
BILL REQUEST - CODE REVISER'S OFFICE

BILL REQ. #: Z-0721.1/14 ROUGH DRAFT

ATTY/TYPIST: AA:lel

BRIEF DESCRIPTION: Creating uniformity in common provisions governing business organizations and other entities.

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, 23B.01.290,
4 23B.01.410, 23B.01.520, 23B.01.540, 23B.01.570, 23B.02.020, 23B.02.050,
5 23B.04.010, 23B.04.020, 23B.04.030, 23B.05.010, 23B.05.020, 23B.05.030,
6 23B.05.040, 23B.11.070, 23B.11.110, 23B.14.040, 23B.14.200, 23B.14.210,
7 23B.14.220, 23B.14.390, 23B.15.010, 23B.15.020, 23B.15.030, 23B.15.040,
8 23B.15.050, 23B.15.060, 23B.15.070, 23B.15.080, 23B.15.090, 23B.15.100,
9 23B.15.200, 23B.15.300, 23B.15.310, 23B.16.010, 23B.16.220, 23B.18.020,
10 23B.18.030, 23B.18.040, 23B.19.020, 23B.01.400, 23B.07.200, 23B.08.090,
11 23B.13.300, 23B.14.030, 23B.14.065, 23B.16.040, 24.03.005, 24.03.017,
12 24.03.045, 24.03.046, 24.03.047, 24.03.048, 24.03.050, 24.03.055,
13 24.03.060, 24.03.1031, 24.03.135, 24.03.145, 24.03.175, 24.03.180,
14 24.03.183, 24.03.200, 24.03.205, 24.03.207, 24.03.245, 24.03.271,
15 24.03.300, 24.03.302, 24.03.305, 24.03.310, 24.03.315, 24.03.325,
16 24.03.335, 24.03.340, 24.03.345, 24.03.350, 24.03.365, 24.03.370,
17 24.03.380, 24.03.390, 24.03.395, 24.03.405, 24.03.425, 24.03.445,
18 24.06.005, 24.06.045, 24.06.046, 24.06.047, 24.06.048, 24.06.050,
19 24.06.055, 24.06.060, 24.06.160, 24.06.200, 24.06.205, 24.06.207,
20 24.06.225, 24.06.233, 24.06.280, 24.06.290, 24.06.300, 24.06.340,
21 24.06.345, 24.06.350, 24.06.360, 24.06.370, 24.06.375, 24.06.380,

1 24.06.385, 24.06.390, 24.06.395, 24.06.410, 24.06.415, 24.06.425,
2 24.06.435, 24.06.440, 24.06.450, 24.06.470, 24.06.490, 25.05.005,
3 25.05.025, 25.05.110, 25.05.115, 25.05.355, 25.05.370, 25.05.390,
4 25.05.500, 25.05.505, 25.05.530, 25.05.533, 25.05.536, 25.05.550,
5 25.05.555, 25.05.560, 25.05.565, 25.05.580, 25.05.583, 25.05.586,
6 25.05.589, 25.05.902, 25.10.011, 25.10.061, 25.10.071, 25.10.121,
7 25.10.131, 25.10.141, 25.10.151, 25.10.201, 25.10.211, 25.10.231,
8 25.10.241, 25.10.251, 25.10.261, 25.10.271, 25.10.281, 25.10.291,
9 25.10.571, 25.10.611, 25.10.616, 25.10.641, 25.10.646, 25.10.651,
10 25.10.661, 25.10.666, 25.10.671, 25.10.766, 25.10.771, 25.10.786,
11 25.10.791, 25.10.916, 25.15.010, 25.15.015, 25.15.020, 25.15.025,
12 25.15.045, 25.15.070, 25.15.075, 25.15.085, 25.15.090, 25.15.095,
13 25.15.100, 25.15.105, 25.15.270, 25.15.280, 25.15.285, 25.15.290,
14 25.15.293, 25.15.310, 25.15.315, 25.15.325, 25.15.330, 25.15.335,
15 25.15.340, 25.15.345, 25.15.350, 25.15.355, 25.15.360, 25.15.365,
16 25.15.366, 25.15.395, 25.15.415, 25.15.475, 25.15.805, 43.07.120,
17 43.07.130, 23.78.020, 23.78.030, 23.86.030, 23.86.055, 23.86.070,
18 23.86.095, 23.86.210, 23.86.220, 23.86.310, 23.86.330, 23.86.370,
19 24.12.045, 24.12.051, 24.20.010, 24.20.020, 24.24.010, 24.24.100, and
20 24.28.010; adding a new chapter to Title 23 RCW; repealing RCW
21 23B.01.210, 23B.01.260, 23B.01.270, 23B.01.500, 23B.01.510, 23B.01.530,
22 23B.01.550, 23B.01.560, 23B.01.580, 23B.14.203, 23B.15.015, 23B.18.050,
23 24.03.007, 24.03.008, 24.03.3025, 24.03.303, 24.03.307, 24.03.320,
24 24.03.330, 24.03.375, 24.03.385, 24.03.386, 24.03.388, 24.03.400,
25 24.03.410, 24.03.415, 24.03.450, 24.06.170, 24.06.293, 24.06.355,
26 24.06.365, 24.06.420, 24.06.430, 24.06.433, 24.06.445, 24.06.455,
27 24.06.460, 24.06.495, 24.06.915, 25.04.716, 25.05.570, 25.10.040,
28 25.10.171, 25.10.656, 25.10.676, 25.15.007, 25.15.320, 23.86.155,
29 23.86.300, 23.86.320, 23.86.335, 23.86.340, 24.12.060, 24.20.040,
30 24.20.050, 24.24.130, and 24.28.045; and providing an effective date.

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

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

1 (A) A legal existence separate from any interest holder of that
2 person; or
3 (B) The power to acquire an interest in real property in its own
4 name.
5 (b) "Entity" does not mean:
6 (i) An individual;
7 (ii) A trust with a predominately donative purpose or a charitable
8 trust;
9 (iii) An association or relationship that is not a partnership
10 solely by reason of RCW 25.05.055(3) or a similar provision of the law
11 of another jurisdiction;
12 (iv) A decedent's estate;
13 (v) A government or a governmental subdivision, agency, or
14 instrumentality; or
15 (vi) A person excluded under section 1106 of this act.
16 (9) "Entity filing" means a record delivered to the secretary of
17 state for filing pursuant to this chapter.
18 (10) "Entity filing effective date," when referring to a record
19 filed by the secretary of state, means the time and date determined in
20 accordance with section 1203 of this act.
21 (11) "Filed record" means a record filed by the secretary of state
22 pursuant to this chapter.
23 (12) "Filing entity" means an entity whose formation requires the
24 filing of a public organic record. "Filing entity" does not include a
25 limited liability partnership.
26 (13) "Foreign," with respect to an entity, means governed as to its
27 internal affairs by the law of a jurisdiction other than this state.
28 (14) "General cooperative association" means a domestic general
29 cooperative association formed under or subject to chapter 23.86 RCW.
30 (15) "General partnership" means a domestic general partnership
31 formed under or subject to chapter 25.05 RCW or a foreign general
32 partnership. "General partnership" includes a limited liability
33 partnership.
34 (16) "Governance interest" means a right under the organic law or
35 organic rules of an unincorporated entity, other than as a governor,
36 agent, assignee, or proxy, to:
37 (a) Receive or demand access to information concerning, or the
38 books and records of, the entity;

1 (b) Vote for the election of the governors of the entity; or
2 (c) Receive notice of or vote on an issue involving the internal
3 affairs of the entity.

4 (17) "Governor" means:

5 (a) A director of a business corporation;

6 (b) A director or trustee of a nonprofit corporation;

7 (c) A general partner of a general partnership;

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

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

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

11 (g) A director of a general cooperative association;

12 (h) A director of a limited cooperative association;

13 (i) A manager of an unincorporated nonprofit association;

14 (j) A trustee of a statutory trust, business trust, or common-law
15 business trust; or

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

20 (18) "Interest" means:

21 (a) A share in a business corporation;

22 (b) A membership in a nonprofit corporation;

23 (c) A partnership interest in a general partnership;

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

25 (e) A membership interest in a limited liability company;

26 (f) A share in a general cooperative association;

27 (g) A member's interest in a limited cooperative association;

28 (h) A membership in an unincorporated nonprofit association;

29 (i) A beneficial interest in a statutory trust, business trust, or
30 common-law business trust; or

31 (j) A governance interest or distributional interest in any other
32 type of unincorporated entity.

33 (19) "Interest holder" means:

34 (a) A shareholder of a business corporation;

35 (b) A member of a nonprofit corporation;

36 (c) A general partner of a general partnership;

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

38 (e) A limited partner of a limited partnership;

- 1 (f) A member of a limited liability company;
2 (g) A shareholder of a general cooperative association;
3 (h) A member of a limited cooperative association;
4 (i) A member of an unincorporated nonprofit association;
5 (j) A beneficiary or beneficial owner of a statutory trust,
6 business trust, or common-law business trust; or
7 (k) Any other direct holder of an interest.

8 (20) "Jurisdiction" when used to refer to a political entity, means
9 the United States, a state, a foreign country, or a political
10 subdivision of a foreign country.

11 (21) "Jurisdiction of formation" means the jurisdiction whose law
12 includes the organic law of an entity.

13 (22) "Limited liability company" means a domestic limited liability
14 company formed under or subject to chapter 25.15 RCW or a foreign
15 limited liability company.

16 (23) "Limited liability limited partnership" means a domestic
17 limited liability limited partnership formed under or subject to
18 chapter 25.10 RCW or a foreign limited liability limited partnership.

19 (24) "Limited liability partnership" means a domestic limited
20 liability partnership registered under or subject to chapter 25.05 RCW
21 or a foreign limited liability partnership.

22 (25) "Limited partnership" means a domestic limited partnership
23 formed under or subject to chapter 25.10 RCW or a foreign limited
24 partnership. "Limited partnership" includes a limited liability
25 limited partnership.

26 (26) "Noncommercial registered agent" means a person that is not a
27 commercial registered agent and is:

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

30 (b) An individual who holds the office or other position in an
31 entity which is designated as the registered agent pursuant to section
32 1404(1)(b)(ii) of this act; or

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

36 (27) "Nonfiling entity" means an entity that is formed other than
37 by filing a public organic record.

1 (28) "Nonprofit corporation" means a domestic nonprofit corporation
2 incorporated under or subject to chapter 24.03 or 24.06 RCW or a
3 foreign nonprofit corporation.

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

7 (30) "Organic law" means the law of an entity's jurisdiction of
8 formation governing the internal affairs of the entity.

9 (31) "Organic rules" means the public organic record and private
10 organic rules of an entity.

11 (32) "Person" means an individual, business corporation, nonprofit
12 corporation, partnership, limited partnership, limited liability
13 company, general cooperative association, limited cooperative
14 association, unincorporated nonprofit association, statutory trust,
15 business trust, common-law business trust, estate, trust, association,
16 joint venture, public corporation, government or governmental
17 subdivision, agency, or instrumentality, or any other legal or
18 commercial entity.

19 (33) "Principal office" means the principal executive office of an
20 entity, whether or not the office is located in this state.

21 (34) "Private organic rules" means the rules, whether or not in a
22 record, that govern the internal affairs of an entity, are binding on
23 all its interest holders, and are not part of its public organic
24 record, if any. "Private organic rules" includes:

- 25 (a) The bylaws of a business corporation;
- 26 (b) The bylaws of a nonprofit corporation;
- 27 (c) The partnership agreement of a general partnership;
- 28 (d) The partnership agreement of a limited partnership;
- 29 (e) The operating agreement of a limited liability company;
- 30 (f) The bylaws of a general cooperative association;
- 31 (g) The bylaws of a limited cooperative association;
- 32 (h) The governing principles of an unincorporated nonprofit
33 association; and
- 34 (i) The trust instrument of a statutory trust or similar rules of
35 a business trust or common-law business trust.

36 (35) "Proceeding" includes a civil action, arbitration, mediation,
37 administrative proceeding, criminal prosecution, and investigatory
38 action.

1 (36) "Property" means all property, whether real, personal, or
2 mixed or tangible or intangible, or any right or interest therein.

3 (37) "Public organic record" means the record the filing of which
4 by the secretary of state is required to form an entity and any
5 amendment to or restatement of that record. The term includes:

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

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

8 (c) The certificate of limited partnership of a limited
9 partnership;

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

11 (e) The articles of incorporation of a general cooperative
12 association;

13 (f) The articles of organization of a limited cooperative
14 association; and

15 (g) The certificate of trust of a statutory trust or similar record
16 of a business trust.

17 (38) "Receipt," as used in this chapter, means actual receipt.
18 "Receive" has a corresponding meaning.

19 (39) "Record," used as a noun, means information that is inscribed
20 on a tangible medium or that is stored in an electronic or other medium
21 and is retrievable in perceivable form.

22 (40) "Registered agent" means an agent of an entity which is
23 authorized to receive service of any process, notice, or demand
24 required or permitted by law to be served on the entity. The term
25 includes a commercial registered agent and a noncommercial registered
26 agent.

27 (41) "Registered foreign entity" means a foreign entity that is
28 registered to do business in this state pursuant to a certificate of
29 registration filed by the secretary of state.

30 (42) "Sign" means, with present intent to authenticate or adopt a
31 record:

32 (a) To execute or adopt a tangible symbol; or

33 (b) To attach to or logically associate with the record an
34 electronic symbol, sound, or process.

35 (43) "State" means a state of the United States, the District of
36 Columbia, Puerto Rico, the United States Virgin Islands, or any
37 territory or insular possession subject to the jurisdiction of the
38 United States.

- 1 (44) "Transfer" includes:
- 2 (a) An assignment;
- 3 (b) A conveyance;
- 4 (c) A sale;
- 5 (d) A lease;
- 6 (e) An encumbrance, including a mortgage or security interest;
- 7 (f) A gift; and
- 8 (g) A transfer by operation of law.
- 9 (45) "Type of entity" means a generic form of entity:
- 10 (a) Recognized at common law; or
- 11 (b) Formed under an organic law, whether or not some entities
- 12 formed under that law are subject to provisions of that law that create
- 13 different categories of the form of entity.
- 14 (46) "Written" means inscribed on a tangible medium. "Writing" has
- 15 a corresponding meaning.

16 NEW SECTION. **Sec. 1103.** APPLICATION. This chapter applies to an
17 entity formed under or subject to Title 23, 23B, 24, or 25 RCW.

18 NEW SECTION. **Sec. 1104.** DELIVERY OF RECORD. (1) Except as
19 otherwise provided in this chapter, permissible means of delivery of a
20 record include delivery by hand, mail, conventional commercial
21 practice, and electronic transmission.

22 (2) Records may be delivered to the secretary of state by
23 electronic transmission if authorized by the secretary of state and in
24 the manner designated by the secretary of state. The secretary of
25 state may deliver a record to an entity by electronic transmission if
26 the entity has designated an address, location, or system to which the
27 record may be electronically transmitted.

28 (3) Delivery to the secretary of state is effective only when a
29 record is received by the secretary of state.

30 NEW SECTION. **Sec. 1105.** RULES AND PROCEDURES. (1) The secretary
31 of state has the power reasonably necessary to perform the duties
32 required by this chapter, including adoption, amendment, or repeal of
33 rules under chapter 34.05 RCW for the efficient administration of this
34 chapter.

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

9 NEW SECTION. **Sec. 1106.** EXCLUSIONS. This chapter does not apply
10 to:

- 11 (1)
- 12 (2)
- 13 (3)

14 **ARTICLE 2**
15 **FILING**

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

20 (a) The entity filing must be required or permitted by Title 23,
21 23B, 24, or 25 RCW.

22 (b) The entity filing must be physically delivered in written form
23 unless and to the extent the secretary of state permits electronic
24 delivery of entity filings.

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

29 (d) The entity filing must be signed by or on behalf of a person
30 authorized or required under this chapter or the entity's organic law
31 to sign the filing.

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

1 (2) If law other than this chapter prohibits the disclosure by the
2 secretary of state of information contained in an entity filing, the
3 secretary of state shall accept the filing if the filing otherwise
4 complies with this chapter but may redact the information.

5 (3) When an entity filing is delivered to the secretary of state
6 for filing, any fee required under this chapter and any fee, tax,
7 interest, or penalty required to be paid under this chapter or law
8 other than this chapter must be paid in a manner permitted by the
9 secretary of state or by that law.

10 (4) The secretary of state may require that an entity filing
11 delivered in written form be accompanied by an identical or conformed
12 copy.

13 (5) A record filed under this chapter may be signed by an agent.

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

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

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

24 (1) 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 (2) On the date of filing and at the time specified in the entity
27 filing as its effective time, if later than the time under subsection
28 (1) of this section;

29 (3) If permitted by the entity's organic law, at a specified
30 delayed effective date and time, which may not be more than ninety days
31 after the date of filing; or

32 (4) If a delayed effective date as permitted by the entity's
33 organic law is specified, but no time is specified, at 12:01 a.m. on
34 the date specified, which may not be more than ninety days after the
35 date of filing.

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

6 (2) A statement of withdrawal must:

7 (a) Be signed by each person that signed the record being
8 withdrawn, except as otherwise agreed by those persons;

9 (b) Identify the record to be withdrawn; and

10 (c) If signed by fewer than all the persons that signed the record
11 being withdrawn, state that the record is withdrawn in accordance with
12 the agreement of all the persons that signed the record.

13 (3) On filing by the secretary of state of a statement of
14 withdrawal, the action or transaction evidenced by the original filed
15 record does not take effect.

16 NEW SECTION. **Sec. 1205.** CORRECTING FILED RECORD. (1) A person on
17 whose behalf a filed record was delivered to the secretary of state for
18 filing may correct the record if:

19 (a) The record at the time of filing was inaccurate;

20 (b) The record was defectively signed; or

21 (c) The electronic transmission of the record to the secretary of
22 state was defective.

23 (2) To correct a filed record, a person on whose behalf the record
24 was delivered to the secretary of state must deliver to the secretary
25 of state for filing a statement of correction.

26 (3) A statement of correction:

27 (a) May not state a delayed effective date;

28 (b) Must be signed by the person correcting the filed record;

29 (c) Must identify the filed record to be corrected;

30 (d) Must specify the inaccuracy or defect to be corrected; and

31 (e) Must correct the inaccuracy or defect.

32 (4) A statement of correction is effective as of the effective date
33 of the filed record that it corrects except as to persons relying on
34 the uncorrected filed record and adversely affected by the correction.
35 As to those persons, the statement of correction is effective when
36 filed.

1 NEW SECTION. **Sec. 1206.** DUTY OF SECRETARY OF STATE TO FILE;
2 REVIEW OF REFUSAL TO FILE. (1) The secretary of state shall file an
3 entity filing delivered to the secretary of state for filing which
4 satisfies this chapter. The duty of the secretary of state under this
5 section is ministerial.

6 (2) When the secretary of state files an entity filing, the
7 secretary of state shall record it as filed on the date and at the time
8 of its delivery. After filing an entity filing, the secretary of state
9 shall deliver to the person that submitted the filing a copy of the
10 filing with an acknowledgment of the date and time of filing.

11 (3) If the secretary of state refuses to file an entity filing, the
12 secretary of state not later than fifteen business days after the
13 filing is delivered, shall:

14 (a) Return the entity filing or notify the person that submitted
15 the filing of the refusal; and

16 (b) Provide a brief explanation in a record of the reason for the
17 refusal.

18 (4) If the secretary of state refuses to file an entity filing, the
19 person that submitted the filing may petition the superior court to
20 compel its filing. The filing and the explanation of the secretary of
21 state of the refusal to file must be attached to the petition. The
22 court may decide the matter in a summary proceeding.

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

24 (a) Affect the validity or invalidity of the entity filing in whole
25 or in part;

26 (b) Relate to the correctness or incorrectness of information
27 contained in the record; or

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

30 NEW SECTION. **Sec. 1207.** EVIDENTIARY EFFECT OF COPY OF FILED
31 RECORD. A certification from the secretary of state accompanying a
32 copy of a filed record is conclusive evidence that the copy is an
33 accurate representation of the original record on file with the
34 secretary of state.

35 NEW SECTION. **Sec. 1208.** CERTIFICATE OF EXISTENCE OR REGISTRATION.

1 (1) On request of any person, the secretary of state shall issue a
2 certificate of existence for a domestic filing entity or a certificate
3 of registration for a registered foreign entity.

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

5 (a) The domestic filing entity's name or the registered foreign
6 entity's name used in this state;

7 (b) In the case of a domestic filing entity:

8 (i) That its public organic record has been filed and has taken
9 effect;

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

11 (iii) The period of the entity's duration if the records of the
12 secretary of state reflect that its period of duration is less than
13 perpetual; and

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

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

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

21 (i) Payment is reflected in the records of the secretary of state;
22 and

23 (ii) Nonpayment affects the existence or registration of the
24 domestic or foreign entity;

25 (e) That the most recent annual report required by section 1213 of
26 this act has been delivered to the secretary of state for filing;

27 (f) That a proceeding is not pending under section 1602 of this
28 act; and

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

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

36 NEW SECTION. **Sec. 1209.** SIGNING OF ENTITY FILING. (1) Any person
37 who signs an entity filing the person knows is false in any material

1 respect with the intent the document be delivered to the secretary of
2 state for filing is guilty of a gross misdemeanor punishable under
3 chapter 9A.20 RCW.

4 (2) Any record filed under this chapter may be signed by an agent.
5 Whenever the entity's organic law requires a particular individual to
6 sign an entity filing and the individual is deceased or incompetent,
7 the filing may be signed by a personal representative of the individual
8 on behalf of the individual.

9 (3) A person that signs a record as an agent or legal
10 representative thereby affirms as a fact that the person is authorized
11 to sign the record.

12 NEW SECTION. Sec. 1210. SIGNING AND FILING PURSUANT TO JUDICIAL
13 ORDER. (1) If a person required by the entity's organic law to sign or
14 deliver a record to the secretary of state for filing under this
15 chapter does not do so, any other person that is aggrieved may petition
16 the superior court to order:

- 17 (a) The person to sign the record;
- 18 (b) The person to deliver the record to the secretary of state for
19 filing; or
- 20 (c) The secretary of state to file the record unsigned.

21 (2) If the petitioner under subsection (1) of this section is not
22 the entity to which the record pertains, the petitioner shall make the
23 entity a party to the action.

24 (3) A record filed under subsection (1)(c) of this section is
25 effective without being signed.

26 NEW SECTION. Sec. 1211. LIABILITY FOR INACCURATE INFORMATION IN
27 FILED RECORD. If a record delivered to the secretary of state for
28 filing under this chapter and filed by the secretary of state contains
29 inaccurate information, a person that suffers a loss by reliance on the
30 information may recover damages for the loss from a person that signed
31 the record or caused another to sign it on the person's behalf and knew
32 at the time the record was signed that the information was inaccurate.

33 NEW SECTION. Sec. 1212. DELIVERY BY SECRETARY OF STATE. Except
34 as otherwise provided by section 1412 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. 1213.** ANNUAL REPORT FOR SECRETARY OF STATE.

9 (1) A domestic filing entity, domestic limited liability partnership,
10 or registered foreign entity shall deliver to the secretary of state
11 for filing an annual report that states:

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

27 (2) Information in an annual report must be current as of the date
28 the report is signed by the entity.

29 (3) The first annual report must be delivered to the secretary of
30 state within one hundred twenty days of the date on which the public
31 organic record of the domestic filing entity became effective, the
32 statement of qualification of a domestic limited liability partnership
33 became effective, or the foreign filing entity registered to do
34 business in this state. Subsequent annual reports must be delivered to
35 the secretary of state on a date determined by the secretary of state
36 and at such additional times as the entity elects.

1 (4) If an annual report does not contain the information required
2 by this section, the secretary of state promptly shall notify the
3 reporting entity in a record and return the report for correction.

4 (5) If an annual report contains the name or address of a
5 registered agent which differs from the information shown in the
6 records of the secretary of state immediately before the annual report
7 becomes effective, the differing information in the annual report is
8 considered a statement of change under section 1401 of this act.

9 (6) The secretary of state shall send to each domestic filing
10 entity, domestic limited liability partnership, or registered foreign
11 entity, not less than thirty nor more than ninety days prior to the
12 expiration date of the entity's yearly renewal, a notice that its
13 annual report must be filed as required by this chapter and that any
14 applicable annual renewal fee must be paid, and stating that if it
15 fails to file its annual report or pay the annual renewal fee it is
16 dissolved and ceases to exist. The notice may be sent by postal or
17 electronic mail as elected by the entity, addressed to its registered
18 agent within the state, or to an electronic address designated by the
19 entity in a record retained by the secretary of state. Failure of the
20 secretary of state to provide any such notice does not relieve a
21 domestic filing entity, domestic limited liability partnership, or
22 registered foreign entity from its obligations to file the annual
23 report required by this chapter or to pay any applicable annual renewal
24 fee. The option to receive the notice provided under this section by
25 electronic mail may be selected only when the secretary of state makes
26 the option available.

27 NEW SECTION. **Sec. 1214.** FEES. (1) The secretary of state shall
28 adopt rules in accordance with chapter 34.05 RCW setting fees for:

29 (a) Entity filings authorized to be delivered to the secretary of
30 state for filing under this chapter;

31 (b) License or renewal fees authorized under Title 23, 23B, 24, or
32 25 RCW;

33 (c) Furnishing copies or certified copies of any entity filing
34 under this chapter;

35 (d) Furnishing a certificate of existence or registration of an
36 entity, or any other certificate;

37 (e) Penalty fees; and

1 (f) Other miscellaneous charges.

2 (2) There is no fee for:

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

5 (b) Articles of dissolution;

6 (c) Certificate of judicial dissolution;

7 (d) Statement of withdrawal; and

8 (e) Annual reports when filed concurrently with the payment of
9 annual license fees.

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

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

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

27 NEW SECTION. **Sec. 1215.** WAIVER OF PENALTY FEES. The secretary of
28 state may, where exigent or mitigating circumstances are presented,
29 waive penalty fees due from any filing entity previously in good
30 standing which would otherwise be penalized or lose its active status.
31 A filing entity desiring to seek relief under this section must, within
32 fifteen days of discovery of the missed filing or lapse, notify the
33 secretary of state in writing. The notification must include the name
34 and mailing address of the filing entity, the governor or other entity
35 official to whom correspondence should be sent, and a statement under
36 oath by a governor or other entity official, setting forth the nature
37 of the missed filing or lapse, the circumstances giving rise to the

1 missed filing or lapse, and the relief sought. Upon receipt of the
2 notice, the secretary of state shall investigate the circumstances of
3 the missed filing or lapse. If the secretary of state is satisfied
4 that sufficient exigent or mitigating circumstances exist, that the
5 filing entity has demonstrated good faith and a reasonable attempt to
6 comply with the applicable statutes of this state, the secretary of
7 state may issue an order allowing relief from the penalty. If the
8 secretary of state determines the request does not comply with the
9 requirements for relief, the secretary of state shall deny the relief
10 and state the reasons for the denial. Any denial of relief by the
11 secretary of state is not reviewable notwithstanding the provisions of
12 chapter 34.05 RCW.

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ARTICLE 3
NAME OF ENTITY

15 NEW SECTION. **Sec. 1301.** PERMITTED NAMES. (1) Except as otherwise
16 provided in subsection (4) of this section, the name of a domestic
17 filing entity or domestic limited liability partnership, and the name
18 under which a foreign entity may register to do business in this state,
19 must be distinguishable on the records of the secretary of state from
20 any:

21 (a) Name of an existing domestic filing entity which at the time is
22 not administratively dissolved;

23 (b) Limited liability partnership;

24 (c) Name of a foreign entity registered to do business in this
25 state under part I, Article 5 of this act;

26 (d) Name reserved under section 1303 of this act; or

27 (e) Name registered under section 1304 of this act.

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

34 (3) Except as otherwise provided in subsection (4) of this section,
35 a name may not be considered distinguishable on the records of the
36 secretary of state from the name of another entity by virtue of:

1 (a) A variation in the words, phrases, or abbreviations indicating
2 the type of entity, such as "corporation," "corp.," "incorporated,"
3 "Inc.," "company," "co.," "social purpose corporation," "SPC,"
4 "S.P.C.," "professional corporation," "PC," "P.C.," "professional
5 service," "PS," "P.S.," "Limited," "Ltd.," "limited partnership," "LP,"
6 "L.P.," "limited liability partnership," "LLP," "L.L.P.," "registered
7 limited liability partnership," "RLLP," "R.L.L.P.," "limited liability
8 limited partnership," "LLLLP," "L.L.L.P.," "registered limited liability
9 limited partnership," "RLLLLP," "R.L.L.L.P.," "limited liability
10 company," "LLC," "L.L.C.," "professional limited liability company,"
11 "PLLC," or "P.L.L.C.";

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

14 (c) Punctuation, capitalization, or special characters or symbols
15 in the same name; or

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

18 (4) An entity may consent in a record to the use of a name that is
19 not distinguishable on the records of the secretary of state from its
20 name except for the addition of a word, phrase, or abbreviation
21 indicating the type of entity as provided in subsection (3) of this
22 section. In such a case, the entity need not change its name pursuant
23 to subsection (2) of this section.

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

27 (6) This chapter does not control the use of assumed business names
28 or "trade names."

29 (7) An entity may use a name that is not distinguishable from a
30 name described in subsection (1) of this section if the entity delivers
31 to the secretary of state a certified copy of a final judgment of a
32 court of competent jurisdiction establishing the right of the entity to
33 use the name in this state.

34 (8) An entity may use the name, including the fictitious name, of
35 another entity that is used in this state if the other entity is formed
36 or authorized to transact business in this state and the proposed user
37 entity:

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

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

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

4 (i) Must contain the word "corporation," "incorporated," "company,"
5 or "limited," or the abbreviation "Corp.," "Inc.," "Co.," or "Ltd.," or
6 words or abbreviations of similar import in another language; and

7 (ii) Must not contain any of the following words or phrases:
8 "Bank," "banking," "banker," "trust," "cooperative," or any combination
9 of the words "industrial" and "loan," or any combination of any two or
10 more of the words "building," "savings," "loan," "home," "association,"
11 and "society," or any other words or phrases prohibited by any statute
12 of this state.

13 (b) The name of a professional service corporation must contain
14 either the words "professional service" or "professional corporation"
15 or the abbreviation "P.S." or "P.C." The name may also contain either
16 the words "corporation," "incorporated," "company," or "limited," or
17 the abbreviation "Corp.," "Inc.," "Co.," or "Ltd." The name of a
18 professional service corporation organized to render dental services
19 must contain the full names or surnames of all shareholders and no
20 other word than "chartered" or the words "professional services" or the
21 abbreviation "P.S." or "P.C."

22 (2) The name of a nonprofit corporation:

23 (a) May include "club," "league," "association," "services,"
24 "committee," "fund," "society," "foundation," "., a nonprofit
25 corporation," "., a nonprofit mutual corporation," or any
26 name of like import;

27 (b) Must not include or end with "incorporated," "company,"
28 "corporation," "partnership," "limited partnership," or "Ltd.," or any
29 abbreviation thereof; and

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

34 (3) The name of a limited partnership may contain the name of any
35 partner. The name of a partnership that is not a limited liability
36 limited partnership must contain the words "limited partnership" or the
37 abbreviation "LP" or "L.P." and may not contain the words "limited

1 liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P."
2 If the limited partnership is a limited liability limited partnership,
3 the name must contain the words "limited liability limited partnership"
4 or the abbreviation "LLLP" or "L.L.L.P." and may not contain the
5 abbreviation "LP" or "L.P."

6 (4) The name of a limited liability partnership must contain the
7 words "limited liability partnership" or the abbreviation "LLP" or
8 "L.L.P." If the name of a foreign limited liability partnership
9 contains the words "registered limited liability partnership" or the
10 abbreviation "R.L.L.P." or "RLLP," it may include those words or
11 abbreviations in its foreign registration statement.

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

13 (i) Must contain the words "limited liability company," the words
14 "limited liability" and abbreviation "Co.," or the abbreviation
15 "L.L.C." or "LLC";

16 (ii) May not contain any of the following words or phrases:
17 "Cooperative," "partnership," "corporation," "incorporated," or the
18 abbreviations "Corp.," "Ltd.," or "Inc.," or "LP," "L.P.," "LLP,"
19 "L.L.P.," "LLLP," "L.L.L.P.," or any words or phrases prohibited by any
20 statute of this state.

21 (b) The name of a professional limited liability company must
22 contain either the words "professional limited liability company," or
23 the words "professional limited liability" and the abbreviation "Co.,"
24 or the abbreviation "P.L.L.C." or "PLLC," provided that the name of a
25 professional limited liability company organized to render dental
26 services must contain the full names or surnames of all members and no
27 other word than "chartered" or the words "professional services" or the
28 abbreviation "P.L.L.C." or "PLLC".

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

32 (b) The name of an employee cooperative governed by chapter 23.78
33 RCW may include the word "cooperative" or "co-op" in its corporate
34 name.

35 NEW SECTION. **Sec. 1303.** RESERVATION OF NAME. (1) A person may
36 reserve the exclusive use of an entity name including the alternate
37 name adopted pursuant to section 1506 of this act by delivering an

1 application to the secretary of state for filing. The application must
2 state the name and address of the applicant and the name to be
3 reserved. If the secretary of state finds that the entity name is
4 available, the secretary of state shall reserve the name for the
5 applicant's exclusive use for one hundred eighty days.

6 (2) The owner of a reserved entity name may transfer the
7 reservation to another person that is not an individual by delivering
8 to the secretary of state a signed notice in a record of the transfer
9 which states the name and address of the transferee.

10 NEW SECTION. **Sec. 1304.** REGISTRATION OF NAME. (1) A foreign
11 filing entity or foreign limited liability partnership not registered
12 to do business in this state under part I, Article 5 of this act may
13 register its name, or an alternate name adopted pursuant to section
14 1506 of this act, if the name is distinguishable on the records of the
15 secretary of state from the names that are not available under section
16 1301 of this act.

17 (2) To register its name or an alternate name adopted pursuant to
18 section 1506 of this act, a foreign filing entity or foreign limited
19 liability partnership must deliver to the secretary of state for filing
20 an application stating the entity's name, the jurisdiction and date of
21 its formation, and any alternate name adopted pursuant to section 1506
22 of this act. The application must be accompanied by a certificate of
23 existence, or a document of similar import, from the entity's
24 jurisdiction of formation. If the secretary of state finds that the
25 name applied for is available, the secretary of state shall register
26 the name for the applicant's exclusive use.

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

30 (4) A foreign filing entity or foreign limited liability
31 partnership whose name registration is effective may renew the
32 registration for successive one-year periods by delivering, not earlier
33 than three months before the expiration of the registration, to the
34 secretary of state for filing a renewal application that complies with
35 this section. When filed, the renewal application renews the
36 registration for the following calendar year.

1 (5) A foreign filing entity or foreign limited liability
2 partnership whose name registration is effective may register as a
3 foreign filing entity or foreign limited liability partnership under
4 the registered name or consent in a signed record to the use of that
5 name by another entity.

6 **ARTICLE 4**
7 **REGISTERED AGENT OF ENTITY**

8 NEW SECTION. **Sec. 1401.** DEFINITIONS. The definitions in this
9 section apply throughout this section and sections 1402 through 1414 of
10 this act unless the context clearly requires otherwise.

11 (1) "Designation of agent" means a statement designating a
12 registered agent delivered to the secretary of state for filing under
13 section 1411 of this act by a nonregistered foreign entity or domestic
14 nonfiling entity.

- 15 (2) "Registered agent filing" means:
16 (a) The public organic record of a domestic filing entity;
17 (b) A statement of qualification of a domestic limited liability
18 partnership;
19 (c) A registration statement filed pursuant to section 1503 of this
20 act; or
21 (d) A designation of agent.

- 22 (3) "Represented entity" means:
23 (a) A domestic filing entity;
24 (b) A domestic limited liability partnership;
25 (c) A registered foreign entity;
26 (d) A domestic or foreign unincorporated nonprofit association for
27 which a designation of agent is in effect;
28 (e) A domestic nonfiling entity for which a designation of agent is
29 in effect; or
30 (f) A nonregistered foreign entity for which a designation of agent
31 is in effect.

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

- 35 (1) A domestic filing entity;

- 1 (2) A domestic limited liability partnership; and
- 2 (3) A registered foreign entity.

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

- 6 (1) A street address in this state; and
- 7 (2) A mailing address in this state, if different from the address
8 described in subsection (1) of this section.

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

- 12 (a) The name of the entity's commercial registered agent; or
- 13 (b) If the entity does not have a commercial registered agent:
 - 14 (i) The name and address of the entity's noncommercial registered
15 agent; or
 - 16 (ii) The title of an office or other position with the entity, if
17 service of process, notices, and demands are to be sent to whichever
18 individual is holding that office or position, and the address to which
19 process, notices, or demands are to be sent.

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

29 NEW SECTION. **Sec. 1405.** LISTING OF COMMERCIAL REGISTERED AGENT.
30 (1) A person may become listed as a commercial registered agent by
31 delivering to the secretary of state for filing a
32 commercial-registered-agent listing statement signed by the person
33 which states:

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

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

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

6 (2) A commercial-registered-agent listing statement may include the
7 information regarding acceptance by the agent of service of process,
8 notices, and demands in a form other than a written record as provided
9 in section 1412(4) of this act.

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

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

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

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

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

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

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

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

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

4 (4) When a commercial-registered-agent termination statement takes
5 effect, the commercial registered agent ceases to be the registered
6 agent for each entity formerly represented by it. Until an entity
7 formerly represented by a terminated commercial registered agent
8 designates a new registered agent, service of process may be made on
9 the entity pursuant to section 1412 of this act. Termination of the
10 listing of a commercial registered agent under this section does not
11 affect any contractual rights a represented entity has against the
12 agent or that the agent has against the entity.

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

14 (1) A represented entity may change the information on file under
15 section 1404(1) of this act by delivering to the secretary of state for
16 filing a statement of change signed by the entity which states:

17 (a) The name of the entity; and

18 (b) The information that is to be in effect as a result of the
19 filing of the statement of change.

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

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

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

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

30 NEW SECTION. **Sec. 1408.** CHANGE OF NAME, ADDRESS, TYPE OF ENTITY,
31 OR JURISDICTION OF FORMATION BY NONCOMMERCIAL REGISTERED AGENT. (1) If

32 a noncommercial registered agent changes its name or its address in
33 effect with respect to a represented entity under section 1404(1) of
34 this act, the agent shall deliver to the secretary of state for filing,
35 with respect to each entity represented by the agent, a statement of
36 change signed by the agent which states:

- 1 (a) The name of the entity;
- 2 (b) The name and address of the agent in effect with respect to the
3 entity;
- 4 (c) If the name of the agent has changed, the new name; and
- 5 (d) If the address of the agent has changed, the new address.
- 6 (2) A noncommercial registered agent promptly shall furnish the
7 represented entity with notice in a record of the delivery to the
8 secretary of state for filing of a statement of change and the changes
9 made in the statement.

10 NEW SECTION. **Sec. 1409.** CHANGE OF NAME, ADDRESS, TYPE OF ENTITY,
11 OR JURISDICTION OF FORMATION BY COMMERCIAL REGISTERED AGENT. (1) If a
12 commercial registered agent changes its name, its address as listed
13 under section 1405(1) of this act, its type of entity, or its
14 jurisdiction of formation, the agent shall deliver to the secretary of
15 state for filing a statement of change signed by the agent which
16 states:

- 17 (a) The name of the agent as listed under section 1405(1) of this
18 act;
- 19 (b) If the name of the agent has changed, the new name;
- 20 (c) If the address of the agent has changed, the new address; and
- 21 (d) If the agent is an entity:
- 22 (i) If the type of entity of the agent has changed, the new type of
23 entity; and
- 24 (ii) If the jurisdiction of formation of the agent has changed, the
25 new jurisdiction of formation.

26 (2) The filing by the secretary of state of a statement of change
27 under subsection (1) of this section is effective to change the
28 information regarding the agent with respect to each entity represented
29 by the agent.

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

34 (4) If a commercial registered agent changes its address without
35 delivering for filing a statement of change as required by this
36 section, the secretary of state may cancel the listing of the agent
37 under section 1405 of this act. A cancellation under this subsection

1 has the same effect as a termination under section 1406 of this act.
2 Promptly after canceling the listing of an agent, the secretary of
3 state shall serve notice in a record in the manner provided in section
4 1412 (2) or (3) of this act on:

5 (a) Each entity represented by the agent, stating that the agent
6 has ceased to be the registered agent for the entity and that, until
7 the entity designates a new registered agent, service of process may be
8 made on the entity as provided in section 1412 of this act; and

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

11 NEW SECTION. **Sec. 1410.** RESIGNATION OF REGISTERED AGENT. (1) A
12 registered agent may resign as agent for a represented entity by
13 delivering to the secretary of state for filing a statement of
14 resignation signed by the agent which states:

15 (a) The name of the entity;

16 (b) The name of the agent;

17 (c) That the agent resigns from serving as registered agent for the
18 entity; and

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

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

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

24 (b) The designation of a new registered agent for the represented
25 entity.

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

29 (4) When a statement of resignation takes effect, the person that
30 resigned ceases to have responsibility under this chapter for any
31 matter thereafter tendered to it as agent for the represented entity.
32 The resignation does not affect any contractual rights the entity has
33 against the agent or that the agent has against the entity.

34 NEW SECTION. **Sec. 1411.** DESIGNATION OF REGISTERED AGENT BY
35 NONREGISTERED FOREIGN ENTITY OR NONFILING DOMESTIC ENTITY. (1) A

1 nonregistered foreign entity or domestic nonfiling entity may deliver
2 to the secretary of state for filing a statement designating a
3 registered agent signed by the entity which states:

4 (a) The name, type of entity, and jurisdiction of formation of the
5 entity; and

6 (b) The information required by section 1404(1) of this act.

7 (2) A statement under subsection (1) of this section is effective
8 for five years after the date of filing unless canceled or terminated
9 earlier.

10 (3) A statement under subsection (1) of this section must be signed
11 by a person authorized to manage the affairs of the nonregistered
12 foreign entity or domestic nonfiling entity and by the person
13 designated as the agent. The signing of the statement is an
14 affirmation of fact that the person is authorized to manage the affairs
15 of the entity and that the agent has consented to serve.

16 (4) Designation of a registered agent under subsection (1) of this
17 section does not register a nonregistered foreign entity to do business
18 in this state.

19 (5) A statement under subsection (1) of this section may not be
20 rejected for filing because the name of the entity signing the
21 statement is not distinguishable on the records of the secretary of
22 state from the name of another entity appearing on those records. The
23 filing of such a statement does not make the name of the entity signing
24 the statement unavailable for use by another entity.

25 (6) An entity that delivers to the secretary of state for filing a
26 statement under subsection (1) of this section designating a registered
27 agent may cancel the statement by delivering to the secretary of state
28 for filing a statement of cancellation that states the name of the
29 entity and that the entity is canceling its designation of a registered
30 agent in this state.

31 (7) A statement under subsection (1) of this section for a
32 nonregistered foreign entity terminates on the date the entity becomes
33 a registered foreign entity.

34 NEW SECTION. **Sec. 1412.** SERVICE OF PROCESS, NOTICE, OR DEMAND ON
35 ENTITY. (1) A represented entity may be served with any process,
36 notice, or demand required or permitted by law by serving its
37 registered agent.

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

9 (a) The date the entity receives the mail or delivery by the
10 commercial delivery service;

11 (b) The date shown on the return receipt, if signed by the entity;
12 or

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

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

21 (4) Service of process, notice, or demand on a registered agent
22 must be in a written record, but service may be made on a commercial
23 registered agent in other forms, and subject to such requirements, as
24 the agent has stated in its listing under section 1405 of this act that
25 it will accept.

26 (5) Service of process, notice, or demand may be made by other
27 means under law other than this chapter.

28 NEW SECTION. **Sec. 1413.** DUTIES OF REGISTERED AGENT. The only
29 duties under this chapter of a registered agent that has complied with
30 this chapter are:

31 (1) To forward to the represented entity at the address most
32 recently supplied to the agent by the entity any process, notice, or
33 demand pertaining to the entity which is served on or received by the
34 agent;

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

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

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

6 NEW SECTION. **Sec. 1414.** JURISDICTION AND VENUE. The designation
7 or maintenance in this state of a registered agent does not by itself
8 create the basis for personal jurisdiction over the represented entity
9 in this state. The address of the agent does not determine venue in an
10 action or a proceeding involving the entity.

11 **ARTICLE 5**
12 **FOREIGN ENTITIES**

13 NEW SECTION. **Sec. 1501.** GOVERNING LAW. (1) The law of the
14 jurisdiction of formation of an entity governs:

15 (a) The organization or internal affairs of the entity;

16 (b) The liability that a person has as an interest holder or
17 governor for a debt, obligation, or other liability of the entity; and

18 (c) The liability of a series of a limited liability company,
19 statutory trust, or other unincorporated entity.

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

23 (3) Registration of a foreign entity to do business in this state
24 does not authorize the foreign entity to engage in any activity or
25 exercise any power that a domestic entity of the same type may not
26 engage in or exercise in this state. Except as otherwise provided in
27 this chapter or other law of this state governing the foreign entity,
28 a foreign entity is subject to the same duties, restrictions,
29 penalties, and liabilities now or later imposed on a domestic entity of
30 like character.

31 NEW SECTION. **Sec. 1502.** REGISTRATION TO DO BUSINESS IN THIS
32 STATE. (1) A foreign filing entity or foreign limited liability
33 partnership may not do business in this state until it registers with
34 the secretary of state under this chapter.

1 (2) A foreign filing entity or foreign limited liability
2 partnership doing business in this state may not maintain an action or
3 proceeding in this state unless it is registered to do business in this
4 state and has paid to this state all fees and penalties for the years,
5 or parts thereof, during which it did business in this state without
6 having registered.

7 (3) The successor to a foreign filing entity or foreign limited
8 liability partnership that transacted business in this state without a
9 certificate of registration and the assignee of a cause of action
10 arising out of that business may not maintain a proceeding based on
11 that cause of action in any court in this state until the foreign
12 filing entity or foreign limited liability partnership, or its
13 successor, obtains a certificate of registration.

14 (4) A court may stay a proceeding commenced by a foreign filing
15 entity or foreign limited liability partnership, its successor, or
16 assignee until it determines whether the foreign filing entity or
17 foreign limited liability partnership, or its successor, requires a
18 certificate of registration. If it so determines, the court may
19 further stay the proceeding until the foreign filing entity or foreign
20 limited liability partnership, or its successor, obtains the
21 certificate of registration.

22 (5) A foreign filing entity or foreign limited liability
23 partnership that transacts business in this state without a certificate
24 of registration is liable to this state, for the years or parts thereof
25 during which it transacted business in this state without a certificate
26 of registration, in an amount equal to all fees which would have been
27 imposed by this chapter upon the entity had it applied for and received
28 a certificate of registration to transact business in this state and
29 thereafter filed all reports required by this chapter, plus all
30 penalties imposed by this chapter for failure to pay such fees.

31 (6) The failure of a foreign filing entity or foreign limited
32 liability partnership to register to do business in this state does
33 not: (a) Impair the validity of a contract or act of the foreign
34 filing entity or foreign limited liability partnership; (b) impair the
35 right of any other party to the contract to maintain any action, suit,
36 or proceeding on the contract; or (c) preclude the foreign filing
37 entity or foreign limited liability partnership from defending an
38 action or proceeding in this state.

1 (7) A limitation on the liability of an interest holder or governor
2 of a foreign filing entity or of a partner of a foreign limited
3 liability partnership is not waived solely because the foreign filing
4 entity or foreign limited liability partnership does business in this
5 state without registering.

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

8 NEW SECTION. **Sec. 1503.** FOREIGN REGISTRATION STATEMENT. (1) To
9 register to do business in this state, a foreign filing entity or
10 foreign limited liability partnership must deliver a foreign
11 registration statement to the secretary of state for filing. The
12 statement must be signed by the entity and state:

13 (a) The name of the foreign filing entity or foreign limited
14 liability partnership and, if the name does not comply with section
15 1301 of this act, an alternate name adopted pursuant to section 1506 of
16 this act;

17 (b) The type of entity and, if it is a foreign limited partnership,
18 whether it is a foreign limited liability limited partnership;

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

20 (d) The street and mailing addresses of the entity's principal
21 office and, if the law of the entity's jurisdiction of formation
22 requires the entity to maintain an office in that jurisdiction, the
23 street and mailing addresses of the office;

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

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

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

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

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

33 (2) The foreign filing entity or foreign limited liability
34 partnership shall deliver with the registration statement a certificate
35 of existence, or a document of similar import, issued no more than
36 sixty days before the date of submission of the registration statement

1 and duly authenticated by the secretary of state or other official
2 having custody of the entity's records in the entity's jurisdiction of
3 formation.

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

8 (1) The name of the entity;

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

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

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

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

15 NEW SECTION. **Sec. 1505.** ACTIVITIES NOT CONSTITUTING DOING
16 BUSINESS. (1) Activities of a foreign filing entity or foreign limited
17 liability partnership which do not constitute doing business in this
18 state under this chapter include, but are not limited to:

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

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

23 (c) Maintaining accounts in financial institutions;

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

27 (e) Selling through independent contractors;

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

32 (g) Creating or acquiring indebtedness, mortgages, or security
33 interests in property;

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

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

4 (j) Owning, without more, property;

5 (k) Doing business in interstate commerce; and

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

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

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

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

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

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

24 (4) This section does not apply in determining the contacts or
25 activities that may subject a foreign filing entity or foreign limited
26 liability partnership to service of process, taxation, or regulation
27 under law of this state other than this chapter.

28 NEW SECTION. **Sec. 1506.** NONCOMPLYING NAME OF FOREIGN ENTITY. (1)

29 A foreign filing entity or foreign limited liability partnership whose
30 name does not comply with section 1301 of this act for an entity of its
31 type may not register to do business in this state until it adopts, for
32 the purpose of doing business in this state, an alternate name that
33 complies with section 1301 of this act. A registered foreign entity
34 that registers under an alternate name under this subsection need not
35 comply with chapter 19.80 RCW. After registering to do business in
36 this state with an alternate name, a registered foreign entity shall do
37 business in this state under:

- 1 (a) The alternate name;
- 2 (b) Its entity name, with the addition of its jurisdiction of
3 formation clearly identified; or
- 4 (c) An assumed or fictitious name the entity is authorized to use
5 under chapter 19.80 RCW.

6 (2) If a registered foreign entity changes its name to one that
7 does not comply with section 1301 of this act, it may not do business
8 in this state until it complies with subsection (1) of this section by
9 amending its registration to adopt an alternate name that complies with
10 section 1301 of this act.

11 NEW SECTION. **Sec. 1507.** WITHDRAWAL OF REGISTRATION OF REGISTERED
12 FOREIGN ENTITY. (1) A registered foreign entity may withdraw its
13 registration by delivering a statement of withdrawal to the secretary
14 of state for filing. The statement of withdrawal must be signed by the
15 entity and state:

- 16 (a) The name of the entity and its jurisdiction of formation;
- 17 (b) That the entity is not doing business in this state and that it
18 withdraws its registration to do business in this state;
- 19 (c) That the entity revokes the authority of its registered agent
20 to accept service on its behalf in this state; and
- 21 (d) An address to which service of process may be made under
22 subsection (3) of this section.

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

25 (3) After the withdrawal of the registration of an entity, service
26 of process in any action or proceeding based on a cause of action
27 arising during the time the entity was registered to do business in
28 this state may be made pursuant to section 1412 of this act.

29 NEW SECTION. **Sec. 1508.** WITHDRAWAL DEEMED ON CONVERSION TO
30 DOMESTIC FILING ENTITY OR DOMESTIC LIMITED LIABILITY PARTNERSHIP. A
31 registered foreign entity that converts to any type of domestic filing
32 entity or to a domestic limited liability partnership is deemed to have
33 withdrawn its registration on the effective date of the conversion.

34 NEW SECTION. **Sec. 1509.** WITHDRAWAL ON DISSOLUTION OR CONVERSION
35 TO NONFILING ENTITY OTHER THAN LIMITED LIABILITY PARTNERSHIP. (1) A

1 registered foreign entity that has dissolved and completed winding up
2 or has converted to a domestic or foreign nonfiling entity other than
3 a limited liability partnership shall deliver a statement of withdrawal
4 to the secretary of state for filing. The statement must be signed by
5 the dissolved or converted entity and state:

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

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

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

10 (b) In the case of a foreign entity that has converted to a
11 domestic or foreign nonfiling entity other than a limited liability
12 partnership:

13 (i) The name of the converting foreign entity and its jurisdiction
14 of formation;

15 (ii) The type of nonfiling entity to which it has converted and its
16 jurisdiction of formation;

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

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

22 (2) After a withdrawal is effective under this section, service of
23 process in any action or proceeding based on a cause of action arising
24 during the time the foreign filing entity was registered to do business
25 in this state may be made pursuant to section 1412 of this act.

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

33 (a) The name of the registered foreign entity before the merger or
34 conversion;

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

36 (c) The name of the applicant entity and, if the name does not

1 comply with section 1301 of this act, an alternate name adopted
2 pursuant to section 1506(1) of this act;

3 (d) The type of entity of the applicant entity and its jurisdiction
4 of formation; and

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

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

12 (ii) The information required pursuant to section 1404(1) of this
13 act.

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

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

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

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

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

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

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

35 (f) The secretary of state receives a duly authenticated
36 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 not
8 have a registered agent, to the entity's principal office. The notice
9 must state the grounds for termination under subsection (1) of this
10 section.

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

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

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

27 **ARTICLE 6**

28 **ADMINISTRATIVE DISSOLUTION**

29 NEW SECTION. **Sec. 1601.** GROUNDS. The secretary of state may
30 commence a proceeding under section 1602 of this act to dissolve a
31 domestic filing entity administratively if the entity does not:

32 (1) Pay any fee, tax, interest, or penalty required to be paid to
33 the secretary of state when due;

34 (2) Deliver an annual report to the secretary of state not later
35 than one hundred twenty days after it is due; or

1 (3) Have a registered agent in this state for thirty consecutive
2 days.

3 NEW SECTION. **Sec. 1602.** PROCEDURE AND EFFECT. (1) If the
4 secretary of state determines that one or more grounds exist under
5 section 1601 of this act for administratively dissolving a domestic
6 filing entity, the secretary of state shall serve the entity pursuant
7 to section 1212 of this act with notice in a record of the secretary of
8 state's determination.

9 (2) If a domestic filing entity, not later than sixty days after
10 service of the notice required by subsection (1) of this section, does
11 not cure or demonstrate to the satisfaction of the secretary of state
12 the nonexistence of each ground determined by the secretary of state,
13 the secretary of state shall administratively dissolve the entity by
14 signing a statement of administrative dissolution that recites the
15 grounds for dissolution and the effective date of dissolution. The
16 secretary of state shall file the statement and serve a copy on the
17 entity pursuant to section 1212 of this act.

18 (3) A domestic filing entity that is dissolved administratively
19 continues its existence as an entity but may not carry on any
20 activities except as necessary to wind up its activities and affairs
21 and liquidate its assets in the manner provided in its organic law or
22 to apply for reinstatement under section 1603 of this act.

23 (4) The administrative dissolution of a domestic filing entity does
24 not terminate the authority of its registered agent.

