
SENATE BILL 5387

State of Washington**64th Legislature****2015 Regular Session****By** Senators Pedersen and O'Ban; by request of Uniform Law Commission

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

1 AN ACT Relating to uniformity in common provisions governing
2 business organizations and other entities; amending RCW 23B.01.200,
3 23B.01.220, 23B.01.230, 23B.01.240, 23B.01.250, 23B.01.280,
4 23B.01.290, 23B.01.410, 23B.01.520, 23B.01.540, 23B.01.570,
5 23B.02.020, 23B.02.050, 23B.04.010, 23B.04.020, 23B.04.030,
6 23B.05.010, 23B.05.020, 23B.05.030, 23B.05.040, 23B.09.040,
7 23B.09.050, 23B.09.060, 23B.11.070, 23B.11.110, 23B.14.040,
8 23B.14.200, 23B.14.220, 23B.14.390, 23B.15.010, 23B.15.020,
9 23B.15.030, 23B.15.040, 23B.15.050, 23B.15.060, 23B.15.070,
10 23B.15.080, 23B.15.090, 23B.15.100, 23B.15.200, 23B.15.300,
11 23B.16.010, 23B.16.220, 23B.18.020, 23B.18.030, 23B.18.040,
12 23B.19.020, 23B.01.400, 23B.07.200, 23B.08.090, 23B.13.300,
13 23B.14.030, 23B.14.065, 23B.16.040, 24.03.005, 24.03.017, 24.03.045,
14 24.03.046, 24.03.047, 24.03.048, 24.03.050, 24.03.055, 24.03.060,
15 24.03.1031, 24.03.135, 24.03.145, 24.03.175, 24.03.180, 24.03.183,
16 24.03.200, 24.03.205, 24.03.207, 24.03.245, 24.03.271, 24.03.300,
17 24.03.302, 24.03.305, 24.03.310, 24.03.315, 24.03.325, 24.03.335,
18 24.03.340, 24.03.345, 24.03.350, 24.03.365, 24.03.370, 24.03.380,
19 24.03.390, 24.03.395, 24.03.405, 24.03.425, 24.03.445, 24.06.005,
20 24.06.032, 24.06.045, 24.06.046, 24.06.047, 24.06.048, 24.06.050,
21 24.06.055, 24.06.060, 24.06.160, 24.06.200, 24.06.205, 24.06.207,
22 24.06.225, 24.06.233, 24.06.280, 24.06.290, 24.06.300, 24.06.340,
23 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.---, 25.15.---, 25.15.---, 25.15.---,
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16 25.15.---, 25.15.---, 25.15.---, 25.15.---, 43.07.120, 43.07.130,
17 23.78.020, 23.78.030, 23.86.030, 23.86.055, 23.86.070, 23.86.095,
18 23.86.210, 23.86.220, 23.86.310, 23.86.330, 23.86.370, 23.90.040,
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,
22 23B.01.530, 23B.01.550, 23B.01.560, 23B.01.580, 23B.14.203,
23 23B.14.210, 23B.15.015, 23B.15.310, 23B.18.050, 24.03.007, 24.03.008,
24 24.03.3025, 24.03.303, 24.03.307, 24.03.320, 24.03.330, 24.03.375,
25 24.03.385, 24.03.386, 24.03.388, 24.03.400, 24.03.410, 24.03.415,
26 24.03.450, 24.06.170, 24.06.293, 24.06.355, 24.06.365, 24.06.420,
27 24.06.430, 24.06.433, 24.06.445, 24.06.455, 24.06.460, 24.06.495,
28 24.06.915, 25.04.716, 25.05.570, 25.10.040, 25.10.171, 25.10.656,
29 25.10.676, 25.15.---, 25.15.---, 25.15.---, 25.15.---, 23.86.155,
30 23.86.300, 23.86.320, 23.86.335, 23.86.340, 24.12.060, 24.20.040,
31 24.20.050, 24.24.130, and 24.28.045; providing an effective date; and
32 providing a contingent effective date.

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

34 **PART I**
35 **ARTICLE 1**
36 **GENERAL PROVISIONS**

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

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

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

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

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

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

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

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

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

22 (6) "Entity" means:

23 (a) A business corporation;

24 (b) A nonprofit corporation;

25 (c) A limited liability partnership;

26 (d) A limited partnership, including a limited liability limited
27 partnership;

28 (e) A limited liability company; or

29 (f) A general cooperative association.

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

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

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

34 (b) Electronically transmitted along with sufficient information
35 to determine the sender's identity with respect to an electronic
36 transmission; or

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

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

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

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

8 (12) "Governor" means:

9 (a) A director of a business corporation;
10 (b) A director of a nonprofit corporation;
11 (c) A partner of a limited liability partnership;
12 (d) A general partner of a limited partnership;
13 (e) A manager of a manager-managed limited liability company;
14 (f) A member of a member-managed limited liability company;
15 (g) A director of a general cooperative association; or
16 (h) Any other person under whose authority the powers of an
17 entity are exercised and under whose direction the activities and
18 affairs of the entity are managed pursuant to the organic law and
19 organic rules of the entity.

20 (13) "Interest" means:

21 (a) A share in a business corporation;
22 (b) A membership in a nonprofit corporation;
23 (c) A share in a nonprofit corporation formed under chapter 24.06
24 RCW;
25 (d) A partnership interest in a limited liability partnership;
26 (e) A partnership interest in a limited partnership;
27 (f) A limited liability company interest; or
28 (g) A share or membership in a general cooperative association.

29 (14) "Interest holder" means:

30 (a) A shareholder of a business corporation;
31 (b) A member of a nonprofit corporation;
32 (c) A shareholder of a nonprofit corporation formed under chapter
33 24.06 RCW;
34 (d) A partner of a limited liability partnership;
35 (e) A general partner of a limited partnership;
36 (f) A limited partner of a limited partnership;
37 (g) A member of a limited liability company; or
38 (h) A shareholder or member of a general cooperative association.

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

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

6 (17) "Limited liability company" means a domestic limited
7 liability company formed under or subject to chapter 25.15 RCW or a
8 foreign limited liability company.

9 (18) "Limited liability limited partnership" means a domestic
10 limited liability limited partnership formed under or subject to
11 chapter 25.10 RCW or a foreign limited liability limited partnership.

12 (19) "Limited liability partnership" means a domestic limited
13 liability partnership registered under or subject to chapter 25.05
14 RCW or a foreign limited liability partnership.

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

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

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

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

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

29 (22) "Nonprofit corporation" means a domestic nonprofit
30 corporation incorporated under or subject to chapter 24.03 or 24.06
31 RCW or a foreign nonprofit corporation.

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

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

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

39 (26) "Person" means an individual, business corporation,
40 nonprofit corporation, partnership, limited partnership, limited

1 liability company, general cooperative association, limited
2 cooperative association, unincorporated nonprofit association,
3 statutory trust, business trust, common-law business trust, estate,
4 trust, association, joint venture, public corporation, government or
5 governmental subdivision, agency, or instrumentality, or any other
6 legal or commercial entity.

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

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

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

15 (b) The bylaws of a nonprofit corporation;

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

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

18 (e) The limited liability company agreement; and

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

20 (29) "Proceeding" means civil suit and criminal, administrative,
21 and investigatory action.

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

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

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

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

29 (c) The certificate of limited partnership of a limited
30 partnership;

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

32 (e) The articles of incorporation of a general cooperative
33 association; and

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

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

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

1 (34) "Registered agent" means an agent of an entity which is
2 authorized to receive service of any process, notice, or demand
3 required or permitted by law to be served on the entity. The term
4 includes a commercial registered agent and a noncommercial registered
5 agent.

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

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

13 (37) "Transfer" includes:

- 14 (a) An assignment;
- 15 (b) A conveyance;
- 16 (c) A sale;
- 17 (d) A lease;
- 18 (e) An encumbrance, including a mortgage or security interest;
- 19 (f) A change of record owner of interest;
- 20 (g) A gift; and
- 21 (h) A transfer by operation of law.

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

- 23 (a) Recognized at common law; or
- 24 (b) Formed under an organic law, whether or not some entities
25 formed under that law are subject to provisions of that law that
26 create different categories of the form of entity.

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

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

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

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

1 interest, or penalty required to be paid under this chapter or law
2 other than this chapter must be paid in a manner permitted by the
3 secretary of state or by that law.

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

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

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

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

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

19 (1) On the date and at the time of its filing by the secretary of
20 state as provided in section 1206 of this act;

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

24 (3) Unless prohibited by the entity's organic law, at a specified
25 delayed effective date and time, which may not be more than ninety
26 days after the date of filing; or

27 (4) If a delayed effective date is specified, but no time is
28 specified, at 12:01 a.m. on the date specified.

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

33 (2) A statement of withdrawal must:

34 (a) Be executed by an individual to whom authority has been
35 properly delegated and not revoked pursuant to the private organic
36 rules of the entity; and

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

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

4 NEW SECTION. **Sec. 1205.** CORRECTING FILED RECORD. (1) An entity
5 may correct a filed record if:

6 (a) The filed record at the time of filing was incorrect,
7 inaccurate, or defective;

8 (b) The filed record was defectively signed; or

9 (c) The electronic transmission of the filed record to the
10 secretary of state was defective.

