the manner of its execution, the filing of the~~  
5 ~~application with the secretary of state, the issuance of an amended~~  
6 ~~certificate of authority and the effect thereof, shall be the same as~~  
7 ~~in the case of an original application for a certificate of~~  
8 ~~authority)) amend its foreign registration statement under the~~  
9 ~~circumstances specified in section 1504 of this act.~~

10 **Sec. 3129.** RCW 24.03.370 and 1993 c 356 s 7 are each amended to  
11 read as follows:

12 A foreign corporation ((authorized)) registered to conduct  
13 affairs in this state may withdraw from this state ((upon procuring  
14 from)) by delivering a statement of withdrawal to the secretary of  
15 state ((a certificate of withdrawal. In order to procure such  
16 certificate of withdrawal, such foreign corporation shall deliver to  
17 the secretary of state an application for withdrawal, which shall set  
18 forth:

19 (1) ~~The name of the corporation and the state or country under~~  
20 ~~the laws of which it is incorporated.~~

21 (2) ~~That the corporation is not conducting affairs in this state.~~

22 (3) ~~That the corporation surrenders its authority to conduct~~  
23 ~~affairs in this state.~~

24 (4) ~~That the corporation revokes the authority of its registered~~  
25 ~~agent in this state to accept service of process and consents that~~  
26 ~~service of process in any action, suit or proceeding based upon any~~  
27 ~~cause of action arising in this state during the time the corporation~~  
28 ~~was authorized to conduct affairs in this state may thereafter be~~  
29 ~~made on such corporation by service thereof on the secretary of~~  
30 ~~state.~~

31 (5) ~~A copy of a revenue clearance certificate issued pursuant to~~  
32 ~~chapter 82.32 RCW.~~

33 (6) ~~A post office address to which the secretary of state may~~  
34 ~~mail a copy of any process against the corporation that may be served~~  
35 ~~on the secretary of state.~~

36 The application for withdrawal shall be made on forms prescribed  
37 and furnished by the secretary of state and shall be executed by the  
38 corporation by an officer of the corporation, or, if the corporation  
39 is in the hands of a receiver or trustee, shall be executed on behalf



1 ~~of the corporation by such receiver or trustee)) for filing in~~  
2 ~~accordance with section 1507 of this act.~~

3 **Sec. 3130.** RCW 24.03.380 and 2004 c 265 s 32 are each amended to  
4 read as follows:

5 (1) The ~~((certificate of authority))~~ registration of a foreign  
6 corporation to conduct affairs in this state ~~((shall be revoked))~~ may  
7 be terminated by the secretary of state ~~((upon the conditions~~  
8 ~~prescribed in this section when:~~

9 (a) ~~The corporation has failed to file its annual report within~~  
10 ~~the time required by this chapter, or has failed to pay any fees or~~  
11 ~~penalties prescribed by this chapter when they have become due and~~  
12 ~~payable; or~~

13 (b) ~~The corporation has failed for thirty days to appoint and~~  
14 ~~maintain a registered agent in this state as required by this~~  
15 ~~chapter; or~~

16 (c) ~~The corporation has failed, for thirty days after change of~~  
17 ~~its registered agent or registered office, to file in the office of~~  
18 ~~the secretary of state a statement of such change as required by this~~  
19 ~~chapter; or~~

20 (d) ~~The corporation has continued to exceed or abuse the~~  
21 ~~authority conferred upon it by this chapter; or~~

22 (e) ~~A misrepresentation has been made of any material matter in~~  
23 ~~any application, report, affidavit, or other record submitted by such~~  
24 ~~corporation pursuant to this chapter.~~

25 (2) ~~Prior to revoking a certificate of authority under subsection~~  
26 ~~(1) of this section, the secretary of state shall give the~~  
27 ~~corporation written notice of the corporation's delinquency or~~  
28 ~~omission by first class mail, postage prepaid, addressed to the~~  
29 ~~corporation's registered agent. If, according to the records of the~~  
30 ~~secretary of state, the corporation does not have a registered agent,~~  
31 ~~the notice may be given by mail addressed to the corporation at its~~  
32 ~~last known address or at the address of any officer or director of~~  
33 ~~the corporation, as shown by the records of the secretary of state.~~  
34 ~~Notice is deemed to have been given five days after the date~~  
35 ~~deposited in the United States mail, correctly addressed, and with~~  
36 ~~correct postage affixed. The notice shall inform the corporation that~~  
37 ~~its certificate of authority shall be revoked at the expiration of~~  
38 ~~sixty days following the date the notice had been deemed to have been~~

1 given, unless it corrects the delinquency or omission within the  
2 sixty-day period.

3 (3) Any notice provided by the secretary of state under this  
4 section shall be designed to clearly identify and warn the recipient  
5 of the contents thereof. A delinquency notice shall provide a  
6 succinct and readable description of the delinquency or omission, the  
7 date on which dissolution will occur, and the action necessary to  
8 cure the delinquency or omission prior to dissolution.

9 (4) The attorney general may take such action regarding  
10 revocation of a certificate of authority as is provided by RCW  
11 24.03.250 for the dissolution of a domestic corporation. The  
12 procedures of RCW 24.03.250 shall apply to any action under this  
13 section. The clerk of any superior court entering a decree of  
14 revocation of a certificate of authority shall file a certified copy,  
15 without cost or filing fee, with the office of the secretary of  
16 state)) in accordance with section 1511 of this act.

17 **Sec. 3131.** RCW 24.03.390 and 1986 c 240 s 52 are each amended to  
18 read as follows:

19 ((No)) A foreign corporation which is conducting affairs in this  
20 state without ((a certificate of authority shall be permitted to  
21 maintain any action, suit or proceeding in any court of this state  
22 until such corporation shall have obtained a certificate of  
23 authority. Nor shall any action, suit or proceeding be maintained in  
24 any court of this state by any successor or assignee of such  
25 corporation on any right, claim or demand arising out of the conduct  
26 of affairs by such corporation in this state, until a certificate of  
27 authority shall have been obtained by such corporation or by a  
28 corporation which has acquired all or substantially all of its  
29 assets.

30 The failure of a foreign corporation to obtain a certificate of  
31 authority to conduct affairs in this state shall not impair the  
32 validity of any contract or act of such corporation, and shall not  
33 prevent such corporation from defending any action, suit or  
34 proceeding in any court of this state.

35 A foreign corporation which transacts business in this state  
36 without a certificate of authority shall be liable to this state, for  
37 the years or parts thereof during which it transacted business in  
38 this state without a certificate of authority, in an amount equal to  
39 all fees which would have been imposed by this chapter upon such

1 corporation had it duly applied for and received a certificate of  
2 authority to transact business in this state as required by this  
3 chapter and thereafter filed all reports required by this chapter,  
4 plus all penalties imposed by this chapter for failure to pay such  
5 fees. The attorney general shall bring proceedings to recover all  
6 amounts due this state under the provisions of this section))  
7 registering with the secretary of state is subject to section 1502 of  
8 this act.

9 **Sec. 3132.** RCW 24.03.395 and 1993 c 356 s 10 are each amended to  
10 read as follows:

11 Each domestic corporation, and each foreign corporation  
12 ((authorized)) registered to conduct affairs in this state, shall  
13 ((file, within the time prescribed by this chapter,)) deliver an  
14 annual report ((in the form prescribed by)) to the secretary of  
15 state((. The secretary may by rule provide that a biennial filing  
16 meets this requirement. The report shall set forth:

17 (1) The name of the corporation and the state or country under  
18 the laws of which it is incorporated;

19 (2) The address of the registered office of the corporation in  
20 this state including street and number and the name of its registered  
21 agent in this state at such address, and, in the case of a foreign  
22 corporation, the address of its principal office;

23 (3) A brief statement of the character of the affairs which the  
24 corporation is actually conducting, or, in the case of a foreign  
25 corporation, which the corporation is actually conducting in this  
26 state;

27 (4) The names and respective addresses of the directors and  
28 officers of the corporation; and

29 (5) The corporation's unified business identifier number.

30 The information shall be given as of the date of the execution of  
31 the report. It shall be executed by the corporation by an officer of  
32 the corporation, or, if the corporation is in the hands of a receiver  
33 or trustee, it shall be executed on behalf of the corporation by such  
34 receiver or trustee.

35 The secretary of state may provide that correction or updating of  
36 information appearing on previous annual or biennial filings is  
37 sufficient to constitute the current filing)) in accordance with  
38 section 1212 of this act.

1       **Sec. 3133.** RCW 24.03.405 and 2010 1st sp.s. c 29 s 3 are each  
2 amended to read as follows:

3       ~~((1))~~ Nonprofit corporations are subject to the applicable  
4 fees, charges, and penalties established by the secretary of state  
5 ~~((must establish by rule, fees for the following:~~

6       ~~(a) Filing articles of incorporation.~~

7       ~~(b) Filing an annual report of a domestic or foreign corporation.~~

8       ~~(c) Filing an application of a foreign corporation for a~~  
9 ~~certificate of authority to conduct affairs in this state.~~

10       ~~(d) An application for reinstatement under RCW 24.03.386.~~

11       ~~(e) Filing articles of amendment or restatement or an amendment~~  
12 ~~or supplement to an application for reinstatement.~~

13       ~~(f) Filing articles of merger or consolidation.~~

14       ~~(g) Filing a statement of change of address of registered office~~  
15 ~~or change of registered agent, or revocation, resignation, or any~~  
16 ~~combination of these.~~

17       ~~(h) Filing articles of dissolution.~~

18       ~~(i) Filing an application of a foreign corporation for an amended~~  
19 ~~certificate of authority to conduct affairs in this state.~~

20       ~~(j) Filing an application for withdrawal of a foreign corporation~~  
21 ~~and issuing a certificate of withdrawal.~~

22       ~~(k) Filing a certificate by a foreign corporation of the~~  
23 ~~appointment of a registered agent.~~

24       ~~(l) Filing a certificate of election adopting the provisions of~~  
25 ~~chapter 24.03 RCW.~~

26       ~~(m) Filing an application to reserve a corporate name.~~

27       ~~(n) Filing a notice of transfer of a reserved corporate name.~~

28       ~~(o) Filing a name registration.~~

29       ~~(p) Filing any other statement or report authorized for filing~~  
30 ~~under this chapter.~~

31       ~~(2) Fees are adjusted by rule only in an amount that does not~~  
32 ~~exceed the average biennial increase in the cost of providing~~  
33 ~~service. This must be determined in a biennial cost study performed~~  
34 ~~by the secretary)) under section 1213 of this act and RCW 43.07.120.~~

35       **Sec. 3134.** RCW 24.03.425 and 2004 c 265 s 34 are each amended to  
36 read as follows:

37       Each director and officer of a corporation, domestic or foreign,  
38 who fails or refuses within the time prescribed by this chapter to  
39 answer truthfully and fully interrogatories propounded to him or her

1 by the secretary of state in accordance with the provisions of this  
2 chapter(~~(, or who signs any articles, statement, report, application~~  
3 ~~or other record filed with the secretary of state which is known to~~  
4 ~~such officer or director to be false in any material respect,)) shall  
5 be deemed to be guilty of a misdemeanor, and upon conviction thereof  
6 may be fined in any amount not exceeding five hundred dollars.~~

7 **Sec. 3135.** RCW 24.03.445 and 2004 c 265 s 36 are each amended to  
8 read as follows:

9 (~~(If the secretary of state shall fail to approve any articles of~~  
10 ~~incorporation, amendment, merger, consolidation or dissolution, or~~  
11 ~~any other record required by this chapter to be approved by the~~  
12 ~~secretary of state before the same shall be filed in his or her~~  
13 ~~office, the secretary of state shall give written notice of~~  
14 ~~disapproval to the person or corporation, domestic or foreign,~~  
15 ~~delivering the same, specifying the reasons therefor. Within thirty~~  
16 ~~days from such disapproval such person or corporation may appeal to~~  
17 ~~the superior court pursuant to the provisions of the administrative~~  
18 ~~procedure act, chapter 34.05 RCW)) Section 1206 of this act governs  
19 the secretary of state's duty to file records delivered to the  
20 secretary of state for filing, the manner and effect of filing, and  
21 procedures that apply when the secretary of state refuses to file a  
22 record.~~

23 NEW SECTION. **Sec. 3136.** The following acts or parts of acts are  
24 each repealed:

25 (1) RCW 24.03.007 (Standards for electronic filing—Rules) and  
26 2004 c 265 s 2 & 2002 c 74 s 5;

27 (2) RCW 24.03.008 (Records submitted for filing—Exact or  
28 conformed copies) and 2004 c 265 s 3 & 2002 c 74 s 6;

29 (3) RCW 24.03.3025 (Administrative dissolution or revocation of a  
30 certificate of authority—Corporation name not distinguishable from  
31 name of governmental entity—Application by governmental entity) and  
32 1997 c 12 s 2;

33 (4) RCW 24.03.303 (Reinstatement under certain circumstances—  
34 Request for relief) and 1987 c 117 s 6;

35 (5) RCW 24.03.307 (Foreign degree-granting institution branch  
36 campus—Acts not deemed transacting business in state) and 1993 c 181  
37 s 6;

1 (6) RCW 24.03.320 (Change of name by foreign corporation) and  
2 1986 c 240 s 44 & 1967 c 235 s 65;

3 (7) RCW 24.03.330 (Filing of application for certificate of  
4 authority) and 2004 c 265 s 27, 2002 c 74 s 13, 1986 c 240 s 46, 1982  
5 c 35 s 99, 1969 ex.s. c 163 s 4, & 1967 c 235 s 67;

6 (8) RCW 24.03.375 (Filing of application for withdrawal) and 2002  
7 c 74 s 14, 1982 c 35 s 105, & 1967 c 235 s 76;

8 (9) RCW 24.03.385 (Issuance of certificate of revocation) and  
9 1986 c 240 s 51, 1982 c 35 s 107, & 1967 c 235 s 78;

10 (10) RCW 24.03.386 (Foreign corporations—Application for  
11 reinstatement) and 1993 c 356 s 8, 1987 c 117 s 1, & 1986 c 240 s 57;

12 (11) RCW 24.03.388 (Foreign corporations—Fees for application for  
13 reinstatement—Filing current annual report—Penalties established by  
14 rule) and 1994 c 287 s 9, 1993 c 356 s 9, 1991 c 223 s 3, 1987 c 117  
15 s 2, & 1986 c 240 s 58;

16 (12) RCW 24.03.400 (Filing of annual or biennial report of  
17 domestic and foreign corporations—Notice—Reporting dates) and 2011 c  
18 183 s 5, 1993 c 356 s 11, 1986 c 240 s 54, 1982 c 35 s 109, 1973 c 90  
19 s 1, & 1967 c 235 s 81;

20 (13) RCW 24.03.410 (Miscellaneous fees) and 2004 c 265 s 33, 1993  
21 c 269 s 6, 1982 c 35 s 111, 1979 ex.s. c 133 s 2, 1969 ex.s. c 163 s  
22 6, & 1967 c 235 s 83;

23 (14) RCW 24.03.415 (Disposition of fees) and 2011 c 336 s 659 &  
24 1967 c 235 s 84; and

25 (15) RCW 24.03.450 (Certificates and certified copies to be  
26 received in evidence) and 2004 c 265 s 37, 1982 c 35 s 116, & 1967 c  
27 235 s 91.

#### 28 PART IV

#### 29 NONPROFIT MISCELLANEOUS AND MUTUAL CORPORATIONS ACT REVISIONS

30 **Sec. 4101.** RCW 24.06.005 and 2001 c 271 s 1 are each amended to  
31 read as follows:

32 As used in this chapter, unless the context otherwise requires,  
33 the term:

34 (1) "Corporation" or "domestic corporation" means a mutual  
35 corporation or miscellaneous corporation subject to the provisions of  
36 this chapter, except a foreign corporation.

1 (2) "Foreign corporation" means a mutual or miscellaneous  
2 corporation or other corporation organized under laws other than the  
3 laws of this state which would be subject to the provisions of this  
4 chapter if organized under the laws of this state.

5 (3) "Mutual corporation" means a corporation organized to  
6 accomplish one or more of its purposes on a mutual basis for members  
7 and other persons.

8 (4) "Miscellaneous corporation" means any corporation which is  
9 organized for a purpose or in a manner not provided for by the  
10 Washington business corporation act or by the Washington nonprofit  
11 corporation act, and which is not required to be organized under  
12 other laws of this state.

13 (5) "Articles of incorporation" includes the original articles of  
14 incorporation and all amendments thereto, and includes articles of  
15 merger.

16 (6) "Bylaws" means the code or codes of rules adopted for the  
17 regulation or management of the affairs of the corporation  
18 irrespective of the name or names by which such rules are designated.

19 (7) "Member" means one having membership rights in a corporation  
20 in accordance with provisions of its articles of incorporation or  
21 bylaws.

22 (8) "Stock" or "share" means the units into which the proprietary  
23 interests of a corporation are divided in a corporation organized  
24 with stock.

25 (9) "Stockholder" or "shareholder" means one who is a holder of  
26 record of one or more shares in a corporation organized with stock.

27 (10) "Board of directors" means the group of persons vested with  
28 the management of the affairs of the corporation irrespective of the  
29 name by which such group is designated.

30 (11) "Insolvent" means inability of a corporation to pay debts as  
31 they become due in the usual course of its affairs.

32 (12) "Duplicate originals" means two copies, original or  
33 otherwise, each with original signatures, or one original with  
34 original signatures and one copy thereof.

35 (13) "Conforms to law" as used in connection with duties of the  
36 secretary of state in reviewing documents for filing under this  
37 chapter, means the secretary of state has determined the document  
38 complies as to form with the applicable requirements of this chapter.

39 (14) "Effective date" means, in connection with a document filing  
40 made by the secretary of state, the date (~~which is shown by affixing~~

1 a "filed" stamp on the documents. When a document is received for  
2 filing by the secretary of state in a form which complies with the  
3 requirements of this chapter and which would entitle the document to  
4 be filed immediately upon receipt, but the secretary of state's  
5 approval action occurs subsequent to the date of receipt, the  
6 secretary of state's filing date shall relate back to the date on  
7 which the secretary of state first received the document in  
8 acceptable form. An applicant may request a specific effective date  
9 no more than thirty days later than the receipt date which might  
10 otherwise be applied as the effective date)) on which the filing  
11 becomes effective under section 1203 of this act.

12 (15) "Executed by an officer of the corporation," or words of  
13 similar import, means that any document signed by such person shall  
14 be and is signed by that person under penalties of perjury and in an  
15 official and authorized capacity on behalf of the corporation or  
16 person making the document submission with the secretary of state.

17 (16) "An officer of the corporation" means, in connection with  
18 the execution of documents submitted for filing with the secretary of  
19 state, the president, a vice president, the secretary, or the  
20 treasurer of the corporation.

21 (17) "Electronic transmission" or "electronically transmitted"  
22 means any process of electronic communication not directly involving  
23 the physical transfer of paper that is suitable for the retention,  
24 retrieval, and reproduction of the transmitted information by the  
25 recipient. However, such an electronic transmission must either set  
26 forth or be submitted with information, including any security or  
27 validation controls used, from which it can reasonably be determined  
28 that the electronic transmission was authorized by, as applicable,  
29 the corporation or shareholder or member by or on behalf of which the  
30 electronic transmission was sent.

31 (18) "Consumer cooperative" means a corporation engaged in the  
32 retail sale, to its members and other consumers, of goods or services  
33 of a type that are generally for personal, living, or family use.

34 (19) "Registered office" means the address of the corporation's  
35 registered agent.

36 **Sec. 4102.** RCW 24.06.032 and 2012 c 216 s 1 are each amended to  
37 read as follows:

38 (1) In addition to any other rights and powers granted under this  
39 chapter, any mutual or miscellaneous corporation that was organized



1 under this chapter prior to June 10, 2004, and conducts its business  
2 on a cooperative basis is entitled, by means of an express election  
3 contained in its articles of incorporation or bylaws, to avail itself  
4 of part or all of the additional rights and powers granted to  
5 cooperative associations under RCW 23.86.105(1), 23.86.160, and  
6 23.86.170, and, if the corporation is a consumer cooperative, under  
7 section 1302(6) of this act and RCW 23.86.030 ((~~1~~ and)) (2).

8 (2) Any other provision of this chapter notwithstanding:

9 (a) A consumer cooperative organized under this chapter may give  
10 notice to its members of the place, day, and hour of its annual  
11 meeting not less than ten nor more than one hundred twenty days  
12 before the date of the annual meeting.

13 (b) A consumer cooperative organized under this chapter may  
14 satisfy any provisions of this chapter requiring that certain  
15 information or materials must be set forth in a writing accompanying  
16 or contained in the notice of a meeting of its members, by: (i)  
17 Posting the information or materials on an electronic network not  
18 less than thirty days prior to the meeting at which such information  
19 or materials will be considered by members; and (ii) delivering to  
20 those members who are eligible to vote a notification, either in a  
21 meeting notice authorized under this chapter or in such other  
22 reasonable form as the board of directors may specify, setting forth  
23 the address of the electronic network at which and the date after  
24 which such information or materials will be posted and available for  
25 viewing by members eligible to vote, together with comprehensible  
26 instructions regarding how to obtain access to the information and  
27 materials posted on the electronic network. A consumer cooperative  
28 that elects to post information or materials required by this chapter  
29 on an electronic network shall, at its expense, provide a copy of  
30 such information or materials in a written or other tangible medium  
31 to any member who is eligible to vote and so requests.

32 (c) The articles of incorporation or bylaws of a consumer  
33 cooperative organized under this chapter may provide that the annual  
34 meeting of its members need not involve a physical assembly at a  
35 particular geographic location if the meeting is held by means of  
36 electronic or other remote communications with its members, in a  
37 fashion that its board of directors determines will afford members a  
38 reasonable opportunity to read or hear the proceedings substantially  
39 concurrently with their occurrence, to vote by electronic  
40 transmission on matters submitted to a vote by members, and to pose

1 questions of and make comments to management, subject to such  
2 procedural guidelines and limitations as its board of directors may  
3 adopt. Members participating in an annual meeting by means of  
4 electronic or other remote communications technology in accordance  
5 with any such procedural guidelines and limitations shall be deemed  
6 present at the meeting for all purposes under this chapter. For any  
7 annual meeting of members that is conducted by means of electronic or  
8 other remote communications without a physical assembly at a  
9 geographic location, the address of the electronic network or other  
10 communications site or connection specified in the notice of the  
11 meeting shall be deemed to be the place of the meeting.

12 **Sec. 4103.** RCW 24.06.045 and 1998 c 102 s 4 are each amended to  
13 read as follows:

14 The corporate name(~~;~~

15 ~~(1) Shall not contain any word or phrase which indicates or~~  
16 ~~implies that it is organized for any purpose other than one or more~~  
17 ~~of the purposes contained in its articles of incorporation.~~

18 ~~(2)(a) Except as provided in (b) and (c) of this subsection, must~~  
19 ~~be distinguishable upon the records of the secretary of state from:~~

20 ~~(i) The corporate name of a corporation organized or authorized~~  
21 ~~to transact business in this state;~~

22 ~~(ii) A corporate name reserved or registered under chapter 23B.04~~  
23 ~~RCW;~~

24 ~~(iii) The name or reserved name of a mutual corporation or~~  
25 ~~miscellaneous corporation incorporated or authorized to do business~~  
26 ~~under this chapter;~~

27 ~~(iv) The fictitious name adopted under RCW 23B.15.060 by a~~  
28 ~~foreign corporation authorized to transact business in this state~~  
29 ~~because its real name is unavailable;~~

30 ~~(v) The corporate name or reserved name of a not-for-profit~~  
31 ~~corporation incorporated or authorized to conduct affairs in this~~  
32 ~~state under chapter 24.03 RCW;~~

33 ~~(vi) The name or reserved name of a foreign or domestic limited~~  
34 ~~partnership formed or registered under chapter 25.10 RCW;~~

35 ~~(vii) The name or reserved name of a limited liability company~~  
36 ~~organized or registered under chapter 25.15 RCW; and~~

37 ~~(viii) The name or reserved name of a limited liability~~  
38 ~~partnership registered under chapter 25.04 RCW.~~

1       ~~(b) A corporation may apply to the secretary of state for~~  
2 ~~authorization to use a name that is not distinguishable upon the~~  
3 ~~records from one or more of the names described in (a) of this~~  
4 ~~subsection. The secretary of state shall authorize use of the name~~  
5 ~~applied for if:~~

6       ~~(i) The other corporation, company, holder, limited liability~~  
7 ~~partnership, or limited partnership consents to the use in writing~~  
8 ~~and files with the secretary of state documents necessary to change~~  
9 ~~its name or the name reserved or registered to a name that is~~  
10 ~~distinguishable upon the records of the secretary of state from the~~  
11 ~~name of the applying corporation; or~~

12       ~~(ii) The applicant delivers to the secretary of state a certified~~  
13 ~~copy of the final judgment of a court of competent jurisdiction~~  
14 ~~establishing the applicant's right to use the name applied for in~~  
15 ~~this state.~~

16       ~~(c) A corporation may use the name, including the fictitious~~  
17 ~~name, of another domestic or foreign corporation, limited liability~~  
18 ~~company, limited partnership, or limited liability partnership, that~~  
19 ~~is used in this state if the other entity is incorporated, organized,~~  
20 ~~formed, or authorized to transact business in this state, and the~~  
21 ~~proposed user corporation:~~

22       ~~(i) Has merged with the other corporation, limited liability~~  
23 ~~company, or limited partnership; or~~

24       ~~(ii) Has been formed by reorganization of the other corporation.~~

25       ~~(3) Shall be transliterated into letters of the English alphabet~~  
26 ~~if it is not in English.~~

27       ~~(4) The name of any corporation formed under this section shall~~  
28 ~~not include nor end with "incorporated", "company", or "corporation"~~  
29 ~~or any abbreviation thereof, but may use "club", "league",~~  
30 ~~"association", "services", "committee", "fund", "society",~~  
31 ~~"foundation", ". . . . ., a nonprofit mutual corporation", or any~~  
32 ~~name of like import.~~

33       ~~(5) A name shall not be considered distinguishable upon the~~  
34 ~~records of the secretary of state by virtue of:~~

35       ~~(a) A variation in any of the following designations for the same~~  
36 ~~name: "Corporation," "incorporated," "company," "limited,"~~  
37 ~~"partnership," "limited partnership," "limited liability company," or~~  
38 ~~"limited liability partnership," or the abbreviations "corp.,"~~  
39 ~~"inc.," "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or~~  
40 ~~"L.L.C.";~~

1       ~~(b) The addition or deletion of an article or conjunction such as~~  
2 ~~"the" or "and" from the same name;~~

3       ~~(c) Punctuation, capitalization, or special characters or symbols~~  
4 ~~in the same name; or~~

5       ~~(d) Use of abbreviation or the plural form of a word in the same~~  
6 ~~name.~~

7       ~~(6) This title does not control the use of assumed business names~~  
8 ~~or "trade names.")~~ must comply with the requirements of part I,  
9 Article 3 of this act.

10       **Sec. 4104.** RCW 24.06.046 and 1993 c 356 s 13 are each amended to  
11 read as follows:

12       The exclusive right to the use of a corporate name may be  
13 reserved (~~by:~~

14       ~~(1) Any person intending to organize a corporation under this~~  
15 ~~title.~~

16       ~~(2) Any domestic corporation intending to change its name.~~

17       ~~(3) Any foreign corporation intending to make application for a~~  
18 ~~certificate of authority to transact business in this state.~~

19       ~~(4) Any foreign corporation authorized to transact business in~~  
20 ~~this state and intending to change its name.~~

21       ~~(5) Any person intending to organize a foreign corporation and~~  
22 ~~intending to have such corporation make application for a certificate~~  
23 ~~of authority to transact business in this state.~~

24       The reservation shall be made by filing with the secretary of  
25 state an application to reserve a specified corporate name, executed  
26 by or on behalf of the applicant. If the secretary of state finds  
27 that the name is available for corporate use, the secretary of state  
28 shall reserve the same for the exclusive use of the applicant for a  
29 period of one hundred and eighty days. Such reservation shall be  
30 limited to one filing.

31       The right to the exclusive use of a specified corporate name so  
32 reserved may be transferred to any other person or corporation by  
33 filing in the office of the secretary of state, a notice of such  
34 transfer, executed by the applicant for whom the name was reserved,  
35 and specifying the name and address of the transferee)) in accordance  
36 with section 1303 of this act.

37       **Sec. 4105.** RCW 24.06.047 and 1994 c 211 s 1308 are each amended  
38 to read as follows:

1 Any corporation, organized and existing under the laws of any  
2 state or territory of the United States may register its corporate  
3 name (~~under this title, provided its corporate name is not the same~~  
4 ~~as, or deceptively similar to, the name of any domestic corporation~~  
5 ~~existing under the laws of this state, or the name of any foreign~~  
6 ~~corporation authorized to transact business in this state, the name~~  
7 ~~of any domestic limited liability company organized under the laws of~~  
8 ~~this state, or the name of any foreign limited liability company~~  
9 ~~authorized to transact business in this state, the name of any~~  
10 ~~domestic or foreign limited partnership on file with the secretary,~~  
11 ~~or any corporate name reserved or registered under this title.~~

12 Such registration shall be made by:

13 (1) ~~Filing with the secretary of state: (a) An application for~~  
14 ~~registration executed by the corporation by an officer thereof,~~  
15 ~~setting forth the name of the corporation, the state or country under~~  
16 ~~the laws of which it is incorporated, and the date of its~~  
17 ~~incorporation, and (b) a certificate setting forth that such~~  
18 ~~corporation is in good standing under the laws of the state or~~  
19 ~~country wherein it is organized, executed by the secretary of state~~  
20 ~~of such state or territory or by such other official as may have~~  
21 ~~custody of the records pertaining to corporations, and~~

22 (2) ~~Paying to the secretary of state the applicable annual~~  
23 ~~registration fee.~~

24 ~~The registration shall be effective until the close of the~~  
25 ~~calendar year in which the application for registration is filed)) in~~  
26 ~~accordance with section 1304 of this act.~~

27 **Sec. 4106.** RCW 24.06.048 and 1982 c 35 s 124 are each amended to  
28 read as follows:

29 A corporation which has in effect a registration of its corporate  
30 name, may renew such registration (~~from year to year by annually~~  
31 ~~filing an application for renewal setting forth the facts required to~~  
32 ~~be set forth in an original application for registration and a~~  
33 ~~certificate of good standing as required for the original~~  
34 ~~registration and by paying a fee of ten dollars. A renewal~~  
35 ~~application may be filed between the first day of October and the~~  
36 ~~thirty first day of December in each year, and shall extend the~~  
37 ~~registration for the following calendar year)) in accordance with~~  
38 ~~section 1304 of this act.~~

1       **Sec. 4107.** RCW 24.06.050 and 2009 c 202 s 2 are each amended to  
2 read as follows:

3       Each domestic corporation and foreign corporation authorized to  
4 do business in this state shall have and continuously maintain in  
5 this state(~~(+~~

6       ~~(1) A registered office which may be, but need not be, the same~~  
7 ~~as its principal office. The registered office shall be at a specific~~  
8 ~~geographic location in this state, and be identified by number, if~~  
9 ~~any, and street, or building address or rural route, or, if a~~  
10 ~~commonly known street or rural route address does not exist, by legal~~  
11 ~~description. A registered office may not be identified by post office~~  
12 ~~box number or other nongeographic address. For purposes of~~  
13 ~~communicating by mail, the secretary of state may permit the use of a~~  
14 ~~post office address in conjunction with the registered office address~~  
15 ~~if the corporation also maintains on file the specific geographic~~  
16 ~~address of the registered office where personal service of process~~  
17 ~~may be made.~~

18       ~~(2) A registered agent, which agent may be either an individual~~  
19 ~~resident in this state whose business office is identical with such~~  
20 ~~registered office, or a domestic corporation existing under any act~~  
21 ~~of this state, or a governmental body or agency, or a foreign~~  
22 ~~corporation authorized to transact business or conduct affairs in~~  
23 ~~this state under any act of this state having an office identical~~  
24 ~~with such registered office. The resident agent and registered office~~  
25 ~~shall be designated by duly adopted resolution of the board of~~  
26 ~~directors; and a statement of such designation, executed by an~~  
27 ~~officer of the corporation, shall be filed with the secretary of~~  
28 ~~state. A registered agent shall not be appointed without having given~~  
29 ~~prior written consent to the appointment. The written consent shall~~  
30 ~~be filed with the secretary of state in such form as the secretary~~  
31 ~~may prescribe. The written consent shall be filed with or as a part~~  
32 ~~of the document first appointing a registered agent. In the event any~~  
33 ~~individual or corporation has been appointed agent without consent,~~  
34 ~~that person or corporation may file a notarized statement attesting~~  
35 ~~to that fact, and the name shall forthwith be removed from the~~  
36 ~~records of the secretary of state.~~

37       ~~No Washington corporation or foreign corporation authorized to~~  
38 ~~transact business in this state may be permitted to maintain any~~  
39 ~~action in any court in this state until the corporation complies with~~

1 ~~the requirements of this section))~~ a registered agent in accordance  
2 with part I, Article 4 of this act.