25 NEW SECTION. **Sec. 1603.** REINSTATEMENT. (1) A domestic filing
26 entity that is dissolved administratively under section 1602 of this
27 act may apply to the secretary of state for reinstatement not later
28 than five years after the effective date of dissolution. The
29 application must be signed by the entity and state:

30 (a) The name of the entity at the time of its administrative
31 dissolution and, if needed, a different name that satisfies section
32 1301 of this act, in which case the entity must deliver with its
33 application an amendment to its public organic record changing its
34 name;

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

1 (c) The effective date of the entity's administrative dissolution;
2 and

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

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

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

16 (a) Cancel the statement of administrative dissolution and prepare
17 a statement of reinstatement that states the secretary of state's
18 determination and the effective date of reinstatement;

19 (b) File the statement; and

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

21 (4) When reinstatement under this section is effective:

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

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

29 NEW SECTION. **Sec. 1604.** JUDICIAL REVIEW OF DENIAL OF
30 REINSTATEMENT. (1) If the secretary of state denies a domestic filing
31 entity's application for reinstatement following administrative
32 dissolution, the secretary of state shall serve the entity with a
33 notice in a record that explains the reasons for denial.

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

1 The legislature has power to amend or repeal all or part of this
2 chapter at any time, and all domestic and foreign entities subject to
3 this chapter are governed by the amendment or repeal.

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

7 NEW SECTION. **Sec. 1703.** UNIFORMITY OR CONSISTENCY OF APPLICATION
8 AND CONSTRUCTION. In applying and construing this chapter based on
9 uniform or model acts, consideration must be given to the need to
10 promote uniformity or consistency of the law with respect to its
11 subject matter among states that enact it.

12 NEW SECTION. **Sec. 1704.** RELATION TO ELECTRONIC SIGNATURES IN
13 GLOBAL AND NATIONAL COMMERCE ACT. This chapter modifies, limits, and
14 supersedes the electronic signatures in global and national commerce
15 act, 15 U.S.C. Sec. 7001 et seq., but does not modify, limit, or
16 supersede Sec. 101(c) of that act, 15 U.S.C. Sec. 7001(c), or authorize
17 electronic delivery of any of the notices described in section 103(b)
18 of that act, 15 U.S.C. Sec. 7003(b).

19 NEW SECTION. **Sec. 1705.** SAVINGS CLAUSE. The repeal of a statute
20 by this act does not affect:

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

23 (2) Any ratification, right, remedy, privilege, obligation, or
24 liability acquired, accrued, or incurred under the statute before its
25 repeal;

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

28 (4) Any proceeding, reorganization, or dissolution commenced under
29 the statute before its repeal, and the proceeding, reorganization, or
30 dissolution may be completed in accordance with the statute as if it
31 had not been repealed.

32 **ARTICLE 8**

1 **IMPLEMENTATION**

2 NEW SECTION. **Sec. 1801.** Sections 1101 through 1705 of this act
3 constitute a new chapter in Title 23 RCW.

4 NEW SECTION. **Sec. 1802.** If any provision of this act or its
5 application to any person or circumstance is held invalid, the
6 remainder of the act or the application of the provision to other
7 persons or circumstances is not affected.

8 NEW SECTION. **Sec. 1803.** This act takes effect

9 **PART II**

10 **BUSINESS CORPORATION ACT REVISIONS**

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

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

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

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

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

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

1 ~~(6) The record must be in the English language. A corporate name~~
2 ~~need not be in English if written in English letters or Arabic or Roman~~
3 ~~numerals, and the certificate of existence required of foreign~~
4 ~~corporations need not be in English if accompanied by a reasonably~~
5 ~~authenticated English translation.~~

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

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

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

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

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

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

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

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

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

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

35 ~~(b) Miscellaneous charges;~~

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

37 ~~(d) Penalty fees; and~~

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

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

5 ~~One hundred seventy five dollars, pursuant to RCW 23B.01.520 and~~
6 ~~23B.01.540, for:~~

7 ~~(a) Articles of incorporation; and~~

8 ~~(b) Application for certificate of authority.~~

9 ~~(3) The secretary of state shall establish by rule, fees for the~~
10 ~~following:~~

11 ~~(a) Application for reinstatement;~~

12 ~~(b) Articles of correction;~~

13 ~~(c) Amendment of articles of incorporation;~~

14 ~~(d) Restatement of articles of incorporation, with or without~~
15 ~~amendment;~~

16 ~~(e) Articles of merger or share exchange;~~

17 ~~(f) Articles of revocation of dissolution;~~

18 ~~(g) Application for amended certificate of authority;~~

19 ~~(h) Application for reservation, registration, or assignment of~~
20 ~~reserved name;~~

21 ~~(i) Corporation's statement of change of registered agent or~~
22 ~~registered office, or both, except where this information is provided~~
23 ~~in conjunction with and on an initial report or an annual report form~~
24 ~~filed under RCW 23B.01.530, 23B.01.550, 23B.02.050, or 23B.16.220;~~

25 ~~(j) Agent's resignation, or statement of change of registered~~
26 ~~office, or both, for each affected corporation;~~

27 ~~(k) Initial report; and~~

28 ~~(l) Any record not listed in this subsection that is required or~~
29 ~~permitted to be filed under this title.~~

30 ~~(4) Fees shall be adjusted by rule only in an amount that does not~~
31 ~~exceed the average biennial increase in the cost of providing service.~~
32 ~~This shall be determined in a biennial cost study performed by the~~
33 ~~secretary of state.~~

34 ~~(5) The secretary of state shall not collect fees for:~~

35 ~~(a) Agent's consent to act as agent;~~

36 ~~(b) Agent's resignation, if appointed without consent;~~

37 ~~(c) Articles of dissolution;~~

38 ~~(d) Certificate of judicial dissolution;~~

1 ~~(e) Application for certificate of withdrawal; and~~
2 ~~(f) Annual report when filed concurrently with the payment of~~
3 ~~annual license fees.~~

4 ~~(6) The secretary of state shall collect a fee in an amount~~
5 ~~established by the secretary of state by rule per defendant served,~~
6 ~~upon being served process under this title. The party to a proceeding~~
7 ~~causing service of process is entitled to recover this fee as costs if~~
8 ~~such party prevails in the proceeding.~~

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

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

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

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

18 ~~(8) For annual license fees for domestic and foreign corporations,~~
19 ~~see RCW 23B.01.500, 23B.01.510, 23B.01.530, and 23B.01.550. For~~
20 ~~penalties for nonpayment of annual license fees and failure to complete~~
21 ~~annual report, see RCW 23B.01.570)) under section 1214 of this act and~~
22 ~~RCW 43.07.120.~~

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

25 ~~((1) Except as provided in subsection (2) of this section and RCW~~
26 ~~23B.01.240(3), a record accepted for filing is effective on the date it~~
27 ~~is filed by the secretary of state and at the time on that date~~
28 ~~specified in the record. If no time is specified in the record, the~~
29 ~~record is effective at the close of business on the date it is filed by~~
30 ~~the secretary of state.~~

31 ~~(2) If a record specifies a delayed effective time and date, the~~
32 ~~record becomes effective at the time and date specified. If a record~~
33 ~~specifies a delayed effective date but no time is specified, the record~~
34 ~~is effective at the close of business on that date. A delayed~~
35 ~~effective date for a record may not be later than the ninetieth day~~
36 ~~after the date it is filed.~~

1 ~~(3) When a record is received for filing by the secretary of state~~
2 ~~in a form which complies with the requirements of this title and which~~
3 ~~would entitle the record to be filed on receipt, but the secretary of~~
4 ~~state's approval action occurs subsequent to the date of receipt, the~~
5 ~~secretary of state's filing date shall relate back to and be shown as~~
6 ~~the date on which the secretary of state first received the record in~~
7 ~~acceptable form)) A record filed with the secretary of state is~~
8 ~~effective as provided in section 1203 of this act, and may state a~~
9 ~~delayed effective date and time in accordance with section 1203 of this~~
10 ~~act.~~

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

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

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

18 ~~(a) By preparing articles of correction that (i) describe the~~
19 ~~record, including its filing date, or attach a copy of it to the~~
20 ~~articles of correction, (ii) specify the incorrect statement and the~~
21 ~~reason it is incorrect or the manner in which the execution was~~
22 ~~defective, and (iii) correct the incorrect statement or defective~~
23 ~~execution; and~~

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

26 ~~(3) Articles of correction are effective on the effective date of~~
27 ~~the record they correct except as to persons relying on the uncorrected~~
28 ~~record and adversely affected by the correction. As to those persons,~~
29 ~~articles of correction are effective when filed)) in accordance with~~
30 ~~section 1205 of this act.~~

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

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

1 ~~(2)(a) The secretary of state files a record:—(i) In the case of~~
2 ~~a record in a tangible medium, by stamping or otherwise endorsing~~
3 ~~"Filed," together with the secretary of state's name and official title~~
4 ~~and the date of filing, on both the original and the record copy; and~~
5 ~~(ii) in the case of an electronically transmitted record, by the~~
6 ~~electronic processes as may be prescribed by the secretary of state~~
7 ~~from time to time that result in the information required by (a)(i) of~~
8 ~~this subsection being permanently attached to or associated with such~~
9 ~~electronically transmitted record.~~

10 ~~(b) After filing a record, the secretary of state shall deliver a~~
11 ~~record of the filing to the domestic or foreign corporation or its~~
12 ~~representative either:—(i) In a written copy of the filing; or (ii) if~~
13 ~~the corporation has designated an address, location, or system to which~~
14 ~~the record may be electronically transmitted and the secretary of state~~
15 ~~elects to provide the record by electronic transmission, in an~~
16 ~~electronically transmitted record of the filing.~~

17 ~~(3) If the secretary of state refuses to file a record, the~~
18 ~~secretary of state shall return it to the domestic or foreign~~
19 ~~corporation or its representative, together with a brief explanation of~~
20 ~~the reason for the refusal. The explanation shall be either:—(a) In~~
21 ~~a written record or (b) if the corporation has designated an address,~~
22 ~~location, or system to which the explanation may be electronically~~
23 ~~transmitted and the secretary of state elects to provide the~~
24 ~~explanation by electronic transmission, in an electronically~~
25 ~~transmitted record.~~

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

28 ~~(a) Affect the validity or invalidity of the record in whole or~~
29 ~~part;~~

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

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

34 Section 1206 of this act governs the secretary of state's duty to file
35 records delivered to the secretary of state for filing, the manner and
36 effect of filing, and procedures that apply when the secretary of state
37 refuses to file a record.

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

3 ~~((1))~~ Any person may apply to the secretary of state under
4 section 1208 of this act to furnish a certificate of existence for a
5 domestic corporation or a certificate of ~~((authorization))~~ registration
6 for a foreign corporation.

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

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

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

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

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

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

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

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

30 ~~((Any person who signs a document such person knows is false in any~~
31 ~~material respect with intent that the document be delivered to the~~
32 ~~secretary of state for filing is guilty of a gross misdemeanor~~
33 ~~punishable under chapter 9A.20 RCW)) Section 1209 of this act applies
34 to the signing of a false document under this chapter.~~

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

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

5 (2) Permissible means of transmission.

6 (a) Oral notice. Oral notice may be communicated in person, by
7 telephone, wire, or wireless equipment which does not transmit a
8 facsimile of the notice, or by any electronic means which does not
9 create a record. If these forms of oral notice are impracticable, oral
10 notice may be communicated by radio, television, or other form of
11 public broadcast communication.

12 (b) Notice provided in a tangible medium. Notice may be provided
13 in a tangible medium and be transmitted by mail, private carrier, or
14 personal delivery; telegraph or teletype; or telephone, wire, or
15 wireless equipment which transmits a facsimile of the notice. If these
16 forms of notice in a tangible medium are impracticable, notice in a
17 tangible medium may be transmitted by an advertisement in a newspaper
18 of general circulation in the area where published.

19 (c) Notice provided in an electronic transmission.

20 (i) Notice may be provided in an electronic transmission and be
21 electronically transmitted.

22 (ii) Notice to shareholders or directors in an electronic
23 transmission is effective only with respect to shareholders and
24 directors that have consented, in the form of a record, to receive
25 electronically transmitted notices under this title and designated in
26 the consent the address, location, or system to which these notices may
27 be electronically transmitted and with respect to a notice that
28 otherwise complies with any other requirements of this title and
29 applicable federal law.

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

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

35 (C) The consent of any shareholder or director is revoked if (I)
36 the corporation is unable to electronically transmit two consecutive
37 notices given by the corporation in accordance with the consent, and
38 (II) this inability becomes known to the secretary of the corporation,

1 the transfer agent, or any other person responsible for giving the
2 notice. The inadvertent failure by the corporation to treat this
3 inability as a revocation does not invalidate any meeting or other
4 corporate action.

5 (iii) Notice to shareholders or directors who have consented to
6 receipt of electronically transmitted notices may be provided by (A)
7 posting the notice on an electronic network and (B) delivering to the
8 shareholder or director a separate record of the posting, together with
9 comprehensible instructions regarding how to obtain access to the
10 posting on the electronic network.

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

16 (d) Materials accompanying notice to shareholders of public
17 companies. Notwithstanding anything to the contrary in this section or
18 any other section of this title, if this title requires that a notice
19 to shareholders be accompanied by certain material, a public company
20 may satisfy such a requirement, whether or not a shareholder has
21 consented to receive electronically transmitted notice, by (i) posting
22 the material on an electronic network (either separate from, or in
23 combination or as part of, any other materials the public company has
24 posted on the electronic network in compliance with applicable federal
25 law) at or prior to the time that the notice is delivered to the public
26 company's shareholders entitled to receive the notice, and (ii)
27 delivering to the public company's shareholders entitled to receive the
28 notice a separate record of the posting (which record may accompany, or
29 be contained in, the notice), together with comprehensible instructions
30 regarding how to obtain access to the posting on the electronic
31 network. In such a case, the material is deemed to have been delivered
32 to the public company's shareholders at the time the notice to the
33 shareholders is effective under this section. A public company that
34 elects pursuant to this section to post on an electronic network any
35 material required by this title to accompany a notice to shareholders
36 is required, at its expense, to provide a copy of the material in a
37 tangible medium (alone or in combination or as part of any other

1 materials the public company has posted on the electronic network in
2 compliance with federal law) to any shareholder entitled to such a
3 notice who so requests.

4 (3) Effective time and date of notice.

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

6 (b) Notice provided in a tangible medium.

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

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

13 (B) When received;

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

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

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

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

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

27 (iii) Notice in a tangible medium to a domestic or foreign
28 corporation, authorized to transact business in this state, may be
29 addressed to the corporation's registered agent (~~at its registered~~
30 ~~office~~) or to the corporation or its secretary at its principal office
31 shown in its most recent annual report, or in the case of a foreign
32 corporation that has not yet delivered its annual report in its
33 (~~application for a certificate of authority~~) foreign registration
34 statement.

35 (c) Notice provided in an electronic transmission. Notice provided
36 in an electronic transmission, if in comprehensible form, is effective
37 when it: (i) Is electronically transmitted to an address, location, or
38 system designated by the recipient for that purpose; or (ii) has been

1 posted on an electronic network and a separate record of the posting
2 has been delivered to the recipient together with comprehensible
3 instructions regarding how to obtain access to the posting on the
4 electronic network.

5 (4) If this title prescribes notice requirements for particular
6 circumstances, those requirements govern. If articles of incorporation
7 or bylaws prescribe notice requirements, not inconsistent with this
8 section or other provisions of this title, those requirements govern.

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

11 For the privilege of doing business, every domestic corporation,
12 except one for which existing law provides a different fee schedule,
13 shall pay a fee for the filing of its articles of incorporation and its
14 first year's license ((a fee of one hundred seventy five dollars)), and
15 an annual license fee for each year following incorporation on or
16 before the expiration of its corporate license, in an amount
17 established by the secretary of state under section 1214 of this act.

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

20 A foreign corporation doing an intrastate business or seeking to do
21 an intrastate business in the state of Washington shall (~~qualify so to~~
22 ~~do in the manner prescribed in this title and shall~~) pay for the
23 privilege of so doing the same filing and annual license fees
24 prescribed in (~~this title for domestic corporations, including the~~
25 ~~same fees as are prescribed in~~) RCW 23B.01.520(~~, for the filing of~~
26 ~~articles of incorporation of a domestic corporation~~) for domestic
27 corporations.

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

30 In the event any corporation, foreign or domestic, fails to file a
31 full and complete initial report under (~~RCW 23B.02.050(4) and~~
32 ~~23B.16.220(3)~~) section 1213 of this act or does business in this state
33 without having paid its annual corporate license fee and without having
34 filed a substantially complete annual report under (~~RCW~~

1 ~~23B.16.220(1))~~ section 1213 of this act when either is due, there
2 shall become due and owing the state of Washington a penalty as
3 established by rule by the secretary under section 1214 of this act.

4 A corporation organized under this title may at any time prior to
5 its dissolution as provided in (~~RCW 23B.14.200~~) part I, Article 6 of
6 this act, and a foreign corporation (~~qualified~~) registered to do
7 business in this state may at any time prior to the (~~revocation of its~~
8 ~~certificate of authority~~) termination of its registration as provided
9 in (~~RCW 23B.15.300~~) section 1511 of this act, pay to the state of
10 Washington its current annual license fee, provided it also pays an
11 amount equal to all previously unpaid annual license fees plus the
12 penalty established by rule by the secretary under section 1214 of this
13 act.

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

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

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

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

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

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

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

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

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

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

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

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

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

9 (f) If more than one class of shares is authorized, all shares of
10 a class must have preferences, limitations, and relative rights
11 identical to those of other shares of the same class under RCW
12 23B.06.010;

13 (g) If the board of directors is authorized to designate the number
14 of shares in a series, the board may, after the issuance of shares in
15 that series, reduce the number of authorized shares of that series
16 under RCW 23B.06.020;

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

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

21 (j) Shares of one class or series may not be issued as a share
22 dividend with respect to another class or series, unless there are no
23 outstanding shares of the class or series to be issued, or a majority
24 of votes entitled to be cast by such class or series approve as
25 provided in RCW 23B.06.230;

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

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

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

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

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

37 (p) Corporate action may be approved by shareholders by unanimous
38 consent of all shareholders entitled to vote on the corporate action,

1 unless the approval of a lesser number of shareholders is permitted as
2 provided in RCW 23B.07.040, which shareholder consent shall be in the
3 form of a record;

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

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

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

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

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

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

26 (w) Directors are elected by cumulative voting under RCW
27 23B.07.280;

28 (x) Directors are elected by a plurality of votes cast by shares
29 entitled to vote under RCW 23B.07.280, except as otherwise provided in
30 the articles of incorporation or a bylaw adopted pursuant to RCW
31 23B.10.205;

32 (y) A corporation must have a board of directors under RCW
33 23B.08.010;

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

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

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

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

8 (dd) A director of a corporation who is a party to a proceeding may
9 apply for indemnification of reasonable expenses incurred by the
10 director in connection with the proceeding to the court conducting the
11 proceeding or to another court of competent jurisdiction under RCW
12 23B.08.540;

13 (ee) An officer of the corporation who is not a director is
14 entitled to mandatory indemnification under RCW 23B.08.520, and is
15 entitled to apply for court-ordered indemnification under RCW
16 23B.08.540, in each case to the same extent as a director under RCW
17 23B.08.570;

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

21 (gg) A corporation may indemnify and advance expenses to an
22 officer, employee, or agent who is not a director to the extent,
23 consistent with law, that may be provided by its articles of
24 incorporation, bylaws, general or specific approval of its board of
25 directors, or contract under RCW 23B.08.570;

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

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

35 (jj) A corporation's board of directors may amend or repeal the
36 corporation's bylaws unless this title reserves this power exclusively
37 to the shareholders in whole or in part, or unless the shareholders in

1 amending or repealing a bylaw provide expressly that the board of
2 directors may not amend or repeal that bylaw under RCW 23B.10.200;

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

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

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

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

23 (oo) Unless the board of directors requires a greater vote or a
24 vote by voting groups, a proposal to dissolve must be approved by each
25 voting group entitled to vote on the dissolution by two-thirds of all
26 votes entitled to be cast by that voting group under RCW 23B.14.020.

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

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

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

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

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

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

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

10 (g) Regular meetings of the board of directors may be held without
11 notice of the date, time, place, or purpose of the meeting under RCW
12 23B.08.220;

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

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

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

22 (k) A board of directors may create one or more committees and
23 appoint members of the board of directors to serve on them under RCW
24 23B.08.250; and

25 (l) Unless approved by the shareholders, a corporation may
26 indemnify, or make advances to, a director for reasonable expenses
27 incurred in the defense of any proceeding to which the director was a
28 party because of being a director only to the extent such action is
29 consistent with RCW 23B.08.500 through 23B.08.580.

30 (5) The articles of incorporation may contain the following
31 provisions:

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

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

35 (c) Provisions not inconsistent with law related to the management
36 of the business and the regulation of the affairs of the corporation;

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

1 (e) Provisions not inconsistent with law defining, limiting, and
2 regulating the powers of the corporation, its board of directors, and
3 shareholders;

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

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

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

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

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

21 (6) The articles of incorporation or the bylaws may contain the
22 following provisions:

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

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

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

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

34 (e) If the corporation is registered as an investment company under
35 the investment company act of 1940, a provision establishing terms of
36 directors which terms may be longer than one year as provided in RCW
37 23B.05.050.

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

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

5 (1) After incorporation:

6 (a) If initial directors are named in the articles of
7 incorporation, the initial directors shall hold an organizational
8 meeting, at the call of a majority of the directors, to complete the
9 organization of the corporation by appointing officers, adopting
10 bylaws, and carrying on any other business brought before the meeting;

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

14 (i) To elect directors and complete the organization of the
15 corporation; or

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

18 (2) Corporate action required or permitted by this title to be
19 approved by incorporators at an organizational meeting may be approved
20 without a meeting if the approval is evidenced by the consent of each
21 of the incorporators in the form of a record describing the corporate
22 action so approved and executed by each incorporator.

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

24 (4) A ~~((corporation's initial report containing the information~~
25 ~~described in RCW 23B.16.220(1))~~ corporation must ~~((be delivered))~~
26 deliver an initial report to the secretary of state ~~((within one~~
27 ~~hundred twenty days of the date on which the corporation's articles of~~
28 ~~incorporation were filed))~~ in accordance with section 1213 of this act.

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

31 ~~((1))~~ A corporate name~~((÷~~

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

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

1 ~~(c) Must not contain any of the following words or phrases:~~
2 ~~"Bank," "banking," "banker," "trust," "cooperative," or any~~
3 ~~combination of the words "industrial" and "loan," or any combination of~~
4 ~~any two or more of the words "building," "savings," "loan," "home,"~~
5 ~~"association," and "society," or any other words or phrases prohibited~~
6 ~~by any statute of this state; and~~

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

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

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

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

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

20 ~~(v) The name or reserved name of a mutual corporation or~~
21 ~~miscellaneous corporation incorporated or authorized to do business~~
22 ~~under chapter 24.06 RCW;~~

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

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

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

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

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

36 ~~(a) The other corporation, company, holder, limited liability~~
37 ~~partnership, or limited partnership consents to the use in writing and~~
38 ~~files with the secretary of state documents necessary to change its~~

1 ~~name or the name reserved or registered to a name that is~~
2 ~~distinguishable upon the records of the secretary of state from the~~
3 ~~name of the applying corporation; or~~

4 ~~(b) The applicant delivers to the secretary of state a certified~~
5 ~~copy of the final judgment of a court of competent jurisdiction~~
6 ~~establishing the applicant's right to use the name applied for in this~~
7 ~~state.~~

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

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

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

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

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

20 ~~(a) A variation in any of the following designations for the same~~
21 ~~name: "Corporation," "incorporated," "company," "limited,"~~
22 ~~"partnership," "limited partnership," "limited liability company,"~~
23 ~~"limited liability partnership," or "social purpose corporation," or~~
24 ~~the abbreviations "corp.," "inc.," "co.," "ltd.," "LP," "L.P.," "LLP,"~~
25 ~~"L.L.P.," "LLC," "L.L.C." "SPC," or "S.P.C.";~~

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

28 ~~(c) Punctuation, capitalization, or special characters or symbols~~
29 ~~in the same name; or~~

30 ~~(d) Use of abbreviation or the plural form of a word in the same~~
31 ~~name)) must comply with the requirements of part I, Article 3 of this~~
32 ~~act.~~

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

35 ~~((1))~~ A person may reserve the exclusive use of a corporate
36 ~~(, including a fictitious name adopted pursuant to RCW 23B.15.060~~
37 ~~for a foreign corporation whose corporate name is not available, by~~

1 ~~delivering an application to the secretary of state for filing. The~~
2 ~~application must set forth the name and address of the applicant and~~
3 ~~the name proposed to be reserved. If the secretary of state finds that~~
4 ~~the corporate name applied for is available, the secretary of state~~
5 ~~shall reserve the name for the applicant's exclusive use for a~~
6 ~~nonrenewable one hundred eighty day period.~~

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

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

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

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

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

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

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

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

34 ~~(5) A foreign corporation whose registration is effective may~~
35 ~~thereafter qualify as a foreign corporation under the registered name,~~
36 ~~or consent in writing to the use of that name by a corporation~~
37 ~~thereafter incorporated under this title, by a limited partnership~~

1 ~~thereafter formed under chapter 25.10 RCW, or by another foreign~~
2 ~~corporation or limited partnership thereafter authorized to transact~~
3 ~~business in this state. The registration terminates when the domestic~~
4 ~~corporation is incorporated or the domestic limited partnership is~~
5 ~~formed, or the foreign corporation qualifies or consents to the~~
6 ~~qualification of another foreign corporation or limited partnership~~
7 ~~under the registered name)) in accordance with section 1304 of this~~
8 ~~act.~~

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

11 ~~((1))~~ Each corporation must continuously maintain in this
12 state(~~(÷~~

13 ~~(a) A registered office that may be the same as any of its places~~
14 ~~of business. The registered office shall be at a specific geographic~~
15 ~~location in this state, and be identified by number, if any, and~~
16 ~~street, or building address or rural route, or, if a commonly known~~
17 ~~street or rural route address does not exist, by legal description. A~~
18 ~~registered office may not be identified by post office box number or~~
19 ~~other nongeographic address. For purposes of communicating by mail,~~
20 ~~the secretary of state may permit the use of a post office address in~~
21 ~~conjunction with the registered office address if the corporation also~~
22 ~~maintains on file the specific geographic address of the registered~~
23 ~~office where personal service of process may be made;~~

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

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

27 ~~(ii) A domestic corporation or not-for-profit domestic corporation~~
28 ~~whose business office is identical with the registered office;~~

29 ~~(iii) A foreign corporation or not-for-profit foreign corporation~~
30 ~~authorized to conduct affairs in this state whose business office is~~
31 ~~identical with the registered office;~~

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

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

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

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

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

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

18 ~~(b) If the current registered office is to be changed, the street~~
19 ~~address of the new registered office in accord with RCW~~
20 ~~23B.05.010(1)(a);~~

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

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

28 (2) ~~((If))~~ A registered agent ~~((changes the street address of the~~
29 ~~agent's business office, the registered agent may change the street~~
30 ~~address of the registered office of any corporation for which the agent~~
31 ~~is the registered agent by notifying the corporation of the change~~
32 ~~either (a) in a written record, or (b) if the corporation has~~
33 ~~designated an address, location, or system to which the notices may be~~
34 ~~electronically transmitted and the registered agent electronically~~
35 ~~transmits the notice to the corporation at the designated address,~~
36 ~~location, or system, in an electronically transmitted record and~~
37 ~~delivering to the secretary of state for filing a statement that~~

1 ~~complies with the requirements of subsection (1) of this section and~~
2 ~~recites that the corporation has been notified of the change)) may~~
3 ~~change its information on file with the secretary of state in~~
4 ~~accordance with section 1408 or 1409 of this act.~~

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

7 ~~((1))~~ A registered agent may resign as agent by ~~((signing and))~~
8 delivering to the secretary of state for filing a statement of
9 resignation in accordance with section 1410 of this act. ~~((The~~
10 ~~statement may include a statement that the registered office is also~~
11 ~~discontinued.~~

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

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

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

19 ~~((1) A corporation's registered agent is the corporation's agent~~
20 ~~for)) Service of process, notice, or demand required or permitted by~~
21 ~~law to be served on the corporation may be made in accordance with~~
22 ~~section 1412 of this act.~~

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

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

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

29 ~~(3) Service on the secretary of state of any such process, notice,~~
30 ~~or demand shall be made by delivering to and leaving with the secretary~~
31 ~~of state, or with any duly authorized clerk of the corporation~~
32 ~~department of the secretary of state's office, the process, notice, or~~
33 ~~demand. In the event any such process, notice, or demand is served on~~
34 ~~the secretary of state, the secretary of state shall immediately cause~~
35 ~~a copy thereof to be forwarded by certified mail, addressed to the~~
36 ~~secretary of the corporation at the corporation's principal office as~~

1 ~~shown on the records of the secretary of state. Any service so had on~~
2 ~~the secretary of state shall be returnable in not less than thirty~~
3 ~~days.~~

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

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

12 **Sec. 2121.** RCW 23B.11.070 and 1989 c 165 s 137 are each amended to
13 read as follows:

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

16 (a) In a merger, the merger is permitted by the law of the state or
17 country under whose law each foreign corporation is incorporated and
18 each foreign corporation complies with that law in effecting the
19 merger;

20 (b) In a share exchange, the corporation whose shares will be
21 acquired is a domestic corporation, whether or not a share exchange is
22 permitted by the law of the state or country under whose law the
23 acquiring corporation is incorporated;

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

27 (d) Each domestic corporation complies with the applicable
28 provisions of RCW 23B.11.010 through 23B.11.040 and, if it is the
29 surviving corporation of the merger or acquiring corporation of the
30 share exchange, with RCW 23B.11.050.

31 (2) Upon the merger or share exchange taking effect, the surviving
32 foreign corporation of a merger and the acquiring foreign corporation
33 of a share exchange is deemed:

34 (a) To (~~appoint the secretary of state as its agent for~~) consent
35 to service of process pursuant to section 1412 of this act in a
36 proceeding to enforce any obligation or the rights of dissenting

1 shareholders of each domestic corporation party to the merger or share
2 exchange; and

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

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

10 **Sec. 2122.** RCW 23B.11.110 and 2009 c 188 s 1403 are each amended
11 to read as follows:

12 (1) One or more foreign limited partnerships, foreign corporations,
13 foreign partnerships, and foreign limited liability companies may merge
14 with one or more domestic partnerships, domestic limited liability
15 companies, domestic limited partnerships, or domestic corporations,
16 provided that:

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

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

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

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

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

28 (f) Each domestic limited liability company complies with RCW
29 25.15.400; and

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

31 (2) Upon the merger taking effect, a surviving foreign corporation,
32 foreign limited partnership, foreign limited liability corporation, or
33 foreign partnership is deemed:

34 (a) To (~~appoint the secretary of state as its agent for~~) consent
35 to service of process pursuant to section 1412 of this act in a
36 proceeding to enforce any obligation or the rights of dissenting

1 shareholders or partners of each domestic corporation, domestic limited
2 partnership, domestic limited liability company, or domestic
3 partnership party to the merger; and

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

11 **Sec. 2123.** RCW 23B.14.040 and 2009 c 189 s 52 are each amended to
12 read as follows:

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

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

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

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

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

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

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

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

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

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

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

11 **Sec. 2124.** RCW 23B.14.200 and 1994 c 287 s 7 are each amended to
12 read as follows:

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

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

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

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

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

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

27 ~~(6) The corporation's period of duration stated in its articles of~~
28 ~~incorporation expired prior to July 1, 1990, but the corporation has~~
29 ~~timely paid all license fees imposed by this title and set by rule by~~
30 ~~the secretary, has timely filed annual reports with the secretary of~~
31 ~~state, has never been without a registered agent or registered office~~
32 ~~in this state for sixty days or more, and has never failed to notify~~
33 ~~the secretary of state of changes in a registered agent or registered~~
34 ~~office within sixty days of such change)) the circumstances provided in~~
35 section 1601 of this act.

1 **Sec. 2125.** RCW 23B.14.210 and 2006 c 52 s 12 are each amended to
2 read as follows:

3 ~~((1) If the secretary of state determines that one or more grounds~~
4 ~~exist under RCW 23B.14.200 or 23B.14.203 for dissolving a corporation,~~
5 ~~the secretary of state shall give the corporation written notice of the~~
6 ~~determination by first class mail, postage prepaid.~~

7 ~~(2) If the corporation does not correct each ground for dissolution~~
8 ~~or demonstrate to the reasonable satisfaction of the secretary of state~~
9 ~~that each ground determined by the secretary of state does not exist~~
10 ~~within sixty days after notice is effective, the secretary of state~~
11 ~~shall administratively dissolve the corporation and give the~~
12 ~~corporation written notice of the dissolution that recites the ground~~
13 ~~or grounds therefor and its effective date.~~

14 ~~(3) A corporation administratively dissolved continues its~~
15 ~~corporate existence but may not carry on any business except that~~
16 ~~necessary to wind up and liquidate its business and affairs in a manner~~
17 ~~consistent with RCW 23B.14.050.~~

18 ~~(4) The administrative dissolution of a corporation does not~~
19 ~~terminate the authority of its registered agent)) The secretary of~~
20 ~~state may administratively dissolve a corporation under the procedures~~
21 ~~specified in section 1602 of this act.~~

22 **Sec. 2126.** RCW 23B.14.220 and 2006 c 52 s 13 are each amended to
23 read as follows:

24 (1) A corporation administratively dissolved under ((RCW
25 23B.14.210)) section 1602 of this act may apply to the secretary of
26 state for reinstatement (~~within five years after the effective date of~~
27 ~~dissolution. The application must:~~

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

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

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

34 ~~(2) If the secretary of state determines that the application~~
35 ~~contains the information required by subsection (1) of this section and~~
36 ~~that the name is available, the secretary of state shall reinstate the~~
37 ~~corporation and give the corporation written notice of the~~

1 ~~reinstatement that recites the effective date of reinstatement. If the~~
2 ~~name is not available, the corporation must file articles of amendment~~
3 ~~changing its name with its application for reinstatement.~~

4 ~~(3) When the reinstatement is effective, it relates back to and~~
5 ~~takes effect as of the effective date of the administrative dissolution~~
6 ~~and the corporation resumes carrying on its business as if the~~
7 ~~administrative dissolution had never occurred)) in accordance with~~
8 ~~section 1603 of this act.~~

9 **Sec. 2127.** RCW 23B.14.390 and 1995 c 47 s 8 are each amended to
10 read as follows:

11 On the first day of each month, the secretary of state shall
12 prepare a list of corporations dissolved during the preceding month
13 pursuant to RCW 23B.14.030, (~~(23B.14.210, and)~~) 23B.14.330, and section
14 1602 of this act.

15 **Sec. 2128.** RCW 23B.15.010 and 1993 c 181 s 11 are each amended to
16 read as follows:

17 (1) Unless it is otherwise authorized to transact business pursuant
18 to a state or federal statute, a foreign corporation may not transact
19 business in this state until it (~~(obtains a certificate of authority~~
20 ~~from)) registers with the secretary of state in accordance with part I,
21 Article 5 of this act.~~

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

25 ~~(a) Maintaining or defending any action or suit or any~~
26 ~~administrative or arbitration proceeding, or effecting the settlement~~
27 ~~thereof or the settlement of claims or disputes;~~

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

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

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

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

1 ~~(f) Soliciting or procuring orders, whether by mail or through~~
2 ~~employees or agents or otherwise, where the orders require acceptance~~
3 ~~outside this state before becoming binding contracts and where the~~
4 ~~contracts do not involve any local performance other than delivery and~~
5 ~~installation;~~

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

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

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

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

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

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

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

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

22 **Sec. 2129.** RCW 23B.15.020 and 1990 c 178 s 8 are each amended to
23 read as follows:

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

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

35 ~~(3) A court may stay a proceeding commenced by a foreign~~
36 ~~corporation, its successor, or assignee until it determines whether the~~
37 ~~foreign corporation or its successor requires a certificate of~~

1 authority. — If it so determines, the court may further stay the
2 proceeding until the foreign corporation or its successor obtains the
3 certificate.

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

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

18 **Sec. 2130.** RCW 23B.15.030 and 1989 c 165 s 171 are each amended to
19 read as follows:

20 ((1)) A foreign corporation may ((apply for a certificate of
21 authority)) register to transact business in this state by delivering
22 ((an application)) a foreign registration statement to the secretary of
23 state for filing in accordance with section 1503 of this act. ((The
24 application must state:

25 (a) That the name of the foreign corporation meets the requirements
26 stated in RCW 23B.15.060;

27 (b) The name of the state or country under whose law it is
28 incorporated;

29 (c) Its date of incorporation and period of duration;

30 (d) The street address of its principal office;

31 (e) The street address of its registered office in this state and
32 the name of its registered agent at that office, in accordance with RCW
33 23B.15.070; and

34 (f) The names and usual business addresses of its current directors
35 and officers.

36 (2) The foreign corporation shall deliver with the completed
37 application a certificate of existence, or a document of similar

1 ~~import, issued no more than sixty days before the date of the~~
2 ~~application and duly authenticated by the secretary of state or other~~
3 ~~official having custody of corporate records in the state or country~~
4 ~~under whose law it is incorporated.))~~

5 **Sec. 2131.** RCW 23B.15.040 and 1991 c 72 s 38 are each amended to
6 read as follows:

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

- 10 ~~(a) Its corporate name; or~~
- 11 ~~(b) The period of its duration.~~

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

- 15 ~~(a) The name of the foreign corporation and the name in which the~~
16 ~~corporation is authorized to transact business in Washington, if~~
17 ~~different;~~

- 18 ~~(b) The name of the state or country under whose law it is~~
19 ~~incorporated;~~

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

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

- 22 ~~(e) In the event the change or changes include a name change to a~~
23 ~~name that does not meet the requirements of RCW 23B.15.060, a~~
24 ~~fictitious name for use in Washington, and a copy of the resolution of~~
25 ~~the board of directors, certified by the corporation's secretary,~~
26 ~~adopting the fictitious name; and~~

- 27 ~~(f) A copy of the document filed in the state or country of~~
28 ~~incorporation showing that jurisdiction's "filed" stamp))~~ amend its
29 foreign registration statement under the circumstances specified in
30 section 1504 of this act.

31 **Sec. 2132.** RCW 23B.15.050 and 1989 c 165 s 173 are each amended to
32 read as follows:

33 (1) A ~~((certificate of authority authorizes the))~~ registered
34 foreign corporation ~~((to which it is issued to))~~ may transact business
35 in this state subject, however, to the right of the state to ~~((revoke~~

1 ~~the certificate)) terminate the registration as provided in ((this~~
2 ~~title)) part I, Article 5 of this act.~~

3 (2) ~~((A foreign corporation holding a valid certificate of~~
4 ~~authority shall have no greater rights and privileges than a domestic~~
5 ~~corporation of like character. Except as otherwise provided by this~~
6 ~~title, a foreign corporation is subject to the same duties,~~
7 ~~restrictions, penalties, and liabilities now or later imposed on a~~
8 ~~domestic corporation of like character.~~

9 (3) ~~Except as otherwise provided in chapter 23B.19 RCW, this title~~
10 ~~does not authorize this state to regulate the organization or internal~~
11 ~~affairs of a foreign corporation authorized to transact business in~~
12 ~~this state)) A foreign corporation registered to transact business in
13 this state is subject to section 1501 of this act relating to the
14 effect of registration and the governing law for registered foreign
15 corporations.~~

16 **Sec. 2133.** RCW 23B.15.060 and 1998 c 102 s 2 are each amended to
17 read as follows:

18 ~~((1) No certificate of authority shall be issued to a foreign~~
19 ~~corporation unless the corporate name of such corporation:~~

20 (a) ~~Contains the word "corporation," "incorporated," "company," or~~
21 ~~"limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.";~~

22 (b) ~~Does not contain language stating or implying that the~~
23 ~~corporation is organized for a purpose other than that permitted by RCW~~
24 ~~23B.03.010 and its articles of incorporation;~~

25 (c) ~~Does not contain any of the following words or phrases:~~
26 ~~"Bank," "banking," "banker," "trust," "cooperative," or any combination~~
27 ~~of the words "industrial" and "loan," or any combination of any two or~~
28 ~~more words "building," "savings," "loan," "home," "association," and~~
29 ~~"society," or any other words or phrases prohibited by any statute of~~
30 ~~this state; and~~

31 (d) ~~Except as authorized by subsections (4) and (5) of this~~
32 ~~section, is distinguishable upon the records of the secretary of state~~
33 ~~from:~~

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

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

1 ~~(iii) The fictitious name adopted pursuant to subsection (3) of~~
2 ~~this section by a foreign corporation authorized to transact business~~
3 ~~in this state because its real name is unavailable;~~

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

7 ~~(v) The name or reserved name of a mutual corporation or~~
8 ~~miscellaneous corporation incorporated or authorized to do business~~
9 ~~under chapter 24.06 RCW;~~

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

12 ~~(vii) The name or reserved name of any limited liability company~~
13 ~~organized or registered under chapter 25.15 RCW; and~~

14 ~~(viii) The name or reserved name of any limited liability~~
15 ~~partnership registered under chapter 25.04 RCW.~~

16 ~~(2) A name shall not be considered distinguishable under the same~~
17 ~~grounds as provided under RCW 23B.04.010.~~

18 ~~(3) If the corporate name of a foreign corporation does not satisfy~~
19 ~~the requirements of subsection (1) of this section, the foreign~~
20 ~~corporation to obtain or maintain a certificate of authority to~~
21 ~~transact business in this state:~~

22 ~~(a) May add the word "corporation," "incorporated," "company," or~~
23 ~~"limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.," to~~
24 ~~its corporate name for use in this state; or~~

25 ~~(b) May use a fictitious name to transact business in this state if~~
26 ~~its real name is unavailable and it delivers to the secretary of state~~
27 ~~for filing a copy of the resolution of its board of directors,~~
28 ~~certified by its secretary, adopting the fictitious name.~~

29 ~~(4) A foreign corporation may apply to the secretary of state for~~
30 ~~authorization to use a name that is not distinguishable upon the~~
31 ~~records from one or more of the names described in subsection (1)(d) of~~
32 ~~this section. The secretary of state shall authorize use of the name~~
33 ~~applied for if:~~

34 ~~(a) The other corporation, company, holder, limited liability~~
35 ~~partnership, or limited partnership consents to the use in writing and~~
36 ~~files with the secretary of state documents necessary to change its~~
37 ~~name or the name reserved or registered to a name that is~~

1 distinguishable upon the records of the secretary of state from the
2 name of the applying corporation; or

3 (b) The applicant delivers to the secretary of state a certified
4 copy of the final judgment of a court of competent jurisdiction
5 establishing the applicant's right to use the name applied for in this
6 state.

7 (5) A foreign corporation may use in this state the name, including
8 the fictitious name, of another domestic or foreign corporation that is
9 used in this state if the other corporation is incorporated or
10 authorized to transact business in this state and the foreign
11 corporation:

12 (a) Has merged with the other corporation; or

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

14 (6) If a foreign corporation authorized to transact business in
15 this state changes its corporate name to one that does not satisfy the
16 requirements of subsection (1) of this section, it may not transact
17 business in this state under the changed name until it adopts a name
18 satisfying such requirements and obtains an amended certificate of
19 authority under RCW 23B.15.040)) The corporate name of a foreign
20 corporation registered in this state must comply with the provisions of
21 section 1506 of this act and part I, Article 3 of this act.

22 **Sec. 2134.** RCW 23B.15.070 and 2002 c 297 s 43 are each amended to
23 read as follows:

24 ((+1)) Each foreign corporation ((authorized)) registered to
25 transact business in this state must continuously maintain in this
26 state((÷

27 (a) A registered office which may be, but need not be, the same as
28 its place of business in this state. The registered office shall be at
29 a specific geographic location in this state, and be identified by
30 number, if any, and street, building address, or rural route, or, if a
31 commonly known street or rural route address does not exist, by legal
32 description. A registered office may not be identified by post office
33 box number or other nongeographic address. For purposes of
34 communicating by mail, the secretary of state may permit the use of a
35 post office address in the same city as the registered office to be
36 used in conjunction with the registered office address if the

1 corporation also maintains on file the specific geographic address of
2 the registered office where personal service of process may be made.

3 (b) A registered agent, who may be:

4 (i) An individual who resides in this state and whose business
5 office is identical with the registered office;

6 (ii) A domestic corporation or not-for-profit domestic corporation
7 whose business office is identical with the registered office;

8 (iii) A foreign corporation or foreign not-for-profit corporation
9 authorized to transact business or conduct affairs in this state whose
10 business office is identical with the registered office;

11 (iv) A domestic limited liability company whose business office is
12 identical with the registered office; or

13 (v) A foreign limited liability company authorized to conduct
14 affairs in this state whose business office is identical with the
15 registered office.

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

26 **Sec. 2135.** RCW 23B.15.080 and 2002 c 297 s 44 are each amended to
27 read as follows:

28 (1) A foreign corporation ((authorized)) registered to transact
29 business in this state may change its registered ((office or
30 registered)) agent by delivering to the secretary of state for filing
31 a statement of change ((that sets forth:

32 (a) Its name;

33 (b) If the current registered office is to be changed, the street
34 address of its new registered office;

35 (c) If the current registered agent is to be changed, the name of
36 its new registered agent and the new agent's consent, either on the

1 ~~statement or attached to it in the manner and form as the secretary of~~
2 ~~state may prescribe, to the appointment; and~~

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

7 (2) ((If)) A registered agent (~~changes the street address of the~~
8 ~~agent's business office, the registered agent may change the street~~
9 ~~address of the registered office of any foreign corporation for which~~
10 ~~the agent is the registered agent by notifying the corporation of the~~
11 ~~change either (a) in a record or (b) if the corporation has designated~~
12 ~~an address, location, or system to which the notices may be~~
13 ~~electronically transmitted and the registered agent electronically~~
14 ~~transmits the notice to the corporation at the designated address,~~
15 ~~location, or system, in an electronically transmitted record, and~~
16 ~~delivering to the secretary of state for filing a statement of change~~
17 ~~that complies with the requirements of subsection (1) of this section~~
18 ~~and recites that the corporation has been notified of the change)) of~~
19 ~~a foreign corporation may change its information on file with the~~
20 ~~secretary of state in accordance with section 1408 or 1409 of this act.~~

21 **Sec. 2136.** RCW 23B.15.090 and 1989 c 165 s 177 are each amended to
22 read as follows:

23 ((~~(1)~~)) The registered agent of a foreign corporation may resign as
24 agent by signing and delivering to the secretary of state for filing a
25 statement of resignation(~~(. The statement of resignation may include~~
26 ~~a statement that the registered office is also discontinued.~~

27 ~~(2) After filing the statement, the secretary of state shall mail~~
28 ~~a copy of the statement to the foreign corporation at its principal~~
29 ~~office address shown in its most recent annual report, or in the~~
30 ~~application for certificate of authority if no annual report has been~~
31 ~~filed.~~

32 ~~(3) The agency appointment is terminated, and the registered office~~
33 ~~discontinued if so provided, on the thirty-first day after the date on~~
34 ~~which the statement was filed)) in accordance with section 1410 of this~~
35 ~~act.~~

1 **Sec. 2137.** RCW 23B.15.100 and 1989 c 165 s 178 are each amended to
2 read as follows:

3 ~~((1) The registered agent appointed by a foreign corporation~~
4 ~~authorized to transact business in this state shall be an agent of such~~
5 ~~corporation upon whom)) Service of any process, notice, or demand~~
6 ~~required or permitted by law to be served upon the foreign corporation~~
7 ~~may be ((served.~~

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

10 ~~(a) The corporation is authorized to transact business in this~~
11 ~~state, and it fails to appoint or maintain a registered agent in this~~
12 ~~state, or its registered agent cannot with reasonable diligence be~~
13 ~~found at the registered office;~~

14 ~~(b) The corporation's authority to transact business in this state~~
15 ~~has been revoked under RCW 23B.15.310; or~~

16 ~~(c) The corporation has been authorized to transact business in~~
17 ~~this state and has withdrawn under RCW 23B.15.200.~~

18 ~~(3) Service on the secretary of state of any such process, notice,~~
19 ~~or demand shall be made by delivering to and leaving with the secretary~~
20 ~~of state, or with any duly authorized clerk of the corporation~~
21 ~~department of the secretary of state's office, the process, notice, or~~
22 ~~demand. In the event any such process, notice, or demand is served on~~
23 ~~the secretary of state, the secretary of state shall immediately cause~~
24 ~~a copy thereof to be forwarded by certified mail, addressed to the~~
25 ~~secretary of the corporation at its principal office as shown on the~~
26 ~~records of the secretary of state. Any service so had on the secretary~~
27 ~~of state shall be returnable in not less than thirty days.~~

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

32 ~~(5) This section does not limit or affect the right to serve any~~
33 ~~process, notice, or demand, required or permitted by law to be served~~
34 ~~upon a corporation in any other manner now or hereafter permitted by~~
35 ~~law)) made in accordance with section 1412 of this act.~~

36 **Sec. 2138.** RCW 23B.15.200 and 1989 c 165 s 179 are each amended to
37 read as follows:

1 ~~((1))~~ A foreign corporation ~~((authorized))~~ registered to transact
2 business in this state may not withdraw from this state until it
3 ~~((obtains a certificate))~~ delivers a statement of withdrawal ~~((from))~~
4 to the secretary of state~~((-~~

5 ~~(2) A foreign corporation authorized to transact business in this~~
6 ~~state may apply for a certificate of withdrawal by delivering an~~
7 ~~application to the secretary of state for filing. The application must~~
8 ~~be accompanied by a copy of a revenue clearance certificate issued~~
9 ~~pursuant to RCW 82.32.260, and must set forth:~~

10 ~~(a) The name of the foreign corporation and the name of the state~~
11 ~~or country under whose law it is incorporated;~~

12 ~~(b) That it is not transacting business in this state and that it~~
13 ~~surrenders its authority to transact business in this state;~~

14 ~~(c) That it revokes the authority of its registered agent to accept~~
15 ~~service on its behalf and appoints the secretary of state as its agent~~
16 ~~for service of process in any proceeding based on a cause of action~~
17 ~~arising during the time it was authorized to transact business in this~~
18 ~~state;~~

19 ~~(d) A mailing address to which the secretary of state may mail a~~
20 ~~copy of any process served on the secretary of state under (c) of this~~
21 ~~subsection; and~~

22 ~~(e) A commitment to notify the secretary of state in the future of~~
23 ~~any change in its mailing address.~~

24 ~~(3) After the withdrawal of the corporation is effective, service~~
25 ~~of process on the secretary of state under RCW 23B.15.100 is service on~~
26 ~~the foreign corporation)) for filing in accordance with section 1507 of~~
27 ~~this act.~~

28 **Sec. 2139.** RCW 23B.15.300 and 1991 c 72 s 39 are each amended to
29 read as follows:

30 The secretary of state may ~~((revoke the certificate of authority))~~
31 terminate the registration of a registered foreign corporation
32 ~~((authorized to transact business in this state if:~~

33 ~~(1) The foreign corporation does not deliver its completed initial~~
34 ~~report or annual report to the secretary of state when it is due;~~

35 ~~(2) The foreign corporation does not pay any license fees or~~
36 ~~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 state~~
4 ~~under RCW 23B.15.080 or 23B.15.090 that its registered agent or~~
5 ~~registered office has changed, that its registered agent has resigned,~~
6 ~~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 of~~
10 ~~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 specified in section 1511 of this act.~~

17 **Sec. 2140.** RCW 23B.15.310 and 1989 c 165 s 181 are each amended to
18 read as follows:

19 ~~((1) If the secretary of state determines that one or more grounds~~
20 ~~exist under RCW 23B.15.300 for revocation of a certificate of~~
21 ~~authority, the secretary of state shall give the foreign corporation~~
22 ~~written notice of the determination by first class mail, postage~~
23 ~~prepaid.~~

24 ~~(2) If the foreign corporation does not correct each ground for~~
25 ~~revocation or demonstrate to the reasonable satisfaction of the~~
26 ~~secretary of state that each ground determined by the secretary of~~
27 ~~state does not exist within sixty days after notice is effective, the~~
28 ~~secretary of state shall revoke the foreign corporation's certificate~~
29 ~~of authority by signing a certificate of revocation that recites the~~
30 ~~ground or grounds for revocation and its effective date. The secretary~~
31 ~~of state shall file the original of the certificate and mail a copy to~~
32 ~~the foreign corporation.~~

33 ~~(3) The authority of a foreign corporation to transact business in~~
34 ~~this state ceases on the date shown on the certificate revoking its~~
35 ~~certificate of authority.~~

36 ~~(4) The secretary of state's revocation of a foreign corporation's~~
37 ~~certificate of authority appoints the secretary of state the foreign~~

1 ~~corporation's agent for service of process in any proceeding based on~~
2 ~~a cause of action which arose during the time the foreign corporation~~
3 ~~was authorized to transact business in this state. Service of process~~
4 ~~on the secretary of state under RCW 23B.15.100 is service on the~~
5 ~~foreign corporation.~~

6 ~~(5) Revocation of a foreign corporation's certificate of authority~~
7 ~~does not terminate the authority of the registered agent of the~~
8 ~~corporation)) The secretary of state may terminate the registration of~~
9 ~~a registered foreign corporation under the procedures specified in~~
10 ~~section 1511 of this act.~~

11 **Sec. 2141.** RCW 23B.16.010 and 2009 c 189 s 54 are each amended to
12 read as follows:

13 (1) A corporation shall keep as permanent records minutes of all
14 meetings of its shareholders and board of directors, a record of all
15 corporate actions approved by the shareholders or board of directors by
16 executed consent without a meeting, and a record of all corporate
17 actions approved by a committee of the board of directors exercising
18 the authority of the board of directors on behalf of the corporation.

19 (2) A corporation shall maintain appropriate accounting records.

20 (3) A corporation or its agent shall maintain a record of its
21 shareholders, in a form that permits preparation of a list of the names
22 and addresses of all shareholders, in alphabetical order by class of
23 shares showing the number and class of shares held by each.

24 (4) A corporation shall maintain its records in written form or in
25 another form capable of conversion into written form within a
26 reasonable time.

27 (5) A corporation shall keep a copy of the following records at its
28 principal office:

29 (a) Its articles or restated articles of incorporation and all
30 amendments to them currently in effect;

31 (b) Its bylaws or restated bylaws and all amendments to them
32 currently in effect;

33 (c) The minutes of all shareholders' meetings, and records of all
34 corporate actions approved by shareholders without a meeting, for the
35 past three years;

36 (d) The financial statements described in RCW 23B.16.200(1), for
37 the past three years;

1 (e) All communications in the form of a record to shareholders
2 generally within the past three years;

3 (f) A list of the names and business addresses of its current
4 directors and officers; and

5 (g) Its initial report or most recent annual report delivered to
6 the secretary of state under ((RCW 23B.16.220)) section 1213 of this
7 act.