11 (2) To correct a filed record, the entity must deliver to the
12 secretary of state for filing a statement of correction.

13 (3) A statement of correction:

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

15 (b) Must be executed by the individual correcting the filed
16 record;

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

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

19 (e) Must correct the inaccuracy or defect.

20 (4) A statement of correction is effective as of the effective
21 date of the filed record that it corrects except as to persons
22 relying on the uncorrected filed record and adversely affected by the
23 correction. As to those persons, the statement of correction is
24 effective when filed.

25 NEW SECTION. **Sec. 1206.** DUTY OF SECRETARY OF STATE TO FILE;
26 REVIEW OF REFUSAL TO FILE. (1) The secretary of state shall file an
27 entity filing that satisfies this chapter. The duty of the secretary
28 of state under this section is ministerial.

29 (2) The secretary of state shall record an entity filing on the
30 date and at the time of its receipt. After filing an entity filing,
31 the secretary of state shall deliver to the person that submitted the
32 filing a copy of the filed record with an acknowledgment of the date
33 and time of filing.

34 (3) If the secretary of state refuses to file an entity filing,
35 the secretary of state not later than fifteen business days after the
36 filing is received, shall:

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

1 (b) Provide a brief explanation in a record of the reason for the
2 refusal.

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

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

9 (a) Affect the validity or invalidity of the entity filing in
10 whole or in part;

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

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

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

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

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

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

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

29 (i) That its public organic record has been filed and has taken
30 effect;

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

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

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

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

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

4 (i) Payment is reflected in the records of the secretary of
5 state; and

6 (ii) Nonpayment affects the existence or registration of the
7 domestic or foreign entity;

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

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

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

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

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

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

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

31 (a) The person to execute the record;

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

33 (c) The secretary of state to file the entity filing unsigned.

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

37 (3) A filed record created under subsection (1)(c) of this
38 section is effective without being signed.

1 NEW SECTION. **Sec. 1211.** DELIVERY BY SECRETARY OF STATE. Except
2 as otherwise provided by section 1411 of this act or by law of this
3 state other than this chapter, the secretary of state may deliver a
4 record to a person by delivering it:

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

10 NEW SECTION. **Sec. 1212.** ANNUAL REPORT FOR SECRETARY OF STATE.
11 (1) A domestic entity other than a limited liability partnership or
12 nonprofit corporation shall, within one hundred twenty days of the
13 date on which its public organic record became effective, deliver to
14 the secretary of state for filing an initial report that states the
15 information required under subsection (2) of this section.

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

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

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

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

38 (5) If an initial or annual report does not contain the
39 information required by this section, the secretary of state promptly

1 shall notify the reporting entity in a record and return the report
2 for correction.

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

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

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

- 29 (a) Fees for:
- 30 (i) Filing entity filings;
- 31 (ii) Furnishing copies or certified copies of any filed record
32 under this chapter; and
- 33 (iii) Furnishing a certificate of existence or registration of an
34 entity, or any other certificate;
- 35 (b) License or renewal fees authorized under Title 23, 23B, 24,
36 or 25 RCW;
- 37 (c) Penalty fees; and
- 38 (d) Other miscellaneous charges.
- 39 (2) There is no fee for:

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

3 (b) Filing articles of dissolution;

4 (c) Filing certificates of judicial dissolution;

5 (d) Filing statements of withdrawal; and

6 (e) Filing annual reports when submitted concurrently with the
7 payment of annual license fees.

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

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

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

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

1 of this state, the secretary of state may issue an order allowing
2 relief from the penalty. If the secretary of state determines the
3 request does not comply with the requirements for relief, the
4 secretary of state shall deny the relief and state the reasons for
5 the denial. Any denial of relief by the secretary of state is not
6 reviewable notwithstanding the provisions of chapter 34.05 RCW.

7 **ARTICLE 3**
8 **NAME OF ENTITY**

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

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

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

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

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

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

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

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

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

3 (c) Punctuation, capitalization, or special characters or symbols
4 in the same name; or

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

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

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

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

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

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

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

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

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

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

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

38 (b) The name of a professional service corporation must contain
39 either the words "professional service" or "professional corporation"

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

8 (2) The name of a nonprofit corporation:

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

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

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

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

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

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

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

1 (ii) May not contain any of the following words or phrases:
2 "Cooperative," "partnership," "corporation," "incorporated," or the
3 abbreviations "Corp.," "Ltd.," or "Inc.," or "LP," "L.P.," "LLP,"
4 "L.L.P.," "LLLP," "L.L.L.P.," or any words or phrases prohibited by
5 any statute of this state.

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

14 (6) The name of a cooperative association organized under chapter
15 23.86 RCW may contain the words "corporation," "incorporated," or
16 "limited," or the abbreviation "Corp.," "Inc.," or "Ltd."

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

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

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

35 (2) To register its name or an alternate name adopted pursuant to
36 section 1506 of this act, a foreign entity must deliver to the
37 secretary of state for filing an application stating the entity's
38 name, the jurisdiction and date of its formation, and any alternate

1 name adopted pursuant to section 1506 of this act. The application
2 must be accompanied by a certificate of existence, or a document of
3 similar import, from the entity's jurisdiction of formation. If the
4 secretary of state finds that the name applied for is available, the
5 secretary of state shall register the name for the applicant's
6 exclusive use.

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

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

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

19 ARTICLE 4

20 REGISTERED AGENT OF ENTITY

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

24 (1) "Registered agent filing" means:

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

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

27 or

28 (c) A registration statement filed pursuant to section 1503 of
29 this act.

30 (3) "Represented entity" means:

31 (a) A domestic entity; or

32 (b) A registered foreign entity.

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

36 (1) A domestic entity; and

37 (2) A registered foreign entity.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

14 (a) The name of the entity; and

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

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

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

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

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

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

34 (a) The name of the entity;

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

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

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

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

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

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

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

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

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

16 (d) If the agent is an entity:

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

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

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

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

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

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

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

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

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

9 (a) The name of the entity;

10 (b) The name of the agent;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

36 **ARTICLE 5**
37 **FOREIGN ENTITIES**

1 NEW SECTION. **Sec. 1501.** GOVERNING LAW. (1) Except as otherwise
2 provided in chapter 23B.19 RCW, part I of this act does not authorize
3 this state to regulate the organization or internal affairs of a
4 foreign entity registered to do business in this state, or govern the
5 liability that a person has as an interest holder or governor for a
6 debt, obligation, or other liability of the foreign entity.

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

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

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

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

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

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

38 (5) A foreign entity that transacts business in this state
39 without a certificate of registration is liable to this state, for

1 the years or parts thereof during which it transacted business in
2 this state without a certificate of registration, in an amount equal
3 to all fees which would have been imposed by this chapter upon the
4 entity had it applied for and received a certificate of registration
5 to transact business in this state and thereafter filed all reports
6 required by this chapter, plus all penalties imposed by this chapter
7 for failure to pay such fees.

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

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

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

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

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

26 (b) The type of entity and, if it is a foreign limited
27 partnership, whether it is a foreign limited liability limited
28 partnership;

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

30 (d) The street and mailing addresses of the entity's principal
31 office and, if the law of the entity's jurisdiction of formation
32 requires the entity to maintain an office in that jurisdiction, the
33 street and mailing addresses of the office;

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

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

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

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

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

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

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

15 (1) The name of the entity;

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

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

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

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

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

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

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

30 (c) Maintaining accounts in financial institutions;

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

34 (e) Selling through independent contractors;

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

1 (g) Creating or acquiring indebtedness, mortgages, or security
2 interests in property;

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

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

8 (j) Owning, without more, property;

9 (k) Doing business in interstate commerce; and

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

13 (2) In addition to those acts that are specified in subsection
14 (1) of this section, a foreign degree-granting institution that
15 establishes an approved branch campus in the state under chapter
16 28B.90 RCW shall not be deemed to transact business in the state
17 solely because it:

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

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

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

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

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

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

35 (1) A foreign entity whose name does not comply with section 1301 of
36 this act for an entity of its type may not register to do business in
37 this state until it adopts, for the purpose of doing business in this
38 state, an alternate name that complies with section 1301 of this act.
39 A registered foreign entity that registers under an alternate name

1 under this subsection need not comply with chapter 19.80 RCW. After
2 registering to do business in this state with an alternate name, a
3 registered foreign entity shall do business in this state under:

4 (a) The alternate name;

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

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

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

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

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

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

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

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

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

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

33 NEW SECTION. **Sec. 1508.** WITHDRAWAL DEEMED ON CONVERSION TO
34 DOMESTIC ENTITY. A registered foreign entity that converts to any
35 type of domestic entity is deemed to have withdrawn its registration
36 on the effective date of the conversion.