3 **Sec. 4108.** RCW 24.06.055 and 2011 c 336 s 661 are each amended  
4 to read as follows:

5 A corporation may change its ~~((registered office or change its))~~  
6 registered agent ~~((, or both, upon filing in the office of the~~  
7 ~~secretary of state a statement in the form prescribed by the~~  
8 ~~secretary of state setting forth:~~

9 ~~(1) The name of the corporation.~~

10 ~~(2) If the address of its registered office is to be changed, the~~  
11 ~~address to which the registered office is to be changed, including~~  
12 ~~street and number.~~

13 ~~(3) If the current registered agent is to be changed, the name of~~  
14 ~~its successor registered agent.~~

15 ~~(4) That the address of its registered office and the address of~~  
16 ~~the office of its registered agent, as changed, will be identical.~~

17 Such statement shall be executed by the corporation by an officer  
18 of the corporation, and delivered to the secretary of state, together  
19 with a written consent of the registered office to his, her, or its  
20 appointment, if applicable. If the secretary of state finds that such  
21 statement conforms to the provisions of this chapter, the secretary  
22 of state shall file such statement, and upon such filing, the change  
23 of address of the registered office, or the appointment of a new  
24 registered agent, or both, as the case may be, shall become  
25 effective)) by delivering to the secretary of state for filing a  
26 statement of change in accordance with section 1407 of this act.

27 Any registered agent of a corporation may resign as ~~((such))~~  
28 agent ~~((upon filing a written notice thereof, executed in duplicate,~~  
29 ~~with the secretary of state, who shall forthwith mail a copy thereof~~  
30 ~~to the corporation in care of an officer, who is not the resigning~~  
31 ~~registered agent, at the address of such officer as shown by the most~~  
32 ~~recent annual report of the corporation. The appointment of such~~  
33 ~~agent shall terminate upon the expiration of thirty days after~~  
34 ~~receipt of such notice by the secretary of state))~~ by delivering to  
35 the secretary of state for filing a statement of resignation in  
36 accordance with section 1410 of this act.

37 **Sec. 4109.** RCW 24.06.060 and 1982 c 35 s 127 are each amended to  
38 read as follows:

1       (~~The registered agent so appointed by a corporation shall be an~~  
2 ~~agent of such corporation upon whom~~) Service of any process, notice  
3 or demand required or permitted by law to be served upon the  
4 corporation may be (~~served.~~

5       ~~Whenever a corporation shall fail to appoint or maintain a~~  
6 ~~registered agent in this state, or whenever its registered agent~~  
7 ~~cannot with reasonable diligence be found at the registered office,~~  
8 ~~then the secretary of state shall be an agent of such corporation~~  
9 ~~upon whom any such process, notice, or demand may be served. Service~~  
10 ~~on the secretary of state of any such process, notice, or demand~~  
11 ~~shall be made by delivering to and leaving with the secretary of~~  
12 ~~state, or with any duly authorized clerk of the corporation~~  
13 ~~department of his or her office, duplicate copies of such process,~~  
14 ~~notice or demand. In the event any such process, notice or demand is~~  
15 ~~served on the secretary of state, the secretary of state shall~~  
16 ~~immediately cause one of the copies thereof to be forwarded by~~  
17 ~~certified mail, addressed to the corporation at its registered~~  
18 ~~office. Any service so had on the secretary of state shall be~~  
19 ~~returnable in not less than thirty days.~~

20       ~~The secretary of state shall keep a record of all processes,~~  
21 ~~notices and demands served upon the secretary of state under this~~  
22 ~~section, and shall record therein the time of such service and his~~  
23 ~~action with reference thereto.~~

24       ~~Nothing herein contained shall limit or affect the right to serve~~  
25 ~~any process, notice or demand required or permitted by law to be~~  
26 ~~served upon a corporation in any other manner now or hereafter~~  
27 ~~permitted by law)) made in accordance with section 1411 of this act.~~

28       **Sec. 4110.** RCW 24.06.200 and 1982 c 35 s 131 are each amended to  
29 read as follows:

30       (~~Duplicate originals of~~) The articles of amendment shall be  
31 delivered to the secretary of state for filing in accordance with  
32 part I, Article 2 of this act. (~~If the secretary of state finds that~~  
33 ~~the articles of amendment conform to law, he or she shall, when all~~  
34 ~~fees have been paid as prescribed in this chapter:~~

35       ~~(1) Endorse on each of such originals the word "filed", and the~~  
36 ~~effective date of the filing thereof.~~

37       ~~(2) File one of such originals in his or her office.~~

38       ~~(3) Issue a certificate of amendment to which he or she shall~~  
39 ~~affix one of such originals.~~



1       ~~The certificate of amendment, together with the other duplicate~~  
2 ~~original of the articles of amendment affixed thereto by the~~  
3 ~~secretary of state shall be returned to the corporation or its~~  
4 ~~representative and shall be retained by the corporation.))~~

5       **Sec. 4111.** RCW 24.06.205 and 1982 c 35 s 132 are each amended to  
6 read as follows:

7       Upon the filing of the articles of amendment by the secretary of  
8 state, the amendment shall become effective as provided in section  
9 1203 of this act and the articles of incorporation shall be deemed to  
10 be amended accordingly.

11       No amendment shall affect any existing cause of action in favor  
12 of or against such corporation, nor any pending action to which such  
13 corporation shall be a party, nor the existing rights of persons  
14 other than members; and, in the event the corporate name shall be  
15 changed by amendment, no action brought by or against such  
16 corporation under its former name shall abate for that reason.

17       **Sec. 4112.** RCW 24.06.207 and 1982 c 35 s 133 are each amended to  
18 read as follows:

19       A domestic corporation may at any time restate its articles of  
20 incorporation as theretofore amended, by a resolution adopted by the  
21 board of directors.

22       Upon the adoption of the resolution, restated articles of  
23 incorporation shall be executed (~~in duplicate~~) by the corporation  
24 by one of its officers and shall set forth all of the operative  
25 provisions of the articles of incorporation as theretofore amended  
26 together with a statement that the restated articles of incorporation  
27 correctly set forth without change the corresponding provisions of  
28 the articles of incorporation as theretofore amended and that the  
29 restated articles of incorporation supersede the original articles of  
30 incorporation and all amendments thereto.

31       (~~Duplicate originals of~~) The restated articles of incorporation  
32 shall be delivered to the secretary of state for filing in accordance  
33 with part I, Article 2 of this act. (~~If the secretary of state finds~~  
34 ~~that the restated articles of incorporation conform to law, the~~  
35 ~~secretary of state shall, when all fees required by this title have~~  
36 ~~been paid:~~

37       ~~(1) Endorse on each duplicate original the word "Filed" and the~~  
38 ~~effective date of the filing thereof;~~

1 ~~(2) File one duplicate original; and~~

2 ~~(3) Issue a restated certificate of incorporation, to which the~~  
3 ~~other duplicate original shall be affixed.~~

4 ~~The restated certificate of incorporation, together with the~~  
5 ~~duplicate original of the restated articles of incorporation affixed~~  
6 ~~thereto by the secretary of state, shall be returned to the~~  
7 ~~corporation or its representative.))~~

8 Upon the filing of the restated articles of incorporation by the  
9 secretary of state, the restated articles of incorporation shall  
10 become effective as provided in section 1203 of this act and shall  
11 supersede the original articles of incorporation and all amendments  
12 thereto.

13 **Sec. 4113.** RCW 24.06.225 and 2000 c 167 s 9 are each amended to  
14 read as follows:

15 (1) Upon approval, articles of merger or articles of  
16 consolidation shall be executed (~~in duplicate originals~~) by each  
17 corporation, by an officer of each corporation, and shall set forth:

18 (a) The plan of merger or the plan of consolidation;

19 (b) A statement setting forth the date of the meeting of members  
20 or shareholders at which the plan was adopted, that a quorum was  
21 present at such meeting, and that such plan received at least two-  
22 thirds of the votes which members and shareholders of the corporation  
23 and of each class entitled to vote thereon as a class, present at  
24 such meeting in person or by mail or by electronic transmission or  
25 represented by proxy were entitled to cast, or a statement that such  
26 amendment was adopted by a consent in writing signed by all members;

27 (2) (~~Duplicate originals of~~) The articles of merger or articles  
28 of consolidation shall be delivered to the secretary of state(~~—If~~  
29 ~~the secretary of state finds that such articles conform to law, he or~~  
30 ~~she shall, when all fees have been paid as prescribed in this~~  
31 ~~chapter:~~

32 ~~(a) Endorse on each of such originals the word "filed", and the~~  
33 ~~effective date of the filing thereof;~~

34 ~~(b) File one of such originals in his or her office;~~

35 ~~(c) Issue a certificate of merger or a certificate of~~  
36 ~~consolidation to which he or she shall affix one of such originals.~~

37 ~~The certificate of merger or certificate of consolidation,~~  
38 ~~together with the original of the articles of merger or articles of~~  
39 ~~consolidation affixed thereto by the secretary of state shall be~~

1 ~~returned to the surviving or new corporation, as the case may be, or~~  
2 ~~its representative, and shall be retained by the corporation)) for~~  
3 ~~filing in accordance with part I, Article 2 of this act.~~

4 **Sec. 4114.** RCW 24.06.233 and 1982 c 35 s 136 are each amended to  
5 read as follows:

6 One or more foreign corporations and one or more domestic  
7 corporations may be merged or consolidated or participate in an  
8 exchange in the following manner, if such merger, consolidation, or  
9 exchange is permitted by the laws of the state under which each such  
10 foreign corporation is organized:

11 (1) Each domestic corporation shall comply with the provisions of  
12 this title with respect to the merger, consolidation, or exchange, as  
13 the case may be, of domestic corporations and each foreign  
14 corporation shall comply with the applicable provisions of the laws  
15 of the state under which it is organized.

16 (2) If the surviving or new corporation in a merger or  
17 consolidation is to be governed by the laws of any state other than  
18 this state, it shall comply with the provisions of this title and  
19 part I, Article 5 of this act with respect to foreign corporations if  
20 it is to transact business in this state, and in every case it shall  
21 file with the secretary of state of this state:

22 (a) An agreement that it may be served with process in (~~this~~  
23 ~~state~~) accordance with section 1411 of this act in any proceeding  
24 for the enforcement of any obligation of any domestic corporation  
25 which is a party to such merger or consolidation and in any  
26 proceeding for the enforcement of the rights, if any, of a dissenting  
27 shareholder of any such domestic corporation against the surviving or  
28 new corporation; and

29 (~~An irrevocable appointment of the secretary of state of~~  
30 ~~this state as its agent to accept service of process in any such~~  
31 ~~proceeding; and~~

32 (~~e~~)) An agreement that it will promptly pay to the dissenting  
33 shareholders of any such domestic corporation the amount, if any, to  
34 which they shall be entitled under the provisions of this title with  
35 respect to the rights of dissenting shareholders.

36 The effect of such merger or consolidation shall be the same as  
37 in the case of the merger or consolidation of domestic corporations,  
38 if the surviving or new corporation is to be governed by the laws of  
39 this state. If the surviving or new corporation is to be governed by

1 the laws of any state other than this state, the effect of such  
2 merger or consolidation shall be the same as in the case of the  
3 merger or consolidation of domestic corporations except insofar as  
4 the laws of such other state provide otherwise.

5 (3) At any time prior to the effective date of the articles of  
6 merger, consolidation, or exchange, the merger, consolidation, or  
7 exchange, may be abandoned pursuant to provision therefor, if any,  
8 set forth in the plan of merger, consolidation or exchange. In the  
9 event the merger, consolidation, or exchange is abandoned, the  
10 parties thereto shall execute a notice of abandonment (~~in~~  
11 ~~triplicate~~) signed by an officer for each corporation signing the  
12 notice and deliver the notice to the secretary of state for filing in  
13 accordance with part I, Article 2 of this act. (~~If the secretary of~~  
14 ~~state finds the notice conforms to law, the secretary of state shall:~~

15 ~~(a) Endorse on each of the originals the word "Filed" and the~~  
16 ~~effective date of the filing thereof;~~

17 ~~(b) File one of the triplicate originals in the secretary of~~  
18 ~~state's office; and~~

19 ~~(c) Issue the other triplicate originals to the respective~~  
20 ~~parties or their representatives.))~~

21 **Sec. 4115.** RCW 24.06.280 and 1982 c 35 s 139 are each amended to  
22 read as follows:

23 (~~Duplicate originals of~~) The articles of dissolution shall be  
24 delivered to the secretary of state for filing in accordance with  
25 part I, Article 2 of this act. (~~If the secretary of state finds that~~  
26 ~~such articles of dissolution conform to law, he or she shall, when~~  
27 ~~all requirements have been met as prescribed in this chapter:~~

28 ~~(1) Endorse on each of such originals the word "filed", and the~~  
29 ~~effective date of the filing thereof.~~

30 ~~(2) File one of the originals in his or her office.~~

31 ~~(3) Issue a certificate of dissolution which he or she shall~~  
32 ~~affix to one of such originals.~~

33 ~~The certificate of dissolution, together with the original of the~~  
34 ~~articles of dissolution affixed thereto by the secretary of state,~~  
35 ~~shall be returned to the representative of the dissolved corporation~~  
36 ~~and shall be retained with the corporation minutes.))~~

37 Upon the filing of the articles of dissolution, the corporate  
38 existence shall cease, except for the purpose of determining such

1 suits, other proceedings and appropriate corporate action by members,  
2 directors and officers as are authorized in this chapter.

3 **Sec. 4116.** RCW 24.06.290 and 1994 c 287 s 10 are each amended to  
4 read as follows:

5 Failure of the corporation to file its annual report within the  
6 time required shall not derogate from the rights of its creditors, or  
7 prevent the corporation from being sued and from defending lawsuits,  
8 nor shall it release the corporation from any of the duties or  
9 liabilities of a corporation under law.

10 A corporation shall be administratively dissolved by the  
11 secretary of state (~~upon the conditions prescribed in this section~~  
12 ~~when the corporation:~~

13 ~~(1) Has failed to file or complete its annual report within the~~  
14 ~~time required by law;~~

15 ~~(2) Has failed for thirty days to appoint or maintain a~~  
16 ~~registered agent in this state; or~~

17 ~~(3) Has failed for thirty days, after change of its registered~~  
18 ~~agent or registered office, to file in the office of the secretary of~~  
19 ~~state a statement of such change.~~

20 ~~A corporation shall not be dissolved under this section unless~~  
21 ~~the secretary of state has given the corporation not less than sixty~~  
22 ~~days' notice of its delinquency or omission, by first-class mail,~~  
23 ~~postage prepaid, addressed to the registered office, or, if there is~~  
24 ~~no registered office, to the last known address of any officer or~~  
25 ~~director as shown by the records of the secretary of state, and~~  
26 ~~unless the corporation has failed to correct the omission or~~  
27 ~~delinquency before expiration of the sixty-day period.~~

28 ~~When a corporation has given cause for dissolution under this~~  
29 ~~section, and has failed to correct the delinquency or omission as~~  
30 ~~provided in this section, the secretary of state shall dissolve the~~  
31 ~~corporation by issuing a certificate of involuntary dissolution~~  
32 ~~containing a statement that the corporation has been dissolved and~~  
33 ~~the date and reason for which it was dissolved. The original~~  
34 ~~certificate of involuntary dissolution shall be filed in the records~~  
35 ~~of the secretary of state, and a copy of the certificate shall~~  
36 ~~forthwith be mailed to the corporation at its registered office or,~~  
37 ~~if there is no registered office, to the last known address of the~~  
38 ~~corporation or any officer, director, or incorporator of the~~  
39 ~~corporation, as shown by the records of the secretary of state. Upon~~

1 ~~the filing of the certificate of involuntary dissolution, the~~  
2 ~~existence of the corporation shall cease, except as otherwise~~  
3 ~~provided in this chapter, and its name shall be available to and may~~  
4 ~~be adopted by another corporation after the dissolution)) under the  
5 circumstances and procedures provided in part I, Article 6 of this  
6 act.~~

7 A corporation which has been administratively dissolved ((~~by~~  
8 ~~operation of this section may be reinstated within a period of three~~  
9 ~~years following its dissolution if it completes and files a current~~  
10 ~~annual report for the current reinstatement year or it appoints or~~  
11 ~~maintains a registered agent, or files a required statement of change~~  
12 ~~of registered agent or registered office and in addition pays the~~  
13 ~~reinstatement fee as set by rule by the secretary of state, plus the~~  
14 ~~full amount of all annual fees that would have been assessed for the~~  
15 ~~years of administrative dissolution had the corporation been in~~  
16 ~~active status, including the reinstatement year plus any penalties as~~  
17 ~~established by rule by the secretary of state. If during the period~~  
18 ~~of dissolution another person or corporation has reserved or adopted~~  
19 ~~a corporate name which is identical or deceptively similar to the~~  
20 ~~dissolved corporation's name, the dissolved corporation seeking~~  
21 ~~reinstatement shall be required to adopt another name consistent with~~  
22 ~~the requirements of this chapter and to amend its articles~~  
23 ~~accordingly)) under section 1603 of this act may apply to the  
24 secretary of state for reinstatement in accordance with section 1604  
25 of this act.~~

26 When a corporation has been administratively dissolved ((~~by~~  
27 ~~operation of this section)) under section 1603 of this act, remedies  
28 available to or against it shall survive in the manner provided by  
29 RCW 24.06.335 and thereafter the directors of the corporation shall  
30 hold title to the property of the corporation as trustees for the  
31 benefit of its creditors and shareholders.~~

32 **Sec. 4117.** RCW 24.06.340 and 1969 ex.s. c 120 s 68 are each  
33 amended to read as follows:

34 (1) No foreign corporation shall have the right to conduct  
35 affairs in this state until it ((~~shall have procured a certificate of~~  
36 ~~authority fromregisters with the secretary of state ((~~to do so~~)  
37 in accordance with the requirements of part I, Article 5 of this act.  
38 ((~~No foreign corporation shall be entitled to procure a certificate~~  
39 ~~of authority under this chapter to conduct in this state any affairs~~~~

1 ~~which a corporation organized under this chapter is not permitted to~~  
2 ~~conduct: PROVIDED, That no foreign corporation shall be denied a~~  
3 ~~certificate of authority by reason of the fact that the laws of the~~  
4 ~~state or country under which such corporation is organized governing~~  
5 ~~its organization and internal affairs differ from the laws of this~~  
6 ~~state: PROVIDED FURTHER, That nothing in this chapter contained shall~~  
7 ~~be construed to authorize this state to regulate the organization or~~  
8 ~~the internal affairs of such corporation.))~~

9 (2) ~~((Without excluding other activities not constituting the~~  
10 ~~conduct of affairs in this state, a foreign corporation shall, for~~  
11 ~~purposes of this chapter, not be considered to be))~~ A nonexhaustive  
12 list of activities that do not constitute conducting affairs in this  
13 state ~~((by reason of carrying on in this state any one or more of the~~  
14 ~~following activities:~~

15 ~~(a) Maintaining or defending any action or suit or any~~  
16 ~~administrative or arbitration proceeding, or effecting the settlement~~  
17 ~~thereof, or the settlement of claims or disputes.~~

18 ~~(b) Holding meetings of its directors, members, or shareholders,~~  
19 ~~or carrying on other activities concerning its internal affairs.~~

20 ~~(c) Maintaining bank accounts.~~

21 ~~(d) Creating evidences of debt, mortgages or liens on real or~~  
22 ~~personal property.~~

23 ~~(e) Securing or collecting debts due to it or enforcing any~~  
24 ~~rights in property securing the same))~~ is provided in section 1505 of  
25 this act.

26 **Sec. 4118.** RCW 24.06.345 and 1969 ex.s. c 120 s 69 are each  
27 amended to read as follows:

28 A foreign corporation ~~((which shall have received a certificate~~  
29 ~~of authority under this chapter shall, until a certificate of~~  
30 ~~revocation or of withdrawal shall have been issued as provided in~~  
31 ~~this chapter, enjoy the same but no greater rights and privileges as~~  
32 ~~a domestic corporation organized for the purposes set forth in the~~  
33 ~~application pursuant to which such certificate of authorization is~~  
34 ~~issued, and shall be subject to the same duties, restrictions,~~  
35 ~~penalties and liabilities now or hereafter imposed upon a domestic~~  
36 ~~corporation of like character))~~ that registers to conduct affairs in  
37 this state is subject to section 1501 of this act relating to the  
38 effect of registration and the governing law for registered foreign  
39 corporations.

1       **Sec. 4119.** RCW 24.06.350 and 1982 c 35 s 143 are each amended to  
2 read as follows:

3       (~~No certificate of authority shall be issued to a foreign~~  
4 ~~corporation unless the corporate name of such corporation complies~~  
5 ~~with the provisions of RCW 24.06.045. However, a foreign corporation~~  
6 ~~applying for a certificate of authority may file with the secretary~~  
7 ~~of state a resolution of its board of directors adopting a fictitious~~  
8 ~~name for use in transacting business in this state, if the fictitious~~  
9 ~~name complies with RCW 24.06.045.)) The corporate name of a foreign  
10 corporation registered in this state must comply with the provisions  
11 of section 1506 and part I, Article 3 of this act.~~

12       **Sec. 4120.** RCW 24.06.360 and 1989 c 307 s 38 are each amended to  
13 read as follows:

14       A foreign corporation(~~(, in order to procure a certificate of~~  
15 ~~authority)) may register to conduct affairs in this state(~~(, shall~~  
16 ~~make application therefor)) by delivering to the secretary of  
17 state(~~(, which application shall set forth:~~~~~~

18       ~~(1) The name of the corporation and the state or country under~~  
19 ~~the laws of which it is incorporated.~~

20       ~~(2) The date of incorporation and the period of duration of the~~  
21 ~~corporation.~~

22       ~~(3) The address of the principal office of the corporation in the~~  
23 ~~state or country under the laws of which it is incorporated.~~

24       ~~(4) The address of the proposed registered office of the~~  
25 ~~corporation in this state, and the name of its proposed registered~~  
26 ~~agent in this state at such address.~~

27       ~~(5) For the purpose or purposes of the corporation which it~~  
28 ~~proposes to pursue in conducting its affairs in this state.~~

29       ~~(6) The names and respective addresses of the directors and~~  
30 ~~officers of the corporation.~~

31       ~~(7) Such additional information as may be necessary or~~  
32 ~~appropriate in order to enable the secretary of state to determine~~  
33 ~~whether such corporation is entitled to a certificate of authority to~~  
34 ~~conduct affairs in this state)) for filing a foreign registration  
35 statement in accordance with section 1503 of this act.~~

36       **Sec. 4121.** RCW 24.06.370 and 1982 c 35 s 145 are each amended to  
37 read as follows:



1 Upon the filing of the (~~application for certificate of~~  
2 ~~authority~~) foreign registration statement by the secretary of state,  
3 the corporation shall be authorized to conduct affairs in this state  
4 for those purposes set forth in its application(~~(; PROVIDED, That the~~  
5 ~~state may suspend or revoke such authority as provided in this~~  
6 ~~chapter for revocation and suspension of domestic corporation~~  
7 ~~franchises)) subject to the right of the state to terminate the  
8 registration as provided in section 1511 of this act.~~

9 **Sec. 4122.** RCW 24.06.375 and 1969 ex.s. c 120 s 75 are each  
10 amended to read as follows:

11 Every foreign corporation (~~authorized~~) registered to conduct  
12 affairs in this state shall have and continuously maintain in this  
13 state(~~(;~~

14 ~~(1) A registered office which may but need not be the same as its~~  
15 ~~principal office.~~

16 ~~(2) A registered agent, who may be:~~

17 ~~(a) An individual resident of this state whose business office is~~  
18 ~~identical with the registered office; or~~

19 ~~(b) A domestic corporation organized under any law of this state;~~  
20 ~~or~~

21 ~~(c) A foreign corporation authorized under any law of this state~~  
22 ~~to transact business or conduct affairs in this state, having an~~  
23 ~~office identical with the registered office)) a registered agent in  
24 accordance with part I, Article 4 of this act.~~

25 **Sec. 4123.** RCW 24.06.380 and 1993 c 356 s 19 are each amended to  
26 read as follows:

27 A foreign corporation (~~authorized~~) registered to conduct  
28 affairs in this state may change its (~~registered office or change~~  
29 ~~its)) registered agent(~~(, or both, upon filing in the office of)) by~~  
30 delivering to the secretary of state (~~(in a form approved by the~~  
31 ~~secretary of state a statement setting forth:~~~~

32 ~~(1) The name of the corporation.~~

33 ~~(2) If the address of the current registered office is to be~~  
34 ~~changed, such new address.~~

35 ~~(3) If the current registered agent is to be changed, the name of~~  
36 ~~the new registered agent.~~

37 ~~(4) That the address of its registered office and the address of~~  
38 ~~the office of its registered agent, as changed, will be identical.~~

1       Such)) for filing a statement of change in accordance with  
2 section 1407 of this act. The statement shall be executed by the  
3 corporation, by an officer of the corporation(~~(, and delivered to the~~  
4 ~~secretary of state, together with a written consent of the registered~~  
5 ~~agent to his or its appointment, if applicable. If the secretary of~~  
6 ~~state finds that such statement conforms to the provisions of this~~  
7 ~~chapter, he or she shall file such statement in his or her office,~~  
8 ~~and upon such filing the change of address of the registered office,~~  
9 ~~or the appointment of a new registered agent, or both, as the case~~  
10 ~~may be, shall become effective)).~~

11       (~~If~~) A registered agent (~~(changes his or her business address~~  
12 ~~to another place within the state, the registered agent may change~~  
13 ~~such address and the address of the registered office of any~~  
14 ~~corporation of which the registered agent is registered agent by~~  
15 ~~filing a statement as required by this section, except that it need~~  
16 ~~be signed only by the registered agent, it need not be responsive to~~  
17 ~~subsection (3) of this section, and it shall recite that a copy of~~  
18 ~~the statement has been mailed to the corporation)) may change its  
19 information on file with the secretary of state in accordance with  
20 sections 1408 or 1409 of this act.~~

21       **Sec. 4124.** RCW 24.06.385 and 1969 ex.s. c 120 s 77 are each  
22 amended to read as follows:

23       Any registered agent in this state appointed by a foreign  
24 corporation may resign as such agent (~~(upon filing a written notice~~  
25 ~~thereof, executed in duplicate, with)) by executing and delivering to  
26 the secretary of state((, who shall forthwith mail a copy thereof to  
27 ~~the foreign corporation at its principal office in the state or~~  
28 ~~country under the laws of which it is incorporated as shown by its~~  
29 ~~most recent annual report. The appointment of such agent shall~~  
30 ~~terminate upon the expiration of thirty days after receipt of such~~  
31 ~~notice by the secretary of state)) for filing a statement of  
32 resignation in accordance with section 1410 of this act.~~~~

33       **Sec. 4125.** RCW 24.06.390 and 1969 ex.s. c 120 s 78 are each  
34 amended to read as follows:

35       (~~The registered agent so appointed by a foreign corporation~~  
36 ~~authorized to conduct affairs in this state shall be an agent of such~~  
37 ~~corporation upon whom)) Service of any process, notice or demand~~

1 required or permitted by law to be served upon the corporation may be  
2 ((served)) made in accordance with section 1411 of this act.

3 **Sec. 4126.** RCW 24.06.395 and 1982 c 35 s 147 are each amended to  
4 read as follows:

5 Whenever a foreign corporation authorized to conduct affairs in  
6 this state shall fail to appoint or maintain a registered agent in  
7 this state, or whenever any such registered agent cannot with  
8 reasonable diligence be found at the registered office, or whenever  
9 the certificate of authority of a foreign corporation shall be  
10 suspended or revoked(~~(, then the secretary of state shall be an agent~~  
11 ~~of such corporation upon whom any such)) service of any process,~~  
12 ~~notice, or demand upon the corporation may be ((served. Service on~~  
13 ~~the secretary of state of any such process, notice, or demand shall~~  
14 ~~be made by delivering to and leaving with the secretary of state, or~~  
15 ~~with any duly authorized clerk of the corporation department of the~~  
16 ~~secretary of state's office, duplicate copies of such process, notice~~  
17 ~~or demand. In the event any such process, notice or demand is served~~  
18 ~~on the secretary of state, the secretary of state shall immediately~~  
19 ~~cause one of such copies thereof to be forwarded by certified mail,~~  
20 ~~addressed to the corporation at its principal office in the state or~~  
21 ~~country under the laws of which it is incorporated. Any service so~~  
22 ~~had on the secretary of state shall be returnable in not less than~~  
23 ~~thirty days.~~

24 ~~The secretary of state shall keep a record of all processes,~~  
25 ~~notices and demands served upon the secretary of state under this~~  
26 ~~action, and shall record therein the time of such service and his or~~  
27 ~~her action with reference thereto: PROVIDED, That)) made in~~  
28 ~~accordance with section 1411 of this act. Nothing contained in this~~  
29 ~~section shall limit or affect the right to serve any process, notice~~  
30 ~~or demand, required or permitted by law to be served upon a~~  
31 ~~corporation in any other manner now or hereafter permitted by law.~~

32 **Sec. 4127.** RCW 24.06.410 and 1969 ex.s. c 120 s 82 are each  
33 amended to read as follows:

34 A foreign corporation ((authorized)) registered to conduct  
35 affairs in this state shall ((~~apply for an amended certificate of~~  
36 ~~authority in the event that it wishes to change its corporate name,~~  
37 ~~or desires to pursue in this state purposes other or additional to~~

1 ~~those set forth in its initial application for a certificate of~~  
2 ~~authority.~~

3 ~~The requirements with respect to the form and content of such~~  
4 ~~application, the manner of its execution, the filing, the issuance of~~  
5 ~~an amended certificate of authority, and the effect thereof shall be~~  
6 ~~the same as in the case of an original application for a certificate~~  
7 ~~of authority)) amend its foreign registration statement under the~~  
8 ~~circumstances specified in section 1504 of this act.~~

9 **Sec. 4128.** RCW 24.06.415 and 1993 c 356 s 20 are each amended to  
10 read as follows:

11 A foreign corporation ((authorized)) registered to conduct  
12 affairs in this state may withdraw from this state ((upon procuring  
13 from)) by delivering a statement of withdrawal to the secretary of  
14 state ((a certificate of withdrawal. In order to procure such  
15 certificate of withdrawal, the foreign corporation shall deliver to  
16 the secretary of state an application for withdrawal, which shall set  
17 forth:

18 (1) ~~The name of the corporation and the state or country under~~  
19 ~~whose laws it is incorporated.~~

20 (2) ~~A declaration that the corporation is not conducting affairs~~  
21 ~~in this state.~~

22 (3) ~~A surrender of its authority to conduct affairs in this~~  
23 ~~state.~~

24 (4) ~~A notice that the corporation revokes the authority of its~~  
25 ~~registered agent in this state to accept service of process and~~  
26 ~~consents that service of process in any action, suit or proceeding,~~  
27 ~~based upon any cause of action arising in this state during the time~~  
28 ~~the corporation was authorized to conduct affairs in this state, may~~  
29 ~~thereafter be made upon such corporation by service thereof on the~~  
30 ~~secretary of state.~~

31 (5) ~~A copy of the revenue clearance certificate issued pursuant~~  
32 ~~to chapter 82.32 RCW.~~

33 (6) ~~A post office address to which the secretary of state may~~  
34 ~~mail a copy of any process that may be served on the secretary of~~  
35 ~~state as agent for the corporation.~~

36 ~~The application for withdrawal shall be made on forms prescribed~~  
37 ~~and furnished by the secretary of state and shall be executed by the~~  
38 ~~corporation, by one of the officers of the corporation, or, if the~~  
39 ~~corporation is in the hands of a receiver or trustee, shall be~~

1 ~~executed on behalf of the corporation by such receiver or trustee))~~  
2 for filing in accordance with section 1507 of this act.