8 **Sec. 2142.** RCW 23B.16.220 and 2001 c 307 s 1 are each amended to
9 read as follows:

10 ((+1)) Each domestic corporation, and each foreign corporation
11 ((authorized)) registered to transact business in this state, shall
12 deliver to the secretary of state for filing initial and annual reports
13 ((that set forth:

14 (a) ~~The name of the corporation and the state or country under~~
15 ~~whose law it is incorporated;~~

16 (b) ~~The street address of its registered office and the name of its~~
17 ~~registered agent at that office in this state;~~

18 (c) ~~In the case of a foreign corporation, the address of its~~
19 ~~principal office in the state or country under the laws of which it is~~
20 ~~incorporated;~~

21 (d) ~~The address of the principal place of business of the~~
22 ~~corporation in this state;~~

23 (e) ~~The names and addresses of its directors, if the corporation~~
24 ~~has dispensed with or limited the authority of its board of directors~~
25 ~~pursuant to RCW 23B.08.010, in an agreement authorized under RCW~~
26 ~~23B.07.320, or analogous authority, the names and addresses of persons~~
27 ~~who will perform some or all of the duties of the board of directors;~~

28 (f) ~~A brief description of the nature of its business; and~~

29 (g) ~~The names and addresses of its chairperson of the board of~~
30 ~~directors, if any, president, secretary, and treasurer, or of~~
31 ~~individuals, however designated, performing the functions of such~~
32 ~~officers.~~

33 (2) ~~Information in an initial report or an annual report must be~~
34 ~~current as of the date the report is executed on behalf of the~~
35 ~~corporation.~~

36 (3) ~~A corporation's initial report must be delivered to the~~
37 ~~secretary of state within one hundred twenty days of the date on which~~

1 ~~the articles of incorporation for a domestic corporation were filed, or~~
2 ~~on which a foreign corporation's certificate of authority was filed.~~
3 ~~Subsequent annual reports must be delivered to the secretary of state~~
4 ~~on, or prior to, the date on which the domestic or foreign corporation~~
5 ~~is required to pay its annual corporate license fee, and at such~~
6 ~~additional times as the corporation elects.~~

7 ~~(4)(a) The secretary of state may allow a corporation to file an~~
8 ~~annual report through electronic means. If allowed, the secretary of~~
9 ~~state shall adopt rules detailing the circumstances under which the~~
10 ~~electronic filing of such reports shall be permitted and how such~~
11 ~~reports may be filed.~~

12 ~~(b) For purposes of this section only, a person executing an~~
13 ~~electronically filed annual report may deliver the report to the office~~
14 ~~of the secretary of state without a signature and without an exact or~~
15 ~~conformed copy, but the person's name must appear in the electronic~~
16 ~~filing as the person executing the filing, and the filing must state~~
17 ~~the capacity in which the person is executing the filing)) in~~
18 ~~accordance with section 1213 of this act.~~

19 **Sec. 2143.** RCW 23B.18.020 and 1989 c 165 s 192 are each amended to
20 read as follows:

21 Such nonadmitted organizations shall have the right to foreclose
22 such mortgages under the laws of this state or to receive voluntary
23 conveyance in lieu of foreclosure, and in the course of such
24 foreclosure or of such receipt of conveyance in lieu of foreclosure, to
25 acquire the mortgaged property, and to hold and own such property and
26 to dispose thereof. Such nonadmitted organizations however, shall not
27 be allowed to hold, own, and operate said property for a period
28 exceeding five years. In the event said nonadmitted organizations do
29 hold, own, and operate said property for a period in excess of five
30 years, it shall be forthwith required to appoint an agent as required
31 by RCW 23B.15.070 and part I, Article 4 of this act for foreign
32 corporations doing business in this state.

33 **Sec. 2144.** RCW 23B.18.030 and 1989 c 165 s 193 are each amended to
34 read as follows:

35 The activities authorized by RCW 23B.18.010 and 23B.18.020 by such

1 nonadmitted organizations shall not constitute "transacting business"
2 within the meaning of chapter 23B.15 RCW or part I, Article 5 of this
3 act.

4 **Sec. 2145.** RCW 23B.18.040 and 1989 c 165 s 194 are each amended to
5 read as follows:

6 In any action in law or equity commenced by the obligor or
7 obligors, it, his, her, or their assignee or assignees against the said
8 nonadmitted organizations on the said notes secured by said real estate
9 mortgages purchased by said nonadmitted organizations, service of all
10 legal process may be (~~had by serving the secretary of state of the~~
11 ~~state of Washington~~) made in accordance with section 1412 of this act.

12 **Sec. 2146.** RCW 23B.19.020 and 1996 c 155 s 1 are each amended to
13 read as follows:

14 The definitions in this section apply throughout this chapter.

15 (1) "Acquiring person" means a person or group of persons, other
16 than the target corporation or a subsidiary of the target corporation,
17 who beneficially owns ten percent or more of the outstanding voting
18 shares of the target corporation. The term "acquiring person" does not
19 include a person who (a) beneficially owned ten percent or more of the
20 outstanding voting shares of the target corporation on March 23, 1988;
21 (b) acquires its shares by gift, inheritance, or in a transaction in
22 which no consideration is exchanged; (c) exceeds the ten percent
23 threshold as a result of action taken solely by the target corporation,
24 such as redemption of shares, unless that person, by its own action,
25 acquires additional shares of the target corporation; (d) beneficially
26 was the owner of ten percent or more of the outstanding voting shares
27 prior to the time the target corporation had a class of voting shares
28 registered with the securities and exchange commission pursuant to
29 section 12 or 15 of the exchange act; or (e) beneficially was the owner
30 of ten percent or more of the outstanding voting shares prior to the
31 time the target corporation amended its articles of incorporation to
32 provide that the corporation shall be subject to the provisions of this
33 chapter. An agent, bank, broker, nominee, or trustee for another
34 person, if the other person is not an acquiring person, who acts in
35 good faith and not for the purpose of circumventing this chapter, is
36 not an acquiring person. For the purpose of determining whether a

1 person is an acquiring person, the number of voting shares of the
2 target corporation that are outstanding shall include shares
3 beneficially owned by the person through application of subsection (4)
4 of this section, but shall not include any other unissued voting shares
5 of the target corporation which may be issuable pursuant to any
6 agreement, arrangement, or understanding; or upon exercise of
7 conversion rights, warrants, or options; or otherwise.

8 (2) "Affiliate" means a person who directly or indirectly controls,
9 or is controlled by, or is under common control with, a person.

10 (3) "Announcement date," when used in reference to any significant
11 business transaction, means the date of the first public announcement
12 of the final, definitive proposal for such a significant business
13 transaction.

14 (4) "Associate" means (a) a domestic or foreign corporation or
15 organization of which a person is an officer, director, member, or
16 partner or in which a person performs a similar function; (b) a direct
17 or indirect beneficial owner of ten percent or more of any class of
18 equity securities of a person; (c) a trust or estate in which a person
19 has a beneficial interest or as to which a person serves as trustee or
20 in a similar fiduciary capacity; and (d) the spouse or a parent or
21 sibling of a person or a child, grandchild, sibling, parent, or spouse
22 of any thereof, of a person or an individual having the same home as a
23 person.

24 (5) "Beneficial ownership," when used with respect to any shares,
25 means ownership by a person:

26 (a) Who, individually or with or through any of its affiliates or
27 associates, beneficially owns such shares, directly or indirectly; or

28 (b) Who, individually or with or through any of its affiliates or
29 associates, has (i) the right to acquire the shares, whether the right
30 is exercisable immediately or only after the passage of time, pursuant
31 to any agreement, arrangement, or understanding, whether or not in
32 writing, or upon the exercise of conversion rights, exchange rights,
33 warrants or options, or otherwise. A person is not the beneficial
34 owner of shares tendered pursuant to a tender or exchange offer made by
35 the person or any of the person's affiliates or associates until the
36 tendered shares are accepted for purchase or exchange; or (ii) the
37 right to vote the shares pursuant to any agreement, arrangement, or
38 understanding, whether or not in writing. A person is not the

1 beneficial owner of any shares under (b)(ii) of this subsection if the
2 agreement, arrangement, or understanding to vote the shares arises
3 solely from a revocable proxy or consent given in response to a proxy
4 or consent solicitation made in accordance with the applicable rules
5 and regulations under the exchange act and is not then reportable on
6 schedule 13D under the exchange act, or any comparable or successor
7 report; or

8 (c) Who has any agreement, arrangement, or understanding, whether
9 or not in writing, for the purpose of acquiring, holding, voting,
10 except voting pursuant to a revocable proxy or consent as described in
11 (b)(ii) of this subsection, or disposing of the shares with any other
12 person who beneficially owns, or whose affiliates or associates
13 beneficially own, directly or indirectly, the shares.

14 (6) "Common shares" means any shares other than preferred shares.

15 (7) "Consummation date," with respect to any significant business
16 transaction, means the date of consummation of such a significant
17 business transaction, or, in the case of a significant business
18 transaction as to which a shareholder vote is taken, the later of the
19 business day prior to the vote or twenty days prior to the date of
20 consummation of such a significant business transaction.

21 (8) "Control," "controlling," "controlled by," and "under common
22 control with," means the possession, directly or indirectly, of the
23 power to direct or cause the direction of the management and policies
24 of a person, whether through the ownership of voting shares, by
25 contract, or otherwise. A person's beneficial ownership of ten percent
26 or more of a domestic or foreign corporation's outstanding voting
27 shares shall create a rebuttable presumption that such person has
28 control of such corporation. However, a person does not have control
29 of a domestic or foreign corporation if the person holds voting shares,
30 in good faith and not for the purpose of circumventing this chapter, as
31 an agent, bank, broker, nominee, custodian, or trustee for one or more
32 beneficial owners who do not individually or as a group have control of
33 such corporation.

34 (9) "Domestic corporation" means an issuer of voting shares which
35 is organized under chapter 23B.02 RCW or any predecessor provision.

36 (10) "Exchange act" means the federal securities exchange act of
37 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 corporation,
6 partnership, trust, unincorporated association, or other entity; an
7 affiliate or associate of any such person; or any two or more persons
8 acting as a partnership, syndicate, or other group for the purpose of
9 acquiring, holding, or dispersing of securities of a domestic or
10 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 incorporation
13 of such a corporation is entitled to receive payment of dividends prior
14 to any payment of dividends on some other class or series of shares, or
15 is entitled in the event of any voluntary liquidation, dissolution, or
16 winding up of the target corporation to receive payment or distribution
17 of a preferential amount before any payments or distributions are
18 received by some other class or series of shares.

19 (14) "Shares" means any:

20 (a) Shares or similar security, any certificate of interest, any
21 participation in any profit sharing agreement, any voting trust
22 certificate, or any certificate of deposit for shares; and

23 (b) Security convertible, with or without consideration, into
24 shares, or any warrant, call, or other option or privilege of buying
25 shares without being bound to do so, or any other security carrying any
26 right to acquire, subscribe to, or purchase shares.

27 (15) "Significant business transaction" means:

28 (a) A merger, share exchange, or consolidation of a target
29 corporation or a subsidiary of a target corporation with (i) an
30 acquiring person, or (ii) any other domestic or foreign corporation
31 which is, or after the merger, share exchange, or consolidation would
32 be, an affiliate or associate of the acquiring person;

33 (b) A sale, lease, exchange, mortgage, pledge, transfer, or other
34 disposition or encumbrance, whether in one transaction or a series of
35 transactions, to or with an acquiring person or an affiliate or
36 associate of an acquiring person of assets of a target corporation or
37 a subsidiary of a target corporation (i) having an aggregate market
38 value equal to five percent or more of the aggregate market value of

1 all the assets, determined on a consolidated basis, of the target
2 corporation, (ii) having an aggregate market value equal to five
3 percent or more of the aggregate market value of all the outstanding
4 shares of the target corporation, or (iii) representing five percent or
5 more of the earning power or net income, determined on a consolidated
6 basis, of the target corporation;

7 (c) The termination, while the corporation has an acquiring person
8 and as a result of the acquiring person's acquisition of ten percent or
9 more of the shares of the corporation, of five percent or more of the
10 employees of the target corporation or its subsidiaries employed in
11 this state, whether at one time or over the five-year period following
12 the share acquisition time. For the purposes of (c) of this
13 subsection, a termination other than an employee's death or disability
14 or bona fide voluntary retirement, transfer, resignation, termination
15 for cause under applicable common law principles, or leave of absence
16 shall be presumed to be a termination resulting from the acquiring
17 person's acquisition of shares, which presumption is rebuttable. A
18 bona fide voluntary transfer of employees between the target
19 corporation and its subsidiaries or between its subsidiaries is not a
20 termination for the purposes of (c) of this subsection;

21 (d) The issuance, transfer, or redemption by a target corporation
22 or a subsidiary of a target corporation, whether in one transaction or
23 a series of transactions, of shares or of options, warrants, or rights
24 to acquire shares of a target corporation or a subsidiary of a target
25 corporation to or beneficially owned by an acquiring person or an
26 affiliate or associate of an acquiring person except pursuant to the
27 exercise of warrants or rights to purchase shares offered, or a
28 dividend, distribution, or redemption paid or made pro rata to, all
29 shareholders or holders of options, warrants, or rights to acquire
30 shares of the target corporation, and except for involuntary
31 redemptions permitted by the target corporation's charter or by the law
32 of this state or the state of incorporation;

33 (e) The liquidation or dissolution of a target corporation proposed
34 by, or pursuant to an agreement, arrangement, or understanding, whether
35 or not in writing, with an acquiring person or an affiliate or
36 associate of an acquiring person;

37 (f) A reclassification of securities, including, without
38 limitation, any shares split, shares dividend, or other distribution of

1 shares in respect of stock, or any reverse shares split, or
2 recapitalization of a target corporation, or a merger or consolidation
3 of a target corporation with a subsidiary of the target corporation, or
4 any other transaction, whether or not with or into or otherwise
5 involving an acquiring person, proposed by, or pursuant to an
6 agreement, arrangement, or understanding, whether or not in writing,
7 with an acquiring person or an affiliate or associate of an acquiring
8 person, that has the effect, directly or indirectly, of increasing the
9 proportionate share of the outstanding shares of a class or series of
10 voting shares or securities convertible into voting shares of a target
11 corporation or a subsidiary of the target corporation that is directly
12 or indirectly owned by an acquiring person or an affiliate or associate
13 of an acquiring person, except as a result of immaterial changes due to
14 fractional share adjustments; or

15 (g) A receipt by an acquiring person or an affiliate or associate
16 of an acquiring person of the benefit, directly or indirectly, except
17 proportionately as a shareholder of a target corporation, of loans,
18 advances, guarantees, pledges, or other financial assistance or tax
19 credits or other tax advantages provided by or through a target
20 corporation.

21 (16) "Share acquisition time" means the time at which a person
22 first becomes an acquiring person of a target corporation.

23 (17) "Subsidiary" means a domestic or foreign corporation that has
24 a majority of its outstanding voting shares owned, directly or
25 indirectly, by another domestic or foreign corporation.

26 (18) "Tangible assets" means tangible real and personal property of
27 all kinds. It shall also include leasehold interests in tangible real
28 and personal property.

29 (19) "Target corporation" means:

30 (a) Every domestic corporation, if:

31 (i) The corporation has a class of voting shares registered with
32 the securities and exchange commission pursuant to section 12 or 15 of
33 the exchange act; or

34 (ii) The corporation's articles of incorporation have been amended
35 to provide that such a corporation shall be subject to the provisions
36 of this chapter, if the corporation did not have a class of voting
37 shares registered with the securities and exchange commission pursuant

1 to section 12 or 15 of the exchange act on the effective date of that
2 amendment; and

3 (b) Every foreign corporation required to (~~have a certificate of~~
4 ~~authority~~) register to transact business in this state pursuant to
5 chapter 23B.15 RCW and part I, Article 5 of this act, if:

6 (i) The corporation has a class of voting shares registered with
7 the securities and exchange commission pursuant to section 12 or 15 of
8 the exchange act;

9 (ii) The corporation's principal executive office is located in the
10 state;

11 (iii) The corporation has: (A) More than ten percent of its
12 shareholders of record resident in the state; or (B) more than ten
13 percent of its shares owned of record by state residents; or (C) one
14 thousand or more shareholders of record resident in the state;

15 (iv) A majority of the corporation's employees, together with those
16 of its subsidiaries, are residents of the state or the corporation,
17 together with its subsidiaries, employs more than one thousand
18 residents of the state; and

19 (v) A majority of the corporation's tangible assets, together with
20 those of its subsidiaries, measured by market value, are located in the
21 state or the corporation, together with its subsidiaries, has more than
22 fifty million dollars' worth of tangible assets located in the state.

23 For purposes of this subsection, the record date for determining
24 the percentages and numbers of shareholders and shares shall be the
25 last shareholder record date before the event requiring that the
26 determination be made. A shareholder record date shall be determined
27 pursuant to the comparable provision to RCW 23B.07.070 of the law of
28 the state in which a foreign corporation is incorporated. If a
29 shareholder record date has not been fixed by the board of directors
30 within the preceding four months, the determination shall be made as of
31 the end of the corporation's most recent fiscal quarter.

32 The residence of each shareholder is presumed to be the address
33 appearing in the records of the corporation. Shares held of record by
34 brokers or nominees shall be disregarded for purposes of calculating
35 the percentages and numbers specified in this subsection. Shares of a
36 corporation allocated to the account of an employee or former employee
37 or beneficiaries of employees or former employees of a corporation and
38 held in a plan that is qualified under section 401(a) of the federal

1 internal revenue code of 1986, as amended, and is a defined
2 contribution plan within the meaning of section 414(i) of the code
3 shall be deemed, for the purposes of this subsection, to be held of
4 record by the employee to whose account such shares are allocated.

5 A domestic or foreign corporation shall be deemed to be a target
6 corporation if the domestic or foreign corporation's failure to satisfy
7 the requirements of this subsection is caused by the action of, or is
8 the result of a proposal by, an acquiring person or affiliate or
9 associate of an acquiring person.

10 (20) "Voting shares" means shares of a corporation entitled to vote
11 generally in the election of directors.

12 **Sec. 2147.** RCW 23B.01.400 and 2012 c 215 s 17 are each amended to
13 read as follows:

14 Unless the context clearly requires otherwise, the definitions in
15 this section apply throughout this title.

16 (1) "Articles of incorporation" include amended and restated
17 articles of incorporation and articles of merger.

18 (2) "Authorized shares" means the shares of all classes a domestic
19 or foreign corporation is authorized to issue.

20 (3) "Conspicuous" means so prepared that a reasonable person
21 against whom the record is to operate should have noticed it. For
22 example, printing in italics or boldface or contrasting color, or
23 typing in capitals or underlined, is conspicuous.

24 (4) "Corporate action" means any resolution, act, policy, contract,
25 transaction, plan, adoption or amendment of articles of incorporation
26 or bylaws, or other matter approved by or submitted for approval to a
27 corporation's incorporators, board of directors or a committee thereof,
28 or shareholders.

29 (5) "Corporation" or "domestic corporation" means a corporation for
30 profit, including a social purpose corporation, which is not a foreign
31 corporation, incorporated under or subject to the provisions of this
32 title.

33 (6) "Deliver" includes (a) mailing, (b) for purposes of delivering
34 a demand, consent, notice, or waiver to the corporation or one of its
35 officers, directors, or shareholders, transmission by facsimile
36 equipment, and (c) for purposes of delivering a demand, consent,

1 notice, or waiver to the corporation or one of its officers, directors,
2 or shareholders under RCW 23B.01.410 or chapter 23B.07, 23B.08, 23B.11,
3 23B.13, 23B.14, or 23B.16 RCW delivery by electronic transmission.

4 (7) "Distribution" means a direct or indirect transfer of money or
5 other property, except its own shares, or incurrence of indebtedness by
6 a corporation to or for the benefit of its shareholders in respect to
7 any of its shares. A distribution may be in the form of a declaration
8 or payment of a dividend; a distribution in partial or complete
9 liquidation, or upon voluntary or involuntary dissolution; a purchase,
10 redemption, or other acquisition of shares; a distribution of
11 indebtedness; or otherwise.

12 (8) "Effective date of notice" has the meaning provided in RCW
13 23B.01.410.

14 (9) "Electronic transmission" means an electronic communication (a)
15 not directly involving the physical transfer of a record in a tangible
16 medium and (b) that may be retained, retrieved, and reviewed by the
17 sender and the recipient thereof, and that may be directly reproduced
18 in a tangible medium by such a sender and recipient.

19 (10) "Electronically transmitted" means the initiation of an
20 electronic transmission.

21 (11) "Employee" includes an officer but not a director. A director
22 may accept duties that make the director also an employee.

23 (12) "Entity" includes a corporation and foreign corporation, not-
24 for-profit corporation, business trust, estate, trust, partnership,
25 limited liability company, association, joint venture, two or more
26 persons having a joint or common economic interest, the state, United
27 States, and a foreign governmental subdivision, agency, or
28 instrumentality, or any other legal or commercial entity.

29 (13) "Execute," "executes," or "executed" means (a) signed with
30 respect to a written record or (b) electronically transmitted along
31 with sufficient information to determine the sender's identity with
32 respect to an electronic transmission, or (c) with respect to a record
33 to be filed with the secretary of state, in compliance with the
34 standards for filing with the office of the secretary of state as
35 prescribed by the secretary of state.

36 (14) "Foreign corporation" means a corporation for profit
37 incorporated under a law other than the law of this state.

1 (15) "Foreign limited partnership" means a partnership formed under
2 laws other than of this state and having as partners one or more
3 general partners and one or more limited partners.

4 (16) "General social purpose" means the general social purpose for
5 which a social purpose corporation is organized as set forth in the
6 articles of incorporation of the corporation in accordance with RCW
7 23B.25.040(1)(c).

8 (17) "Governmental subdivision" includes authority, county,
9 district, and municipality.

10 (18) "Includes" denotes a partial definition.

11 (19) "Individual" includes the estate of an incompetent or deceased
12 individual.

13 (20) "Limited partnership" or "domestic limited partnership" means
14 a partnership formed by two or more persons under the laws of this
15 state and having one or more general partners and one or more limited
16 partners.

17 (21) "Means" denotes an exhaustive definition.

18 (22) "Notice" has the meaning provided in RCW 23B.01.410.

19 (23) "Person" means an individual, corporation, business trust,
20 estate, trust, partnership, limited liability company, association,
21 joint venture, government, governmental subdivision, agency, or
22 instrumentality, or any other legal or commercial entity.

23 (24) "Principal office" means the office, in or out of this state,
24 so designated in the annual report where the principal executive
25 offices of a domestic or foreign corporation are located.

26 (25) "Proceeding" includes civil suit and criminal, administrative,
27 and investigatory action.

28 (26) "Public company" means a corporation that has a class of
29 shares registered with the federal securities and exchange commission
30 pursuant to section 12 or 15 of the securities exchange act of 1934, or
31 section 8 of the investment company act of 1940, or any successor
32 statute.

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

35 (28) "Record date" means the date established under chapter 23B.07
36 RCW on which a corporation determines the identity of its shareholders
37 and their shareholdings for purposes of this title. The determinations

1 shall be made as of the close of business on the record date unless
2 another time for doing so is specified when the record date is fixed.

3 (29) "Secretary" means the corporate officer to whom the board of
4 directors has delegated responsibility under RCW 23B.08.400(3) for
5 custody of the minutes of the meetings of the board of directors and of
6 the shareholders and for authenticating records of the corporation.

7 (30) "Shares" means the units into which the proprietary interests
8 in a corporation are divided.

9 (31) "Shareholder" means the person in whose name shares are
10 registered in the records of a corporation or the beneficial owner of
11 shares to the extent of the rights granted by a nominee certificate on
12 file with a corporation.

13 (32) "Social purpose" includes any general social purpose and any
14 specific social purpose.

15 (33) "Social purpose corporation" means a corporation that has
16 elected to be governed as a social purpose corporation under chapter
17 23B.25 RCW.

18 (34) "Specific social purpose" means the specific social purpose or
19 purposes for which a social purpose corporation is organized as set
20 forth in the articles of incorporation of the corporation in accordance
21 with RCW 23B.25.040(2)(a).

22 (35) "State," when referring to a part of the United States,
23 includes a state and commonwealth, and their agencies and governmental
24 subdivisions, and a territory and insular possession, and their
25 agencies and governmental subdivisions, of the United States.

26 (36) "Subscriber" means a person who subscribes for shares in a
27 corporation, whether before or after incorporation.

28 (37) "Tangible medium" means a writing, copy of a writing, or
29 facsimile, or a physical reproduction, each on paper or on other
30 tangible material.

31 (38) "United States" includes a district, authority, bureau,
32 commission, department, and any other agency of the United States.

33 (39) "Voting group" means all shares of one or more classes or
34 series that under the articles of incorporation or this title are
35 entitled to vote and be counted together collectively on a matter at a
36 meeting of shareholders. All shares entitled by the articles of
37 incorporation or this title to vote generally on the matter are for
38 that purpose a single voting group.

1 (40) "Writing" does not include an electronic transmission.

2 (41) "Written" means embodied in a tangible medium.

3 (42) "Registered office" means the principal office indicated in
4 the corporation's most recent annual report, or if the principal office
5 is not located within this state, the office of the corporation's
6 registered agent.

7 **Sec. 2148.** RCW 23B.07.200 and 2009 c 189 s 17 are each amended to
8 read as follows:

9 (1) After fixing a record date for a meeting, a corporation shall
10 prepare an alphabetical list of the names of all its shareholders on
11 the record date who are entitled to notice of a shareholders' meeting.
12 The list must be arranged by voting group, and within each voting group
13 by class or series of shares, and show the address of and number of
14 shares held by each shareholder.

15 (2) The shareholders' list must be available for inspection by any
16 shareholder, beginning ten days prior to the meeting and continuing
17 through the meeting, at the corporation's principal office or at a
18 place identified in the meeting notice in the city where the meeting
19 will be held. A shareholder, the shareholder's agent, or the
20 shareholder's attorney is entitled to inspect the list, during regular
21 business hours and at the shareholder's expense, during the period it
22 is available for inspection.

23 (3) The corporation shall make the shareholders' list available at
24 the meeting, and any shareholder, the shareholder's agent, or the
25 shareholder's attorney is entitled to inspect the list at any time
26 during the meeting or any adjournment.

27 (4) If the corporation refuses to allow a shareholder, the
28 shareholder's agent, or the shareholder's attorney to inspect the
29 shareholders' list before or at the meeting, the superior court of the
30 county where a corporation's (~~principal office, or, if none in this~~
31 ~~state, its~~) registered office((~~7~~)) is located, on application of the
32 shareholder, may summarily order the inspection at the corporation's
33 expense and may postpone the meeting for which the list was prepared
34 until the inspection is complete.

35 (5) A shareholder's right to copy the shareholders' list, and a
36 shareholder's right to otherwise inspect and copy the record of
37 shareholders, is governed by RCW 23B.16.020(3).

1 (6) Refusal or failure to prepare or make available the
2 shareholders' list does not affect the validity of corporate action
3 approved at the meeting.

4 **Sec. 2149.** RCW 23B.08.090 and 1989 c 165 s 88 are each amended to
5 read as follows:

6 (1) The superior court of the county where a corporation's
7 (~~(principal office, or, if none in this state, its)~~) registered
8 office((7)) is located may remove a director of the corporation from
9 office in a proceeding commenced either by the corporation or by its
10 shareholders holding at least ten percent of the outstanding shares of
11 any class if the court finds that (a) the director engaged in
12 fraudulent or dishonest conduct with respect to the corporation, and
13 (b) removal is in the best interest of the corporation.

14 (2) The court that removes a director may bar the director from
15 reelection for a period prescribed by the court.

16 (3) If shareholders commence a proceeding under subsection (1) of
17 this section, they shall make the corporation a party defendant.

18 **Sec. 2150.** RCW 23B.13.300 and 1989 c 165 s 152 are each amended to
19 read as follows:

20 (1) If a demand for payment under RCW 23B.13.280 remains unsettled,
21 the corporation shall commence a proceeding within sixty days after
22 receiving the payment demand and petition the court to determine the
23 fair value of the shares and accrued interest. If the corporation does
24 not commence the proceeding within the sixty-day period, it shall pay
25 each dissenter whose demand remains unsettled the amount demanded.

26 (2) The corporation shall commence the proceeding in the superior
27 court of the county where a corporation's (~~(principal office, or, if~~
28 ~~none in this state, its)~~) registered office((7)) is located. If the
29 corporation is a foreign corporation without a registered office in
30 this state, it shall commence the proceeding in the county in this
31 state where the registered office of the domestic corporation merged
32 with or whose shares were acquired by the foreign corporation was
33 located.

34 (3) The corporation shall make all dissenters, whether or not
35 residents of this state, whose demands remain unsettled, parties to the

1 proceeding as in an action against their shares and all parties must be
2 served with a copy of the petition. Nonresidents may be served by
3 registered or certified mail or by publication as provided by law.

4 (4) The corporation may join as a party to the proceeding any
5 shareholder who claims to be a dissenter but who has not, in the
6 opinion of the corporation, complied with the provisions of this
7 chapter. If the court determines that such shareholder has not
8 complied with the provisions of this chapter, the shareholder shall be
9 dismissed as a party.

10 (5) The jurisdiction of the court in which the proceeding is
11 commenced under subsection (2) of this section is plenary and
12 exclusive. The court may appoint one or more persons as appraisers to
13 receive evidence and recommend decision on the question of fair value.
14 The appraisers have the powers described in the order appointing them,
15 or in any amendment to it. The dissenters are entitled to the same
16 discovery rights as parties in other civil proceedings.

17 (6) Each dissenter made a party to the proceeding is entitled to
18 judgment (a) for the amount, if any, by which the court finds the fair
19 value of the dissenter's shares, plus interest, exceeds the amount paid
20 by the corporation, or (b) for the fair value, plus accrued interest,
21 of the dissenter's after-acquired shares for which the corporation
22 elected to withhold payment under RCW 23B.13.270.

23 **Sec. 2151.** RCW 23B.14.030 and 2009 c 189 s 51 are each amended to
24 read as follows:

25 (1) At any time after dissolution is authorized under RCW
26 23B.14.010 or 23B.14.020, the corporation may dissolve by delivering to
27 the secretary of state for filing:

28 (a) A copy of a revenue clearance certificate issued pursuant to
29 RCW 82.32.260; and

30 (b) Articles of dissolution setting forth:

31 (i) The name of the corporation;

32 (ii) The date dissolution was approved; and

33 (iii) A statement that dissolution was duly approved by the initial
34 directors, the incorporators, or the board of directors in accordance
35 with RCW 23B.14.010, or was duly proposed by the board of directors and
36 approved by the shareholders in accordance with RCW 23B.14.020.

1 (2) A corporation is dissolved upon the effective date of its
2 articles of dissolution.

3 (3) A dissolved corporation shall, within thirty days after the
4 effective date of its articles of dissolution, publish notice of its
5 dissolution and request that persons with claims against the dissolved
6 corporation present them in accordance with the notice. The notice
7 must be published once a week for three consecutive weeks in a
8 newspaper of general circulation in the county where the dissolved
9 corporation's (~~principal office (or, if none in this state, its)~~)
10 registered office(+) is or was last located. The notice must also
11 describe the information that must be included in a claim, provide a
12 mailing address where a claim may be sent, and state that claims
13 against the dissolved corporation may be barred in accordance with the
14 provisions of this chapter if not timely asserted. A dissolved
15 corporation's failure to publish notice in accordance with this
16 subsection does not affect the validity or the effective date of its
17 dissolution.

18 (4) For purposes of this chapter, "dissolved corporation" means a
19 corporation whose dissolution has been approved in accordance with RCW
20 23B.14.010 or 23B.14.020 and whose articles of dissolution have become
21 effective, and includes any trust or other successor entity to which
22 the remaining assets of such a corporation are transferred subject to
23 its liabilities for purposes of liquidation in accordance with RCW
24 23B.14.050.

25 **Sec. 2152.** RCW 23B.14.065 and 2006 c 52 s 10 are each amended to
26 read as follows:

27 (1) A dissolved corporation that has published notice of its
28 dissolution in accordance with RCW 23B.14.030(3) may file an
29 application, with the superior court of the county where its
30 (~~principal office or, if none in this state, its~~) registered office
31 is located, for a determination of:

32 (a) The amount and form of reasonable provision to be made for the
33 satisfaction of any one or more claims or liabilities, known or
34 unknown, arising in tort or by contract, statute or otherwise, matured
35 or unmatured, contingent or conditional, that have arisen or are
36 reasonably likely to arise prior to expiration of the survival period
37 specified in RCW 23B.14.340; or

1 (b) Whether the provision made or proposed to be made by the board
2 of directors for the satisfaction of any one or more claims or
3 liabilities is reasonable.

4 Any determination under this subsection is conclusive for purposes
5 of determining the legality of any subsequent distributions under RCW
6 23B.06.400 and 23B.14.050(3).

7 (2) Within ten days after filing the application, the dissolved
8 corporation shall give written notice of the judicial proceeding to
9 each person to whom written notice has been given pursuant to RCW
10 23B.14.060 and each other person whose claim or potential claim,
11 identity, and mailing address are known to the dissolved corporation.
12 However, written notice of the judicial proceeding need not be given to
13 any person whose claim or potential claim is not sought to be
14 determined under the application filed by the dissolved corporation.

15 (3) The superior court may appoint a guardian ad litem to represent
16 all persons whose claims or potential claims are sought to be
17 determined in the judicial proceeding but whose identities or mailing
18 addresses are not known to the dissolved corporation. The reasonable
19 fees and expenses of the guardian, including all reasonable expert
20 witness fees, shall be paid by the dissolved corporation.

21 (4) Provision by the dissolved corporation for satisfaction of
22 claims or potential claims in the amount and form ordered by the
23 superior court shall satisfy the dissolved corporation's obligations
24 with respect to those claims or potential claims, and any further or
25 greater claims based on the same facts, dealings, or contract shall be
26 barred.

27 **Sec. 2153.** RCW 23B.16.040 and 1989 c 165 s 185 are each amended to
28 read as follows:

29 (1) If a corporation does not allow a shareholder who complies with
30 RCW 23B.16.020(1) to inspect and copy any records required by that
31 subsection to be available for inspection, the superior court of the
32 county where the corporation's (~~(principal office, or, if none in this~~
33 ~~state, its))~~ registered office((~~7~~)) is located may summarily order
34 inspection and copying of the records demanded at the corporation's
35 expense upon application of the shareholder.

36 (2) If a corporation does not within a reasonable time allow a
37 shareholder to inspect and copy any other record, the shareholder who

1 complies with RCW 23B.16.020 (2) and (3) may apply to the superior
2 court of the county where the corporation's (~~(principal office, or, if~~
3 ~~none in this state, its)~~) registered office(~~(7)~~) is located for an
4 order to permit inspection and copying of the records demanded. The
5 court shall dispose of an application under this subsection on an
6 expedited basis.

7 (3) If the court orders inspection and copying of the records
8 demanded, it shall also order the corporation to pay the shareholder's
9 costs, including reasonable counsel fees, incurred to obtain the order
10 unless the corporation proves that it refused inspection in good faith
11 because it had a reasonable basis for doubt about the right of the
12 shareholder to inspect the records demanded.

13 (4) If the court orders inspection and copying of the records
14 demanded, it may impose reasonable restrictions on the use or
15 distribution of the records by the demanding shareholder.

16 NEW SECTION. **Sec. 2154.** The following acts or parts of acts are
17 each repealed:

18 (1) RCW 23B.01.210 (Forms) and 1991 c 72 s 25 & 1989 c 165 s 4;

19 (2) RCW 23B.01.260 (Judicial review of secretary of state's refusal
20 to file a record) and 2002 c 297 s 7 & 1989 c 165 s 9;

21 (3) RCW 23B.01.270 (Evidentiary effect of copy of filed record) and
22 2002 c 297 s 8 & 1989 c 165 s 10;

23 (4) RCW 23B.01.500 (Domestic corporations--Notice of due date for
24 payment of annual license fee and filing annual report) and 2011 c 183
25 s 3 & 1989 c 165 s 16;

26 (5) RCW 23B.01.510 (Foreign corporations--Notice of due date for
27 payment of annual license fee and filing annual report) and 2011 c 183
28 s 4, 1990 c 178 s 3, & 1989 c 165 s 17;

29 (6) RCW 23B.01.530 (Domestic corporations--Inactive corporation
30 defined--Annual license fee) and 2010 1st sp.s. c 29 s 2, 1993 c 269 s
31 3, & 1989 c 165 s 19;

32 (7) RCW 23B.01.550 (Foreign corporations--Annual license fees) and
33 1989 c 165 s 21;

34 (8) RCW 23B.01.560 (License fees for reinstated corporation) and
35 1993 c 269 s 4 & 1989 c 165 s 22;

36 (9) RCW 23B.01.580 (Waiver of penalty fees) and 1990 c 178 s 4 &
37 1989 c 165 s 24;

1 (10) RCW 23B.14.203 (Administrative dissolution or revocation of a
2 certificate of authority--Corporation name not distinguishable from
3 name of governmental entity--Application by governmental entity) and
4 1997 c 12 s 1;

5 (11) RCW 23B.15.015 (Foreign degree-granting institution branch
6 campus--Acts not deemed transacting business in state) and 1993 c 181
7 s 5; and

8 (12) RCW 23B.18.050 (Service of process--Procedure) and 1989 c 165
9 s 195.

10 **PART III**

11 **NONPROFIT CORPORATION ACT REVISIONS**

12 **Sec. 3101.** RCW 24.03.005 and 2004 c 265 s 1 are each amended to
13 read as follows:

14 As used in this chapter, unless the context otherwise requires, the
15 term:

16 (1) "Corporation" or "domestic corporation" means a corporation not
17 for profit subject to the provisions of this chapter, except a foreign
18 corporation.

19 (2) "Foreign corporation" means a corporation not for profit
20 organized under laws other than the laws of this state.

21 (3) "Not for profit corporation" or "nonprofit corporation" means
22 a corporation no part of the income of which is distributable to its
23 members, directors or officers.

24 (4) "Articles of incorporation" and "articles" mean the original
25 articles of incorporation and all amendments thereto, and includes
26 articles of merger and restated articles.

27 (5) "Bylaws" means the code or codes of rules adopted for the
28 regulation or management of the affairs of the corporation irrespective
29 of the name or names by which such rules are designated.

30 (6) "Member" means an individual or entity having membership rights
31 in a corporation in accordance with the provisions of its articles (~~(or~~
32 ~~{of}~~) of incorporation or bylaws.

33 (7) "Board of directors" means the group of persons vested with the
34 management of the affairs of the corporation irrespective of the name
35 by which such group is designated in the articles or bylaws.

1 (8) "Insolvent" means inability of a corporation to pay debts as
2 they become due in the usual course of its affairs.

3 (9) "Deliver" means: (a) Mailing; (b) transmission by facsimile
4 equipment, for purposes of delivering a demand, consent, notice, or
5 waiver to the corporation or one of its officers, directors, or
6 members; (c) electronic transmission, in accordance with the officer's,
7 director's, or member's consent, for purposes of delivering a demand,
8 consent, notice, or waiver to the corporation or one of its officers,
9 directors, or members under RCW 24.03.009; and (d) as prescribed by the
10 secretary of state for purposes of submitting a record for filing with
11 the secretary of state.

12 (10) "Conforms to law" as used in connection with duties of the
13 secretary of state in reviewing records for filing under this chapter,
14 means the secretary of state has determined that the record complies as
15 to form with the applicable requirements of this chapter and part I,
16 Article 2 of this act.

17 (11) "Effective date" means, in connection with a record filing
18 made by the secretary of state, the date (~~(which is shown by affixing~~
19 ~~a "filed" stamp on the records. When a record is received for filing~~
20 ~~by the secretary of state in a form which complies with the~~
21 ~~requirements of this chapter and which would entitle the record to be~~
22 ~~filed immediately upon receipt, but the secretary of state's approval~~
23 ~~action occurs subsequent to the date of receipt, the secretary of~~
24 ~~state's filing date shall relate back to the date on which the~~
25 ~~secretary of state first received the record in acceptable form. An~~
26 ~~applicant may request a specific effective date no more than thirty~~
27 ~~days later than the receipt date which might otherwise be applied as~~
28 ~~the effective date)) on which the filing becomes effective under
29 section 1203 of this act.~~

30 (12) "Electronic transmission" means an electronic communication
31 (a) not directly involving the physical transfer of a record in a
32 tangible medium and (b) that may be retained, retrieved, and reviewed
33 by the sender and the recipient thereof, and that may be directly
34 reproduced in a tangible medium by a sender and recipient.

35 (13) "Electronically transmitted" means the initiation of an
36 electronic transmission.

37 (14) "Execute," "executes," or "executed" means (a) signed, with
38 respect to a written record or (b) electronically transmitted along

1 with sufficient information to determine the sender's identity, with
2 respect to an electronic transmission, or (c) filed in compliance with
3 the standards for filing with the office of the secretary of state as
4 prescribed by the secretary of state, with respect to a record to be
5 filed with the secretary of state.

6 (15) "Executed by an officer of the corporation," or words of
7 similar import, means that any record executed by such person shall be
8 and is executed by that person under penalties of perjury and in an
9 official and authorized capacity on behalf of the corporation or person
10 making the record submission with the secretary of state and, for the
11 purpose of records filed electronically with the secretary of state, in
12 compliance with the rules adopted by the secretary of state for
13 electronic filing.

14 (16) "An officer of the corporation" means, in connection with the
15 execution of records submitted for filing with the secretary of state,
16 the president, a vice president, the secretary, or the treasurer of the
17 corporation.

18 (17) "Public benefit not for profit corporation" or "public benefit
19 nonprofit corporation" means a corporation no part of the income of
20 which is distributable to its members, directors, or officers and that
21 holds a current tax exempt status as provided under 26 U.S.C. Sec.
22 501(c)(3) or is specifically exempted from the requirement to apply for
23 its tax exempt status under 26 U.S.C. Sec. 501(c)(3).

24 (18) "Record" means information inscribed on a tangible medium or
25 contained in an electronic transmission.

26 (19) "Tangible medium" means a writing, copy of a writing,
27 facsimile, or a physical reproduction, each on paper or on other
28 tangible material.

29 (20) "Writing" does not include an electronic transmission.

30 (21) "Written" means embodied in a tangible medium.

31 (22) "Registered office" means the principal office indicated in
32 the corporation's most recent annual report, or if the principal office
33 is not located within this state, the office of the corporation's
34 registered agent.

35 **Sec. 3102.** RCW 24.03.017 and 2004 c 265 s 5 are each amended to
36 read as follows:

37 Any corporation organized under any act of the state of Washington

1 for any one or more of the purposes for which a corporation may be
2 organized under this chapter and for no purpose other than those
3 permitted by this chapter, and to which this chapter does not otherwise
4 apply, may elect to have this chapter and the provisions thereof apply
5 to such corporation. Such corporation may so elect by having a
6 resolution to do so adopted by the governing body of such corporation
7 and by delivering to the secretary of state a statement of election in
8 accordance with this section. Such statement of election shall be
9 executed by the corporation by an officer of the corporation, and shall
10 set forth:

- 11 (1) The name of the corporation;
- 12 (2) The act which created the corporation or pursuant to which it
13 was organized;
- 14 (3) That the governing body of the corporation has elected to have
15 this chapter and the provisions thereof apply to the corporation.

16 The statement of election shall be delivered to the secretary of
17 state(~~(. If the secretary of state finds that the statement of~~
18 ~~election conforms to law, the secretary of state shall, when fees in~~
19 ~~the same amount as required by this chapter for filing articles of~~
20 ~~incorporation have been paid, endorse on the statement the word "filed"~~
21 ~~and the effective date of the filing thereof, shall file the statement,~~
22 ~~and shall issue a certificate of elective coverage to which an exact or~~
23 ~~conformed copy of the statement shall be affixed.~~

24 ~~The certificate of elective coverage together with the exact or~~
25 ~~conformed copy of the statement affixed thereto by the secretary of~~
26 ~~state shall be returned to the corporation or its representative)) for
27 filing in accordance with part I, Article 2 of this act. Upon the
28 filing of the statement of elective coverage, the provisions of this
29 chapter shall apply to the corporation which thereafter shall be
30 subject to and shall have the benefits of this chapter and the
31 provisions thereof as they exist on the date of filing such statement
32 of election and as they may be amended from time to time thereafter,
33 including, without limiting the generality of the foregoing, the power
34 to amend its charter or articles of incorporation, whether or not
35 created by special act of the legislature, delete provisions therefrom
36 and add provisions thereto in any manner and to any extent it may
37 choose to do from time to time so long as its amended articles shall
38 not be inconsistent with the provisions of this chapter.~~

1 **Sec. 3103.** RCW 24.03.045 and 2004 c 265 s 7 are each amended to
2 read as follows:

3 The corporate name(~~;~~

4 ~~(1) Shall not contain any word or phrase which indicates or implies~~
5 ~~that it is organized for any purpose other than one or more of the~~
6 ~~purposes contained in its articles of incorporation.~~

7 ~~(2)(a) Except as provided in (b) and (c) of this subsection, must~~
8 ~~be distinguishable upon the records of the secretary of state from:~~

9 ~~(i) The corporate name or reserved name of a corporation or~~
10 ~~domestic corporation organized or authorized to transact business under~~
11 ~~this chapter;~~

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

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

17 ~~(iv) 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 ~~(v) The name or reserved name of a foreign or domestic limited~~
21 ~~partnership formed or registered under chapter 25.10 RCW;~~

22 ~~(vi) The name or reserved name of a limited liability company~~
23 ~~organized or registered under chapter 25.15 RCW; and~~

24 ~~(vii) The name or reserved name of a limited liability partnership~~
25 ~~registered under chapter 25.04 RCW.~~

26 ~~(b) A corporation may apply to the secretary of state for~~
27 ~~authorization to use a name that is not distinguishable upon the~~
28 ~~records from one or more of the names described in (a) of this~~
29 ~~subsection. The secretary of state shall authorize use of the name~~
30 ~~applied for if:~~

31 ~~(i) The other corporation, company, holder, limited liability~~
32 ~~partnership, or limited partnership consents to the use in the form of~~
33 ~~a record and files with the secretary of state records necessary to~~
34 ~~change its name or the name reserved or registered to a name that is~~
35 ~~distinguishable upon the records of the secretary of state from the~~
36 ~~name of the applying corporation; or~~

37 ~~(ii) The applicant delivers to the secretary of state a certified~~

1 ~~copy of the final judgment of a court of competent jurisdiction~~
2 ~~establishing the applicant's right to use the name applied for in this~~
3 ~~state.~~

4 ~~(c) A corporation may use the name, including the fictitious name,~~
5 ~~of another domestic or foreign corporation, limited liability company,~~
6 ~~limited partnership, or limited liability partnership, that is used in~~
7 ~~this state if the other entity is formed or authorized to transact~~
8 ~~business in this state, and the proposed user corporation:~~

9 ~~(i) Has merged with the other corporation, limited liability~~
10 ~~company, or limited partnership; or~~

11 ~~(ii) Has been formed by reorganization of the other corporation.~~

12 ~~(3) Shall be transliterated into letters of the English alphabet,~~
13 ~~if it is not in English.~~

14 ~~(4) Shall not include or end with "incorporated," "company,"~~
15 ~~"corporation," "partnership," "limited partnership," or "Ltd.," or any~~
16 ~~abbreviation thereof, but may use "club," "league," "association,"~~
17 ~~"services," "committee," "fund," "society," "foundation," ".,~~
18 ~~a nonprofit corporation," or any name of like import.~~

19 ~~(5) May only include the term "public benefit" or names of like~~
20 ~~import if the corporation has been designated as a public benefit~~
21 ~~nonprofit corporation by the secretary in accordance with this chapter.~~

22 ~~(6) A name shall not be considered distinguishable upon the records~~
23 ~~of the secretary of state by virtue of:~~

24 ~~(a) A variation in any of the following designations for the same~~
25 ~~name: "Corporation," "incorporated," "company," "limited,"~~
26 ~~"partnership," "limited partnership," "limited liability company," or~~
27 ~~"limited liability partnership," or the abbreviations "corp.," "inc.,"~~
28 ~~"co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or "L.L.C.";~~

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

31 ~~(c) Punctuation, capitalization, or special characters or symbols~~
32 ~~in the same name; or~~

33 ~~(d) Use of abbreviation or the plural form of a word in the same~~
34 ~~name.~~

35 ~~(7) This title does not control the use of assumed business names~~
36 ~~or "trade names.") must comply with the provisions of part I, Article~~
37 ~~3 of this act.~~

1 **Sec. 3104.** RCW 24.03.046 and 1993 c 356 s 1 are each amended to
2 read as follows:

3 A person may reserve the exclusive right to the use of a corporate
4 name ((may be reserved by:

5 ~~(1) Any person intending to organize a corporation under this~~
6 ~~title.~~

7 ~~(2) Any domestic corporation intending to change its name.~~

8 ~~(3) Any foreign corporation intending to make application for a~~
9 ~~certificate of authority to transact business in this state.~~

10 ~~(4) Any foreign corporation authorized to transact business in this~~
11 ~~state and intending to change its name.~~

12 ~~(5) Any person intending to organize a foreign corporation and~~
13 ~~intending to have such corporation make application for a certificate~~
14 ~~of authority to transact business in this state.~~

15 ~~The reservation shall be made by filing with the secretary of state~~
16 ~~an application to reserve a specified corporate name, executed by or on~~
17 ~~behalf of the applicant. If the secretary of state finds that the name~~
18 ~~is available for corporate use, the secretary of state shall reserve~~
19 ~~the same for the exclusive use of the applicant for a period of one~~
20 ~~hundred and eighty days. Such reservation shall be limited to one~~
21 ~~filing.~~

22 ~~The right to the exclusive use of a specified corporate name so~~
23 ~~reserved may be transferred to any other person or corporation by~~
24 ~~filing in the office of the secretary of state, a notice of such~~
25 ~~transfer, executed by the applicant for whom the name was reserved, and~~
26 ~~specifying the name and address of the transferee)) in accordance with~~
27 ~~section 1303 of this act.~~

28 **Sec. 3105.** RCW 24.03.047 and 1994 c 211 s 1306 are each amended to
29 read as follows:

30 Any corporation(~~(7)~~) organized and existing under the laws of any
31 state or territory of the United States may register its corporate name
32 ~~((under this title, provided its corporate name is not the same as, or~~
33 ~~deceptively similar to, the name of any domestic corporation existing~~
34 ~~under the laws of this state, the name of any foreign corporation~~
35 ~~authorized to transact business in this state, the name of any domestic~~
36 ~~limited liability company organized under the laws of this state, the~~
37 ~~name of any foreign limited liability company authorized to transact~~

1 ~~business in this state, the name of any limited partnership on file~~
2 ~~with the secretary, or any corporate name reserved or registered under~~
3 ~~this title.~~

4 ~~Such registration shall be made by:~~

5 ~~(1) Filing with the secretary of state: (a) An application for~~
6 ~~registration executed by the corporation by an officer thereof, setting~~
7 ~~forth the name of the corporation, the state or country under the laws~~
8 ~~of which it is incorporated, [and] the date of its incorporation, and~~
9 ~~(b) a certificate setting forth that such corporation is in good~~
10 ~~standing under the laws of the state or territory wherein it is~~
11 ~~organized, executed by the secretary of state of such state or country~~
12 ~~or by such other official as may have custody of the records pertaining~~
13 ~~to corporations, and~~

14 ~~(2) Paying to the secretary of state the applicable registration~~
15 ~~fee.~~

16 ~~The registration shall be effective until the close of the calendar~~
17 ~~year in which the application for registration is filed)) in accordance~~
18 ~~with section 1304 of this act.~~

19 **Sec. 3106.** RCW 24.03.048 and 1986 c 240 s 8 are each amended to
20 read as follows:

21 A corporation which has in effect a registration of its corporate
22 name(~~(7)~~) may renew such registration (~~(from year to year by annually~~
23 ~~filing an application for renewal setting forth the facts required to~~
24 ~~be set forth in an original application for registration and a~~
25 ~~certificate of good standing as required for the original registration~~
26 ~~and by paying the applicable fee. A renewal application may be filed~~
27 ~~between the first day of October and the thirty first day of December~~
28 ~~in each year, and shall extend the registration for the following~~
29 ~~calendar year)) in accordance with section 1304 of this act.~~

30 **Sec. 3107.** RCW 24.03.050 and 2009 c 202 s 1 are each amended to
31 read as follows:

32 Each corporation shall have and continuously maintain in this
33 state(~~(÷~~

34 ~~(1) A registered office which may be, but need not be, the same as~~
35 ~~its principal office. The registered office shall be at a specific~~
36 ~~geographic location in this state, and be identified by number, if any,~~

1 and street, or building address or rural route, or, if a commonly known
2 street or rural route address does not exist, by legal description. A
3 registered office may not be identified by post office box number or
4 other nongeographic address. For purposes of communicating by mail,
5 the secretary of state may permit the use of a post office address in
6 conjunction with the registered office address if the corporation also
7 maintains on file the specific geographic address of the registered
8 office where personal service of process may be made.

9 (2) A registered agent, which agent may be either an individual
10 resident in this state whose business office is identical with such
11 registered office, or a domestic corporation, whether for profit or not
12 for profit, or a governmental body or agency, or a foreign corporation,
13 whether for profit or not for profit, authorized to transact business
14 or conduct affairs in this state, having an office identical with such
15 registered office, or a domestic limited liability company whose
16 business office is identical with the registered office, or a foreign
17 limited liability company authorized to conduct affairs in this state
18 whose business address is identical with the registered office. A
19 registered agent shall not be appointed without having given prior
20 consent to the appointment, in the form of a record. The consent shall
21 be filed with the secretary of state in such form as the secretary may
22 prescribe. The consent shall be filed with or as a part of the record
23 first appointing a registered agent. In the event any individual,
24 corporation, or limited liability company has been appointed agent
25 without consent, that person, corporation, or limited liability company
26 may file a notarized statement attesting to that fact, and the name
27 shall immediately be removed from the records of the secretary of
28 state.

29 No Washington corporation or foreign corporation authorized to
30 conduct affairs in this state may be permitted to maintain any action
31 in any court in this state until the corporation complies with the
32 requirements of this section)) a registered agent in accordance with
33 part I, Article 4 of this act.

34 **Sec. 3108.** RCW 24.03.055 and 2004 c 265 s 9 are each amended to
35 read as follows:

36 A corporation may change its registered ((office or change its

1 registered)) agent(~~(, or both, upon)~~) by filing in the office of the
2 secretary of state (~~(in the form prescribed by the secretary of state~~
3 ~~a statement setting forth:~~

4 ~~(1) The name of the corporation.~~

5 ~~(2) If the current registered office is to be changed, the street~~
6 ~~address to which the registered office is to be changed.~~

7 ~~(3) If the current registered agent is to be changed, the name of~~
8 ~~the new registered agent.~~

9 ~~(4) That the address of its registered office and the address of~~
10 ~~the office of its registered agent, as changed, will be identical.~~

11 ~~Such statement shall be executed by the corporation by an officer~~
12 ~~of the corporation, and delivered to the secretary of state, together~~
13 ~~with a consent, in the form of a record, of the registered agent to the~~
14 ~~appointment, if applicable. If the secretary of state finds that such~~
15 ~~statement conforms to the provisions of this chapter, the secretary of~~
16 ~~state shall endorse thereon the word "Filed," and the month, day, and~~
17 ~~year of the filing thereof, and file the statement. The change of~~
18 ~~address of the registered office, or the appointment of a new~~
19 ~~registered agent, or both, as the case may be, shall become effective~~
20 ~~upon filing unless a later date is specified)) a statement of change in
21 accordance with section 1407 of this act.~~

22 Any registered agent of a corporation may resign as such agent upon
23 filing a notice thereof, in the form of a record, with the secretary of
24 state(~~(, who shall immediately deliver an exact or conformed copy~~
25 ~~thereof to the corporation in care of an officer, who is not the~~
26 ~~resigning registered agent, at the address of such officer as shown by~~
27 ~~the most recent annual report of the corporation. The appointment of~~
28 ~~such agent shall terminate upon the expiration of thirty days after~~
29 ~~receipt of such notice by the secretary of state)) in accordance with
30 section 1410 of this act.~~

31 ~~((If)) A registered agent (~~(changes the agent's business address to~~
32 ~~another place within the state, the agent may change such address and~~
33 ~~the address of the registered office of any corporation of which the~~
34 ~~agent is a registered agent, by filing a statement as required by this~~
35 ~~section except that it need be executed only by the registered agent,~~
36 ~~it need not be responsive to subsection (3) of this section, and it~~
37 ~~must recite that a copy of the statement has been delivered to the~~~~

1 ~~secretary of the corporation)) may change its information on file with~~
2 ~~the secretary of state in accordance with section 1408 or 1409 of this~~
3 ~~act.~~

4 **Sec. 3109.** RCW 24.03.060 and 1986 c 240 s 11 are each amended to
5 read as follows:

6 ~~((The registered agent so appointed by a corporation shall be an~~
7 ~~agent of such corporation upon whom any)) Service of process, notice,~~
8 ~~or demand required or permitted by law to be served upon the~~
9 ~~corporation may be ((served.~~

10 ~~Whenever a corporation shall fail to appoint or maintain a~~
11 ~~registered agent in this state, or whenever its registered agent cannot~~
12 ~~with reasonable diligence be found at the registered office, then the~~
13 ~~secretary of state shall be an agent of such corporation upon whom any~~
14 ~~such process, notice, or demand may be served. Service on the~~
15 ~~secretary of state of any such process, notice, or demand shall be made~~
16 ~~by delivering to and leaving with the secretary of state, or with any~~
17 ~~duly authorized clerk of the corporation department of the secretary of~~
18 ~~state's office, duplicate copies of such process, notice or demand. In~~
19 ~~the event any such process, notice or demand is served on the secretary~~
20 ~~of state, the secretary of state shall immediately cause one of the~~
21 ~~copies thereof to be forwarded by certified mail, addressed to the~~
22 ~~secretary of the corporation as shown on the records of the secretary~~
23 ~~of state. Any service so had on the secretary of state shall be~~
24 ~~returnable in not less than thirty days.~~

25 ~~The secretary of state shall keep a record of all processes,~~
26 ~~notices and demands served upon the secretary of state under this~~
27 ~~section, and shall record therein the time of such service and the~~
28 ~~secretary of state's action with reference thereto.~~

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 served~~
31 ~~upon a corporation in any other manner now or hereafter permitted by~~
32 ~~law)) made in accordance with section 1412 of this act.~~

33 **Sec. 3110.** RCW 24.03.1031 and 1999 c 32 s 1 are each amended to
34 read as follows:

35 (1) The superior court of the county where a corporation's
36 ~~((principal office, or, if none in this state, its)) registered~~

1 office((7)) is located may remove a director of the corporation from
2 office in a proceeding commenced by the corporation if the court finds
3 that (a) the director engaged in fraudulent or dishonest conduct with
4 respect to the corporation, and (b) removal is in the best interest of
5 the corporation.