1 NEW SECTION. **Sec. 1509.** WITHDRAWAL ON DISSOLUTION OR CONVERSION
2 TO NONFILING ENTITY OTHER THAN LIMITED LIABILITY PARTNERSHIP. (1) A
3 registered foreign entity that has dissolved and completed winding up
4 or has converted to a domestic or foreign nonfiling entity other than
5 a limited liability partnership shall deliver a statement of
6 withdrawal to the secretary of state for filing. The statement must
7 be executed by the dissolved or converted entity and state:

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

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

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

13 (b) In the case of a foreign entity that has converted to a
14 domestic or foreign nonfiling entity other than a limited liability
15 partnership:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

37 (f) The secretary of state receives a duly authenticated
38 certificate from the secretary of state or other official having
39 custody of the entity's records in the entity's jurisdiction of

1 formation stating that it has been dissolved or disappeared as the
2 result of a merger.

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

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

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

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

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

26 **ARTICLE 6**
27 **ADMINISTRATIVE DISSOLUTION**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

22 (b) File the statement; and

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

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

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

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

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

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

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

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

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

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

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

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

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

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

37 **ARTICLE 7**

38 **MISCELLANEOUS PROVISIONS**

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

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

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

7 **PART II**

8 **BUSINESS CORPORATION ACT REVISIONS**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

30 ~~(b) Miscellaneous charges;~~

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

27 (2) Permissible means of transmission.

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

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

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

3 (c) Notice provided in an electronic transmission.

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

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

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

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

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

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

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

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

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

24 (3) Effective time and date of notice.

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

26 (b) Notice provided in a tangible medium.

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

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

33 (B) When received;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

15 (1) After incorporation:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

27 **Sec. 2135.** RCW 23B.15.060 and 1998 c 102 s 2 are each amended to
28 read as follows:

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

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

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

36 ~~(c) Does not contain any of the following words or phrases:~~
37 ~~"Bank," "banking," "banker," "trust," "cooperative," or any~~
38 ~~combination of the words "industrial" and "loan," or any combination~~

1 of any two or more words "building," "savings," "loan," "home,"
2 "association," and "society," or any other words or phrases
3 prohibited by any statute of this state; and

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

7 (i) The corporate name of a corporation incorporated or
8 authorized to transact business in this state;

9 (ii) A corporate name reserved or registered under chapter 23B.04
10 RCW;

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

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

17 (v) The name or reserved name of a mutual corporation or
18 miscellaneous corporation incorporated or authorized to do business
19 under chapter 24.06 RCW;

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

22 (vii) The name or reserved name of any limited liability company
23 organized or registered under chapter 25.15 RCW; and

24 (viii) The name or reserved name of any limited liability
25 partnership registered under chapter 25.04 RCW.

26 (2) A name shall not be considered distinguishable under the same
27 grounds as provided under RCW 23B.04.010.

28 (3) If the corporate name of a foreign corporation does not
29 satisfy the requirements of subsection (1) of this section, the
30 foreign corporation to obtain or maintain a certificate of authority
31 to transact business in this state:

32 (a) May add the word "corporation," "incorporated," "company," or
33 "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.," to
34 its corporate name for use in this state; or

35 (b) May use a fictitious name to transact business in this state
36 if its real name is unavailable and it delivers to the secretary of
37 state for filing a copy of the resolution of its board of directors,
38 certified by its secretary, adopting the fictitious name.

39 (4) A foreign corporation may apply to the secretary of state for
40 authorization to use a name that is not distinguishable upon the

1 records from one or more of the names described in subsection (1)(d)
2 of this section. The secretary of state shall authorize use of the
3 name applied for if:

4 (a) The other corporation, company, holder, limited liability
5 partnership, or limited partnership consents to the use in writing
6 and files with the secretary of state documents necessary to change
7 its name or the name reserved or registered to a name that is
8 distinguishable upon the records of the secretary of state from the
9 name of the applying corporation; or

10 (b) The applicant delivers to the secretary of state a certified
11 copy of the final judgment of a court of competent jurisdiction
12 establishing the applicant's right to use the name applied for in
13 this state.

14 (5) A foreign corporation may use in this state the name,
15 including the fictitious name, of another domestic or foreign
16 corporation that is used in this state if the other corporation is
17 incorporated or authorized to transact business in this state and the
18 foreign corporation:

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

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

21 (6) If a foreign corporation authorized to transact business in
22 this state changes its corporate name to one that does not satisfy
23 the requirements of subsection (1) of this section, it may not
24 transact business in this state under the changed name until it
25 adopts a name satisfying such requirements and obtains an amended
26 certificate of authority under RCW 23B.15.040) The corporate name of
27 a foreign corporation registered in this state must comply with the
28 provisions of section 1506 of this act and part I, Article 3 of this
29 act.

30 **Sec. 2136.** RCW 23B.15.070 and 2002 c 297 s 43 are each amended
31 to read as follows:

32 ((1)) Each foreign corporation ((authorized)) registered to
33 transact business in this state must continuously maintain in this
34 state((:

35 (a) A registered office which may be, but need not be, the same
36 as its place of business in this state. The registered office shall
37 be at a specific geographic location in this state, and be identified
38 by number, if any, and street, building address, or rural route, or,
39 if a commonly known street or rural route address does not exist, by

1 legal description. A registered office may not be identified by post
2 office box number or other nongeographic address. For purposes of
3 communicating by mail, the secretary of state may permit the use of a
4 post office address in the same city as the registered office to be
5 used in conjunction with the registered office address if the
6 corporation also maintains on file the specific geographic address of
7 the registered office where personal service of process may be made.

8 (b) A registered agent, who may be:

9 (i) An individual who resides in this state and whose business
10 office is identical with the registered office;

11 (ii) A domestic corporation or not for profit domestic
12 corporation whose business office is identical with the registered
13 office;

14 (iii) A foreign corporation or foreign not for profit corporation
15 authorized to transact business or conduct affairs in this state
16 whose business office is identical with the registered office;

17 (iv) A domestic limited liability company whose business office
18 is identical with the registered office; or

19 (v) A foreign limited liability company authorized to conduct
20 affairs in this state whose business office is identical with the
21 registered office.

22 (2) A registered agent shall not be appointed without having
23 given prior consent in a record to the appointment. The consent shall
24 be filed with the secretary of state in such form as the secretary of
25 state may prescribe. The consent shall be filed with or as a part of
26 the record first appointing a registered agent. In the event any
27 individual, corporation, or limited liability company has been
28 appointed agent without consent, that person, corporation, or limited
29 liability company may file a notarized statement attesting to that
30 fact, and the name shall forthwith be removed from the records)) a
31 registered agent in accordance with part I, Article 4 of this act.

32 **Sec. 2137.** RCW 23B.15.080 and 2002 c 297 s 44 are each amended
33 to read as follows:

34 (1) A foreign corporation ((authorized)) registered to transact
35 business in this state may change its registered ((office or
36 registered)) agent by delivering to the secretary of state for filing
37 a statement of change ((that sets forth:

38 (a) Its name;

1 ~~(b) If the current registered office is to be changed, the street~~
2 ~~address of its new registered office;~~

3 ~~(c) If the current registered agent is to be changed, the name of~~
4 ~~its new registered agent and the new agent's consent, either on the~~
5 ~~statement or attached to it in the manner and form as the secretary~~
6 ~~of state may prescribe, to the appointment; and~~

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

11 ~~(2) ((If)) A registered agent ((changes the street address of the~~
12 ~~agent's business office, the registered agent may change the street~~
13 ~~address of the registered office of any foreign corporation for which~~
14 ~~the agent is the registered agent by notifying the corporation of the~~
15 ~~change either (a) in a record or (b) if the corporation has~~
16 ~~designated an address, location, or system to which the notices may~~
17 ~~be electronically transmitted and the registered agent electronically~~
18 ~~transmits the notice to the corporation at the designated address,~~
19 ~~location, or system, in an electronically transmitted record, and~~
20 ~~delivering to the secretary of state for filing a statement of change~~
21 ~~that complies with the requirements of subsection (1) of this section~~
22 ~~and recites that the corporation has been notified of the change)) of~~
23 ~~a foreign corporation may change its information on file with the~~
24 ~~secretary of state in accordance with section 1408 or 1409 of this~~
25 ~~act.~~

26 **Sec. 2138.** RCW 23B.15.090 and 1989 c 165 s 177 are each amended
27 to read as follows:

28 ~~((1)) The registered agent of a foreign corporation may resign~~
29 ~~as agent by signing and delivering to the secretary of state for~~
30 ~~filing a statement of resignation((. The statement of resignation may~~
31 ~~include a statement that the registered office is also discontinued.~~

32 ~~(2) After filing the statement, the secretary of state shall mail~~
33 ~~a copy of the statement to the foreign corporation at its principal~~
34 ~~office address shown in its most recent annual report, or in the~~
35 ~~application for certificate of authority if no annual report has been~~
36 ~~filed.~~

37 ~~(3) The agency appointment is terminated, and the registered~~
38 ~~office discontinued if so provided, on the thirty-first day after the~~

1 ~~date on which the statement was filed))~~ in accordance with section
2 1410 of this act.