3 **Sec. 4129.** RCW 24.06.425 and 1982 c 35 s 150 are each amended to  
4 read as follows:

5 ~~((1))~~ The ~~((certificate of authority))~~ registration of a  
6 foreign corporation to conduct affairs in this state may be  
7 ~~((revoked))~~ terminated by the secretary of state ~~((upon the~~  
8 ~~conditions prescribed in this section when:~~

9 ~~(a) The corporation has failed to file its annual report within~~  
10 ~~the time required by this chapter or has failed to pay any fees or~~  
11 ~~penalties prescribed by this chapter as they become due and payable;~~  
12 ~~or~~

13 ~~(b) The corporation has failed for thirty days to appoint and~~  
14 ~~maintain a registered agent in this state as required by this~~  
15 ~~chapter; or~~

16 ~~(c) The corporation has failed, for thirty days after change of~~  
17 ~~its registered agent or registered office, to file in the office of~~  
18 ~~the secretary of state a statement of such change as required by this~~  
19 ~~chapter; or~~

20 ~~(d) The corporation has failed to file in the office of the~~  
21 ~~secretary of state any amendment to its articles of incorporation or~~  
22 ~~any articles of merger within the time prescribed by this chapter; or~~

23 ~~(e) The certificate of authority of the corporation was procured~~  
24 ~~through fraud practiced upon the state; or~~

25 ~~(f) The corporation has continued to exceed or abuse the~~  
26 ~~authority conferred upon it by this chapter; or~~

27 ~~(g) A misrepresentation has been made as to any material matter~~  
28 ~~in any application, report, affidavit, or other document, submitted~~  
29 ~~by such corporation pursuant to this chapter.~~

30 ~~(2) No certificate of authority of a foreign corporation shall be~~  
31 ~~revoked by the secretary of state unless the secretary of state shall~~  
32 ~~have given the corporation not less than sixty days' notice thereof~~  
33 ~~by first-class mail addressed to its registered office in this state,~~  
34 ~~or, if there is no registered office, to the last known address of~~  
35 ~~any officer or director of the corporation as shown by the records of~~  
36 ~~the secretary of state, and the corporation shall have failed prior~~  
37 ~~to revocation to (a) file such annual report, (b) pay such fees or~~  
38 ~~penalties, (c) file the required statement of change of registered~~  
39 ~~agent or registered office, (d) file such articles of amendment or~~

1 ~~articles of merger, or (e) correct any delinquency, omission, or~~  
2 ~~material misrepresentation in its application, report, affidavit, or~~  
3 ~~other document)) in accordance with section 1511 of this act.~~

4 **Sec. 4130.** RCW 24.06.435 and 1969 ex.s. c 120 s 87 are each  
5 amended to read as follows:

6 ~~((No))~~ A foreign corporation conducting affairs in this state  
7 without ~~((a certificate of authority shall be permitted to maintain~~  
8 ~~any action, suit, or proceeding in any court of this state until such~~  
9 ~~corporation shall have obtained a certificate of authority. Nor shall~~  
10 ~~any action, suit or proceeding be maintained in any court of this~~  
11 ~~state by any successor or assignee of such corporation on any right,~~  
12 ~~claim, or demand arising out of the conduct of affairs by such~~  
13 ~~corporation in this state until a certificate of authority shall have~~  
14 ~~been obtained by the corporation or by a valid corporation which has~~  
15 ~~(1) acquired all or substantially all of its assets and (2) assumed~~  
16 ~~all of its liabilities: PROVIDED, That the failure of a foreign~~  
17 ~~corporation to obtain a certificate of authority to conduct affairs~~  
18 ~~in this state shall not impair the substantive validity of any~~  
19 ~~contract or act of such corporation, and shall not prevent such~~  
20 ~~corporation from defending any action, suit or proceeding in any~~  
21 ~~court of this state under such terms and conditions as a court may~~  
22 ~~find just)) registering with the secretary of state is subject to~~  
23 ~~section 1502 of this act.~~

24 **Sec. 4131.** RCW 24.06.440 and 1993 c 356 s 22 are each amended to  
25 read as follows:

26 Each domestic corporation, and each foreign corporation  
27 ~~((authorized))~~ registered to conduct affairs in this state, shall  
28 ~~((file, within the time prescribed by this chapter,))~~ deliver an  
29 annual ~~((or biennial))~~ report~~((, established by))~~ to the secretary of  
30 state ~~((by rule, in the form prescribed by the secretary of state~~  
31 ~~setting forth:~~

32 ~~(1) The name of the corporation and the state or country under~~  
33 ~~whose laws it is incorporated.~~

34 ~~(2) The address of the registered office of the corporation in~~  
35 ~~this state, including street and number, the name of its registered~~  
36 ~~agent in this state at such address, and, in the case of a foreign~~  
37 ~~corporation, the address of its principal office in the state or~~  
38 ~~country under whose laws it is incorporated.~~

1       ~~(3) A brief statement of the character of the affairs in which~~  
2 ~~the corporation is engaged, or, in the case of a foreign corporation,~~  
3 ~~engaged in this state.~~

4       ~~(4) The names and respective addresses of the directors and~~  
5 ~~officers of the corporation.~~

6       ~~(5) The corporation's unified business identifier number.~~  
7       ~~The information shall be given as of the date of the execution of~~  
8 ~~the report. It shall be executed by the corporation by an officer of~~  
9 ~~the corporation, or, if the corporation is in the hands of a receiver~~  
10 ~~or trustee, it shall be executed on behalf of the corporation by such~~  
11 ~~receiver or trustee.~~

12       ~~The secretary of state may by rule adopted under chapter 34.05~~  
13 ~~RCW provide that correction or updating of information appearing on~~  
14 ~~previous annual or biennial filings is sufficient to constitute the~~  
15 ~~current filing)) in accordance with section 1212 of this act.~~

16       **Sec. 4132.** RCW 24.06.450 and 2010 1st sp.s. c 29 s 4 are each  
17 amended to read as follows:

18       ~~((1)) Corporations are subject to the applicable fees, charges,~~  
19 ~~and penalties established by the secretary of state ((must establish~~  
20 ~~by rule, fees for the following:~~

- 21       ~~(a) Filing articles of incorporation.~~
- 22       ~~(b) Filing an annual report.~~
- 23       ~~(c) Filing an application of a foreign corporation for a~~  
24 ~~certificate of authority to conduct affairs in this state.~~
- 25       ~~(d) Filing articles of amendment or restatement.~~
- 26       ~~(e) Filing articles of merger or consolidation.~~
- 27       ~~(f) Filing a statement of change of address of registered office~~  
28 ~~or change of registered agent, or revocation, resignation, or any~~  
29 ~~combination of these.~~
- 30       ~~(g) Filing articles of dissolution, no fee.~~
- 31       ~~(h) Filing an application of a foreign corporation for an amended~~  
32 ~~certificate of authority to conduct affairs in this state.~~
- 33       ~~(i) Filing a copy of an amendment to the articles of~~  
34 ~~incorporation of a foreign corporation holding a certificate of~~  
35 ~~authority to conduct affairs in this state.~~
- 36       ~~(j) Filing a copy of articles of merger of a foreign corporation~~  
37 ~~holding a certificate of authority to conduct affairs in this state.~~
- 38       ~~(k) Filing an application for withdrawal of a foreign corporation~~  
39 ~~and issuing a certificate of withdrawal.~~

1       ~~(l) Filing a certificate by a foreign corporation of the~~  
2 ~~appointment of a registered agent.~~

3       ~~(m) Filing a certificate by a foreign corporation of the~~  
4 ~~revocation of the appointment of a registered agent.~~

5       ~~(n) Filing an application to reserve a corporate name.~~

6       ~~(o) Filing a notice of transfer of a reserved corporate name.~~

7       ~~(p) Filing any other statement or report of a domestic or foreign~~  
8 ~~corporation.~~

9       ~~(2) Fees are adjusted by rule in an amount that does not exceed~~  
10 ~~the average biennial increase in the cost of providing service. This~~  
11 ~~must be determined in a biennial cost study performed by the~~  
12 ~~secretary)) under section 1213 of this act and RCW 43.07.120.~~

13       **Sec. 4133.** RCW 24.06.470 and 2011 c 336 s 669 are each amended  
14 to read as follows:

15       Each director and officer of a corporation, domestic or foreign,  
16 who fails or refuses within the time prescribed by this chapter, to  
17 answer truthfully and fully any interrogatories propounded to him or  
18 her by the secretary of state in accordance with the provisions of  
19 this chapter, ~~((or who signs any articles, statement, report,~~  
20 ~~application, or other document filed with the secretary of state,))~~  
21 which is known to such officer or director to be false in any  
22 material respect, shall be deemed to be guilty of a misdemeanor, and  
23 upon conviction thereof shall be fined in an amount not to exceed  
24 five hundred dollars on each count.

25       **Sec. 4134.** RCW 24.06.490 and 1982 c 35 s 160 are each amended to  
26 read as follows:

27       ~~((1) If the secretary of state shall fail to approve any~~  
28 ~~articles of incorporation, amendment, merger, consolidation, or~~  
29 ~~dissolution, or any other document required by this chapter to be~~  
30 ~~approved by the secretary of state before the same shall be filed in~~  
31 ~~his or her office, the secretary of state shall, within ten days~~  
32 ~~after the delivery of such document to him or her, give written~~  
33 ~~notice of disapproval to the person or corporation, domestic or~~  
34 ~~foreign, delivering the same, specifying the reasons therefor. The~~  
35 ~~person or corporation may apply to the superior court of the county~~  
36 ~~in which the registered office of such corporation is situated, or is~~  
37 ~~proposed, in the document, by filing a petition with the clerk of~~  
38 ~~such court setting forth a copy of the articles or other document~~



1 ~~tendered to the secretary of state, together with a copy of the~~  
2 ~~written disapproval thereof by the secretary of state; whereupon the~~  
3 ~~matter shall be tried to the court on all questions of fact and law;~~  
4 ~~and the court shall either sustain or overrule the action of the~~  
5 ~~secretary of state.~~

6 ~~(2) If the secretary of state shall revoke the certificate of~~  
7 ~~authority to conduct affairs in this state of any foreign~~  
8 ~~corporation, such foreign corporation may likewise apply to the~~  
9 ~~superior court of the county where the registered office of such~~  
10 ~~corporation in this state is situated, by filing with the clerk of~~  
11 ~~such court a petition setting forth a copy of its certificate of~~  
12 ~~authority to conduct affairs in this state and a copy of the notice~~  
13 ~~of revocation given by the secretary of state; whereupon the matter~~  
14 ~~shall be tried to the court on all questions of fact and law; and the~~  
15 ~~court shall either sustain or overrule the action of the secretary of~~  
16 ~~state.~~

17 ~~(3) Appeals from all final orders and judgments entered by the~~  
18 ~~superior court under this section, in the review of any ruling or~~  
19 ~~decision of the secretary of state may be taken as in other civil~~  
20 ~~actions.) Section 1206 of this act governs the secretary of state's~~  
21 ~~duty to file records delivered to the secretary of state for filing,~~  
22 ~~the manner and effect of filing, and procedures that apply when the~~  
23 ~~secretary of state refuses to file a record.~~

24 NEW SECTION. Sec. 4135. The following acts or parts of acts are  
25 each repealed:

26 (1) RCW 24.06.170 (Filing of articles of incorporation) and 1982  
27 c 35 s 128, 1981 c 302 s 5, & 1969 ex.s. c 120 s 34;

28 (2) RCW 24.06.293 (Administrative dissolution or revocation of a  
29 certificate of authority—Corporation name not distinguishable from  
30 name of governmental entity—Application by governmental entity) and  
31 1997 c 12 s 3;

32 (3) RCW 24.06.355 (Change of name by foreign corporation) and  
33 1969 ex.s. c 120 s 71;

34 (4) RCW 24.06.365 (Filing of application for certificate of  
35 authority—Issuance) and 1982 c 35 s 144 & 1969 ex.s. c 120 s 73;

36 (5) RCW 24.06.420 (Filing of application for withdrawal—Issuance  
37 of certificate of withdrawal) and 1982 c 35 s 149 & 1969 ex.s. c 120  
38 s 84;

1 (6) RCW 24.06.430 (Issuance and filing of certificate of  
2 revocation—Effect) and 1982 c 35 s 151 & 1969 ex.s. c 120 s 86;

3 (7) RCW 24.06.433 (Foreign corporations—Application for  
4 reinstatement) and 1993 c 356 s 21;

5 (8) RCW 24.06.445 (Filing of annual or biennial report of  
6 domestic and foreign corporations) and 2011 c 183 s 6, 1993 c 356 s  
7 23, 1982 c 35 s 153, 1973 c 146 s 1, & 1969 ex.s. c 120 s 89;

8 (9) RCW 24.06.455 (Miscellaneous fees) and 1993 c 269 s 8, 1982 c  
9 35 s 155, 1979 ex.s. c 133 s 3, 1973 c 70 s 3, & 1969 ex.s. c 120 s  
10 91;

11 (10) RCW 24.06.460 (Disposition of fees) and 1982 c 35 s 156 &  
12 1969 ex.s. c 120 s 92;

13 (11) RCW 24.06.495 (Certificates and certified copies to be  
14 received in evidence) and 1982 c 35 s 161 & 1969 ex.s. c 120 s 99;  
15 and

16 (12) RCW 24.06.915 (Notice to existing corporations) and 1982 c  
17 35 s 164 & 1969 ex.s. c 120 s 109.

## 18 PART V

### 19 GENERAL AND LIMITED LIABILITY PARTNERSHIPS AND REVISED UNIFORM 20 PARTNERSHIP ACT REVISIONS

21 **Sec. 5101.** RCW 25.05.005 and 2009 c 202 s 3 are each amended to  
22 read as follows:

23 The definitions in this section apply throughout this chapter  
24 unless the context clearly requires otherwise:

25 (1) "Business" includes every trade, occupation, and profession.

26 (2) "Debtor in bankruptcy" means a person who is the subject of:

27 (a) An order for relief under Title 11 of the United States Code  
28 or a comparable order under a successor statute of general  
29 application; or

30 (b) A comparable order under federal, state, or foreign law  
31 governing insolvency.

32 (3) "Distribution" means a transfer of money or other property  
33 from a partnership to a partner in the partner's capacity as a  
34 partner or to the partner's transferee.

35 (4) "Foreign limited liability partnership" means a partnership  
36 that:

37 (a) Is formed under laws other than the laws of this state; and

1 (b) Has the status of a limited liability partnership under those  
2 laws.

3 (5) "Limited liability partnership" means a partnership that has  
4 filed an application under RCW 25.05.500 and does not have a similar  
5 statement in effect in any other jurisdiction.

6 (6) "Partnership" means an association of two or more persons to  
7 carry on as co-owners a business for profit formed under RCW  
8 25.05.055, predecessor law, or comparable law of another  
9 jurisdiction.

10 (7) "Partnership agreement" means the agreement, whether written,  
11 oral, or implied, among the partners concerning the partnership,  
12 including amendments to the partnership agreement.

13 (8) "Partnership at will" means a partnership in which the  
14 partners have not agreed to remain partners until the expiration of a  
15 definite term or the completion of a particular undertaking.

16 (9) "Partnership interest" or "partner's interest in the  
17 partnership" means all of a partner's interests in the partnership,  
18 including the partner's transferable interest and all management and  
19 other rights.

20 (10) "Person" means an individual, corporation, business trust,  
21 estate, trust, partnership, limited liability company, association,  
22 joint venture, government, governmental subdivision, agency, or  
23 instrumentality, or any other legal or commercial entity.

24 (11) "Property" means all property, real, personal, or mixed,  
25 tangible or intangible, or any interest therein.

26 (12) "Registered agent" means (~~(an individual resident of this~~  
27 ~~state, a domestic corporation, a government, governmental~~  
28 ~~subdivision, agency, or instrumentality, or a foreign corporation~~  
29 ~~authorized to do business in this state)) the person designated under  
30 part I, Article 4 of this act to serve as the agent of the entity  
31 authorized to receive service of any process, notice, or demand  
32 required or permitted by law to be served on the entity.~~

33 (13) "State" means a state of the United States, the District of  
34 Columbia, the Commonwealth of Puerto Rico, or any territory or  
35 insular possession subject to the jurisdiction of the United States.

36 (14) "Statement" means a statement of partnership authority under  
37 RCW 25.05.110, a statement of denial under RCW 25.05.115, a statement  
38 of dissociation under RCW 25.05.265, a statement of dissolution under  
39 RCW 25.05.320, or an amendment or cancellation of any statement under  
40 these sections.

1 (15) "Transfer" includes an assignment, conveyance, lease,  
2 mortgage, deed, and encumbrance.

3 **Sec. 5102.** RCW 25.05.025 and 1998 c 103 s 105 are each amended  
4 to read as follows:

5 (1) A statement may be (~~filed in~~) delivered to the office of  
6 the secretary of state for filing in accordance with part I, Article  
7 2 of this act. A certified copy of a statement that is filed in an  
8 office in another state may be (~~filed in~~) delivered to the office  
9 of the secretary of state for filing in accordance with part I,  
10 Article 2 of this act. Either filing has the effect provided in this  
11 chapter with respect to partnership property located in or  
12 transactions that occur in this state.

13 (2) A statement (~~filed~~) delivered by a partnership to the  
14 secretary of state for filing must be executed by at least two  
15 partners. Other statements must be executed by a partner or other  
16 person authorized by this chapter. An individual who executes a  
17 statement as, or on behalf of, a partner or other person shall  
18 personally declare under penalty of perjury that the contents of the  
19 statement are accurate.

20 (3) A person authorized by this chapter to (~~file~~) deliver a  
21 statement to the secretary of state for filing may amend or cancel  
22 the statement by delivering to the secretary of state for filing an  
23 amendment or cancellation that names the partnership, identifies the  
24 statement, and states the substance of the amendment or cancellation.

25 (4) A person who (~~files~~) delivers a statement (~~pursuant to~~  
26 ~~this section~~) to the secretary of state for filing shall promptly  
27 send a copy of the statement to every nonfiling partner and to any  
28 other person named as a partner in the statement. Failure to send a  
29 copy of a statement to a partner or other person does not limit the  
30 effectiveness of the statement as to a person not a partner.

31 **Sec. 5103.** RCW 25.05.110 and 1998 c 103 s 303 are each amended  
32 to read as follows:

33 (1) A partnership may (~~file~~) deliver to the secretary of state  
34 for filing a statement of partnership authority, which:

35 (a) Must include:

36 (i) The name of the partnership; and

37 (ii) The street address of its chief executive office and of one  
38 office in this state, if there is one; and

1 (b) May state the names of all of the partners, the names of the  
2 partners authorized to execute an instrument transferring real  
3 property held in the name of the partnership, the authority, or  
4 limitations on the authority, of some or all of the partners to enter  
5 into other transactions on behalf of the partnership and any other  
6 matter.

7 (2) A grant of authority contained in a filed statement of  
8 partnership authority is conclusive in favor of a person not a  
9 partner who gives value without knowledge to the contrary, so long as  
10 and to the extent that a limitation on that authority is not then  
11 contained in a subsequently filed statement. A filed cancellation of  
12 a limitation on authority revives the previous grant of authority.

13 (3) A person not a partner is deemed to know of a limitation on  
14 the authority of a partner to transfer real property held in the name  
15 of the partnership if the limitation is contained in a filed  
16 statement of partnership authority.

17 (4) Except as otherwise provided in subsection (3) of this  
18 section and RCW 25.05.265 and 25.05.320, a person not a partner is  
19 not deemed to know of a limitation on the authority of a partner  
20 merely because the limitation is contained in a filed statement.

21 (5) Unless earlier canceled, a filed statement of partnership  
22 authority is canceled by operation of law five years after the date  
23 on which the statement, or the most recent amendment, was filed  
24 ((with)) by the secretary of state.

25 **Sec. 5104.** RCW 25.05.115 and 1998 c 103 s 304 are each amended  
26 to read as follows:

27 A partner, or other person named as a partner in a filed  
28 statement of partnership authority, may ((file)) deliver to the  
29 secretary of state for filing a statement of denial stating the name  
30 of the partnership and the fact that is being denied, which may  
31 include denial of a person's authority or status as a partner. A  
32 statement of denial is a limitation on authority as provided in RCW  
33 25.05.110 (2) and (3).

34 **Sec. 5105.** RCW 25.05.355 and 2009 c 188 s 1405 are each amended  
35 to read as follows:

36 (1) A partnership may be converted to a limited partnership  
37 pursuant to this section.

1 (2) The terms and conditions of a conversion of a partnership to  
2 a limited partnership must be approved by all of the partners or by a  
3 number or percentage specified for conversion in the partnership  
4 agreement.

5 (3) After the conversion is approved by the partners, the  
6 partnership shall file a certificate of limited partnership in the  
7 jurisdiction in which the limited partnership is to be formed. The  
8 certificate must include:

9 (a) A statement that the partnership was converted to a limited  
10 partnership from a partnership;

11 (b) Its former name; and

12 (c) A statement of the number of votes cast by the partners for  
13 and against the conversion and, if the vote is less than unanimous,  
14 the number or percentage required to approve the conversion under the  
15 partnership agreement.

16 (4) If the partnership was converted to a domestic limited  
17 partnership, the certificate must also include:

18 (a) The name of the limited partnership;

19 (b) The address of the office for records and the name and  
20 address of the registered agent for service of process (~~appointed~~  
21 ~~pursuant to RCW 25.10.121~~) designated in accordance with part I,  
22 Article 4 of this act;

23 (c) The name and the geographical and mailing address of each  
24 general partner;

25 (d) The latest date upon which the limited partnership is to  
26 dissolve; and

27 (e) Any other matters the general partners determine to include  
28 therein.

29 (5) The conversion takes effect when the certificate of limited  
30 partnership is filed or at any later date specified in the  
31 certificate in accordance with section 1203 of this act.

32 (6) A general partner who becomes a limited partner as a result  
33 of the conversion remains liable as a general partner for an  
34 obligation incurred by the partnership before the conversion takes  
35 effect. If the other party to a transaction with the limited  
36 partnership reasonably believes when entering the transaction that  
37 the limited partner is a general partner, the limited partner is  
38 liable for an obligation incurred by the limited partnership within  
39 ninety days after the conversion takes effect. The limited partner's  
40 liability for all other obligations of the limited partnership

1 incurred after the conversion takes effect is that of a limited  
2 partner as provided in the Washington uniform limited partnership  
3 act.

4 **Sec. 5106.** RCW 25.05.370 and 1998 c 103 s 905 are each amended  
5 to read as follows:

6 (1) One or more domestic partnerships may merge with one or more  
7 domestic partnerships, domestic limited partnerships, domestic  
8 limited liability companies, or domestic corporations pursuant to a  
9 plan of merger approved or adopted as provided in RCW 25.05.375.

10 (2) The plan of merger must set forth:

11 (a) The name of each partnership, limited liability company,  
12 limited partnership, and corporation planning to merge and the name  
13 of the surviving partnership, limited liability company, limited  
14 partnership, or corporation into which the other partnership, limited  
15 liability company, limited partnership, or corporation plans to  
16 merge;

17 (b) The terms and conditions of the merger; and

18 (c) The manner and basis of converting the interests of each  
19 member of each limited liability company, the partnership interests  
20 in each partnership and each limited partnership, and the shares of  
21 each corporation party to the merger into the interests, shares,  
22 obligations, or other securities of the surviving or any other  
23 partnership, limited liability company, limited partnership, or  
24 corporation or into cash or other property in whole or part.

25 (3) The plan of merger may set forth:

26 (a) Amendments to the certificate of formation of the surviving  
27 limited liability company;

28 (b) Amendments to the certificate of limited partnership of the  
29 surviving limited partnership;

30 (c) Amendments to the articles of incorporation of the surviving  
31 corporation; and

32 (d) Other provisions relating to the merger.

33 (4) If the plan of merger does not specify a delayed effective  
34 date, it shall become effective upon the filing of articles of merger  
35 as provided in section 1203 of this act. (~~(If the)~~) A plan of merger  
36 (~~(specifies)~~) may specify a delayed effective time and date(~~(, the~~  
37 ~~plan of merger becomes effective at the time and date specified. If~~  
38 ~~the plan of merger specifies a delayed effective date but no time is~~  
39 ~~specified, the plan of merger is effective at the close of business~~

1 ~~on that date. A delayed effective date for a plan of merger may not~~  
2 ~~be later than the ninetieth day after the date it is filed)) in~~  
3 ~~accordance with section 1203 of this act.~~

4 **Sec. 5107.** RCW 25.05.390 and 2009 c 188 s 1408 are each amended  
5 to read as follows:

6 (1) One or more foreign partnerships, foreign limited liability  
7 companies, foreign limited partnerships, and foreign corporations may  
8 merge with one or more domestic partnerships, domestic limited  
9 liability companies, domestic limited partnerships, or domestic  
10 corporations if:

11 (a) The merger is permitted by the law of the jurisdiction under  
12 which each foreign partnership was organized, each foreign limited  
13 liability company was formed, each foreign limited partnership was  
14 organized, and each foreign corporation was incorporated, and each  
15 foreign partnership, foreign limited liability company, foreign  
16 limited partnership, and foreign corporation complies with that law  
17 in effecting the merger;

18 (b) The surviving entity complies with RCW 25.05.380;

19 (c) Each domestic limited liability company complies with RCW  
20 25.15.400;

21 (d) Each domestic limited partnership complies with RCW  
22 25.10.781; and

23 (e) Each domestic corporation complies with RCW 23B.11.080.

24 (2) Upon the merger taking effect, a surviving foreign limited  
25 liability company, limited partnership, or corporation (~~(is deemed to~~  
26 ~~appoint the secretary of state as its agent for service of)~~) may be  
27 served with process in accordance with section 1411 of this act in a  
28 proceeding to enforce any obligation or the rights of dissenting  
29 members, partners, or shareholders of each domestic limited liability  
30 company, domestic limited partnership, or domestic corporation party  
31 to the merger.

32 **Sec. 5108.** RCW 25.05.500 and 2010 1st sp.s. c 29 s 5 are each  
33 amended to read as follows:

34 (1) A partnership which is not a limited liability partnership on  
35 June 11, 1998, may become a limited liability partnership upon the  
36 approval of the terms and conditions upon which it becomes a limited  
37 liability partnership by the vote necessary to amend the partnership  
38 agreement except, in the case of a partnership agreement that



1 expressly considers obligations to contribute to the partnership, the  
2 vote necessary to amend those provisions, and by delivering to the  
3 secretary of state for filing the applications required by subsection  
4 (2) of this section. A partnership which is a limited liability  
5 partnership on June 11, 1998, continues as a limited liability  
6 partnership under this chapter.

7 (2)(a) To become and to continue as a limited liability  
8 partnership, a partnership must (~~file with~~) deliver to the  
9 secretary of state for filing an application stating the name of the  
10 partnership; (~~the location of a registered office, which need not be~~  
11 ~~a place of its activity in this state;~~) the address of its principal  
12 office; (~~if the partnership's principal office is not located in~~  
13 ~~this state, the address of a registered office and~~) the name and  
14 address of a registered agent for service of process in this state  
15 which the partnership will be required to continuously maintain in  
16 accordance with part I, Article 4 of this act; the number of  
17 partners; a brief statement of the business in which the partnership  
18 engages; any other matters that the partnership determines to  
19 include; and that the partnership thereby applies for status as a  
20 limited liability partnership.

21 (b) A registered agent for service of process under (a) of this  
22 subsection (~~must be an individual who is a resident of this state or~~  
23 ~~other person authorized to do business in this state~~) may be any  
24 person authorized under part I, Article 4 of this act to serve as  
25 registered agent.

26 (3) The application must be accompanied by a fee for each  
27 partnership as established by the secretary of state (~~in rule~~)  
28 under section 1213 of this act.

29 (4) The secretary of state must register as a limited liability  
30 partnership any partnership that submits a completed application with  
31 the required fee.

32 (5) A partnership registered under this section must pay an  
33 annual fee, in each year following the year in which its application  
34 is filed, on a date and in an amount specified by the secretary of  
35 state under section 1213 of this act. The fee must be accompanied by  
36 a notice, on a form provided by the secretary of state, of the number  
37 of partners currently in the partnership and of any material changes  
38 in the information contained in the partnership's application for  
39 registration.

1 (6) Registration is effective (~~immediately after the date an~~  
2 ~~application is filed~~) as specified in section 1203 of this act, and  
3 remains effective until:

4 (a) It is voluntarily withdrawn by (~~filing with~~) delivering to  
5 the secretary of state for filing a written withdrawal notice  
6 executed by a majority of the partners or by one or more partners or  
7 other persons authorized to execute a withdrawal notice; or

8 (b) Thirty days after receipt by the partnership of a notice from  
9 the secretary of state, which notice must be sent by first-class  
10 mail, postage prepaid, that the partnership has failed to make timely  
11 payment of the annual fee specified in subsection (5) of this  
12 section, unless the fee is paid within such a thirty-day period.

13 (7) The status of a partnership as a limited liability  
14 partnership, and the liability of the partners thereof, is not  
15 affected by: (a) Errors in the information stated in an application  
16 under subsection (2) of this section or a notice under subsection (6)  
17 of this section; or (b) changes after the filing of such an  
18 application or notice in the information stated in the application or  
19 notice.

20 (~~(8) The secretary of state may provide forms for the~~  
21 ~~application under subsection (2) of this section or a notice under~~  
22 ~~subsection (6) of this section.~~)

23 **Sec. 5109.** RCW 25.05.505 and 1998 c 103 s 1102 are each amended  
24 to read as follows:

25 The name of a limited liability partnership (~~shall contain the~~  
26 ~~words "limited liability partnership" or the abbreviation "L.L.P." or~~  
27 ~~"LLP" as the last words or letters of its name~~) must comply with  
28 part I, Article 3 of this act.

29 **Sec. 5110.** RCW 25.05.530 and 2009 c 437 s 5 are each amended to  
30 read as follows:

31 (~~(1) In order to~~) A limited liability partnership may change  
32 its (~~registered office,~~) registered agent for service of process(~~,~~  
33 ~~or the address of its registered agent for service of process,~~ a  
34 limited liability partnership must deliver to the secretary of state  
35 for filing a statement of change containing:

36 (a) ~~The name of the limited liability partnership;~~

37 (b) ~~The street and mailing address of its current registered~~  
38 ~~office;~~

1 ~~(c) If the current registered office is to be changed, the street~~  
2 ~~and mailing address of the new registered office;~~

3 ~~(d) The name and street and mailing address of its current~~  
4 ~~registered agent for service of process; and~~

5 ~~(e) If the current registered agent for service of process or an~~  
6 ~~address of the registered agent is to be changed, the new~~  
7 ~~information.~~

8 ~~(2) A statement of change is effective when filed by the~~  
9 ~~secretary of state)) by delivering to the secretary of state for~~  
10 ~~filing a statement of change in accordance with section 1407 of this~~  
11 ~~act.~~

12 **Sec. 5111.** RCW 25.05.533 and 2009 c 437 s 6 are each amended to  
13 read as follows:

14 ~~((1) In order to resign as)) A registered agent for service of~~  
15 ~~process of a limited liability partnership((, the registered agent~~  
16 ~~must deliver to the secretary of state for filing a statement of~~  
17 ~~resignation containing the name of the limited liability partnership.~~

18 ~~(2) After receiving a statement of resignation, the secretary of~~  
19 ~~state shall file it and mail a copy to the registered office of the~~  
20 ~~limited liability partnership and another copy to the principal~~  
21 ~~office if the address of the office appears in the records of the~~  
22 ~~secretary of state and is different from the address of the~~  
23 ~~registered office.~~

24 ~~(3) A registered agent for service of process is terminated on~~  
25 ~~the thirty first day after the secretary of state files the statement~~  
26 ~~of resignation)) may resign as agent by delivering to the secretary~~  
27 ~~of state for filing a statement of resignation in accordance with~~  
28 ~~section 1410 of this act.~~

29 **Sec. 5112.** RCW 25.05.536 and 2009 c 437 s 7 are each amended to  
30 read as follows:

31 ~~((1) A registered agent for service of process appointed by a~~  
32 ~~limited liability partnership is a registered agent of the limited~~  
33 ~~liability partnership for)) Service of any process, notice, or demand~~  
34 ~~required or permitted by law to be served upon the limited liability~~  
35 ~~partnership may be made in accordance with section 1411 of this act.~~

36 ~~((2) If a limited liability partnership does not appoint or~~  
37 ~~maintain a registered agent for service of process in this state or~~  
38 ~~the registered agent for service of process cannot with reasonable~~

1 diligence be found at the registered agent's address, the secretary  
2 of state is an agent of the limited liability partnership upon whom  
3 process, notice, or demand may be served.