6 (2) The court that removes a director may bar the director from
7 reelection for a period prescribed by the court.

8 **Sec. 3111.** RCW 24.03.135 and 2004 c 265 s 14 are each amended to
9 read as follows:

10 Each corporation shall keep at its registered office(~~(,—its~~
11 ~~principal office in this state,~~) or at its secretary's office if in
12 this state, the following documents in the form of a record:

13 (1) Current articles and bylaws;

14 (2) A list of members, including names, addresses, and classes of
15 membership, if any;

16 (3) Correct and adequate statements of accounts and finances;

17 (4) A list of officers' and directors' names and addresses;

18 (5) Minutes of the proceedings of the members, if any, the board,
19 and any minutes which may be maintained by committees of the board.

20 The corporate records shall be open at any reasonable time to
21 inspection by any member of more than three months standing or a
22 representative of more than five percent of the membership.

23 Cost of inspecting or copying shall be borne by such member except
24 for costs for copies of articles or bylaws. Any such member must have
25 a purpose for inspection reasonably related to membership interests.
26 Use or sale of members' lists by such member if obtained by inspection
27 is prohibited.

28 The superior court of the corporation's or such member's residence
29 may order inspection and may appoint independent inspectors. Such
30 member shall pay inspection costs unless the court orders otherwise.

31 **Sec. 3112.** RCW 24.03.145 and 2002 c 74 s 7 are each amended to
32 read as follows:

33 The articles of incorporation shall be delivered to the secretary
34 of state(~~(. — If the secretary of state finds that the articles of~~
35 ~~incorporation conform to law, the secretary of state shall, when all~~
36 ~~fees have been paid as in this chapter prescribed:~~

1 ~~(1) Endorse on the articles the word "Filed" and the effective date~~
2 ~~of the filing.~~

3 ~~(2) File the articles.~~

4 ~~(3) Issue a certificate of incorporation.~~

5 ~~The certificate of incorporation together with an exact or~~
6 ~~conformed copy of the articles of incorporation will be returned to the~~
7 ~~incorporators or their representative)) for filing in accordance with~~
8 ~~part I, Article 2 of this act.~~

9 **Sec. 3113.** RCW 24.03.175 and 2002 c 74 s 8 are each amended to
10 read as follows:

11 The articles of amendment shall be delivered to the secretary of
12 state(~~(. If the secretary of state finds that the articles of~~
13 ~~amendment conform to law, the secretary of state shall, when all fees~~
14 ~~have been paid as in this chapter prescribed:~~

15 ~~(1) Endorse on the articles the word "Filed," and the effective~~
16 ~~date of the filing.~~

17 ~~(2) File the articles.~~

18 ~~The exact or conformed copy of the articles of amendment bearing~~
19 ~~the filing endorsement affixed thereto by the secretary of state, shall~~
20 ~~be returned to the corporation or its representative)) for filing in~~
21 ~~accordance with part I, Article 2 of this act.~~

22 **Sec. 3114.** RCW 24.03.180 and 1986 c 240 s 28 are each amended to
23 read as follows:

24 ~~((Upon the filing of the articles of amendment by the secretary of~~
25 ~~state, or on such later date, not more than thirty days subsequent to~~
26 ~~the filing thereof by the secretary of state, as may be provided in the~~
27 ~~articles of amendment, the amendment shall become effective and the~~
28 ~~articles of incorporation shall be deemed to be amended accordingly))~~
29 ~~Articles of amendment are effective as provided in section 1203 of this~~
30 ~~act and may state a delayed effective date in accordance with section~~
31 ~~1203 of this act.~~

32 No amendment shall affect any existing cause of action in favor of
33 or against such corporation, or any pending action to which such
34 corporation shall be a party, or the existing rights of persons other
35 than members; and, in the event the corporate name shall be changed by

1 amendment, no action brought by or against such corporation under its
2 former name shall abate for that reason.

3 **Sec. 3115.** RCW 24.03.183 and 2004 c 265 s 18 are each amended to
4 read as follows:

5 A domestic corporation may at any time restate its articles of
6 incorporation by a resolution adopted by the board of directors. A
7 corporation may amend and restate in one resolution, but may not
8 present the amendments and restatement for filing by the secretary in
9 a single record. Separate articles of amendment, under RCW 24.03.165
10 and articles of restatement, under this section, must be presented
11 notwithstanding the corporation's adoption of a single resolution of
12 amendment and restatement.

13 Upon the adoption of the resolution, restated articles of
14 incorporation shall be executed by the corporation by one of its
15 officers. The restated articles shall set forth all of the operative
16 provisions of the articles of incorporation together with a statement
17 that the restated articles of incorporation correctly set forth without
18 change the provisions of the articles of incorporation as amended and
19 that the restated articles of incorporation supersede the original
20 articles of incorporation and all amendments thereto.

21 The restated articles of incorporation shall be delivered to the
22 secretary of state(~~(. If the secretary of state finds that the~~
23 ~~restated articles of incorporation conform to law, the secretary of~~
24 ~~state shall, when all fees required by this title have been paid:~~

25 ~~(1) Endorse on the articles the word "Filed" and the date of the~~
26 ~~filing;~~

27 ~~(2) File the restated articles.~~

28 ~~An exact or conformed copy of the restated articles of~~
29 ~~incorporation bearing the endorsement affixed thereto by the secretary~~
30 ~~of state, shall be returned to the corporation or its representative))~~
31 for filing in accordance with part I, Article 2 of this act.

32 Upon the filing of the restated articles of incorporation by the
33 secretary of state, the restated articles of incorporation shall become
34 effective and shall supersede the original articles of incorporation
35 and all amendments thereto.

1 **Sec. 3116.** RCW 24.03.200 and 2004 c 265 s 20 are each amended to
2 read as follows:

3 (1) Upon such approval, articles of merger or articles of
4 consolidation shall be executed by each corporation by an officer of
5 each corporation, and shall set forth:

6 (a) The plan of merger or the plan of consolidation;

7 (b) Where the members of any merging or consolidating corporation
8 have voting rights, then as to each such corporation (i) a statement
9 setting forth the date of the meeting of members at which the plan was
10 adopted, that a quorum was present at such meeting, and that such plan
11 received at least two-thirds of the votes which members present at such
12 meeting or represented by proxy were entitled to cast, or (ii) a
13 statement that such amendment was adopted by a consent in the form of
14 a record executed by all members entitled to vote with respect thereto;

15 (c) Where any merging or consolidating corporation has no members,
16 or no members having voting rights, then as to each such corporation a
17 statement of such fact, the date of the meeting of the board of
18 directors at which the plan was adopted and a statement of the fact
19 that such plan received the vote of a majority of the directors in
20 office.

21 (2) The articles of merger or articles of consolidation shall be
22 delivered to the secretary of state(~~(. If the secretary of state finds~~
23 ~~that such articles conform to law, the secretary of state shall, when~~
24 ~~all fees have been paid as in this chapter prescribed:~~

25 ~~(a) Endorse on the articles of merger or consolidation the word~~
26 ~~"Filed," and the date of the filing;~~

27 ~~(b) File the articles of merger or consolidation.~~

28 ~~An exact or conformed copy of the articles of merger or articles of~~
29 ~~consolidation bearing the filing endorsement affixed thereto by the~~
30 ~~secretary of state, shall be returned to the surviving or new~~
31 ~~corporation, as the case may be, or its representative)) for filing in~~
32 accordance with part I, Article 2 of this act.

33 **Sec. 3117.** RCW 24.03.205 and 1986 c 240 s 34 are each amended to
34 read as follows:

35 A merger or consolidation shall become effective upon the filing of
36 the articles of merger or articles of consolidation with the secretary
37 of state(~~(, or on such later date, not more than thirty days after the~~

1 ~~filing thereof with the secretary of state, as shall be provided for in~~
2 ~~the plan)) as provided in section 1203 of this act, and may state a~~
3 ~~delayed effective date as provided in section 1203 of this act.~~

4 **Sec. 3118.** RCW 24.03.207 and 2004 c 265 s 21 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 in the following manner, if
8 such merger or consolidation is permitted by the laws of the state
9 under which each such foreign corporation is organized:

10 (1) Each domestic corporation shall comply with the provisions of
11 this title with respect to the merger or consolidation as the case may
12 be, of domestic corporations and each foreign corporation shall comply
13 with the applicable provisions of the laws of the state under which it
14 is organized.

15 (2) If the surviving or new corporation in a merger or
16 consolidation is to be governed by the laws of any state other than
17 this state, it shall comply with the provisions of this title and part
18 I, Article 5 of this act with respect to foreign corporations if it is
19 to transact business in this state, and in every case it shall file
20 with the secretary of state of this state((+

21 ~~(a))~~ an agreement that it may be served with process in ((this
22 state)) accordance with section 1412 of this act in any proceeding for
23 the enforcement of any obligation of any domestic corporation which is
24 a party to the merger or consolidation and in any proceeding for the
25 enforcement of the rights, if any, of a member of any such domestic
26 corporation against the surviving or new corporation((+and

27 ~~(b) An irrevocable appointment of the secretary of state of this~~
28 ~~state as its agent to accept service of process in any such~~
29 ~~proceeding)).~~

30 The effect of the merger or consolidation shall be the same as in
31 the case of the merger or consolidation of domestic corporations, if
32 the surviving or new corporation is to be governed by the laws of this
33 state. If the surviving or new corporation is to be governed by the
34 laws of any state other than this state, the effect of the merger or
35 consolidation shall be the same as in the case of the merger or
36 consolidation of domestic corporations except as the laws of the other
37 state provide otherwise.

1 (3) At any time prior to the effective date of the articles of
2 merger or consolidation, the merger or consolidation may be abandoned
3 pursuant to provision therefor, if any, set forth in the plan of merger
4 or consolidation. In the event the merger or consolidation is
5 abandoned, the parties thereto shall execute a notice of abandonment
6 ~~((in triplicate))~~ executed by an officer for each corporation executing
7 the notice, which must be in the form of a record, and deliver the
8 notice to the secretary of state for filing in accordance with part I,
9 Article 2 of this act. ~~((If the secretary of state finds the notice~~
10 ~~conforms to law, the secretary of state shall:~~

11 ~~(a) Endorse on each of the originals the word "Filed" and the date~~
12 ~~of the filing;~~

13 ~~(b) File one of the triplicate originals in the secretary of~~
14 ~~state's office; and~~

15 ~~(c) Issue the other triplicate originals to the respective parties~~
16 ~~or their representatives.))~~

17 **Sec. 3119.** RCW 24.03.245 and 2002 c 74 s 11 are each amended to
18 read as follows:

19 Articles of dissolution shall be delivered to the secretary of
20 state for filing in accordance with part I, Article 2 of this act.
21 ~~((If the secretary of state finds that such articles of dissolution~~
22 ~~conform to law, the secretary of state shall, when all requirements~~
23 ~~have been met as in this chapter prescribed:~~

24 ~~(1) Endorse on the articles of dissolution the word "Filed," and~~
25 ~~the effective date of the filing.~~

26 ~~(2) File the articles of dissolution.~~

27 ~~The exact or conformed copy of the articles of dissolution, bearing~~
28 ~~the filing endorsement affixed thereto by the secretary of state, shall~~
29 ~~be returned to the representative of the dissolved corporation.))~~ Upon
30 the filing of such articles of dissolution the existence of the
31 corporation shall cease, except for the purpose of suits, other
32 proceedings and appropriate corporate action by members, directors, and
33 officers as provided in this chapter.

34 **Sec. 3120.** RCW 24.03.271 and 2010 c 212 s 2 are each amended to
35 read as follows:

36 (1) Venue for a proceeding brought by the attorney general to

1 dissolve a corporation pursuant to RCW 24.03.266 lies in the court
2 specified in RCW 24.03.260. Venue for a proceeding brought by any
3 other party named in RCW 24.03.266 lies in the county where a
4 corporation's (~~principal office (or, if none in this state, its)~~)
5 registered office(→) is or was last located.

6 (2) It is not necessary to make directors or members parties to a
7 proceeding to dissolve a nonprofit corporation unless relief is sought
8 against them individually.

9 (3) A court in a proceeding brought to dissolve a nonprofit
10 corporation may issue injunctions, appoint a general or custodial
11 receiver with all powers and duties the court directs, take other
12 action required to preserve the corporate assets wherever located, and
13 carry on the activities of the corporation until a full hearing can be
14 held.

15 (4) A court in a judicial proceeding brought to dissolve a
16 nonprofit corporation may appoint one or more general receivers to wind
17 up and liquidate, or one or more custodial receivers to manage, the
18 affairs of the corporation. The court shall hold a hearing, after
19 giving notice to all parties to the proceeding and any interested
20 persons designated by the court, before appointing a general or
21 custodial receiver. The court appointing a general or custodial
22 receiver has exclusive jurisdiction over the corporation and all of its
23 property wherever located.

24 (5) The court may require the general or custodial receiver to post
25 bond, with or without sureties, in an amount the court directs.

26 (6) The court shall describe the powers and duties of the general
27 or custodial receiver in its appointing order, which may be amended
28 from time to time. Among other powers:

29 (a) The general receiver:

30 (i) May dispose of all or any part of the assets of the nonprofit
31 corporation wherever located, at a public or private sale, if
32 authorized by the court; and

33 (ii) May sue and defend in his or her own name as general receiver
34 of the corporation in all courts of this state;

35 (b) The custodial receiver may exercise all of the powers of the
36 corporation, through or in place of its board of directors, to the
37 extent necessary to manage the affairs of the corporation consistent

1 with its mission and in the best interests of the corporation, and its
2 creditors.

3 (7) During a general receivership, the court may redesignate the
4 general receiver a custodial receiver, and during a custodial
5 receivership may redesignate the custodial receiver a general receiver,
6 if doing so is consistent with the mission of the nonprofit corporation
7 and in the best interests of the corporation and its creditors.

8 (8) The court from time to time during the general or custodial
9 receivership may order compensation paid and expense disbursements or
10 reimbursements made to the general or custodial receiver and counsel
11 from the assets of the nonprofit corporation or proceeds from the sale
12 of the assets.

13 (9) The assets of the corporation or the proceeds resulting from
14 the sale, conveyance, or other disposition thereof shall be applied and
15 distributed as follows:

16 (a) All costs and expenses of the court proceedings and all
17 liabilities and obligations of the corporation shall be paid,
18 satisfied, and discharged, or adequate provision shall be made
19 therefor;

20 (b) Assets held by the corporation upon condition requiring return,
21 transfer, or conveyance, which condition occurs by reason of the
22 dissolution or liquidation, shall be returned, transferred, or conveyed
23 in accordance with such requirements;

24 (c) Assets received and held by the corporation subject to
25 limitations permitting their use only for charitable, religious,
26 eleemosynary, benevolent, educational, or similar purposes, but not
27 held upon a condition requiring return, transfer, or conveyance by
28 reason of the dissolution or liquidation, shall be transferred or
29 conveyed to one or more domestic or foreign corporations, societies, or
30 organizations engaged in activities substantially similar to those of
31 the dissolving or liquidating corporation as the court may direct;

32 (d) Other assets, if any, shall be distributed in accordance with
33 the provisions of the articles of incorporation or the bylaws to the
34 extent that the articles of incorporation or bylaws determine the
35 distributive rights of members, or any class or classes of members, or
36 provide for distribution to others;

37 (e) Any remaining assets may be distributed to such persons,
38 societies, organizations, or domestic or foreign corporations, whether

1 for profit or not for profit, specified in the plan of distribution
2 adopted as provided in this chapter, or where no plan of distribution
3 has been adopted, as the court may direct.

4 (10) Subsections (4) through (8) of this section do not apply to a
5 church or its integrated auxiliaries.

6 **Sec. 3121.** RCW 24.03.300 and 1986 c 240 s 41 are each amended to
7 read as follows:

8 The dissolution of a corporation either (1) by the filing and
9 issuance of a certificate of dissolution, voluntary or administrative,
10 by the secretary of state, or (2) by a decree of court when the court
11 has not liquidated the assets and affairs of the corporation as
12 provided in this chapter, or (3) by expiration of its period of
13 duration, shall not take away or impair any remedy available to or
14 against such corporation, its directors, officers, or members, for any
15 right or claim existing, or any liability incurred, prior to such
16 dissolution if action or other proceeding thereon is commenced within
17 two years after the date of such dissolution. Any such action or
18 proceeding by or against the corporation may be prosecuted or defended
19 by the corporation in its corporate name. The members, directors and
20 officers shall have power to take such corporate or other action as
21 shall be appropriate to protect such remedy, right or claim. If such
22 corporation was dissolved by the expiration of its period of duration,
23 such corporation may amend its articles of incorporation at any time
24 during such period of two years after expiration so as to extend its
25 period of duration. If, during the period of dissolution, another
26 person or corporation has reserved or adopted a corporate name which is
27 identical to or deceptively similar to the dissolved corporation's
28 name, the corporation extending its period of duration shall be
29 required to adopt another name consistent with the requirements of
30 (~~this chapter~~) part I, Article 3 of this act and to amend its
31 articles of incorporation accordingly. The corporation shall also pay
32 to the state all fees and penalties which would otherwise have been due
33 if the corporate charter had not expired, plus a reinstatement fee as
34 (~~provided in this chapter~~) established by the secretary of state
35 under section 1214 of this act.

1 **Sec. 3122.** RCW 24.03.302 and 1994 c 287 s 8 are each amended to
2 read as follows:

3 A corporation shall be administratively dissolved by the secretary
4 of state (~~(upon the conditions prescribed in this section when the~~
5 ~~corporation:~~

6 ~~(1) Has failed to file or complete its annual report within the~~
7 ~~time required by law; or~~

8 ~~(2) Has failed for thirty days to appoint or maintain a registered~~
9 ~~agent in this state; or~~

10 ~~(3) Has failed for thirty days, after change of its registered~~
11 ~~agent or registered office, to file in the office of the secretary of~~
12 ~~state a statement of such change.~~

13 ~~A corporation shall not be dissolved under this section unless the~~
14 ~~secretary of state has given the corporation not less than sixty days'~~
15 ~~notice of its delinquency or omission, by first class mail, postage~~
16 ~~prepaid, addressed to the registered office, or, if there is no~~
17 ~~registered office, to the last known address of any officer or director~~
18 ~~as shown by the records of the secretary of state, and unless the~~
19 ~~corporation has failed to correct the omission or delinquency before~~
20 ~~expiration of the sixty day period.~~

21 ~~When a corporation has given cause for dissolution under this~~
22 ~~section, and has failed to correct the delinquency or omission as~~
23 ~~provided in this section, the secretary of the state shall dissolve the~~
24 ~~corporation by issuing a certificate of administrative dissolution~~
25 ~~containing a statement that the corporation has been dissolved and the~~
26 ~~date and reason for which it was dissolved. The original certificate~~
27 ~~of administrative dissolution shall be filed in the records of the~~
28 ~~secretary of state, and a copy of the certificate shall forthwith be~~
29 ~~mailed to the corporation at its registered office or, if there is no~~
30 ~~registered office, to the last known address of the corporation or any~~
31 ~~officer, director, or incorporator of the corporation, as shown by the~~
32 ~~records of the secretary of state. Upon the filing of the certificate~~
33 ~~of administrative dissolution, the existence of the corporation shall~~
34 ~~cease, except as otherwise provided in this chapter, and its name shall~~
35 ~~be available to and may be adopted by another corporation after the~~
36 ~~dissolution.~~

37 ~~Any notice provided by the secretary of state under this section~~
38 ~~shall be designed to clearly identify and warn the recipient of the~~

1 ~~contents thereof. A delinquency notice shall provide a succinct and~~
2 ~~readable description of the delinquency or omission, the date on which~~
3 ~~dissolution will occur, and the action necessary to cure the~~
4 ~~delinquency or omission prior to dissolution)) under the circumstances
5 and procedures provided in part I, Article 6 of this act.~~

6 A corporation which has been administratively dissolved ((~~by~~
7 ~~operation of this section may be reinstated within a period of three~~
8 ~~years following its administrative dissolution if it completes and~~
9 ~~files a current annual report for the reinstatement year or if it~~
10 ~~appoints or maintains a registered agent, or if it files with the~~
11 ~~secretary of state a required statement of change of registered agent~~
12 ~~or registered office and in addition, if it pays a reinstatement fee as~~
13 ~~set by rule by the secretary plus the full amount of all annual fees~~
14 ~~that would have been assessed for the years of administrative~~
15 ~~dissolution had the corporation been in active status, including the~~
16 ~~reinstatement year plus any penalties established by rule by the~~
17 ~~secretary of state. If, during the period of dissolution, another~~
18 ~~person or corporation has reserved or adopted a corporate name which is~~
19 ~~identical to or deceptively similar to the dissolved corporation's~~
20 ~~name, the dissolved corporation seeking reinstatement shall be required~~
21 ~~to adopt another name consistent with the requirements of this chapter~~
22 ~~and to amend its articles of incorporation accordingly)) under section
23 1602 of this act may apply to the secretary of state for reinstatement
24 in accordance with section 1603 of this act.~~

25 When a corporation has been administratively dissolved ((~~by~~
26 ~~operation of this section)) under section 1602 of this act, remedies
27 available to or against it shall survive in the manner provided in RCW
28 24.03.300 and the directors of the corporation shall hold the title to
29 the property of the corporation as trustees for the benefit of its
30 creditors and members.~~

31 **Sec. 3123.** RCW 24.03.305 and 1993 c 181 s 12 are each amended to
32 read as follows:

33 ((~~No~~)) (1) A foreign corporation shall ((~~have the right to~~)) not
34 conduct affairs in this state until it ((~~shall have procured a~~
35 ~~certificate of authority so to do from~~)) registers with the secretary
36 of state in accordance with part I, Article 5 of this act. ((~~No~~
37 ~~foreign corporation shall be entitled to procure a certificate of~~

1 authority under this chapter to conduct in this state any affairs which
2 a corporation organized under this chapter is not permitted to conduct.
3 A foreign corporation shall not be denied a certificate of authority by
4 reason of the fact that the laws of the state or country under which
5 such corporation is organized governing its organization and internal
6 affairs differ from the laws of this state, and nothing in this chapter
7 contained shall be construed to authorize this state to regulate the
8 organization or the internal affairs of such corporation.

9 Without excluding other activities which may)) (2) A nonexhaustive
10 list of activities that do not constitute conducting affairs in this
11 state(, a foreign corporation shall not be considered to be conducting
12 affairs in this state, for the purposes of this chapter, by reason of
13 carrying on in this state any one or more of the following activities:

14 (1) Maintaining or defending any action or suit or any
15 administrative or arbitration proceeding, or effecting the settlement
16 thereof or the settlement of claims or disputes.

17 (2) Holding meetings of its directors or members or carrying on
18 other activities concerning its internal affairs.

19 (3) Maintaining bank accounts.

20 (4) Creating evidences of debt, mortgages or liens on real or
21 personal property.

22 (5) Securing or collecting debts due to it or enforcing any rights
23 in property securing the same.

24 (6) Effecting sales through independent contractors.

25 (7) Soliciting or procuring orders, whether by mail or through
26 employees or agents or otherwise, where such orders require acceptance
27 without this state before becoming binding contracts.

28 (8) Creating as borrower or lender, or acquiring, indebtedness or
29 mortgages or other security interests in real or personal property.

30 (9) Securing or collecting debts or enforcing any rights in
31 property securing the same.

32 (10) Transacting any business in interstate commerce.

33 (11) Conducting an isolated transaction completed within a period
34 of thirty days and not in the course of a number of repeated
35 transactions of like nature.

36 (12) Operating an approved branch campus of a foreign degree-
37 granting institution in compliance with chapter 28B.90 RCW and in

1 ~~accordance with RCW 24.03.307))~~ is provided in section 1505 of this
2 act.

3 **Sec. 3124.** RCW 24.03.310 and 1967 c 235 s 63 are each amended to
4 read as follows:

5 A foreign corporation (~~(which shall have received a certificate of~~
6 ~~authority under this chapter shall, until a certificate of revocation~~
7 ~~or of withdrawal shall have been issued as provided in this chapter,~~
8 ~~enjoy the same, but no greater, rights and privileges as a domestic~~
9 ~~corporation organized for the purposes set forth in the application~~
10 ~~pursuant to which such certificate of authorization is issued; and,~~
11 ~~except as in this chapter otherwise provided, shall be subject to the~~
12 ~~same duties, restrictions, penalties and liabilities now or hereafter~~
13 ~~imposed upon a domestic corporation of like character)) that registers
14 to conduct affairs in this state is subject to section 1501 of this act
15 relating to the effect of registration and the governing law for
16 registered foreign corporations.~~

17 **Sec. 3125.** RCW 24.03.315 and 1982 c 35 s 98 are each amended to
18 read as follows:

19 (~~No certificate of authority shall be issued to a foreign~~
20 ~~corporation unless the corporate name of such corporation complies with~~
21 ~~the provisions of RCW 24.03.045. However, a foreign corporation~~
22 ~~applying for a certificate of authority may file with the secretary of~~
23 ~~state a resolution of its board of directors adopting a fictitious name~~
24 ~~for use in transacting business in this state, if the fictitious name~~
25 ~~complies with RCW 24.03.045)) The corporate name of a foreign
26 corporation registered in this state must comply with the provisions of
27 section 1506 of this act and part I, Article 3 of this act.~~

28 **Sec. 3126.** RCW 24.03.325 and 2002 c 74 s 12 are each amended to
29 read as follows:

30 A foreign corporation(~~(, in order to procure a certificate of~~
31 ~~authority)) may register to conduct affairs in this state(~~(, shall make~~
32 ~~application therefor)) by delivering to the secretary of state(~~(, which~~
33 ~~application shall set forth:~~~~~~

34 ~~(1) The name of the corporation and the state or country under the~~
35 ~~laws of which it is incorporated.~~

1 ~~(2) If the name of the corporation contains the word "corporation,"~~
2 ~~"company," "incorporated," or "limited," or contains an abbreviation of~~
3 ~~one of such words, then the name of the corporation which it elects for~~
4 ~~use in this state.~~

5 ~~(3) The date of incorporation and the period of duration of the~~
6 ~~corporation.~~

7 ~~(4) The address of the principal office of the corporation.~~

8 ~~(5) A statement that a registered agent has been appointed and the~~
9 ~~name and address of such agent, and that a registered office exists and~~
10 ~~the address of such registered office is identical to that of the~~
11 ~~registered agent.~~

12 ~~(6) The purpose or purposes of the corporation which it proposes to~~
13 ~~pursue in conducting its affairs in this state.~~

14 ~~(7) The names and respective addresses of the directors and~~
15 ~~officers of the corporation.~~

16 ~~(8) Such additional information as may be necessary or appropriate~~
17 ~~in order to enable the secretary of state to determine whether such~~
18 ~~corporation is entitled to a certificate of authority to conduct~~
19 ~~affairs in this state.~~

20 ~~The application shall be made in the form prescribed by the~~
21 ~~secretary of state and shall)) for filing a foreign registration~~
22 ~~statement in accordance with section 1503 of this act. The statement~~
23 ~~must be executed by the corporation by one of its officers.~~

24 ~~((The application shall be accompanied by a certificate of good~~
25 ~~standing which has been issued no more than sixty days before the date~~
26 ~~of filing of the application for a certificate of authority to do~~
27 ~~business in this state and has been certified to by the proper officer~~
28 ~~of the state or country under the laws of which the corporation is~~
29 ~~incorporated.))~~

30 **Sec. 3127.** RCW 24.03.335 and 1982 c 35 s 100 are each amended to
31 read as follows:

32 Upon the filing of the ~~((application for certificate of authority))~~
33 foreign registration statement by the secretary of state, the
34 corporation shall be authorized to conduct affairs in this state for
35 those purposes set forth in its application, subject, however, to the
36 right of this state to ~~((suspend or to revoke such authority))~~

1 terminate the registration as provided in (~~this chapter~~) section 1511
2 of this act.

3 **Sec. 3128.** RCW 24.03.340 and 2004 c 265 s 29 are each amended to
4 read as follows:

5 Each foreign corporation (~~authorized~~) registered to conduct
6 affairs in this state shall have and continuously maintain in this
7 state(~~+~~

8 ~~(1) A registered office which may be, but need not be, the same as~~
9 ~~its principal office. The registered office shall be at a specific~~
10 ~~geographic location in this state, and be identified by number, if any,~~
11 ~~and street, or building address or rural route, or, if a commonly known~~
12 ~~street or rural route address does not exist, by legal description.~~
13 ~~A registered office may not be identified by post office box number or~~
14 ~~other nongeographic address. For purposes of communicating by mail,~~
15 ~~the secretary of state may permit the use of a post office address in~~
16 ~~conjunction with the registered office address if the corporation also~~
17 ~~maintains on file the specific geographic address of the registered~~
18 ~~office where personal service of process may be made.~~

19 ~~(2) A registered agent, which agent may be either an individual~~
20 ~~resident in this state whose business office is identical with such~~
21 ~~registered office, or a domestic corporation, whether for profit or not~~
22 ~~for profit, or a foreign corporation, whether for profit or not for~~
23 ~~profit, authorized to transact business or conduct affairs in this~~
24 ~~state, having an office identical with such registered office or a~~
25 ~~domestic limited liability company whose business office is identical~~
26 ~~with the registered office or a foreign limited liability company~~
27 ~~authorized to conduct affairs in this state whose business address is~~
28 ~~identical with the registered office. A registered agent shall not be~~
29 ~~appointed without having given prior consent in the form of a record to~~
30 ~~the appointment. The consent shall be filed with the secretary of~~
31 ~~state in such form as the secretary may prescribe. The consent shall~~
32 ~~be filed with or as a part of the record first appointing a registered~~
33 ~~agent. In the event any individual, corporation, or limited liability~~
34 ~~company has been appointed agent without consent, that person,~~
35 ~~corporation, or limited liability company may file a notarized~~
36 ~~statement attesting to that fact, and the name shall immediately be~~
37 ~~removed from the records of the secretary of state.~~

1 ~~No foreign corporation authorized to transact business in this~~
2 ~~state may be permitted to maintain any action in any court in this~~
3 ~~state until the corporation complies with the requirements of this~~
4 ~~section)) a registered agent in accordance with part I, Article 4 of~~
5 ~~this act.~~

6 **Sec. 3129.** RCW 24.03.345 and 2004 c 265 s 30 are each amended to
7 read as follows:

8 A foreign corporation (~~authorized~~) registered to conduct affairs
9 in this state may change its (~~registered office or change its~~)
10 registered agent(~~(, or both, upon filing in the office of)~~) by
11 delivering to the secretary of state (~~in a form approved by the~~
12 ~~secretary of state~~) for filing a statement (~~setting forth:~~

- 13 ~~(1) The name of the corporation.~~
- 14 ~~(2) If the current registered office is to be changed, the street~~
15 ~~address to which the registered office is to be changed.~~
- 16 ~~(3) If the current registered agent is to be changed, the name of~~
17 ~~the new registered agent.~~
- 18 ~~(4) That the address of its registered office and the address of~~
19 ~~the office of its registered agent, as changed, will be identical.~~

20 ~~Such)) of change in accordance with section 1407 of this act. The~~
21 ~~statement shall be executed by the corporation by an officer of the~~
22 ~~corporation(~~(, and delivered to the secretary of state, together with~~~~
23 ~~a consent, in the form of a record, of the registered agent to the~~
24 ~~appointment, if applicable. If the secretary of state finds that such~~
25 ~~statement conforms to the provisions of this chapter, the secretary of~~
26 ~~state shall endorse thereon the word "Filed," and the month, day, and~~
27 ~~year of the filing thereof, and file the statement. The change of~~
28 ~~address of the registered office, or the appointment of a new~~
29 ~~registered agent, or both, as the case may be, shall become effective~~
30 ~~upon filing unless a later date is specified)).~~

31 Any registered agent in this state appointed by a foreign
32 corporation may resign as such agent (~~upon filing a notice thereof, in~~
33 ~~the form of a record, executed in duplicate, with~~) by executing and
34 delivering to the secretary of state (~~who shall immediately deliver a~~
35 ~~copy thereof to the secretary of the foreign corporation at its~~
36 ~~principal office as shown by its most recent annual report. The~~
37 ~~appointment of such agent shall terminate upon the expiration of thirty~~

1 ~~days after receipt of such notice by the secretary of state))~~ for
2 filing a statement of resignation in accordance with section 1410 of
3 this act.

4 ~~((If))~~ A registered agent ~~((changes his or her business address to~~
5 ~~another place within the state, the registered agent may change such~~
6 ~~address and the address of the registered office of any corporation of~~
7 ~~which the registered agent is a registered agent by filing a statement~~
8 ~~as required by this section, except that it need be executed only by~~
9 ~~the registered agent, it need not be responsive to subsection (3) of~~
10 ~~this section, and it must recite that a copy of the statement has been~~
11 ~~delivered to the corporation))~~ of a foreign corporation may change its
12 information on file with the secretary of state in accordance with
13 section 1408 or 1409 of this act.

14 **Sec. 3130.** RCW 24.03.350 and 2011 c 336 s 658 are each amended to
15 read as follows:

16 ~~((The registered agent so appointed by a foreign corporation~~
17 ~~authorized to conduct affairs in this state shall be an agent of such~~
18 ~~corporation upon whom))~~ Service of any process, notice, or demand
19 required or permitted by law to be served upon the corporation may be
20 ~~((served.~~

21 ~~Whenever a foreign corporation authorized to conduct affairs in~~
22 ~~this state shall fail to appoint or maintain a registered agent in this~~
23 ~~state, or whenever any such registered agent cannot with reasonable~~
24 ~~diligence be found at the registered office, or whenever the~~
25 ~~certificate of authority of a foreign corporation shall be suspended or~~
26 ~~revoked, then the secretary of state shall be an agent of such~~
27 ~~corporation upon whom any such process, notice, or demand may be~~
28 ~~served. Service on the secretary of state of any such process, notice,~~
29 ~~or demand shall be made by delivering to and leaving with the secretary~~
30 ~~of state, or with any duly authorized clerk of the corporation~~
31 ~~department of the secretary of state's office, duplicate copies of such~~
32 ~~process, notice or demand. In the event any such process, notice, or~~
33 ~~demand is served on the secretary of state, the secretary of state~~
34 ~~shall immediately cause one of such copies thereof to be forwarded by~~
35 ~~certified mail, addressed to the secretary of the corporation as shown~~
36 ~~on the records of the secretary of state. Any service so had on the~~
37 ~~secretary of state shall be returnable in not less than thirty days.~~

1 ~~(3) That the corporation surrenders its authority to conduct~~
2 ~~affairs in this state.~~

3 ~~(4) That the corporation revokes the authority of its registered~~
4 ~~agent in this state to accept service of process and consents that~~
5 ~~service of process in any action, suit or proceeding based upon any~~
6 ~~cause of action arising in this state during the time the corporation~~
7 ~~was authorized to conduct affairs in this state may thereafter be made~~
8 ~~on such corporation by service thereof on the secretary of state.~~

9 ~~(5) A copy of a revenue clearance certificate issued pursuant to~~
10 ~~chapter 82.32 RCW.~~

11 ~~(6) A post office address to which the secretary of state may mail~~
12 ~~a copy of any process against the corporation that may be served on the~~
13 ~~secretary of state.~~

14 ~~The application for withdrawal shall be made on forms prescribed~~
15 ~~and furnished by the secretary of state and shall be executed by the~~
16 ~~corporation by an officer of the corporation, or, if the corporation is~~
17 ~~in the hands of a receiver or trustee, shall be executed on behalf of~~
18 ~~the corporation by such receiver or trustee)) for filing in accordance~~
19 ~~with section 1507 of this act.~~

20 **Sec. 3133.** RCW 24.03.380 and 2004 c 265 s 32 are each amended to
21 read as follows:

22 (1) The ~~((certificate of authority))~~ registration of a foreign
23 corporation to conduct affairs in this state ~~((shall be revoked))~~ may
24 be terminated by the secretary of state ~~((upon the conditions~~
25 ~~prescribed in this section when:~~

26 ~~(a) The corporation has failed to file its annual report within the~~
27 ~~time required by this chapter, or has failed to pay any fees or~~
28 ~~penalties prescribed by this chapter when they have become due and~~
29 ~~payable; or~~

30 ~~(b) The corporation has failed for thirty days to appoint and~~
31 ~~maintain a registered agent in this state as required by this chapter;~~
32 ~~or~~

33 ~~(c) The corporation has failed, for thirty days after change of its~~
34 ~~registered agent or registered office, to file in the office of the~~
35 ~~secretary of state a statement of such change as required by this~~
36 ~~chapter; or~~

1 ~~(d) The corporation has continued to exceed or abuse the authority~~
2 ~~conferred upon it by this chapter; or~~

3 ~~(e) A misrepresentation has been made of any material matter in any~~
4 ~~application, report, affidavit, or other record submitted by such~~
5 ~~corporation pursuant to this chapter.~~

6 ~~(2) Prior to revoking a certificate of authority under subsection~~
7 ~~(1) of this section, the secretary of state shall give the corporation~~
8 ~~written notice of the corporation's delinquency or omission by first-~~
9 ~~class mail, postage prepaid, addressed to the corporation's registered~~
10 ~~agent. If, according to the records of the secretary of state, the~~
11 ~~corporation does not have a registered agent, the notice may be given~~
12 ~~by mail addressed to the corporation at its last known address or at~~
13 ~~the address of any officer or director of the corporation, as shown by~~
14 ~~the records of the secretary of state. Notice is deemed to have been~~
15 ~~given five days after the date deposited in the United States mail,~~
16 ~~correctly addressed, and with correct postage affixed. The notice~~
17 ~~shall inform the corporation that its certificate of authority shall be~~
18 ~~revoked at the expiration of sixty days following the date the notice~~
19 ~~had been deemed to have been given, unless it corrects the delinquency~~
20 ~~or omission within the sixty day period.~~

21 ~~(3) Any notice provided by the secretary of state under this~~
22 ~~section shall be designed to clearly identify and warn the recipient of~~
23 ~~the contents thereof. A delinquency notice shall provide a succinct~~
24 ~~and readable description of the delinquency or omission, the date on~~
25 ~~which dissolution will occur, and the action necessary to cure the~~
26 ~~delinquency or omission prior to dissolution.~~

27 ~~(4) The attorney general may take such action regarding revocation~~
28 ~~of a certificate of authority as is provided by RCW 24.03.250 for the~~
29 ~~dissolution of a domestic corporation. The procedures of RCW 24.03.250~~
30 ~~shall apply to any action under this section. The clerk of any~~
31 ~~superior court entering a decree of revocation of a certificate of~~
32 ~~authority shall file a certified copy, without cost or filing fee, with~~
33 ~~the office of the secretary of state)) in accordance with section 1511~~
34 ~~of this act.~~

35 **Sec. 3134.** RCW 24.03.390 and 1986 c 240 s 52 are each amended to
36 read as follows:

37 ~~((No))~~ A foreign corporation which is conducting affairs in this

1 state without ~~((a certificate of authority shall be permitted to~~
2 ~~maintain any action, suit or proceeding in any court of this state~~
3 ~~until such corporation shall have obtained a certificate of authority.~~
4 ~~Nor shall any action, suit or proceeding be maintained in any court of~~
5 ~~this state by any successor or assignee of such corporation on any~~
6 ~~right, claim or demand arising out of the conduct of affairs by such~~
7 ~~corporation in this state, until a certificate of authority shall have~~
8 ~~been obtained by such corporation or by a corporation which has~~
9 ~~acquired all or substantially all of its assets.~~

10 The failure of a foreign corporation to obtain a certificate of
11 authority to conduct affairs in this state shall not impair the
12 validity of any contract or act of such corporation, and shall not
13 prevent such corporation from defending any action, suit or proceeding
14 in any court of this state.

15 A foreign corporation which transacts business in this state
16 without a certificate of authority shall be liable to this state, for
17 the years or parts thereof during which it transacted business in this
18 state without a certificate of authority, in an amount equal to all
19 fees which would have been imposed by this chapter upon such
20 corporation had it duly applied for and received a certificate of
21 authority to transact business in this state as required by this
22 chapter and thereafter filed all reports required by this chapter, plus
23 all penalties imposed by this chapter for failure to pay such fees.
24 The attorney general shall bring proceedings to recover all amounts due
25 this state under the provisions of this section)) registering with the
26 secretary of state is subject to section 1502 of this act.

27 **Sec. 3135.** RCW 24.03.395 and 1993 c 356 s 10 are each amended to
28 read as follows:

29 Each domestic corporation, and each foreign corporation
30 ~~((authorized))~~ registered to conduct affairs in this state, shall
31 ~~((file, within the time prescribed by this chapter,))~~ deliver an annual
32 report ~~((in the form prescribed by))~~ to the secretary of state~~((The~~
33 ~~secretary may by rule provide that a biennial filing meets this~~
34 ~~requirement. The report shall set forth:~~

35 ~~(1) The name of the corporation and the state or country under the~~
36 ~~laws of which it is incorporated;~~

1 ~~(2) The address of the registered office of the corporation in this~~
2 ~~state including street and number and the name of its registered agent~~
3 ~~in this state at such address, and, in the case of a foreign~~
4 ~~corporation, the address of its principal office;~~

5 ~~(3) A brief statement of the character of the affairs which the~~
6 ~~corporation is actually conducting, or, in the case of a foreign~~
7 ~~corporation, which the corporation is actually conducting in this~~
8 ~~state;~~

9 ~~(4) The names and respective addresses of the directors and~~
10 ~~officers of the corporation; and~~

11 ~~(5) The corporation's unified business identifier number.~~

12 ~~The information shall be given as of the date of the execution of~~
13 ~~the report. It shall be executed by the corporation by an officer of~~
14 ~~the corporation, or, if the corporation is in the hands of a receiver~~
15 ~~or trustee, it shall be executed on behalf of the corporation by such~~
16 ~~receiver or trustee.~~

17 ~~The secretary of state may provide that correction or updating of~~
18 ~~information appearing on previous annual or biennial filings is~~
19 ~~sufficient to constitute the current filing)) in accordance with~~
20 ~~section 1213 of this act.~~

21 **Sec. 3136.** RCW 24.03.405 and 2010 1st sp.s. c 29 s 3 are each
22 amended to read as follows:

23 ~~((1)) Nonprofit corporations are subject to the applicable fees,~~
24 ~~charges, and penalties established by the secretary of state ((must~~
25 ~~establish by rule, fees for the following:~~

26 ~~(a) Filing articles of incorporation.~~

27 ~~(b) Filing an annual report of a domestic or foreign corporation.~~

28 ~~(c) Filing an application of a foreign corporation for a~~
29 ~~certificate of authority to conduct affairs in this state.~~

30 ~~(d) An application for reinstatement under RCW 24.03.386.~~

31 ~~(e) Filing articles of amendment or restatement or an amendment or~~
32 ~~supplement to an application for reinstatement.~~

33 ~~(f) Filing articles of merger or consolidation.~~

34 ~~(g) Filing a statement of change of address of registered office or~~
35 ~~change of registered agent, or revocation, resignation, or any~~
36 ~~combination of these.~~

37 ~~(h) Filing articles of dissolution.~~

1 ~~(i) Filing an application of a foreign corporation for an amended~~
2 ~~certificate of authority to conduct affairs in this state.~~

3 ~~(j) Filing an application for withdrawal of a foreign corporation~~
4 ~~and issuing a certificate of withdrawal.~~

5 ~~(k) Filing a certificate by a foreign corporation of the~~
6 ~~appointment of a registered agent.~~

7 ~~(l) Filing a certificate of election adopting the provisions of~~
8 ~~chapter 24.03 RCW.~~

9 ~~(m) Filing an application to reserve a corporate name.~~

10 ~~(n) Filing a notice of transfer of a reserved corporate name.~~

11 ~~(o) Filing a name registration.~~

12 ~~(p) Filing any other statement or report authorized for filing~~
13 ~~under this chapter.~~

14 ~~(2) Fees are adjusted by rule only in an amount that does not~~
15 ~~exceed the average biennial increase in the cost of providing service.~~
16 ~~This must be determined in a biennial cost study performed by the~~
17 ~~secretary)) under section 1214 of this act and RCW 43.07.120.~~

18 **Sec. 3137.** RCW 24.03.425 and 2004 c 265 s 34 are each amended to
19 read as follows:

20 Each director and officer of a corporation, domestic or foreign,
21 who fails or refuses within the time prescribed by this chapter to
22 answer truthfully and fully interrogatories propounded to him or her by
23 the secretary of state in accordance with the provisions of this
24 chapter(~~(, or who signs any articles, statement, report, application or~~
25 ~~other record filed with the secretary of state which is known to such~~
26 ~~officer or director to be false in any material respect,)) shall be
27 deemed to be guilty of a misdemeanor, and upon conviction thereof may
28 be fined in any amount not exceeding five hundred dollars.~~

29 **Sec. 3138.** RCW 24.03.445 and 2004 c 265 s 36 are each amended to
30 read as follows:

31 (~~If the secretary of state shall fail to approve any articles of~~
32 ~~incorporation, amendment, merger, consolidation or dissolution, or any~~
33 ~~other record required by this chapter to be approved by the secretary~~
34 ~~of state before the same shall be filed in his or her office, the~~
35 ~~secretary of state shall give written notice of disapproval to the~~
36 ~~person or corporation, domestic or foreign, delivering the same,~~

1 ~~specifying the reasons therefor. Within thirty days from such~~
2 ~~disapproval such person or corporation may appeal to the superior court~~
3 ~~pursuant to the provisions of the administrative procedure act, chapter~~
4 ~~34.05 RCW)) Section 1206 of this act governs the secretary of state's~~
5 ~~duty to file records delivered to the secretary of state for filing,~~
6 ~~the manner and effect of filing, and procedures that apply when the~~
7 ~~secretary of state refuses to file a record.~~

8 NEW SECTION. Sec. 3139. The following acts or parts of acts are
9 each repealed:

10 (1) RCW 24.03.007 (Standards for electronic filing--Rules) and 2004
11 c 265 s 2 & 2002 c 74 s 5;

12 (2) RCW 24.03.008 (Records submitted for filing--Exact or conformed
13 copies) and 2004 c 265 s 3 & 2002 c 74 s 6;

14 (3) RCW 24.03.3025 (Administrative dissolution or revocation of a
15 certificate of authority--Corporation name not distinguishable from
16 name of governmental entity--Application by governmental entity) and
17 1997 c 12 s 2;

18 (4) RCW 24.03.303 (Reinstatement under certain circumstances--
19 Request for relief) and 1987 c 117 s 6;

20 (5) RCW 24.03.307 (Foreign degree-granting institution branch
21 campus--Acts not deemed transacting business in state) and 1993 c 181
22 s 6;

23 (6) RCW 24.03.320 (Change of name by foreign corporation) and 1986
24 c 240 s 44 & 1967 c 235 s 65;

25 (7) RCW 24.03.330 (Filing of application for certificate of
26 authority) and 2004 c 265 s 27, 2002 c 74 s 13, 1986 c 240 s 46, 1982
27 c 35 s 99, 1969 ex.s. c 163 s 4, & 1967 c 235 s 67;

28 (8) RCW 24.03.375 (Filing of application for withdrawal) and 2002
29 c 74 s 14, 1982 c 35 s 105, & 1967 c 235 s 76;

30 (9) RCW 24.03.385 (Issuance of certificate of revocation) and 1986
31 c 240 s 51, 1982 c 35 s 107, & 1967 c 235 s 78;

32 (10) RCW 24.03.386 (Foreign corporations--Application for
33 reinstatement) and 1993 c 356 s 8, 1987 c 117 s 1, & 1986 c 240 s 57;

34 (11) RCW 24.03.388 (Foreign corporations--Fees for application for
35 reinstatement--Filing current annual report--Penalties established by
36 rule) and 1994 c 287 s 9, 1993 c 356 s 9, 1991 c 223 s 3, 1987 c 117 s
37 2, & 1986 c 240 s 58;

1 (12) RCW 24.03.400 (Filing of annual or biennial report of domestic
2 and foreign corporations--Notice--Reporting dates) and 2011 c 183 s 5,
3 1993 c 356 s 11, 1986 c 240 s 54, 1982 c 35 s 109, 1973 c 90 s 1, &
4 1967 c 235 s 81;

5 (13) RCW 24.03.410 (Miscellaneous fees) and 2004 c 265 s 33, 1993
6 c 269 s 6, 1982 c 35 s 111, 1979 ex.s. c 133 s 2, 1969 ex.s. c 163 s 6,
7 & 1967 c 235 s 83;

8 (14) RCW 24.03.415 (Disposition of fees) and 2011 c 336 s 659 &
9 1967 c 235 s 84; and

10 (15) RCW 24.03.450 (Certificates and certified copies to be
11 received in evidence) and 2004 c 265 s 37, 1982 c 35 s 116, & 1967 c
12 235 s 91.

13 PART IV

14 NONPROFIT MISCELLANEOUS AND MUTUAL CORPORATIONS ACT REVISIONS

15 **Sec. 4101.** RCW 24.06.005 and 2001 c 271 s 1 are each amended to
16 read as follows:

17 As used in this chapter, unless the context otherwise requires, the
18 term:

19 (1) "Corporation" or "domestic corporation" means a mutual
20 corporation or miscellaneous corporation subject to the provisions of
21 this chapter, except a foreign corporation.

22 (2) "Foreign corporation" means a mutual or miscellaneous
23 corporation or other corporation organized under laws other than the
24 laws of this state which would be subject to the provisions of this
25 chapter if organized under the laws of this state.

26 (3) "Mutual corporation" means a corporation organized to
27 accomplish one or more of its purposes on a mutual basis for members
28 and other persons.

29 (4) "Miscellaneous corporation" means any corporation which is
30 organized for a purpose or in a manner not provided for by the
31 Washington business corporation act or by the Washington nonprofit
32 corporation act, and which is not required to be organized under other
33 laws of this state.

34 (5) "Articles of incorporation" includes the original articles of
35 incorporation and all amendments thereto, and includes articles of
36 merger.

1 (6) "Bylaws" means the code or codes of rules adopted for the
2 regulation or management of the affairs of the corporation irrespective
3 of the name or names by which such rules are designated.

4 (7) "Member" means one having membership rights in a corporation in
5 accordance with provisions of its articles of incorporation or bylaws.

6 (8) "Stock" or "share" means the units into which the proprietary
7 interests of a corporation are divided in a corporation organized with
8 stock.

9 (9) "Stockholder" or "shareholder" means one who is a holder of
10 record of one or more shares in a corporation organized with stock.

11 (10) "Board of directors" means the group of persons vested with
12 the management of the affairs of the corporation irrespective of the
13 name by which such group is designated.

14 (11) "Insolvent" means inability of a corporation to pay debts as
15 they become due in the usual course of its affairs.

16 (12) "Duplicate originals" means two copies, original or otherwise,
17 each with original signatures, or one original with original signatures
18 and one copy thereof.

19 (13) "Conforms to law" as used in connection with duties of the
20 secretary of state in reviewing documents for filing under this
21 chapter, means the secretary of state has determined the document
22 complies as to form with the applicable requirements of this chapter.

23 (14) "Effective date" means, in connection with a document filing
24 made by the secretary of state, the date (~~(which is shown by affixing~~
25 ~~a "filed" stamp on the documents. When a document is received for~~
26 ~~filing by the secretary of state in a form which complies with the~~
27 ~~requirements of this chapter and which would entitle the document to be~~
28 ~~filed immediately upon receipt, but the secretary of state's approval~~
29 ~~action occurs subsequent to the date of receipt, the secretary of~~
30 ~~state's filing date shall relate back to the date on which the~~
31 ~~secretary of state first received the document in acceptable form. An~~
32 ~~applicant may request a specific effective date no more than thirty~~
33 ~~days later than the receipt date which might otherwise be applied as~~
34 ~~the effective date)) on which the filing becomes effective under
35 section 1203 of this act.~~

36 (15) "Executed by an officer of the corporation," or words of
37 similar import, means that any document signed by such person shall be

1 and is signed by that person under penalties of perjury and in an
2 official and authorized capacity on behalf of the corporation or person
3 making the document submission with the secretary of state.

4 (16) "An officer of the corporation" means, in connection with the
5 execution of documents submitted for filing with the secretary of
6 state, the president, a vice president, the secretary, or the treasurer
7 of the corporation.

8 (17) "Electronic transmission" or "electronically transmitted"
9 means any process of electronic communication not directly involving
10 the physical transfer of paper that is suitable for the retention,
11 retrieval, and reproduction of the transmitted information by the
12 recipient. However, such an electronic transmission must either set
13 forth or be submitted with information, including any security or
14 validation controls used, from which it can reasonably be determined
15 that the electronic transmission was authorized by, as applicable, the
16 corporation or shareholder or member by or on behalf of which the
17 electronic transmission was sent.

18 (18) "Consumer cooperative" means a corporation engaged in the
19 retail sale, to its members and other consumers, of goods or services
20 of a type that are generally for personal, living, or family use.

21 (19) "Registered office" means the principal office indicated in
22 the corporation's most recent annual report, or if the principal office
23 is not located within this state, the office of the corporation's
24 registered agent.