3 **Sec. 2139.** RCW 23B.15.100 and 1989 c 165 s 178 are each amended
4 to read as follows:

5 ~~((1) The registered agent appointed by a foreign corporation~~
6 ~~authorized to transact business in this state shall be an agent of~~
7 ~~such corporation upon whom))~~ Service of any process, notice, or
8 demand required or permitted by law to be served upon the foreign
9 corporation may be ~~((served.~~

10 ~~(2) The secretary of state shall be an agent of a foreign~~
11 ~~corporation upon whom any process, notice, or demand may be served,~~
12 ~~if:~~

13 ~~(a) The corporation is authorized to transact business in this~~
14 ~~state, and it fails to appoint or maintain a registered agent in this~~
15 ~~state, or its registered agent cannot with reasonable diligence be~~
16 ~~found at the registered office;~~

17 ~~(b) The corporation's authority to transact business in this~~
18 ~~state has been revoked under RCW 23B.15.310; or~~

19 ~~(c) The corporation has been authorized to transact business in~~
20 ~~this state and has withdrawn under RCW 23B.15.200.~~

21 ~~(3) Service on the secretary of state of any such process,~~
22 ~~notice, or demand shall be made by delivering to and leaving with the~~
23 ~~secretary of state, or with any duly authorized clerk of the~~
24 ~~corporation department of the secretary of state's office, the~~
25 ~~process, notice, or demand. In the event any such process, notice, or~~
26 ~~demand is served on the secretary of state, the secretary of state~~
27 ~~shall immediately cause a copy thereof to be forwarded by certified~~
28 ~~mail, addressed to the secretary of the corporation at its principal~~
29 ~~office as shown on the records of the secretary of state. Any service~~
30 ~~so had on the secretary of state shall be returnable in not less than~~
31 ~~thirty days.~~

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

36 ~~(5) This section does not limit or affect the right to serve any~~
37 ~~process, notice, or demand, required or permitted by law to be served~~
38 ~~upon a corporation in any other manner now or hereafter permitted by~~
39 ~~law))~~ made in accordance with section 1411 of this act.

1 **Sec. 2140.** RCW 23B.15.200 and 1989 c 165 s 179 are each amended
2 to read as follows:

3 ~~((1))~~ A foreign corporation ~~((authorized))~~ registered to
4 transact business in this state may not withdraw from this state
5 until it ~~((obtains a certificate))~~ delivers a statement of withdrawal
6 ~~((from))~~ to the secretary of state~~((-~~

7 ~~(2) A foreign corporation authorized to transact business in this~~
8 ~~state may apply for a certificate of withdrawal by delivering an~~
9 ~~application to the secretary of state for filing. The application~~
10 ~~must be accompanied by a copy of a revenue clearance certificate~~
11 ~~issued pursuant to RCW 82.32.260, and must set forth:~~

12 ~~(a) The name of the foreign corporation and the name of the state~~
13 ~~or country under whose law it is incorporated;~~

14 ~~(b) That it is not transacting business in this state and that it~~
15 ~~surrenders its authority to transact business in this state;~~

16 ~~(c) That it revokes the authority of its registered agent to~~
17 ~~accept service on its behalf and appoints the secretary of state as~~
18 ~~its agent for service of process in any proceeding based on a cause~~
19 ~~of action arising during the time it was authorized to transact~~
20 ~~business in this state;~~

21 ~~(d) A mailing address to which the secretary of state may mail a~~
22 ~~copy of any process served on the secretary of state under (c) of~~
23 ~~this subsection; and~~

24 ~~(e) A commitment to notify the secretary of state in the future~~
25 ~~of any change in its mailing address.~~

26 ~~(3) After the withdrawal of the corporation is effective, service~~
27 ~~of process on the secretary of state under RCW 23B.15.100 is service~~
28 ~~on the foreign corporation))~~ for filing in accordance with section
29 1507 of this act.

30 **Sec. 2141.** RCW 23B.15.300 and 1991 c 72 s 39 are each amended to
31 read as follows:

32 The secretary of state may ~~((revoke the certificate of~~
33 ~~authority))~~ terminate the registration of a registered foreign
34 corporation ~~((authorized to transact business in this state if:~~

35 ~~(1) The foreign corporation does not deliver its completed~~
36 ~~initial report or annual report to the secretary of state when it is~~
37 ~~due;~~

38 ~~(2) The foreign corporation does not pay any license fees or~~
39 ~~penalties, imposed by this title, when they become due;~~

1 ~~(3) The foreign corporation is without a registered agent or~~
2 ~~registered office in this state;~~

3 ~~(4) The foreign corporation does not inform the secretary of~~
4 ~~state under RCW 23B.15.080 or 23B.15.090 that its registered agent or~~
5 ~~registered office has changed, that its registered agent has~~
6 ~~resigned, or that its registered office has been discontinued;~~

7 ~~(5) An incorporator, director, officer, or agent of the foreign~~
8 ~~corporation signed a document knowing it was false in any material~~
9 ~~respect with intent that the document be delivered to the secretary~~
10 ~~of state for filing; or~~

11 ~~(6) The secretary of state receives a duly authenticated~~
12 ~~certificate from the secretary of state or other official having~~
13 ~~custody of corporate records in the state or country under whose law~~
14 ~~the foreign corporation is incorporated stating that it has been~~
15 ~~dissolved or disappeared as the result of a merger)) under the~~
16 ~~circumstances and procedures specified in section 1511 of this act.~~

17 **Sec. 2142.** RCW 23B.16.010 and 2009 c 189 s 54 are each amended
18 to read as follows:

19 (1) A corporation shall keep as permanent records minutes of all
20 meetings of its shareholders and board of directors, a record of all
21 corporate actions approved by the shareholders or board of directors
22 by executed consent without a meeting, and a record of all corporate
23 actions approved by a committee of the board of directors exercising
24 the authority of the board of directors on behalf of the corporation.

25 (2) A corporation shall maintain appropriate accounting records.

26 (3) A corporation or its agent shall maintain a record of its
27 shareholders, in a form that permits preparation of a list of the
28 names and addresses of all shareholders, in alphabetical order by
29 class of shares showing the number and class of shares held by each.

30 (4) A corporation shall maintain its records in written form or
31 in another form capable of conversion into written form within a
32 reasonable time.

33 (5) A corporation shall keep a copy of the following records at
34 its principal office:

35 (a) Its articles or restated articles of incorporation and all
36 amendments to them currently in effect;

37 (b) Its bylaws or restated bylaws and all amendments to them
38 currently in effect;

1 (c) The minutes of all shareholders' meetings, and records of all
2 corporate actions approved by shareholders without a meeting, for the
3 past three years;

4 (d) The financial statements described in RCW 23B.16.200(1), for
5 the past three years;

6 (e) All communications in the form of a record to shareholders
7 generally within the past three years;

8 (f) A list of the names and business addresses of its current
9 directors and officers; and

10 (g) Its initial report or most recent annual report delivered to
11 the secretary of state under ~~((RCW 23B.16.220))~~ section 1212 of this
12 act.

13 **Sec. 2143.** RCW 23B.16.220 and 2001 c 307 s 1 are each amended to
14 read as follows:

15 ~~((1))~~ Each domestic corporation, and each foreign corporation
16 ~~((authorized))~~ registered to transact business in this state, shall
17 deliver to the secretary of state for filing initial and annual
18 reports ~~((that set forth:~~

19 ~~(a) The name of the corporation and the state or country under~~
20 ~~whose law it is incorporated;~~

21 ~~(b) The street address of its registered office and the name of~~
22 ~~its registered agent at that office in this state;~~

23 ~~(c) In the case of a foreign corporation, the address of its~~
24 ~~principal office in the state or country under the laws of which it~~
25 ~~is incorporated;~~

26 ~~(d) The address of the principal place of business of the~~
27 ~~corporation in this state;~~

28 ~~(e) The names and addresses of its directors, if the corporation~~
29 ~~has dispensed with or limited the authority of its board of directors~~
30 ~~pursuant to RCW 23B.08.010, in an agreement authorized under RCW~~
31 ~~23B.07.320, or analogous authority, the names and addresses of~~
32 ~~persons who will perform some or all of the duties of the board of~~
33 ~~directors;~~

34 ~~(f) A brief description of the nature of its business; and~~

35 ~~(g) The names and addresses of its chairperson of the board of~~
36 ~~directors, if any, president, secretary, and treasurer, or of~~
37 ~~individuals, however designated, performing the functions of such~~
38 ~~officers.~~

1 ~~(2) Information in an initial report or an annual report must be~~
2 ~~current as of the date the report is executed on behalf of the~~
3 ~~corporation.~~

4 ~~(3) A corporation's initial report must be delivered to the~~
5 ~~secretary of state within one hundred twenty days of the date on~~
6 ~~which the articles of incorporation for a domestic corporation were~~
7 ~~filed, or on which a foreign corporation's certificate of authority~~
8 ~~was filed. Subsequent annual reports must be delivered to the~~
9 ~~secretary of state on, or prior to, the date on which the domestic or~~
10 ~~foreign corporation is required to pay its annual corporate license~~
11 ~~fee, and at such additional times as the corporation elects.~~