4 (3) Service of any process, notice, or demand on the secretary of  
5 state may be made by delivering to and leaving with the secretary of  
6 state duplicate copies of the process, notice, or demand. If a  
7 process, notice, or demand is served on the secretary of state, the  
8 secretary of state shall forward one of the copies by registered or  
9 certified mail, return receipt requested, to the limited liability  
10 partnership at its registered office.

11 (4) Service is effected under subsection (3) of this section at  
12 the earliest of:

13 (a) The date the limited liability partnership receives the  
14 process, notice, or demand;

15 (b) The date shown on the return receipt, if signed on behalf of  
16 the limited liability partnership; or

17 (c) Five days after the process, notice, or demand is deposited  
18 in the mail, if mailed postpaid and correctly addressed.

19 (5) The secretary of state shall keep a record of each process,  
20 notice, and demand served pursuant to this section and record the  
21 time of, and the action taken regarding, the service.

22 (6) This section does not affect the right to serve process,  
23 notice, or demand in any other manner provided by law.)

24 **Sec. 5113.** RCW 25.05.550 and 1998 c 103 s 1201 are each amended  
25 to read as follows:

26 ((1) The law under which a foreign limited liability partnership  
27 is formed governs relations among the partners and between the  
28 partners and the partnership and, except as otherwise provided in RCW  
29 25.05.125(4), the liability of partners for obligations of the  
30 partnership.

31 (2) A foreign limited liability partnership may not be denied a  
32 statement of foreign qualification by reason of any difference  
33 between the law under which the partnership was formed and the law of  
34 this state.

35 (3) A statement of foreign qualification does not authorize a  
36 foreign limited liability partnership to engage in any business or  
37 exercise any power that a partnership may not engage in or exercise  
38 in this state as a limited liability partnership)) A foreign limited  
39 liability partnership that registers to transact business in this

1 state is subject to section 1501 of this act relating to the effect  
2 of registration and the governing law for registered foreign limited  
3 liability partnerships.

4 **Sec. 5114.** RCW 25.05.555 and 1998 c 103 s 1202 are each amended  
5 to read as follows:

6 Before transacting business in this state, a foreign limited  
7 liability partnership must register with the secretary of state  
8 (~~under this chapter in the same manner as a limited liability~~  
9 ~~partnership, except that if the foreign limited liability~~  
10 ~~partnership's name contains the words "registered limited liability~~  
11 ~~partnership" or the abbreviation "R.L.L.P." or "RLLP," it may include~~  
12 ~~those words or abbreviations in its application with the secretary of~~  
13 ~~state)) in accordance with part I, Article 5 of this act.~~

14 **Sec. 5115.** RCW 25.05.560 and 2009 c 437 s 12 are each amended to  
15 read as follows:

16 ~~((1))~~ A foreign limited liability partnership transacting  
17 business in this state (~~may not maintain an action or proceeding in~~  
18 ~~this state unless it has in effect a registration as a foreign~~  
19 ~~limited liability partnership.~~

20 ~~(2) The failure of a foreign limited liability partnership to~~  
21 ~~have in effect a registration as a foreign limited liability~~  
22 ~~partnership does not impair the validity of a contract or act of the~~  
23 ~~foreign limited liability partnership or preclude it from defending~~  
24 ~~an action or proceeding in this state.~~

25 ~~(3) A limitation on personal liability of a partner is not waived~~  
26 ~~solely by transacting business in this state without registration as~~  
27 ~~a foreign limited liability partnership)) without registering with~~  
28 ~~the secretary of state is subject to section 1502 of this act.~~

29 ~~((4))~~ If a foreign limited liability partnership transacts  
30 business in this state without a registration as a foreign limited  
31 liability partnership, (~~the secretary of state is its agent, as set~~  
32 ~~forth under RCW 25.05.589, for)) service of process with respect to a  
33 right of action arising out of the transaction of business in this  
34 state may be made on the foreign limited liability partnership in  
35 accordance with section 1411 of this act.~~

36 **Sec. 5116.** RCW 25.05.565 and 1998 c 103 s 1204 are each amended  
37 to read as follows:

1       ~~((1))~~ A nonexhaustive list of activities of a foreign limited  
2 liability partnership ((which)) that do not constitute transacting  
3 business ((for the purpose of this article include:  
4       ~~(a) Maintaining, defending, or settling an action or proceeding;~~  
5       ~~(b) Holding meetings of its partners or carrying on any other~~  
6 activity concerning its internal affairs;  
7       ~~(c) Maintaining bank accounts;~~  
8       ~~(d) Maintaining offices or agencies for the transfer, exchange,~~  
9 and registration of the partnership's own securities or maintaining  
10 trustees or depositories with respect to those securities;  
11       ~~(e) Selling through independent contractors;~~  
12       ~~(f) Soliciting or obtaining orders, whether by mail or through~~  
13 employees or agents or otherwise, if the orders require acceptance  
14 outside this state before they become contracts;  
15       ~~(g) Creating or acquiring indebtedness, with or without a~~  
16 mortgage, or other security interest in property;  
17       ~~(h) Collecting debts or foreclosing mortgages or other security~~  
18 interests in property securing the debts, and holding, protecting,  
19 and maintaining property so acquired;  
20       ~~(i) Conducting an isolated transaction that is completed within~~  
21 thirty days and is not one in the course of similar transactions; and  
22       ~~(j) Transacting business in interstate commerce.~~  
23       ~~(2) For purposes of this article, the ownership in this state of~~  
24 income producing real property or tangible personal property, other  
25 than property excluded under subsection (1) of this section,  
26 constitutes transacting business in this state.  
27       ~~(3) This section does not apply in determining the contacts or~~  
28 activities that may subject a foreign limited liability partnership  
29 to service of process, taxation, or regulation under any other law of  
30 this state)) in this state is provided in section 1505 of this act.

31       **Sec. 5117.** RCW 25.05.580 and 2009 c 437 s 8 are each amended to  
32 read as follows:

33       ~~((1))~~ A foreign limited liability partnership shall designate  
34 and continuously maintain in this state(~~:~~  
35       ~~(a) A registered office, which need not be a place of its~~  
36 activity in this state; and  
37       ~~(b) A registered agent for service of process.~~  
38       ~~(2) A registered agent for service of process of a foreign~~  
39 limited liability partnership must be an individual who is a resident

1 of this state or other person authorized to do business in this  
2 state)) a registered agent in accordance with part I, Article 4 of  
3 this act.

4 **Sec. 5118.** RCW 25.05.583 and 2009 c 437 s 9 are each amended to  
5 read as follows:

6 ~~((1) In order to))~~ A foreign limited liability partnership may  
7 change its ((registered office,)) registered agent for service of  
8 process((, or the address of its registered agent for service of  
9 process, a foreign limited liability partnership must deliver to the  
10 secretary of state for filing a statement of change containing:

11 ~~(a) The name of the foreign limited liability partnership;~~  
12 ~~(b) The street and mailing address of its current registered~~  
13 ~~office;~~

14 ~~(c) If the current registered office is to be changed, the street~~  
15 ~~and mailing address of the new registered office;~~

16 ~~(d) The name and street and mailing address of its current~~  
17 ~~registered agent for service of process; and~~

18 ~~(e) If the current registered agent for service of process or an~~  
19 ~~address of the registered agent is to be changed, the new~~  
20 ~~information.~~

21 ~~(2) A statement of change is effective when filed by the~~  
22 ~~secretary of state))~~ by delivering to the secretary of state for  
23 filing a statement of change in accordance with section 1407 of this  
24 act.

25 **Sec. 5119.** RCW 25.05.586 and 2009 c 437 s 10 are each amended to  
26 read as follows:

27 ~~((1) In order to resign as a registered agent for service of~~  
28 ~~process of a foreign limited liability partnership, the registered~~  
29 ~~agent must deliver to the secretary of state for filing a statement~~  
30 ~~of resignation containing the name of the foreign limited liability~~  
31 ~~partnership.~~

32 ~~(2) After receiving a statement of resignation, the secretary of~~  
33 ~~state shall file it and mail a copy to the registered office of the~~  
34 ~~foreign limited liability partnership and another copy to the~~  
35 ~~principal office if the address of the office appears in the records~~  
36 ~~of the secretary of state and is different from the address of the~~  
37 ~~registered office.~~

1       ~~(3) A registered agent for service of process is terminated on~~  
2 ~~the thirty-first day after the secretary of state files the statement~~  
3 ~~of resignation)) A registered agent of a foreign limited liability~~  
4 ~~partnership may resign as agent by delivering to the secretary of~~  
5 ~~state for filing a statement of resignation in accordance with~~  
6 ~~section 1410 of this act.~~

7       **Sec. 5120.** RCW 25.05.589 and 2009 c 437 s 11 are each amended to  
8 read as follows:

9       ~~((1) A registered agent for service of process appointed by a~~  
10 ~~foreign limited liability partnership is a registered agent of the~~  
11 ~~foreign limited liability partnership for)) Service of any process,~~  
12 ~~notice, or demand required or permitted by law to be served upon the~~  
13 ~~foreign limited liability partnership((-~~

14       ~~(2) If a foreign limited liability partnership does not appoint~~  
15 ~~or maintain a registered agent for service of process in this state~~  
16 ~~or the registered agent for service of process cannot with reasonable~~  
17 ~~diligence be found at the registered agent's address, the secretary~~  
18 ~~of state is an agent of the foreign limited liability partnership~~  
19 ~~upon whom process, notice, or demand may be served.~~

20       ~~(3) Service of any process, notice, or demand on the secretary of~~  
21 ~~state may be made by delivering to and leaving with the secretary of~~  
22 ~~state duplicate copies of the process, notice, or demand. If a~~  
23 ~~process, notice, or demand is served on the secretary of state, the~~  
24 ~~secretary of state shall forward one of the copies by registered or~~  
25 ~~certified mail, return receipt requested, to the foreign limited~~  
26 ~~liability partnership at its registered office.~~

27       ~~(4) Service is effected under subsection (3) of this section at~~  
28 ~~the earliest of:~~

29       ~~(a) The date the foreign limited liability partnership receives~~  
30 ~~the process, notice, or demand;~~

31       ~~(b) The date shown on the return receipt, if signed on behalf of~~  
32 ~~the foreign limited liability partnership; or~~

33       ~~(c) Five days after the process, notice, or demand is deposited~~  
34 ~~in the mail, if mailed postpaid and correctly addressed.~~

35       ~~(5) The secretary of state shall keep a record of each process,~~  
36 ~~notice, and demand served pursuant to this section and record the~~  
37 ~~time of, and the action taken regarding, the service.~~





1 (1) "Certificate of limited partnership" means the certificate  
2 required by RCW 25.10.201, including the certificate as amended or  
3 restated.

4 (2) "Contribution," except in the term "right of contribution,"  
5 means any benefit provided by a person to a limited partnership in  
6 order to become a partner or in the person's capacity as a partner.

7 (3) "Debtor in bankruptcy" means a person that is the subject of:

8 (a) An order for relief under Title 11 of the United States Code  
9 or a comparable order under a successor statute of general  
10 application; or

11 (b) A comparable order under federal, state, or foreign law  
12 governing insolvency.

13 (4) "Designated office" means((+)

14 ~~(a) With respect to a limited partnership, the office that the~~  
15 ~~limited partnership is required to designate and maintain under RCW~~  
16 ~~25.10.121; and~~

17 ~~(b) With respect to a foreign limited partnership, its principal~~  
18 ~~office)) the principal office indicated in the limited partnership's~~  
19 ~~most recent annual report, or if the principal office is not located~~  
20 ~~within this state, the office of the limited partnership's registered~~  
21 ~~agent.~~

22 (5) "Distribution" means a transfer of money or other property  
23 from a limited partnership to a partner in the partner's capacity as  
24 a partner or to a transferee on account of a transferable interest  
25 owned by the transferee.

26 (6) "Foreign limited liability limited partnership" means a  
27 foreign limited partnership whose general partners have limited  
28 liability for the obligations of the foreign limited partnership  
29 under a provision similar to RCW 25.10.401(3).

30 (7) "Foreign limited partnership" means a partnership formed  
31 under the laws of a jurisdiction other than this state and required  
32 by those laws to have one or more general partners and one or more  
33 limited partners. "Foreign limited partnership" includes a foreign  
34 limited liability limited partnership.

35 (8) "General partner" means:

36 (a) With respect to a limited partnership, a person that:

37 (i) Becomes a general partner under RCW 25.10.371; or

38 (ii) Was a general partner in a limited partnership when the  
39 limited partnership became subject to this chapter under RCW  
40 25.10.911 (1) or (2); and

1 (b) With respect to a foreign limited partnership, a person that  
2 has rights, powers, and obligations similar to those of a general  
3 partner in a limited partnership.

4 (9) "Limited liability limited partnership," except in the term  
5 "foreign limited liability limited partnership," means a limited  
6 partnership whose certificate of limited partnership states that the  
7 limited partnership is a limited liability limited partnership.

8 (10) "Limited partner" means:

9 (a) With respect to a limited partnership, a person that:

10 (i) Becomes a limited partner under RCW 25.10.301; or

11 (ii) Was a limited partner in a limited partnership when the  
12 limited partnership became subject to this chapter under RCW  
13 25.10.911 (1) or (2); and

14 (b) With respect to a foreign limited partnership, a person that  
15 has rights, powers, and obligations similar to those of a limited  
16 partner in a limited partnership.

17 (11) "Limited partnership," except in the terms "foreign limited  
18 partnership" and "foreign limited liability limited partnership,"  
19 means an entity, having one or more general partners and one or more  
20 limited partners, that is formed under this chapter by two or more  
21 persons or becomes subject to this chapter under article 11 of this  
22 chapter or RCW 25.10.911 (1) or (2). "Limited partnership" includes a  
23 limited liability limited partnership.

24 (12) "Partner" means a limited partner or general partner.

25 (13) "Partnership agreement" means the partners' agreement,  
26 whether oral, implied, in a record, or in any combination, concerning  
27 the limited partnership. "Partnership agreement" includes the  
28 agreement as amended.

29 (14) "Person" means an individual, corporation, business trust,  
30 estate, trust, partnership, limited liability company, association,  
31 joint venture, government; governmental subdivision, agency, or  
32 instrumentality; public corporation, or any other legal or commercial  
33 entity.

34 (15) "Person dissociated as a general partner" means a person  
35 dissociated as a general partner of a limited partnership.

36 (16) "Principal office" means the office where the principal  
37 executive office of a limited partnership or foreign limited  
38 partnership is located, whether or not the office is located in this  
39 state.

1 (17) "Record" means information that is inscribed on a tangible  
2 medium or that is stored in an electronic or other medium and is  
3 retrievable in perceivable form.

4 (18) "Required information" means the information that a limited  
5 partnership is required to maintain under RCW 25.10.091.

6 (19) "Sign" means:

7 (a) To sign with respect to a written record;

8 (b) To electronically transmit along with sufficient information  
9 to determine the sender's identity with respect to an electronic  
10 transmission; or

11 (c) With respect to a record to be filed with the secretary of  
12 state, to comply with the standard for filing with the office of the  
13 secretary of state as prescribed by the secretary of state.

14 (20) "State" means a state of the United States, the District of  
15 Columbia, Puerto Rico, the United States Virgin Islands, or any  
16 territory or insular possession subject to the jurisdiction of the  
17 United States.

18 (21) "Transfer" includes an assignment, conveyance, deed, bill of  
19 sale, lease, mortgage, security interest, encumbrance, gift, and  
20 transfer by operation of law.

21 (22) "Transferable interest" means a partner's right to receive  
22 distributions.

23 (23) "Transferee" means a person to which all or part of a  
24 transferable interest has been transferred, whether or not the  
25 transferor is a partner.

26 **Sec. 6102.** RCW 25.10.061 and 2009 c 188 s 108 are each amended  
27 to read as follows:

28 ~~((1)) The name of a limited partnership ((may contain the name  
29 of any partner.~~

30 ~~(2) The name of a limited partnership that is not a limited  
31 liability limited partnership must contain the term "limited  
32 partnership" or the abbreviation "LP" or "L.P." and may not contain  
33 the term "limited liability limited partnership" or the abbreviation  
34 "LLLLP" or "L.L.L.P."~~

35 ~~(3) The name of a limited liability limited partnership must  
36 contain the term "limited liability limited partnership" or the  
37 abbreviation "LLLLP" or "L.L.L.P." and must not contain the  
38 abbreviation "LP" or "L.P."~~

1 ~~(4) Unless authorized by subsection (5) of this section, the name~~  
2 ~~of a limited partnership must be distinguishable in the records of~~  
3 ~~the secretary of state from:~~

4 ~~(a) The name of each person other than an individual~~  
5 ~~incorporated, organized, or authorized to transact business in this~~  
6 ~~state through a filing or registration with the secretary of state;~~  
7 ~~and~~

8 ~~(b) Each name reserved under RCW 25.10.071.~~

9 ~~(5) A limited partnership may apply to the secretary of state for~~  
10 ~~authorization to use a name that does not comply with subsection (4)~~  
11 ~~of this section. The secretary of state shall authorize use of the~~  
12 ~~name applied for if, as to each conflicting name:~~

13 ~~(a) The present user, registrant, or owner of the conflicting~~  
14 ~~name consents in a signed record to the use and submits an~~  
15 ~~undertaking in a form satisfactory to the secretary of state to~~  
16 ~~change the conflicting name to a name that complies with subsection~~  
17 ~~(4) of this section and is distinguishable in the records of the~~  
18 ~~secretary of state from the name applied for;~~

19 ~~(b) The applicant delivers to the secretary of state a certified~~  
20 ~~copy of the final judgment of a court of competent jurisdiction~~  
21 ~~establishing the applicant's right to use in this state the name~~  
22 ~~applied for; or~~

23 ~~(c) The applicant delivers to the secretary of state proof~~  
24 ~~satisfactory to the secretary of state that the present user,~~  
25 ~~registrant, or owner of the conflicting name:~~

26 ~~(i) Has merged into the applicant;~~

27 ~~(ii) Has been converted into the applicant; or~~

28 ~~(iii) Has transferred substantially all of its assets, including~~  
29 ~~the conflicting name, to the applicant.~~

30 ~~(6) Subject to RCW 25.10.661, this section applies to any foreign~~  
31 ~~limited partnership transacting business in this state, having a~~  
32 ~~certificate of authority to transact business in this state, or~~  
33 ~~applying for a certificate of authority.~~

34 ~~(7) A name shall not be considered distinguishable upon the~~  
35 ~~records of the secretary of state by virtue of:~~

36 ~~(a) A variation in any of the following designations for the same~~  
37 ~~name: "Corporation," "incorporated," "company," "limited,"~~  
38 ~~"partnership," "limited partnership," "limited liability limited~~  
39 ~~partnership," "limited liability company," or "limited liability~~  
40 ~~partnership," or the abbreviations "corp.," "inc.," "co.," "ltd.,"~~

1 ~~"LP," "L.P.," "LLP," "L.L.P.," "LLLLP," "L.L.L.P.," "LLC," or~~  
2 ~~"L.L.C.";~~

3 ~~(b) The addition or deletion of an article or conjunction such as~~  
4 ~~"the" or "and" from the same name;~~

5 ~~(c) Punctuation, capitalization, or special characters or symbols~~  
6 ~~in the same name; or~~

7 ~~(d) Use of abbreviation or the plural form of a word in the same~~  
8 ~~name.~~

9 ~~(8) This chapter does not control the use of assumed business~~  
10 ~~names or trade names)) must comply with the provisions of part I,~~  
11 ~~Article 3 of this act.~~

12 **Sec. 6103.** RCW 25.10.071 and 2009 c 188 s 109 are each amended  
13 to read as follows:

14 ~~((1))~~ A person may reserve the exclusive right to the use of a  
15 limited partnership name ~~((that complies with RCW 25.10.061 may be~~  
16 ~~reserved by:~~

17 ~~(a) A person intending to organize a limited partnership under~~  
18 ~~this chapter and to adopt the name;~~

19 ~~(b) A limited partnership or a foreign limited partnership~~  
20 ~~authorized to transact business in this state intending to adopt the~~  
21 ~~name;~~

22 ~~(c) A foreign limited partnership intending to obtain a~~  
23 ~~certificate of authority to transact business in this state and adopt~~  
24 ~~the name;~~

25 ~~(d) A person intending to organize a foreign limited partnership~~  
26 ~~and intending to have it obtain a certificate of authority to~~  
27 ~~transact business in this state and adopt the name;~~

28 ~~(e) A foreign limited partnership formed under the name; or~~

29 ~~(f) A foreign limited partnership formed under a name that does~~  
30 ~~not comply with RCW 25.10.061 (2) or (3), but the name reserved under~~  
31 ~~this subsection (1)(f) may differ from the foreign limited~~  
32 ~~partnership's name only to the extent necessary to comply with RCW~~  
33 ~~25.10.061 (2) and (3).~~

34 ~~(2) A person may apply to reserve a name under subsection (1) of~~  
35 ~~this section by delivering to the secretary of state for filing an~~  
36 ~~application that states the name to be reserved and the subsection of~~  
37 ~~subsection (1) of this section that applies. If the secretary of~~  
38 ~~state finds that the name is available for use by the applicant, the~~  
39 ~~secretary of state shall file a statement of name reservation and~~

1 ~~thereby reserve the name for the exclusive use of the applicant for~~  
2 ~~one hundred eighty days.~~

3 ~~(3) An applicant that has reserved a name pursuant to subsection~~  
4 ~~(2) of this section may reserve the same name for additional one~~  
5 ~~hundred eighty day periods. A person having a current reservation for~~  
6 ~~a name may not apply for another one hundred eighty day period for~~  
7 ~~the same name until ninety days have elapsed in the current~~  
8 ~~reservation.~~

9 ~~(4) A person that has reserved a name under this section may~~  
10 ~~deliver to the secretary of state for filing a notice of transfer~~  
11 ~~that states the reserved name, the name and street and mailing~~  
12 ~~address of some other person to which the reservation is to be~~  
13 ~~transferred, and the subsection of subsection (1) of this section~~  
14 ~~that applies to the other person. Subject to RCW 25.10.251(3), the~~  
15 ~~transfer is effective when the secretary of state files the notice of~~  
16 ~~transfer)) in accordance with section 1303 of this act.~~

17 **Sec. 6104.** RCW 25.10.121 and 2009 c 188 s 114 are each amended  
18 to read as follows:

19 ~~((1))~~ A limited partnership or foreign limited partnership  
20 shall designate and continuously maintain in this state(~~(:~~

21 ~~(a) An office, which need not be a place of its activity in this~~  
22 ~~state; and~~

23 ~~(b) An agent for service of process.~~

24 ~~(2) A foreign limited partnership shall designate and~~  
25 ~~continuously maintain in this state an agent for service of process.~~

26 ~~(3) An agent for service of process of a limited partnership or~~  
27 ~~foreign limited partnership must be an individual who is a resident~~  
28 ~~of this state or other person authorized to do business in this~~  
29 ~~state)) a registered agent in accordance with part I, Article 4 of~~  
30 ~~this act.~~

31 **Sec. 6105.** RCW 25.10.131 and 2009 c 188 s 115 are each amended  
32 to read as follows:

33 ~~((1) In order to change its designated office, agent for service~~  
34 ~~of process, or the address of its agent for service of process,)) A~~  
35 ~~limited partnership or a foreign limited partnership ((must deliver))~~  
36 ~~may change its registered agent by delivering to the secretary of~~  
37 ~~state for filing a statement of change ((containing:~~

1       ~~(a) The name of the limited partnership or foreign limited~~  
2 ~~partnership;~~  
3       ~~(b) The street and mailing address of its current designated~~  
4 ~~office;~~  
5       ~~(c) If the current designated office is to be changed, the street~~  
6 ~~and mailing address of the new designated office;~~  
7       ~~(d) The name and street and mailing address of its current agent~~  
8 ~~for service of process; and~~  
9       ~~(e) If the current agent for service of process or an address of~~  
10 ~~the agent is to be changed, the new information.~~  
11       ~~(2) Subject to RCW 25.10.251(3), a statement of change is~~  
12 ~~effective when filed by the secretary of state)) in accordance with~~  
13 ~~section 1407 of this act.~~

14       **Sec. 6106.** RCW 25.10.141 and 2009 c 188 s 116 are each amended  
15 to read as follows:

16       ~~((1) In order to)) A registered agent may resign as an agent for  
17 service of process of a limited partnership or foreign limited  
18 partnership(~~(, the agent must deliver)) by delivering to the~~  
19 secretary of state for filing a statement of resignation (~~containing~~  
20 ~~the name of the limited partnership or foreign limited partnership.~~~~

21       ~~(2) After receiving a statement of resignation, the secretary of~~  
22 ~~state shall file it and mail a copy to the designated office of the~~  
23 ~~limited partnership or foreign limited partnership and another copy~~  
24 ~~to the principal office if the address of the office appears in the~~  
25 ~~records of the secretary of state and is different from the address~~  
26 ~~of the designated office.~~

27       ~~(3) An agent for service of process is terminated on the thirty-~~  
28 ~~first day after the secretary of state files the statement of~~  
29 ~~resignation)) in accordance with section 1410 of this act.~~

30       **Sec. 6107.** RCW 25.10.151 and 2009 c 188 s 117 are each amended  
31 to read as follows:

32       ~~((1) An agent for service of process appointed by a limited~~  
33 ~~partnership or foreign limited partnership is an agent of the limited~~  
34 ~~partnership or foreign limited partnership for)) Service of any  
35 process, notice, or demand required or permitted by law to be served  
36 upon the limited partnership or foreign limited partnership((~~

37       ~~(2) If a limited partnership or foreign limited partnership does~~  
38 ~~not appoint or maintain an agent for service of process in this state~~



1 ~~or the agent for service of process cannot with reasonable diligence~~  
2 ~~be found at the agent's address, the secretary of state is an agent~~  
3 ~~of the limited partnership or foreign limited partnership upon whom~~  
4 ~~process, notice, or demand may be served.~~

5 ~~(3) Service of any process, notice, or demand on the secretary of~~  
6 ~~state may be made by delivering to and leaving with the secretary of~~  
7 ~~state duplicate copies of the process, notice, or demand. If a~~  
8 ~~process, notice, or demand is served on the secretary of state, the~~  
9 ~~secretary of state shall forward one of the copies by registered or~~  
10 ~~certified mail, return receipt requested, to the limited partnership~~  
11 ~~or foreign limited partnership at its designated office.~~

12 ~~(4) Service is effected under subsection (3) of this section at~~  
13 ~~the earliest of:~~

14 ~~(a) The date the limited partnership or foreign limited~~  
15 ~~partnership receives the process, notice, or demand;~~

16 ~~(b) The date shown on the return receipt, if signed on behalf of~~  
17 ~~the limited partnership or foreign limited partnership; or~~

18 ~~(c) Five days after the process, notice, or demand is deposited~~  
19 ~~in the mail, if mailed postpaid and correctly addressed.~~

20 ~~(5) The secretary of state shall keep a record of each process,~~  
21 ~~notice, and demand served pursuant to this section and record the~~  
22 ~~time of, and the action taken regarding, the service.~~

23 ~~(6) This section does not affect the right to serve process,~~  
24 ~~notice, or demand in any other manner provided by law)) may be made~~  
25 ~~in accordance with section 1411 of this act.~~

26 **Sec. 6108.** RCW 25.10.201 and 2009 c 188 s 201 are each amended  
27 to read as follows:

28 (1) In order for a limited partnership to be formed, a  
29 certificate of limited partnership must be delivered to the secretary  
30 of state for filing in accordance with part I, Article 2 of this act.  
31 The certificate of limited partnership must state:

32 (a) The name of the limited partnership, which must comply with  
33 ~~((RCW 25.10.061))~~ part I, Article 3 of this act;

34 (b) The ~~((street and mailing address of the initial designated~~  
35 ~~office and the))~~ name and street and mailing address of the initial  
36 agent for service of process;

37 (c) The name and the street and mailing address of each general  
38 partner;

1 (d) Whether the limited partnership is a limited liability  
2 limited partnership; and

3 (e) Any additional information required by article 11 of this  
4 chapter.

5 (2) A certificate of limited partnership may also contain any  
6 other matters but may not vary or otherwise affect the provisions  
7 specified in RCW 25.10.081(2) in a manner inconsistent with that  
8 section.

9 (3) If there has been substantial compliance with subsection (1)  
10 of this section, subject to (~~RCW 25.10.251(3)~~) section 1203 of this  
11 act, a limited partnership is formed when the secretary of state  
12 files the certificate of limited partnership.

13 (4) Subject to subsection (2) of this section, if any provision  
14 of a partnership agreement is inconsistent with the filed certificate  
15 of limited partnership or with a filed statement of dissociation,  
16 termination, or change or filed articles of conversion or merger:

17 (a) The partnership agreement prevails as to partners and  
18 transferees; and

19 (b) The filed certificate of limited partnership, statement of  
20 dissociation, termination, or change or articles of conversion or  
21 merger prevails as to persons, other than partners and transferees,  
22 that reasonably rely on the filed record to their detriment.

23 **Sec. 6109.** RCW 25.10.211 and 2009 c 188 s 202 are each amended  
24 to read as follows:

25 (1) In order to amend its certificate of limited partnership, a  
26 limited partnership must deliver to the secretary of state for filing  
27 an amendment or, pursuant to article 11 of this chapter, articles of  
28 merger stating:

29 (a) The name of the limited partnership;

30 (b) The date of filing of its initial certificate of limited  
31 partnership; and

32 (c) The changes the amendment makes to the certificate of limited  
33 partnership as most recently amended or restated.

34 (2) A limited partnership shall promptly deliver to the secretary  
35 of state for filing an amendment to a certificate of limited  
36 partnership to reflect:

37 (a) The admission of a new general partner;

38 (b) The dissociation of a person as a general partner; or

1 (c) The appointment of a person to wind up the limited  
2 partnership's activities under RCW 25.10.581 (3) or (4).

3 (3) A general partner that knows that any information in a filed  
4 certificate of limited partnership was false when the certificate was  
5 filed or has become false due to changed circumstances shall  
6 promptly:

7 (a) Cause the certificate of limited partnership to be amended;  
8 or

9 (b) If appropriate, deliver to the secretary of state for filing  
10 a statement of change pursuant to (~~RCW 25.10.131~~) section 1407 of  
11 this act or a statement of correction pursuant to (~~RCW 25.10.261~~)  
12 section 1205 of this act.

13 (4) A certificate of limited partnership may be amended at any  
14 time for any other proper purpose as determined by the limited  
15 partnership.

16 (5) A restated certificate of limited partnership may be  
17 delivered to the secretary of state for filing in the same manner as  
18 an amendment.

19 (6) (~~Subject to RCW 25.10.251(3),~~) An amendment or restated  
20 certificate of limited partnership is effective when filed by the  
21 secretary of state as provided in section 1203 of this act, and may  
22 state a delayed effective date in accordance with section 1203 of  
23 this act.

24 **Sec. 6110.** RCW 25.10.231 and 2009 c 188 s 204 are each amended  
25 to read as follows:

26 (1) Each record delivered to the secretary of state for filing  
27 pursuant to (~~this chapter~~) part I, Article 2 of this act must be  
28 signed in the following manner:

29 (a) An initial certificate of limited partnership must be signed  
30 by all general partners listed in the certificate.

31 (b) An amendment adding or deleting a statement that the limited  
32 partnership is a limited liability limited partnership must be signed  
33 by all general partners listed in the certificate.

34 (c) An amendment designating as general partner a person admitted  
35 under RCW 25.10.571(3)(b) following the dissociation of a limited  
36 partnership's last general partner must be signed by that person.

37 (d) An amendment required by RCW 25.10.581(3) following the  
38 appointment of a person to wind up the dissolved limited  
39 partnership's activities must be signed by that person.