25 **Sec. 4102.** RCW 24.06.045 and 1998 c 102 s 4 are each amended to
26 read as follows:

27 The corporate name(~~;~~

28 ~~(1) Shall not contain any word or phrase which indicates or implies~~
29 ~~that it is organized for any purpose other than one or more of the~~
30 ~~purposes contained in its articles of incorporation.~~

31 ~~(2)(a) Except as provided in (b) and (c) of this subsection, must~~
32 ~~be distinguishable upon the records of the secretary of state from:~~

33 ~~(i) The corporate name of a corporation organized or authorized to~~
34 ~~transact business in this state;~~

35 ~~(ii) A corporate name reserved or registered under chapter 23B.04~~

36 ~~RCW;~~

1 ~~(iii) The name or reserved name of a mutual corporation or~~
2 ~~miscellaneous corporation incorporated or authorized to do business~~
3 ~~under this chapter;~~

4 ~~(iv) The fictitious name adopted under RCW 23B.15.060 by a foreign~~
5 ~~corporation authorized to transact business in this state because its~~
6 ~~real name is unavailable;~~

7 ~~(v) The corporate name or reserved name of a not-for-profit~~
8 ~~corporation incorporated or authorized to conduct affairs in this state~~
9 ~~under chapter 24.03 RCW;~~

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

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

14 ~~(viii) The name or reserved name of a limited liability partnership~~
15 ~~registered under chapter 25.04 RCW.~~

16 ~~(b) A corporation may apply to the secretary of state for~~
17 ~~authorization to use a name that is not distinguishable upon the~~
18 ~~records from one or more of the names described in (a) of this~~
19 ~~subsection. The secretary of state shall authorize use of the name~~
20 ~~applied for if:~~

21 ~~(i) The other corporation, company, holder, limited liability~~
22 ~~partnership, or limited partnership consents to the use in writing and~~
23 ~~files with the secretary of state documents necessary to change its~~
24 ~~name or the name reserved or registered to a name that is~~
25 ~~distinguishable upon the records of the secretary of state from the~~
26 ~~name of the applying corporation; or~~

27 ~~(ii) The applicant delivers to the secretary of state a certified~~
28 ~~copy of the final judgment of a court of competent jurisdiction~~
29 ~~establishing the applicant's right to use the name applied for in this~~
30 ~~state.~~

31 ~~(c) A corporation may use the name, including the fictitious name,~~
32 ~~of another domestic or foreign corporation, limited liability company,~~
33 ~~limited partnership, or limited liability partnership, that is used in~~
34 ~~this state if the other entity is incorporated, organized, formed, or~~
35 ~~authorized to transact business in this state, and the proposed user~~
36 ~~corporation:~~

37 ~~(i) Has merged with the other corporation, limited liability~~
38 ~~company, or limited partnership; or~~

1 ~~intending to have such corporation make application for a certificate~~
2 ~~of authority to transact business in this state.~~

3 ~~The reservation shall be made by filing with the secretary of state~~
4 ~~an application to reserve a specified corporate name, executed by or on~~
5 ~~behalf of the applicant. If the secretary of state finds that the name~~
6 ~~is available for corporate use, the secretary of state shall reserve~~
7 ~~the same for the exclusive use of the applicant for a period of one~~
8 ~~hundred and eighty days. Such reservation shall be limited to one~~
9 ~~filing.~~

10 ~~The right to the exclusive use of a specified corporate name so~~
11 ~~reserved may be transferred to any other person or corporation by~~
12 ~~filing in the office of the secretary of state, a notice of such~~
13 ~~transfer, executed by the applicant for whom the name was reserved, and~~
14 ~~specifying the name and address of the transferee)) in accordance with~~
15 ~~section 1303 of this act.~~

16 **Sec. 4104.** RCW 24.06.047 and 1994 c 211 s 1308 are each amended to
17 read as follows:

18 Any corporation, organized and existing under the laws of any state
19 or territory of the United States may register its corporate name
20 ((~~under this title, provided its corporate name is not the same as, or~~
21 ~~deceptively similar to, the name of any domestic corporation existing~~
22 ~~under the laws of this state, or the name of any foreign corporation~~
23 ~~authorized to transact business in this state, the name of any domestic~~
24 ~~limited liability company organized under the laws of this state, or~~
25 ~~the name of any foreign limited liability company authorized to~~
26 ~~transact business in this state, the name of any domestic or foreign~~
27 ~~limited partnership on file with the secretary, or any corporate name~~
28 ~~reserved or registered under this title.~~

29 Such registration shall be made by:

30 (1) ~~Filing with the secretary of state:~~ (a) An application for
31 registration executed by the corporation by an officer thereof, setting
32 forth the name of the corporation, the state or country under the laws
33 of which it is incorporated, and the date of its incorporation, and (b)
34 a certificate setting forth that such corporation is in good standing
35 under the laws of the state or country wherein it is organized,
36 executed by the secretary of state of such state or territory or by

1 ~~such other official as may have custody of the records pertaining to~~
2 ~~corporations, and~~

3 ~~(2) Paying to the secretary of state the applicable annual~~
4 ~~registration fee.~~

5 ~~The registration shall be effective until the close of the calendar~~
6 ~~year in which the application for registration is filed)) in accordance~~
7 ~~with section 1304 of this act.~~

8 **Sec. 4105.** RCW 24.06.048 and 1982 c 35 s 124 are each amended to
9 read as follows:

10 A corporation which has in effect a registration of its corporate
11 name, may renew such registration ((~~from year to year by annually~~
12 ~~filing an application for renewal setting forth the facts required to~~
13 ~~be set forth in an original application for registration and a~~
14 ~~certificate of good standing as required for the original registration~~
15 ~~and by paying a fee of ten dollars. A renewal application may be filed~~
16 ~~between the first day of October and the thirty first day of December~~
17 ~~in each year, and shall extend the registration for the following~~
18 ~~calendar year)) in accordance with section 1304 of this act.~~

19 **Sec. 4106.** RCW 24.06.050 and 2009 c 202 s 2 are each amended to
20 read as follows:

21 Each domestic corporation and foreign corporation authorized to do
22 business in this state shall have and continuously maintain in this
23 state((÷

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

35 ~~(2) A registered agent, which agent may be either an individual~~
36 ~~resident in this state whose business office is identical with such~~

1 ~~registered office, or a domestic corporation existing under any act of~~
2 ~~this state, or a governmental body or agency, or a foreign corporation~~
3 ~~authorized to transact business or conduct affairs in this state under~~
4 ~~any act of this state having an office identical with such registered~~
5 ~~office. The resident agent and registered office shall be designated~~
6 ~~by duly adopted resolution of the board of directors; and a statement~~
7 ~~of such designation, executed by an officer of the corporation, shall~~
8 ~~be filed with the secretary of state. A registered agent shall not be~~
9 ~~appointed without having given prior written consent to the~~
10 ~~appointment. The written consent shall be filed with the secretary of~~
11 ~~state in such form as the secretary may prescribe. The written consent~~
12 ~~shall be filed with or as a part of the document first appointing a~~
13 ~~registered agent. In the event any individual or corporation has been~~
14 ~~appointed agent without consent, that person or corporation may file a~~
15 ~~notarized statement attesting to that fact, and the name shall~~
16 ~~forthwith be removed from the records of the secretary of state.~~

17 ~~No Washington corporation or foreign corporation authorized to~~
18 ~~transact business in this state may be permitted to maintain any action~~
19 ~~in any court in this state until the corporation complies with the~~
20 ~~requirements of this section) a registered agent in accordance with~~
21 ~~part I, Article 4 of this act.~~

22 **Sec. 4107.** RCW 24.06.055 and 2011 c 336 s 661 are each amended to
23 read as follows:

24 A corporation may change its (~~registered office or change its~~)
25 registered agent(~~(, or both, upon filing in the office of the secretary~~
26 ~~of state a statement in the form prescribed by the secretary of state~~
27 ~~setting forth:~~

28 (1) ~~The name of the corporation.~~

29 (2) ~~If the address of its registered office is to be changed, the~~
30 ~~address to which the registered office is to be changed, including~~
31 ~~street and number.~~

32 (3) ~~If the current registered agent is to be changed, the name of~~
33 ~~its successor registered agent.~~

34 (4) ~~That the address of its registered office and the address of~~
35 ~~the office of its registered agent, as changed, will be identical.~~

36 Such statement shall be executed by the corporation by an officer
37 of the corporation, and delivered to the secretary of state, together

1 ~~with a written consent of the registered office to his, her, or its~~
2 ~~appointment, if applicable. If the secretary of state finds that such~~
3 ~~statement conforms to the provisions of this chapter, the secretary of~~
4 ~~state shall file such statement, and upon such filing, the change of~~
5 ~~address of the registered office, or the appointment of a new~~
6 ~~registered agent, or both, as the case may be, shall become effective))~~
7 by delivering to the secretary of state for filing a statement of
8 change in accordance with section 1407 of this act.

9 Any registered agent of a corporation may resign as ((such)) agent
10 ((upon filing a written notice thereof, executed in duplicate, with the
11 secretary of state, who shall forthwith mail a copy thereof to the
12 corporation in care of an officer, who is not the resigning registered
13 agent, at the address of such officer as shown by the most recent
14 annual report of the corporation. The appointment of such agent shall
15 terminate upon the expiration of thirty days after receipt of such
16 notice by the secretary of state)) by delivering to the secretary of
17 state for filing a statement of resignation in accordance with section
18 1410 of this act.

19 **Sec. 4108.** RCW 24.06.060 and 1982 c 35 s 127 are each amended to
20 read as follows:

21 ((The registered agent so appointed by a corporation shall be an
22 agent of such corporation upon whom)) Service of any process, notice or
23 demand required or permitted by law to be served upon the corporation
24 may be ((served-

25 Whenever a corporation shall fail to appoint or maintain a
26 registered agent in this state, or whenever its registered agent cannot
27 with reasonable diligence be found at the registered office, then the
28 secretary of state shall be an agent of such corporation upon whom any
29 such process, notice, or demand may be served. Service on the
30 secretary of state of any such process, notice, or demand shall be made
31 by delivering to and leaving with the secretary of state, or with any
32 duly authorized clerk of the corporation department of his or her
33 office, duplicate copies of such process, notice or demand. In the
34 event any such process, notice or demand is served on the secretary of
35 state, the secretary of state shall immediately cause one of the copies
36 thereof to be forwarded by certified mail, addressed to the corporation

1 ~~at its registered office. Any service so had on the secretary of state~~
2 ~~shall be returnable in not less than thirty days.~~

3 ~~The secretary of state shall keep a record of all processes,~~
4 ~~notices and demands served upon the secretary of state under this~~
5 ~~section, and shall record therein the time of such service and his~~
6 ~~action with reference thereto.~~

7 ~~Nothing herein contained shall limit or affect the right to serve~~
8 ~~any process, notice or demand required or permitted by law to be served~~
9 ~~upon a corporation in any other manner now or hereafter permitted by~~
10 ~~law)) made in accordance with section 1412 of this act.~~

11 **Sec. 4109.** RCW 24.06.160 and 2011 c 336 s 668 are each amended to
12 read as follows:

13 Each corporation shall keep correct and complete books and records
14 of account and shall keep minutes of the proceedings of its members,
15 shareholders, board of directors, and committees having any of the
16 authority of the board of directors; and shall keep at its registered
17 office (~~or principal office in this state~~) a record of the names and
18 addresses of its members and shareholders entitled to vote. All books
19 and records of a corporation may be inspected by any member or
20 shareholder, or his or her agent or attorney, for any proper purpose at
21 any reasonable time.

22 **Sec. 4110.** RCW 24.06.200 and 1982 c 35 s 131 are each amended to
23 read as follows:

24 (~~Duplicate originals of~~) The articles of amendment shall be
25 delivered to the secretary of state for filing in accordance with part
26 I, Article 2 of this act. (~~If the secretary of state finds that the~~
27 ~~articles of amendment conform to law, he or she shall, when all fees~~
28 ~~have been paid as prescribed in this chapter:~~

29 (1) ~~Endorse on each of such originals the word "filed", and the~~
30 ~~effective date of the filing thereof.~~

31 (2) ~~File one of such originals in his or her office.~~

32 (3) ~~Issue a certificate of amendment to which he or she shall affix~~
33 ~~one of such originals.~~

34 ~~The certificate of amendment, together with the other duplicate~~
35 ~~original of the articles of amendment affixed thereto by the secretary~~

1 ~~of state shall be returned to the corporation or its representative and~~
2 ~~shall be retained by the corporation.))~~

3 **Sec. 4111.** RCW 24.06.205 and 1982 c 35 s 132 are each amended to
4 read as follows:

5 Upon the filing of the articles of amendment by the secretary of
6 state, the amendment shall become effective as provided in section 1203
7 of this act and the articles of incorporation shall be deemed to be
8 amended accordingly.

9 No amendment shall affect any existing cause of action in favor of
10 or against such corporation, nor any pending action to which such
11 corporation shall be a party, nor the existing rights of persons other
12 than members; and, in the event the corporate name shall be changed by
13 amendment, no action brought by or against such corporation under its
14 former name shall abate for that reason.

15 **Sec. 4112.** RCW 24.06.207 and 1982 c 35 s 133 are each amended to
16 read as follows:

17 A domestic corporation may at any time restate its articles of
18 incorporation as theretofore amended, by a resolution adopted by the
19 board of directors.

20 Upon the adoption of the resolution, restated articles of
21 incorporation shall be executed (~~(in duplicate)~~) by the corporation by
22 one of its officers and shall set forth all of the operative provisions
23 of the articles of incorporation as theretofore amended together with
24 a statement that the restated articles of incorporation correctly set
25 forth without change the corresponding provisions of the articles of
26 incorporation as theretofore amended and that the restated articles of
27 incorporation supersede the original articles of incorporation and all
28 amendments thereto.

29 (~~Duplicate originals of~~) The restated articles of incorporation
30 shall be delivered to the secretary of state for filing in accordance
31 with part I, Article 2 of this act. (~~If the secretary of state finds~~
32 ~~that the restated articles of incorporation conform to law, the~~
33 ~~secretary of state shall, when all fees required by this title have~~
34 ~~been paid:~~

35 ~~(1) Endorse on each duplicate original the word "Filed" and the~~
36 ~~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 corporation~~
7 ~~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 become
10 effective as provided in section 1203 of this act and shall supersede
11 the original articles of incorporation and all amendments thereto.

12 **Sec. 4113.** RCW 24.06.225 and 2000 c 167 s 9 are each amended to
13 read as follows:

14 (1) Upon approval, articles of merger or articles of consolidation
15 shall be executed (~~(in duplicate originals)~~) by each corporation, by an
16 officer of each corporation, and shall set forth:

17 (a) The plan of merger or the plan of consolidation;

18 (b) A statement setting forth the date of the meeting of members or
19 shareholders at which the plan was adopted, that a quorum was present
20 at such meeting, and that such plan received at least two-thirds of the
21 votes which members and shareholders of the corporation and of each
22 class entitled to vote thereon as a class, present at such meeting in
23 person or by mail or by electronic transmission or represented by proxy
24 were entitled to cast, or a statement that such amendment was adopted
25 by a consent in writing signed by all members;

26 (2) (~~Duplicate originals of~~) The articles of merger or articles
27 of consolidation shall be delivered to the secretary of state(~~(. If~~
28 ~~the secretary of state finds that such articles conform to law, he or~~
29 ~~she shall, when all fees have been paid as prescribed in this chapter:~~

30 ~~(a) Endorse on each of such originals the word "filed", and the~~
31 ~~effective date of the filing thereof;~~

32 ~~(b) File one of such originals in his or her office;~~

33 ~~(c) Issue a certificate of merger or a certificate of consolidation~~
34 ~~to which he or she shall affix one of such originals.~~

35 ~~The certificate of merger or certificate of consolidation, together~~
36 ~~with the original of the articles of merger or articles of~~
37 ~~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 corporation
14 shall comply with the applicable provisions of the laws of the state
15 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 part
19 I, Article 5 of this act with respect to foreign corporations if it is
20 to transact business in this state, and in every case it shall file
21 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 1412 of this act in any proceeding for
24 the enforcement of any obligation of any domestic corporation which is
25 a party to such merger or consolidation and in any proceeding for the
26 enforcement of the rights, if any, of a dissenting shareholder of any
27 such domestic corporation against the surviving or new corporation; and

28 (~~An irrevocable appointment of the secretary of state of this~~
29 ~~state as its agent to accept service of process in any such proceeding;~~
30 ~~and~~

31 ~~(e))~~ An agreement that it will promptly pay to the dissenting
32 shareholders of any such domestic corporation the amount, if any, to
33 which they shall be entitled under the provisions of this title with
34 respect to the rights of dissenting shareholders.

35 The effect of such merger or consolidation shall be the same as in
36 the case of the merger or consolidation of domestic corporations, if
37 the surviving or new corporation is to be governed by the laws of this

1 state. If the surviving or new corporation is to be governed by the
2 laws of any state other than this state, the effect of such merger or
3 consolidation shall be the same as in the case of the merger or
4 consolidation of domestic corporations except insofar as the laws of
5 such other state provide otherwise.

6 (3) At any time prior to the effective date of the articles of
7 merger, consolidation, or exchange, the merger, consolidation, or
8 exchange, may be abandoned pursuant to provision therefor, if any, set
9 forth in the plan of merger, consolidation or exchange. In the event
10 the merger, consolidation, or exchange is abandoned, the parties
11 thereto shall execute a notice of abandonment (~~(in triplicate)~~) signed
12 by an officer for each corporation signing the notice and deliver the
13 notice to the secretary of state for filing in accordance with part I,
14 Article 2 of this act. (~~(If the secretary of state finds the notice~~
15 ~~conforms to law, the secretary of state shall:~~

16 ~~(a) Endorse on each of the originals the word "Filed" and the~~
17 ~~effective date of the filing thereof;~~

18 ~~(b) File one of the triplicate originals in the secretary of~~
19 ~~state's office; and~~

20 ~~(c) Issue the other triplicate originals to the respective parties~~
21 ~~or their representatives.))~~

22 **Sec. 4115.** RCW 24.06.280 and 1982 c 35 s 139 are each amended to
23 read as follows:

24 (~~Duplicate originals of~~) The articles of dissolution shall be
25 delivered to the secretary of state for filing in accordance with part
26 I, Article 2 of this act. (~~(If the secretary of state finds that such~~
27 ~~articles of dissolution conform to law, he or she shall, when all~~
28 ~~requirements have been met as prescribed in this chapter:~~

29 ~~(1) Endorse on each of such originals the word "filed", and the~~
30 ~~effective date of the filing thereof.~~

31 ~~(2) File one of the originals in his or her office.~~

32 ~~(3) Issue a certificate of dissolution which he or she shall affix~~
33 ~~to one of such originals.~~

34 ~~The certificate of dissolution, together with the original of the~~
35 ~~articles of dissolution affixed thereto by the secretary of state,~~
36 ~~shall be returned to the representative of the dissolved corporation~~
37 ~~and shall be retained with the corporation minutes.))~~

1 Upon the filing of the articles of dissolution, the corporate
2 existence shall cease, except for the purpose of determining such
3 suits, other proceedings and appropriate corporate action by members,
4 directors and officers as are authorized in this chapter.

5 **Sec. 4116.** RCW 24.06.290 and 1994 c 287 s 10 are each amended to
6 read as follows:

7 Failure of the corporation to file its annual report within the
8 time required shall not derogate from the rights of its creditors, or
9 prevent the corporation from being sued and from defending lawsuits,
10 nor shall it release the corporation from any of the duties or
11 liabilities of a corporation under law.

12 A corporation shall be administratively dissolved by the secretary
13 of state (~~upon the conditions prescribed in this section when the~~
14 ~~corporation:~~

15 ~~(1) Has failed to file or complete its annual report within the~~
16 ~~time required by law;~~

17 ~~(2) Has failed for thirty days to appoint or maintain a registered~~
18 ~~agent in this state; or~~

19 ~~(3) Has failed for thirty days, after change of its registered~~
20 ~~agent or registered office, to file in the office of the secretary of~~
21 ~~state a statement of such change.~~

22 ~~A corporation shall not be dissolved under this section unless the~~
23 ~~secretary of state has given the corporation not less than sixty days'~~
24 ~~notice of its delinquency or omission, by first class mail, postage~~
25 ~~prepaid, addressed to the registered office, or, if there is no~~
26 ~~registered office, to the last known address of any officer or director~~
27 ~~as shown by the records of the secretary of state, and unless the~~
28 ~~corporation has failed to correct the omission or delinquency before~~
29 ~~expiration of the sixty day period.~~

30 ~~When a corporation has given cause for dissolution under this~~
31 ~~section, and has failed to correct the delinquency or omission as~~
32 ~~provided in this section, the secretary of state shall dissolve the~~
33 ~~corporation by issuing a certificate of involuntary dissolution~~
34 ~~containing a statement that the corporation has been dissolved and the~~
35 ~~date and reason for which it was dissolved. The original certificate~~
36 ~~of involuntary dissolution shall be filed in the records of the~~
37 ~~secretary of state, and a copy of the certificate shall forthwith be~~

1 mailed to the corporation at its registered office or, if there is no
2 registered office, to the last known address of the corporation or any
3 officer, director, or incorporator of the corporation, as shown by the
4 records of the secretary of state. Upon the filing of the certificate
5 of involuntary dissolution, the existence of the corporation shall
6 cease, except as otherwise provided in this chapter, and its name shall
7 be available to and may be adopted by another corporation after the
8 dissolution)) under the circumstances and procedures provided in part
9 I, Article 6 of this act.

10 A corporation which has been administratively dissolved ((by
11 operation of this section may be reinstated within a period of three
12 years following its dissolution if it completes and files a current
13 annual report for the current reinstatement year or it appoints or
14 maintains a registered agent, or files a required statement of change
15 of registered agent or registered office and in addition pays the
16 reinstatement fee as set by rule by the secretary of state, plus the
17 full amount of all annual fees that would have been assessed for the
18 years of administrative dissolution had the corporation been in active
19 status, including the reinstatement year plus any penalties as
20 established by rule by the secretary of state. If during the period of
21 dissolution another person or corporation has reserved or adopted a
22 corporate name which is identical or deceptively similar to the
23 dissolved corporation's name, the dissolved corporation seeking
24 reinstatement shall be required to adopt another name consistent with
25 the requirements of this chapter and to amend its articles
26 accordingly)) under section 1602 of this act may apply to the secretary
27 of state for reinstatement in accordance with section 1603 of this act.

28 When a corporation has been administratively dissolved ((by
29 operation of this section)) under section 1602 of this act, remedies
30 available to or against it shall survive in the manner provided by RCW
31 24.06.335 and thereafter the directors of the corporation shall hold
32 title to the property of the corporation as trustees for the benefit of
33 its creditors and shareholders.

34 **Sec. 4117.** RCW 24.06.300 and 1969 ex.s. c 120 s 60 are each
35 amended to read as follows:

36 The superior court shall have full power to liquidate the assets
37 and to provide for the dissolution of a corporation when:

1 (1) In any action by a member, shareholder or director it is made
2 to appear that:

3 (a) The directors are deadlocked in the management of the corporate
4 affairs and that irreparable injury to the corporation is being
5 suffered or is threatened by reason thereof, and that the members or
6 shareholders are unable to break the deadlock; or

7 (b) The acts of the directors or those in control of the
8 corporation are illegal, oppressive, or fraudulent; or

9 (c) The corporate assets are being misapplied or wasted; or

10 (d) The corporation is unable to carry out its purposes; or

11 (e) The shareholders have failed, for a period which includes at
12 least two consecutive annual meeting dates, to elect successors to
13 directors whose terms have expired or would have expired upon the
14 election of their successors.

15 (2) In an action by a creditor:

16 (a) The claim of the creditor has been reduced to judgment and an
17 execution thereon has been returned unsatisfied, and it is established
18 that the corporation is insolvent; or

19 (b) The corporation has admitted in writing that the claim of the
20 creditor is due and owing, and it is established that the corporation
21 is insolvent.

22 (3) A corporation applies to have its dissolution continued under
23 the supervision of the court.

24 (4) An action has been filed by the attorney general to dissolve
25 the corporation and it is established that liquidation of its affairs
26 should precede the entry of a decree of dissolution.

27 Proceedings under subsections (1), (2) or (3) of this section shall
28 be brought in the county in which the registered office (~~or the~~
29 ~~principal office~~) of the corporation is situated.

30 It shall not be necessary to make directors, members or
31 shareholders party to any such action or proceedings unless relief is
32 sought against them personally.

33 **Sec. 4118.** RCW 24.06.340 and 1969 ex.s. c 120 s 68 are each
34 amended to read as follows:

35 (1) No foreign corporation shall have the right to conduct affairs
36 in this state until it (~~shall have procured a certificate of authority~~
37 ~~from~~) registers with the secretary of state (~~to do so~~) in accordance

1 with the requirements of part I, Article 5 of this act. ((No foreign
2 corporation shall be entitled to procure a certificate of authority
3 under this chapter to conduct in this state any affairs which a
4 corporation organized under this chapter is not permitted to conduct:
5 PROVIDED, That no foreign corporation shall be denied a certificate of
6 authority by reason of the fact that the laws of the state or country
7 under which such corporation is organized governing its organization
8 and internal affairs differ from the laws of this state:— PROVIDED
9 FURTHER, That nothing in this chapter contained shall be construed to
10 authorize this state to regulate the organization or the internal
11 affairs of such corporation.))

12 (2) ((Without excluding other activities not constituting the
13 conduct of affairs in this state, a foreign corporation shall, for
14 purposes of this chapter, not be considered to be)) A nonexhaustive
15 list of activities that do not constitute conducting affairs in this
16 state ((by reason of carrying on in this state any one or more of the
17 following activities:

18 (a) ~~Maintaining or defending any action or suit or any~~
19 ~~administrative or arbitration proceeding, or effecting the settlement~~
20 ~~thereof, or the settlement of claims or disputes.~~

21 (b) ~~Holding meetings of its directors, members, or shareholders, or~~
22 ~~carrying on other activities concerning its internal affairs.~~

23 (c) ~~Maintaining bank accounts.~~

24 (d) ~~Creating evidences of debt, mortgages or liens on real or~~
25 ~~personal property.~~

26 (e) ~~Securing or collecting debts due to it or enforcing any rights~~
27 ~~in property securing the same)) is provided in section 1505 of this
28 act.~~

29 **Sec. 4119.** RCW 24.06.345 and 1969 ex.s. c 120 s 69 are each
30 amended to read as follows:

31 A foreign corporation ((which shall have received a certificate of
32 authority under this chapter shall, until a certificate of revocation
33 or of withdrawal shall have been issued as provided in this chapter,
34 enjoy the same but no greater rights and privileges as a domestic
35 corporation organized for the purposes set forth in the application
36 pursuant to which such certificate of authorization is issued, and
37 shall be subject to the same duties, restrictions, penalties and

1 ~~liabilities now or hereafter imposed upon a domestic corporation of~~
2 ~~like character)) that registers to conduct affairs in this state is~~
3 ~~subject to section 1501 of this act relating to the effect of~~
4 ~~registration and the governing law for registered foreign corporations.~~

5 **Sec. 4120.** RCW 24.06.350 and 1982 c 35 s 143 are each amended to
6 read as follows:

7 ~~((No certificate of authority shall be issued to a foreign~~
8 ~~corporation unless the corporate name of such corporation complies with~~
9 ~~the provisions of RCW 24.06.045. However, a foreign corporation~~
10 ~~applying for a certificate of authority may file with the secretary of~~
11 ~~state a resolution of its board of directors adopting a fictitious name~~
12 ~~for use in transacting business in this state, if the fictitious name~~
13 ~~complies with RCW 24.06.045.)) The corporate name of a foreign~~
14 ~~corporation registered in this state must comply with the provisions of~~
15 ~~section 1506 and part I, Article 3 of this act.~~

16 **Sec. 4121.** RCW 24.06.360 and 1989 c 307 s 38 are each amended to
17 read as follows:

18 A foreign corporation(~~(, in order to procure a certificate of~~
19 ~~authority)) may register to conduct affairs in this state(~~(, shall make~~
20 ~~application therefor)) by delivering to the secretary of state(~~(, which~~
21 ~~application shall set forth:~~~~~~

22 ~~(1) The name of the corporation and the state or country under the~~
23 ~~laws of which it is incorporated.~~

24 ~~(2) The date of incorporation and the period of duration of the~~
25 ~~corporation.~~

26 ~~(3) The address of the principal office of the corporation in the~~
27 ~~state or country under the laws of which it is incorporated.~~

28 ~~(4) The address of the proposed registered office of the~~
29 ~~corporation in this state, and the name of its proposed registered~~
30 ~~agent in this state at such address.~~

31 ~~(5) For the purpose or purposes of the corporation which it~~
32 ~~proposes to pursue in conducting its affairs in this state.~~

33 ~~(6) The names and respective addresses of the directors and~~
34 ~~officers of the corporation.~~

35 ~~(7) Such additional information as may be necessary or appropriate~~
36 ~~in order to enable the secretary of state to determine whether such~~

1 ~~corporation is entitled to a certificate of authority to conduct~~
2 ~~affairs in this state)) for filing a foreign registration statement in~~
3 ~~accordance with section 1503 of this act.~~

4 **Sec. 4122.** RCW 24.06.370 and 1982 c 35 s 145 are each amended to
5 read as follows:

6 Upon the filing of the (~~application for certificate of authority~~)
7 foreign registration statement by the secretary of state, the
8 corporation shall be authorized to conduct affairs in this state for
9 those purposes set forth in its application(~~(:—PROVIDED, That the~~
10 ~~state may suspend or revoke such authority as provided in this chapter~~
11 ~~for revocation and suspension of domestic corporation franchises)~~)
12 subject to the right of the state to terminate the registration as
13 provided in section 1511 of this act.

14 **Sec. 4123.** RCW 24.06.375 and 1969 ex.s. c 120 s 75 are each
15 amended to read as follows:

16 Every foreign corporation (~~authorized~~) registered to conduct
17 affairs in this state shall have and continuously maintain in this
18 state(~~(:~~

19 ~~(1) A registered office which may but need not be the same as its~~
20 ~~principal office.~~

21 ~~(2) A registered agent, who may be:~~

22 ~~(a) An individual resident of this state whose business office is~~
23 ~~identical with the registered office; or~~

24 ~~(b) A domestic corporation organized under any law of this state;~~
25 ~~or~~

26 ~~(c) A foreign corporation authorized under any law of this state to~~
27 ~~transact business or conduct affairs in this state, having an office~~
28 ~~identical with the registered office)) a registered agent in accordance~~
29 with part I, Article 4 of this act.

30 **Sec. 4124.** RCW 24.06.380 and 1993 c 356 s 19 are each amended to
31 read as follows:

32 A foreign corporation (~~authorized~~) registered to conduct affairs
33 in this state may change its (~~registered office or change its~~)
34 registered agent(~~(, or both, upon filing in the office of~~) by

1 ~~delivering to the secretary of state ((in a form approved by the~~
2 ~~secretary of state a statement setting forth:~~

3 ~~(1) The name of the corporation.~~

4 ~~(2) If the address of the current registered office is to be~~
5 ~~changed, such new address.~~

6 ~~(3) If the current registered agent is to be changed, the name of~~
7 ~~the new registered agent.~~

8 ~~(4) That the address of its registered office and the address of~~
9 ~~the office of its registered agent, as changed, will be identical.~~

10 ~~Such)) for filing a statement of change in accordance with section~~
11 ~~1407 of this act. The statement shall be executed by the corporation,~~
12 ~~by an officer of the corporation(, and delivered to the secretary of~~
13 ~~state, together with a written consent of the registered agent to his~~
14 ~~or its appointment, if applicable. If the secretary of state finds~~
15 ~~that such statement conforms to the provisions of this chapter, he or~~
16 ~~she shall file such statement in his or her office, and upon such~~
17 ~~filing the change of address of the registered office, or the~~
18 ~~appointment of a new registered agent, or both, as the case may be,~~
19 ~~shall become effective)).~~

20 ~~((If)) A registered agent ((changes his or her business address to~~
21 ~~another place within the state, the registered agent may change such~~
22 ~~address and the address of the registered office of any corporation of~~
23 ~~which the registered agent is registered agent by filing a statement as~~
24 ~~required by this section, except that it need be signed only by the~~
25 ~~registered agent, it need not be responsive to subsection (3) of this~~
26 ~~section, and it shall recite that a copy of the statement has been~~
27 ~~mailed to the corporation)) may change its information on file with the~~
28 ~~secretary of state in accordance with sections 1408 or 1409 of this~~
29 ~~act.~~

30 **Sec. 4125.** RCW 24.06.385 and 1969 ex.s. c 120 s 77 are each
31 amended to read as follows:

32 Any registered agent in this state appointed by a foreign
33 corporation may resign as such agent ~~((upon filing a written notice~~
34 ~~thereof, executed in duplicate, with)) by executing and delivering to~~
35 ~~the secretary of state(, who shall forthwith mail a copy thereof to~~
36 ~~the foreign corporation at its principal office in the state or country~~
37 ~~under the laws of which it is incorporated as shown by its most recent~~

1 annual report. ~~The appointment of such agent shall terminate upon the~~
2 ~~expiration of thirty days after receipt of such notice by the secretary~~
3 ~~of state)) for filing a statement of resignation in accordance with~~
4 ~~section 1410 of this act.~~

5 **Sec. 4126.** RCW 24.06.390 and 1969 ex.s. c 120 s 78 are each
6 amended to read as follows:

7 ~~((The registered agent so appointed by a foreign corporation~~
8 ~~authorized to conduct affairs in this state shall be an agent of such~~
9 ~~corporation upon whom)) Service of any process, notice or demand
10 required or permitted by law to be served upon the corporation may be
11 ~~((served)) made in accordance with section 1412 of this act.~~~~

12 **Sec. 4127.** RCW 24.06.395 and 1982 c 35 s 147 are each amended to
13 read as follows:

14 Whenever a foreign corporation authorized to conduct affairs in
15 this state shall fail to appoint or maintain a registered agent in this
16 state, or whenever any such registered agent cannot with reasonable
17 diligence be found at the registered office, or whenever the
18 certificate of authority of a foreign corporation shall be suspended or
19 revoked(~~, then the secretary of state shall be an agent of such~~
20 ~~corporation upon whom any such)) service of any process, notice, or
21 demand upon the corporation may be ~~((served. Service on the secretary~~
22 ~~of state of any such process, notice, or demand shall be made by~~
23 ~~delivering to and leaving with the secretary of state, or with any duly~~
24 ~~authorized clerk of the corporation department of the secretary of~~
25 ~~state's office, duplicate copies of such process, notice or demand. In~~
26 ~~the event any such process, notice or demand is served on the secretary~~
27 ~~of state, the secretary of state shall immediately cause one of such~~
28 ~~copies thereof to be forwarded by certified mail, addressed to the~~
29 ~~corporation at its principal office in the state or country under the~~
30 ~~laws of which it is incorporated. Any service so had on the secretary~~
31 ~~of state shall be returnable in not less than thirty days.~~~~

32 ~~The secretary of state shall keep a record of all processes,~~
33 ~~notices and demands served upon the secretary of state under this~~
34 ~~action, and shall record therein the time of such service and his or~~
35 ~~her action with reference thereto: PROVIDED, That)) made in accordance~~
36 ~~with section 1412 of this act. Nothing contained in this section shall~~

1 limit or affect the right to serve any process, notice or demand,
2 required or permitted by law to be served upon a corporation in any
3 other manner now or hereafter permitted by law.

4 **Sec. 4128.** RCW 24.06.410 and 1969 ex.s. c 120 s 82 are each
5 amended to read as follows:

6 A foreign corporation (~~((authorized))~~) registered to conduct affairs
7 in this state shall (~~((apply for an amended certificate of authority in
8 the event that it wishes to change its corporate name, or desires to
9 pursue in this state purposes other or additional to those set forth in
10 its initial application for a certificate of authority.~~

11 ~~The requirements with respect to the form and content of such
12 application, the manner of its execution, the filing, the issuance of
13 an amended certificate of authority, and the effect thereof shall be
14 the same as in the case of an original application for a certificate of
15 authority))~~ amend its foreign registration statement under the
16 circumstances specified in section 1504 of this act.

17 **Sec. 4129.** RCW 24.06.415 and 1993 c 356 s 20 are each amended to
18 read as follows:

19 A foreign corporation (~~((authorized))~~) registered to conduct affairs
20 in this state may withdraw from this state (~~((upon procuring from))~~) by
21 delivering a statement of withdrawal to the secretary of state ((a
22 certificate of withdrawal. In order to procure such certificate of
23 withdrawal, the foreign corporation shall deliver to the secretary of
24 state an application for withdrawal, which shall set forth:

25 (1) ~~The name of the corporation and the state or country under~~
26 ~~whose laws it is incorporated.~~

27 (2) ~~A declaration that the corporation is not conducting affairs in~~
28 ~~this state.~~

29 (3) ~~A surrender of its authority to conduct affairs in this state.~~

30 (4) ~~A notice that the corporation revokes the authority of its~~
31 ~~registered agent in this state to accept service of process and~~
32 ~~consents that service of process in any action, suit or proceeding,~~
33 ~~based upon any cause of action arising in this state during the time~~
34 ~~the corporation was authorized to conduct affairs in this state, may~~
35 ~~thereafter be made upon such corporation by service thereof on the~~
36 ~~secretary of state.~~

1 ~~(5) A copy of the revenue clearance certificate issued pursuant to~~
2 ~~chapter 82.32 RCW.~~

3 ~~(6) A post office address to which the secretary of state may mail~~
4 ~~a copy of any process that may be served on the secretary of state as~~
5 ~~agent for the corporation.~~

6 ~~The application for withdrawal shall be made on forms prescribed~~
7 ~~and furnished by the secretary of state and shall be executed by the~~
8 ~~corporation, by one of the officers of the corporation, or, if the~~
9 ~~corporation is in the hands of a receiver or trustee, shall be executed~~
10 ~~on behalf of the corporation by such receiver or trustee)) for filing~~
11 ~~in accordance with section 1507 of this act.~~

12 **Sec. 4130.** RCW 24.06.425 and 1982 c 35 s 150 are each amended to
13 read as follows:

14 ~~((1))~~ The ~~((certificate of authority))~~ registration of a foreign
15 corporation to conduct affairs in this state may be ~~((revoked))~~
16 terminated by the secretary of state ~~((upon the conditions prescribed~~
17 ~~in this section when:~~

18 ~~(a) The corporation has failed to file its annual report within the~~
19 ~~time required by this chapter or has failed to pay any fees or~~
20 ~~penalties prescribed by this chapter as they become due and payable; or~~

21 ~~(b) The corporation has failed for thirty days to appoint and~~
22 ~~maintain a registered agent in this state as required by this chapter;~~
23 ~~or~~

24 ~~(c) The corporation has failed, for thirty days after change of its~~
25 ~~registered agent or registered office, to file in the office of the~~
26 ~~secretary of state a statement of such change as required by this~~
27 ~~chapter; or~~

28 ~~(d) The corporation has failed to file in the office of the~~
29 ~~secretary of state any amendment to its articles of incorporation or~~
30 ~~any articles of merger within the time prescribed by this chapter; or~~

31 ~~(e) The certificate of authority of the corporation was procured~~
32 ~~through fraud practiced upon the state; or~~

33 ~~(f) The corporation has continued to exceed or abuse the authority~~
34 ~~conferred upon it by this chapter; or~~

35 ~~(g) A misrepresentation has been made as to any material matter in~~
36 ~~any application, report, affidavit, or other document, submitted by~~
37 ~~such corporation pursuant to this chapter.~~

1 ~~(2) No certificate of authority of a foreign corporation shall be~~
2 ~~revoked by the secretary of state unless the secretary of state shall~~
3 ~~have given the corporation not less than sixty days' notice thereof by~~
4 ~~first class mail addressed to its registered office in this state, or,~~
5 ~~if there is no registered office, to the last known address of any~~
6 ~~officer or director of the corporation as shown by the records of the~~
7 ~~secretary of state, and the corporation shall have failed prior to~~
8 ~~revocation to (a) file such annual report, (b) pay such fees or~~
9 ~~penalties, (c) file the required statement of change of registered~~
10 ~~agent or registered office, (d) file such articles of amendment or~~
11 ~~articles of merger, or (e) correct any delinquency, omission, or~~
12 ~~material misrepresentation in its application, report, affidavit, or~~
13 ~~other document)) in accordance with section 1511 of this act.~~

14 **Sec. 4131.** RCW 24.06.435 and 1969 ex.s. c 120 s 87 are each
15 amended to read as follows:

16 ~~((No)) A foreign corporation conducting affairs in this state~~
17 ~~without ((a certificate of authority shall be permitted to maintain any~~
18 ~~action, suit, or proceeding in any court of this state until such~~
19 ~~corporation shall have obtained a certificate of authority. Nor shall~~
20 ~~any action, suit or proceeding be maintained in any court of this state~~
21 ~~by any successor or assignee of such corporation on any right, claim,~~
22 ~~or demand arising out of the conduct of affairs by such corporation in~~
23 ~~this state until a certificate of authority shall have been obtained by~~
24 ~~the corporation or by a valid corporation which has (1) acquired all or~~
25 ~~substantially all of its assets and (2) assumed all of its liabilities:~~
26 ~~PROVIDED, That the failure of a foreign corporation to obtain a~~
27 ~~certificate of authority to conduct affairs in this state shall not~~
28 ~~impair the substantive validity of any contract or act of such~~
29 ~~corporation, and shall not prevent such corporation from defending any~~
30 ~~action, suit or proceeding in any court of this state under such terms~~
31 ~~and conditions as a court may find just)) registering with the~~
32 ~~secretary of state is subject to section 1502 of this act.~~

33 **Sec. 4132.** RCW 24.06.440 and 1993 c 356 s 22 are each amended to
34 read as follows:

35 Each domestic corporation, and each foreign corporation
36 ~~((authorized)) registered to conduct affairs in this state, shall~~

1 (~~(file, within the time prescribed by this chapter,)~~) deliver an annual
2 (~~(or biennial)~~) report(~~(, established by)~~) to the secretary of state
3 (~~(by rule, in the form prescribed by the secretary of state setting~~
4 ~~forth:~~

5 (1) ~~The name of the corporation and the state or country under~~
6 ~~whose laws it is incorporated.~~

7 (2) ~~The address of the registered office of the corporation in this~~
8 ~~state, including street and number, the name of its registered agent in~~
9 ~~this state at such address, and, in the case of a foreign corporation,~~
10 ~~the address of its principal office in the state or country under whose~~
11 ~~laws it is incorporated.~~

12 (3) ~~A brief statement of the character of the affairs in which the~~
13 ~~corporation is engaged, or, in the case of a foreign corporation,~~
14 ~~engaged in this state.~~

15 (4) ~~The names and respective addresses of the directors and~~
16 ~~officers of the corporation.~~

17 (5) ~~The corporation's unified business identifier number.~~

18 ~~The information shall be given as of the date of the execution of~~
19 ~~the report. It shall be executed by the corporation by an officer of~~
20 ~~the corporation, or, if the corporation is in the hands of a receiver~~
21 ~~or trustee, it shall be executed on behalf of the corporation by such~~
22 ~~receiver or trustee.~~

23 ~~The secretary of state may by rule adopted under chapter 34.05 RCW~~
24 ~~provide that correction or updating of information appearing on~~
25 ~~previous annual or biennial filings is sufficient to constitute the~~
26 ~~current filing)) in accordance with section 1213 of this act.~~

27 **Sec. 4133.** RCW 24.06.450 and 2010 1st sp.s. c 29 s 4 are each
28 amended to read as follows:

29 (~~(1)~~) Corporations are subject to the applicable fees, charges,
30 and penalties established by the secretary of state (~~(must establish by~~
31 ~~rule, fees for the following:~~

32 (a) ~~Filing articles of incorporation.~~

33 (b) ~~Filing an annual report.~~

34 (c) ~~Filing an application of a foreign corporation for a~~
35 ~~certificate of authority to conduct affairs in this state.~~

36 (d) ~~Filing articles of amendment or restatement.~~

37 (e) ~~Filing articles of merger or consolidation.~~

1 ~~(f) Filing a statement of change of address of registered office or~~
2 ~~change of registered agent, or revocation, resignation, or any~~
3 ~~combination of these.~~

4 ~~(g) Filing articles of dissolution, no fee.~~

5 ~~(h) Filing an application of a foreign corporation for an amended~~
6 ~~certificate of authority to conduct affairs in this state.~~

7 ~~(i) Filing a copy of an amendment to the articles of incorporation~~
8 ~~of a foreign corporation holding a certificate of authority to conduct~~
9 ~~affairs in this state.~~

10 ~~(j) Filing a copy of articles of merger of a foreign corporation~~
11 ~~holding a certificate of authority to conduct affairs in this state.~~

12 ~~(k) Filing an application for withdrawal of a foreign corporation~~
13 ~~and issuing a certificate of withdrawal.~~

14 ~~(l) Filing a certificate by a foreign corporation of the~~
15 ~~appointment of a registered agent.~~

16 ~~(m) Filing a certificate by a foreign corporation of the revocation~~
17 ~~of the appointment of a registered agent.~~

18 ~~(n) Filing an application to reserve a corporate name.~~

19 ~~(o) Filing a notice of transfer of a reserved corporate name.~~

20 ~~(p) Filing any other statement or report of a domestic or foreign~~
21 ~~corporation.~~

22 ~~(2) Fees are adjusted by rule in an amount that does not exceed the~~
23 ~~average biennial increase in the cost of providing service. This must~~
24 ~~be determined in a biennial cost study performed by the secretary))~~
25 ~~under section 1214 of this act and RCW 43.07.120.~~

26 **Sec. 4134.** RCW 24.06.470 and 2011 c 336 s 669 are each amended to
27 read as follows:

28 Each director and officer of a corporation, domestic or foreign,
29 who fails or refuses within the time prescribed by this chapter, to
30 answer truthfully and fully any interrogatories propounded to him or
31 her by the secretary of state in accordance with the provisions of this
32 chapter, (~~or who signs any articles, statement, report, application,~~
33 ~~or other document filed with the secretary of state,)) which is known
34 to such officer or director to be false in any material respect, shall
35 be deemed to be guilty of a misdemeanor, and upon conviction thereof
36 shall be fined in an amount not to exceed five hundred dollars on each
37 count.~~

1 **Sec. 4135.** RCW 24.06.490 and 1982 c 35 s 160 are each amended to
2 read as follows:

3 ~~((1) If the secretary of state shall fail to approve any articles
4 of incorporation, amendment, merger, consolidation, or dissolution, or
5 any other document required by this chapter to be approved by the
6 secretary of state before the same shall be filed in his or her office,
7 the secretary of state shall, within ten days after the delivery of
8 such document to him or her, give written notice of disapproval to the
9 person or corporation, domestic or foreign, delivering the same,
10 specifying the reasons therefor. The person or corporation may apply
11 to the superior court of the county in which the registered office of
12 such corporation is situated, or is proposed, in the document, by
13 filing a petition with the clerk of such court setting forth a copy of
14 the articles or other document tendered to the secretary of state,
15 together with a copy of the written disapproval thereof by the
16 secretary of state; whereupon the matter shall be tried to the court on
17 all questions of fact and law; and the court shall either sustain or
18 overrule the action of the secretary of state.~~

19 ~~(2) If the secretary of state shall revoke the certificate of
20 authority to conduct affairs in this state of any foreign corporation,
21 such foreign corporation may likewise apply to the superior court of
22 the county where the registered office of such corporation in this
23 state is situated, by filing with the clerk of such court a petition
24 setting forth a copy of its certificate of authority to conduct affairs
25 in this state and a copy of the notice of revocation given by the
26 secretary of state; whereupon the matter shall be tried to the court on
27 all questions of fact and law; and the court shall either sustain or
28 overrule the action of the secretary of state.~~

29 ~~(3) Appeals from all final orders and judgments entered by the
30 superior court under this section, in the review of any ruling or
31 decision of the secretary of state may be taken as in other civil
32 actions.)~~ Section 1206 of this act governs the secretary of state's
33 duty to file records delivered to the secretary of state for filing,
34 the manner and effect of filing, and procedures that apply when the
35 secretary of state refuses to file a record.

36 NEW SECTION. **Sec. 4136.** The following acts or parts of acts are
37 each repealed:

- 1 (1) RCW 24.06.170 (Filing of articles of incorporation) and 1982 c
2 35 s 128, 1981 c 302 s 5, & 1969 ex.s. c 120 s 34;
- 3 (2) RCW 24.06.293 (Administrative dissolution or revocation of a
4 certificate of authority--Corporation name not distinguishable from
5 name of governmental entity--Application by governmental entity) and
6 1997 c 12 s 3;
- 7 (3) RCW 24.06.355 (Change of name by foreign corporation) and 1969
8 ex.s. c 120 s 71;
- 9 (4) RCW 24.06.365 (Filing of application for certificate of
10 authority--Issuance) and 1982 c 35 s 144 & 1969 ex.s. c 120 s 73;
- 11 (5) RCW 24.06.420 (Filing of application for withdrawal--Issuance
12 of certificate of withdrawal) and 1982 c 35 s 149 & 1969 ex.s. c 120 s
13 84;
- 14 (6) RCW 24.06.430 (Issuance and filing of certificate of
15 revocation--Effect) and 1982 c 35 s 151 & 1969 ex.s. c 120 s 86;
- 16 (7) RCW 24.06.433 (Foreign corporations--Application for
17 reinstatement) and 1993 c 356 s 21;
- 18 (8) RCW 24.06.445 (Filing of annual or biennial report of domestic
19 and foreign corporations) and 2011 c 183 s 6, 1993 c 356 s 23, 1982 c
20 35 s 153, 1973 c 146 s 1, & 1969 ex.s. c 120 s 89;
- 21 (9) RCW 24.06.455 (Miscellaneous fees) and 1993 c 269 s 8, 1982 c
22 35 s 155, 1979 ex.s. c 133 s 3, 1973 c 70 s 3, & 1969 ex.s. c 120 s 91;
- 23 (10) RCW 24.06.460 (Disposition of fees) and 1982 c 35 s 156 & 1969
24 ex.s. c 120 s 92;
- 25 (11) RCW 24.06.495 (Certificates and certified copies to be
26 received in evidence) and 1982 c 35 s 161 & 1969 ex.s. c 120 s 99; and
- 27 (12) RCW 24.06.915 (Notice to existing corporations) and 1982 c 35
28 s 164 & 1969 ex.s. c 120 s 109.

29 **PART V**

30 **GENERAL AND LIMITED LIABILITY PARTNERSHIPS AND REVISED UNIFORM**
31 **PARTNERSHIP ACT REVISIONS**

32 **Sec. 5101.** RCW 25.05.005 and 2009 c 202 s 3 are each amended to
33 read as follows:

34 The definitions in this section apply throughout this chapter
35 unless the context clearly requires otherwise:

- 36 (1) "Business" includes every trade, occupation, and profession.

1 (2) "Debtor in bankruptcy" means a person who is the subject of:

2 (a) An order for relief under Title 11 of the United States Code or
3 a comparable order under a successor statute of general application; or

4 (b) A comparable order under federal, state, or foreign law
5 governing insolvency.

6 (3) "Distribution" means a transfer of money or other property from
7 a partnership to a partner in the partner's capacity as a partner or to
8 the partner's transferee.

9 (4) "Foreign limited liability partnership" means a partnership
10 that:

11 (a) Is formed under laws other than the laws of this state; and

12 (b) Has the status of a limited liability partnership under those
13 laws.

14 (5) "Limited liability partnership" means a partnership that has
15 filed an application under RCW 25.05.500 and does not have a similar
16 statement in effect in any other jurisdiction.

17 (6) "Partnership" means an association of two or more persons to
18 carry on as co-owners a business for profit formed under RCW 25.05.055,
19 predecessor law, or comparable law of another jurisdiction.

20 (7) "Partnership agreement" means the agreement, whether written,
21 oral, or implied, among the partners concerning the partnership,
22 including amendments to the partnership agreement.

23 (8) "Partnership at will" means a partnership in which the partners
24 have not agreed to remain partners until the expiration of a definite
25 term or the completion of a particular undertaking.

26 (9) "Partnership interest" or "partner's interest in the
27 partnership" means all of a partner's interests in the partnership,
28 including the partner's transferable interest and all management and
29 other rights.

30 (10) "Person" means an individual, corporation, business trust,
31 estate, trust, partnership, limited liability company, association,
32 joint venture, government, governmental subdivision, agency, or
33 instrumentality, or any other legal or commercial entity.

34 (11) "Property" means all property, real, personal, or mixed,
35 tangible or intangible, or any interest therein.

36 (12) "Registered agent" means ~~((an individual resident of this~~
37 ~~state, a domestic corporation, a government, governmental subdivision,~~
38 ~~agency, or instrumentality, or a foreign corporation authorized to do~~

1 ~~business in this state~~) the person designated under part I, Article 4
2 of this act to serve as the agent of the entity authorized to receive
3 service of any process, notice, or demand required or permitted by law
4 to be served on the entity.

5 (13) "State" means a state of the United States, the District of
6 Columbia, the Commonwealth of Puerto Rico, or any territory or insular
7 possession subject to the jurisdiction of the United States.

8 (14) "Statement" means a statement of partnership authority under
9 RCW 25.05.110, a statement of denial under RCW 25.05.115, a statement
10 of dissociation under RCW 25.05.265, a statement of dissolution under
11 RCW 25.05.320, or an amendment or cancellation of any statement under
12 these sections.

13 (15) "Transfer" includes an assignment, conveyance, lease,
14 mortgage, deed, and encumbrance.

15 **Sec. 5102.** RCW 25.05.025 and 1998 c 103 s 105 are each amended to
16 read as follows:

17 (1) A statement may be (~~filed in~~) delivered to the office of the
18 secretary of state for filing in accordance with part I, Article 2 of
19 this act. A certified copy of a statement that is filed in an office
20 in another state may be (~~filed in~~) delivered to the office of the
21 secretary of state for filing in accordance with part I, Article 2 of
22 this act. Either filing has the effect provided in this chapter with
23 respect to partnership property located in or transactions that occur
24 in this state.

25 (2) A statement (~~filed~~) delivered by a partnership to the
26 secretary of state for filing must be executed by at least two
27 partners. Other statements must be executed by a partner or other
28 person authorized by this chapter. An individual who executes a
29 statement as, or on behalf of, a partner or other person shall
30 personally declare under penalty of perjury that the contents of the
31 statement are accurate.

32 (3) A person authorized by this chapter to (~~file~~) deliver a
33 statement to the secretary of state for filing may amend or cancel the
34 statement by delivering to the secretary of state for filing an
35 amendment or cancellation that names the partnership, identifies the
36 statement, and states the substance of the amendment or cancellation.

1 (4) A person who (~~files~~) delivers a statement (~~(pursuant to this~~
2 ~~section))~~ to the secretary of state for filing shall promptly send a
3 copy of the statement to every nonfiling partner and to any other
4 person named as a partner in the statement. Failure to send a copy of
5 a statement to a partner or other person does not limit the
6 effectiveness of the statement as to a person not a partner.

7 **Sec. 5103.** RCW 25.05.110 and 1998 c 103 s 303 are each amended to
8 read as follows:

9 (1) A partnership may (~~file~~) deliver to the secretary of state
10 for filing a statement of partnership authority, which:

11 (a) Must include:

12 (i) The name of the partnership; and

13 (ii) The street address of its chief executive office and of one
14 office in this state, if there is one; and

15 (b) May state the names of all of the partners, the names of the
16 partners authorized to execute an instrument transferring real property
17 held in the name of the partnership, the authority, or limitations on
18 the authority, of some or all of the partners to enter into other
19 transactions on behalf of the partnership and any other matter.

20 (2) A grant of authority contained in a filed statement of
21 partnership authority is conclusive in favor of a person not a partner
22 who gives value without knowledge to the contrary, so long as and to
23 the extent that a limitation on that authority is not then contained in
24 a subsequently filed statement. A filed cancellation of a limitation
25 on authority revives the previous grant of authority.

26 (3) A person not a partner is deemed to know of a limitation on the
27 authority of a partner to transfer real property held in the name of
28 the partnership if the limitation is contained in a filed statement of
29 partnership authority.

30 (4) Except as otherwise provided in subsection (3) of this section
31 and RCW 25.05.265 and 25.05.320, a person not a partner is not deemed
32 to know of a limitation on the authority of a partner merely because
33 the limitation is contained in a filed statement.

34 (5) Unless earlier canceled, a filed statement of partnership
35 authority is canceled by operation of law five years after the date on
36 which the statement, or the most recent amendment, was filed (~~with~~)
37 by the secretary of state.