12 ~~(4)(a) The secretary of state may allow a corporation to file an~~
13 ~~annual report through electronic means. If allowed, the secretary of~~
14 ~~state shall adopt rules detailing the circumstances under which the~~
15 ~~electronic filing of such reports shall be permitted and how such~~
16 ~~reports may be filed.~~

17 ~~(b) For purposes of this section only, a person executing an~~
18 ~~electronically filed annual report may deliver the report to the~~
19 ~~office of the secretary of state without a signature and without an~~
20 ~~exact or conformed copy, but the person's name must appear in the~~
21 ~~electronic filing as the person executing the filing, and the filing~~
22 ~~must state the capacity in which the person is executing the filing))~~
23 ~~in accordance with section 1212 of this act.~~

24 **Sec. 2144.** RCW 23B.18.020 and 1989 c 165 s 192 are each amended
25 to read as follows:

26 Such nonadmitted organizations shall have the right to foreclose
27 such mortgages under the laws of this state or to receive voluntary
28 conveyance in lieu of foreclosure, and in the course of such
29 foreclosure or of such receipt of conveyance in lieu of foreclosure,
30 to acquire the mortgaged property, and to hold and own such property
31 and to dispose thereof. Such nonadmitted organizations however, shall
32 not be allowed to hold, own, and operate said property for a period
33 exceeding five years. In the event said nonadmitted organizations do
34 hold, own, and operate said property for a period in excess of five
35 years, it shall be forthwith required to appoint an agent as required
36 by RCW 23B.15.070 and part I, Article 4 of this act for foreign
37 corporations doing business in this state.

1 **Sec. 2145.** RCW 23B.18.030 and 1989 c 165 s 193 are each amended
2 to read as follows:

3 The activities authorized by RCW 23B.18.010 and 23B.18.020 by
4 such nonadmitted organizations shall not constitute "transacting
5 business" within the meaning of chapter 23B.15 RCW or part I, Article
6 5 of this act.

7 **Sec. 2146.** RCW 23B.18.040 and 1989 c 165 s 194 are each amended
8 to read as follows:

9 In any action in law or equity commenced by the obligor or
10 obligors, it, his, her, or their assignee or assignees against the
11 said nonadmitted organizations on the said notes secured by said real
12 estate mortgages purchased by said nonadmitted organizations, service
13 of all legal process may be (~~had by serving the secretary of state~~
14 ~~of the state of Washington~~) made in accordance with section 1411 of
15 this act.

16 **Sec. 2147.** RCW 23B.19.020 and 1996 c 155 s 1 are each amended to
17 read as follows:

18 The definitions in this section apply throughout this chapter.

19 (1) "Acquiring person" means a person or group of persons, other
20 than the target corporation or a subsidiary of the target
21 corporation, who beneficially owns ten percent or more of the
22 outstanding voting shares of the target corporation. The term
23 "acquiring person" does not include a person who (a) beneficially
24 owned ten percent or more of the outstanding voting shares of the
25 target corporation on March 23, 1988; (b) acquires its shares by
26 gift, inheritance, or in a transaction in which no consideration is
27 exchanged; (c) exceeds the ten percent threshold as a result of
28 action taken solely by the target corporation, such as redemption of
29 shares, unless that person, by its own action, acquires additional
30 shares of the target corporation; (d) beneficially was the owner of
31 ten percent or more of the outstanding voting shares prior to the
32 time the target corporation had a class of voting shares registered
33 with the securities and exchange commission pursuant to section 12 or
34 15 of the exchange act; or (e) beneficially was the owner of ten
35 percent or more of the outstanding voting shares prior to the time
36 the target corporation amended its articles of incorporation to
37 provide that the corporation shall be subject to the provisions of
38 this chapter. An agent, bank, broker, nominee, or trustee for another

1 person, if the other person is not an acquiring person, who acts in
2 good faith and not for the purpose of circumventing this chapter, is
3 not an acquiring person. For the purpose of determining whether a
4 person is an acquiring person, the number of voting shares of the
5 target corporation that are outstanding shall include shares
6 beneficially owned by the person through application of subsection
7 (4) of this section, but shall not include any other unissued voting
8 shares of the target corporation which may be issuable pursuant to
9 any agreement, arrangement, or understanding; or upon exercise of
10 conversion rights, warrants, or options; or otherwise.

11 (2) "Affiliate" means a person who directly or indirectly
12 controls, or is controlled by, or is under common control with, a
13 person.

14 (3) "Announcement date," when used in reference to any
15 significant business transaction, means the date of the first public
16 announcement of the final, definitive proposal for such a significant
17 business transaction.

18 (4) "Associate" means (a) a domestic or foreign corporation or
19 organization of which a person is an officer, director, member, or
20 partner or in which a person performs a similar function; (b) a
21 direct or indirect beneficial owner of ten percent or more of any
22 class of equity securities of a person; (c) a trust or estate in
23 which a person has a beneficial interest or as to which a person
24 serves as trustee or in a similar fiduciary capacity; and (d) the
25 spouse or a parent or sibling of a person or a child, grandchild,
26 sibling, parent, or spouse of any thereof, of a person or an
27 individual having the same home as a person.

28 (5) "Beneficial ownership," when used with respect to any shares,
29 means ownership by a person:

30 (a) Who, individually or with or through any of its affiliates or
31 associates, beneficially owns such shares, directly or indirectly; or

32 (b) Who, individually or with or through any of its affiliates or
33 associates, has (i) the right to acquire the shares, whether the
34 right is exercisable immediately or only after the passage of time,
35 pursuant to any agreement, arrangement, or understanding, whether or
36 not in writing, or upon the exercise of conversion rights, exchange
37 rights, warrants or options, or otherwise. A person is not the
38 beneficial owner of shares tendered pursuant to a tender or exchange
39 offer made by the person or any of the person's affiliates or
40 associates until the tendered shares are accepted for purchase or

1 exchange; or (ii) the right to vote the shares pursuant to any
2 agreement, arrangement, or understanding, whether or not in writing.
3 A person is not the beneficial owner of any shares under (b)(ii) of
4 this subsection if the agreement, arrangement, or understanding to
5 vote the shares arises solely from a revocable proxy or consent given
6 in response to a proxy or consent solicitation made in accordance
7 with the applicable rules and regulations under the exchange act and
8 is not then reportable on schedule 13D under the exchange act, or any
9 comparable or successor report; or

10 (c) Who has any agreement, arrangement, or understanding, whether
11 or not in writing, for the purpose of acquiring, holding, voting,
12 except voting pursuant to a revocable proxy or consent as described
13 in (b)(ii) of this subsection, or disposing of the shares with any
14 other person who beneficially owns, or whose affiliates or associates
15 beneficially own, directly or indirectly, the shares.

16 (6) "Common shares" means any shares other than preferred shares.

17 (7) "Consummation date," with respect to any significant business
18 transaction, means the date of consummation of such a significant
19 business transaction, or, in the case of a significant business
20 transaction as to which a shareholder vote is taken, the later of the
21 business day prior to the vote or twenty days prior to the date of
22 consummation of such a significant business transaction.

23 (8) "Control," "controlling," "controlled by," and "under common
24 control with," means the possession, directly or indirectly, of the
25 power to direct or cause the direction of the management and policies
26 of a person, whether through the ownership of voting shares, by
27 contract, or otherwise. A person's beneficial ownership of ten
28 percent or more of a domestic or foreign corporation's outstanding
29 voting shares shall create a rebuttable presumption that such person
30 has control of such corporation. However, a person does not have
31 control of a domestic or foreign corporation if the person holds
32 voting shares, in good faith and not for the purpose of circumventing
33 this chapter, as an agent, bank, broker, nominee, custodian, or
34 trustee for one or more beneficial owners who do not individually or
35 as a group have control of such corporation.

36 (9) "Domestic corporation" means an issuer of voting shares which
37 is organized under chapter 23B.02 RCW or any predecessor provision.

38 (10) "Exchange act" means the federal securities exchange act of
39 1934, as amended.

1 (11) "Market value," in the case of property other than cash or
2 shares, means the fair market value of the property on the date in
3 question as determined by the board of directors of the target
4 corporation in good faith.

5 (12) "Person" means an individual, domestic or foreign
6 corporation, partnership, trust, unincorporated association, or other
7 entity; an affiliate or associate of any such person; or any two or
8 more persons acting as a partnership, syndicate, or other group for
9 the purpose of acquiring, holding, or dispersing of securities of a
10 domestic or foreign corporation.

11 (13) "Preferred shares" means any class or series of shares of a
12 target corporation which under the bylaws or articles of
13 incorporation of such a corporation is entitled to receive payment of
14 dividends prior to any payment of dividends on some other class or
15 series of shares, or is entitled in the event of any voluntary
16 liquidation, dissolution, or winding up of the target corporation to
17 receive payment or distribution of a preferential amount before any
18 payments or distributions are received by some other class or series
19 of shares.