1 (e) Any other amendment must be signed by:  
2 (i) At least one general partner listed in the certificate of  
3 limited partnership;  
4 (ii) Each other person designated in the amendment as a new  
5 general partner; and  
6 (iii) Each person that the amendment indicates has dissociated as  
7 a general partner, unless:  
8 (A) The person is deceased or a guardian or general conservator  
9 has been appointed for the person and the amendment so states; or  
10 (B) The person has previously delivered to the secretary of state  
11 for filing a statement of dissociation.  
12 (f) A restated certificate of limited partnership must be signed  
13 by at least one general partner listed in the certificate, and, to  
14 the extent the restated certificate effects a change under any other  
15 subsection of this subsection (1), the certificate must be signed in  
16 a manner that satisfies that subsection.  
17 (g) A statement of termination must be signed by all general  
18 partners listed in the certificate or, if the certificate of a  
19 dissolved limited partnership lists no general partners, by the  
20 person appointed pursuant to RCW 25.10.581 (3) or (4) to wind up the  
21 dissolved limited partnership's activities.  
22 (h) Articles of conversion must be signed by each general partner  
23 listed in the certificate of limited partnership.  
24 (i) Articles of merger must be signed as provided in RCW  
25 25.10.786(1).  
26 (j) Any other record delivered on behalf of a limited partnership  
27 to the secretary of state for filing must be signed by at least one  
28 general partner listed in the certificate of limited partnership.  
29 (k) A statement by a person pursuant to RCW 25.10.531(1)(d)  
30 stating that the person has dissociated as a general partner must be  
31 signed by that person.  
32 (l) A statement of withdrawal by a person pursuant to RCW  
33 25.10.351 must be signed by that person.  
34 (m) A record delivered on behalf of a foreign limited partnership  
35 to the secretary of state for filing must be signed by at least one  
36 general partner of the foreign limited partnership.  
37 (n) Any other record delivered on behalf of any person to the  
38 secretary of state for filing must be signed by that person.

1 (2) Any person may sign by an (~~attorney in fact~~) agent any  
2 record to be (~~filed pursuant to this chapter~~) delivered to the  
3 secretary of state for filing under part I, Article 2 of this act.

4 **Sec. 6111.** RCW 25.10.241 and 2009 c 188 s 205 are each amended  
5 to read as follows:

6 (~~(1)~~) If a person required by this chapter to sign a record or  
7 deliver a record to the secretary of state for filing does not do so,  
8 any other person that is aggrieved may petition the appropriate court  
9 (~~to order:~~

10 ~~(a) The person to sign the record;~~

11 ~~(b) Delivery of the record to the secretary of state for filing;~~  
12 ~~or~~

13 ~~(c) The secretary of state to file the record unsigned.~~

14 ~~(2) If the person aggrieved under subsection (1) of this section~~  
15 ~~is not the limited partnership or foreign limited partnership to~~  
16 ~~which the record pertains, the aggrieved person shall make the~~  
17 ~~limited partnership or foreign limited partnership a party to the~~  
18 ~~action. A person aggrieved under subsection (1) of this section may~~  
19 ~~seek the remedies provided in subsection (1) of this section in the~~  
20 ~~same action in combination or in the alternative.~~

21 ~~(3) A record filed unsigned pursuant to this section is effective~~  
22 ~~without being signed)) under section 1210 of this act to order the~~  
23 signing or delivery of the record.

24 **Sec. 6112.** RCW 25.10.251 and 2009 c 188 s 206 are each amended  
25 to read as follows:

26 (1) A record authorized or required to be delivered to the  
27 secretary of state for filing under this chapter must (~~be captioned~~  
28 ~~to describe the record's purpose, be in a medium permitted by the~~  
29 ~~secretary of state, and be delivered to the secretary of state.~~  
30 ~~Unless the secretary of state determines that a record does not~~  
31 ~~comply with the filing requirements of this chapter, and if all~~  
32 ~~filing fees have been paid,)) comply with the requirements of part I,~~  
33 Article 2 of this act. The secretary of state shall (~~file the record~~  
34 and)):

35 (a) For a statement of dissociation, send:

36 (i) A copy of the filed statement and a receipt for the fees to  
37 the person that the statement indicates has dissociated as a general  
38 partner; and

1 (ii) A copy of the filed statement and receipt to the limited  
2 partnership;

3 (b) For a statement of withdrawal, send:

4 (i) A copy of the filed statement and a receipt for the fees to  
5 the person on whose behalf the record was filed; and

6 (ii) If the statement refers to an existing limited partnership,  
7 a copy of the filed statement and receipt to the limited partnership;  
8 and

9 (c) For all other records, send a copy of the filed record and a  
10 receipt for the fees to the person on whose behalf the record was  
11 filed.

12 ~~(2) ((Upon request and payment of a fee, the secretary of state  
13 shall send to the requester a certified copy of the requested record.~~

14 ~~(3) Except as otherwise provided in RCW 25.10.141 and  
15 25.10.261,))~~ A record delivered to the secretary of state for filing  
16 under this chapter may specify an effective time and a delayed  
17 effective date in accordance with section 1203 of this act. Except as  
18 otherwise provided in this chapter, a record filed by the secretary  
19 of state is effective(~~(~~

20 ~~(a) If the record does not specify an effective time and does not  
21 specify a delayed effective date, on the date and at the time the  
22 record is filed as evidenced by the secretary of state's endorsement  
23 of the date and time on the record;~~

24 ~~(b) If the record specifies an effective time but not a delayed  
25 effective date, on the date the record is filed at the time specified  
26 in the record;~~

27 ~~(c) If the record specifies a delayed effective date but not an  
28 effective time, at 12:01 a.m. on the earlier of:~~

29 ~~(i) The specified date; or~~

30 ~~(ii) The ninetieth day after the record is filed; or~~

31 ~~(d) If the record specifies an effective time and a delayed  
32 effective date, at the specified time on the earlier of:~~

33 ~~(i) The specified date; or~~

34 ~~(ii) The ninetieth day after the record is filed))~~ as provided in  
35 section 1203 of this act.

36 **Sec. 6113.** RCW 25.10.261 and 2009 c 188 s 207 are each amended  
37 to read as follows:

38 ~~((1))~~ A limited partnership or foreign limited partnership may  
39 ~~((deliver to the secretary of state for filing a statement of~~

1 ~~correction to correct a record previously delivered by the limited~~  
2 ~~partnership or foreign limited partnership to the secretary of state~~  
3 ~~and filed by the secretary of state, if at the time of filing the~~  
4 ~~record contained false or erroneous information or was defectively~~  
5 ~~signed.~~

6 ~~(2) A statement of correction may not state a delayed effective~~  
7 ~~date and must:~~

8 ~~(a) Describe the record to be corrected, including its filing~~  
9 ~~date, or attach a copy of the record as filed;~~

10 ~~(b) Specify the incorrect information and the reason it is~~  
11 ~~incorrect or the manner in which the signing was defective; and~~

12 ~~(c) Correct the incorrect information or defective signature.~~

13 ~~(3) When filed by the secretary of state, a statement of~~  
14 ~~correction is effective retroactively as of the effective date of the~~  
15 ~~record the statement corrects, but the statement is effective when~~  
16 ~~filed:~~

17 ~~(a) For the purposes of RCW 25.10.016 (3) and (4); and~~

18 ~~(b) As to persons relying on the uncorrected record and adversely~~  
19 ~~affected by the correction)) correct a record filed by the secretary~~  
20 ~~of state in accordance with section 1205 of this act.~~

21 **Sec. 6114.** RCW 25.10.271 and 2009 c 188 s 208 are each amended  
22 to read as follows:

23 (1) If a record delivered to the secretary of state for filing  
24 under this chapter and filed by the secretary of state contains false  
25 information, a person that suffers loss by reliance on the  
26 information may recover damages for the loss from:

27 (a) A person that signed the record, or caused another to sign it  
28 on the person's behalf, and knew the information to be false at the  
29 time the record was signed; and

30 (b) A general partner that has notice that the information was  
31 false when the record was filed or has become false because of  
32 changed circumstances, if the general partner has notice for a  
33 reasonably sufficient time before the information is relied upon to  
34 enable the general partner to effect an amendment under RCW  
35 25.10.211, file a petition under RCW 25.10.241, or deliver to the  
36 secretary of state for filing a statement of change under ((RCW  
37 25.10.131)) section 1407 of this act or a statement of correction  
38 under ((RCW 25.10.261)) section 1205 of this act.

1 (2) A person who signs a record authorized or required to be  
2 filed under this chapter that such a person knows is false in any  
3 material respect with intent that the record be delivered to the  
4 secretary of state for filing is ~~((guilty of a gross misdemeanor  
5 punishable under chapter 9A.20 RCW))~~ subject to a criminal penalty  
6 under section 1209 of this act.

7 **Sec. 6115.** RCW 25.10.281 and 2009 c 188 s 209 are each amended  
8 to read as follows:

9 ~~((1))~~ Any person may apply to the secretary of state under  
10 section 1208 of this act to furnish a certificate of existence for a  
11 domestic limited partnership or a certificate of ~~((authorization))~~  
12 registration for a foreign limited partnership.

13 ~~((2) A certificate of existence or authorization means that as  
14 of the date of its issuance:~~

15 ~~(a) The domestic limited partnership is duly formed under the  
16 laws of this state, or that the foreign limited partnership is  
17 authorized to transact business in this state;~~

18 ~~(b) All fees and penalties owed to this state under this chapter  
19 have been paid, if (i) payment is reflected in the records of the  
20 secretary of state, and (ii) nonpayment affects the existence or  
21 authorization of the domestic or foreign limited partnership;~~

22 ~~(c) The limited partnership's most recent annual report required  
23 by RCW 25.10.291 has been delivered to the secretary of state;~~

24 ~~(d) The partnership's certificate of limited partnership has not  
25 been amended to state that the limited partnership is dissolved; and~~

26 ~~(e) A statement of termination or an application for withdrawal  
27 has not been filed by the secretary of state.~~

28 ~~(3) A person may apply to the secretary of state to issue a  
29 certificate covering any fact of record.~~

30 ~~(4) Subject to any qualification stated in the certificate, a  
31 certificate of existence or authorization issued by the secretary of  
32 state may be relied upon as conclusive evidence that the domestic or  
33 foreign limited partnership is in existence or is authorized to  
34 transact business in the limited partnership form in this state.)~~

35 **Sec. 6116.** RCW 25.10.291 and 2009 c 188 s 210 are each amended  
36 to read as follows:



1       ~~((1))~~) A limited partnership or a foreign limited partnership  
2 authorized to transact business in this state shall deliver to the  
3 secretary of state for filing an annual report ~~((that states:~~

4       ~~(a) The name of the limited partnership or foreign limited  
5 partnership;~~

6       ~~(b) The street and mailing address of its designated office and  
7 the name and street and mailing address of its agent for service of  
8 process in this state;~~

9       ~~(c) In the case of a limited partnership, the street and mailing  
10 address of its principal office; and~~

11       ~~(d) In the case of a foreign limited partnership, the state or  
12 other jurisdiction under whose law the foreign limited partnership is  
13 formed and any alternate name adopted under RCW 25.10.661(1).~~

14       ~~(2) Information in an annual report must be current as of the  
15 date the annual report is delivered to the secretary of state for  
16 filing.~~

17       ~~(3) Annual reports must be delivered to the secretary of state on  
18 a date determined by the secretary of state, and at such additional  
19 times as the partnership elects.~~

20       ~~(4) If an annual report does not contain the information required  
21 in subsection (1) of this section, the secretary of state shall  
22 promptly notify the reporting limited partnership or foreign limited  
23 partnership and return the report to it for correction. If the report  
24 is corrected to contain the information required in subsection (1) of  
25 this section and delivered to the secretary of state within thirty  
26 days after the effective date of the notice, it is timely delivered.~~

27       ~~(5) If a filed annual report contains an address of a designated  
28 office or the name or address of an agent for service of process that  
29 differs from the information shown in the records of the secretary of  
30 state immediately before the filing, the differing information in the  
31 annual report is considered a statement of change under RCW  
32 25.10.131)) in accordance with section 1212 of this act.~~

33       **Sec. 6117.** RCW 25.10.571 and 2009 c 188 s 801 are each amended  
34 to read as follows:

35       Except as otherwise provided in RCW 25.10.576, a limited  
36 partnership is dissolved, and its activities must be wound up, only  
37 upon the occurrence of any of the following:

38       (1) The happening of an event specified in the partnership  
39 agreement;

1 (2) The consent of all general partners and of limited partners  
2 owning a majority of the rights to receive distributions as limited  
3 partners at the time the consent is to be effective;

4 (3) The passage of ninety days after the dissociation of a person  
5 as a general partner if following such dissociation the limited  
6 partnership does not have a remaining general partner unless before  
7 the end of the period:

8 (a) Consent to continue the activities of the limited partnership  
9 and admit at least one general partner is given by limited partners  
10 owning a majority of the rights to receive distributions as limited  
11 partners at the time the consent is to be effective; and

12 (b) At least one person is admitted as a general partner in  
13 accordance with the consent;

14 (4) The passage of ninety days after the dissociation of the  
15 limited partnership's last limited partner, unless before the end of  
16 the period the limited partnership admits at least one limited  
17 partner; or

18 (5) The signing and filing of a ~~((declaration))~~ statement of  
19 administrative dissolution by the secretary of state under ~~((RCW~~  
20 ~~25.10.611(3))~~) section 1603 of this act.

21 **Sec. 6118.** RCW 25.10.611 and 2009 c 188 s 809 are each amended  
22 to read as follows:

23 ~~((1))~~ The secretary of state may dissolve a limited partnership  
24 administratively ~~((if the limited partnership does not:~~

25 ~~(a) Within sixty days after the due date:~~

26 ~~(i) Pay any fee, tax, or penalty due to the secretary of state  
27 under this chapter or other law; or~~

28 ~~(ii) Deliver its annual report to the secretary of state;~~

29 ~~(b) Maintain a registered agent and registered office as required  
30 under RCW 25.10.121; or~~

31 ~~(c) Notify the secretary of state that its registered agent or  
32 registered office has been changed, that its registered agent has  
33 resigned, or that its registered office has been discontinued.~~

34 ~~(2) If the secretary of state determines that grounds exist for  
35 administratively dissolving a limited partnership, the secretary of  
36 state shall send notice of the grounds for dissolution to the limited  
37 partnership by first class mail, postage prepaid.~~

38 ~~(3) If within sixty days after service of the copy the limited  
39 partnership does not correct each ground for dissolution or~~

1 demonstrate to the reasonable satisfaction of the secretary of state  
2 that each ground determined by the secretary of state does not exist,  
3 the secretary of state shall administratively dissolve the limited  
4 partnership. The secretary of state shall send the limited  
5 partnership a declaration of administrative dissolution stating the  
6 grounds for the dissolution.

7 (4) A limited partnership administratively dissolved continues  
8 its existence but may carry on only activities necessary to wind up  
9 its activities and liquidate its assets under RCW 25.10.581 and  
10 25.10.621 and to notify claimants under RCW 25.10.596 and 25.10.601.

11 (5) The administrative dissolution of a limited partnership does  
12 not terminate the authority of its agent for service of process))  
13 under the circumstances and procedures specified in part I, Article 6  
14 of this act.

15 **Sec. 6119.** RCW 25.10.616 and 2009 c 188 s 810 are each amended  
16 to read as follows:

17 ((1)) A limited partnership that has been administratively  
18 dissolved may apply to the secretary of state for reinstatement  
19 ((within five years after the effective date of dissolution. The  
20 application must be delivered to the secretary of state for filing  
21 and state:

22 (a) The name of the limited partnership and the effective date of  
23 its administrative dissolution;

24 (b) That the grounds for dissolution either did not exist or have  
25 been eliminated; and

26 (c) That the limited partnership's name satisfies the  
27 requirements of RCW 25.10.061.

28 (2) If the secretary of state determines that an application  
29 contains the information required by subsection (1) of this section  
30 and that the information is correct, the secretary of state shall  
31 prepare a declaration of reinstatement that states this  
32 determination, sign and file the original of the declaration of  
33 reinstatement, and send a copy of the filed declaration to the  
34 limited partnership.

35 (3) When reinstatement becomes effective, it relates back to and  
36 takes effect as of the effective date of the administrative  
37 dissolution and the limited partnership may resume its activities as  
38 if the administrative dissolution had never occurred)) in accordance  
39 with section 1604 of this act.

1       **Sec. 6120.** RCW 25.10.641 and 2009 c 188 s 901 are each amended  
2 to read as follows:

3       ~~((1) The laws of the state or other jurisdiction under which a~~  
4 ~~foreign limited partnership is organized govern relations among the~~  
5 ~~partners of the foreign limited partnership and between the partners~~  
6 ~~and the foreign limited partnership and the liability of partners as~~  
7 ~~partners for an obligation of the foreign limited partnership.~~

8       ~~(2) A foreign limited partnership may not be denied a certificate~~  
9 ~~of authority by reason of any difference between the laws of the~~  
10 ~~jurisdiction under which the foreign limited partnership is organized~~  
11 ~~and the laws of this state.~~

12       ~~(3) A certificate of authority does not authorize a foreign~~  
13 ~~limited partnership to engage in any business or exercise any power~~  
14 ~~that a limited partnership may not engage in or exercise in this~~  
15 ~~state)) A foreign limited partnership that registers to transact~~  
16 ~~business in this state is subject to section 1501 of this act~~  
17 ~~relating to the effect of registration and the governing law for~~  
18 ~~registered foreign limited partnerships.~~

19       **Sec. 6121.** RCW 25.10.646 and 2009 c 188 s 902 are each amended  
20 to read as follows:

21       ~~((1)) Before transacting business in this state, a foreign~~  
22 ~~limited partnership shall ((apply for a certificate of authority to~~  
23 ~~transact business in this state by delivering an application to))~~  
24 ~~register with the secretary of state ((for filing. The application~~  
25 ~~must state:~~

26       ~~(a) The name of the foreign limited partnership and, if the name~~  
27 ~~does not comply with RCW 25.10.061, an alternate name adopted~~  
28 ~~pursuant to RCW 25.10.661(1);~~

29       ~~(b) The name of the state or other jurisdiction under whose law~~  
30 ~~the foreign limited partnership is organized;~~

31       ~~(c) The street and mailing address of the foreign limited~~  
32 ~~partnership's principal office and, if the laws of the jurisdiction~~  
33 ~~under which the foreign limited partnership is organized require the~~  
34 ~~foreign limited partnership to maintain an office in that~~  
35 ~~jurisdiction, the street and mailing address of the required office;~~

36       ~~(d) The name and street and mailing address of the foreign~~  
37 ~~limited partnership's initial agent for service of process in this~~  
38 ~~state;~~

1       ~~(e) The name and street and mailing address of each of the~~  
2 ~~foreign limited partnership's general partners; and~~

3       ~~(f) Whether the foreign limited partnership is a foreign limited~~  
4 ~~liability limited partnership.~~

5       ~~(2) A foreign limited partnership shall deliver with the~~  
6 ~~completed application a certificate of existence or a record of~~  
7 ~~similar import signed by the secretary of state or other official~~  
8 ~~having custody of the foreign limited partnership's publicly filed~~  
9 ~~records in the state or other jurisdiction under whose law the~~  
10 ~~foreign limited partnership is organized)) in accordance with part I,~~  
11 ~~Article 5 of this act.~~

12       **Sec. 6122.** RCW 25.10.651 and 2009 c 188 s 903 are each amended  
13 to read as follows:

14       ~~((1))~~ A nonexhaustive list of activities of a foreign limited  
15 partnership that do not constitute transacting business in this state  
16 ~~((within the meaning of this article include:~~

17       ~~(a) Maintaining, defending, and settling an action or proceeding;~~

18       ~~(b) Holding meetings of its partners or carrying on any other~~  
19 ~~activity concerning its internal affairs;~~

20       ~~(c) Maintaining accounts in financial institutions;~~

21       ~~(d) Maintaining offices or agencies for the transfer, exchange,~~  
22 ~~and registration of the foreign limited partnership's own securities~~  
23 ~~or maintaining trustees or depositories with respect to those~~  
24 ~~securities;~~

25       ~~(e) Selling through independent contractors;~~

26       ~~(f) Soliciting or obtaining orders, whether by mail or electronic~~  
27 ~~means or through employees or agents or otherwise, if the orders~~  
28 ~~require acceptance outside this state before they become contracts~~  
29 ~~and the contracts do not involve any local performance other than~~  
30 ~~delivery and installation;~~

31       ~~(g) Making loans or creating or acquiring indebtedness,~~  
32 ~~mortgages, or security interests in real or personal property;~~

33       ~~(h) Securing or collecting debts or enforcing mortgages or other~~  
34 ~~security interests in property securing the debts, and holding,~~  
35 ~~protecting, and maintaining property so acquired;~~

36       ~~(i) Owning, without more, real or personal property;~~

37       ~~(j) Conducting an isolated transaction that is completed within~~  
38 ~~thirty days and is not one in the course of similar transactions of a~~  
39 ~~like manner;~~

1       ~~(k) Owning a controlling interest in a domestic or foreign~~  
2 ~~corporation, or participating as a limited partner of a domestic or~~  
3 ~~foreign limited partnership, or participating as a member or a~~  
4 ~~manager of a domestic or foreign limited liability company, that~~  
5 ~~transacts business in this state; and~~

6       ~~(1) Transacting business in interstate commerce.~~

7       ~~(2) The list of activities in subsection (1) of this section is~~  
8 ~~not exhaustive.~~

9       ~~(3) This section does not apply in determining the contacts or~~  
10 ~~activities that may subject a foreign limited partnership to service~~  
11 ~~of process, taxation, or regulation under any other law of this~~  
12 ~~state)) is provided in section 1505 of this act.~~

13       **Sec. 6123.** RCW 25.10.661 and 2009 c 188 s 905 are each amended  
14 to read as follows:

15       ~~((1) A foreign limited partnership whose name does not comply~~  
16 ~~with RCW 25.10.061 may not obtain a certificate of authority until it~~  
17 ~~adopts, for the purpose of transacting business in this state, an~~  
18 ~~alternate name that complies with RCW 25.10.061. A foreign limited~~  
19 ~~partnership that adopts an alternate name under this subsection and~~  
20 ~~then obtains a certificate of authority with the name need not comply~~  
21 ~~with RCW 19.80.010. After obtaining a certificate of authority with~~  
22 ~~an alternate name, a foreign limited partnership shall transact~~  
23 ~~business in this state under the name unless the foreign limited~~  
24 ~~partnership is authorized under RCW 19.80.010 to transact business in~~  
25 ~~this state under another name.~~

26       ~~(2) If a foreign limited partnership authorized to transact~~  
27 ~~business in this state changes its name to one that does not comply~~  
28 ~~with RCW 25.10.061, it may not thereafter transact business in this~~  
29 ~~state until it complies with subsection (1) of this section and~~  
30 ~~obtains an amended certificate of authority)) The name of a foreign~~  
31 ~~limited partnership registered in this state must comply with the~~  
32 ~~provisions of section 1506 of this act and part I, Article 3 of this~~  
33 ~~act.~~

34       **Sec. 6124.** RCW 25.10.666 and 2009 c 188 s 906 are each amended  
35 to read as follows:

36       ~~((1) A certificate of authority of a foreign limited partnership~~  
37 ~~to transact business in this state may be revoked by)) The secretary~~  
38 ~~of state may terminate the registration of a registered foreign~~

1 limited partnership in ~~((the manner provided in subsections (2) and~~  
2 ~~(3) of this section if the foreign limited partnership does not:~~

3 ~~(a) Pay, within sixty days after the due date, any fee, tax, or~~  
4 ~~penalty due to the secretary of state under this chapter or other~~  
5 ~~law;~~

6 ~~(b) Deliver, within sixty days after the due date, its annual~~  
7 ~~report required under RCW 25.10.291;~~

8 ~~(c) Appoint and maintain an agent for service of process as~~  
9 ~~required by RCW 25.10.121; or~~

10 ~~(d) Deliver for filing a statement of a change under RCW~~  
11 ~~25.10.131 within thirty days after a change has occurred in the name~~  
12 ~~or address of the agent.~~

13 ~~(2) In order to revoke a certificate of authority, the secretary~~  
14 ~~of state must prepare, sign, and file a notice of revocation and send~~  
15 ~~a copy to the foreign limited partnership's agent for service of~~  
16 ~~process in this state, or if the foreign limited partnership does not~~  
17 ~~appoint and maintain a proper agent in this state, to the foreign~~  
18 ~~limited partnership's designated office. The notice must state:~~

19 ~~(a) The revocation's effective date, which must be at least sixty~~  
20 ~~days after the date the secretary of state sends the copy; and~~

21 ~~(b) The foreign limited partnership's failures to comply with~~  
22 ~~subsection (1) of this section that are the reason for the~~  
23 ~~revocation.~~

24 ~~(3) The authority of the foreign limited partnership to transact~~  
25 ~~business in this state ceases on the effective date of the notice of~~  
26 ~~revocation unless before that date the foreign limited partnership~~  
27 ~~cures each failure to comply with subsection (1) of this section~~  
28 ~~stated in the notice. If the foreign limited partnership cures the~~  
29 ~~failures, the secretary of state shall so indicate on the filed~~  
30 ~~notice)) accordance with section 1511 of this act.~~

31 **Sec. 6125.** RCW 25.10.671 and 2009 c 188 s 907 are each amended  
32 to read as follows:

33 ~~((1))~~ In order to ~~((cancel its certificate of authority to~~  
34 ~~transact business in this state)) withdraw its registration, a  
35 foreign limited partnership must deliver to the secretary of state  
36 for filing a ~~((notice of cancellation. The certificate is canceled~~  
37 ~~when the notice becomes effective under RCW 25.10.251.~~~~

1       ~~(2) A foreign limited partnership transacting business in this~~  
2 ~~state may not maintain an action or proceeding in this state unless~~  
3 ~~it has a certificate of authority to transact business in this state.~~

4       ~~(3) The failure of a foreign limited partnership to have a~~  
5 ~~certificate of authority to transact business in this state does not~~  
6 ~~impair the validity of a contract or act of the foreign limited~~  
7 ~~partnership or prevent the foreign limited partnership from defending~~  
8 ~~an action or proceeding in this state.~~

9       ~~(4) A partner of a foreign limited partnership is not liable for~~  
10 ~~the obligations of the foreign limited partnership solely by reason~~  
11 ~~of the foreign limited partnership's having transacted business in~~  
12 ~~this state without a certificate of authority.~~

13       ~~(5) If a foreign limited partnership transacts business in this~~  
14 ~~state without a certificate of authority or cancels its certificate~~  
15 ~~of authority, it appoints the secretary of state as its agent for~~  
16 ~~service of process for rights of action arising out of the~~  
17 ~~transaction of business in this state)) statement of withdrawal in~~  
18 ~~accordance with section 1507 of this act.~~

19       **Sec. 6126.** RCW 25.10.766 and 2009 c 188 s 1104 are each amended  
20 to read as follows:

21       (1) After a plan of conversion is approved:

22       (a) A converting limited partnership shall deliver to the  
23 secretary of state for filing articles of conversion, which must  
24 include:

25       (i) A statement that the limited partnership has been converted  
26 into another organization;

27       (ii) The name and form of the organization and the jurisdiction  
28 of its governing statute;

29       (iii) The date the conversion is effective under the governing  
30 statute of the converted organization;

31       (iv) A statement that the conversion was approved as required by  
32 this chapter;

33       (v) A statement that the conversion was approved as required by  
34 the governing statute of the converted organization; and

35       (vi) If the converted organization is a foreign organization not  
36 ((authorized)) registered to transact business in this state, the  
37 street and mailing address of ((an office that the secretary of state  
38 may use for the purposes of RCW 25.10.771(3))) the organization's



1 principal office that may be used for service of process under  
2 section 1411 of this act; and

3 (b) If the converting organization is not a converting limited  
4 partnership, the converting organization shall deliver to the  
5 secretary of state for filing a certificate of limited partnership,  
6 which must include, in addition to the information required by RCW  
7 25.10.201:

8 (i) A statement that the limited partnership was converted from  
9 another organization;

10 (ii) The name and form of the organization and the jurisdiction  
11 of its governing statute; and

12 (iii) A statement that the conversion was approved in a manner  
13 that complied with the organization's governing statute.

14 (2) A conversion becomes effective:

15 (a) If the converted organization is a limited partnership, when  
16 the certificate of limited partnership takes effect; and

17 (b) If the converted organization is not a limited partnership,  
18 as provided by the governing statute of the converted organization.

19 **Sec. 6127.** RCW 25.10.771 and 2009 c 188 s 1105 are each amended  
20 to read as follows:

21 (1) An organization that has been converted pursuant to this  
22 article is for all purposes the same entity that existed before the  
23 conversion.

24 (2) When a conversion takes effect:

25 (a) All property owned by the converting organization remains  
26 vested in the converted organization;

27 (b) All debts, liabilities, and other obligations of the  
28 converting organization continue as obligations of the converted  
29 organization;

30 (c) An action or proceeding pending by or against the converting  
31 organization may be continued as if the conversion had not occurred;

32 (d) Except as prohibited by other law, all of the rights,  
33 privileges, immunities, powers, and purposes of the converting  
34 organization remain vested in the converted organization;

35 (e) Except as otherwise provided in the plan of conversion, the  
36 terms and conditions of the plan of conversion take effect; and

37 (f) Except as otherwise agreed, the conversion does not dissolve  
38 a converting limited partnership for the purposes of article 8 of  
39 this chapter.

1 (3) A converted organization that is a foreign organization  
2 consents to the jurisdiction of the courts of this state to enforce  
3 any obligation owed by the converting limited partnership, if before  
4 the conversion the converting limited partnership was subject to suit  
5 in this state on the obligation. A converted organization that is a  
6 foreign organization and not ~~((authorized))~~ registered to transact  
7 business in this state ~~((appoints the secretary of state as its agent  
8 for service of))~~ may be served with process pursuant to section 1411  
9 of this act for purposes of enforcing an obligation under this  
10 subsection. ~~((Service on the secretary of state under this subsection  
11 is made in the same manner and with the same consequences as in RCW  
12 25.10.151 (3) and (4).))~~

13 **Sec. 6128.** RCW 25.10.786 and 2009 c 188 s 1108 are each amended  
14 to read as follows:

15 (1) After each constituent organization has approved a merger,  
16 articles of merger must be signed on behalf of:

17 (a) Each constituent limited partnership, by each general partner  
18 listed in the certificate of limited partnership; and

19 (b) Each other constituent organization, by an authorized  
20 representative.

21 (2) The articles of merger must include:

22 (a) The name and form of each constituent organization and the  
23 jurisdiction of its governing statute;

24 (b) The name and form of the surviving organization and the  
25 jurisdiction of its governing statute;

26 (c) The date the merger is effective under the governing statute  
27 of the surviving organization;

28 (d) Any amendments provided for in the plan of merger for the  
29 organizational document that created the surviving organization;

30 (e) A statement as to each constituent organization that the  
31 merger was approved as required by the organization's governing  
32 statute;

33 (f) If the surviving organization is a foreign organization not  
34 ~~((authorized))~~ registered to transact business in this state, the  
35 street and mailing address of ~~((an office that the secretary of state  
36 may use for the purposes of RCW 25.10.791(2)))~~ the organization's  
37 principal office that may be used for service of process under  
38 section 1411 of this act; and

1 (g) Any additional information required by the governing statute  
2 of any constituent organization.

3 (3) Each constituent limited partnership shall deliver the  
4 articles of merger for filing in the office of the secretary of  
5 state.

6 (4) A merger becomes effective under this article:

7 (a) If the surviving organization is a limited partnership, upon  
8 the later of:

9 (i) Compliance with subsection (3) of this section; or

10 (ii) Subject to RCW 25.10.251(~~(+3)~~) (2), as specified in the  
11 articles of merger; or

12 (b) If the surviving organization is not a limited partnership,  
13 as provided by the governing statute of the surviving organization.

14 **Sec. 6129.** RCW 25.10.791 and 2009 c 188 s 1109 are each amended  
15 to read as follows:

16 (1) When a merger becomes effective:

17 (a) The surviving organization continues;

18 (b) Each constituent organization that merges into the surviving  
19 organization ceases to exist as a separate entity;

20 (c) All property owned by each constituent organization that  
21 ceases to exist vests in the surviving organization;

22 (d) All debts, liabilities, and other obligations of each  
23 constituent organization that ceases to exist continue as obligations  
24 of the surviving organization;

25 (e) An action or proceeding pending by or against any constituent  
26 organization that ceases to exist may be continued as if the merger  
27 had not occurred;

28 (f) Except as prohibited by other law, all of the rights,  
29 privileges, immunities, powers, and purposes of each constituent  
30 organization that ceases to exist vest in the surviving organization;

31 (g) Except as otherwise provided in the plan of merger, the terms  
32 and conditions of the plan of merger take effect;

33 (h) Except as otherwise agreed, if a constituent limited  
34 partnership ceases to exist, the merger does not dissolve the limited  
35 partnership for the purposes of article 8 of this chapter; and

36 (i) Any amendments provided for in the articles of merger for the  
37 organizational document that created the surviving organization  
38 become effective.