1 **Sec. 5104.** RCW 25.05.115 and 1998 c 103 s 304 are each amended to
2 read as follows:

3 A partner, or other person named as a partner in a filed statement
4 of partnership authority, may ~~((file))~~ deliver to the secretary of
5 state for filing a statement of denial stating the name of the
6 partnership and the fact that is being denied, which may include denial
7 of a person's authority or status as a partner. A statement of denial
8 is a limitation on authority as provided in RCW 25.05.110 (2) and (3).

9 **Sec. 5105.** RCW 25.05.355 and 2009 c 188 s 1405 are each amended to
10 read as follows:

11 (1) A partnership may be converted to a limited partnership
12 pursuant to this section.

13 (2) The terms and conditions of a conversion of a partnership to a
14 limited partnership must be approved by all of the partners or by a
15 number or percentage specified for conversion in the partnership
16 agreement.

17 (3) After the conversion is approved by the partners, the
18 partnership shall file a certificate of limited partnership in the
19 jurisdiction in which the limited partnership is to be formed. The
20 certificate must include:

21 (a) A statement that the partnership was converted to a limited
22 partnership from a partnership;

23 (b) Its former name; and

24 (c) A statement of the number of votes cast by the partners for and
25 against the conversion and, if the vote is less than unanimous, the
26 number or percentage required to approve the conversion under the
27 partnership agreement.

28 (4) If the partnership was converted to a domestic limited
29 partnership, the certificate must also include:

30 (a) The name of the limited partnership;

31 (b) The address of the office for records and the name and address
32 of the registered agent for service of process ~~((appointed pursuant to~~
33 ~~RCW 25.10.121))~~ designated in accordance with part I, Article 4 of this
34 act;

35 (c) The name and the geographical and mailing address of each
36 general partner;

1 (d) The latest date upon which the limited partnership is to
2 dissolve; and

3 (e) Any other matters the general partners determine to include
4 therein.

5 (5) The conversion takes effect when the certificate of limited
6 partnership is filed or at any later date specified in the certificate
7 in accordance with section 1203 of this act.

8 (6) A general partner who becomes a limited partner as a result of
9 the conversion remains liable as a general partner for an obligation
10 incurred by the partnership before the conversion takes effect. If the
11 other party to a transaction with the limited partnership reasonably
12 believes when entering the transaction that the limited partner is a
13 general partner, the limited partner is liable for an obligation
14 incurred by the limited partnership within ninety days after the
15 conversion takes effect. The limited partner's liability for all other
16 obligations of the limited partnership incurred after the conversion
17 takes effect is that of a limited partner as provided in the Washington
18 uniform limited partnership act.

19 **Sec. 5106.** RCW 25.05.370 and 1998 c 103 s 905 are each amended to
20 read as follows:

21 (1) One or more domestic partnerships may merge with one or more
22 domestic partnerships, domestic limited partnerships, domestic limited
23 liability companies, or domestic corporations pursuant to a plan of
24 merger approved or adopted as provided in RCW 25.05.375.

25 (2) The plan of merger must set forth:

26 (a) The name of each partnership, limited liability company,
27 limited partnership, and corporation planning to merge and the name of
28 the surviving partnership, limited liability company, limited
29 partnership, or corporation into which the other partnership, limited
30 liability company, limited partnership, or corporation plans to merge;

31 (b) The terms and conditions of the merger; and

32 (c) The manner and basis of converting the interests of each member
33 of each limited liability company, the partnership interests in each
34 partnership and each limited partnership, and the shares of each
35 corporation party to the merger into the interests, shares,
36 obligations, or other securities of the surviving or any other

1 partnership, limited liability company, limited partnership, or
2 corporation or into cash or other property in whole or part.

3 (3) The plan of merger may set forth:

4 (a) Amendments to the certificate of formation of the surviving
5 limited liability company;

6 (b) Amendments to the certificate of limited partnership of the
7 surviving limited partnership;

8 (c) Amendments to the articles of incorporation of the surviving
9 corporation; and

10 (d) Other provisions relating to the merger.

11 (4) If the plan of merger does not specify a delayed effective
12 date, it shall become effective upon the filing of articles of merger
13 as provided in section 1203 of this act. (~~(If the)) A plan of merger~~
14 (~~(specifies)) may specify~~ a delayed effective time and date(~~(, the plan~~
15 ~~of merger becomes effective at the time and date specified. If the~~
16 ~~plan of merger specifies a delayed effective date but no time is~~
17 ~~specified, the plan of merger is effective at the close of business on~~
18 ~~that date. A delayed effective date for a plan of merger may not be~~
19 ~~later than the ninetieth day after the date it is filed)) in accordance
20 with section 1203 of this act.~~

21 **Sec. 5107.** RCW 25.05.390 and 2009 c 188 s 1408 are each amended to
22 read as follows:

23 (1) One or more foreign partnerships, foreign limited liability
24 companies, foreign limited partnerships, and foreign corporations may
25 merge with one or more domestic partnerships, domestic limited
26 liability companies, domestic limited partnerships, or domestic
27 corporations if:

28 (a) The merger is permitted by the law of the jurisdiction under
29 which each foreign partnership was organized, each foreign limited
30 liability company was formed, each foreign limited partnership was
31 organized, and each foreign corporation was incorporated, and each
32 foreign partnership, foreign limited liability company, foreign limited
33 partnership, and foreign corporation complies with that law in
34 effecting the merger;

35 (b) The surviving entity complies with RCW 25.05.380;

36 (c) Each domestic limited liability company complies with RCW
37 25.15.400;

1 (d) Each domestic limited partnership complies with RCW 25.10.781;
2 and

3 (e) Each domestic corporation complies with RCW 23B.11.080.

4 (2) Upon the merger taking effect, a surviving foreign limited
5 liability company, limited partnership, or corporation (~~(is deemed to~~
6 ~~appoint the secretary of state as its agent for service of)~~) may be
7 served with process in accordance with section 1412 of this act in a
8 proceeding to enforce any obligation or the rights of dissenting
9 members, partners, or shareholders of each domestic limited liability
10 company, domestic limited partnership, or domestic corporation party to
11 the merger.

12 **Sec. 5108.** RCW 25.05.500 and 2010 1st sp.s. c 29 s 5 are each
13 amended to read as follows:

14 (1) A partnership which is not a limited liability partnership on
15 June 11, 1998, may become a limited liability partnership upon the
16 approval of the terms and conditions upon which it becomes a limited
17 liability partnership by the vote necessary to amend the partnership
18 agreement except, in the case of a partnership agreement that expressly
19 considers obligations to contribute to the partnership, the vote
20 necessary to amend those provisions, and by delivering to the secretary
21 of state for filing the applications required by subsection (2) of this
22 section. A partnership which is a limited liability partnership on
23 June 11, 1998, continues as a limited liability partnership under this
24 chapter.

25 (2)(a) To become and to continue as a limited liability
26 partnership, a partnership must (~~(file with)~~) deliver to the secretary
27 of state for filing an application stating the name of the partnership;
28 (~~(the location of a registered office, which need not be a place of its~~
29 ~~activity in this state;)~~) the address of its principal office; (~~(if the~~
30 ~~partnership's principal office is not located in this state, the~~
31 ~~address of a registered office and)~~) the name and address of a
32 registered agent for service of process in this state which the
33 partnership will be required to continuously maintain in accordance
34 with part I, Article 4 of this act; the number of partners; a brief
35 statement of the business in which the partnership engages; any other
36 matters that the partnership determines to include; and that the

1 partnership thereby applies for status as a limited liability
2 partnership.

3 (b) A registered agent for service of process under (a) of this
4 subsection (~~((must be an individual who is a resident of this state or
5 other person authorized to do business in this state))~~) may be any
6 person authorized under part I, Article 4 of this act to serve as
7 registered agent.

8 (3) The application must be accompanied by a fee for each
9 partnership as established by the secretary of state (~~((in rule))~~) under
10 section 1214 of this act.

11 (4) The secretary of state must register as a limited liability
12 partnership any partnership that submits a completed application with
13 the required fee.

14 (5) A partnership registered under this section must pay an annual
15 fee, in each year following the year in which its application is filed,
16 on a date and in an amount specified by the secretary of state under
17 section 1214 of this act. The fee must be accompanied by a notice, on
18 a form provided by the secretary of state, of the number of partners
19 currently in the partnership and of any material changes in the
20 information contained in the partnership's application for
21 registration.

22 (6) Registration is effective (~~((immediately after the date an
23 application is filed))~~) as specified in section 1203 of this act, and
24 remains effective until:

25 (a) It is voluntarily withdrawn by (~~((filing with))~~) delivering to
26 the secretary of state for filing a written withdrawal notice executed
27 by a majority of the partners or by one or more partners or other
28 persons authorized to execute a withdrawal notice; or

29 (b) Thirty days after receipt by the partnership of a notice from
30 the secretary of state, which notice must be sent by first-class mail,
31 postage prepaid, that the partnership has failed to make timely payment
32 of the annual fee specified in subsection (5) of this section, unless
33 the fee is paid within such a thirty-day period.

34 (7) The status of a partnership as a limited liability partnership,
35 and the liability of the partners thereof, is not affected by: (a)
36 Errors in the information stated in an application under subsection (2)
37 of this section or a notice under subsection (6) of this section; or

1 (b) changes after the filing of such an application or notice in the
2 information stated in the application or notice.

3 ~~((8) The secretary of state may provide forms for the application
4 under subsection (2) of this section or a notice under subsection (6)
5 of this section.))~~

6 **Sec. 5109.** RCW 25.05.505 and 1998 c 103 s 1102 are each amended to
7 read as follows:

8 The name of a limited liability partnership ~~((shall contain the
9 words "limited liability partnership" or the abbreviation "L.L.P." or
10 "LLP" as the last words or letters of its name))~~ must comply with part
11 I, Article 3 of this act.

12 **Sec. 5110.** RCW 25.05.530 and 2009 c 437 s 5 are each amended to
13 read as follows:

14 ~~((1) In order to))~~ A limited liability partnership may change its
15 ~~((registered office,))~~ registered agent for service of process~~((, or
16 the address of its registered agent for service of process, a limited
17 liability partnership must deliver to the secretary of state for filing
18 a statement of change containing:~~

19 ~~(a) The name of the limited liability partnership;~~

20 ~~(b) The street and mailing address of its current registered
21 office;~~

22 ~~(c) If the current registered office is to be changed, the street
23 and mailing address of the new registered office;~~

24 ~~(d) The name and street and mailing address of its current
25 registered agent for service of process; and~~

26 ~~(e) If the current registered agent for service of process or an
27 address of the registered agent is to be changed, the new information.~~

28 ~~(2) A statement of change is effective when filed by the secretary
29 of state))~~ by delivering to the secretary of state for filing a
30 statement of change in accordance with section 1407 of this act.

31 **Sec. 5111.** RCW 25.05.533 and 2009 c 437 s 6 are each amended to
32 read as follows:

33 ~~((1) In order to resign as))~~ A registered agent for service of
34 process of a limited liability partnership~~((, the registered agent must~~

1 ~~deliver to the secretary of state for filing a statement of resignation~~
2 ~~containing the name of the limited liability partnership.~~

3 ~~(2) After receiving a statement of resignation, the secretary of~~
4 ~~state shall file it and mail a copy to the registered office of the~~
5 ~~limited liability partnership and another copy to the principal office~~
6 ~~if the address of the office appears in the records of the secretary of~~
7 ~~state and is different from the address of the registered office.~~

8 ~~(3) A registered agent for service of process is terminated on the~~
9 ~~thirty first day after the secretary of state files the statement of~~
10 ~~resignation)) may resign as agent by delivering to the secretary of~~
11 ~~state for filing a statement of resignation in accordance with section~~
12 ~~1410 of this act.~~

13 **Sec. 5112.** RCW 25.05.536 and 2009 c 437 s 7 are each amended to
14 read as follows:

15 ~~((1) A registered agent for service of process appointed by a~~
16 ~~limited liability partnership is a registered agent of the limited~~
17 ~~liability partnership for)) Service of any process, notice, or demand~~
18 ~~required or permitted by law to be served upon the limited liability~~
19 ~~partnership may be made in accordance with section 1412 of this act.~~

20 ~~((2) If a limited liability partnership does not appoint or~~
21 ~~maintain a registered agent for service of process in this state or the~~
22 ~~registered agent for service of process cannot with reasonable~~
23 ~~diligence be found at the registered agent's address, the secretary of~~
24 ~~state is an agent of the limited liability partnership upon whom~~
25 ~~process, notice, or demand may be served.~~

26 ~~(3) Service of any process, notice, or demand on the secretary of~~
27 ~~state may be made by delivering to and leaving with the secretary of~~
28 ~~state duplicate copies of the process, notice, or demand. If a~~
29 ~~process, notice, or demand is served on the secretary of state, the~~
30 ~~secretary of state shall forward one of the copies by registered or~~
31 ~~certified mail, return receipt requested, to the limited liability~~
32 ~~partnership at its registered office.~~

33 ~~(4) Service is effected under subsection (3) of this section at the~~
34 ~~earliest of:~~

35 ~~(a) The date the limited liability partnership receives the~~
36 ~~process, notice, or demand;~~

1 ~~(b) The date shown on the return receipt, if signed on behalf of~~
2 ~~the limited liability partnership; or~~

3 ~~(c) Five days after the process, notice, or demand is deposited in~~
4 ~~the mail, if mailed postpaid and correctly addressed.~~

5 ~~(5) The secretary of state shall keep a record of each process,~~
6 ~~notice, and demand served pursuant to this section and record the time~~
7 ~~of, and the action taken regarding, the service.~~

8 ~~(6) This section does not affect the right to serve process,~~
9 ~~notice, or demand in any other manner provided by law.))~~

10 **Sec. 5113.** RCW 25.05.550 and 1998 c 103 s 1201 are each amended to
11 read as follows:

12 ~~((1) The law under which a foreign limited liability partnership~~
13 ~~is formed governs relations among the partners and between the partners~~
14 ~~and the partnership and, except as otherwise provided in RCW~~
15 ~~25.05.125(4), the liability of partners for obligations of the~~
16 ~~partnership.~~

17 ~~(2) A foreign limited liability partnership may not be denied a~~
18 ~~statement of foreign qualification by reason of any difference between~~
19 ~~the law under which the partnership was formed and the law of this~~
20 ~~state.~~

21 ~~(3) A statement of foreign qualification does not authorize a~~
22 ~~foreign limited liability partnership to engage in any business or~~
23 ~~exercise any power that a partnership may not engage in or exercise in~~
24 ~~this state as a limited liability partnership))~~ A foreign limited
25 liability partnership that registers to transact business in this state
26 is subject to section 1501 of this act relating to the effect of
27 registration and the governing law for registered foreign limited
28 liability partnerships.

29 **Sec. 5114.** RCW 25.05.555 and 1998 c 103 s 1202 are each amended to
30 read as follows:

31 Before transacting business in this state, a foreign limited
32 liability partnership must register with the secretary of state (~~under~~
33 ~~this chapter in the same manner as a limited liability partnership,~~
34 ~~except that if the foreign limited liability partnership's name~~
35 ~~contains the words "registered limited liability partnership" or the~~

1 ~~abbreviation "R.L.L.P." or "RLLP," it may include those words or~~
2 ~~abbreviations in its application with the secretary of state)) in~~
3 ~~accordance with part I, Article 5 of this act.~~

4 **Sec. 5115.** RCW 25.05.560 and 2009 c 437 s 12 are each amended to
5 read as follows:

6 ~~((1)) A foreign limited liability partnership transacting~~
7 ~~business in this state ((may not maintain an action or proceeding in~~
8 ~~this state unless it has in effect a registration as a foreign limited~~
9 ~~liability partnership.~~

10 ~~(2) The failure of a foreign limited liability partnership to have~~
11 ~~in effect a registration as a foreign limited liability partnership~~
12 ~~does not impair the validity of a contract or act of the foreign~~
13 ~~limited liability partnership or preclude it from defending an action~~
14 ~~or proceeding in this state.~~

15 ~~(3) A limitation on personal liability of a partner is not waived~~
16 ~~solely by transacting business in this state without registration as a~~
17 ~~foreign limited liability partnership)) without registering with the~~
18 ~~secretary of state is subject to section 1502 of this act.~~

19 ~~((4)) If a foreign limited liability partnership transacts~~
20 ~~business in this state without a registration as a foreign limited~~
21 ~~liability partnership, ((the secretary of state is its agent, as set~~
22 ~~forth under RCW 25.05.589, for)) service of process with respect to a~~
23 ~~right of action arising out of the transaction of business in this~~
24 ~~state may be made on the foreign limited liability partnership in~~
25 ~~accordance with section 1412 of this act.~~

26 **Sec. 5116.** RCW 25.05.565 and 1998 c 103 s 1204 are each amended to
27 read as follows:

28 ~~((1)) A nonexhaustive list of activities of a foreign limited~~
29 ~~liability partnership ((which)) that do not constitute transacting~~
30 ~~business ((for the purpose of this article include:~~

31 ~~(a) Maintaining, defending, or settling an action or proceeding;~~

32 ~~(b) Holding meetings of its partners or carrying on any other~~
33 ~~activity concerning its internal affairs;~~

34 ~~(c) Maintaining bank accounts;~~

35 ~~(d) Maintaining offices or agencies for the transfer, exchange, and~~

1 registration of the partnership's own securities or maintaining
2 trustees or depositories with respect to those securities;

3 (e) Selling through independent contractors;

4 (f) Soliciting or obtaining orders, whether by mail or through
5 employees or agents or otherwise, if the orders require acceptance
6 outside this state before they become contracts;

7 (g) Creating or acquiring indebtedness, with or without a mortgage,
8 or other security interest in property;

9 (h) Collecting debts or foreclosing mortgages or other security
10 interests in property securing the debts, and holding, protecting, and
11 maintaining property so acquired;

12 (i) Conducting an isolated transaction that is completed within
13 thirty days and is not one in the course of similar transactions; and

14 (j) Transacting business in interstate commerce.

15 (2) For purposes of this article, the ownership in this state of
16 income-producing real property or tangible personal property, other
17 than property excluded under subsection (1) of this section,
18 constitutes transacting business in this state.

19 (3) This section does not apply in determining the contacts or
20 activities that may subject a foreign limited liability partnership to
21 service of process, taxation, or regulation under any other law of this
22 state)) in this state is provided in section 1505 of this act.

23 **Sec. 5117.** RCW 25.05.580 and 2009 c 437 s 8 are each amended to
24 read as follows:

25 ((1)) A foreign limited liability partnership shall designate and
26 continuously maintain in this state((+)

27 (a) A registered office, which need not be a place of its activity
28 in this state; and

29 (b) A registered agent for service of process.

30 (2) A registered agent for service of process of a foreign limited
31 liability partnership must be an individual who is a resident of this
32 state or other person authorized to do business in this state)) a
33 registered agent in accordance with part I, Article 4 of this act.

34 **Sec. 5118.** RCW 25.05.583 and 2009 c 437 s 9 are each amended to
35 read as follows:

36 ((1) In order to)) A foreign limited liability partnership may

1 change its (~~registered office,~~) registered agent for service of
2 process(~~, or the address of its registered agent for service of~~
3 process, a foreign limited liability partnership must deliver to the
4 secretary of state for filing a statement of change containing:

5 (a) ~~The name of the foreign limited liability partnership;~~

6 (b) ~~The street and mailing address of its current registered~~
7 ~~office;~~

8 (c) ~~If the current registered office is to be changed, the street~~
9 ~~and mailing address of the new registered office;~~

10 (d) ~~The name and street and mailing address of its current~~
11 ~~registered agent for service of process; and~~

12 (e) ~~If the current registered agent for service of process or an~~
13 ~~address of the registered agent is to be changed, the new information.~~

14 (2) ~~A statement of change is effective when filed by the secretary~~
15 ~~of state)) by delivering to the secretary of state for filing a~~
16 ~~statement of change in accordance with section 1407 of this act.~~

17 **Sec. 5119.** RCW 25.05.586 and 2009 c 437 s 10 are each amended to
18 read as follows:

19 (~~(1) In order to resign as a registered agent for service of~~
20 ~~process of a foreign limited liability partnership, the registered~~
21 ~~agent must deliver to the secretary of state for filing a statement of~~
22 ~~resignation containing the name of the foreign limited liability~~
23 ~~partnership.~~

24 (2) ~~After receiving a statement of resignation, the secretary of~~
25 ~~state shall file it and mail a copy to the registered office of the~~
26 ~~foreign limited liability partnership and another copy to the principal~~
27 ~~office if the address of the office appears in the records of the~~
28 ~~secretary of state and is different from the address of the registered~~
29 ~~office.~~

30 (3) ~~A registered agent for service of process is terminated on the~~
31 ~~thirty first day after the secretary of state files the statement of~~
32 ~~resignation)) A registered agent of a foreign limited liability~~
33 ~~partnership may resign as agent by delivering to the secretary of state~~
34 ~~for filing a statement of resignation in accordance with section 1410~~
35 ~~of this act.~~

1 **Sec. 5120.** RCW 25.05.589 and 2009 c 437 s 11 are each amended to
2 read as follows:

3 ~~((1) A registered agent for service of process appointed by a~~
4 ~~foreign limited liability partnership is a registered agent of the~~
5 ~~foreign limited liability partnership for)) Service of any process,~~
6 notice, or demand required or permitted by law to be served upon the
7 foreign limited liability partnership(~~(-~~

8 ~~(2) If a foreign limited liability partnership does not appoint or~~
9 ~~maintain a registered agent for service of process in this state or the~~
10 ~~registered agent for service of process cannot with reasonable~~
11 ~~diligence be found at the registered agent's address, the secretary of~~
12 ~~state is an agent of the foreign limited liability partnership upon~~
13 ~~whom process, notice, or demand may be served.~~

14 ~~(3) Service of any process, notice, or demand on the secretary of~~
15 ~~state may be made by delivering to and leaving with the secretary of~~
16 ~~state duplicate copies of the process, notice, or demand. If a~~
17 ~~process, notice, or demand is served on the secretary of state, the~~
18 ~~secretary of state shall forward one of the copies by registered or~~
19 ~~certified mail, return receipt requested, to the foreign limited~~
20 ~~liability partnership at its registered office.~~

21 ~~(4) Service is effected under subsection (3) of this section at the~~
22 ~~earliest of:~~

23 ~~(a) The date the foreign limited liability partnership receives the~~
24 ~~process, notice, or demand;~~

25 ~~(b) The date shown on the return receipt, if signed on behalf of~~
26 ~~the foreign limited liability partnership; or~~

27 ~~(c) Five days after the process, notice, or demand is deposited in~~
28 ~~the mail, if mailed postpaid and correctly addressed.~~

29 ~~(5) The secretary of state shall keep a record of each process,~~
30 ~~notice, and demand served pursuant to this section and record the time~~
31 ~~of, and the action taken regarding, the service.~~

32 ~~(6) This section does not affect the right to serve process,~~
33 ~~notice, or demand in any other manner provided by law)) may be made in~~
34 ~~accordance with section 1412 of this act.~~

35 **Sec. 5121.** RCW 25.05.902 and 1998 c 103 s 1306 are each amended to
36 read as follows:

1 (2) "Contribution," except in the term "right of contribution,"
2 means any benefit provided by a person to a limited partnership in
3 order to become a partner or in the person's capacity as a partner.

4 (3) "Debtor in bankruptcy" means a person that is the subject of:

5 (a) An order for relief under Title 11 of the United States Code or
6 a comparable order under a successor statute of general application; or

7 (b) A comparable order under federal, state, or foreign law
8 governing insolvency.

9 (4) "Designated office" means(~~(~~

10 ~~(a) With respect to a limited partnership, the office that the~~
11 ~~limited partnership is required to designate and maintain under RCW~~
12 ~~25.10.121; and~~

13 ~~(b) With respect to a foreign limited partnership, its principal~~
14 ~~office)) the principal office indicated in the limited partnership's~~
15 ~~most recent annual report, or if the principal office is not located~~
16 ~~within this state, the office of the limited partnership's registered~~
17 ~~agent.~~

18 (5) "Distribution" means a transfer of money or other property from
19 a limited partnership to a partner in the partner's capacity as a
20 partner or to a transferee on account of a transferable interest owned
21 by the transferee.

22 (6) "Foreign limited liability limited partnership" means a foreign
23 limited partnership whose general partners have limited liability for
24 the obligations of the foreign limited partnership under a provision
25 similar to RCW 25.10.401(3).

26 (7) "Foreign limited partnership" means a partnership formed under
27 the laws of a jurisdiction other than this state and required by those
28 laws to have one or more general partners and one or more limited
29 partners. "Foreign limited partnership" includes a foreign limited
30 liability limited partnership.

31 (8) "General partner" means:

32 (a) With respect to a limited partnership, a person that:

33 (i) Becomes a general partner under RCW 25.10.371; or

34 (ii) Was a general partner in a limited partnership when the
35 limited partnership became subject to this chapter under RCW 25.10.911
36 (1) or (2); and

37 (b) With respect to a foreign limited partnership, a person that

1 has rights, powers, and obligations similar to those of a general
2 partner in a limited partnership.

3 (9) "Limited liability limited partnership," except in the term
4 "foreign limited liability limited partnership," means a limited
5 partnership whose certificate of limited partnership states that the
6 limited partnership is a limited liability limited partnership.

7 (10) "Limited partner" means:

8 (a) With respect to a limited partnership, a person that:

9 (i) Becomes a limited partner under RCW 25.10.301; or

10 (ii) Was a limited partner in a limited partnership when the
11 limited partnership became subject to this chapter under RCW 25.10.911
12 (1) or (2); and

13 (b) With respect to a foreign limited partnership, a person that
14 has rights, powers, and obligations similar to those of a limited
15 partner in a limited partnership.

16 (11) "Limited partnership," except in the terms "foreign limited
17 partnership" and "foreign limited liability limited partnership," means
18 an entity, having one or more general partners and one or more limited
19 partners, that is formed under this chapter by two or more persons or
20 becomes subject to this chapter under article 11 of this chapter or RCW
21 25.10.911 (1) or (2). "Limited partnership" includes a limited
22 liability limited partnership.

23 (12) "Partner" means a limited partner or general partner.

24 (13) "Partnership agreement" means the partners' agreement, whether
25 oral, implied, in a record, or in any combination, concerning the
26 limited partnership. "Partnership agreement" includes the agreement as
27 amended.

28 (14) "Person" means an individual, corporation, business trust,
29 estate, trust, partnership, limited liability company, association,
30 joint venture, government; governmental subdivision, agency, or
31 instrumentality; public corporation, or any other legal or commercial
32 entity.

33 (15) "Person dissociated as a general partner" means a person
34 dissociated as a general partner of a limited partnership.

35 (16) "Principal office" means the office where the principal
36 executive office of a limited partnership or foreign limited
37 partnership is located, whether or not the office is located in this
38 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 to
9 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 to
27 read as follows:

28 ~~((1)) The name of a limited partnership ((may contain the name of
29 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 the
33 term "limited liability limited partnership" or the abbreviation "LLLP"
34 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~~

1 abbreviation "LLLP" or "L.L.L.P." and must not contain the abbreviation
2 "LP" or "L.P."

3 (4) Unless authorized by subsection (5) of this section, the name
4 of a limited partnership must be distinguishable in the records of the
5 secretary of state from:

6 (a) The name of each person other than an individual incorporated,
7 organized, or authorized to transact business in this state through a
8 filing or registration with the secretary of state; and

9 (b) Each name reserved under RCW 25.10.071.

10 (5) A limited partnership may apply to the secretary of state for
11 authorization to use a name that does not comply with subsection (4) of
12 this section. The secretary of state shall authorize use of the name
13 applied for if, as to each conflicting name:

14 (a) The present user, registrant, or owner of the conflicting name
15 consents in a signed record to the use and submits an undertaking in a
16 form satisfactory to the secretary of state to change the conflicting
17 name to a name that complies with subsection (4) of this section and is
18 distinguishable in the records of the secretary of state from the name
19 applied for;

20 (b) The applicant delivers to the secretary of state a certified
21 copy of the final judgment of a court of competent jurisdiction
22 establishing the applicant's right to use in this state the name
23 applied for; or

24 (c) The applicant delivers to the secretary of state proof
25 satisfactory to the secretary of state that the present user,
26 registrant, or owner of the conflicting name:

27 (i) Has merged into the applicant;

28 (ii) Has been converted into the applicant; or

29 (iii) Has transferred substantially all of its assets, including
30 the conflicting name, to the applicant.

31 (6) Subject to RCW 25.10.661, this section applies to any foreign
32 limited partnership transacting business in this state, having a
33 certificate of authority to transact business in this state, or
34 applying for a certificate of authority.

35 (7) A name shall not be considered distinguishable upon the records
36 of the secretary of state by virtue of:

37 (a) A variation in any of the following designations for the same
38 name: "Corporation," "incorporated," "company," "limited,"

1 ~~"partnership," "limited partnership," "limited liability limited~~
2 ~~partnership," "limited liability company," or "limited liability~~
3 ~~partnership," or the abbreviations "corp.," "inc.," "co.," "ltd.,"~~
4 ~~"LP," "L.P.," "LLP," "L.L.P.," "LLLLP," "L.L.L.P.," "LLC," or "L.L.C.";~~

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

7 ~~(c) Punctuation, capitalization, or special characters or symbols~~
8 ~~in the same name; or~~

9 ~~(d) Use of abbreviation or the plural form of a word in the same~~
10 ~~name.~~

11 ~~(8) This chapter does not control the use of assumed business names~~
12 ~~or trade names)) must comply with the provisions of part I, Article 3~~
13 ~~of this act.~~

14 **Sec. 6103.** RCW 25.10.071 and 2009 c 188 s 109 are each amended to
15 read as follows:

16 ~~((1))~~ A person may reserve the exclusive right to the use of a
17 limited partnership name ~~((that complies with RCW 25.10.061 may be~~
18 ~~reserved by:~~

19 ~~(a) A person intending to organize a limited partnership under this~~
20 ~~chapter and to adopt the name;~~

21 ~~(b) A limited partnership or a foreign limited partnership~~
22 ~~authorized to transact business in this state intending to adopt the~~
23 ~~name;~~

24 ~~(c) A foreign limited partnership intending to obtain a certificate~~
25 ~~of authority to transact business in this state and adopt the name;~~

26 ~~(d) A person intending to organize a foreign limited partnership~~
27 ~~and intending to have it obtain a certificate of authority to transact~~
28 ~~business in this state and adopt the name;~~

29 ~~(e) A foreign limited partnership formed under the name; or~~

30 ~~(f) A foreign limited partnership formed under a name that does not~~
31 ~~comply with RCW 25.10.061 (2) or (3), but the name reserved under this~~
32 ~~subsection (1)(f) may differ from the foreign limited partnership's~~
33 ~~name only to the extent necessary to comply with RCW 25.10.061 (2) and~~
34 ~~(3).~~

35 ~~(2) A person may apply to reserve a name under subsection (1) of~~
36 ~~this section by delivering to the secretary of state for filing an~~
37 ~~application that states the name to be reserved and the subsection of~~

1 subsection (1) of this section that applies. If the secretary of state
2 finds that the name is available for use by the applicant, the
3 secretary of state shall file a statement of name reservation and
4 thereby reserve the name for the exclusive use of the applicant for one
5 hundred eighty days.

6 (3) An applicant that has reserved a name pursuant to subsection
7 (2) of this section may reserve the same name for additional one
8 hundred eighty day periods. A person having a current reservation for
9 a name may not apply for another one hundred eighty day period for the
10 same name until ninety days have elapsed in the current reservation.

11 (4) A person that has reserved a name under this section may
12 deliver to the secretary of state for filing a notice of transfer that
13 states the reserved name, the name and street and mailing address of
14 some other person to which the reservation is to be transferred, and
15 the subsection of subsection (1) of this section that applies to the
16 other person. Subject to RCW 25.10.251(3), the transfer is effective
17 when the secretary of state files the notice of transfer)) in
18 accordance with section 1303 of this act.

19 **Sec. 6104.** RCW 25.10.121 and 2009 c 188 s 114 are each amended to
20 read as follows:

21 ((+1)) A limited partnership or foreign limited partnership shall
22 designate and continuously maintain in this state((+)

23 (a) An office, which need not be a place of its activity in this
24 state; and

25 (b) An agent for service of process.

26 (2) A foreign limited partnership shall designate and continuously
27 maintain in this state an agent for service of process.

28 (3) An agent for service of process of a limited partnership or
29 foreign limited partnership must be an individual who is a resident of
30 this state or other person authorized to do business in this state)) a
31 registered agent in accordance with part I, Article 4 of this act.

32 **Sec. 6105.** RCW 25.10.131 and 2009 c 188 s 115 are each amended to
33 read as follows:

34 ((+1) In order to change its designated office, agent for service
35 of process, or the address of its agent for service of process,)) A

1 limited partnership or a foreign limited partnership (~~(must deliver)~~)
2 may change its registered agent by delivering to the secretary of state
3 for filing a statement of change (~~(containing:~~

4 ~~(a) The name of the limited partnership or foreign limited~~
5 ~~partnership;~~

6 ~~(b) The street and mailing address of its current designated~~
7 ~~office;~~

8 ~~(c) If the current designated office is to be changed, the street~~
9 ~~and mailing address of the new designated office;~~

10 ~~(d) The name and street and mailing address of its current agent~~
11 ~~for service of process; and~~

12 ~~(e) If the current agent for service of process or an address of~~
13 ~~the agent is to be changed, the new information.~~

14 ~~(2) Subject to RCW 25.10.251(3), a statement of change is effective~~
15 ~~when filed by the secretary of state)) in accordance with section 1407~~
16 ~~of this act.~~

17 **Sec. 6106.** RCW 25.10.141 and 2009 c 188 s 116 are each amended to
18 read as follows:

19 ~~((1) In order to)) A registered agent may resign as an agent for
20 service of process of a limited partnership or foreign limited
21 partnership(~~(, the agent must deliver)~~) by delivering to the secretary
22 of state for filing a statement of resignation (~~(containing the name of~~
23 ~~the limited partnership or foreign limited partnership.~~~~

24 ~~(2) After receiving a statement of resignation, the secretary of~~
25 ~~state shall file it and mail a copy to the designated office of the~~
26 ~~limited partnership or foreign limited partnership and another copy to~~
27 ~~the principal office if the address of the office appears in the~~
28 ~~records of the secretary of state and is different from the address of~~
29 ~~the designated office.~~

30 ~~(3) An agent for service of process is terminated on the thirty-~~
31 ~~first day after the secretary of state files the statement of~~
32 ~~resignation)) in accordance with section 1410 of this act.~~

33 **Sec. 6107.** RCW 25.10.151 and 2009 c 188 s 117 are each amended to
34 read as follows:

35 ~~((1) An agent for service of process appointed by a limited~~
36 ~~partnership or foreign limited partnership is an agent of the limited~~

1 ~~partnership or foreign limited partnership for))~~ Service of any
2 process, notice, or demand required or permitted by law to be served
3 upon the limited partnership or foreign limited partnership(~~(-~~

4 ~~(2) If a limited partnership or foreign limited partnership does~~
5 ~~not appoint or maintain an agent for service of process in this state~~
6 ~~or the agent for service of process cannot with reasonable diligence be~~
7 ~~found at the agent's address, the secretary of state is an agent of the~~
8 ~~limited partnership or foreign limited partnership upon whom process,~~
9 ~~notice, or demand may be served.~~

10 ~~(3) Service of any process, notice, or demand on the secretary of~~
11 ~~state may be made by delivering to and leaving with the secretary of~~
12 ~~state duplicate copies of the process, notice, or demand. If a~~
13 ~~process, notice, or demand is served on the secretary of state, the~~
14 ~~secretary of state shall forward one of the copies by registered or~~
15 ~~certified mail, return receipt requested, to the limited partnership or~~
16 ~~foreign limited partnership at its designated office.~~

17 ~~(4) Service is effected under subsection (3) of this section at the~~
18 ~~earliest of:~~

19 ~~(a) The date the limited partnership or foreign limited partnership~~
20 ~~receives the process, notice, or demand;~~

21 ~~(b) The date shown on the return receipt, if signed on behalf of~~
22 ~~the limited partnership or foreign limited partnership; or~~

23 ~~(c) Five days after the process, notice, or demand is deposited in~~
24 ~~the mail, if mailed postpaid and correctly addressed.~~

25 ~~(5) The secretary of state shall keep a record of each process,~~
26 ~~notice, and demand served pursuant to this section and record the time~~
27 ~~of, and the action taken regarding, the service.~~

28 ~~(6) This section does not affect the right to serve process,~~
29 ~~notice, or demand in any other manner provided by law)) may be made in~~
30 ~~accordance with section 1412 of this act.~~

31 **Sec. 6108.** RCW 25.10.201 and 2009 c 188 s 201 are each amended to
32 read as follows:

33 (1) In order for a limited partnership to be formed, a certificate
34 of limited partnership must be delivered to the secretary of state for
35 filing in accordance with part I, Article 2 of this act. The
36 certificate of limited partnership must state:

1 (a) The name of the limited partnership, which must comply with
2 (~~RCW 25.10.061~~) part I, Article 3 of this act;

3 (b) The (~~street and mailing address of the initial designated~~
4 ~~office and the~~) name and street and mailing address of the initial
5 agent for service of process;

6 (c) The name and the street and mailing address of each general
7 partner;

8 (d) Whether the limited partnership is a limited liability limited
9 partnership; and

10 (e) Any additional information required by article 11 of this
11 chapter.

12 (2) A certificate of limited partnership may also contain any other
13 matters but may not vary or otherwise affect the provisions specified
14 in RCW 25.10.081(2) in a manner inconsistent with that section.

15 (3) If there has been substantial compliance with subsection (1) of
16 this section, subject to (~~RCW 25.10.251(3)~~) section 1203 of this act,
17 a limited partnership is formed when the secretary of state files the
18 certificate of limited partnership.

19 (4) Subject to subsection (2) of this section, if any provision of
20 a partnership agreement is inconsistent with the filed certificate of
21 limited partnership or with a filed statement of dissociation,
22 termination, or change or filed articles of conversion or merger:

23 (a) The partnership agreement prevails as to partners and
24 transferees; and

25 (b) The filed certificate of limited partnership, statement of
26 dissociation, termination, or change or articles of conversion or
27 merger prevails as to persons, other than partners and transferees,
28 that reasonably rely on the filed record to their detriment.

29 **Sec. 6109.** RCW 25.10.211 and 2009 c 188 s 202 are each amended to
30 read as follows:

31 (1) In order to amend its certificate of limited partnership, a
32 limited partnership must deliver to the secretary of state for filing
33 an amendment or, pursuant to article 11 of this chapter, articles of
34 merger stating:

35 (a) The name of the limited partnership;

36 (b) The date of filing of its initial certificate of limited
37 partnership; and

1 (c) The changes the amendment makes to the certificate of limited
2 partnership as most recently amended or restated.

3 (2) A limited partnership shall promptly deliver to the secretary
4 of state for filing an amendment to a certificate of limited
5 partnership to reflect:

6 (a) The admission of a new general partner;

7 (b) The dissociation of a person as a general partner; or

8 (c) The appointment of a person to wind up the limited
9 partnership's activities under RCW 25.10.581 (3) or (4).

10 (3) A general partner that knows that any information in a filed
11 certificate of limited partnership was false when the certificate was
12 filed or has become false due to changed circumstances shall promptly:

13 (a) Cause the certificate of limited partnership to be amended; or

14 (b) If appropriate, deliver to the secretary of state for filing a
15 statement of change pursuant to ((~~RCW 25.10.131~~)) section 1407 of this
16 act or a statement of correction pursuant to ((~~RCW 25.10.261~~)) section
17 1205 of this act.

18 (4) A certificate of limited partnership may be amended at any time
19 for any other proper purpose as determined by the limited partnership.

20 (5) A restated certificate of limited partnership may be delivered
21 to the secretary of state for filing in the same manner as an
22 amendment.

23 (6) ((~~Subject to RCW 25.10.251(3),~~)) An amendment or restated
24 certificate of limited partnership is effective when filed by the
25 secretary of state as provided in section 1203 of this act, and may
26 state a delayed effective date in accordance with section 1203 of this
27 act.

28 **Sec. 6110.** RCW 25.10.231 and 2009 c 188 s 204 are each amended to
29 read as follows:

30 (1) Each record delivered to the secretary of state for filing
31 pursuant to ((~~this chapter~~)) part I, Article 2 of this act must be
32 signed in the following manner:

33 (a) An initial certificate of limited partnership must be signed by
34 all general partners listed in the certificate.

35 (b) An amendment adding or deleting a statement that the limited
36 partnership is a limited liability limited partnership must be signed
37 by all general partners listed in the certificate.

1 (c) An amendment designating as general partner a person admitted
2 under RCW 25.10.571(3)(b) following the dissociation of a limited
3 partnership's last general partner must be signed by that person.

4 (d) An amendment required by RCW 25.10.581(3) following the
5 appointment of a person to wind up the dissolved limited partnership's
6 activities must be signed by that person.

7 (e) Any other amendment must be signed by:

8 (i) At least one general partner listed in the certificate of
9 limited partnership;

10 (ii) Each other person designated in the amendment as a new general
11 partner; and

12 (iii) Each person that the amendment indicates has dissociated as
13 a general partner, unless:

14 (A) The person is deceased or a guardian or general conservator has
15 been appointed for the person and the amendment so states; or

16 (B) The person has previously delivered to the secretary of state
17 for filing a statement of dissociation.

18 (f) A restated certificate of limited partnership must be signed by
19 at least one general partner listed in the certificate, and, to the
20 extent the restated certificate effects a change under any other
21 subsection of this subsection (1), the certificate must be signed in a
22 manner that satisfies that subsection.

23 (g) A statement of termination must be signed by all general
24 partners listed in the certificate or, if the certificate of a
25 dissolved limited partnership lists no general partners, by the person
26 appointed pursuant to RCW 25.10.581 (3) or (4) to wind up the dissolved
27 limited partnership's activities.

28 (h) Articles of conversion must be signed by each general partner
29 listed in the certificate of limited partnership.

30 (i) Articles of merger must be signed as provided in RCW
31 25.10.786(1).

32 (j) Any other record delivered on behalf of a limited partnership
33 to the secretary of state for filing must be signed by at least one
34 general partner listed in the certificate of limited partnership.

35 (k) A statement by a person pursuant to RCW 25.10.531(1)(d) stating
36 that the person has dissociated as a general partner must be signed by
37 that person.

1 (1) A statement of withdrawal by a person pursuant to RCW 25.10.351
2 must be signed by that person.

3 (m) A record delivered on behalf of a foreign limited partnership
4 to the secretary of state for filing must be signed by at least one
5 general partner of the foreign limited partnership.

6 (n) Any other record delivered on behalf of any person to the
7 secretary of state for filing must be signed by that person.

8 (2) Any person may sign by an (~~attorney-in-fact~~) agent any record
9 to be (~~filed pursuant to this chapter~~) delivered to the secretary of
10 state for filing under part I, Article 2 of this act.

11 **Sec. 6111.** RCW 25.10.241 and 2009 c 188 s 205 are each amended to
12 read as follows:

13 (~~(1)~~) If a person required by this chapter to sign a record or
14 deliver a record to the secretary of state for filing does not do so,
15 any other person that is aggrieved may petition the appropriate court
16 (~~to order:~~

17 ~~(a) The person to sign the record;~~

18 ~~(b) Delivery of the record to the secretary of state for filing; or~~

19 ~~(c) The secretary of state to file the record unsigned.~~

20 ~~(2) If the person aggrieved under subsection (1) of this section is~~
21 ~~not the limited partnership or foreign limited partnership to which the~~
22 ~~record pertains, the aggrieved person shall make the limited~~
23 ~~partnership or foreign limited partnership a party to the action. A~~
24 ~~person aggrieved under subsection (1) of this section may seek the~~
25 ~~remedies provided in subsection (1) of this section in the same action~~
26 ~~in combination or in the alternative.~~

27 ~~(3) A record filed unsigned pursuant to this section is effective~~
28 ~~without being signed)) under section 1210 of this act to order the~~
29 signing or delivery of the record.

30 **Sec. 6112.** RCW 25.10.251 and 2009 c 188 s 206 are each amended to
31 read as follows:

32 (1) A record authorized or required to be delivered to the
33 secretary of state for filing under this chapter must (~~be captioned to~~
34 ~~describe the record's purpose, be in a medium permitted by the~~
35 ~~secretary of state, and be delivered to the secretary of state. Unless~~
36 ~~the secretary of state determines that a record does not comply with~~

1 ~~the filing requirements of this chapter, and if all filing fees have~~
2 ~~been paid,)) comply with the requirements of part I, Article 2 of this
3 act. The secretary of state shall ((file the record and))):~~

4 (a) For a statement of dissociation, send:

5 (i) A copy of the filed statement and a receipt for the fees to the
6 person that the statement indicates has dissociated as a general
7 partner; and

8 (ii) A copy of the filed statement and receipt to the limited
9 partnership;

10 (b) For a statement of withdrawal, send:

11 (i) A copy of the filed statement and a receipt for the fees to the
12 person on whose behalf the record was filed; and

13 (ii) If the statement refers to an existing limited partnership, a
14 copy of the filed statement and receipt to the limited partnership; and

15 (c) For all other records, send a copy of the filed record and a
16 receipt for the fees to the person on whose behalf the record was
17 filed.

18 (2) ~~((Upon request and payment of a fee, the secretary of state~~
19 ~~shall send to the requester a certified copy of the requested record.~~

20 ~~(3) Except as otherwise provided in RCW 25.10.141 and 25.10.261,))~~
21 A record delivered to the secretary of state for filing under this
22 chapter may specify an effective time and a delayed effective date in
23 accordance with section 1203 of this act. Except as otherwise provided
24 in this chapter, a record filed by the secretary of state is
25 effective((÷

26 ~~(a) If the record does not specify an effective time and does not~~
27 ~~specify a delayed effective date, on the date and at the time the~~
28 ~~record is filed as evidenced by the secretary of state's endorsement of~~
29 ~~the date and time on the record;~~

30 ~~(b) If the record specifies an effective time but not a delayed~~
31 ~~effective date, on the date the record is filed at the time specified~~
32 ~~in the record;~~

33 ~~(c) If the record specifies a delayed effective date but not an~~
34 ~~effective time, at 12:01 a.m. on the earlier of:~~

35 ~~(i) The specified date; or~~

36 ~~(ii) The ninetieth day after the record is filed; or~~

37 ~~(d) If the record specifies an effective time and a delayed~~
38 ~~effective date, at the specified time on the earlier of:~~

1 ~~(i) The specified date; or~~
2 ~~(ii) The ninetieth day after the record is filed))~~ as provided in
3 section 1203 of this act.

4 **Sec. 6113.** RCW 25.10.261 and 2009 c 188 s 207 are each amended to
5 read as follows:

6 ~~((1)) A limited partnership or foreign limited partnership may~~
7 ~~((deliver to the secretary of state for filing a statement of~~
8 ~~correction to correct a record previously delivered by the limited~~
9 ~~partnership or foreign limited partnership to the secretary of state~~
10 ~~and filed by the secretary of state, if at the time of filing the~~
11 ~~record contained false or erroneous information or was defectively~~
12 ~~signed.~~

13 ~~(2) A statement of correction may not state a delayed effective~~
14 ~~date and must:~~

15 ~~(a) Describe the record to be corrected, including its filing date,~~
16 ~~or attach a copy of the record as filed;~~

17 ~~(b) Specify the incorrect information and the reason it is~~
18 ~~incorrect or the manner in which the signing was defective; and~~

19 ~~(c) Correct the incorrect information or defective signature.~~

20 ~~(3) When filed by the secretary of state, a statement of correction~~
21 ~~is effective retroactively as of the effective date of the record the~~
22 ~~statement corrects, but the statement is effective when filed:~~

23 ~~(a) For the purposes of RCW 25.10.016 (3) and (4); and~~

24 ~~(b) As to persons relying on the uncorrected record and adversely~~
25 ~~affected by the correction))~~ correct a record filed by the secretary of
26 state in accordance with section 1205 of this act.

27 **Sec. 6114.** RCW 25.10.271 and 2009 c 188 s 208 are each amended to
28 read as follows:

29 (1) If a record delivered to the secretary of state for filing
30 under this chapter and filed by the secretary of state contains false
31 information, a person that suffers loss by reliance on the information
32 may recover damages for the loss from:

33 (a) A person that signed the record, or caused another to sign it
34 on the person's behalf, and knew the information to be false at the
35 time the record was signed, as provided in section 1211 of this act;
36 and

1 (b) A general partner that has notice that the information was
2 false when the record was filed or has become false because of changed
3 circumstances, if the general partner has notice for a reasonably
4 sufficient time before the information is relied upon to enable the
5 general partner to effect an amendment under RCW 25.10.211, file a
6 petition under RCW 25.10.241, or deliver to the secretary of state for
7 filing a statement of change under ((RCW 25.10.131)) section 1407 of
8 this act or a statement of correction under ((RCW 25.10.261)) section
9 1205 of this act.

10 (2) A person who signs a record authorized or required to be filed
11 under this chapter that such a person knows is false in any material
12 respect with intent that the record be delivered to the secretary of
13 state for filing is ((guilty of a gross misdemeanor punishable under
14 chapter 9A.20 RCW)) subject to a criminal penalty under section 1209 of
15 this act.

16 **Sec. 6115.** RCW 25.10.281 and 2009 c 188 s 209 are each amended to
17 read as follows:

18 ((+1)) Any person may apply to the secretary of state under
19 section 1208 of this act to furnish a certificate of existence for a
20 domestic limited partnership or a certificate of ((authorization))
21 registration for a foreign limited partnership.

22 ((-2)) ~~A certificate of existence or authorization means that as of~~
23 ~~the date of its issuance:~~

24 (a) ~~The domestic limited partnership is duly formed under the laws~~
25 ~~of this state, or that the foreign limited partnership is authorized to~~
26 ~~transact business in this state;~~

27 (b) ~~All fees and penalties owed to this state under this chapter~~
28 ~~have been paid, if (i) payment is reflected in the records of the~~
29 ~~secretary of state, and (ii) nonpayment affects the existence or~~
30 ~~authorization of the domestic or foreign limited partnership;~~

31 (c) ~~The limited partnership's most recent annual report required by~~
32 ~~RCW 25.10.291 has been delivered to the secretary of state;~~

33 (d) ~~The partnership's certificate of limited partnership has not~~
34 ~~been amended to state that the limited partnership is dissolved; and~~

35 (e) ~~A statement of termination or an application for withdrawal has~~
36 ~~not been filed by the secretary of state.~~

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

3 ~~(4) Subject to any qualification stated in the certificate, a~~
4 ~~certificate of existence or authorization issued by the secretary of~~
5 ~~state may be relied upon as conclusive evidence that the domestic or~~
6 ~~foreign limited partnership is in existence or is authorized to~~
7 ~~transact business in the limited partnership form in this state.)~~

8 **Sec. 6116.** RCW 25.10.291 and 2009 c 188 s 210 are each amended to
9 read as follows:

10 ~~((1)) A limited partnership or a foreign limited partnership~~
11 ~~authorized to transact business in this state shall deliver to the~~
12 ~~secretary of state for filing an annual report ((that states:~~

13 ~~(a) The name of the limited partnership or foreign limited~~
14 ~~partnership;~~

15 ~~(b) The street and mailing address of its designated office and the~~
16 ~~name and street and mailing address of its agent for service of process~~
17 ~~in this state;~~

18 ~~(c) In the case of a limited partnership, the street and mailing~~
19 ~~address of its principal office; and~~

20 ~~(d) In the case of a foreign limited partnership, the state or~~
21 ~~other jurisdiction under whose law the foreign limited partnership is~~
22 ~~formed and any alternate name adopted under RCW 25.10.661(1).~~

23 ~~(2) Information in an annual report must be current as of the date~~
24 ~~the annual report is delivered to the secretary of state for filing.~~

25 ~~(3) Annual reports must be delivered to the secretary of state on~~
26 ~~a date determined by the secretary of state, and at such additional~~
27 ~~times as the partnership elects.~~

28 ~~(4) If an annual report does not contain the information required~~
29 ~~in subsection (1) of this section, the secretary of state shall~~
30 ~~promptly notify the reporting limited partnership or foreign limited~~
31 ~~partnership and return the report to it for correction. If the report~~
32 ~~is corrected to contain the information required in subsection (1) of~~
33 ~~this section and delivered to the secretary of state within thirty days~~
34 ~~after the effective date of the notice, it is timely delivered.~~

35 ~~(5) If a filed annual report contains an address of a designated~~
36 ~~office or the name or address of an agent for service of process that~~
37 ~~differs from the information shown in the records of the secretary of~~

1 ~~state immediately before the filing, the differing information in the~~
2 ~~annual report is considered a statement of change under RCW 25.10.131))~~
3 in accordance with section 1213 of this act.

4 **Sec. 6117.** RCW 25.10.571 and 2009 c 188 s 801 are each amended to
5 read as follows:

6 Except as otherwise provided in RCW 25.10.576, a limited
7 partnership is dissolved, and its activities must be wound up, only
8 upon the occurrence of any of the following:

9 (1) The happening of an event specified in the partnership
10 agreement;

11 (2) The consent of all general partners and of limited partners
12 owning a majority of the rights to receive distributions as limited
13 partners at the time the consent is to be effective;

14 (3) The passage of ninety days after the dissociation of a person
15 as a general partner if following such dissociation the limited
16 partnership does not have a remaining general partner unless before the
17 end of the period:

18 (a) Consent to continue the activities of the limited partnership
19 and admit at least one general partner is given by limited partners
20 owning a majority of the rights to receive distributions as limited
21 partners at the time the consent is to be effective; and

22 (b) At least one person is admitted as a general partner in
23 accordance with the consent;

24 (4) The passage of ninety days after the dissociation of the
25 limited partnership's last limited partner, unless before the end of
26 the period the limited partnership admits at least one limited partner;
27 or

28 (5) The signing and filing of a ~~((declaration))~~ statement of
29 administrative dissolution by the secretary of state under ~~((RCW~~
30 ~~25.10.611(3))~~ section 1602 of this act.