20 (14) "Shares" means any:

21 (a) Shares or similar security, any certificate of interest, any
22 participation in any profit sharing agreement, any voting trust
23 certificate, or any certificate of deposit for shares; and

24 (b) Security convertible, with or without consideration, into
25 shares, or any warrant, call, or other option or privilege of buying
26 shares without being bound to do so, or any other security carrying
27 any right to acquire, subscribe to, or purchase shares.

28 (15) "Significant business transaction" means:

29 (a) A merger, share exchange, or consolidation of a target
30 corporation or a subsidiary of a target corporation with (i) an
31 acquiring person, or (ii) any other domestic or foreign corporation
32 which is, or after the merger, share exchange, or consolidation would
33 be, an affiliate or associate of the acquiring person;

34 (b) A sale, lease, exchange, mortgage, pledge, transfer, or other
35 disposition or encumbrance, whether in one transaction or a series of
36 transactions, to or with an acquiring person or an affiliate or
37 associate of an acquiring person of assets of a target corporation or
38 a subsidiary of a target corporation (i) having an aggregate market
39 value equal to five percent or more of the aggregate market value of
40 all the assets, determined on a consolidated basis, of the target

1 corporation, (ii) having an aggregate market value equal to five
2 percent or more of the aggregate market value of all the outstanding
3 shares of the target corporation, or (iii) representing five percent
4 or more of the earning power or net income, determined on a
5 consolidated basis, of the target corporation;

6 (c) The termination, while the corporation has an acquiring
7 person and as a result of the acquiring person's acquisition of ten
8 percent or more of the shares of the corporation, of five percent or
9 more of the employees of the target corporation or its subsidiaries
10 employed in this state, whether at one time or over the five-year
11 period following the share acquisition time. For the purposes of (c)
12 of this subsection, a termination other than an employee's death or
13 disability or bona fide voluntary retirement, transfer, resignation,
14 termination for cause under applicable common law principles, or
15 leave of absence shall be presumed to be a termination resulting from
16 the acquiring person's acquisition of shares, which presumption is
17 rebuttable. A bona fide voluntary transfer of employees between the
18 target corporation and its subsidiaries or between its subsidiaries
19 is not a termination for the purposes of (c) of this subsection;

20 (d) The issuance, transfer, or redemption by a target corporation
21 or a subsidiary of a target corporation, whether in one transaction
22 or a series of transactions, of shares or of options, warrants, or
23 rights to acquire shares of a target corporation or a subsidiary of a
24 target corporation to or beneficially owned by an acquiring person or
25 an affiliate or associate of an acquiring person except pursuant to
26 the exercise of warrants or rights to purchase shares offered, or a
27 dividend, distribution, or redemption paid or made pro rata to, all
28 shareholders or holders of options, warrants, or rights to acquire
29 shares of the target corporation, and except for involuntary
30 redemptions permitted by the target corporation's charter or by the
31 law of this state or the state of incorporation;

32 (e) The liquidation or dissolution of a target corporation
33 proposed by, or pursuant to an agreement, arrangement, or
34 understanding, whether or not in writing, with an acquiring person or
35 an affiliate or associate of an acquiring person;

36 (f) A reclassification of securities, including, without
37 limitation, any shares split, shares dividend, or other distribution
38 of shares in respect of stock, or any reverse shares split, or
39 recapitalization of a target corporation, or a merger or
40 consolidation of a target corporation with a subsidiary of the target

1 corporation, or any other transaction, whether or not with or into or
2 otherwise involving an acquiring person, proposed by, or pursuant to
3 an agreement, arrangement, or understanding, whether or not in
4 writing, with an acquiring person or an affiliate or associate of an
5 acquiring person, that has the effect, directly or indirectly, of
6 increasing the proportionate share of the outstanding shares of a
7 class or series of voting shares or securities convertible into
8 voting shares of a target corporation or a subsidiary of the target
9 corporation that is directly or indirectly owned by an acquiring
10 person or an affiliate or associate of an acquiring person, except as
11 a result of immaterial changes due to fractional share adjustments;
12 or

13 (g) A receipt by an acquiring person or an affiliate or associate
14 of an acquiring person of the benefit, directly or indirectly, except
15 proportionately as a shareholder of a target corporation, of loans,
16 advances, guarantees, pledges, or other financial assistance or tax
17 credits or other tax advantages provided by or through a target
18 corporation.

19 (16) "Share acquisition time" means the time at which a person
20 first becomes an acquiring person of a target corporation.

21 (17) "Subsidiary" means a domestic or foreign corporation that
22 has a majority of its outstanding voting shares owned, directly or
23 indirectly, by another domestic or foreign corporation.

24 (18) "Tangible assets" means tangible real and personal property
25 of all kinds. It shall also include leasehold interests in tangible
26 real and personal property.

27 (19) "Target corporation" means:

28 (a) Every domestic corporation, if:

29 (i) The corporation has a class of voting shares registered with
30 the securities and exchange commission pursuant to section 12 or 15
31 of the exchange act; or

32 (ii) The corporation's articles of incorporation have been
33 amended to provide that such a corporation shall be subject to the
34 provisions of this chapter, if the corporation did not have a class
35 of voting shares registered with the securities and exchange
36 commission pursuant to section 12 or 15 of the exchange act on the
37 effective date of that amendment; and

38 (b) Every foreign corporation required to (~~have a certificate of~~
39 ~~authority~~) register to transact business in this state pursuant to
40 chapter 23B.15 RCW and part I, Article 5 of this act, if:

1 (i) The corporation has a class of voting shares registered with
2 the securities and exchange commission pursuant to section 12 or 15
3 of the exchange act;

4 (ii) The corporation's principal executive office is located in
5 the state;

6 (iii) The corporation has: (A) More than ten percent of its
7 shareholders of record resident in the state; or (B) more than ten
8 percent of its shares owned of record by state residents; or (C) one
9 thousand or more shareholders of record resident in the state;

10 (iv) A majority of the corporation's employees, together with
11 those of its subsidiaries, are residents of the state or the
12 corporation, together with its subsidiaries, employs more than one
13 thousand residents of the state; and

14 (v) A majority of the corporation's tangible assets, together
15 with those of its subsidiaries, measured by market value, are located
16 in the state or the corporation, together with its subsidiaries, has
17 more than fifty million dollars' worth of tangible assets located in
18 the state.

19 For purposes of this subsection, the record date for determining
20 the percentages and numbers of shareholders and shares shall be the
21 last shareholder record date before the event requiring that the
22 determination be made. A shareholder record date shall be determined
23 pursuant to the comparable provision to RCW 23B.07.070 of the law of
24 the state in which a foreign corporation is incorporated. If a
25 shareholder record date has not been fixed by the board of directors
26 within the preceding four months, the determination shall be made as
27 of the end of the corporation's most recent fiscal quarter.

28 The residence of each shareholder is presumed to be the address
29 appearing in the records of the corporation. Shares held of record by
30 brokers or nominees shall be disregarded for purposes of calculating
31 the percentages and numbers specified in this subsection. Shares of a
32 corporation allocated to the account of an employee or former
33 employee or beneficiaries of employees or former employees of a
34 corporation and held in a plan that is qualified under section 401(a)
35 of the federal internal revenue code of 1986, as amended, and is a
36 defined contribution plan within the meaning of section 414(i) of the
37 code shall be deemed, for the purposes of this subsection, to be held
38 of record by the employee to whose account such shares are allocated.

39 A domestic or foreign corporation shall be deemed to be a target
40 corporation if the domestic or foreign corporation's failure to

1 satisfy the requirements of this subsection is caused by the action
2 of, or is the result of a proposal by, an acquiring person or
3 affiliate or associate of an acquiring person.

4 (20) "Voting shares" means shares of a corporation entitled to
5 vote generally in the election of directors.

6 **Sec. 2148.** RCW 23B.01.400 and 2012 c 215 s 17 are each amended
7 to read as follows:

8 Unless the context clearly requires otherwise, the definitions in
9 this section apply throughout this title.

10 (1) "Articles of incorporation" include amended and restated
11 articles of incorporation and articles of merger.

12 (2) "Authorized shares" means the shares of all classes a
13 domestic or foreign corporation is authorized to issue.

14 (3) "Conspicuous" means so prepared that a reasonable person
15 against whom the record is to operate should have noticed it. For
16 example, printing in italics or boldface or contrasting color, or
17 typing in capitals or underlined, is conspicuous.

18 (4) "Corporate action" means any resolution, act, policy,
19 contract, transaction, plan, adoption or amendment of articles of
20 incorporation or bylaws, or other matter approved by or submitted for
21 approval to a corporation's incorporators, board of directors or a
22 committee thereof, or shareholders.

23 (5) "Corporation" or "domestic corporation" means a corporation
24 for profit, including a social purpose corporation, which is not a
25 foreign corporation, incorporated under or subject to the provisions
26 of this title.