1 (2) A surviving organization that is a foreign organization  
2 consents to the jurisdiction of the courts of this state to enforce  
3 any obligation owed by a constituent organization, if before the  
4 merger the constituent organization was subject to suit in this state  
5 on the obligation. A surviving organization that is a foreign  
6 organization and not ~~((authorized))~~ registered to transact business  
7 in this state ~~((appoints the secretary of state as its agent for  
8 service of))~~ may be served with process pursuant to section 1411 of  
9 this act for the purposes of enforcing an obligation under this  
10 subsection. ~~((Service on the secretary of state under this subsection  
11 is made in the same manner and with the same consequences as in RCW  
12 25.10.151 (3) and (4).))~~

13 **Sec. 6130.** RCW 25.10.916 and 2009 c 188 s 1307 are each amended  
14 to read as follows:

15 ~~((1))~~ Limited partnerships are subject to the applicable fees,  
16 charges, and penalties adopted by the secretary of state ~~((shall  
17 adopt rules establishing fees that shall be charged and collected  
18 for:~~

19 ~~(a) Filing of a certificate of limited partnership or an  
20 application for a certificate of authority of a foreign limited  
21 partnership;~~

22 ~~(b) Filing of an amendment or restatement of a certificate of  
23 domestic or foreign limited partnership;~~

24 ~~(c) Filing an application to reserve, register, or transfer a  
25 limited partnership name;~~

26 ~~(d) Filing any other certificate, statement, or report authorized  
27 or permitted to be filed; and~~

28 ~~(e) Copies, certified copies, certificates, service of process  
29 filings, and expedited filings or other special services.~~

30 ~~(2) In the establishment of a fee schedule, the secretary of  
31 state shall, insofar as is possible and reasonable, be guided by the  
32 fee schedule provided for corporations governed by Title 23B RCW.~~

33 ~~(a) Fees for copies, certified copies, certificates of record,  
34 and service of process filings are the same as in RCW 23B.01.220.~~

35 ~~(b) Fees for reinstatement of a foreign or domestic limited  
36 partnership are the same as in RCW 23B.01.560.~~

37 ~~(c) All fees collected by the secretary of state shall be  
38 deposited with the state treasurer pursuant to law))~~ under section  
39 1213 of this act and RCW 43.07.120.



1 upon the records of the secretary of state from one or more of the  
2 names described in subsection (1)(d) of this section. The secretary  
3 of state shall authorize use of the name applied for if the other  
4 person consents in writing to the use and files with the secretary of  
5 state records necessary to change its name or the name reserved to a  
6 name that is distinguishable upon the records of the secretary of  
7 state from the name of the applying limited liability company.

8 (3) A name shall not be considered distinguishable upon the  
9 records of the secretary of state by virtue of:

10 (a) A variation in any of the following designations for the same  
11 name: "Corporation," "incorporated," "company," "professional  
12 corporation," "professional service," "limited," "partnership,"  
13 "limited partnership," "limited liability limited partnership,"  
14 "limited liability company," "professional limited liability  
15 company," or "limited liability partnership," or their permitted  
16 abbreviations;

17 (b) The addition or deletion of an article or conjunction such as  
18 "the" or "and" from the same name;

19 (c) Punctuation, capitalization, or special characters or symbols  
20 in the same name; or

21 (d) Use of abbreviation or the plural form of a word in the same  
22 name.

23 (4) This chapter does not control the use of assumed business  
24 names or "trade names."

25 (5) Violation of subsection (1)(c) of this section by a limited  
26 liability company whose certificate of formation or amendment thereto  
27 has been accepted for filing by the secretary of state shall not, in  
28 itself, invalidate the formation or existence of a limited liability  
29 company or render this chapter inapplicable to a limited liability  
30 company) must comply with part I, Article 3 of this act.

31 **Sec. 7102.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
32 Bill No. 5030) s 4 are each amended to read as follows:

33 (1) Reserved Name—Domestic Limited Liability Company.

34 ((a)) A person may reserve the exclusive use of a limited  
35 liability company name by delivering an application to the secretary  
36 of state for filing in accordance with section 1303 of this act.

37 ((The application must set forth the name and address of the  
38 applicant and the name proposed to be reserved. If the secretary of  
39 state finds that the limited liability company name applied for is

1 available, the secretary of state shall reserve the name for the  
2 applicant's exclusive use for a nonrenewable one hundred eighty day  
3 period.

4 (b) ~~The owner of a reserved limited liability company name may~~  
5 ~~transfer the reservation to another person by delivering to the~~  
6 ~~secretary of state an executed notice of the transfer that states the~~  
7 ~~name and address of the transferee.))~~

8 (2) Reserved Name—Foreign Limited Liability Company.

9 ((~~(a)) A foreign limited liability company may reserve its name~~  
10 ~~((if the name is distinguishable upon the records of the secretary of~~  
11 ~~state from the names specified in RCW 25.15.--- (section 3,~~  
12 ~~chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015).~~

13 ~~(b) A foreign limited liability company reserves its name))~~ by  
14 delivering to the secretary of state for filing an application  
15 ~~((that:~~

16 ~~(i) Sets forth its name and the state or country and date of its~~  
17 ~~formation; and~~

18 ~~(ii) Is accompanied by a certificate of existence, or a record of~~  
19 ~~similar import, from the state or country of formation.~~

20 ~~(c) The name is reserved for the applicant's exclusive use upon~~  
21 ~~the effective date of the application and until the close of the~~  
22 ~~calendar year in which the application for name reservation is filed.~~

23 ~~(d) A foreign limited liability company whose name reservation is~~  
24 ~~effective may renew it for successive years by delivering to the~~  
25 ~~secretary of state for filing a renewal application, which complies~~  
26 ~~with the requirements of (b) of this subsection, between October 1st~~  
27 ~~and December 31st of the preceding year. The renewal application when~~  
28 ~~filed renews the name reservation for the following calendar year.~~

29 ~~(e) A foreign limited liability company whose name reservation is~~  
30 ~~effective may thereafter register as a foreign limited liability~~  
31 ~~company under the reserved name, or consent in writing to the use of~~  
32 ~~that name by a domestic limited liability company, domestic~~  
33 ~~corporation, domestic limited partnership, or domestic limited~~  
34 ~~liability partnership thereafter formed, or by another foreign~~  
35 ~~limited liability company, foreign corporation, foreign limited~~  
36 ~~partnership, or foreign limited liability partnership thereafter~~  
37 ~~authorized to transact business in this state. The name reservation~~  
38 ~~terminates when the domestic limited liability company is formed, the~~  
39 ~~domestic corporation is incorporated, the domestic limited liability~~  
40 ~~partnership is formed, or the domestic limited partnership is formed,~~

1 ~~or the foreign limited liability company registers or consents to the~~  
2 ~~registration of another foreign limited liability company,~~  
3 ~~corporation, limited partnership, or limited liability partnership~~  
4 ~~under the reserved name)) in accordance with section 1304 of this~~  
5 ~~act.~~

6 **Sec. 7103.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
7 Bill No. 5030) s 6 are each amended to read as follows:

8 (1) Each limited liability company shall continuously maintain in  
9 this state((÷

10 ~~(a) A registered office, which may but need not be a place of its~~  
11 ~~business in this state. The registered office shall be at a specific~~  
12 ~~geographic location in this state, and be identified by number, if~~  
13 ~~any, and street, or building address or rural route, or, if a~~  
14 ~~commonly known street or rural route address does not exist, by legal~~  
15 ~~description. A registered office may not be identified by post office~~  
16 ~~box number or other nongeographic address. For purposes of~~  
17 ~~communicating by mail, the secretary of state may permit the use of a~~  
18 ~~post office address in conjunction with the registered office address~~  
19 ~~if the limited liability company also maintains on file the specific~~  
20 ~~geographic address of the registered office where personal service of~~  
21 ~~process may be made;~~

22 ~~(b) A registered agent that may be:~~

23 ~~(i) An individual residing in this state whose business office is~~  
24 ~~identical with the limited liability company's registered office;~~

25 ~~(ii) The limited liability company itself, whose business office~~  
26 ~~is identical with such registered office;~~

27 ~~(iii) A domestic corporation, partnership, limited partnership,~~  
28 ~~or limited liability company whose business office is identical with~~  
29 ~~such registered office; or~~

30 ~~(iv) A government, governmental subdivision, agency, or~~  
31 ~~instrumentality, or a foreign corporation, partnership, limited~~  
32 ~~partnership, or limited liability company authorized to do business~~  
33 ~~in this state having a business office identical with such registered~~  
34 ~~office; and~~

35 ~~(c) A registered agent who shall not be appointed without having~~  
36 ~~given prior consent in a record to the appointment. The consent shall~~  
37 ~~be filed with the secretary of state in such form and at such time as~~  
38 ~~the secretary may prescribe)) a registered agent in accordance with~~  
39 ~~part I, Article 4 of this act.~~



1           (2) A limited liability company may change its ((registered  
2 office or)) registered agent by delivering to the secretary of state  
3 for filing a statement of change ((that sets forth:

4           ~~(a) The name of the limited liability company;~~

5           ~~(b) If the current registered office is to be changed, the street  
6 address of the new registered office in accordance with subsection  
7 (1) of this section;~~

8           ~~(c) If the current registered agent is to be changed, the name of  
9 the new registered agent and the new agent's consent in a record,  
10 which shall be filed with the secretary of state in such form and at  
11 such time as the secretary of state may prescribe; and~~

12           ~~(d) That after the change or changes are made, the street  
13 addresses of its registered office and the business office of its  
14 registered agent will be identical)) in accordance with section 1407  
15 of this act.~~

16           (3) ((If)) A registered agent ((changes the street address of the  
17 agent's business office, the registered agent may change the street  
18 address of the registered office of any limited liability company for  
19 which the agent is the registered agent by notifying the limited  
20 liability company of the change either (a) in a written record, or  
21 (b) if the limited liability company has designated an address,  
22 location, or system to which the notices may be electronically  
23 transmitted and the registered agent electronically transmits the  
24 notice to the limited liability company at the designated address,  
25 location, or system in an electronically transmitted record and  
26 delivering to the secretary of state for filing a statement that  
27 complies with the requirements of subsection (2) of this section and  
28 recites that the limited liability company has been notified of the  
29 change)) may change its information on file with the secretary of  
30 state in accordance with section 1408 or 1409 of this act.

31           (4) A registered agent may resign as agent by executing and  
32 delivering to the secretary of state for filing a statement of  
33 resignation((. The statement may include a statement that the  
34 registered office is also discontinued. After filing the statement  
35 the secretary of state shall mail a copy of the statement to the  
36 limited liability company at its principal office. The agency  
37 appointment is terminated, and the registered office discontinued if  
38 so provided, on the thirty first day after the date on which the  
39 statement was filed)) in accordance with section 1410 of this act.

1       **Sec. 7104.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
2 Bill No. 5030) s 7 are each amended to read as follows:

3       ~~((1) A limited liability company's registered agent is its agent~~  
4 ~~for))~~ Service of process, notice, or demand required or permitted by  
5 law to be served on the limited liability company may be made in  
6 accordance with section 1411 of this act.

7       ~~((2) The secretary of state shall be an agent of a limited~~  
8 ~~liability company upon whom any such process, notice, or demand may~~  
9 ~~be served if:~~

10       ~~(a) The limited liability company fails to appoint or maintain a~~  
11 ~~registered agent in this state; or~~

12       ~~(b) The registered agent cannot with reasonable diligence be~~  
13 ~~found at the registered office.~~

14       ~~(3) Service on the secretary of state of any such process,~~  
15 ~~notice, or demand shall be made by delivering to and leaving with the~~  
16 ~~secretary of state, or with any duly authorized clerk of the~~  
17 ~~secretary of state's office, the process, notice, or demand. In the~~  
18 ~~event any such process, notice, or demand is served on the secretary~~  
19 ~~of state, the secretary of state shall immediately cause a copy~~  
20 ~~thereof to be forwarded by certified mail, addressed to the limited~~  
21 ~~liability company at its principal office as it appears on the~~  
22 ~~records of the secretary of state. Any service so had on the~~  
23 ~~secretary of state shall be returnable in not less than thirty days.~~

24       ~~(4) The secretary of state shall keep a record of all processes,~~  
25 ~~notices, and demands served upon the secretary of state under this~~  
26 ~~section, and shall record therein the time of such service and the~~  
27 ~~secretary of state's action with reference thereto.~~

28       ~~(5) This section does not limit or affect the right to serve any~~  
29 ~~process, notice, or demand required or permitted by law to be served~~  
30 ~~upon a limited liability company in any other manner now or hereafter~~  
31 ~~permitted by law.)~~

32       **Sec. 7105.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
33 Bill No. 5030) s 13 are each amended to read as follows:

34       (1) A person or group of persons duly licensed or otherwise  
35 legally authorized to render the same professional services within  
36 this state may form and become a member or members of a professional  
37 limited liability company under the provisions of this chapter for  
38 the purposes of rendering professional service.

1 (2) A professional limited liability company is subject to all  
2 the provisions of chapter 18.100 RCW that apply to a professional  
3 corporation. A professional limited liability company's managers,  
4 members, agents, and employees are subject to all the provisions of  
5 chapter 18.100 RCW that apply to the directors, officers,  
6 shareholders, agents, or employees of a professional corporation,  
7 except as provided otherwise in this section and RCW 25.15.---  
8 (section 14, chapter ..... (Substitute Senate Bill No. 5030), Laws of  
9 2015).

10 (3) If the limited liability company's members are required to be  
11 licensed to practice such profession, and the limited liability  
12 company fails to maintain for itself and for its members practicing  
13 in this state a policy of professional liability insurance, bond, or  
14 other evidence of financial responsibility of a kind designated by  
15 rule by the state insurance commissioner and in the amount of at  
16 least one million dollars or a greater amount as the state insurance  
17 commissioner may establish by rule for a licensed profession or for  
18 any specialty within a profession, taking into account the nature and  
19 size of the business, then the limited liability company's members  
20 are personally liable to the extent that, had the insurance, bond, or  
21 other evidence of responsibility been maintained, it would have  
22 covered the liability in question.

23 (4) For purposes of applying chapter 18.100 RCW to a professional  
24 limited liability company, the terms "director" or "officer" means  
25 manager, "shareholder" means member, "corporation" means professional  
26 limited liability company, "articles of incorporation" means  
27 certificate of formation, "shares" or "capital stock" means a limited  
28 liability company interest, "incorporator" means the person who  
29 executes the certificate of formation, and "bylaws" means the limited  
30 liability company agreement.

31 (5) The name of a professional limited liability company must  
32 ~~((contain either the words "Professional Limited Liability Company,"~~  
33 ~~or the words "Professional Limited Liability" and the abbreviation~~  
34 ~~"Co.," or the abbreviation "P.L.L.C." or "PLLC" provided that the~~  
35 ~~name of a professional limited liability company formed to render~~  
36 ~~dental services must contain the full names or surnames of all~~  
37 ~~members and no other word than "chartered" or the words "professional~~  
38 ~~services" or the abbreviation "P.L.L.C." or "PLLC.")) comply with  
39 section 1302 of this act.~~

1 (6) Subject to Article VII of this chapter, the following may be  
2 a member of a professional limited liability company and may be the  
3 transferee of the interest of an ineligible person or deceased member  
4 of the professional limited liability company:

5 (a) A professional corporation, if its shareholders, directors,  
6 and its officers, other than the secretary and the treasurer, are  
7 licensed or otherwise legally authorized to render the same specific  
8 professional services as the professional limited liability company;  
9 and

10 (b) Another professional limited liability company, if the  
11 managers and members of both professional limited liability companies  
12 are licensed or otherwise legally authorized to render the same  
13 specific professional services.

14 (7) Formation of a limited liability company under this section  
15 does not restrict the application of the uniform disciplinary act  
16 under chapter 18.130 RCW, or any applicable health care professional  
17 statutes under Title 18 RCW, including but not limited to  
18 restrictions on persons practicing a health profession without being  
19 appropriately credentialed and persons practicing beyond the scope of  
20 their credential.

21 **Sec. 7106.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
22 Bill No. 5030) s 18 are each amended to read as follows:

23 (1) In order to form a limited liability company, one or more  
24 persons must execute a certificate of formation. The certificate of  
25 formation must be (~~filed in~~) delivered to the office of the  
26 secretary of state for filing in accordance with part I, Article 2 of  
27 this act and set forth:

28 (a) The name of the limited liability company;

29 (b) The (~~address of the registered office and the~~) name and  
30 address of the registered agent for service of process required to be  
31 maintained by RCW 25.15.--- (section 6, chapter ..... (Substitute  
32 Senate Bill No. 5030), Laws of 2015 and part I, Article 4 of this  
33 act;

34 (c) The address of the principal office of the limited liability  
35 company;

36 (d) If the limited liability company is to have a specific date  
37 of dissolution, the latest date on which the limited liability  
38 company is to dissolve;

39 (e) Any other matters the members decide to include; and

1 (f) The name and address of each person executing the certificate  
2 of formation.

3 (2)(a) Unless a delayed effective date is specified in accordance  
4 with section 1203 of this act, a limited liability company is formed  
5 when its certificate of formation is filed by the secretary of state.  
6 (~~A delayed effective date for a certificate of formation may be no~~  
7 ~~later than the ninetieth day after the date it is filed.~~)

8 (b) The secretary of state's filing of the certificate of  
9 formation is conclusive proof that the persons executing the  
10 certificate satisfied all conditions precedent to the formation.

11 (3) A limited liability company formed under this chapter is a  
12 separate legal entity and has a perpetual existence.

13 (4) Any person may apply to the secretary of state under section  
14 1208 of this act to furnish a certificate of existence for a domestic  
15 limited liability company or a certificate of ~~((authorization))~~  
16 registration for a foreign limited liability company.

17 (~~(5) A certificate of existence or authorization means that as~~  
18 ~~of the date of its issuance:~~

19 ~~(a) The domestic limited liability company is duly formed under~~  
20 ~~the laws of this state or that the foreign limited liability company~~  
21 ~~is authorized to transact business in this state;~~

22 ~~(b) All fees and penalties owed to this state under this title~~  
23 ~~have been paid, if (i) payment is reflected in the records of the~~  
24 ~~secretary of state, and (ii) nonpayment affects the existence or~~  
25 ~~authorization of the domestic or foreign limited liability company;~~

26 ~~(c) The limited liability company's initial report or its most~~  
27 ~~recent annual report required by RCW 25.15. (section 24,~~  
28 ~~chapter . . . . (Substitute Senate Bill No. 5030), Laws of 2015) has~~  
29 ~~been delivered to the secretary of state;~~

30 ~~(d) In the case of a domestic limited liability company, a~~  
31 ~~certificate of dissolution has not been filed with the secretary of~~  
32 ~~state, or a filed certificate of dissolution has been revoked in~~  
33 ~~accordance with RCW 25.15. (section 57, chapter . . . . (Substitute~~  
34 ~~Senate Bill No. 5030), Laws of 2015);~~

35 ~~(e) In the case of a foreign limited liability company, a~~  
36 ~~certificate of cancellation has not been filed with the secretary of~~  
37 ~~state; and~~

38 ~~(f) The limited liability company has not been administratively~~  
39 ~~dissolved under RCW 25.15. (section 55, chapter . . . . (Substitute~~  
40 ~~Senate Bill No. 5030), Laws of 2015) or, if administratively~~

1 dissolved, has been reinstated under RCW 25.15.--- (section 56,  
2 chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015).

3 ~~(6) A person may apply to the secretary of state to issue a  
4 certificate covering any fact of record.~~

5 ~~(7) Subject to any qualification stated in the certificate, a  
6 certificate of existence or authorization issued by the secretary of  
7 state may be relied upon as conclusive evidence that the domestic or  
8 foreign limited liability company is in existence or is authorized to  
9 transact business in the limited liability company form in this  
10 state.)~~

11 **Sec. 7107.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
12 Bill No. 5030) s 19 are each amended to read as follows:

13 (1) A certificate of formation is amended by ((filing))  
14 delivering a certificate of amendment ((thereto with)) to the  
15 secretary of state for filing. The certificate of amendment shall set  
16 forth:

17 (a) The name of the limited liability company; and

18 (b) The amendment to the certificate of formation.

19 (2) A manager or, if there is no manager, then any member who  
20 becomes aware that any statement in a certificate of formation was  
21 false when made, or that any matter described has changed making the  
22 certificate of formation false in any material respect, must promptly  
23 amend the certificate of formation.

24 (3) A certificate of formation may be amended at any time for any  
25 other proper purpose.

26 (4) Unless ((otherwise provided in this chapter or unless a  
27 later)) a delayed effective date((, which is a date not later than  
28 the ninetieth day after the date it is filed,)) is provided for in  
29 the certificate of amendment in accordance with section 1203 of this  
30 act, a certificate of amendment is effective when filed by the  
31 secretary of state as provided in section 1203 of this act.

32 **Sec. 7108.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
33 Bill No. 5030) s 20 are each amended to read as follows:

34 (1) A limited liability company may, whenever desired, integrate  
35 into a single instrument all of the provisions of its certificate of  
36 formation which are then in effect and operative as a result of there  
37 having been filed with the secretary of state one or more  
38 certificates or other instruments pursuant to any of the sections

1 referred to in this chapter and it may at the same time also further  
2 amend its certificate of formation by ~~((filing))~~ delivering a  
3 restated certificate of formation to the secretary of state for  
4 filing in accordance with part I, Article 2 of this act.

5 (2) A restated certificate of formation must state, either in its  
6 heading or in an introductory paragraph, the limited liability  
7 company's name and, if it is not to be effective upon filing, the  
8 future effective date or time, which ~~((is a date not later than the~~  
9 ~~ninetieth day after the date it is filed))~~ must comply with section  
10 1203 of this act. If a restated certificate only restates and  
11 integrates and does not further amend a limited liability company's  
12 certificate of formation as amended or supplemented, it must state  
13 that fact as well.

14 (3) Upon the filing of a restated certificate of formation  
15 ~~((with))~~ by the secretary of state, or upon the future effective date  
16 or time of a restated certificate of formation as provided for, the  
17 initial certificate of formation, as amended or supplemented, is  
18 superseded; and the restated certificate of formation, including any  
19 further amendment or changes made thereby, is thereafter the  
20 certificate of formation of the limited liability company, but the  
21 original effective date of formation remains unchanged.

22 (4) Any amendment or change effected in connection with the  
23 restatement of the certificate of formation is subject to any other  
24 provision of this chapter, not inconsistent with this section, which  
25 would apply if a separate certificate of amendment were filed to  
26 effect such amendment or change.

27 **Sec. 7109.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
28 Bill No. 5030) s 21 are each amended to read as follows:

29 ~~((1))~~ Each record required or permitted by this chapter to be  
30 filed in the office of the secretary of state must comply with the  
31 requirements of part I, Article 2 of this act and must be executed in  
32 the following manner~~((, or in compliance with the rules established~~  
33 ~~to facilitate electronic filing under RCW 25.15.--- (section 2,~~  
34 ~~chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015))):~~

35 ~~((a))~~ (1) Each original certificate of formation must be  
36 executed by the person or persons forming the limited liability  
37 company;

38 ~~((b))~~ (2) A reservation of name may be executed by any person;

1       ~~((c))~~ (3) A transfer of reservation of name must be executed  
2 by, or on behalf of, the applicant for the reserved name;

3       ~~((d))~~ (4) A registration of name must be executed by any member  
4 or manager of the foreign limited liability company;

5       ~~((e))~~ (5) A certificate of amendment or restatement must be  
6 executed by at least one manager, or by a member if management of the  
7 limited liability company is reserved to the members;

8       ~~((f))~~ (6) A certificate of dissolution must be executed by the  
9 person or persons authorized to wind up the limited liability  
10 company's affairs pursuant to RCW 25.15.---(3) (section 58,  
11 chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015);

12       ~~((g))~~ (7) If a surviving domestic limited liability company is  
13 filing articles of merger, the articles of merger must be executed by  
14 at least one manager, or by a member if management of the limited  
15 liability company is reserved to the members, or if the articles of  
16 merger are being filed by a surviving foreign limited liability  
17 company, limited partnership, corporation, or other person, the  
18 articles of merger must be executed by a person authorized by such  
19 foreign limited liability company, limited partnership, corporation,  
20 or other person;

21       ~~((h))~~ (8) A foreign limited liability company's application for  
22 registration as a foreign limited liability company doing business  
23 within the state must be executed by any member or manager of the  
24 foreign limited liability company; and

25       ~~((i))~~ (9) If a converting limited liability company is filing  
26 articles of conversion, the articles of conversion must be executed  
27 by at least one manager, or by a member if management of the limited  
28 liability company is reserved to the members.

29       ~~((2) Any person may execute a certificate, articles of merger,  
30 articles of conversion, limited liability company agreement, or other  
31 record by an attorney in fact or other person acting in a valid  
32 representative capacity, so long as each record executed in such  
33 manner identifies the capacity in which the person is executing the  
34 record.~~

35       ~~(3) The person executing the record must indicate, adjacent to or  
36 underneath the signature or, if the record is electronically  
37 transmitted, identifying information of the person executing the  
38 record, as applicable, the capacity in which the person executes the  
39 record. The record must meet such legibility or other standards as  
40 may be prescribed by the secretary of state.~~



1       ~~(4) The execution of a certificate, articles of merger, or~~  
2 ~~articles of conversion by any person constitutes an affirmation under~~  
3 ~~the penalties of perjury that the facts stated are true.))~~

4       **Sec. 7110.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
5 Bill No. 5030) s 22 are each amended to read as follows:

6       (1) If a person required to execute a certificate required by  
7 this chapter fails or refuses to do so, any other person who is  
8 adversely affected by the failure or refusal may petition the  
9 superior courts to direct the execution of the certificate under  
10 section 1210 of this act. (~~If the court finds that the execution of~~  
11 ~~the certificate is proper and that any person so designated has~~  
12 ~~failed or refused to execute the certificate, it must order the~~  
13 ~~secretary of state to record an appropriate certificate.))~~

14       (2) If a person required to execute a limited liability company  
15 agreement or amendment thereof fails or refuses to do so, any other  
16 person who is adversely affected by the failure or refusal may  
17 petition the superior courts to direct the execution of the limited  
18 liability company agreement or amendment thereof. If the court finds  
19 that the limited liability company agreement or amendment thereof  
20 should be executed and that any person required to execute the  
21 limited liability company agreement or amendment thereof has failed  
22 or refused to do so, it shall enter an order granting appropriate  
23 relief.

24       **Sec. 7111.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
25 Bill No. 5030) s 23 are each amended to read as follows:

26       ~~((1) The executed certificate of formation or any other record~~  
27 ~~required to be filed pursuant to this chapter must be delivered to~~  
28 ~~the secretary of state. If the secretary of state determines that the~~  
29 ~~records conform to the filing provisions of this chapter, he or she~~  
30 ~~shall, when all required filing fees have been paid:~~

31       ~~(a) Endorse on each executed record the word "filed" and the date~~  
32 ~~of its acceptance for filing;~~

33       ~~(b) Retain the executed record in the secretary of state's files;~~  
34 ~~and~~

35       ~~(c) Return a copy to the person who filed it or the person's~~  
36 ~~representative.~~

37       ~~(2) If the secretary of state is unable to make the determination~~  
38 ~~required for filing by subsection (1) of this section at the time any~~

1 ~~records are delivered for filing, the records are deemed to have been~~  
2 ~~filed at the time of delivery if the secretary of state subsequently~~  
3 ~~determines that the records as delivered conform to the filing~~  
4 ~~provisions of this chapter.~~

5 ~~(3) If the filing and determination requirements of this chapter~~  
6 ~~are not satisfied completely, the records must not be filed.~~

7 ~~(4) Upon the filing of a certificate of amendment, judicial~~  
8 ~~decree of amendment, or restated certificate in the office of the~~  
9 ~~secretary of state, or upon the future effective date or time of a~~  
10 ~~certificate of amendment, judicial decree thereof, or restated~~  
11 ~~certificate, as provided for therein, the certificate of formation is~~  
12 ~~amended or restated as set forth therein.)) Section 1206 of this act~~  
13 ~~governs the secretary of state's duty to file records delivered to~~  
14 ~~the secretary of state for filing, the manner and effect of filing,~~  
15 ~~and procedures that apply when the secretary of state refuses to file~~  
16 ~~a record.~~

17 **Sec. 7112.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
18 Bill No. 5030) s 24 are each amended to read as follows:

19 ~~((1)) Each domestic limited liability company ((must deliver to~~  
20 ~~the secretary of state for filing both initial and annual reports)),~~  
21 and each foreign limited liability company authorized to transact  
22 business in this state, must deliver to the secretary of state for  
23 filing initial and annual reports~~((, that set forth:~~

24 ~~(a) The name of the limited liability company and the state,~~  
25 ~~country, or other jurisdiction under whose law it is formed;~~

26 ~~(b) The street address of its registered office and the name of~~  
27 ~~its registered agent at that office in this state;~~

28 ~~(c) The address of its principal office;~~

29 ~~(d) The names and addresses of the limited liability company's~~  
30 ~~members, or if the management of the limited liability company is~~  
31 ~~vested in a manager or managers, then the name and address of its~~  
32 ~~manager or managers; and~~

33 ~~(e) A brief description of the nature of its business.~~

34 ~~(2) Information in an initial report or an annual report must be~~  
35 ~~current as of the date the report is executed on behalf of the~~  
36 ~~limited liability company.~~

37 ~~(3) A limited liability company's initial report must be~~  
38 ~~delivered to the secretary of state within one hundred twenty days of~~  
39 ~~the date on which a limited liability company's certificate of~~

1 formation was filed. Subsequent annual reports must be delivered to  
2 the secretary of state on a date determined by the secretary of  
3 state, and at such additional times as the limited liability company  
4 elects.

5 (4) The secretary of state may allow a limited liability company  
6 to file an initial or annual report through electronic means. If  
7 allowed, the secretary of state shall adopt rules detailing the  
8 circumstances under which the electronic filing of such reports is  
9 permitted and how such reports may be filed.

10 (5) Each domestic limited liability company and foreign limited  
11 liability company authorized to transact business in this state must  
12 pay its annual license fee and any applicable penalty fees to the  
13 secretary of state at the time such limited liability company is  
14 required to file its initial or annual report with the secretary of  
15 state)) in accordance with section 1212 of this act.

16 **Sec. 7113.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
17 Bill No. 5030) s 51 are each amended to read as follows:

18 A limited liability company is dissolved and its affairs must be  
19 wound up upon the first to occur of the following:

20 (1) The dissolution date, if any, specified in the certificate of  
21 formation. If a dissolution date is specified in the certificate of  
22 formation, the certificate of formation may be amended and the date  
23 of dissolution of the limited liability company may be extended by  
24 vote of all the members;

25 (2) The happening of events specified in a limited liability  
26 company agreement;

27 (3) The written consent of all members;

28 (4) Ninety days following an event of dissociation of the last  
29 remaining member, unless those having the rights of transferees in  
30 the limited liability company under RCW 25.15.---(1) (section 28,  
31 chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015) have,  
32 by the ninetieth day, voted to admit one or more members, voting as  
33 though they were members, and in the manner set forth in RCW  
34 25.15.---(1) (section 26, chapter ..... (Substitute Senate Bill No.  
35 5030), Laws of 2015);

36 (5) The entry of a decree of judicial dissolution under RCW  
37 25.15.--- (section 53, chapter ..... (Substitute Senate Bill No.  
38 5030), Laws of 2015); or

1 (6) The administrative dissolution of the limited liability  
2 company by the secretary of state under ~~((RCW 25.15.---(2) (section~~  
3 ~~55, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015))~~  
4 section 1603 of this act, unless the limited liability company is  
5 reinstated by the secretary of state under ~~((RCW 25.15.---(section~~  
6 ~~56, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015))~~  
7 section 1604 of this act.

8 **Sec. 7114.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
9 Bill No. 5030) s 54 are each amended to read as follows:

10 The secretary of state may commence a proceeding ~~((under RCW~~  
11 ~~25.15.---(section 55, chapter ..... (Substitute Senate Bill No.~~  
12 ~~5030), Laws of 2015))~~ to administratively dissolve a limited  
13 liability company ~~((if:~~

14 ~~(1) The limited liability company does not pay any license fees~~  
15 ~~or penalties imposed by this chapter when they become due;~~

16 ~~(2) The limited liability company does not deliver its completed~~  
17 ~~initial report or annual report to the secretary of state when it is~~  
18 ~~due; or~~

19 ~~(3) The limited liability company is without a registered agent~~  
20 ~~or registered office in this state for sixty days or more))~~ under the  
21 circumstances and procedures provided in part I, Article 6 of this  
22 act.