31 **Sec. 6118.** RCW 25.10.611 and 2009 c 188 s 809 are each amended to
32 read as follows:

33 ~~((1))~~ The secretary of state may dissolve a limited partnership
34 administratively ~~((if the limited partnership does not:~~

35 ~~(a) Within sixty days after the due date:~~

1 ~~(i) Pay any fee, tax, or penalty due to the secretary of state~~
2 ~~under this chapter or other law; or~~

3 ~~(ii) Deliver its annual report to the secretary of state;~~

4 ~~(b) Maintain a registered agent and registered office as required~~
5 ~~under RCW 25.10.121; or~~

6 ~~(c) Notify the secretary of state that its registered agent or~~
7 ~~registered office has been changed, that its registered agent has~~
8 ~~resigned, or that its registered office has been discontinued.~~

9 ~~(2) If the secretary of state determines that grounds exist for~~
10 ~~administratively dissolving a limited partnership, the secretary of~~
11 ~~state shall send notice of the grounds for dissolution to the limited~~
12 ~~partnership by first-class mail, postage prepaid.~~

13 ~~(3) If within sixty days after service of the copy the limited~~
14 ~~partnership does not correct each ground for dissolution or demonstrate~~
15 ~~to the reasonable satisfaction of the secretary of state that each~~
16 ~~ground determined by the secretary of state does not exist, the~~
17 ~~secretary of state shall administratively dissolve the limited~~
18 ~~partnership. The secretary of state shall send the limited partnership~~
19 ~~a declaration of administrative dissolution stating the grounds for the~~
20 ~~dissolution.~~

21 ~~(4) A limited partnership administratively dissolved continues its~~
22 ~~existence but may carry on only activities necessary to wind up its~~
23 ~~activities and liquidate its assets under RCW 25.10.581 and 25.10.621~~
24 ~~and to notify claimants under RCW 25.10.596 and 25.10.601.~~

25 ~~(5) The administrative dissolution of a limited partnership does~~
26 ~~not terminate the authority of its agent for service of process)) under~~
27 ~~the circumstances and procedures specified in part I, Article 6 of this~~
28 ~~act.~~

29 **Sec. 6119.** RCW 25.10.616 and 2009 c 188 s 810 are each amended to
30 read as follows:

31 ~~((1))~~ A limited partnership that has been administratively
32 dissolved may apply to the secretary of state for reinstatement
33 ~~((within five years after the effective date of dissolution. The~~
34 ~~application must be delivered to the secretary of state for filing and~~
35 ~~state.~~

36 ~~(a) The name of the limited partnership and the effective date of~~
37 ~~its administrative dissolution;~~

1 ~~(b) That the grounds for dissolution either did not exist or have~~
2 ~~been eliminated; and~~

3 ~~(c) That the limited partnership's name satisfies the requirements~~
4 ~~of RCW 25.10.061.~~

5 ~~(2) If the secretary of state determines that an application~~
6 ~~contains the information required by subsection (1) of this section and~~
7 ~~that the information is correct, the secretary of state shall prepare~~
8 ~~a declaration of reinstatement that states this determination, sign and~~
9 ~~file the original of the declaration of reinstatement, and send a copy~~
10 ~~of the filed declaration to the limited partnership.~~

11 ~~(3) When reinstatement becomes effective, it relates back to and~~
12 ~~takes effect as of the effective date of the administrative dissolution~~
13 ~~and the limited partnership may resume its activities as if the~~
14 ~~administrative dissolution had never occurred)) in accordance with~~
15 ~~section 1603 of this act.~~

16 **Sec. 6120.** RCW 25.10.641 and 2009 c 188 s 901 are each amended to
17 read as follows:

18 ~~((1) The laws of the state or other jurisdiction under which a~~
19 ~~foreign limited partnership is organized govern relations among the~~
20 ~~partners of the foreign limited partnership and between the partners~~
21 ~~and the foreign limited partnership and the liability of partners as~~
22 ~~partners for an obligation of the foreign limited partnership.~~

23 ~~(2) A foreign limited partnership may not be denied a certificate~~
24 ~~of authority by reason of any difference between the laws of the~~
25 ~~jurisdiction under which the foreign limited partnership is organized~~
26 ~~and the laws of this state.~~

27 ~~(3) A certificate of authority does not authorize a foreign limited~~
28 ~~partnership to engage in any business or exercise any power that a~~
29 ~~limited partnership may not engage in or exercise in this state)) A~~
30 ~~foreign limited partnership that registers to transact business in this~~
31 ~~state is subject to section 1501 of this act relating to the effect of~~
32 ~~registration and the governing law for registered foreign limited~~
33 ~~partnerships.~~

34 **Sec. 6121.** RCW 25.10.646 and 2009 c 188 s 902 are each amended to
35 read as follows:

36 ~~((1))~~ Before transacting business in this state, a foreign

1 limited partnership shall (~~apply for a certificate of authority to~~
2 ~~transact business in this state by delivering an application to~~)
3 register with the secretary of state (~~for filing. The application~~
4 ~~must state:~~

5 (a) ~~The name of the foreign limited partnership and, if the name~~
6 ~~does not comply with RCW 25.10.061, an alternate name adopted pursuant~~
7 ~~to RCW 25.10.661(1);~~

8 (b) ~~The name of the state or other jurisdiction under whose law the~~
9 ~~foreign limited partnership is organized;~~

10 (c) ~~The street and mailing address of the foreign limited~~
11 ~~partnership's principal office and, if the laws of the jurisdiction~~
12 ~~under which the foreign limited partnership is organized require the~~
13 ~~foreign limited partnership to maintain an office in that jurisdiction,~~
14 ~~the street and mailing address of the required office;~~

15 (d) ~~The name and street and mailing address of the foreign limited~~
16 ~~partnership's initial agent for service of process in this state;~~

17 (e) ~~The name and street and mailing address of each of the foreign~~
18 ~~limited partnership's general partners; and~~

19 (f) ~~Whether the foreign limited partnership is a foreign limited~~
20 ~~liability limited partnership.~~

21 (2) ~~A foreign limited partnership shall deliver with the completed~~
22 ~~application a certificate of existence or a record of similar import~~
23 ~~signed by the secretary of state or other official having custody of~~
24 ~~the foreign limited partnership's publicly filed records in the state~~
25 ~~or other jurisdiction under whose law the foreign limited partnership~~
26 ~~is organized)) in accordance with part I, Article 5 of this act.~~

27 **Sec. 6122.** RCW 25.10.651 and 2009 c 188 s 903 are each amended to
28 read as follows:

29 (~~(1)~~) A nonexhaustive list of activities of a foreign limited
30 partnership that do not constitute transacting business in this state
31 (~~within the meaning of this article include:~~

32 (a) ~~Maintaining, defending, and settling an action or proceeding;~~

33 (b) ~~Holding meetings of its partners or carrying on any other~~
34 ~~activity concerning its internal affairs;~~

35 (c) ~~Maintaining accounts in financial institutions;~~

36 (d) ~~Maintaining offices or agencies for the transfer, exchange, and~~

1 registration of the foreign limited partnership's own securities or
2 maintaining trustees or depositories with respect to those securities;

3 (e) Selling through independent contractors;

4 (f) Soliciting or obtaining orders, whether by mail or electronic
5 means or through employees or agents or otherwise, if the orders
6 require acceptance outside this state before they become contracts and
7 the contracts do not involve any local performance other than delivery
8 and installation;

9 (g) Making loans or creating or acquiring indebtedness, mortgages,
10 or security interests in real or personal property;

11 (h) Securing or collecting debts or enforcing mortgages or other
12 security interests in property securing the debts, and holding,
13 protecting, and maintaining property so acquired;

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

15 (j) Conducting an isolated transaction that is completed within
16 thirty days and is not one in the course of similar transactions of a
17 like manner;

18 (k) Owning a controlling interest in a domestic or foreign
19 corporation, or participating as a limited partner of a domestic or
20 foreign limited partnership, or participating as a member or a manager
21 of a domestic or foreign limited liability company, that transacts
22 business in this state; and

23 (1) Transacting business in interstate commerce.

24 (2) The list of activities in subsection (1) of this section is not
25 exhaustive.

26 (3) This section does not apply in determining the contacts or
27 activities that may subject a foreign limited partnership to service of
28 process, taxation, or regulation under any other law of this state)) is
29 provided in section 1505 of this act.

30 **Sec. 6123.** RCW 25.10.661 and 2009 c 188 s 905 are each amended to
31 read as follows:

32 ((1) A foreign limited partnership whose name does not comply with
33 RCW 25.10.061 may not obtain a certificate of authority until it
34 adopts, for the purpose of transacting business in this state, an
35 alternate name that complies with RCW 25.10.061. A foreign limited
36 partnership that adopts an alternate name under this subsection and
37 then obtains a certificate of authority with the name need not comply

1 with RCW 19.80.010. After obtaining a certificate of authority with an
2 alternate name, a foreign limited partnership shall transact business
3 in this state under the name unless the foreign limited partnership is
4 authorized under RCW 19.80.010 to transact business in this state under
5 another name.

6 (2) If a foreign limited partnership authorized to transact
7 business in this state changes its name to one that does not comply
8 with RCW 25.10.061, it may not thereafter transact business in this
9 state until it complies with subsection (1) of this section and obtains
10 an amended certificate of authority)) The name of a foreign limited
11 partnership registered in this state must comply with the provisions of
12 section 1506 of this act and part I, Article 3 of this act.

13 **Sec. 6124.** RCW 25.10.666 and 2009 c 188 s 906 are each amended to
14 read as follows:

15 ((~~(1) A certificate of authority of a foreign limited partnership~~
16 ~~to transact business in this state may be revoked by~~)) The secretary of
17 state may terminate the registration of a registered foreign limited
18 partnership in ((the manner provided in subsections (2) and (3) of this
19 section if the foreign limited partnership does not:

20 (a) ~~Pay, within sixty days after the due date, any fee, tax, or~~
21 ~~penalty due to the secretary of state under this chapter or other law;~~

22 (b) ~~Deliver, within sixty days after the due date, its annual~~
23 ~~report required under RCW 25.10.291;~~

24 (c) ~~Appoint and maintain an agent for service of process as~~
25 ~~required by RCW 25.10.121; or~~

26 (d) ~~Deliver for filing a statement of a change under RCW 25.10.131~~
27 ~~within thirty days after a change has occurred in the name or address~~
28 ~~of the agent.~~

29 (2) ~~In order to revoke a certificate of authority, the secretary of~~
30 ~~state must prepare, sign, and file a notice of revocation and send a~~
31 ~~copy to the foreign limited partnership's agent for service of process~~
32 ~~in this state, or if the foreign limited partnership does not appoint~~
33 ~~and maintain a proper agent in this state, to the foreign limited~~
34 ~~partnership's designated office. The notice must state:~~

35 (a) ~~The revocation's effective date, which must be at least sixty~~
36 ~~days after the date the secretary of state sends the copy; and~~

1 ~~(b) The foreign limited partnership's failures to comply with~~
2 ~~subsection (1) of this section that are the reason for the revocation.~~

3 ~~(3) The authority of the foreign limited partnership to transact~~
4 ~~business in this state ceases on the effective date of the notice of~~
5 ~~revocation unless before that date the foreign limited partnership~~
6 ~~cures each failure to comply with subsection (1) of this section stated~~
7 ~~in the notice. If the foreign limited partnership cures the failures,~~
8 ~~the secretary of state shall so indicate on the filed notice))~~
9 accordance with section 1511 of this act.

10 **Sec. 6125.** RCW 25.10.671 and 2009 c 188 s 907 are each amended to
11 read as follows:

12 ~~((1)) In order to ((cancel its certificate of authority to~~
13 ~~transact business in this state)) withdraw its registration, a foreign~~
14 ~~limited partnership must deliver to the secretary of state for filing~~
15 ~~a ((notice of cancellation. The certificate is canceled when the~~
16 ~~notice becomes effective under RCW 25.10.251.~~

17 ~~(2) A foreign limited partnership transacting business in this~~
18 ~~state may not maintain an action or proceeding in this state unless it~~
19 ~~has a certificate of authority to transact business in this state.~~

20 ~~(3) The failure of a foreign limited partnership to have a~~
21 ~~certificate of authority to transact business in this state does not~~
22 ~~impair the validity of a contract or act of the foreign limited~~
23 ~~partnership or prevent the foreign limited partnership from defending~~
24 ~~an action or proceeding in this state.~~

25 ~~(4) A partner of a foreign limited partnership is not liable for~~
26 ~~the obligations of the foreign limited partnership solely by reason of~~
27 ~~the foreign limited partnership's having transacted business in this~~
28 ~~state without a certificate of authority.~~

29 ~~(5) If a foreign limited partnership transacts business in this~~
30 ~~state without a certificate of authority or cancels its certificate of~~
31 ~~authority, it appoints the secretary of state as its agent for service~~
32 ~~of process for rights of action arising out of the transaction of~~
33 ~~business in this state)) statement of withdrawal in accordance with~~
34 section 1507 of this act.

35 **Sec. 6126.** RCW 25.10.766 and 2009 c 188 s 1104 are each amended to
36 read as follows:

- 1 (1) After a plan of conversion is approved:
- 2 (a) A converting limited partnership shall deliver to the secretary
- 3 of state for filing articles of conversion, which must include:
- 4 (i) A statement that the limited partnership has been converted
- 5 into another organization;
- 6 (ii) The name and form of the organization and the jurisdiction of
- 7 its governing statute;
- 8 (iii) The date the conversion is effective under the governing
- 9 statute of the converted organization;
- 10 (iv) A statement that the conversion was approved as required by
- 11 this chapter;
- 12 (v) A statement that the conversion was approved as required by the
- 13 governing statute of the converted organization; and
- 14 (vi) If the converted organization is a foreign organization not
- 15 (~~authorized~~) registered to transact business in this state, the
- 16 street and mailing address of (~~an office that the secretary of state~~
- 17 ~~may use for the purposes of RCW 25.10.771(3))~~ the organization's
- 18 principal office that may be used for service of process under section
- 19 1412 of this act; and
- 20 (b) If the converting organization is not a converting limited
- 21 partnership, the converting organization shall deliver to the secretary
- 22 of state for filing a certificate of limited partnership, which must
- 23 include, in addition to the information required by RCW 25.10.201:
- 24 (i) A statement that the limited partnership was converted from
- 25 another organization;
- 26 (ii) The name and form of the organization and the jurisdiction of
- 27 its governing statute; and
- 28 (iii) A statement that the conversion was approved in a manner that
- 29 complied with the organization's governing statute.
- 30 (2) A conversion becomes effective:
- 31 (a) If the converted organization is a limited partnership, when
- 32 the certificate of limited partnership takes effect; and
- 33 (b) If the converted organization is not a limited partnership, as
- 34 provided by the governing statute of the converted organization.

35 **Sec. 6127.** RCW 25.10.771 and 2009 c 188 s 1105 are each amended to

36 read as follows:

1 (1) An organization that has been converted pursuant to this
2 article is for all purposes the same entity that existed before the
3 conversion.

4 (2) When a conversion takes effect:

5 (a) All property owned by the converting organization remains
6 vested in the converted organization;

7 (b) All debts, liabilities, and other obligations of the converting
8 organization continue as obligations of the converted organization;

9 (c) An action or proceeding pending by or against the converting
10 organization may be continued as if the conversion had not occurred;

11 (d) Except as prohibited by other law, all of the rights,
12 privileges, immunities, powers, and purposes of the converting
13 organization remain vested in the converted organization;

14 (e) Except as otherwise provided in the plan of conversion, the
15 terms and conditions of the plan of conversion take effect; and

16 (f) Except as otherwise agreed, the conversion does not dissolve a
17 converting limited partnership for the purposes of article 8 of this
18 chapter.

19 (3) A converted organization that is a foreign organization
20 consents to the jurisdiction of the courts of this state to enforce any
21 obligation owed by the converting limited partnership, if before the
22 conversion the converting limited partnership was subject to suit in
23 this state on the obligation. A converted organization that is a
24 foreign organization and not ~~((authorized))~~ registered to transact
25 business in this state ~~((appoints the secretary of state as its agent
26 for service of))~~ may be served with process pursuant to section 1412 of
27 this act for purposes of enforcing an obligation under this subsection.
28 ~~((Service on the secretary of state under this subsection is made in
29 the same manner and with the same consequences as in RCW 25.10.151 (3)
30 and (4).))~~

31 **Sec. 6128.** RCW 25.10.786 and 2009 c 188 s 1108 are each amended to
32 read as follows:

33 (1) After each constituent organization has approved a merger,
34 articles of merger must be signed on behalf of:

35 (a) Each constituent limited partnership, by each general partner
36 listed in the certificate of limited partnership; and

1 (b) Each other constituent organization, by an authorized
2 representative.

3 (2) The articles of merger must include:

4 (a) The name and form of each constituent organization and the
5 jurisdiction of its governing statute;

6 (b) The name and form of the surviving organization and the
7 jurisdiction of its governing statute;

8 (c) The date the merger is effective under the governing statute of
9 the surviving organization;

10 (d) Any amendments provided for in the plan of merger for the
11 organizational document that created the surviving organization;

12 (e) A statement as to each constituent organization that the merger
13 was approved as required by the organization's governing statute;

14 (f) If the surviving organization is a foreign organization not
15 (~~authorized~~) registered to transact business in this state, the
16 street and mailing address of (~~an office that the secretary of state~~
17 ~~may use for the purposes of RCW 25.10.791(2))~~) the organization's
18 principal office that may be used for service of process under section
19 1412 of this act; and

20 (g) Any additional information required by the governing statute of
21 any constituent organization.

22 (3) Each constituent limited partnership shall deliver the articles
23 of merger for filing in the office of the secretary of state.

24 (4) A merger becomes effective under this article:

25 (a) If the surviving organization is a limited partnership, upon
26 the later of:

27 (i) Compliance with subsection (3) of this section; or

28 (ii) Subject to RCW 25.10.251(~~(3)~~) (2), as specified in the
29 articles of merger; or

30 (b) If the surviving organization is not a limited partnership, as
31 provided by the governing statute of the surviving organization.

32 **Sec. 6129.** RCW 25.10.791 and 2009 c 188 s 1109 are each amended to
33 read as follows:

34 (1) When a merger becomes effective:

35 (a) The surviving organization continues;

36 (b) Each constituent organization that merges into the surviving
37 organization ceases to exist as a separate entity;

1 (c) All property owned by each constituent organization that ceases
2 to exist vests in the surviving organization;

3 (d) All debts, liabilities, and other obligations of each
4 constituent organization that ceases to exist continue as obligations
5 of the surviving organization;

6 (e) An action or proceeding pending by or against any constituent
7 organization that ceases to exist may be continued as if the merger had
8 not occurred;

9 (f) Except as prohibited by other law, all of the rights,
10 privileges, immunities, powers, and purposes of each constituent
11 organization that ceases to exist vest in the surviving organization;

12 (g) Except as otherwise provided in the plan of merger, the terms
13 and conditions of the plan of merger take effect;

14 (h) Except as otherwise agreed, if a constituent limited
15 partnership ceases to exist, the merger does not dissolve the limited
16 partnership for the purposes of article 8 of this chapter; and

17 (i) Any amendments provided for in the articles of merger for the
18 organizational document that created the surviving organization become
19 effective.

20 (2) A surviving organization that is a foreign organization
21 consents to the jurisdiction of the courts of this state to enforce any
22 obligation owed by a constituent organization, if before the merger the
23 constituent organization was subject to suit in this state on the
24 obligation. A surviving organization that is a foreign organization
25 and not (~~authorized~~) registered to transact business in this state
26 (~~appoints the secretary of state as its agent for service of~~) may be
27 served with process pursuant to section 1412 of this act for the
28 purposes of enforcing an obligation under this subsection. (~~Service~~
29 ~~on the secretary of state under this subsection is made in the same~~
30 ~~manner and with the same consequences as in RCW 25.10.151 (3) and~~
31 ~~(4).~~)

32 **Sec. 6130.** RCW 25.10.916 and 2009 c 188 s 1307 are each amended to
33 read as follows:

34 (~~(1)~~) Limited partnerships are subject to the applicable fees,
35 charges, and penalties adopted by the secretary of state (~~shall adopt~~
36 ~~rules establishing fees that shall be charged and collected for:~~

1 ~~(a) Filing of a certificate of limited partnership or an~~
2 ~~application for a certificate of authority of a foreign limited~~
3 ~~partnership;~~

4 ~~(b) Filing of an amendment or restatement of a certificate of~~
5 ~~domestic or foreign limited partnership;~~

6 ~~(c) Filing an application to reserve, register, or transfer a~~
7 ~~limited partnership name;~~

8 ~~(d) Filing any other certificate, statement, or report authorized~~
9 ~~or permitted to be filed; and~~

10 ~~(e) Copies, certified copies, certificates, service of process~~
11 ~~filings, and expedited filings or other special services.~~

12 ~~(2) In the establishment of a fee schedule, the secretary of state~~
13 ~~shall, insofar as is possible and reasonable, be guided by the fee~~
14 ~~schedule provided for corporations governed by Title 23B RCW.~~

15 ~~(a) Fees for copies, certified copies, certificates of record, and~~
16 ~~service of process filings are the same as in RCW 23B.01.220.~~

17 ~~(b) Fees for reinstatement of a foreign or domestic limited~~
18 ~~partnership are the same as in RCW 23B.01.560.~~

19 ~~(c) All fees collected by the secretary of state shall be deposited~~
20 ~~with the state treasurer pursuant to law) under section 1214 of this~~
21 ~~act and RCW 43.07.120.~~

22 NEW SECTION. Sec. 6131. The following acts or parts of acts are
23 each repealed:

24 (1) RCW 25.10.040 (Registered office and agent) and 2009 c 202 s 4,
25 1987 c 55 s 3, & 1981 c 51 s 4;

26 (2) RCW 25.10.171 (Standards for electronic filing rules) and 2009
27 c 188 s 119;

28 (3) RCW 25.10.656 (Filing of certificate of authority) and 2009 c
29 188 s 904; and

30 (4) RCW 25.10.676 (Action by attorney general) and 2009 c 188 s
31 908.

32 PART VII

33 LIMITED LIABILITY COMPANIES ACT REVISIONS

34 **Sec. 7101.** RCW 25.15.010 and 2009 c 188 s 1410 are each amended to
35 read as follows:

1 ~~((1))~~ The name of each limited liability company as set forth in
2 its certificate of formation~~((~~

3 ~~(a) Must contain the words "Limited Liability Company," the words~~
4 ~~"Limited Liability" and abbreviation "Co.," or the abbreviation~~
5 ~~"L.L.C." or "LLC";~~

6 ~~(b) Except as provided in subsection (1)(d) of this section, may~~
7 ~~contain the name of a member or manager;~~

8 ~~(c) Must not contain language stating or implying that the limited~~
9 ~~liability company is organized for a purpose other than those permitted~~
10 ~~by RCW 25.15.030;~~

11 ~~(d) Must not contain any of the words or phrases: "Bank,"~~
12 ~~"banking," "banker," "trust," "cooperative," "partnership,"~~
13 ~~"corporation," "incorporated," or the abbreviations "corp.," "ltd.," or~~
14 ~~"inc.," or "LP," "L.P.," "LLP," "L.L.P.," or any combination of the~~
15 ~~words "industrial" and "loan," or any combination of any two or more of~~
16 ~~the words "building," "savings," "loan," "home," "association," and~~
17 ~~"society," or any other words or phrases prohibited by any statute of~~
18 ~~this state; and~~

19 ~~(e) Must be distinguishable upon the records of the secretary of~~
20 ~~state from the names described in RCW 23B.04.010(1)(d) and~~
21 ~~25.10.061(4), and the names of any limited liability company reserved,~~
22 ~~registered, or formed under the laws of this state or qualified to do~~
23 ~~business as a foreign limited liability company in this state.~~

24 ~~(2) A limited liability company may apply to the secretary of state~~
25 ~~for authorization to use any name which is not distinguishable upon the~~
26 ~~records of the secretary of state from one or more of the names~~
27 ~~described in subsection (1)(e) of this section. The secretary of state~~
28 ~~shall authorize use of the name applied for if the other corporation,~~
29 ~~limited partnership, limited liability partnership, or limited~~
30 ~~liability company consents in writing to the use and files with the~~
31 ~~secretary of state documents necessary to change its name or the name~~
32 ~~reserved or registered to a name that is distinguishable upon the~~
33 ~~records of the secretary of state from the name of the applying limited~~
34 ~~liability company.~~

35 ~~(3) A name shall not be considered distinguishable upon the records~~
36 ~~of the secretary of state by virtue of:~~

37 ~~(a) A variation in any of the following designations for the same~~
38 ~~name: "Corporation," "incorporated," "company," "limited,"~~

1 ~~"partnership," "limited partnership," "limited liability company," or~~
2 ~~"limited liability partnership," or the abbreviations "corp.," "inc.,"~~
3 ~~"co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or "L.L.C.";~~

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

6 ~~(c) Punctuation, capitalization, or special characters or symbols~~
7 ~~in the same name; or~~

8 ~~(d) Use of abbreviation or the plural form of a word in the same~~
9 ~~name.~~

10 ~~(4) This chapter does not control the use of assumed business names~~
11 ~~or "trade names.") must comply with part I, Article 3 of this act.~~

12 **Sec. 7102.** RCW 25.15.015 and 1998 c 102 s 11 are each amended to
13 read as follows:

14 (1) Reserved Name.

15 ~~((a)) A person may reserve the exclusive use of a limited~~
16 ~~liability company name by delivering an application to the secretary of~~
17 ~~state for filing in accordance with section 1303 of this act. ((The~~
18 ~~application must set forth the name and address of the applicant and~~
19 ~~the name proposed to be reserved. If the secretary of state finds that~~
20 ~~the limited liability company name applied for is available, the~~
21 ~~secretary of state shall reserve the name for the applicant's exclusive~~
22 ~~use for a nonrenewable one hundred eighty-day period.~~

23 ~~(b) The owner of a reserved limited liability company name may~~
24 ~~transfer the reservation to another person by delivering to the~~
25 ~~secretary of state a signed notice of the transfer that states the name~~
26 ~~and address of the transferee.))~~

27 (2) Registered Name.

28 ~~((a)) A foreign limited liability company may register its name~~
29 ~~((if the name is distinguishable upon the records of the secretary of~~
30 ~~state from the names specified in RCW 25.15.010.~~

31 ~~(b) A foreign limited liability company registers its name by~~
32 ~~delivering to the secretary of state for filing an application that:~~

33 ~~(i) Sets forth its name and the state or country and date of its~~
34 ~~organization; and~~

35 ~~(ii) Is accompanied by a certificate of existence, or a document of~~
36 ~~similar import, from the state or country of organization.~~

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

4 ~~(d) A foreign limited liability company whose registration is~~
5 ~~effective may renew it for successive years by delivering to the~~
6 ~~secretary of state for filing a renewal application, which complies~~
7 ~~with the requirements of (b) of this subsection, between October 1st~~
8 ~~and December 31st of the preceding year. The renewal application when~~
9 ~~filed renews the registration for the following calendar year.~~

10 ~~(e) A foreign limited liability company whose registration is~~
11 ~~effective may thereafter qualify as a foreign limited liability company~~
12 ~~under the registered name, or consent in writing to the use of that~~
13 ~~name by a limited liability company thereafter organized under this~~
14 ~~chapter, by a corporation thereafter formed under Title 23B RCW, by a~~
15 ~~limited partnership thereafter formed under chapter 25.10 RCW, or by~~
16 ~~another foreign limited liability company, foreign corporation, or~~
17 ~~foreign limited partnership thereafter authorized to transact business~~
18 ~~in this state. The registration terminates when the domestic limited~~
19 ~~liability company is organized, the domestic corporation is~~
20 ~~incorporated, or the domestic limited partnership is formed, or the~~
21 ~~foreign limited liability company qualifies or consents to the~~
22 ~~qualification of another foreign limited liability company,~~
23 ~~corporation, or limited partnership under the registered name)) in~~
24 ~~accordance with section 1304 of this act.~~

25 **Sec. 7103.** RCW 25.15.020 and 2009 c 202 s 5 are each amended to
26 read as follows:

27 (1) Each limited liability company shall continuously maintain in
28 this state((÷

29 ~~(a) A registered office, which may but need not be a place of its~~
30 ~~business in this state. The registered office shall be at a specific~~
31 ~~geographic location in this state, and be identified by number, if any,~~
32 ~~and street, or building address or rural route, or, if a commonly known~~
33 ~~street or rural route address does not exist, by legal description. A~~
34 ~~registered office may not be identified by post office box number or~~
35 ~~other nongeographic address. For purposes of communicating by mail,~~
36 ~~the secretary of state may permit the use of a post office address in~~

1 conjunction with the registered office address if the limited liability
2 company also maintains on file the specific geographic address of the
3 registered office where personal service of process may be made;

4 (b) ~~A registered agent for service of process on the limited~~
5 ~~liability company, which agent may be either an individual resident of~~
6 ~~this state whose business office is identical with the limited~~
7 ~~liability company's registered office, or a domestic corporation,~~
8 ~~limited partnership, or limited liability company, or a government,~~
9 ~~governmental subdivision, agency, or instrumentality, or a separate~~
10 ~~legal entity comprised of two or more of these entities, or a foreign~~
11 ~~corporation, limited partnership, or limited liability company~~
12 ~~authorized to do business in this state having a business office~~
13 ~~identical with such registered office; and~~

14 (c) ~~A registered agent who shall not be appointed without having~~
15 ~~given prior written consent to the appointment. The written consent~~
16 ~~shall be filed with the secretary of state in such form as the~~
17 ~~secretary may prescribe. The written consent shall be filed with or as~~
18 ~~a part of the document first appointing)) a registered agent in~~
19 ~~accordance with part I, Article 4 of this act.~~

20 (2) A limited liability company may change its ((~~registered office~~
21 ~~or~~)) registered agent by delivering to the secretary of state for
22 filing a statement of change ((~~that sets forth:~~

23 (a) ~~The name of the limited liability company;~~

24 (b) ~~If the current registered office is to be changed, the street~~
25 ~~address of the new registered office in accord with subsection (1) of~~
26 ~~this section;~~

27 (c) ~~If the current registered agent is to be changed, the name of~~
28 ~~the new registered agent and the new agent's written consent, either on~~
29 ~~the statement or attached to it, to the appointment; and~~

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

33 (3) ((~~If~~)) A registered agent ((~~changes the street address of the~~
34 ~~agent's business office, the registered agent may change the street~~
35 ~~address of the registered office of any limited liability company for~~
36 ~~which the agent is the registered agent by notifying the limited~~
37 ~~liability company in writing of the change and signing, either manually~~
38 ~~or in facsimile, and delivering to the secretary of state for filing a~~

1 ~~statement that complies with the requirements of subsection (2) of this~~
2 ~~section and recites that the limited liability company has been~~
3 ~~notified of the change)) may change its information on file with the~~
4 ~~secretary of state in accordance with section 1408 or 1409 of this act.~~

5 (4) A registered agent may resign as agent by signing and
6 delivering to the secretary of state for filing a statement ((~~that the~~
7 ~~registered office is also discontinued. After filing the statement the~~
8 ~~secretary of state shall mail a copy of the statement to the limited~~
9 ~~liability company at its principal office. The agency appointment is~~
10 ~~terminated, and the registered office discontinued is so provided, on~~
11 ~~the thirty first day after the date on which the statement was filed))~~
12 ~~of resignation in accordance with section 1410 of this act.~~

13 **Sec. 7104.** RCW 25.15.025 and 1994 c 211 s 105 are each amended to
14 read as follows:

15 ((~~(1) A limited liability company's registered agent is its agent~~
16 ~~for)) Service of process, notice, or demand required or permitted by
17 law to be served on the limited liability company may be made in
18 ~~accordance with section 1412 of this act.~~~~

19 ((~~(2) The secretary of state shall be an agent of a limited~~
20 ~~liability company upon whom any such process, notice, or demand may be~~
21 ~~served if:~~

22 (a) ~~The limited liability company fails to appoint or maintain a~~
23 ~~registered agent in this state; or~~

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

26 (3) ~~Service on the secretary of state of any such process, notice,~~
27 ~~or demand shall be made by delivering to and leaving with the secretary~~
28 ~~of state, or with any duly authorized clerk of the secretary of state's~~
29 ~~office, the process, notice, or demand. In the event any such process,~~
30 ~~notice, or demand is served on the secretary of state, the secretary of~~
31 ~~state shall immediately cause a copy thereof to be forwarded by~~
32 ~~certified mail, addressed to the limited liability company at its~~
33 ~~principal place of business as it appears on the records of the~~
34 ~~secretary of state. Any service so had on the secretary of state shall~~
35 ~~be returnable in not less than thirty days.~~

36 (4) ~~The secretary of state shall keep a record of all processes,~~

1 notices, and demands served upon the secretary of state under this
2 section, and shall record therein the time of such service and the
3 secretary of state's action with reference thereto.

4 ~~(5) This section does not limit or affect the right to serve any~~
5 ~~process, notice, or demand required or permitted by law to be served~~
6 ~~upon a limited liability company in any other manner now or hereafter~~
7 ~~permitted by law.))~~

8 **Sec. 7105.** RCW 25.15.045 and 2001 c 251 s 32 are each amended to
9 read as follows:

10 (1) A person or group of persons licensed or otherwise legally
11 authorized to render professional services within this or any other
12 state may organize and become a member or members of a professional
13 limited liability company under the provisions of this chapter for the
14 purposes of rendering professional service. A "professional limited
15 liability company" is subject to all the provisions of chapter 18.100
16 RCW that apply to a professional corporation, and its managers,
17 members, agents, and employees shall be subject to all the provisions
18 of chapter 18.100 RCW that apply to the directors, officers,
19 shareholders, agents, or employees of a professional corporation,
20 except as provided otherwise in this section. Nothing in this section
21 prohibits a person duly licensed or otherwise legally authorized to
22 render professional services in any jurisdiction other than this state
23 from becoming a member of a professional limited liability company
24 organized for the purpose of rendering the same professional services.
25 Nothing in this section prohibits a professional limited liability
26 company from rendering professional services outside this state through
27 individuals who are not duly licensed or otherwise legally authorized
28 to render such professional services within this state. Persons
29 engaged in a profession and otherwise meeting the requirements of this
30 chapter may operate under this chapter as a professional limited
31 liability company so long as each member personally engaged in the
32 practice of the profession in this state is duly licensed or otherwise
33 legally authorized to practice the profession in this state and:

34 (a) At least one manager of the company is duly licensed or
35 otherwise legally authorized to practice the profession in this state;
36 or

1 (b) Each member in charge of an office of the company in this state
2 is duly licensed or otherwise legally authorized to practice the
3 profession in this state.

4 (2) If the company's members are required to be licensed to
5 practice such profession, and the company fails to maintain for itself
6 and for its members practicing in this state a policy of professional
7 liability insurance, bond, or other evidence of financial
8 responsibility of a kind designated by rule by the state insurance
9 commissioner and in the amount of at least one million dollars or a
10 greater amount as the state insurance commissioner may establish by
11 rule for a licensed profession or for any specialty within a
12 profession, taking into account the nature and size of the business,
13 then the company's members are personally liable to the extent that,
14 had the insurance, bond, or other evidence of responsibility been
15 maintained, it would have covered the liability in question.

16 (3) For purposes of applying the provisions of chapter 18.100 RCW
17 to a professional limited liability company, the terms "director" or
18 "officer" means manager, "shareholder" means member, "corporation"
19 means professional limited liability company, "articles of
20 incorporation" means certificate of formation, "shares" or "capital
21 stock" means a limited liability company interest, "incorporator" means
22 the person who executes the certificate of formation, and "bylaws"
23 means the limited liability company agreement.

24 (4) The name of a professional limited liability company must
25 ~~((contain either the words "Professional Limited Liability Company," or~~
26 ~~the words "Professional Limited Liability" and the abbreviation "Co.,"~~
27 ~~or the abbreviation "P.L.L.C." or "PLLC" provided that the name of a~~
28 ~~professional limited liability company organized to render dental~~
29 ~~services shall contain the full names or surnames of all members and no~~
30 ~~other word than "chartered" or the words "professional services" or the~~
31 ~~abbreviation "P.L.L.C." or "PLLC.")) comply with section 1302 of this~~
32 act.

33 (5) Subject to the provisions in article VII of this chapter, the
34 following may be a member of a professional limited liability company
35 and may be the transferee of the interest of an ineligible person or
36 deceased member of the professional limited liability company:

37 (a) A professional corporation, if its shareholders, directors, and
38 its officers other than the secretary and the treasurer, are licensed

1 or otherwise legally authorized to render the same specific
2 professional services as the professional limited liability company;
3 and

4 (b) Another professional limited liability company, if the managers
5 and members of both professional limited liability companies are
6 licensed or otherwise legally authorized to render the same specific
7 professional services.

8 (6)(a) Notwithstanding any other provision of this chapter, health
9 care professionals who are licensed or certified pursuant to chapters
10 18.06, 18.225, 18.22, 18.25, 18.29, 18.34, 18.35, 18.36A, 18.50, 18.53,
11 18.55, 18.57, 18.57A, 18.64, 18.71, 18.71A, 18.79, 18.83, 18.89,
12 18.108, and 18.138 RCW may own membership interests in and render their
13 individual professional services through one limited liability company
14 and are to be considered, for the purpose of forming a limited
15 liability company, as rendering the "same specific professional
16 services" or "same professional services" or similar terms.

17 (b) Notwithstanding any other provision of this chapter, health
18 care professionals who are regulated under chapters 18.59 and 18.74 RCW
19 may own membership interests in and render their individual
20 professional services through one limited liability company formed for
21 the sole purpose of providing professional services within their
22 respective scope of practice.

23 (c) Formation of a limited liability company under this subsection
24 does not restrict the application of the uniform disciplinary act under
25 chapter 18.130 RCW, or any applicable health care professional statutes
26 under Title 18 RCW, including but not limited to restrictions on
27 persons practicing a health profession without being appropriately
28 credentialed and persons practicing beyond the scope of their
29 credential.

30 **Sec. 7106.** RCW 25.15.070 and 2010 c 196 s 2 are each amended to
31 read as follows:

32 (1) In order to form a limited liability company, one or more
33 persons must execute a certificate of formation. The certificate of
34 formation shall be (~~filed in~~) delivered to the office of the
35 secretary of state for filing in accordance with part I, Article 2 of
36 this act and set forth:

37 (a) The name of the limited liability company;

1 (b) The ~~((address of the registered office and the))~~ name and
2 address of the registered agent for service of process required to be
3 maintained by RCW 25.15.020 and part I, Article 4 of this act;

4 (c) The address of the principal place of business of the limited
5 liability company;

6 (d) If the limited liability company is to have a specific date of
7 dissolution, the latest date on which the limited liability company is
8 to dissolve;

9 (e) If management of the limited liability company is vested in a
10 manager or managers, a statement to that effect;

11 (f) Any other matters the members decide to include therein; and

12 (g) The name and address of each person executing the certificate
13 of formation.

14 (2) Effect of filing:

15 (a) Unless a delayed effective date is specified in accordance with
16 section 1203 of this act, a limited liability company is formed when
17 its certificate of formation is filed by the secretary of state as
18 provided in part I, Article 2 of this act. (~~(A delayed effective date~~
19 ~~for a certificate of formation may be no later than the ninetieth day~~
20 ~~after the date it is filed.))~~)

21 (b) The secretary of state's filing of the certificate of formation
22 is conclusive proof that the persons executing the certificate
23 satisfied all conditions precedent to the formation.

24 (c) A limited liability company formed under this chapter shall be
25 a separate legal entity.

26 **Sec. 7107.** RCW 25.15.075 and 1994 c 211 s 202 are each amended to
27 read as follows:

28 (1) A certificate of formation is amended by ~~((filing))~~ delivering
29 a certificate of amendment thereto ~~((with))~~ to the secretary of state
30 for filing. The certificate of amendment shall set forth:

31 (a) The name of the limited liability company; and

32 (b) The amendment to the certificate of formation.

33 (2) A manager or, if there is no manager, then any member who
34 becomes aware that any statement in a certificate of formation was
35 false when made, or that any matter described has changed making the
36 certificate of formation false in any material respect, shall promptly
37 amend the certificate of formation.

1 (3) A certificate of formation may be amended at any time for any
2 other proper purpose.

3 (4) Unless (~~otherwise provided in this chapter or unless a later~~)
4 a delayed effective date (~~(which shall be a date not later than the~~
5 ~~ninetieth day after the date it is filed)~~) is provided for in the
6 certificate of amendment in accordance with section 1203 of this act,
7 a certificate of amendment shall be effective when filed by the
8 secretary of state as provided in part I, Article 2 of this act.

9 **Sec. 7108.** RCW 25.15.085 and 2010 c 196 s 3 are each amended to
10 read as follows:

11 (~~(1)~~) Each document required or permitted by this chapter to be
12 filed in the office of the secretary of state (~~shall~~) must comply
13 with the requirements of part I, Article 2 of this act and must be
14 executed in the following manner(~~, or in compliance with the rules~~
15 ~~established to facilitate electronic filing under RCW 25.15.007, except~~
16 ~~as set forth in RCW 25.15.105(4)(b)~~):

17 (~~(a)~~) (1) Each original certificate of formation must be signed
18 by the person or persons forming the limited liability company;

19 (~~(b)~~) (2) A reservation of name may be signed by any person;

20 (~~(c)~~) (3) A transfer of reservation of name must be signed by, or
21 on behalf of, the applicant for the reserved name;

22 (~~(d)~~) (4) A registration of name must be signed by any member or
23 manager of the foreign limited liability company;

24 (~~(e)~~) (5) A certificate of amendment or restatement must be
25 signed by at least one manager, or by a member if management of the
26 limited liability company is reserved to the members;

27 (~~(f)~~) (6) A certificate of dissolution must be signed by the
28 person or persons authorized to wind up the limited liability company's
29 affairs pursuant to RCW 25.15.295(3);

30 (~~(g)~~) (7) If a surviving domestic limited liability company is
31 filing articles of merger, the articles of merger must be signed by at
32 least one manager, or by a member if management of the limited
33 liability company is reserved to the members, or if the articles of
34 merger are being filed by a surviving foreign limited liability
35 company, limited partnership, or corporation, the articles of merger
36 must be signed by a person authorized by such foreign limited liability
37 company, limited partnership, or corporation; and

1 ~~((h))~~ (8) A foreign limited liability company's application for
2 registration as a foreign limited liability company doing business
3 within the state must be signed by any member or manager of the foreign
4 limited liability company.

5 ~~((2) Any person may sign a certificate, articles of merger,
6 limited liability company agreement, or other document by an attorney-
7 in fact or other person acting in a valid representative capacity, so
8 long as each document signed in such manner identifies the capacity in
9 which the signator signed.~~

10 ~~(3) The person executing the document shall sign it and state
11 beneath or opposite the signature the name of the person and capacity
12 in which the person signs. The document must be typewritten or
13 printed, and must meet such legibility or other standards as may be
14 prescribed by the secretary of state.~~

15 ~~(4) The execution of a certificate or articles of merger by any
16 person constitutes an affirmation under the penalties of perjury that
17 the facts stated therein are true.))~~

18 **Sec. 7109.** RCW 25.15.090 and 1994 c 211 s 205 are each amended to
19 read as follows:

20 (1) If a person required to execute a certificate required by this
21 chapter fails or refuses to do so, any other person who is adversely
22 affected by the failure or refusal may petition the superior courts to
23 direct the execution of the certificate under section 1210 of this act.
24 ~~((If the court finds that the execution of the certificate is proper
25 and that any person so designated has failed or refused to execute the
26 certificate, it shall order the secretary of state to record an
27 appropriate certificate.))~~

28 (2) If a person required to execute a limited liability company
29 agreement or amendment thereof fails or refuses to do so, any other
30 person who is adversely affected by the failure or refusal may petition
31 the superior courts to direct the execution of the limited liability
32 company agreement or amendment thereof. If the court finds that the
33 limited liability company agreement or amendment thereof should be
34 executed and that any person required to execute the limited liability
35 company agreement or amendment thereof has failed or refused to do so,
36 it shall enter an order granting appropriate relief.

1 **Sec. 7110.** RCW 25.15.095 and 2010 c 196 s 4 are each amended to
2 read as follows:

3 ~~((1) The original signed copy, together with a duplicate copy that~~
4 ~~may be either a signed, photocopied, or conformed copy, of the~~
5 ~~certificate of formation or any other document required to be filed~~
6 ~~pursuant to this chapter, except as set forth under RCW 25.15.105 or~~
7 ~~unless a duplicate is not required under rules adopted under RCW~~
8 ~~25.15.007, shall be delivered to the secretary of state. If the~~
9 ~~secretary of state determines that the documents conform to the filing~~
10 ~~provisions of this chapter, he or she shall, when all required filing~~
11 ~~fees have been paid:~~

12 ~~(a) Endorse on each signed original and duplicate copy the word~~
13 ~~"filed" and the date of its acceptance for filing;~~

14 ~~(b) Retain the signed original in the secretary of state's files;~~
15 ~~and~~

16 ~~(c) Return the duplicate copy to the person who filed it or the~~
17 ~~person's representative.~~

18 ~~(2) If the secretary of state is unable to make the determination~~
19 ~~required for filing by subsection (1) of this section at the time any~~
20 ~~documents are delivered for filing, the documents are deemed to have~~
21 ~~been filed at the time of delivery if the secretary of state~~
22 ~~subsequently determines that:~~

23 ~~(a) The documents as delivered conform to the filing provisions of~~
24 ~~this chapter; or~~

25 ~~(b) Within twenty days after notification of nonconformance is~~
26 ~~given by the secretary of state to the person who delivered the~~
27 ~~documents for filing or the person's representative, the documents are~~
28 ~~brought into conformance.~~

29 ~~(3) If the filing and determination requirements of this chapter~~
30 ~~are not satisfied completely within the time prescribed in subsection~~
31 ~~(2)(b) of this section, the documents shall not be filed.~~

32 ~~(4) Upon the filing of a certificate of amendment (or judicial~~
33 ~~decree of amendment) or restated certificate in the office of the~~
34 ~~secretary of state, or upon the future effective date or time of a~~
35 ~~certificate of amendment (or judicial decree thereof) or restated~~
36 ~~certificate, as provided for therein, the certificate of formation~~
37 ~~shall be amended or restated as set forth therein)) Section 1206 of~~
38 ~~this act governs the secretary of state's duty to file records~~

1 delivered to the secretary of state for filing, the manner and effect
2 of filing, and procedures that apply when the secretary of state
3 refuses to file a record.

4 **Sec. 7111.** RCW 25.15.100 and 1994 c 211 s 207 are each amended to
5 read as follows:

6 (1) A limited liability company may, whenever desired, integrate
7 into a single instrument all of the provisions of its certificate of
8 formation which are then in effect and operative as a result of there
9 having theretofore been filed with the secretary of state one or more
10 certificates or other instruments pursuant to any of the sections
11 referred to in this chapter and it may at the same time also further
12 amend its certificate of formation by adopting a restated certificate
13 of formation.

14 (2) If a restated certificate of formation merely restates and
15 integrates but does not amend the initial certificate of formation, as
16 theretofore amended or supplemented by any instrument that was executed
17 and filed pursuant to any of the sections in this chapter, it shall be
18 specifically designated in its heading as a "Restated Certificate of
19 Formation" together with such other words as the limited liability
20 company may deem appropriate and shall be executed by at least one
21 manager, or by a member if management of the limited liability company
22 is reserved to its members, and (~~filed as provided in RCW 25.15.095 in~~
23 ~~the office of~~) delivered to the secretary of state for filing in
24 accordance with part I, Article 2 of this act. If a restated
25 certificate restates and integrates and also amends in any respect the
26 certificate of formation, as theretofore amended or supplemented, it
27 shall be specifically designated in its heading as an "Amended and
28 Restated Certificate of Formation" together with such other words as
29 the limited liability company may deem appropriate and shall be
30 executed by at least one manager, or by a member if management of the
31 limited liability company is reserved to its members, and (~~filed as~~
32 ~~provided in RCW 25.15.095 in the office of~~) delivered to the secretary
33 of state for filing in accordance with part I, Article 2 of this act.

34 (3) A restated certificate of formation shall state, either in its
35 heading or in an introductory paragraph, the limited liability
36 company's present name, and, if it has been changed, the name under
37 which it was originally filed, and the date of filing of its original

1 certificate of formation (~~with~~) by the secretary of state, and the
2 future effective date (~~which shall be a date not later than the~~
3 ~~ninetieth day after the date it is filed~~) of the restated certificate,
4 which must comply with section 1203 of this act, if it is not to be
5 effective upon the filing of the restated certificate. A restated
6 certificate shall also state that it was duly executed and is being
7 (~~filed~~) delivered to the secretary of state for filing in accordance
8 with this section and part I, Article 2 of this act. If a restated
9 certificate only restates and integrates and does not further amend a
10 limited liability company's certificate of formation as theretofore
11 amended or supplemented and there is no discrepancy between those
12 provisions and the restated certificate, it shall state that fact as
13 well.

14 (4) Upon the filing of a restated certificate of formation (~~with~~)
15 by the secretary of state, or upon the future effective date or time of
16 a restated certificate of formation as provided for therein, the
17 initial certificate of formation, as theretofore amended or
18 supplemented, shall be superseded; thenceforth, the restated
19 certificate of formation, including any further amendment or changes
20 made thereby, shall be the certificate of formation of the limited
21 liability company, but the original effective date of formation shall
22 remain unchanged.

23 (5) Any amendment or change effected in connection with the
24 restatement and integration of the certificate of formation shall be
25 subject to any other provision of this chapter, not inconsistent with
26 this section, which would apply if a separate certificate of amendment
27 were filed to effect such amendment or change.

28 **Sec. 7112.** RCW 25.15.105 and 2010 1st sp.s. c 29 s 8 are each
29 amended to read as follows:

30 (~~(1)~~) Each domestic limited liability company, and each foreign
31 limited liability company authorized to transact business in this
32 state, must deliver to the secretary of state for filing, both initial
33 and annual reports (~~that set forth~~:

34 ~~(a) The name of the company and the state or country under whose~~
35 ~~law it is organized;~~

36 ~~(b) The street address of its registered office and the name of its~~
37 ~~registered agent at that office in this state;~~

1 ~~(c) In the case of a foreign company, the address of its principal~~
2 ~~office in the state or country under the laws of which it is organized;~~

3 ~~(d) The address of the principal place of business of the company~~
4 ~~in this state;~~

5 ~~(e) The names and addresses of the company's members, or if the~~
6 ~~management of the company is vested in a manager or managers, then the~~
7 ~~name and address of its manager or managers; and~~

8 ~~(f) A brief description of the nature of its business.~~

9 ~~(2) Information in an initial report or an annual report must be~~
10 ~~current as of the date the report is executed on behalf of the company.~~

11 ~~(3) A company's initial report must be delivered to the secretary~~
12 ~~of state within one hundred twenty days of the date on which a domestic~~
13 ~~company's certificate of formation was filed, or on which a foreign~~
14 ~~company's application for registration was submitted. Subsequent~~
15 ~~annual reports must be delivered to the secretary of state on a date~~
16 ~~determined by the secretary of state, and at such additional times as~~
17 ~~the company elects.~~

18 ~~(4)(a) The secretary of state may allow a company to file an~~
19 ~~initial or annual report through electronic means. If allowed, the~~
20 ~~secretary of state must adopt rules detailing the circumstances under~~
21 ~~which the electronic filing of the reports is permitted and how the~~
22 ~~reports may be filed.~~

23 ~~(b) For purposes of this section only, a person executing an~~
24 ~~electronically filed annual report may deliver the report to the office~~
25 ~~of the secretary of state without a signature and without an exact or~~
26 ~~conformed copy, but the person's name must appear in the electronic~~
27 ~~filing as the person executing the filing, and the filing must state~~
28 ~~the capacity in which the person is executing the filing)) in~~
29 ~~accordance with section 1213 of this act.~~

30 **Sec. 7113.** RCW 25.15.270 and 2010 c 196 s 5 are each amended to
31 read as follows:

32 A limited liability company is dissolved and its affairs shall be
33 wound up upon the first to occur of the following:

34 (1)(a) The dissolution date, if any, specified in the certificate
35 of formation. If a dissolution date is not specified in the
36 certificate of formation, the limited liability company's existence
37 will continue until the first to occur of the events described in

1 subsections (2) through (6) of this section. If a dissolution date is
2 specified in the certificate of formation, the certificate of formation
3 may be amended and the existence of the limited liability company may
4 be extended by vote of all the members.

5 (b) This subsection does not apply to a limited liability company
6 formed under RCW 30.08.025 or 32.08.025;

7 (2) The happening of events specified in a limited liability
8 company agreement;

9 (3) The written consent of all members;

10 (4) Unless the limited liability company agreement provides
11 otherwise, ninety days following an event of dissociation of the last
12 remaining member, unless those having the rights of assignees in the
13 limited liability company under RCW 25.15.130(1) have, by the ninetieth
14 day, voted to admit one or more members, voting as though they were
15 members, and in the manner set forth in RCW 25.15.120(1);

16 (5) The entry of a decree of judicial dissolution under RCW
17 25.15.275; or

18 (6) The administrative dissolution of the limited liability company
19 by the secretary of state under ((RCW 25.15.285(2))) section 1602 of
20 this act, unless the limited liability company is reinstated by the
21 secretary of state under ((RCW 25.15.290)) section 1603 of this act.

22 **Sec. 7114.** RCW 25.15.280 and 1995 c 337 s 20 are each amended to
23 read as follows:

24 The secretary of state may commence a proceeding ((under RCW
25 25.15.285)) to administratively dissolve a limited liability company
26 ((if:

27 (1) ~~The limited liability company does not pay any license fees or~~
28 ~~penalties, imposed by this chapter, when they become due;~~

29 (2) ~~The limited liability company does not deliver its completed~~
30 ~~initial report or annual report to the secretary of state when it is~~
31 ~~due;~~

32 (3) ~~The limited liability company is without a registered agent or~~
33 ~~registered office in this state for sixty days or more; or~~

34 (4) ~~The limited liability company does not notify the secretary of~~
35 ~~state within sixty days that its registered agent or registered office~~
36 ~~has been changed, that its registered agent has resigned, or that its~~

1 ~~registered office has been discontinued))~~ under the circumstances
2 provided in section 1601 of this act.

3 **Sec. 7115.** RCW 25.15.285 and 1994 c 211 s 804 are each amended to
4 read as follows:

5 ~~((1) If))~~ A limited liability company may be administratively
6 dissolved by the secretary of state ~~((determines that one or more~~
7 ~~grounds exist under RCW 25.15.280 for dissolving a limited liability~~
8 ~~company, the secretary of state shall give the limited liability~~
9 ~~company written notice of the determination by first class mail,~~
10 ~~postage prepaid, reciting the grounds therefor. Notice shall be sent~~
11 ~~to the address of the principal place of business of the limited~~
12 ~~liability company as it appears in the records of the secretary of~~
13 ~~state.~~

14 ~~(2) If the limited liability company does not correct each ground~~
15 ~~for dissolution or demonstrate to the reasonable satisfaction of the~~
16 ~~secretary of state that each ground determined by the secretary of~~
17 ~~state does not exist within sixty days after notice is sent, the~~
18 ~~limited liability company is thereupon dissolved. The secretary of~~
19 ~~state shall give the limited liability company written notice of the~~
20 ~~dissolution that recites the ground or grounds therefor and its~~
21 ~~effective date.~~

22 ~~(3) A limited liability company administratively dissolved~~
23 ~~continues its existence but may not carry on any business except as~~
24 ~~necessary to wind up and liquidate its business and affairs.~~

25 ~~(4) The administrative dissolution of a limited liability company~~
26 ~~does not terminate the authority of its registered agent))~~ under the
27 procedures specified in section 1602 of this act.

28 **Sec. 7116.** RCW 25.15.290 and 2010 c 196 s 7 are each amended to
29 read as follows:

30 ~~((1))~~ A limited liability company that has been administratively
31 dissolved under ~~((RCW 25.15.285))~~ section 1602 of this act may apply to
32 the secretary of state for reinstatement ~~((within five years after the~~
33 ~~effective date of dissolution. The application must be delivered to~~
34 ~~the secretary of state for filing and state:~~

35 ~~(a) The name of the limited liability company and the effective~~
36 ~~date of its administrative dissolution;~~

1 ~~(b) That the ground or grounds for dissolution either did not exist~~
2 ~~or have been eliminated; and~~

3 ~~(c) That the limited liability company's name satisfies the~~
4 ~~requirements of RCW 25.15.010.~~

5 ~~(2) If the secretary of state determines that an application~~
6 ~~contains the information required by subsection (1) of this section and~~
7 ~~that the name is available, the secretary of state shall reinstate the~~
8 ~~limited liability company and give the limited liability company~~
9 ~~written notice, as provided in RCW 25.15.285(1), of the reinstatement~~
10 ~~that recites the effective date of reinstatement. If the name is not~~
11 ~~available, the limited liability company must file with its application~~
12 ~~for reinstatement an amendment to its certificate of formation~~
13 ~~reflecting a change of name.~~

14 ~~(3) When reinstatement becomes effective, it relates back to and~~
15 ~~takes effect as of the effective date of the administrative dissolution~~
16 ~~and the limited liability company may resume carrying on its activities~~
17 ~~as if the administrative dissolution had never occurred)) in accordance~~
18 ~~with section 1603 of this act.~~

19 **Sec. 7117.** RCW 25.15.293 and 2010 c 196 s 8 are each amended to
20 read as follows:

21 (1) A limited liability company dissolved under RCW 25.15.270 (2)
22 or (3) that has filed a certificate of dissolution under RCW 25.15.273
23 may revoke its dissolution within one hundred twenty days of filing its
24 certificate of dissolution.