27 (6) "Deliver" includes (a) mailing, (b) for purposes of
28 delivering a demand, consent, notice, or waiver to the corporation or
29 one of its officers, directors, or shareholders, transmission by
30 facsimile equipment, and (c) for purposes of delivering a demand,
31 consent, notice, or waiver to the corporation or one of its officers,
32 directors, or shareholders under RCW 23B.01.410 or chapter 23B.07,
33 23B.08, 23B.11, 23B.13, 23B.14, or 23B.16 RCW delivery by electronic
34 transmission.

35 (7) "Distribution" means a direct or indirect transfer of money
36 or other property, except its own shares, or incurrence of
37 indebtedness by a corporation to or for the benefit of its
38 shareholders in respect to any of its shares. A distribution may be
39 in the form of a declaration or payment of a dividend; a distribution

1 in partial or complete liquidation, or upon voluntary or involuntary
2 dissolution; a purchase, redemption, or other acquisition of shares;
3 a distribution of indebtedness; or otherwise.

4 (8) "Effective date of notice" has the meaning provided in RCW
5 23B.01.410.

6 (9) "Electronic transmission" means an electronic communication
7 (a) not directly involving the physical transfer of a record in a
8 tangible medium and (b) that may be retained, retrieved, and reviewed
9 by the sender and the recipient thereof, and that may be directly
10 reproduced in a tangible medium by such a sender and recipient.

11 (10) "Electronically transmitted" means the initiation of an
12 electronic transmission.

13 (11) "Employee" includes an officer but not a director. A
14 director may accept duties that make the director also an employee.

15 (12) "Entity" includes a corporation and foreign corporation,
16 not-for-profit corporation, business trust, estate, trust,
17 partnership, limited liability company, association, joint venture,
18 two or more persons having a joint or common economic interest, the
19 state, United States, and a foreign governmental subdivision, agency,
20 or instrumentality, or any other legal or commercial entity.

21 (13) "Execute," "executes," or "executed" means (a) signed with
22 respect to a written record or (b) electronically transmitted along
23 with sufficient information to determine the sender's identity with
24 respect to an electronic transmission, or (c) with respect to a
25 record to be filed with the secretary of state, in compliance with
26 the standards for filing with the office of the secretary of state as
27 prescribed by the secretary of state.

28 (14) "Foreign corporation" means a corporation for profit
29 incorporated under a law other than the law of this state.

30 (15) "Foreign limited partnership" means a partnership formed
31 under laws other than of this state and having as partners one or
32 more general partners and one or more limited partners.

33 (16) "General social purpose" means the general social purpose
34 for which a social purpose corporation is organized as set forth in
35 the articles of incorporation of the corporation in accordance with
36 RCW 23B.25.040(1)(c).

37 (17) "Governmental subdivision" includes authority, county,
38 district, and municipality.

39 (18) "Includes" denotes a partial definition.

1 (19) "Individual" includes the estate of an incompetent or
2 deceased individual.

3 (20) "Limited partnership" or "domestic limited partnership"
4 means a partnership formed by two or more persons under the laws of
5 this state and having one or more general partners and one or more
6 limited partners.

7 (21) "Means" denotes an exhaustive definition.

8 (22) "Notice" has the meaning provided in RCW 23B.01.410.

9 (23) "Person" means an individual, corporation, business trust,
10 estate, trust, partnership, limited liability company, association,
11 joint venture, government, governmental subdivision, agency, or
12 instrumentality, or any other legal or commercial entity.

13 (24) "Principal office" means the office, in or out of this
14 state, so designated in the annual report where the principal
15 executive offices of a domestic or foreign corporation are located.

16 (25) "Proceeding" includes civil suit and criminal,
17 administrative, and investigatory action.

18 (26) "Public company" means a corporation that has a class of
19 shares registered with the federal securities and exchange commission
20 pursuant to section 12 or 15 of the securities exchange act of 1934,
21 or section 8 of the investment company act of 1940, or any successor
22 statute.

23 (27) "Record" means information inscribed on a tangible medium or
24 contained in an electronic transmission.

25 (28) "Record date" means the date established under chapter
26 23B.07 RCW on which a corporation determines the identity of its
27 shareholders and their shareholdings for purposes of this title. The
28 determinations shall be made as of the close of business on the
29 record date unless another time for doing so is specified when the
30 record date is fixed.

31 (29) "Secretary" means the corporate officer to whom the board of
32 directors has delegated responsibility under RCW 23B.08.400(3) for
33 custody of the minutes of the meetings of the board of directors and
34 of the shareholders and for authenticating records of the
35 corporation.

36 (30) "Shares" means the units into which the proprietary
37 interests in a corporation are divided.

38 (31) "Shareholder" means the person in whose name shares are
39 registered in the records of a corporation or the beneficial owner of

1 shares to the extent of the rights granted by a nominee certificate
2 on file with a corporation.

3 (32) "Social purpose" includes any general social purpose and any
4 specific social purpose.

5 (33) "Social purpose corporation" means a corporation that has
6 elected to be governed as a social purpose corporation under chapter
7 23B.25 RCW.

8 (34) "Specific social purpose" means the specific social purpose
9 or purposes for which a social purpose corporation is organized as
10 set forth in the articles of incorporation of the corporation in
11 accordance with RCW 23B.25.040(2)(a).

12 (35) "State," when referring to a part of the United States,
13 includes a state and commonwealth, and their agencies and
14 governmental subdivisions, and a territory and insular possession,
15 and their agencies and governmental subdivisions, of the United
16 States.

17 (36) "Subscriber" means a person who subscribes for shares in a
18 corporation, whether before or after incorporation.

19 (37) "Tangible medium" means a writing, copy of a writing, or
20 facsimile, or a physical reproduction, each on paper or on other
21 tangible material.

22 (38) "United States" includes a district, authority, bureau,
23 commission, department, and any other agency of the United States.

24 (39) "Voting group" means all shares of one or more classes or
25 series that under the articles of incorporation or this title are
26 entitled to vote and be counted together collectively on a matter at
27 a meeting of shareholders. All shares entitled by the articles of
28 incorporation or this title to vote generally on the matter are for
29 that purpose a single voting group.

30 (40) "Writing" does not include an electronic transmission.

31 (41) "Written" means embodied in a tangible medium.

32 (42) "Registered office" means the principal office indicated in
33 the corporation's most recent annual report, or if the principal
34 office is not located within this state, the office of the
35 corporation's registered agent.

36 **Sec. 2149.** RCW 23B.07.200 and 2009 c 189 s 17 are each amended
37 to read as follows:

38 (1) After fixing a record date for a meeting, a corporation shall
39 prepare an alphabetical list of the names of all its shareholders on

1 the record date who are entitled to notice of a shareholders'
2 meeting. The list must be arranged by voting group, and within each
3 voting group by class or series of shares, and show the address of
4 and number of shares held by each shareholder.

5 (2) The shareholders' list must be available for inspection by
6 any shareholder, beginning ten days prior to the meeting and
7 continuing through the meeting, at the corporation's principal office
8 or at a place identified in the meeting notice in the city where the
9 meeting will be held. A shareholder, the shareholder's agent, or the
10 shareholder's attorney is entitled to inspect the list, during
11 regular business hours and at the shareholder's expense, during the
12 period it is available for inspection.

13 (3) The corporation shall make the shareholders' list available
14 at the meeting, and any shareholder, the shareholder's agent, or the
15 shareholder's attorney is entitled to inspect the list at any time
16 during the meeting or any adjournment.

17 (4) If the corporation refuses to allow a shareholder, the
18 shareholder's agent, or the shareholder's attorney to inspect the
19 shareholders' list before or at the meeting, the superior court of
20 the county where a corporation's (~~principal office, or, if none in~~
21 ~~this state, its~~) registered office((~~7~~)) is located, on application
22 of the shareholder, may summarily order the inspection at the
23 corporation's expense and may postpone the meeting for which the list
24 was prepared until the inspection is complete.

25 (5) A shareholder's right to copy the shareholders' list, and a
26 shareholder's right to otherwise inspect and copy the record of
27 shareholders, is governed by RCW 23B.16.020(3).

28 (6) Refusal or failure to prepare or make available the
29 shareholders' list does not affect the validity of corporate action
30 approved at the meeting.

31 **Sec. 2150.** RCW 23B.08.090 and 1989 c 165 s 88 are each amended
32 to read as follows:

33 (1) The superior court of the county where a corporation's
34 (~~principal office, or, if none in this state, its~~) registered
35 office((~~7~~)) is located may remove a director of the corporation from
36 office in a proceeding commenced either by the corporation or by its
37 shareholders holding at least ten percent of the outstanding shares
38 of any class if the court finds that (a) the director engaged in

1 fraudulent or dishonest conduct with respect to the corporation, and
2 (b) removal is in the best interest of the corporation.

3 (2) The court that removes a director may bar the director from
4 reelection for a period prescribed by the court.

5 (3) If shareholders commence a proceeding under subsection (1) of
6 this section, they shall make the corporation a party defendant.