23 **Sec. 7115.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
24 Bill No. 5030) s 56 are each amended to read as follows:

25 ~~((1))~~ A limited liability company that has been  
26 administratively dissolved under ~~((RCW 25.15.---(section 55,~~  
27 ~~chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015))~~  
28 section 1603 of this act may apply to the secretary of state for  
29 reinstatement ~~((within five years after the effective date of~~  
30 ~~dissolution. The application must be delivered to the secretary of~~  
31 ~~state for filing and state:~~

32 ~~(a) The name of the limited liability company and the effective~~  
33 ~~date of its administrative dissolution;~~

34 ~~(b) That the ground or grounds for dissolution either did not~~  
35 ~~exist or have been eliminated; and~~

36 ~~(c) That the limited liability company's name satisfies the~~  
37 ~~requirements of RCW 25.15.---(section 3, chapter ..... (Substitute~~  
38 ~~Senate Bill No. 5030), Laws of 2015).~~

1       ~~(2) A limited liability company seeking reinstatement must pay~~  
2 ~~the full amount of all license fees that would have been due for the~~  
3 ~~years of the period of administrative dissolution had the limited~~  
4 ~~liability company not been dissolved, plus all penalties established~~  
5 ~~by law or by the secretary of state by rule, and the license fee for~~  
6 ~~the year of reinstatement.~~

7       ~~(3) If the secretary of state determines that an application~~  
8 ~~contains the information required by subsection (1) of this section~~  
9 ~~and that the name is available, and that all fees and penalties~~  
10 ~~required by subsection (2) of this section have been paid, the~~  
11 ~~secretary of state shall reinstate the limited liability company and~~  
12 ~~give the limited liability company written notice, as provided in RCW~~  
13 ~~25.15.---(1) (section 55, chapter ..... (Substitute Senate Bill No.~~  
14 ~~5030), Laws of 2015), of the reinstatement that recites the effective~~  
15 ~~date of reinstatement. If the name is not available, the limited~~  
16 ~~liability company must file with its application for reinstatement an~~  
17 ~~amendment to its certificate of formation reflecting a change of~~  
18 ~~name.~~

19       ~~(4) When reinstatement and revocation of any certificate of~~  
20 ~~dissolution become effective, they relate back to and take effect as~~  
21 ~~of the effective date of the administrative dissolution and the~~  
22 ~~limited liability company may resume carrying on its activities as if~~  
23 ~~the administrative dissolution had never occurred)) in accordance~~  
24 ~~with section 1604 of this act.~~

25       **Sec. 7116.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
26 Bill No. 5030) s 57 are each amended to read as follows:

27       (1) A limited liability company dissolved under RCW 25.15.--- (2)  
28 or (3) (section 51, chapter ..... (Substitute Senate Bill No. 5030),  
29 Laws of 2015) may revoke its dissolution in accordance with this  
30 section at any time, except that a limited liability company that has  
31 filed a certificate of dissolution may not revoke its dissolution  
32 under this section more than one hundred twenty days after the filing  
33 of its certificate of dissolution.

34       (2)(a) Except as provided in (b) of this subsection, revocation  
35 of dissolution must be approved in the same manner as the dissolution  
36 was approved unless that approval permitted revocation in some other  
37 manner, in which event the dissolution may be revoked in the manner  
38 permitted.

1 (b) If dissolution occurred upon the happening of events  
2 specified in the limited liability company agreement, revocation of  
3 dissolution must be approved in the manner necessary to amend the  
4 provisions of the limited liability company agreement specifying the  
5 events of dissolution.

6 (3) A limited liability company that has filed a certificate of  
7 dissolution may, at any time after revocation of its dissolution has  
8 been approved but not more than one hundred twenty days after the  
9 filing of its certificate of dissolution, revoke the dissolution by  
10 delivering to the secretary of state for filing a certificate of  
11 revocation of dissolution that sets forth:

12 (a) The name of the limited liability company and a statement  
13 that the name satisfies the requirements of (~~RCW 25.15.---~~ (~~section~~  
14 ~~3, chapter .....~~ (~~Substitute Senate Bill No. 5030~~), ~~Laws of 2015~~))  
15 part I, Article 3 of this act; if the name is not available, the  
16 limited liability company must ((file)) deliver to the secretary of  
17 state for filing a certificate of amendment changing its name with  
18 the certificate of revocation of dissolution;

19 (b) The effective date of the dissolution that was revoked;

20 (c) The date that the revocation of dissolution was approved; and

21 (d) A statement that the revocation was approved in the manner  
22 required by subsection (2) of this section.

23 (4) If a limited liability company has not filed a certificate of  
24 dissolution, revocation of dissolution becomes effective upon  
25 approval of the revocation as provided in subsection (2) of this  
26 section. If a limited liability company has filed a certificate of  
27 dissolution, revocation of dissolution becomes effective upon the  
28 filing of a certificate of revocation of dissolution. The filing of a  
29 certificate of revocation of dissolution automatically revokes any  
30 certificate of dissolution previously filed with respect to the  
31 limited liability company.

32 (5) Revocation of dissolution relates back to and takes effect as  
33 of the effective date of the dissolution and the limited liability  
34 company may resume carrying on its activities as if the dissolution  
35 had never occurred.

36 **Sec. 7117.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
37 Bill No. 5030) s 62 are each amended to read as follows:

38 (~~(1) Subject to the Constitution of the state of Washington:~~

1       ~~(a) The laws of the state, territory, possession, or other~~  
2 ~~jurisdiction or country under which a foreign limited liability~~  
3 ~~company is organized govern its organization and internal affairs and~~  
4 ~~the liability of its members and managers; and~~

5       ~~(b) A foreign limited liability company may not be denied~~  
6 ~~registration by reason of any difference between those laws and the~~  
7 ~~laws of this state.~~

8       ~~(2) A foreign limited liability company and its members and~~  
9 ~~managers doing business in this state submit to personal jurisdiction~~  
10 ~~of the courts of this state.))~~ A foreign limited liability company  
11 registered to do business in this state is subject to section 1501 of  
12 this act relating to the effect of registration and the governing law  
13 for registered foreign limited liability companies.

14       **Sec. 7118.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
15 Bill No. 5030) s 63 are each amended to read as follows:

16       Before doing business in this state, a foreign limited liability  
17 company must register with the secretary of state in accordance with  
18 part I, Article 5 of this act. (~~In order to register, a foreign~~  
19 ~~limited liability company must submit to the secretary of state an~~  
20 ~~application for registration as a foreign limited liability company~~  
21 ~~executed by any member or manager of the foreign limited liability~~  
22 ~~company, setting forth:~~

23       ~~(1) The name of the foreign limited liability company and, if~~  
24 ~~different, the name under which it proposes to register and do~~  
25 ~~business in this state;~~

26       ~~(2) The state, territory, possession, or other jurisdiction or~~  
27 ~~country where formed, the date of its formation, and a duly~~  
28 ~~authenticated statement from the secretary of state or other official~~  
29 ~~having custody of limited liability company records in the~~  
30 ~~jurisdiction under whose law it was formed, that as of the date of~~  
31 ~~filing the foreign limited liability company validly exists as a~~  
32 ~~limited liability company under the laws of the jurisdiction of its~~  
33 ~~formation;~~

34       ~~(3) The nature of the business or purposes to be conducted or~~  
35 ~~promoted in this state;~~

36       ~~(4) The address of the registered office and the name and address~~  
37 ~~of the registered agent for service of process required to be~~  
38 ~~maintained by RCW 25.15.---(2) (section 65, chapter ..... (Substitute~~  
39 ~~Senate Bill No. 5030), Laws of 2015);~~

1       ~~(5) The address of the principal office of the foreign limited~~  
2 ~~liability company;~~

3       ~~(6) The names and addresses of the foreign limited liability~~  
4 ~~company's members, or if the management of the foreign limited~~  
5 ~~liability company is vested in a manager or managers, then the name~~  
6 ~~and address of its manager or managers;~~

7       ~~(7) A statement that the secretary of state is appointed the~~  
8 ~~agent of the foreign limited liability company for service of process~~  
9 ~~under the circumstances set forth in RCW 25.15.---(2) (section 71,~~  
10 ~~chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015); and~~

11       ~~(8) The date on which the foreign limited liability company first~~  
12 ~~did, or intends to do, business in this state.)~~

13       **Sec. 7119.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
14 Bill No. 5030) s 65 are each amended to read as follows:

15       (1) A foreign limited liability company may register with the  
16 secretary of state under any name that (~~includes the words "Limited~~  
17 ~~Liability Company," the words "Limited Liability" and the~~  
18 ~~abbreviation "Co.," or the abbreviation "L.L.C." or "LLC" and that~~  
19 ~~could be registered by a domestic limited liability company. A~~  
20 ~~foreign limited liability company may apply to the secretary of state~~  
21 ~~for authorization to use a name which is not distinguishable upon the~~  
22 ~~records of the office of the secretary of state from the names~~  
23 ~~described in RCW 23B.04.010 and 25.10.061, and the names of any~~  
24 ~~domestic or foreign limited liability company reserved, registered,~~  
25 ~~or formed under the laws of this state. The secretary of state must~~  
26 ~~authorize use of the name applied for if the other corporation,~~  
27 ~~limited liability company, limited liability partnership, or limited~~  
28 ~~partnership consents in writing to the use and files with the~~  
29 ~~secretary of state documents necessary to change its name, or the~~  
30 ~~name reserved or registered to a name that is distinguishable upon~~  
31 ~~the records of the secretary of state from the name of the applying~~  
32 ~~foreign limited liability company)) complies with section 1506 of~~  
33 ~~this act and part I, Article 3 of this act.~~

34       (2) Each foreign limited liability company must continuously  
35 maintain in this state(~~+~~

36       ~~(a) A registered office, which may but need not be a place of its~~  
37 ~~business in this state. The registered office must be at a specific~~  
38 ~~geographic location in this state, and be identified by number, if~~  
39 ~~any, and street, or building address or rural route, or, if a~~



1 commonly known street or rural route address does not exist, by legal  
2 description. A registered office may not be identified by post office  
3 box number or other nongeographic address. For purposes of  
4 communicating by mail, the secretary of state may permit the use of a  
5 post office address in conjunction with the registered office address  
6 if the foreign limited liability company also maintains on file the  
7 specific geographic address of the registered office where personal  
8 service of process may be made;

9 (b) A registered agent for service of process on the foreign  
10 limited liability company, which agent may be either an individual  
11 resident of this state whose business office is identical with the  
12 foreign limited liability company's registered office, or a domestic  
13 corporation, a limited partnership, or limited liability company, or  
14 a foreign corporation authorized to do business in this state having  
15 a business office identical with such registered office; and

16 (c) A registered agent who must not be appointed without having  
17 given prior written consent to the appointment. The written consent  
18 shall be filed with the secretary of state in such form as the  
19 secretary may prescribe. The written consent must be filed with or as  
20 a part of the document first appointing a registered agent. In the  
21 event any individual, limited liability company, limited partnership,  
22 or corporation has been appointed agent without consent, that person  
23 or corporation may file a notarized statement attesting to that fact,  
24 and the name must be removed from the records of the secretary of  
25 state)) a registered agent in accordance with part I, Article 4 of  
26 this act.

27 (3) A foreign limited liability company may change its  
28 ((registered office or)) registered agent by delivering to the  
29 secretary of state for filing a statement of change ((that sets  
30 forth:

31 (a) The name of the foreign limited liability company;

32 (b) If the current registered office is to be changed, the street  
33 address of the new registered office in accordance with subsection  
34 (2)(a) of this section;

35 (c) If the current registered agent is to be changed, the name of  
36 the new registered agent and the new agent's written consent, either  
37 on the statement or attached to it, to the appointment; and

38 (d) That after the change or changes are made, the street  
39 addresses of its registered office and the business office of its

1 ~~registered agent will be identical))~~ in accordance with section 1407  
2 of this act.

3 (4) ~~((If))~~ A registered agent ~~((changes the street address of the~~  
4 ~~agent's business office, the registered agent may change the street~~  
5 ~~address of the registered office of any foreign limited liability~~  
6 ~~company for which the agent is the registered agent by notifying the~~  
7 ~~foreign limited liability company in writing of the change and~~  
8 ~~executing, either manually or in facsimile, and delivering to the~~  
9 ~~secretary of state for filing a statement that complies with the~~  
10 ~~requirements of subsection (3) of this section and recites that the~~  
11 ~~foreign limited liability company has been notified of the change))~~  
12 of a foreign limited liability company may change its information on  
13 file with the secretary of state in accordance with section 1408 or  
14 1409 of this act.

15 (5) A registered agent of any foreign limited liability company  
16 may resign as agent by executing and delivering to the secretary of  
17 state for filing a statement ~~((that the registered office is also~~  
18 ~~discontinued. After filing the statement the secretary of state must~~  
19 ~~mail a copy of the statement to the foreign limited liability company~~  
20 ~~at its principal office shown in its application for certificate of~~  
21 ~~registration if no annual report has been filed. The agency~~  
22 ~~appointment is terminated, and the registered office discontinued if~~  
23 ~~so provided, on the thirty first day after the date on which the~~  
24 ~~statement was filed))~~ of resignation in accordance with section 1410  
25 of this act.

26 **Sec. 7120.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
27 Bill No. 5030) s 66 are each amended to read as follows:

28 ~~((If any statement in the application for registration of a~~  
29 ~~foreign limited liability company was false when made or any~~  
30 ~~arrangements or other facts described have changed, making the~~  
31 ~~application false in any respect, the foreign limited liability~~  
32 ~~company must promptly file in the office of the secretary of state a~~  
33 ~~certificate, executed by any member or manager, correcting such~~  
34 ~~statement.))~~ A registered foreign limited liability company must  
35 amend its foreign registration statement under the circumstances  
36 provided in section 1504 of this act.

37 **Sec. 7121.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
38 Bill No. 5030) s 67 are each amended to read as follows:

1       ~~((1))~~ A foreign limited liability company may ~~((cancel))~~  
2 withdraw its registration by ~~((filing with))~~ delivering to the  
3 secretary of state for filing a ~~((certificate of cancellation,~~  
4 ~~executed by any member or manager. A cancellation does not terminate~~  
5 ~~the authority of the secretary of state to accept service of process~~  
6 ~~on the foreign limited liability company with respect to causes of~~  
7 ~~action arising out of the doing of business in this state.~~

8       ~~(2) The certificate of cancellation must set forth:~~

9       ~~(a) The name of the foreign limited liability company;~~

10       ~~(b) The date of filing of its certificate of registration;~~

11       ~~(c) The reason for filing the certificate of cancellation;~~

12       ~~(d) The future effective date, not later than the ninetieth day~~  
13 ~~after the date it is filed, of cancellation if it is not to be~~  
14 ~~effective upon filing of the certificate;~~

15       ~~(e) The address to which service of process may be forwarded; and~~

16       ~~(f) Any other information the person filing the certificate of~~  
17 ~~cancellation desires.))~~ statement of withdrawal in accordance with  
18 section 1507 of this act.

19       **Sec. 7122.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
20 Bill No. 5030) s 68 are each amended to read as follows:

21       ~~((1))~~ A foreign limited liability company doing business in  
22 this state ~~((may not maintain any action, suit, or proceeding in this~~  
23 ~~state until it has registered in this state and has paid to this~~  
24 ~~state all fees and penalties for the years or parts thereof, during~~  
25 ~~which it did business in this state without having registered.~~

26       ~~(2) Neither the failure of a foreign limited liability company to~~  
27 ~~register in this state nor the issuance of a certificate of~~  
28 ~~cancellation with respect to a foreign limited liability company's~~  
29 ~~registration in this state impairs:~~

30       ~~(a) The validity of any contract or act of the foreign limited~~  
31 ~~liability company;~~

32       ~~(b) The right of any other party to the contract to maintain any~~  
33 ~~action, suit, or proceeding on the contract; or~~

34       ~~(c) The foreign limited liability company from defending any~~  
35 ~~action, suit, or proceeding in any court of this state.~~

36       ~~(3) A member or a manager of a foreign limited liability company~~  
37 ~~is not liable for the obligations of the foreign limited liability~~  
38 ~~company solely by reason of the limited liability company's having~~  
39 ~~done business in this state without registration))~~ without

1 registering with the secretary of state is subject to section 1502 of  
2 this act.

3 **Sec. 7123.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
4 Bill No. 5030) s 69 are each amended to read as follows:

5 ~~((The superior courts have jurisdiction to enjoin any foreign~~  
6 ~~limited liability company, or any agent thereof, from doing any~~  
7 ~~business in this state if such foreign limited liability company has~~  
8 ~~failed to register under this article or if such foreign limited~~  
9 ~~liability company has secured a certificate of registration from the~~  
10 ~~secretary of state under RCW 25.15.--- (section 64, chapter .....  
11 ~~(Substitute Senate Bill No. 5030), Laws of 2015) on the basis of~~  
12 ~~false or misleading representations. The secretary of state must,~~  
13 ~~upon the secretary's own motion or upon the relation of proper~~  
14 ~~parties, proceed for this purpose by complaint in any county in which~~  
15 ~~such foreign limited liability company is doing or has done~~  
16 ~~business.)) A foreign limited liability company may be enjoined from  
17 doing business in this state under section 1512 of this act.~~~~

18 **Sec. 7124.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
19 Bill No. 5030) s 70 are each amended to read as follows:

20 ~~((~~(1) The following activities, among others,~~)) A nonexhaustive  
21 list of activities that do not constitute transacting business  
22 ~~((within the meaning of this article:~~~~

23 ~~(a) Maintaining or defending any action or suit or any~~  
24 ~~administrative or arbitration proceeding, or effecting the settlement~~  
25 ~~thereof or the settlement of claims or disputes;~~

26 ~~(b) Holding meetings of the members, or managers if any, or~~  
27 ~~carrying on other activities concerning internal limited liability~~  
28 ~~company affairs;~~

29 ~~(c) Maintaining bank accounts, share accounts in savings and loan~~  
30 ~~associations, custodian or agency arrangements with a bank or trust~~  
31 ~~company, or stock or bond brokerage accounts;~~

32 ~~(d) Maintaining offices or agencies for the transfer, exchange,~~  
33 ~~and registration of the foreign limited liability company's own~~  
34 ~~securities or interests or maintaining trustees or depositaries with~~  
35 ~~respect to those securities or interests;~~

36 ~~(e) Selling through independent contractors;~~

37 ~~(f) Soliciting or procuring orders, whether by mail or through~~  
38 ~~employees or agents or otherwise, where the orders require acceptance~~

1 ~~outside this state before becoming binding contracts and where the~~  
2 ~~contracts do not involve any local performance other than delivery~~  
3 ~~and installation;~~

4 ~~(g) Making loans or creating or acquiring evidences of debt,~~  
5 ~~mortgages, or liens on real or personal property, or recording same;~~

6 ~~(h) Securing or collecting debts or enforcing mortgages and~~  
7 ~~security interests in property securing the debts;~~

8 ~~(i) Owning, without more, real or personal property;~~

9 ~~(j) Conducting an isolated transaction that is completed within~~  
10 ~~thirty days and that is not one in the course of repeated~~  
11 ~~transactions of a like nature;~~

12 ~~(k) Transacting business in interstate commerce;~~

13 ~~(l) Owning a controlling interest in a corporation or a foreign~~  
14 ~~corporation that transacts business within this state;~~

15 ~~(m) Participating as a limited partner of a domestic or foreign~~  
16 ~~limited partnership that transacts business within this state; or~~

17 ~~(n) Participating as a member or a manager of a domestic or~~  
18 ~~foreign limited liability company that transacts business within this~~  
19 ~~state.~~

20 ~~(2) The list of activities in subsection (1) of this section is~~  
21 ~~not exhaustive)) in this state is provided in section 1505 of this~~  
22 ~~act.~~

23 **Sec. 7125.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
24 Bill No. 5030) s 71 are each amended to read as follows:

25 ~~((1) A foreign limited liability company's registered agent is~~  
26 ~~its agent for)) Service of process, notice, or demand required or~~  
27 ~~permitted by law to be served on the foreign limited liability~~  
28 ~~company may be made in accordance with section 1411 of this act.~~

29 ~~((2) The secretary of state is an agent of a foreign limited~~  
30 ~~liability company upon whom any such process, notice, or demand may~~  
31 ~~be served if:~~

32 ~~(a) The foreign limited liability company fails to appoint or~~  
33 ~~maintain a registered agent in this state; or~~

34 ~~(b) The registered agent cannot with reasonable diligence be~~  
35 ~~found at the registered office.~~

36 ~~(3) Service on the secretary of state of any such process,~~  
37 ~~notice, or demand is made by delivering to and leaving with the~~  
38 ~~secretary of state, or with any duly authorized clerk of the~~  
39 ~~secretary of state's office, the process, notice, or demand. In the~~

1 ~~event any such process, notice, or demand is served on the secretary~~  
2 ~~of state, the secretary of state must immediately cause a copy~~  
3 ~~thereof to be forwarded by certified mail, addressed to the foreign~~  
4 ~~limited liability company at the address of its principal office as~~  
5 ~~it appears on the records of the secretary of state. Any service so~~  
6 ~~had on the secretary of state is returnable in not less than thirty~~  
7 ~~days.~~

8 ~~(4) The secretary of state must keep a record of all processes,~~  
9 ~~notices, and demands served upon the secretary of state under this~~  
10 ~~section, and must record the time of such service and the secretary~~  
11 ~~of state's action with reference thereto.~~

12 ~~(5) This section does not limit or affect the right to serve any~~  
13 ~~process, notice, or demand required or permitted by law to be served~~  
14 ~~upon a foreign limited liability company in any other manner now or~~  
15 ~~hereafter permitted by law.)~~

16 **Sec. 7126.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
17 Bill No. 5030) s 72 are each amended to read as follows:

18 ~~((1)) Any foreign limited liability company which does business~~  
19 ~~in this state without having registered under ((RCW 25.15.---~~  
20 ~~(section 63, chapter ..... (Substitute Senate Bill No. 5030), Laws of~~  
21 ~~2015)) part I, Article 5 of this act has thereby ((appointed and~~  
22 ~~constituted the secretary of state its agent for the acceptance))~~  
23 ~~consented to service of legal process in accordance with section 1411~~  
24 ~~of this act in any civil action, suit, or proceeding against it in~~  
25 ~~any state or federal court in this state arising or growing out of~~  
26 ~~any business done by it within this state. The doing of business in~~  
27 ~~this state by such foreign limited liability company is a~~  
28 ~~signification of the agreement of such foreign limited liability~~  
29 ~~company that any such process when so served is of the same legal~~  
30 ~~force and validity as if served upon a registered agent personally~~  
31 ~~within this state.~~

32 ~~((2) In the event of service upon the secretary of state in~~  
33 ~~accordance with subsection (1) of this section, the secretary of~~  
34 ~~state must notify the foreign limited liability company thereof by~~  
35 ~~letter, certified mail, return receipt requested, directed to the~~  
36 ~~foreign limited liability company at the address furnished to the~~  
37 ~~secretary of state by the plaintiff in such action, suit, or~~  
38 ~~proceeding. Such letter must enclose a copy of the process and any~~  
39 ~~other papers served upon the secretary of state. It is the duty of~~

1 ~~the plaintiff in the event of such service to serve process and any~~  
2 ~~other papers in duplicate and to notify the secretary of state that~~  
3 ~~service is being made pursuant to this subsection.))~~

4 **Sec. 7127.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
5 Bill No. 5030) s 73 are each amended to read as follows:

6 The secretary of state may (~~commence a proceeding under RCW~~  
7 ~~25.15.--- (section 74, chapter ..... (Substitute Senate Bill No.~~  
8 ~~5030), Laws of 2015) to revoke~~) terminate the registration of a  
9 foreign limited liability company (~~authorized to transact business~~)  
10 registered in this state (~~if:~~

11 ~~(1) The foreign limited liability company does not pay any~~  
12 ~~license fees or penalties imposed by this chapter when they become~~  
13 ~~due;~~

14 ~~(2) The foreign limited liability company does not deliver its~~  
15 ~~completed annual report to the secretary of state when it is due;~~

16 ~~(3) The foreign limited liability company is without a registered~~  
17 ~~agent or registered office in this state for sixty days or more; or~~

18 ~~(4) The secretary of state receives a duly authenticated~~  
19 ~~certificate from the secretary of state or other official having~~  
20 ~~custody of limited liability company records in the jurisdiction~~  
21 ~~under which the foreign limited liability company was organized~~  
22 ~~stating that the foreign limited liability company has been dissolved~~  
23 ~~or its certificate or articles of formation canceled)) under the~~  
24 circumstances and procedures specified in section 1511 of this act.

25 **Sec. 7128.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
26 Bill No. 5030) s 82 are each amended to read as follows:

27 (1) After each constituent organization has approved a merger,  
28 articles of merger must be executed on behalf of each constituent  
29 organization by an authorized representative.

30 (2) The articles of merger must include:

31 (a) The name and form of each constituent organization and the  
32 jurisdiction of its governing statute;

33 (b) The name and form of the surviving organization and the  
34 jurisdiction of its governing statute;

35 (c) The date the merger is effective under the governing statute  
36 of the surviving organization;

37 (d) Any amendments provided for in the plan of merger for the  
38 organizational document that created the surviving organization;

1 (e) A statement as to each constituent organization that the  
2 merger was approved as required by the organization's governing  
3 statute;

4 (f) If the surviving organization is a foreign organization not  
5 (~~authorized~~) registered to transact business in this state, the  
6 street and mailing address of (~~an office that the secretary of state~~  
7 ~~may use~~) the surviving organization's principal office for the  
8 purposes of (~~RCW 25.15.---(3) (section 83, chapter ..... (Substitute~~  
9 ~~Senate Bill No. 5030), Laws of 2015~~)) service of process under  
10 section 1411 of this act; and

11 (g) Any additional information required by the governing statute  
12 of any constituent organization.

13 (3) The surviving organization must deliver the articles of  
14 merger for filing in the office of the secretary of state.

15 (4) The effective time of a merger is:

16 (a) If the surviving organization is a limited liability company,  
17 upon the later of:

18 (i) Filing of the articles of merger in the office of the  
19 secretary of state; or

20 (ii) Subject to subsection (5) of this section, as specified in  
21 the articles of merger; or

22 (b) If the surviving organization is not a limited liability  
23 company, as provided by the governing statute of the surviving  
24 organization.

25 (5) If the articles of merger do not specify a delayed effective  
26 date, the articles of merger become effective upon filing as provided  
27 in section 1203 of this act. (~~If~~) The articles of merger may  
28 specify a delayed effective time and date(~~, the articles of merger~~  
29 ~~become effective at the time and date specified. If the articles of~~  
30 ~~merger specify a delayed effective date but no time is specified, the~~  
31 ~~articles of merger are effective at the close of business on that~~  
32 ~~date. A delayed effective date for articles of merger may not be~~  
33 ~~later than the ninetieth day after the date they are filed~~)) in  
34 accordance with section 1203 of this act.

35 **Sec. 7129.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
36 Bill No. 5030) s 83 are each amended to read as follows:

37 (1) When a merger becomes effective:

38 (a) The surviving organization continues;



1 (b) Each constituent organization that merges into the surviving  
2 organization ceases to exist as a separate entity;

3 (c) The title to all real estate and other property owned by each  
4 constituent organization is vested in the surviving organization  
5 without reversion or impairment;

6 (d) The surviving organization has all liabilities of each  
7 constituent organization;

8 (e) A proceeding pending by or against any constituent  
9 organization may be continued as if the merger did not occur or the  
10 surviving organization may be substituted in the proceeding for the  
11 constituent organization whose existence ceased;

12 (f) Except as prohibited by other law, all of the rights,  
13 privileges, immunities, powers, and purposes of each constituent  
14 organization that ceases to exist vest in the surviving organization;

15 (g) Except as otherwise provided in the plan of merger, the terms  
16 and conditions of the plan of merger take effect;

17 (h) The organizational documents of the surviving organization  
18 are amended to the extent provided in the articles of merger; and

19 (i) The former holders of interests of every constituent limited  
20 liability company are entitled only to the rights provided in the  
21 plan of merger and to their rights under article XII of this chapter.

22 (2) A merger of a limited liability company, including a limited  
23 liability company which is not the surviving organization in the  
24 merger, does not require the limited liability company to wind up its  
25 affairs under RCW 25.15.--- (section 58, chapter ..... (Substitute  
26 Senate Bill No. 5030), Laws of 2015) or pay its liabilities and  
27 distribute its assets under RCW 25.15.--- (section 60, chapter .....  
28 (Substitute Senate Bill No. 5030), Laws of 2015).

29 (3) A surviving organization that is a foreign organization  
30 consents to the jurisdiction of the courts of this state to enforce  
31 any obligation owed by a constituent organization, if before the  
32 merger the constituent organization was subject to suit in this state  
33 on the obligation. A surviving organization that is a foreign  
34 organization and not ((authorized)) registered to transact business  
35 in this state ((appoints the secretary of state as its agent for  
36 service of)) may be served with process pursuant to section 1411 of  
37 this act for the purposes of enforcing an obligation under this  
38 subsection. ((Service on the secretary of state under this subsection  
39 is made in the same manner and with the same consequences as in RCW

1 ~~25.15.---(3) (section 7, chapter ..... (Substitute Senate Bill No.~~  
2 ~~5030), Laws of 2015).))~~

3 **Sec. 7130.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
4 Bill No. 5030) s 86 are each amended to read as follows:

5 (1) After a plan of conversion is approved, the converting  
6 organization must make one of the following filings to complete the  
7 conversion:

8 (a) A converting limited liability company must deliver to the  
9 secretary of state for filing articles of conversion, which must  
10 include:

11 (i) A statement that the limited liability company has been  
12 converted into another organization;

13 (ii) The name and form of the converted organization and the  
14 jurisdiction of its governing statute;

15 (iii) The date the conversion is effective under the governing  
16 statute of the converted organization;

17 (iv) A statement that the conversion was approved as required by  
18 this chapter;

19 (v) A statement that the conversion was approved as required by  
20 the governing statute of the converted organization; and

21 (vi) If the converted organization is a foreign organization not  
22 ((authorized)) registered to transact business in this state, the  
23 street and mailing address of ((an office that the secretary of state  
24 may use)) the converted organization's principal office for the  
25 purposes of ((RCW 25.15.---(3) (section 87, chapter ..... (Substitute  
26 Senate Bill No. 5030), Laws of 2015))) service of process under  
27 section 1411 of this act; or

28 (b) A converting organization that is not a limited liability  
29 company must deliver to the secretary of state for filing a  
30 certificate of formation, together with articles of conversion, which  
31 must include:

32 (i) A statement that the limited liability company was converted  
33 from another organization;

34 (ii) The name and form of the converting organization and the  
35 jurisdiction of its governing statute; and

36 (iii) A statement that the conversion was approved in a manner  
37 that complied with the converting organization's governing statute.

38 (2) The effective time of a conversion is either:

1 (a) If the converted organization is a limited liability company,  
2 when the certificate of formation takes effect; or

3 (b) If the converted organization is not a limited liability  
4 company, as provided by the governing statute of the converted  
5 organization.

6 (3) If the certificate of formation filed pursuant to this  
7 section does not specify a delayed effective date, it becomes  
8 effective upon filing as provided in section 1203 of this act. (~~(If)~~)  
9 The certificate of formation ((specifies)) may specify a delayed  
10 effective time and date(~~(, the certificate of formation becomes~~  
11 ~~effective at the time and date specified. If the certificate of~~  
12 ~~formation specifies a delayed effective date but no time is~~  
13 ~~specified, the certificate of formation is effective at the close of~~  
14 ~~business on that date. A delayed effective date for a certificate of~~  
15 ~~formation may not be later than the ninetieth day after the date it~~  
16 ~~is filed)) in accordance with section 1203 of this act.~~

17 **Sec. 7131.** RCW 25.15.--- and 2015 c ..... (Substitute Senate  
18 Bill No. 5030) s 87 are each amended to read as follows:

19 (1) An organization that has been converted pursuant to this  
20 article is for all purposes the same entity that existed before the  
21 conversion.

22 (2) When a conversion takes effect:

23 (a) The title to all real estate and other property owned by the  
24 converting organization remains vested in the converted organization  
25 without reversion or impairment;

26 (b) All debts, liabilities, and other obligations of the  
27 converting organization continue as obligations of the converted  
28 organization;

29 (c) An action or proceeding pending by or against the converting  
30 organization may be continued as if the conversion had not occurred;

31 (d) Except as prohibited by other law, all of the rights,  
32 privileges, immunities, powers, and purposes of the converting  
33 organization remain vested in the converted organization;

34 (e) Except as otherwise provided in the plan of conversion, the  
35 terms and conditions of the plan of conversion take effect; and

36 (f) Except as otherwise agreed, the conversion does not dissolve  
37 a converting limited liability company for the purposes of article  
38 VIII of this chapter.