25 (2)(a) Except as provided in (b) of this subsection, revocation of
26 dissolution must be approved in the same manner as the dissolution was
27 approved unless that approval permitted revocation in some other
28 manner, in which event the dissolution may be revoked in the manner
29 permitted.

30 (b) If dissolution occurred upon the happening of events specified
31 in the limited liability company agreement, revocation of dissolution
32 must be approved in the manner necessary to amend the provisions of the
33 limited liability company agreement specifying the events of
34 dissolution.

35 (3) After the revocation of dissolution is approved, the limited
36 liability company may revoke the dissolution and the certificate of

1 dissolution by delivering to the secretary of state for filing a
2 certificate of revocation of dissolution that sets forth:

3 (a) The name of the limited liability company and a statement that
4 the name satisfies the requirements of ((RCW 25.15.010)) part I,
5 Article 3 of this act; if the name is not available, the limited
6 liability company must ((file)) deliver to the secretary of state for
7 filing a certificate of amendment changing its name with the
8 certificate of revocation of dissolution;

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

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

11 (d) If the limited liability company's managers revoked the
12 dissolution, a statement to that effect;

13 (e) If the limited liability company's managers revoked a
14 dissolution approved by the company's members, a statement that
15 revocation was permitted by action by the managers alone pursuant to
16 that approval; and

17 (f) If member approval was required to revoke the dissolution, a
18 statement that revocation of the dissolution was duly approved by the
19 members in accordance with subsection (2) of this section.

20 (4) Revocation of dissolution and revocation of the certificate of
21 dissolution are effective upon the filing of the certificate of
22 revocation of dissolution.

23 (5) When the revocation of dissolution and revocation of the
24 certificate of dissolution are effective, they relate back to and take
25 effect as of the effective date of the dissolution and the limited
26 liability company resumes carrying on its activities as if the
27 dissolution had never occurred.

28 **Sec. 7118.** RCW 25.15.310 and 1995 c 337 s 21 are each amended to
29 read as follows:

30 ~~((1) Subject to the Constitution of the state of Washington:~~

31 ~~(a) The laws of the state, territory, possession, or other~~
32 ~~jurisdiction or country under which a foreign limited liability company~~
33 ~~is organized govern its organization and internal affairs and the~~
34 ~~liability of its members and managers; and~~

35 ~~(b) A foreign limited liability company may not be denied~~
36 ~~registration by reason of any difference between those laws and the~~
37 ~~laws of this state.~~

1 ~~(2) A foreign limited liability company is subject to RCW 25.15.030~~
2 ~~and, notwithstanding subsection (1)(a) of this section, a foreign~~
3 ~~limited liability company rendering professional services in this state~~
4 ~~is also subject to RCW 25.15.045(2).~~

5 ~~(3) A foreign limited liability company and its members and~~
6 ~~managers doing business in this state thereby submit to personal~~
7 ~~jurisdiction of the courts of this state and are subject to RCW~~
8 ~~25.15.125))~~ A foreign limited liability company registered to do
9 business in this state is subject to section 1501 of this act relating
10 to the effect of registration and the governing law for registered
11 foreign limited liability companies.

12 **Sec. 7119.** RCW 25.15.315 and 1994 c 211 s 902 are each amended to
13 read as follows:

14 Before doing business in this state, a foreign limited liability
15 company shall register with the secretary of state(~~(. In order to~~
16 ~~register, a foreign limited liability company shall submit to the~~
17 ~~secretary of state, an application for registration as a foreign~~
18 ~~limited liability company executed by any member or manager of the~~
19 ~~foreign limited liability company, setting forth:~~

20 ~~(1) The name of the foreign limited liability company and, if~~
21 ~~different, the name under which it proposes to register and do business~~
22 ~~in this state;~~

23 ~~(2) The state, territory, possession, or other jurisdiction or~~
24 ~~country where formed, the date of its formation and a duly~~
25 ~~authenticated statement from the secretary of state or other official~~
26 ~~having custody of limited liability company records in the jurisdiction~~
27 ~~under whose law it was formed, that as of the date of filing the~~
28 ~~foreign limited liability company validly exists as a limited liability~~
29 ~~company under the laws of the jurisdiction of its formation;~~

30 ~~(3) The nature of the business or purposes to be conducted or~~
31 ~~promoted in this state;~~

32 ~~(4) The address of the registered office and the name and address~~
33 ~~of the registered agent for service of process required to be~~
34 ~~maintained by RCW 25.15.325(2);~~

35 ~~(5) The address of the principal place of business of the foreign~~
36 ~~limited liability company;~~

1 ~~(6) A statement that the secretary of state is appointed the agent~~
2 ~~of the foreign limited liability company for service of process under~~
3 ~~the circumstances set forth in RCW 25.15.355(2); and~~

4 ~~(7) The date on which the foreign limited liability company first~~
5 ~~did, or intends to do, business in this state)) in accordance with part~~
6 ~~I, Article 5 of this act.~~

7 **Sec. 7120.** RCW 25.15.325 and 2009 c 188 s 1411 are each amended to
8 read as follows:

9 (1) A foreign limited liability company may register with the
10 secretary of state under any name (~~((whether or not it is the name~~
11 ~~under which it is registered in the jurisdiction of its formation) that~~
12 ~~includes the words "Limited Liability Company," the words "Limited~~
13 ~~Liability" and the abbreviation "Co.," or the abbreviation "L.L.C." or~~
14 ~~"LLC" and that could be registered by a domestic limited liability~~
15 ~~company. A foreign limited liability company may apply to the~~
16 ~~secretary of state for authorization to use a name which is not~~
17 ~~distinguishable upon the records of the office of the secretary of~~
18 ~~state from the names described in RCW 23B.04.010 and 25.10.061, and the~~
19 ~~names of any domestic or foreign limited liability company reserved,~~
20 ~~registered, or formed under the laws of this state. The secretary of~~
21 ~~state shall authorize use of the name applied for if the other~~
22 ~~corporation, limited liability company, limited liability partnership,~~
23 ~~or limited partnership consents in writing to the use and files with~~
24 ~~the secretary of state documents necessary to change its name, or the~~
25 ~~name reserved or registered to a name that is distinguishable upon the~~
26 ~~records of the secretary of state from the name of the applying foreign~~
27 ~~limited liability company)) that complies with the provisions of~~
28 ~~section 1506 of this act and part I, Article 3 of this act.~~

29 (2) Each foreign limited liability company shall continuously
30 maintain in this state(÷

31 ~~(a) A registered office, which may but need not be a place of its~~
32 ~~business in this state. The registered office shall be at a specific~~
33 ~~geographic location in this state, and be identified by number, if any,~~
34 ~~and street, or building address or rural route, or, if a commonly known~~
35 ~~street or rural route address does not exist, by legal description. A~~
36 ~~registered office may not be identified by post office box number or~~
37 ~~other nongeographic address. For purposes of communicating by mail,~~

1 ~~the secretary of state may permit the use of a post office address in~~
2 ~~conjunction with the registered office address if the foreign limited~~
3 ~~liability company also maintains on file the specific geographic~~
4 ~~address of the registered office where personal service of process may~~
5 ~~be made;~~

6 ~~(b) A registered agent for service of process on the foreign~~
7 ~~limited liability company, which agent may be either an individual~~
8 ~~resident of this state whose business office is identical with the~~
9 ~~foreign limited liability company's registered office, or a domestic~~
10 ~~corporation, a limited partnership or limited liability company, or a~~
11 ~~foreign corporation authorized to do business in this state having a~~
12 ~~business office identical with such registered office; and~~

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

24 (3) A foreign limited liability company may change its ((registered
25 office or)) registered agent by delivering to the secretary of state
26 for filing a statement of change ((that sets forth:

27 (a) The name of the foreign limited liability company;

28 (b) If the current registered office is to be changed, the street
29 address of the new registered office in accord with subsection (2)(a)
30 of this section;

31 (c) If the current registered agent is to be changed, the name of
32 the new registered agent and the new agent's written consent, either on
33 the statement or attached to it, to the appointment; and

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

37 (4) ((If)) A registered agent ((changes the street address of the
38 agent's business office, the registered agent may change the street

1 ~~address of the registered office of any foreign limited liability~~
2 ~~company for which the agent is the registered agent by notifying the~~
3 ~~foreign limited liability company in writing of the change and signing,~~
4 ~~either manually or in facsimile, and delivering to the secretary of~~
5 ~~state for filing a statement that complies with the requirements of~~
6 ~~subsection (3) of this section and recites that the foreign limited~~
7 ~~liability company has been notified of the change)) of a foreign~~
8 ~~limited liability company may change its information on file with the~~
9 ~~secretary of state in accordance with section 1408 or 1409 of this act.~~

10 (5) A registered agent of any foreign limited liability company may
11 resign as agent by signing and delivering to the secretary of state for
12 filing a statement (~~(that the registered office is also discontinued.~~
13 ~~After filing the statement the secretary of state shall mail a copy of~~
14 ~~the statement to the foreign limited liability company at its principal~~
15 ~~place of business shown in its application for certificate of~~
16 ~~registration if no annual report has been filed. The agency~~
17 ~~appointment is terminated, and the registered office discontinued if so~~
18 ~~provided, on the thirty first day after the date on which the statement~~
19 ~~was filed)) of resignation in accordance with section 1410 of this act.~~

20 **Sec. 7121.** RCW 25.15.330 and 1994 c 211 s 905 are each amended to
21 read as follows:

22 (~~(If any statement in the application for registration of a foreign~~
23 ~~limited liability company was false when made or any arrangements or~~
24 ~~other facts described have changed, making the application false in any~~
25 ~~respect, the foreign limited liability company shall promptly file in~~
26 ~~the office of the secretary of state a certificate, executed by any~~
27 ~~member or manager, correcting such statement)) A registered foreign~~
28 ~~limited liability company must amend its foreign registration statement~~
29 ~~under the circumstances specified in section 1504 of this act.~~

30 **Sec. 7122.** RCW 25.15.335 and 1994 c 211 s 906 are each amended to
31 read as follows:

32 (~~(1))~~) A foreign limited liability company may (~~(cancel))~~) withdraw
33 its registration by (~~(filing with))~~) delivering to the secretary of
34 state for filing a (~~(certificate of cancellation, executed by any~~
35 ~~member or manager. A cancellation does not terminate the authority of~~

1 ~~the secretary of state to accept service of process on the foreign~~
2 ~~limited liability company with respect to causes of action arising out~~
3 ~~of the doing of business in this state.~~

4 ~~(2) The certificate of cancellation shall set forth:~~

5 ~~(a) The name of the foreign limited liability company;~~

6 ~~(b) The date of filing of its certificate of registration;~~

7 ~~(c) The reason for filing the certificate of cancellation;~~

8 ~~(d) The future effective date (not later than the ninetieth day~~
9 ~~after the date it is filed) of cancellation if it is not to be~~
10 ~~effective upon filing of the certificate;~~

11 ~~(e) The address to which service of process may be forwarded; and~~

12 ~~(f) Any other information the person filing the certificate of~~
13 ~~cancellation desires)) statement of withdrawal in accordance with~~
14 ~~section 1507 of this act.~~

15 **Sec. 7123.** RCW 25.15.340 and 2010 c 196 s 12 are each amended to
16 read as follows:

17 ~~((1)) A foreign limited liability company doing business in this~~
18 ~~state ((may not maintain any action, suit, or proceeding in this state~~
19 ~~until it has registered in this state, and has paid to this state all~~
20 ~~fees and penalties for the years or parts thereof, during which it did~~
21 ~~business in this state without having registered.~~

22 ~~(2) Neither the failure of a foreign limited liability company to~~
23 ~~register in this state nor the issuance of a certificate of~~
24 ~~cancellation with respect to a foreign limited liability company's~~
25 ~~registration in this state impairs:~~

26 ~~(a) The validity of any contract or act of the foreign limited~~
27 ~~liability company;~~

28 ~~(b) The right of any other party to the contract to maintain any~~
29 ~~action, suit, or proceeding on the contract; or~~

30 ~~(c) The foreign limited liability company from defending any~~
31 ~~action, suit, or proceeding in any court of this state.~~

32 ~~(3) A member or a manager of a foreign limited liability company is~~
33 ~~not liable for the obligations of the foreign limited liability company~~
34 ~~solely by reason of the limited liability company's having done~~
35 ~~business in this state without registration)) without registering with~~
36 ~~the secretary of state is subject to section 1502 of this act.~~

1 **Sec. 7124.** RCW 25.15.345 and 1994 c 211 s 908 are each amended to
2 read as follows:

3 ~~((The superior courts shall have jurisdiction to enjoin any foreign~~
4 ~~limited liability company, or any agent thereof, from doing any~~
5 ~~business in this state if such foreign limited liability company has~~
6 ~~failed to register under this article or if such foreign limited~~
7 ~~liability company has secured a certificate of registration from the~~
8 ~~secretary of state under RCW 25.15.320 on the basis of false or~~
9 ~~misleading representations. The secretary of state shall, upon the~~
10 ~~secretary's own motion or upon the relation of proper parties, proceed~~
11 ~~for this purpose by complaint in any county in which such foreign~~
12 ~~limited liability company is doing or has done business)) A foreign~~
13 ~~limited liability company may be enjoined from doing business in this~~
14 ~~state under section 1512 of this act.~~

15 **Sec. 7125.** RCW 25.15.350 and 1994 c 211 s 909 are each amended to
16 read as follows:

17 ~~((1) The following activities, among others,)) A nonexhaustive~~
18 ~~list of activities that do not constitute transacting business ((within~~
19 ~~the meaning of this article:~~

20 ~~(a) Maintaining or defending any action or suit or any~~
21 ~~administrative or arbitration proceeding, or effecting the settlement~~
22 ~~thereof or the settlement of claims or disputes;~~

23 ~~(b) Holding meetings of the members, or managers if any, or~~
24 ~~carrying on other activities concerning internal limited liability~~
25 ~~company affairs;~~

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

29 ~~(d) Maintaining offices or agencies for the transfer, exchange, and~~
30 ~~registration of the foreign limited liability company's own securities~~
31 ~~or interests or maintaining trustees or depositaries with respect to~~
32 ~~those securities or interests;~~

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

34 ~~(f) Soliciting or procuring orders, whether by mail or through~~
35 ~~employees or agents or otherwise, where the orders require acceptance~~
36 ~~outside this state before becoming binding contracts and where the~~

1 ~~contracts do not involve any local performance other than delivery and~~
2 ~~installation;~~

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

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

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

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

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

12 ~~(l) Owning a controlling interest in a corporation or a foreign~~
13 ~~corporation that transacts business within this state;~~

14 ~~(m) Participating as a limited partner of a domestic or foreign~~
15 ~~limited partnership that transacts business within this state; or~~

16 ~~(n) Participating as a member or a manager of a domestic or foreign~~
17 ~~limited liability company that transacts business within this state.~~

18 ~~(2) The list of activities in subsection (1) of this section is not~~
19 ~~exhaustive)) in this state is provided in section 1505 of this act.~~

20 **Sec. 7126.** RCW 25.15.355 and 1994 c 211 s 910 are each amended to
21 read as follows:

22 ~~((1) A foreign limited liability company's registered agent is its~~
23 ~~agent for)) Service of process, notice, or demand required or permitted~~
24 ~~by law to be served on the foreign limited liability company may be~~
25 ~~made in accordance with section 1412 of this act.~~

26 ~~((2) The secretary of state shall be an agent of a foreign limited~~
27 ~~liability company upon whom any such process, notice, or demand may be~~
28 ~~served if:~~

29 ~~(a) The foreign limited liability company fails to appoint or~~
30 ~~maintain a registered agent in this state; or~~

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

33 ~~(3) Service on the secretary of state of any such process, notice,~~
34 ~~or demand shall be made by delivering to and leaving with the secretary~~
35 ~~of state, or with any duly authorized clerk of the secretary of state's~~
36 ~~office, the process, notice, or demand. In the event any such process,~~
37 ~~notice, or demand is served on the secretary of state, the secretary of~~

1 state shall immediately cause a copy thereof to be forwarded by
2 certified mail, addressed to the foreign limited liability company at
3 the address of its principal place of business as it appears on the
4 records of the secretary of state. Any service so had on the secretary
5 of state shall be returnable in not less than thirty days.

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

10 (5) This section does not limit or affect the right to serve any
11 process, notice, or demand required or permitted by law to be served
12 upon a foreign limited liability company in any other manner now or
13 hereafter permitted by law.))

14 **Sec. 7127.** RCW 25.15.360 and 1994 c 211 s 911 are each amended to
15 read as follows:

16 ((1)) Any foreign limited liability company which shall do
17 business in this state without having registered under ((RCW
18 25.15.315)) part I, Article 2 of this act shall be deemed to have
19 thereby ((appointed and constituted the secretary of state its agent
20 for the acceptance)) consented to service of legal process in
21 accordance with section 1412 of this act in any civil action, suit, or
22 proceeding against it in any state or federal court in this state
23 arising or growing out of any business done by it within this state.
24 The doing of business in this state by such foreign limited liability
25 company shall be a signification of the agreement of such foreign
26 limited liability company that any such process when so served shall be
27 of the same legal force and validity as if served upon a registered
28 agent personally within this state.

29 ((2) In the event of service upon the secretary of state in
30 accordance with subsection (1) of this section, the secretary of state
31 shall forthwith notify the foreign limited liability company thereof by
32 letter, certified mail, return receipt requested, directed to the
33 foreign limited liability company at the address furnished to the
34 secretary of state by the plaintiff in such action, suit, or
35 proceeding. Such letter shall enclose a copy of the process and any
36 other papers served upon the secretary of state. It shall be the duty

1 of the plaintiff in the event of such service to serve process and any
2 other papers in duplicate, to notify the secretary of state that
3 service is being made pursuant to this subsection.))

4 **Sec. 7128.** RCW 25.15.365 and 1996 c 231 s 11 are each amended to
5 read as follows:

6 The secretary of state may (~~commence a proceeding under section 11~~
7 ~~of this act to revoke~~) terminate the registration of a foreign limited
8 liability company (~~authorized to transact business~~) registered in
9 this state (~~if:~~

10 (1) ~~The foreign limited liability company is without a registered~~
11 ~~agent or registered office in this state for sixty days or more;~~

12 (2) ~~The foreign limited liability company does not inform the~~
13 ~~secretary of state under RCW 25.15.330 that its registered agent or~~
14 ~~registered office has changed, that its registered agent has resigned,~~
15 ~~or that its registered office has been discontinued within sixty days~~
16 ~~of the change, resignation, or discontinuance;~~

17 (3) ~~A manager or other agent of the foreign limited liability~~
18 ~~company signed a document knowing it was false in any material respect~~
19 ~~with intent that the document be delivered to the secretary of state~~
20 ~~for filing; or~~

21 (4) ~~The secretary of state receives a duly authenticated~~
22 ~~certificate from the secretary of state or other official having~~
23 ~~custody of limited liability company records in the jurisdiction under~~
24 ~~which the foreign limited liability company was organized stating that~~
25 ~~the foreign limited liability company has been dissolved or its~~
26 ~~certificate or articles of formation canceled)) under the circumstances
27 specified in section 1511 of this act.~~

28 **Sec. 7129.** RCW 25.15.366 and 1996 c 231 s 12 are each amended to
29 read as follows:

30 (~~(1) If the secretary of state determines that one or more grounds~~
31 ~~exist under section 10 of this act for revocation of a foreign limited~~
32 ~~liability company's registration, the secretary of state shall give the~~
33 ~~foreign limited liability company written notice of the determination~~
34 ~~by first-class mail, postage prepaid, stating in the notice the ground~~
35 ~~or grounds for and effective date of the secretary of state's~~

1 ~~determination, which date shall not be earlier than the date on which~~
2 ~~the notice is mailed.~~

3 ~~(2) If the foreign limited liability company does not correct each~~
4 ~~ground for revocation or demonstrate to the reasonable satisfaction of~~
5 ~~the secretary of state that each ground determined by the secretary of~~
6 ~~state does not exist within sixty days after notice is effective, the~~
7 ~~secretary of state shall revoke the foreign limited liability company's~~
8 ~~registration by signing a certificate of revocation that recites the~~
9 ~~ground or grounds for revocation and its effective date. The secretary~~
10 ~~of state shall file the original of the certificate and mail a copy to~~
11 ~~the foreign limited liability company.~~

12 ~~(3) Documents to be mailed by the secretary of state to a foreign~~
13 ~~limited liability company for which provision is made in this section~~
14 ~~shall be sent to the foreign limited liability company at the address~~
15 ~~of the agent for service of process contained in the application or~~
16 ~~certificate of this limited liability company which is most recently~~
17 ~~filed with the secretary of state.~~

18 ~~(4) The authority of a foreign limited liability company to~~
19 ~~transact business in this state ceases on the date shown on the~~
20 ~~certificate revoking its registration.~~

21 ~~(5) The secretary of state's revocation of a foreign limited~~
22 ~~liability company's registration appoints the secretary of state the~~
23 ~~foreign limited liability company's agent for service of process in any~~
24 ~~proceeding based on a cause of action which arose during the time the~~
25 ~~foreign limited liability company was authorized to transact business~~
26 ~~in this state.~~

27 ~~(6) Revocation of a foreign limited liability company's~~
28 ~~registration does not terminate the authority of the registered agent~~
29 ~~of the foreign limited liability company)) The secretary of state may~~
30 ~~terminate the registration of a foreign limited liability company under~~
31 ~~the procedures specified in section 1511 of this act.~~

32 **Sec. 7130.** RCW 25.15.395 and 1998 c 103 s 1319 are each amended to
33 read as follows:

34 (1) One or more domestic limited liability companies may merge with
35 one or more domestic partnerships, domestic limited partnerships,
36 domestic limited liability companies, or domestic corporations pursuant
37 to a plan of merger approved or adopted as provided in RCW 25.15.400.

1 (2) The plan of merger must set forth:
2 (a) The name of each partnership, limited liability company,
3 limited partnership, and corporation planning to merge and the name of
4 the surviving partnership, limited liability company, limited
5 partnership, or corporation into which the other partnership, limited
6 liability company, limited partnership, or corporation plans to merge;
7 (b) The terms and conditions of the merger; and
8 (c) The manner and basis of converting the interests of each member
9 of each limited liability company, the partnership interests in each
10 partnership or limited partnership, and the shares of each corporation
11 party to the merger into the interests, shares, obligations, or other
12 securities of the surviving or any other partnership, limited liability
13 company, limited partnership, or corporation or into cash or other
14 property in whole or part.
15 (3) The plan of merger may set forth:
16 (a) Amendments to the certificate of formation of the surviving
17 limited liability company;
18 (b) Amendments to the certificate of limited partnership of the
19 surviving limited partnership;
20 (c) Amendments to the articles of incorporation of the surviving
21 corporation; and
22 (d) Other provisions relating to the merger.
23 (4) If the plan of merger does not specify a delayed effective
24 date, it shall become effective upon the filing of articles of merger
25 as provided in section 1203 of this act. (~~((If the))~~) A plan of merger
26 (~~((specifies))~~) may specify a delayed effective time and date(~~(, the plan~~
27 ~~of merger becomes effective at the time and date specified. If the~~
28 ~~plan of merger specifies a delayed effective date but no time is~~
29 ~~specified, the plan of merger is effective at the close of business on~~
30 ~~that date. A delayed effective date for a plan of merger may not be~~
31 ~~later than the ninetieth day after the date it is filed))~~) in accordance
32 with section 1203 of this act.

33 **Sec. 7131.** RCW 25.15.415 and 2009 c 188 s 1415 are each amended to
34 read as follows:

35 (1) One or more foreign partnerships, one or more foreign limited
36 liability companies, one or more foreign limited partnerships, and one

1 or more foreign corporations may merge with one or more domestic
2 partnerships, domestic limited liability companies, domestic limited
3 partnerships, or domestic corporations if:

4 (a) The merger is permitted by the law of the jurisdiction under
5 which each foreign limited liability company was formed, each foreign
6 partnership or foreign limited partnership was organized, and each
7 foreign corporation was incorporated, and each foreign limited
8 liability company, foreign partnership, foreign limited partnership,
9 and foreign corporation complies with that law in effecting the merger;

10 (b) The surviving entity complies with RCW 25.15.405 and 25.05.380;

11 (c) Each domestic limited liability company complies with RCW
12 25.15.400;

13 (d) Each domestic limited partnership complies with RCW 25.10.781;
14 and

15 (e) Each domestic corporation complies with RCW 23B.11.080.

16 (2) Upon the merger taking effect, a surviving foreign limited
17 liability company, limited partnership, or corporation (~~is deemed to~~
18 ~~appoint the secretary of state as its agent for service of~~) may be
19 served with process in accordance with section 1412 of this act in a
20 proceeding to enforce any obligation or the rights of dissenting
21 partners or shareholders of each domestic limited liability company,
22 domestic limited partnership, or domestic corporation party to the
23 merger.

24 **Sec. 7132.** RCW 25.15.475 and 1994 c 211 s 1211 are each amended to
25 read as follows:

26 (1) If a demand for payment under RCW 25.15.450 remains unsettled,
27 the limited liability company shall commence a proceeding within sixty
28 days after receiving the payment demand and petition the court to
29 determine the fair value of the dissenting member's interest in the
30 limited liability company, and accrued interest. If the limited
31 liability company does not commence the proceeding within the sixty-day
32 period, it shall pay each dissenter whose demand remains unsettled the
33 amount demanded.

34 (2) The limited liability company shall commence the proceeding in
35 the superior court. If the limited liability company is a domestic
36 limited liability company, it shall commence the proceeding in the

1 county where its (~~registered office is maintained~~) principal office,
2 or if none in this state, its registered agent's office, is located.

3 (3) The limited liability company shall make all dissenters
4 (whether or not residents of this state) whose demands remain unsettled
5 parties to the proceeding as in an action against their membership
6 interests in the limited liability company and all parties must be
7 served with a copy of the petition. Nonresidents may be served by
8 registered or certified mail or by publication as provided by law.

9 (4) The limited liability company may join as a party to the
10 proceeding any member who claims to be a dissenter but who has not, in
11 the opinion of the limited liability company, complied with the
12 provisions of this article. If the court determines that such member
13 has not complied with the provisions of this article, the member shall
14 be dismissed as a party.

15 (5) The jurisdiction of the court in which the proceeding is
16 commenced is plenary and exclusive. The court may appoint one or more
17 persons as appraisers to receive evidence and recommend decisions on
18 the question of fair value. The appraisers have the powers described
19 in the order appointing them or in any amendment to it. The dissenters
20 are entitled to the same discovery rights as parties in other civil
21 proceedings.

22 (6) Each dissenter made a party to the proceeding is entitled to
23 judgment for the amount, if any, by which the court finds the fair
24 value of the dissenter's membership interest in the limited liability
25 company, plus interest, exceeds the amount paid by the limited
26 liability company.

27 **Sec. 7133.** RCW 25.15.805 and 2010 c 196 s 13 are each amended to
28 read as follows:

29 (~~(1)~~) Limited liability companies are subject to the applicable
30 fees, charges, and penalties established by the secretary of state
31 (~~shall adopt rules establishing fees which shall be charged and~~
32 ~~collected for:~~

33 ~~(a) Filing of a certificate of formation for a domestic limited~~
34 ~~liability company or an application for registration of a foreign~~
35 ~~limited liability company;~~

36 ~~(b) Filing of a certificate of dissolution for a domestic limited~~
37 ~~liability company;~~

1 ~~(c) Filing a certificate of cancellation for a foreign limited~~
2 ~~liability company;~~

3 ~~(d) Filing of a certificate of amendment or restatement for a~~
4 ~~domestic or foreign limited liability company;~~

5 ~~(e) Filing an application to reserve, register, or transfer a~~
6 ~~limited liability company name;~~

7 ~~(f) Filing any other certificate, statement, or report authorized~~
8 ~~or permitted to be filed;~~

9 ~~(g) Copies, certified copies, certificates, service of process~~
10 ~~filings, and expedited filings or other special services.~~

11 ~~(2) In the establishment of a fee schedule, the secretary of state~~
12 ~~shall, insofar as is possible and reasonable, be guided by the fee~~
13 ~~schedule provided for corporations governed by Title 23B RCW. Fees for~~
14 ~~copies, certified copies, certificates of record, and service of~~
15 ~~process filings shall be as provided for in RCW 23B.01.220.~~

16 ~~(3) All fees collected by the secretary of state shall be deposited~~
17 ~~with the state treasurer pursuant to law) under section 1214 of this~~
18 ~~act and RCW 43.07.120.~~

19 NEW SECTION. **Sec. 7134.** The following acts or parts of acts are
20 each repealed:

21 (1) RCW 25.15.007 (Standards for electronic filing--Rules) and 2002
22 c 74 s 15; and

23 (2) RCW 25.15.320 (Issuance of registration) and 1994 c 211 s 903.

24 **PART VIII**

25 **SECRETARY OF STATE REVISIONS**

26 **Sec. 8101.** RCW 43.07.120 and 2010 1st sp.s. c 29 s 6 are each
27 amended to read as follows:

28 (1) The secretary of state must establish by rule and collect the
29 fees in this subsection:

30 (a) For a copy of any law, resolution, record, or other document or
31 paper on file in the secretary's office;

32 (b) For any certificate under seal;

33 (c) For filing and recording trademark;

34 (d) For each deed or patent of land issued by the governor;

1 (e) For recording miscellaneous records, papers, or other
2 documents.

3 (2) The secretary of state may adopt rules under chapter 34.05 RCW
4 establishing reasonable fees for the following services rendered under
5 chapter 23.--- RCW (the new chapter created in section 1801 of this
6 act), Title 23B RCW, chapter 18.100, 19.09, 19.34, 19.77, 23.86, 23.90,
7 24.03, 24.06, 24.12, 24.20, 24.24, 24.28, 24.36, 25.04, 25.15, 25.10,
8 25.05, or 26.60 RCW:

9 (a) Any service rendered in-person at the secretary of state's
10 office;

11 (b) Any expedited service;

12 (c) The electronic or facsimile transmittal of information from
13 corporation records or copies of documents;

14 (d) The providing of information by micrographic or other reduced-
15 format compilation;

16 (e) The handling of checks, drafts, or credit or debit cards upon
17 adoption of rules authorizing their use for which sufficient funds are
18 not on deposit; and

19 (f) Special search charges.

20 (3) To facilitate the collection of fees, the secretary of state
21 may establish accounts for deposits by persons who may frequently be
22 assessed such fees to pay the fees as they are assessed. The secretary
23 of state may make whatever arrangements with those persons as may be
24 necessary to carry out this section.

25 (4) The secretary of state may adopt rules for the use of credit or
26 debit cards for payment of fees.

27 (5) No member of the legislature, state officer, justice of the
28 supreme court, judge of the court of appeals, or judge of the superior
29 court may be charged for any search relative to matters pertaining to
30 the duties of his or her office; nor may such official be charged for
31 a certified copy of any law or resolution passed by the legislature
32 relative to his or her official duties, if such law has not been
33 published as a state law.

34 **Sec. 8102.** RCW 43.07.130 and 2010 1st sp.s. c 29 s 7 are each
35 amended to read as follows:

36 There is created within the state treasury a revolving fund, to be
37 known as the "secretary of state's revolving fund," which must be used

1 by the office of the secretary of state to defray the costs of
2 providing registration and information services authorized by law by
3 the office of the secretary of state, and any other cost of carrying
4 out the functions of the secretary of state under Title 11, 18, 19, 23,
5 23B, 24, 25, 26, 30, 42, 43, or 64 RCW.

6 The secretary of state is authorized to charge a fee for
7 publications in an amount which will compensate for the costs of
8 printing, reprinting, and distributing such printed matter. Fees
9 recovered by the secretary of state under RCW 43.07.120(2), 19.09.305,
10 19.09.315, 19.09.440, (~~((23B.01.220(1)(e), (6) and (7), 23B.18.050,~~
11 ~~24.03.410, 24.06.455, 25.10.600(6), 25.10.916(1)(e)))~~ section 1214(1)
12 (c), (d), and (f) of this act, or 46.64.040, and such other moneys as
13 are expressly designated for deposit in the secretary of state's
14 revolving fund must be placed in the secretary of state's revolving
15 fund.

16 During the 2005-2007 fiscal biennium, the legislature may transfer
17 from the secretary of state's revolving fund to the state general fund
18 such amounts as reflect the excess fund balance of the fund.

19 **PART IX**

20 **MISCELLANEOUS REVISIONS**

21 **Sec. 9101.** RCW 23.78.020 and 1991 c 72 s 9 are each amended to
22 read as follows:

23 Any corporation organized under the laws of this state may elect to
24 be governed as an employee cooperative under the provisions of this
25 chapter, by so stating in its articles of incorporation, or articles of
26 amendment filed in accordance with Title 23B RCW and part I, Article 2
27 of this act.

28 A corporation so electing shall be governed by all provisions of
29 Title 23B RCW, except RCW 23B.07.050, 23B.13.020, and chapter 23B.11
30 RCW, and except as otherwise provided in this chapter.

31 **Sec. 9102.** RCW 23.78.030 and 1991 c 72 s 10 are each amended to
32 read as follows:

33 An employee cooperative may revoke its election under this chapter
34 by a vote of two-thirds of the members and through articles of

1 amendment (~~filed with~~) delivered to the secretary of state for filing
2 in accordance with RCW 23B.01.200 (~~and~~), 23B.10.060, and part I,
3 Article 2 of this act.

4 **Sec. 9103.** RCW 23.86.030 and 1989 c 307 s 5 are each amended to
5 read as follows:

6 (1) The name of any association subject to this chapter (~~may~~
7 ~~contain the word "corporation," "incorporated," or "limited" or an~~
8 ~~abbreviation of any such word~~) must comply with part I, Article 2 of
9 this act.

10 (2) No corporation or association organized or doing business in
11 this state shall be entitled to use the term "cooperative" as a part of
12 its corporate or other business name or title, unless it: (a) Is
13 subject to the provisions of this chapter, chapter 23.78, or 31.12 RCW;
14 (b) is subject to the provisions of chapter 24.06 RCW and operating on
15 a cooperative basis; (c) is, on July 23, 1989, an organization lawfully
16 using the term "cooperative" as part of its corporate or other business
17 name or title; or (d) is a nonprofit corporation or association the
18 voting members of which are corporations or associations operating on
19 a cooperative basis. Any corporation or association violating the
20 provisions of this section may be enjoined from doing business under
21 such name at the instance of any member or any association subject to
22 this chapter.

23 (3) A member of the board of directors or an officer of any
24 association subject to this chapter shall have the same immunity from
25 liability as is granted in RCW 4.24.264.

26 **Sec. 9104.** RCW 23.86.055 and 1989 c 307 s 8 are each amended to
27 read as follows:

28 (1) (~~Duplicate originals of~~) The articles of incorporation shall
29 be signed by the incorporators (~~shall be~~) and delivered to the
30 secretary of state for filing in accordance with part I, Article 2 of
31 this act. (~~If the secretary of state finds that the articles of~~
32 ~~incorporation conform to law, the secretary of state shall, when all~~
33 ~~required fees have been paid:~~

34 ~~(a) Endorse each original with the word "filed" and the effective~~
35 ~~date of the filing.~~

36 ~~(b) File one original in his or her office.~~

1 ~~(c) Issue a certificate of incorporation with one original~~
2 ~~attached.))~~

3 ~~(2) ((The certificate of incorporation, with an original of the~~
4 ~~articles of incorporation affixed by the secretary of state, shall be~~
5 ~~returned to the incorporators or their representatives and shall be~~
6 ~~retained by the association.~~

7 ~~(3))~~ Upon the filing of the articles of incorporation, the
8 corporate existence shall begin, and the certificate of incorporation
9 shall, except as against the state in a proceeding to cancel or revoke
10 the certificate of incorporation, be conclusive evidence that all
11 conditions precedent required to be performed by the incorporators have
12 been complied with and that the corporation has been incorporated under
13 this chapter.

14 **Sec. 9105.** RCW 23.86.070 and 2010 1st sp.s. c 29 s 10 are each
15 amended to read as follows:

16 ~~((For filing articles of incorporation of an association organized~~
17 ~~under this chapter or filing application for a certificate of authority~~
18 ~~by a foreign corporation, there must be paid to the secretary of state~~
19 ~~a fee as established by the secretary by rule. Fees for filing an~~
20 ~~amendment to articles of incorporation must be established by the~~
21 ~~secretary of state by rule. For filing other documents with the~~
22 ~~secretary of state and issuing certificates, fees are as prescribed in~~
23 ~~RCW 23B.01.220. Associations subject to this chapter are not subject~~
24 ~~to any corporation license fees excepting the fees hereinabove~~
25 ~~enumerated.))~~ Associations organized under or subject to this chapter
26 are subject to the applicable fees, charges, and penalties established
27 by the secretary of state under section 1214 of this act and RCW
28 43.07.120.

29 **Sec. 9106.** RCW 23.86.095 and 1989 c 307 s 13 are each amended to
30 read as follows:

31 Effective January 1, 1990, every association subject to this
32 chapter shall have and maintain a ~~((registered office and a))~~
33 registered agent in this state in accordance with the requirements set
34 forth in ~~((RCW 24.06.050))~~ part I, Article 4 of this act.

1 **Sec. 9107.** RCW 23.86.210 and 1991 c 72 s 18 are each amended to
2 read as follows:

3 (1) A cooperative association may be converted to a domestic
4 ordinary business corporation pursuant to the following procedures:

5 (a) The board of directors of the association shall, by affirmative
6 vote of not less than two-thirds of all such directors, adopt a plan
7 for such conversion setting forth:

8 (i) The reasons why such conversion is desirable and in the
9 interests of the members of the association;

10 (ii) The proposed contents of articles of conversion with respect
11 to items (ii) through (ix) of subparagraph (c) below; and

12 (iii) Such other information and matters as the board of directors
13 may deem to be pertinent to the proposed plan.

14 (b) After adoption by the board of directors, the plan for
15 conversion shall be submitted for approval or rejection to the members
16 of the association at any regular meetings or at any special meetings
17 called for that purpose, after notice of the proposed conversion has
18 been given to all members entitled to vote thereon, in the manner
19 provided by the bylaws. The notice of the meeting shall be accompanied
20 by a full copy of the proposed plan for conversion or by a summary of
21 its provisions. At the meeting members may vote upon the proposed
22 conversion in person, or by written proxy, or by mailed ballot. The
23 affirmative vote of two-thirds of the members voting thereon shall be
24 required for approval of the plan of conversion. If the total vote
25 upon the proposed conversion shall be less than twenty-five percent of
26 the total membership of the association, the conversion shall not be
27 approved.

28 (c) Upon approval by the members of the association, the articles
29 of conversion shall be executed in duplicate by the association by one
30 of its officers and shall set forth:

31 (i) The dates and vote by which the plan for conversion was adopted
32 by the board of directors and members respectively;

33 (ii) The corporate name of the converted organization. The name
34 shall comply with requirements in part I, Article 3 of this act for
35 names of business corporations formed under Title 23B RCW, and shall
36 not contain the term "cooperative";

37 (iii) The purpose or purposes for which the converted corporation
38 is to exist;

1 (iv) The duration of the converted corporation, which may be
2 perpetual or for a stated term of years;

3 (v) The capitalization of the converted corporation and the class
4 or classes of shares of stock into which divided, together with the par
5 value, if any, of such shares, in accordance with statutory
6 requirements applicable to ordinary business corporations, and the
7 basis upon which outstanding shares of the association are converted
8 into shares of the converted corporation;

9 (vi) Any provision limiting or denying to shareholders the
10 preemptive right to acquire additional shares of the converted
11 corporation;

12 (vii) The address of the converted corporation's (~~initial~~
13 ~~registered office and its~~) initial registered agent (~~at such~~
14 ~~address~~);

15 (viii) The names and addresses of the persons who are to serve as
16 directors of the converted corporation until the first annual meeting
17 of shareholders of the converted corporation or until their successors
18 are elected and qualify;

19 (ix) Any additional provisions, not inconsistent with law, provided
20 for by the plan for conversion for the regulation of the internal
21 affairs of the converted corporation, including any provision
22 restricting the transfer of shares or which under Title 23B RCW is
23 required or permitted to be set forth in bylaws.

24 (d) The (~~executed duplicate originals of the~~) articles of
25 conversion shall be delivered to the secretary of state for filing in
26 accordance with part I, Article 2 of this act. (~~If the secretary of~~
27 ~~state finds that the articles of conversion conform to law, the~~
28 ~~secretary of state shall, when all the fees have been paid as in this~~
29 ~~section prescribed:~~

30 (~~i) Endorse on each of such originals the word "Filed", and the~~
31 ~~effective date of such filing;~~

32 (~~ii) File one of such originals; and~~

33 (~~iii) Issue a certificate of conversion to which one of such~~
34 ~~originals shall be affixed.))~~

35 (e) (~~The certificate of conversion, together with the original of~~
36 ~~the articles of conversion affixed thereto by the secretary of state,~~
37 ~~shall be returned to the converted corporation or its representative.~~

1 ~~The original affixed to the certificate of conversion shall be retained~~
2 ~~by the converted corporation.~~

3 (f)) Upon ((filing)) delivering the articles of conversion to the
4 secretary of state for filing, the converted corporation shall pay, and
5 the secretary of state shall collect, the same filing and license fees
6 as for filing articles of incorporation of a newly formed business
7 corporation similarly capitalized.

8 (2) Upon filing by the secretary of state of the articles of
9 conversion, the conversion of the cooperative association to an
10 ordinary business corporation shall become effective as provided in
11 section 1203 of this act; the articles of conversion shall thereafter
12 constitute and be treated in like manner as articles of incorporation;
13 and the converted corporation shall be subject to all laws applicable
14 to corporations formed under Title 23B RCW, and shall not thereafter be
15 subject to laws applying only to cooperative associations. The
16 converted corporation shall constitute and be deemed to constitute a
17 continuation of the corporate substance of the cooperative association
18 and the conversion shall in no way derogate from the rights of
19 creditors of the former association.

20 **Sec. 9108.** RCW 23.86.220 and 1991 c 72 s 19 are each amended to
21 read as follows:

22 (1) A cooperative association may merge with one or more domestic
23 cooperative associations, or with one or more domestic ordinary
24 business corporations, in accordance with the procedures and subject to
25 the conditions set forth or referred to in this section.

26 (2) If the merger is into another domestic cooperative association,
27 the board of directors of each of the associations shall approve by
28 vote of not less than two-thirds of all the directors, a plan of merger
29 setting forth:

- 30 (a) The names of the associations proposing to merge;
- 31 (b) The name of the association which is to be the surviving
32 association in the merger;
- 33 (c) The terms and conditions of the proposed merger;
- 34 (d) The manner and basis of converting the shares of each merging
35 association into shares or other securities or obligations of the
36 surviving association;

1 (e) A statement of any changes in the articles of incorporation of
2 the surviving association to be effected by such merger; and

3 (f) Such other provisions with respect to the proposed merger as
4 are deemed necessary or desirable.

5 (3) Following approval by the boards of directors, the plan of
6 merger shall be submitted to a vote of the members of each of the
7 associations at any regular meeting or at any special meetings called
8 for that purpose, after notice of the proposed merger has been given to
9 all members entitled to vote thereon, in the manner provided in the
10 bylaws. The notice of the meeting shall be in writing stating the
11 purpose or purposes of the meeting and include or be accompanied by a
12 copy or summary of the plan of merger. At the meeting members may vote
13 upon the proposed merger in person, or by written proxy, or by mailed
14 ballot. The affirmative vote of two-thirds of the members voting
15 thereon, by each association, shall be required for approval of the
16 plan of merger. If the total vote of either association upon the
17 proposed merger shall be less than twenty-five percent of the total
18 membership of such association, the merger shall not be approved.

19 (4) Upon approval by the members of the associations proposing to
20 merge, articles of merger shall be executed in duplicate by each
21 association by an officer of each association, and shall set forth:

22 (a) The plan of merger;

23 (b) As to each association, the number of members and, if there is
24 capital stock, the number of shares outstanding; and

25 (c) As to each association, the number of members who voted for and
26 against such plan, respectively.

27 (5) (~~Duplicate originals of~~) The articles of merger shall be
28 delivered to the secretary of state for filing in accordance with part
29 I, Article 2 of this act. (~~If the secretary of state finds that such~~
30 ~~articles conform to law, the secretary of state shall, when all fees~~
31 ~~have been paid as in this section prescribed:~~

32 ~~(a) Endorse on each of such originals the word "Filed", and the~~
33 ~~effective date of such filing;~~

34 ~~(b) File one of such originals; and~~

35 ~~(c) Issue a certificate of merger to which one of such originals~~
36 ~~shall be affixed.))~~

37 (6) (~~The certificate of merger, together with the duplicate~~

1 original of the articles of merger affixed thereto by the secretary of
2 state shall be returned to the surviving association or its
3 representative.

4 (~~7~~) For filing articles of merger hereunder the secretary of
5 state shall charge and collect the same fees as apply to filing of
6 articles of merger of ordinary business corporations.

7 (~~(8)~~) (7) If the plan of merger is for merger of the cooperative
8 association into a domestic ordinary business corporation, the
9 association shall follow the same procedures as hereinabove provided
10 for merger of domestic cooperative associations and the ordinary
11 business corporation shall follow the applicable procedures set forth
12 in RCW 23B.07.050 and chapter 23B.11 RCW.

13 (~~(9)~~) (8) At any time prior to filing of the articles of merger,
14 the merger may be abandoned pursuant to provisions therefor, if any,
15 set forth in the plan of merger.

16 **Sec. 9109.** RCW 23.86.310 and 1989 c 307 s 15 are each amended to
17 read as follows:

18 (~~(Effective January 1, 1990,)~~) Every association subject to this
19 chapter shall ((comply with the requirements set forth in RCW
20 24.06.440)) deliver an annual report to the secretary of state in
21 accordance with section 1213 of this act.

22 **Sec. 9110.** RCW 23.86.330 and 1991 c 72 s 21 are each amended to
23 read as follows:

24 The provisions of (~~(RCW 23B.14.200 and 23B.14.210)~~) part I, Article
25 6 of this act relating to administrative dissolution by the secretary
26 of state shall apply to every association subject to this chapter
27 formed on or after July 23, 1989.

28 **Sec. 9111.** RCW 23.86.370 and 1989 c 307 s 33 are each amended to
29 read as follows:

30 The provisions of (~~(RCW 24.06.340 through 24.06.435)~~) part I,
31 Article 5 of this act and RCW 24.06.367 and 24.06.369 shall apply to
32 every foreign corporation which desires to conduct affairs in this
33 state under the authority of this chapter.

1 **Sec. 9112.** RCW 24.12.045 and 2009 c 437 s 13 are each amended to
2 read as follows:

3 (1) Each corporation sole registered in this state shall ~~((file,~~
4 ~~with a ten dollar filing fee and within the time prescribed by this~~
5 ~~chapter,)) deliver an annual report ~~((in the form prescribed by))~~ to
6 the secretary of state in accordance with section 1213 of this act.
7 The report shall ~~((set forth:~~~~

8 ~~(a) The name of the corporation sole and the state or country under~~
9 ~~the laws of which it is incorporated;~~

10 ~~(b) The address of the principal place of business of the~~
11 ~~corporation sole in this state including street and number;~~

12 ~~(c) The name and respective address of the bishop, overseer, or~~
13 ~~presiding elder of the corporation sole; and~~

14 ~~(d) The corporation sole's unified business identifier number.~~

15 ~~(2)(a) The information shall be given as of the date of the~~
16 ~~execution of the report. It shall))~~ be executed by the corporation
17 sole by an officer of the corporation sole or, if the corporation sole
18 is in the hands of a receiver or trustee, it shall be executed on
19 behalf of the corporation sole by such receiver or trustee.

20 ~~((b))~~ (2) The secretary of state may provide that correcting or
21 updating information appearing on previous annual or biennial filings
22 is sufficient to constitute the current filing.

23 (3) The secretary may administratively dissolve a corporation sole
24 that does not comply with this section in accordance with section 1602
25 of this act. However, the secretary shall reinstate a corporation sole
26 administratively dissolved under this subsection if the corporation
27 sole complies with the requirements of RCW 24.12.055 within five years
28 of the administrative dissolution.

29 **Sec. 9113.** RCW 24.12.051 and 2011 c 183 s 7 are each amended to
30 read as follows:

31 ~~((1) Not less than thirty days prior to a corporation sole's~~
32 ~~renewal date,))~~ The secretary of state shall send to each corporation
33 sole ~~((, by postal or electronic mail, as elected by the corporation~~
34 ~~sole, addressed to its registered office, or to an electronic address~~
35 ~~designated by the corporation sole, in a record retained by the~~
36 ~~secretary of state,))~~ a notice in accordance with section 1213 of this
37 act that its annual report must be filed as required by this chapter~~((,~~

1 ~~and stating that if it fails to file its annual report it shall be~~
2 ~~dissolved or its certificate of authority revoked, as the case may be.~~
3 ~~Failure of the secretary of state to send the notice does not relieve~~
4 ~~a corporation sole from its obligation to file the annual reports~~
5 ~~required by this chapter. The option to receive the notice provided~~
6 ~~under this section by electronic mail may be selected only when the~~
7 ~~secretary of state makes the option available.~~

8 ~~(2)(a) The report of a corporation sole shall be delivered to the~~
9 ~~secretary of state on an annual renewal date as the secretary of state~~
10 ~~may establish. The secretary of state may adopt rules to establish~~
11 ~~biennial reporting dates and to stagger reporting dates.~~

12 ~~(b) If the secretary of state finds that the report substantially~~
13 ~~conforms to the requirements of this chapter, the secretary of state~~
14 ~~shall file that report)).~~

15 **Sec. 9114.** RCW 24.20.010 and 1981 c 302 s 11 are each amended to
16 read as follows:

17 Any grand lodge, encampment, chapter or any subordinate lodge or
18 body of Free and Accepted Masons, Independent Order of Odd Fellows,
19 Knights of Pythias, or other fraternal society, desiring to
20 incorporate, shall ((make)) deliver articles of incorporation ((in
21 duplicate, and file one of such articles in the office of)) to the
22 secretary of state for filing in accordance with part I, Article 2 of
23 this act; such articles shall be signed by the presiding officer and
24 the secretary of such lodge, chapter or encampment, and attested by the
25 seal thereof, and shall specify:

26 (1) The name of such lodge or other society, and the place of
27 holding its meetings;

28 (2) The name of the grand body from which it derives its rights and
29 powers as such lodge or society; or if it be a grand lodge, the manner
30 in which its powers as such grand lodge are derived;

31 (3) The names of the presiding officer and the secretary having the
32 custody of the seal of such lodge or society;

33 (4) What officers shall join in the execution of any contract by
34 such lodge or society to give it force and effect in accordance with
35 the usages of such lodges or society.

1 **Sec. 9115.** RCW 24.20.020 and 1993 c 269 s 10 are each amended to
2 read as follows:

3 The secretary of state shall file such articles of incorporation in
4 the secretary of state's office and issue a certificate of
5 incorporation to any such lodge or other society upon the payment of
6 the (~~sum of twenty dollars~~) filing fee established by the secretary
7 of state under section 1214 of this act.

8 **Sec. 9116.** RCW 24.24.010 and 1982 c 35 s 166 are each amended to
9 read as follows:

10 Any ten or more residents of this state who are members of any
11 chartered body or of different chartered bodies of any fraternal order
12 or society who shall desire to incorporate for the purpose of owning
13 real or personal property or both real and personal property for the
14 purpose and for the benefit of such bodies, may make and execute
15 articles of incorporation, which shall be executed in duplicate, and
16 shall be subscribed by each of the persons so associating themselves
17 together: PROVIDED, That no lodge shall be incorporated contrary to
18 the provisions of the laws and regulations of the order or society of
19 which it is a constituent part. Such articles, at the election of the
20 incorporators, may either provide for the issuing of capital stock or
21 for incorporation as a society of corporation without shares of stock.
22 One of such articles shall be filed in the office of the secretary of
23 state in accordance with part I, Article 2 of this act, accompanied by
24 a filing fee (~~of twenty dollars~~) established by the secretary of
25 state under section 1214 of this act, and the other of such articles
26 shall be preserved in the records of the corporation.

27 **Sec. 9117.** RCW 24.24.100 and 1993 c 269 s 11 are each amended to
28 read as follows:

29 The secretary of state shall file such articles of incorporation or
30 amendment thereto in the secretary of state's office and issue a
31 certificate of incorporation or amendment, as the case may be, to such
32 fraternal association upon the payment of a fee (~~in the sum of twenty~~
33 ~~dollars~~) established by the secretary of state under section 1214 of
34 this act.

1 **Sec. 9118.** RCW 24.28.010 and 1981 c 302 s 13 are each amended to
2 read as follows:

3 Any grange of the patrons of husbandry, desiring hereafter to
4 incorporate, may incorporate and become bodies politic in this state,
5 by filing in the office of the secretary of state of Washington in
6 accordance with part I, Article 2 of this act, a certificate or article
7 subscribed and acknowledged by not less than five members of such
8 grange and by the master of the Washington state grange embodying:

9 (1) The name of such grange and the place of holding its meetings.

10 (2) What elective officers the said grange will have, when such
11 officers shall be elected; how, and by whom, the business of the grange
12 shall be conducted or managed, and what officers shall join in the
13 execution of any contract by such grange to give force and effect in
14 accordance with the usages of the order of the patrons of husbandry;
15 such articles shall be subscribed by the master of such grange attested
16 by the secretary, with the seal of the grange.

17 (3) A copy of the bylaws of such grange shall also be filed in the
18 said office of the secretary of state.

19 (4) The names of all such officers at the time of filing the
20 application, and the time for which they may be respectively elected.
21 When such articles shall be filed, such grange shall be a body politic
22 and corporate, with all the incidents of a corporation, subject
23 nevertheless to the laws and parts of laws now in force or hereafter to
24 be passed regulating corporations.

25 NEW SECTION. **Sec. 9119.** The following acts or parts of acts are
26 each repealed:

27 (1) RCW 23.86.155 (Failure to appoint registered agent--Removal--
28 Reinstatement) and 1989 c 307 s 35;

29 (2) RCW 23.86.300 (Application of RCW 24.06.055 and 24.06.060) and
30 1989 c 307 s 14;

31 (3) RCW 23.86.320 (Application of RCW 24.06.445) and 1989 c 307 s
32 16;

33 (4) RCW 23.86.335 (Application of RCW 23B.14.203--Name not
34 distinguishable from name of governmental entity) and 1997 c 12 s 8;

35 (5) RCW 23.86.340 (Application of RCW 23B.14.220--Reinstatement)
36 and 1991 c 72 s 22 & 1989 c 307 s 18;

1 (6) RCW 24.12.060 (Administrative dissolution or revocation of a
2 certificate of authority--Corporation name not distinguishable from
3 name of governmental entity--Application by governmental entity) and
4 1997 c 12 s 4;
5 (7) RCW 24.20.040 (Reincorporation) and 1903 c 80 s 4;
6 (8) RCW 24.20.050 (Administrative dissolution or revocation of a
7 certificate of authority--Corporation name not distinguishable from
8 name of governmental entity--Application by governmental entity) and
9 1997 c 12 s 5;
10 (9) RCW 24.24.130 (Administrative dissolution or revocation of a
11 certificate of authority--Corporation name not distinguishable from
12 name of governmental entity--Application by governmental entity) and
13 1997 c 12 s 6; and
14 (10) RCW 24.28.045 (Administrative dissolution or revocation of a
15 certificate of authority--Corporation name not distinguishable from
16 name of governmental entity--Application by governmental entity) and
17 1997 c 12 s 7.

--- END ---