1 (3) A converted organization that is a foreign organization  
2 consents to the jurisdiction of the courts of this state to enforce  
3 any obligation owed by the converting limited liability company, if  
4 before the conversion the converting limited liability company was  
5 subject to suit in this state on the obligation. A converted  
6 organization that is a foreign organization and not ~~((authorized))~~  
7 registered to transact business in this state ~~((appoints—the~~  
8 ~~secretary of state as its agent for service of))~~ may be served with  
9 process in accordance with section 1411 of this act for purposes of  
10 enforcing an obligation under this subsection. ~~((Service on the~~  
11 ~~secretary of state under this subsection is made in the same manner~~  
12 ~~and with the same consequences as in RCW 25.15.—(3) (section 7,~~  
13 ~~chapter . . . . . (Substitute Senate Bill No. 5030), Laws of 2015).))~~

14 **Sec. 7132.** RCW 25.15.--- and 2015 c . . . . . (Substitute Senate  
15 Bill No. 5030) s 102 are each amended to read as follows:

16 ~~((1) The secretary of state must adopt rules establishing fees~~  
17 ~~which are charged and collected for:~~

18 ~~(a) Filing of a certificate of formation, certificate of~~  
19 ~~amendment, or restated certificate of formation for a domestic~~  
20 ~~limited liability company;~~

21 ~~(b) Filing of an application for registration, or a certificate~~  
22 ~~correcting any statement in an application for registration, of a~~  
23 ~~foreign limited liability company;~~

24 ~~(c) Filing of articles of merger or articles of conversion for a~~  
25 ~~domestic limited liability company;~~

26 ~~(d) Filing of a certificate of dissolution for a domestic limited~~  
27 ~~liability company;~~

28 ~~(e) Filing of a certificate of revocation of dissolution for a~~  
29 ~~domestic limited liability company;~~

30 ~~(f) Filing of an application for reinstatement of a domestic~~  
31 ~~limited liability company;~~

32 ~~(g) Filing of a certificate of cancellation for a foreign limited~~  
33 ~~liability company;~~

34 ~~(h) Filing of an application to reserve, register, or transfer a~~  
35 ~~foreign or domestic limited liability company name;~~

36 ~~(i) Filing of any other certificate, statement, or report~~  
37 ~~authorized or permitted to be filed;~~

38 ~~(j) Copies, certified copies, certificates, service of process~~  
39 ~~filings, and expedited filings or other special services; and~~



1 (2) The secretary of state may adopt rules under chapter 34.05  
2 RCW establishing reasonable fees for the following services rendered  
3 under chapter 23.--- RCW (the new chapter created in section 1801 of  
4 this act), Title 23B RCW, chapter 18.100, 19.09, 19.34, 19.77, 23.86,  
5 23.90, 24.03, 24.06, 24.12, 24.20, 24.24, 24.28, 24.36, 25.04, 25.15,  
6 25.10, 25.05, or 26.60 RCW:

7 (a) Any service rendered in-person at the secretary of state's  
8 office;

9 (b) Any expedited service;

10 (c) The electronic or facsimile transmittal of information from  
11 corporation records or copies of documents;

12 (d) The providing of information by micrographic or other  
13 reduced-format compilation;

14 (e) The handling of checks, drafts, or credit or debit cards upon  
15 adoption of rules authorizing their use for which sufficient funds  
16 are not on deposit; and

17 (f) Special search charges.

18 (3) To facilitate the collection of fees, the secretary of state  
19 may establish accounts for deposits by persons who may frequently be  
20 assessed such fees to pay the fees as they are assessed. The  
21 secretary of state may make whatever arrangements with those persons  
22 as may be necessary to carry out this section.

23 (4) The secretary of state may adopt rules for the use of credit  
24 or debit cards for payment of fees.

25 (5) No member of the legislature, state officer, justice of the  
26 supreme court, judge of the court of appeals, or judge of the  
27 superior court may be charged for any search relative to matters  
28 pertaining to the duties of his or her office; nor may such official  
29 be charged for a certified copy of any law or resolution passed by  
30 the legislature relative to his or her official duties, if such law  
31 has not been published as a state law.

32 **Sec. 8102.** RCW 43.07.130 and 2010 1st sp.s. c 29 s 7 are each  
33 amended to read as follows:

34 There is created within the state treasury a revolving fund, to  
35 be known as the "secretary of state's revolving fund," which must be  
36 used by the office of the secretary of state to defray the costs of  
37 providing registration and information services authorized by law by  
38 the office of the secretary of state, and any other cost of carrying

1 out the functions of the secretary of state under Title 11, 18, 19,  
2 23, 23B, 24, 25, 26, (~~30~~) 30A, 30B, 42, 43, or 64 RCW.

3 The secretary of state is authorized to charge a fee for  
4 publications in an amount which will compensate for the costs of  
5 printing, reprinting, and distributing such printed matter. Fees  
6 recovered by the secretary of state under RCW 43.07.120(2),  
7 19.09.305, 19.09.315, 19.09.440, (~~23B.01.220(1)(e), (6) and (7),~~  
8 ~~23B.18.050, 24.03.410, 24.06.455, 25.10.600(6), 25.10.916(1)(e))~~  
9 section 1213(1) (a)(ii) and (iii) and (d) of this act, or 46.64.040,  
10 and such other moneys as are expressly designated for deposit in the  
11 secretary of state's revolving fund must be placed in the secretary  
12 of state's revolving fund.

13 During the 2005-2007 fiscal biennium, the legislature may  
14 transfer from the secretary of state's revolving fund to the state  
15 general fund such amounts as reflect the excess fund balance of the  
16 fund.

## 17 PART IX

### 18 MISCELLANEOUS REVISIONS

19 **Sec. 9101.** RCW 23.78.020 and 1991 c 72 s 9 are each amended to  
20 read as follows:

21 Any corporation organized under the laws of this state may elect  
22 to be governed as an employee cooperative under the provisions of  
23 this chapter, by so stating in its articles of incorporation, or  
24 articles of amendment filed in accordance with Title 23B RCW and part  
25 I, Article 2 of this act.

26 A corporation so electing shall be governed by all provisions of  
27 Title 23B RCW, except RCW 23B.07.050, 23B.13.020, and chapter 23B.11  
28 RCW, and except as otherwise provided in this chapter.

29 **Sec. 9102.** RCW 23.78.030 and 1991 c 72 s 10 are each amended to  
30 read as follows:

31 An employee cooperative may revoke its election under this  
32 chapter by a vote of two-thirds of the members and through articles  
33 of amendment (~~filed with~~) delivered to the secretary of state for  
34 filing in accordance with RCW 23B.01.200 (~~and~~), 23B.10.060, and  
35 part I, Article 2 of this act.

1       **Sec. 9103.** RCW 23.86.030 and 1989 c 307 s 5 are each amended to  
2 read as follows:

3       (1) The name of any association subject to this chapter (~~may~~  
4 ~~contain the word "corporation," "incorporated," or "limited" or an~~  
5 ~~abbreviation of any such word~~) must comply with part I, Article 3 of  
6 this act.

7       (2) No corporation or association organized or doing business in  
8 this state shall be entitled to use the term "cooperative" as a part  
9 of its corporate or other business name or title, unless it: (a) Is  
10 subject to the provisions of this chapter, chapter 23.78, or 31.12  
11 RCW; (b) is subject to the provisions of chapter 24.06 RCW and  
12 operating on a cooperative basis; (c) is, on July 23, 1989, an  
13 organization lawfully using the term "cooperative" as part of its  
14 corporate or other business name or title; or (d) is a nonprofit  
15 corporation or association the voting members of which are  
16 corporations or associations operating on a cooperative basis. Any  
17 corporation or association violating the provisions of this section  
18 may be enjoined from doing business under such name at the instance  
19 of any member or any association subject to this chapter.

20       (3) A member of the board of directors or an officer of any  
21 association subject to this chapter shall have the same immunity from  
22 liability as is granted in RCW 4.24.264.

23       **Sec. 9104.** RCW 23.86.055 and 1989 c 307 s 8 are each amended to  
24 read as follows:

25       (1) (~~Duplicate originals of~~) The articles of incorporation  
26 shall be signed by the incorporators (~~shall be~~) and delivered to  
27 the secretary of state for filing in accordance with part I, Article  
28 2 of this act. (~~If the secretary of state finds that the articles of~~  
29 ~~incorporation conform to law, the secretary of state shall, when all~~  
30 ~~required fees have been paid:~~

31       ~~(a) Endorse each original with the word "filed" and the effective~~  
32 ~~date of the filing.~~

33       ~~(b) File one original in his or her office.~~

34       ~~(c) Issue a certificate of incorporation with one original~~  
35 ~~attached.))~~

36       (2) (~~The certificate of incorporation, with an original of the~~  
37 ~~articles of incorporation affixed by the secretary of state, shall be~~  
38 ~~returned to the incorporators or their representatives and shall be~~  
39 ~~retained by the association.~~



1       ~~(3)~~) Upon the filing of the articles of incorporation, the  
2 corporate existence shall begin, and the certificate of incorporation  
3 shall, except as against the state in a proceeding to cancel or  
4 revoke the certificate of incorporation, be conclusive evidence that  
5 all conditions precedent required to be performed by the  
6 incorporators have been complied with and that the corporation has  
7 been incorporated under this chapter.

8       **Sec. 9105.** RCW 23.86.070 and 2010 1st sp.s. c 29 s 10 are each  
9 amended to read as follows:

10       ~~((For filing articles of incorporation of an association  
11 organized under this chapter or filing application for a certificate  
12 of authority by a foreign corporation, there must be paid to the  
13 secretary of state a fee as established by the secretary by rule.  
14 Fees for filing an amendment to articles of incorporation must be  
15 established by the secretary of state by rule. For filing other  
16 documents with the secretary of state and issuing certificates, fees  
17 are as prescribed in RCW 23B.01.220. Associations subject to this  
18 chapter are not subject to any corporation license fees excepting the  
19 fees hereinabove enumerated.)) Associations organized under or  
20 subject to this chapter are subject to the applicable fees, charges,  
21 and penalties established by the secretary of state under section  
22 1213 of this act and RCW 43.07.120.~~

23       **Sec. 9106.** RCW 23.86.095 and 1989 c 307 s 13 are each amended to  
24 read as follows:

25       Effective January 1, 1990, every association subject to this  
26 chapter shall have and maintain a ~~((registered office and a))~~  
27 registered agent in this state in accordance with the requirements  
28 set forth in ~~((RCW 24.06.050))~~ part I, Article 4 of this act.

29       **Sec. 9107.** RCW 23.86.210 and 1991 c 72 s 18 are each amended to  
30 read as follows:

31       (1) A cooperative association may be converted to a domestic  
32 ordinary business corporation pursuant to the following procedures:

33       (a) The board of directors of the association shall, by  
34 affirmative vote of not less than two-thirds of all such directors,  
35 adopt a plan for such conversion setting forth:

36       (i) The reasons why such conversion is desirable and in the  
37 interests of the members of the association;

1 (ii) The proposed contents of articles of conversion with respect  
2 to items (ii) through (ix) of subparagraph (c) below; and

3 (iii) Such other information and matters as the board of  
4 directors may deem to be pertinent to the proposed plan.

5 (b) After adoption by the board of directors, the plan for  
6 conversion shall be submitted for approval or rejection to the  
7 members of the association at any regular meetings or at any special  
8 meetings called for that purpose, after notice of the proposed  
9 conversion has been given to all members entitled to vote thereon, in  
10 the manner provided by the bylaws. The notice of the meeting shall be  
11 accompanied by a full copy of the proposed plan for conversion or by  
12 a summary of its provisions. At the meeting members may vote upon the  
13 proposed conversion in person, or by written proxy, or by mailed  
14 ballot. The affirmative vote of two-thirds of the members voting  
15 thereon shall be required for approval of the plan of conversion. If  
16 the total vote upon the proposed conversion shall be less than  
17 twenty-five percent of the total membership of the association, the  
18 conversion shall not be approved.

19 (c) Upon approval by the members of the association, the articles  
20 of conversion shall be executed in duplicate by the association by  
21 one of its officers and shall set forth:

22 (i) The dates and vote by which the plan for conversion was  
23 adopted by the board of directors and members respectively;

24 (ii) The corporate name of the converted organization. The name  
25 shall comply with requirements in part I, Article 3 of this act for  
26 names of business corporations formed under Title 23B RCW, and shall  
27 not contain the term "cooperative";

28 (iii) The purpose or purposes for which the converted corporation  
29 is to exist;

30 (iv) The duration of the converted corporation, which may be  
31 perpetual or for a stated term of years;

32 (v) The capitalization of the converted corporation and the class  
33 or classes of shares of stock into which divided, together with the  
34 par value, if any, of such shares, in accordance with statutory  
35 requirements applicable to ordinary business corporations, and the  
36 basis upon which outstanding shares of the association are converted  
37 into shares of the converted corporation;

38 (vi) Any provision limiting or denying to shareholders the  
39 preemptive right to acquire additional shares of the converted  
40 corporation;

1 (vii) The address of the converted corporation's ((initial  
2 ~~registered office and its~~)) initial registered agent ((at such  
3 address));

4 (viii) The names and addresses of the persons who are to serve as  
5 directors of the converted corporation until the first annual meeting  
6 of shareholders of the converted corporation or until their  
7 successors are elected and qualify;

8 (ix) Any additional provisions, not inconsistent with law,  
9 provided for by the plan for conversion for the regulation of the  
10 internal affairs of the converted corporation, including any  
11 provision restricting the transfer of shares or which under Title 23B  
12 RCW is required or permitted to be set forth in bylaws.

13 (d) The ((executed duplicate originals of the)) articles of  
14 conversion shall be delivered to the secretary of state for filing in  
15 accordance with part I, Article 2 of this act. ((If the secretary of  
16 state finds that the articles of conversion conform to law, the  
17 secretary of state shall, when all the fees have been paid as in this  
18 section prescribed;

19 (i) ~~Endorse on each of such originals the word "Filed", and the~~  
20 ~~effective date of such filing;~~

21 (ii) ~~File one of such originals; and~~

22 (iii) ~~Issue a certificate of conversion to which one of such~~  
23 ~~originals shall be affixed.)~~

24 (e) ((The certificate of conversion, together with the original  
25 of the articles of conversion affixed thereto by the secretary of  
26 state, shall be returned to the converted corporation or its  
27 representative. The original affixed to the certificate of conversion  
28 shall be retained by the converted corporation.

29 (f)) Upon ((filing)) delivering the articles of conversion to  
30 the secretary of state for filing, the converted corporation shall  
31 pay, and the secretary of state shall collect, the same filing and  
32 license fees as for filing articles of incorporation of a newly  
33 formed business corporation similarly capitalized.

34 (2) Upon filing by the secretary of state of the articles of  
35 conversion, the conversion of the cooperative association to an  
36 ordinary business corporation shall become effective as provided in  
37 section 1203 of this act; the articles of conversion shall thereafter  
38 constitute and be treated in like manner as articles of  
39 incorporation; and the converted corporation shall be subject to all  
40 laws applicable to corporations formed under Title 23B RCW, and shall

1 not thereafter be subject to laws applying only to cooperative  
2 associations. The converted corporation shall constitute and be  
3 deemed to constitute a continuation of the corporate substance of the  
4 cooperative association and the conversion shall in no way derogate  
5 from the rights of creditors of the former association.

6 **Sec. 9108.** RCW 23.86.220 and 1991 c 72 s 19 are each amended to  
7 read as follows:

8 (1) A cooperative association may merge with one or more domestic  
9 cooperative associations, or with one or more domestic ordinary  
10 business corporations, in accordance with the procedures and subject  
11 to the conditions set forth or referred to in this section.

12 (2) If the merger is into another domestic cooperative  
13 association, the board of directors of each of the associations shall  
14 approve by vote of not less than two-thirds of all the directors, a  
15 plan of merger setting forth:

16 (a) The names of the associations proposing to merge;

17 (b) The name of the association which is to be the surviving  
18 association in the merger;

19 (c) The terms and conditions of the proposed merger;

20 (d) The manner and basis of converting the shares of each merging  
21 association into shares or other securities or obligations of the  
22 surviving association;

23 (e) A statement of any changes in the articles of incorporation  
24 of the surviving association to be effected by such merger; and

25 (f) Such other provisions with respect to the proposed merger as  
26 are deemed necessary or desirable.

27 (3) Following approval by the boards of directors, the plan of  
28 merger shall be submitted to a vote of the members of each of the  
29 associations at any regular meeting or at any special meetings called  
30 for that purpose, after notice of the proposed merger has been given  
31 to all members entitled to vote thereon, in the manner provided in  
32 the bylaws. The notice of the meeting shall be in writing stating the  
33 purpose or purposes of the meeting and include or be accompanied by a  
34 copy or summary of the plan of merger. At the meeting members may  
35 vote upon the proposed merger in person, or by written proxy, or by  
36 mailed ballot. The affirmative vote of two-thirds of the members  
37 voting thereon, by each association, shall be required for approval  
38 of the plan of merger. If the total vote of either association upon  
39 the proposed merger shall be less than twenty-five percent of the

1 total membership of such association, the merger shall not be  
2 approved.

3 (4) Upon approval by the members of the associations proposing to  
4 merge, articles of merger shall be executed in duplicate by each  
5 association by an officer of each association, and shall set forth:

6 (a) The plan of merger;

7 (b) As to each association, the number of members and, if there  
8 is capital stock, the number of shares outstanding; and

9 (c) As to each association, the number of members who voted for  
10 and against such plan, respectively.

11 (5) (~~Duplicate originals of~~) The articles of merger shall be  
12 delivered to the secretary of state for filing in accordance with  
13 part I, Article 2 of this act. (~~If the secretary of state finds that~~  
14 ~~such articles conform to law, the secretary of state shall, when all~~  
15 ~~fees have been paid as in this section prescribed:~~

16 ~~(a) Endorse on each of such originals the word "Filed", and the~~  
17 ~~effective date of such filing;~~

18 ~~(b) File one of such originals; and~~

19 ~~(c) Issue a certificate of merger to which one of such originals~~  
20 ~~shall be affixed.)~~

21 (6) (~~The certificate of merger, together with the duplicate~~  
22 ~~original of the articles of merger affixed thereto by the secretary~~  
23 ~~of state shall be returned to the surviving association or its~~  
24 ~~representative.~~

25 ~~(7))~~ For filing articles of merger hereunder the secretary of  
26 state shall charge and collect the same fees as apply to filing of  
27 articles of merger of ordinary business corporations.

28 ~~((8))~~ (7) If the plan of merger is for merger of the  
29 cooperative association into a domestic ordinary business  
30 corporation, the association shall follow the same procedures as  
31 hereinabove provided for merger of domestic cooperative associations  
32 and the ordinary business corporation shall follow the applicable  
33 procedures set forth in RCW 23B.07.050 and chapter 23B.11 RCW.

34 ~~((9))~~ (8) At any time prior to filing of the articles of  
35 merger, the merger may be abandoned pursuant to provisions therefor,  
36 if any, set forth in the plan of merger.

37 **Sec. 9109.** RCW 23.86.310 and 1989 c 307 s 15 are each amended to  
38 read as follows:

1       (~~Effective January 1, 1990,~~) Every association subject to this  
2 chapter shall (~~comply with the requirements set forth in RCW~~  
3 24.06.440) deliver an annual report to the secretary of state in  
4 accordance with section 1212 of this act.

5       **Sec. 9110.** RCW 23.86.330 and 1991 c 72 s 21 are each amended to  
6 read as follows:

7       The provisions of (~~RCW 23B.14.200 and 23B.14.210~~) part I,  
8 Article 6 of this act relating to administrative dissolution by the  
9 secretary of state shall apply to every association subject to this  
10 chapter formed on or after July 23, 1989.

11       **Sec. 9111.** RCW 23.86.370 and 1989 c 307 s 33 are each amended to  
12 read as follows:

13       The provisions of (~~RCW 24.06.340 through 24.06.435~~) part I,  
14 Article 5 of this act and RCW 24.06.367 and 24.06.369 shall apply to  
15 every foreign corporation which desires to conduct affairs in this  
16 state under the authority of this chapter.

17       **Sec. 9112.** RCW 23.90.040 and 1981 c 302 s 3 are each amended to  
18 read as follows:

19       (1) Any Massachusetts trust desiring to do business in this state  
20 shall file with the secretary of state, in accordance with part I,  
21 Article 2 of this act, a verified copy of the trust instrument  
22 creating such a trust and any amendment thereto, the assumed business  
23 name, if any, and the names and addresses of its trustees.

24       (2) Any person dealing with such Massachusetts trust shall be  
25 bound by the terms and conditions of the trust instrument and any  
26 amendments thereto so filed.

27       (3) Any Massachusetts trust created under this chapter or  
28 entering this state pursuant thereto shall pay such taxes and fees as  
29 are imposed by the laws, ordinances, and resolutions of the state of  
30 Washington and any counties and municipalities thereof on domestic  
31 and foreign corporations, respectively, on an identical basis  
32 therewith. In computing such taxes and fees, the shares of beneficial  
33 interest of such a trust shall have the character for tax purposes of  
34 shares of stock in private corporations.

35       (4) Any Massachusetts trust shall be subject to such applicable  
36 provisions of law, now or hereafter enacted, with respect to domestic  
37 and foreign corporations, respectively, as relate to the issuance of

1 securities, filing of required statements or reports, service of  
2 process, general grants of power to act, right to sue and be sued,  
3 limitation of individual liability of shareholders, rights to  
4 acquire, mortgage, sell, lease, operate and otherwise to deal in real  
5 and personal property, and other applicable rights and duties  
6 existing under the common law and statutes of this state in a manner  
7 similar to those applicable to domestic and foreign corporations.

8 (5) The secretary of state, director of licensing, and the  
9 department of revenue of the state of Washington are each authorized  
10 and directed to prescribe binding rules and regulations applicable to  
11 said Massachusetts trusts consistent with this chapter.

12 **Sec. 9113.** RCW 24.12.045 and 2009 c 437 s 13 are each amended to  
13 read as follows:

14 (1) Each corporation sole registered in this state shall ~~((file,~~  
15 ~~with a ten dollar filing fee and within the time prescribed by this~~  
16 ~~chapter,)) deliver an annual report ~~((in the form prescribed by))~~ to  
17 the secretary of state in accordance with section 1212 of this act.  
18 The report shall ~~((set forth:~~~~

19 ~~(a) The name of the corporation sole and the state or country~~  
20 ~~under the laws of which it is incorporated;~~

21 ~~(b) The address of the principal place of business of the~~  
22 ~~corporation sole in this state including street and number;~~

23 ~~(c) The name and respective address of the bishop, overseer, or~~  
24 ~~presiding elder of the corporation sole; and~~

25 ~~(d) The corporation sole's unified business identifier number.~~

26 (2)(a) ~~The information shall be given as of the date of the~~  
27 ~~execution of the report. It shall))~~ be executed by the corporation  
28 sole by an officer of the corporation sole or, if the corporation  
29 sole is in the hands of a receiver or trustee, it shall be executed  
30 on behalf of the corporation sole by such receiver or trustee.

31 ~~((b))~~ (2) The secretary of state may provide that correcting or  
32 updating information appearing on previous annual or biennial filings  
33 is sufficient to constitute the current filing.

34 (3) The secretary may administratively dissolve a corporation  
35 sole that does not comply with this section in accordance with  
36 section 1603 of this act. However, the secretary shall reinstate a  
37 corporation sole administratively dissolved under this subsection if  
38 the corporation sole complies with the requirements of RCW 24.12.055  
39 within five years of the administrative dissolution.

1       **Sec. 9114.** RCW 24.12.051 and 2011 c 183 s 7 are each amended to  
2 read as follows:

3       (~~((1) Not less than thirty days prior to a corporation sole's~~  
4 ~~renewal date,))~~ The secretary of state shall send to each corporation  
5 sole(~~(, by postal or electronic mail, as elected by the corporation~~  
6 ~~sole, addressed to its registered office, or to an electronic address~~  
7 ~~designated by the corporation sole, in a record retained by the~~  
8 ~~secretary of state,))~~ a notice in accordance with section 1212 of  
9 this act that its annual report must be filed as required by this  
10 chapter(~~(, and stating that if it fails to file its annual report it~~  
11 ~~shall be dissolved or its certificate of authority revoked, as the~~  
12 ~~case may be. Failure of the secretary of state to send the notice~~  
13 ~~does not relieve a corporation sole from its obligation to file the~~  
14 ~~annual reports required by this chapter. The option to receive the~~  
15 ~~notice provided under this section by electronic mail may be selected~~  
16 ~~only when the secretary of state makes the option available.~~

17       ~~(2)(a) The report of a corporation sole shall be delivered to the~~  
18 ~~secretary of state on an annual renewal date as the secretary of~~  
19 ~~state may establish. The secretary of state may adopt rules to~~  
20 ~~establish biennial reporting dates and to stagger reporting dates.~~

21       ~~(b) If the secretary of state finds that the report substantially~~  
22 ~~conforms to the requirements of this chapter, the secretary of state~~  
23 ~~shall file that report)).~~

24       **Sec. 9115.** RCW 24.20.010 and 1981 c 302 s 11 are each amended to  
25 read as follows:

26       Any grand lodge, encampment, chapter or any subordinate lodge or  
27 body of Free and Accepted Masons, Independent Order of Odd Fellows,  
28 Knights of Pythias, or other fraternal society, desiring to  
29 incorporate, shall (~~(make))~~ deliver articles of incorporation (~~(in~~  
30 ~~duplicate, and file one of such articles in the office of))~~ to the  
31 secretary of state for filing in accordance with part I, Article 2 of  
32 this act; such articles shall be signed by the presiding officer and  
33 the secretary of such lodge, chapter or encampment, and attested by  
34 the seal thereof, and shall specify:

35       (1) The name of such lodge or other society, and the place of  
36 holding its meetings;

37       (2) The name of the grand body from which it derives its rights  
38 and powers as such lodge or society; or if it be a grand lodge, the  
39 manner in which its powers as such grand lodge are derived;



1 (3) The names of the presiding officer and the secretary having  
2 the custody of the seal of such lodge or society;

3 (4) What officers shall join in the execution of any contract by  
4 such lodge or society to give it force and effect in accordance with  
5 the usages of such lodges or society.

6 **Sec. 9116.** RCW 24.20.020 and 1993 c 269 s 10 are each amended to  
7 read as follows:

8 The secretary of state shall file such articles of incorporation  
9 in the secretary of state's office and issue a certificate of  
10 incorporation to any such lodge or other society upon the payment of  
11 the ((~~sum of twenty dollars~~)) filing fee established by the secretary  
12 of state under section 1213 of this act.

13 **Sec. 9117.** RCW 24.24.010 and 1982 c 35 s 166 are each amended to  
14 read as follows:

15 Any ten or more residents of this state who are members of any  
16 chartered body or of different chartered bodies of any fraternal  
17 order or society who shall desire to incorporate for the purpose of  
18 owning real or personal property or both real and personal property  
19 for the purpose and for the benefit of such bodies, may make and  
20 execute articles of incorporation, which shall be executed in  
21 duplicate, and shall be subscribed by each of the persons so  
22 associating themselves together: PROVIDED, That no lodge shall be  
23 incorporated contrary to the provisions of the laws and regulations  
24 of the order or society of which it is a constituent part. Such  
25 articles, at the election of the incorporators, may either provide  
26 for the issuing of capital stock or for incorporation as a society of  
27 corporation without shares of stock. One of such articles shall be  
28 filed in the office of the secretary of state in accordance with part  
29 I, Article 2 of this act, accompanied by a filing fee ((~~of twenty~~  
30 ~~dollars~~)) established by the secretary of state under section 1213 of  
31 this act, and the other of such articles shall be preserved in the  
32 records of the corporation.

33 **Sec. 9118.** RCW 24.24.100 and 1993 c 269 s 11 are each amended to  
34 read as follows:

35 The secretary of state shall file such articles of incorporation  
36 or amendment thereto in the secretary of state's office and issue a  
37 certificate of incorporation or amendment, as the case may be, to

1 such fraternal association upon the payment of a fee (~~in the sum of~~  
2 ~~twenty dollars~~) established by the secretary of state under section  
3 1213 of this act.

4 **Sec. 9119.** RCW 24.28.010 and 1981 c 302 s 13 are each amended to  
5 read as follows:

6 Any grange of the patrons of husbandry, desiring hereafter to  
7 incorporate, may incorporate and become bodies politic in this state,  
8 by filing in the office of the secretary of state of Washington in  
9 accordance with part I, Article 2 of this act, a certificate or  
10 article subscribed and acknowledged by not less than five members of  
11 such grange and by the master of the Washington state grange  
12 embodying:

13 (1) The name of such grange and the place of holding its  
14 meetings.

15 (2) What elective officers the said grange will have, when such  
16 officers shall be elected; how, and by whom, the business of the  
17 grange shall be conducted or managed, and what officers shall join in  
18 the execution of any contract by such grange to give force and effect  
19 in accordance with the usages of the order of the patrons of  
20 husbandry; such articles shall be subscribed by the master of such  
21 grange attested by the secretary, with the seal of the grange.

22 (3) A copy of the bylaws of such grange shall also be filed in  
23 the said office of the secretary of state.

24 (4) The names of all such officers at the time of filing the  
25 application, and the time for which they may be respectively elected.  
26 When such articles shall be filed, such grange shall be a body  
27 politic and corporate, with all the incidents of a corporation,  
28 subject nevertheless to the laws and parts of laws now in force or  
29 hereafter to be passed regulating corporations.

30 **Sec. 9120.** RCW 18.100.120 and 1993 c 290 s 1 are each amended to  
31 read as follows:

32 Corporations organized pursuant to this chapter shall render  
33 professional service and exercise its authorized powers under a name  
34 permitted by law and the professional ethics of the profession in  
35 which the corporation is so engaged. The corporate name of a  
36 professional service corporation must (~~contain either the words~~  
37 ~~"professional service" or "professional corporation" or the~~  
38 ~~abbreviation "P.S." or "P.C."~~ The corporate name may also contain

1 ~~either the words "corporation," "incorporated," "company," or~~  
2 ~~"limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.")~~  
3 comply with the requirements of part I, Article 3 of this act. With  
4 the filing of its first annual report and any filings thereafter, a  
5 professional service corporation shall list its then shareholders(~~(-~~  
6 ~~PROVIDED, That notwithstanding the foregoing provisions of this~~  
7 ~~section, the corporate name of a corporation organized to render~~  
8 ~~dental services shall contain the full names or surnames of all~~  
9 ~~shareholders and no other word than "chartered" or the words~~  
10 ~~"professional services" or the abbreviation "P.S." or "P.C.")~~).

11 NEW SECTION. Sec. 9121. The following acts or parts of acts are  
12 each repealed:

13 (1) RCW 23.86.155 (Failure to appoint registered agent—Removal—  
14 Reinstatement) and 1989 c 307 s 35;

15 (2) RCW 23.86.300 (Application of RCW 24.06.055 and 24.06.060)  
16 and 1989 c 307 s 14;

17 (3) RCW 23.86.320 (Application of RCW 24.06.445) and 1989 c 307 s  
18 16;

19 (4) RCW 23.86.335 (Application of RCW 23B.14.203—Name not  
20 distinguishable from name of governmental entity) and 1997 c 12 s 8;

21 (5) RCW 23.86.340 (Application of RCW 23B.14.220—Reinstatement)  
22 and 1991 c 72 s 22 & 1989 c 307 s 18;

23 (6) RCW 24.12.060 (Administrative dissolution or revocation of a  
24 certificate of authority—Corporation name not distinguishable from  
25 name of governmental entity—Application by governmental entity) and  
26 1997 c 12 s 4;

27 (7) RCW 24.20.040 (Reincorporation) and 1903 c 80 s 4;

28 (8) RCW 24.20.050 (Administrative dissolution or revocation of a  
29 certificate of authority—Corporation name not distinguishable from  
30 name of governmental entity—Application by governmental entity) and  
31 1997 c 12 s 5;

32 (9) RCW 24.24.130 (Administrative dissolution or revocation of a  
33 certificate of authority—Corporation name not distinguishable from  
34 name of governmental entity—Application by governmental entity) and  
35 1997 c 12 s 6; and

36 (10) RCW 24.28.045 (Administrative dissolution or revocation of a  
37 certificate of authority—Corporation name not distinguishable from

1 name of governmental entity—Application by governmental entity) and  
2 1997 c 12 s 7.

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