7 **Sec. 2151.** RCW 23B.13.300 and 1989 c 165 s 152 are each amended
8 to read as follows:

9 (1) If a demand for payment under RCW 23B.13.280 remains
10 unsettled, the corporation shall commence a proceeding within sixty
11 days after receiving the payment demand and petition the court to
12 determine the fair value of the shares and accrued interest. If the
13 corporation does not commence the proceeding within the sixty-day
14 period, it shall pay each dissenter whose demand remains unsettled
15 the amount demanded.

16 (2) The corporation shall commence the proceeding in the superior
17 court of the county where a corporation's (~~(principal office, or, if~~
18 ~~none in this state, its))~~ registered office(~~(-)~~) is located. If the
19 corporation is a foreign corporation without a registered office in
20 this state, it shall commence the proceeding in the county in this
21 state where the registered office of the domestic corporation merged
22 with or whose shares were acquired by the foreign corporation was
23 located.

24 (3) The corporation shall make all dissenters, whether or not
25 residents of this state, whose demands remain unsettled, parties to
26 the proceeding as in an action against their shares and all parties
27 must be served with a copy of the petition. Nonresidents may be
28 served by registered or certified mail or by publication as provided
29 by law.

30 (4) The corporation may join as a party to the proceeding any
31 shareholder who claims to be a dissenter but who has not, in the
32 opinion of the corporation, complied with the provisions of this
33 chapter. If the court determines that such shareholder has not
34 complied with the provisions of this chapter, the shareholder shall
35 be dismissed as a party.

36 (5) The jurisdiction of the court in which the proceeding is
37 commenced under subsection (2) of this section is plenary and
38 exclusive. The court may appoint one or more persons as appraisers to
39 receive evidence and recommend decision on the question of fair

1 value. The appraisers have the powers described in the order
2 appointing them, or in any amendment to it. The dissenters are
3 entitled to the same discovery rights as parties in other civil
4 proceedings.

5 (6) Each dissenter made a party to the proceeding is entitled to
6 judgment (a) for the amount, if any, by which the court finds the
7 fair value of the dissenter's shares, plus interest, exceeds the
8 amount paid by the corporation, or (b) for the fair value, plus
9 accrued interest, of the dissenter's after-acquired shares for which
10 the corporation elected to withhold payment under RCW 23B.13.270.

11 **Sec. 2152.** RCW 23B.14.030 and 2009 c 189 s 51 are each amended
12 to read as follows:

13 (1) At any time after dissolution is authorized under RCW
14 23B.14.010 or 23B.14.020, the corporation may dissolve by delivering
15 to the secretary of state for filing:

16 (a) A copy of a revenue clearance certificate issued pursuant to
17 RCW 82.32.260; and

18 (b) Articles of dissolution setting forth:

19 (i) The name of the corporation;

20 (ii) The date dissolution was approved; and

21 (iii) A statement that dissolution was duly approved by the
22 initial directors, the incorporators, or the board of directors in
23 accordance with RCW 23B.14.010, or was duly proposed by the board of
24 directors and approved by the shareholders in accordance with RCW
25 23B.14.020.

26 (2) A corporation is dissolved upon the effective date of its
27 articles of dissolution.

28 (3) A dissolved corporation shall, within thirty days after the
29 effective date of its articles of dissolution, publish notice of its
30 dissolution and request that persons with claims against the
31 dissolved corporation present them in accordance with the notice. The
32 notice must be published once a week for three consecutive weeks in a
33 newspaper of general circulation in the county where the dissolved
34 corporation's (~~(principal office (or, if none in this state, its))~~)
35 registered office(+) is or was last located. The notice must also
36 describe the information that must be included in a claim, provide a
37 mailing address where a claim may be sent, and state that claims
38 against the dissolved corporation may be barred in accordance with
39 the provisions of this chapter if not timely asserted. A dissolved

1 corporation's failure to publish notice in accordance with this
2 subsection does not affect the validity or the effective date of its
3 dissolution.

4 (4) For purposes of this chapter, "dissolved corporation" means a
5 corporation whose dissolution has been approved in accordance with
6 RCW 23B.14.010 or 23B.14.020 and whose articles of dissolution have
7 become effective, and includes any trust or other successor entity to
8 which the remaining assets of such a corporation are transferred
9 subject to its liabilities for purposes of liquidation in accordance
10 with RCW 23B.14.050.

11 **Sec. 2153.** RCW 23B.14.065 and 2006 c 52 s 10 are each amended to
12 read as follows:

13 (1) A dissolved corporation that has published notice of its
14 dissolution in accordance with RCW 23B.14.030(3) may file an
15 application, with the superior court of the county where its
16 (~~(principal office or, if none in this state, its)~~) registered office
17 is located, for a determination of:

18 (a) The amount and form of reasonable provision to be made for
19 the satisfaction of any one or more claims or liabilities, known or
20 unknown, arising in tort or by contract, statute or otherwise,
21 matured or unmatured, contingent or conditional, that have arisen or
22 are reasonably likely to arise prior to expiration of the survival
23 period specified in RCW 23B.14.340; or

24 (b) Whether the provision made or proposed to be made by the
25 board of directors for the satisfaction of any one or more claims or
26 liabilities is reasonable.

27 Any determination under this subsection is conclusive for
28 purposes of determining the legality of any subsequent distributions
29 under RCW 23B.06.400 and 23B.14.050(3).

30 (2) Within ten days after filing the application, the dissolved
31 corporation shall give written notice of the judicial proceeding to
32 each person to whom written notice has been given pursuant to RCW
33 23B.14.060 and each other person whose claim or potential claim,
34 identity, and mailing address are known to the dissolved corporation.
35 However, written notice of the judicial proceeding need not be given
36 to any person whose claim or potential claim is not sought to be
37 determined under the application filed by the dissolved corporation.

38 (3) The superior court may appoint a guardian ad litem to
39 represent all persons whose claims or potential claims are sought to

1 be determined in the judicial proceeding but whose identities or
2 mailing addresses are not known to the dissolved corporation. The
3 reasonable fees and expenses of the guardian, including all
4 reasonable expert witness fees, shall be paid by the dissolved
5 corporation.

6 (4) Provision by the dissolved corporation for satisfaction of
7 claims or potential claims in the amount and form ordered by the
8 superior court shall satisfy the dissolved corporation's obligations
9 with respect to those claims or potential claims, and any further or
10 greater claims based on the same facts, dealings, or contract shall
11 be barred.

12 **Sec. 2154.** RCW 23B.16.040 and 1989 c 165 s 185 are each amended
13 to read as follows:

14 (1) If a corporation does not allow a shareholder who complies
15 with RCW 23B.16.020(1) to inspect and copy any records required by
16 that subsection to be available for inspection, the superior court of
17 the county where the corporation's (~~principal office, or, if none in~~
18 ~~this state, its~~) registered office((~~7~~)) is located may summarily
19 order inspection and copying of the records demanded at the
20 corporation's expense upon application of the shareholder.

21 (2) If a corporation does not within a reasonable time allow a
22 shareholder to inspect and copy any other record, the shareholder who
23 complies with RCW 23B.16.020 (2) and (3) may apply to the superior
24 court of the county where the corporation's (~~principal office, or,~~
25 ~~if none in this state, its~~) registered office((~~7~~)) is located for an
26 order to permit inspection and copying of the records demanded. The
27 court shall dispose of an application under this subsection on an
28 expedited basis.

29 (3) If the court orders inspection and copying of the records
30 demanded, it shall also order the corporation to pay the
31 shareholder's costs, including reasonable counsel fees, incurred to
32 obtain the order unless the corporation proves that it refused
33 inspection in good faith because it had a reasonable basis for doubt
34 about the right of the shareholder to inspect the records demanded.

35 (4) If the court orders inspection and copying of the records
36 demanded, it may impose reasonable restrictions on the use or
37 distribution of the records by the demanding shareholder.

1 **Sec. 3101.** RCW 24.03.005 and 2004 c 265 s 1 are each amended to
2 read as follows:

3 As used in this chapter, unless the context otherwise requires,
4 the term:

5 (1) "Corporation" or "domestic corporation" means a corporation
6 not for profit subject to the provisions of this chapter, except a
7 foreign corporation.

8 (2) "Foreign corporation" means a corporation not for profit
9 organized under laws other than the laws of this state.

10 (3) "Not for profit corporation" or "nonprofit corporation" means
11 a corporation no part of the income of which is distributable to its
12 members, directors or officers.

13 (4) "Articles of incorporation" and "articles" mean the original
14 articles of incorporation and all amendments thereto, and includes
15 articles of merger and restated articles.

16 (5) "Bylaws" means the code or codes of rules adopted for the
17 regulation or management of the affairs of the corporation
18 irrespective of the name or names by which such rules are designated.

19 (6) "Member" means an individual or entity having membership
20 rights in a corporation in accordance with the provisions of its
21 articles (~~(or [of])~~) of incorporation or bylaws.

22 (7) "Board of directors" means the group of persons vested with
23 the management of the affairs of the corporation irrespective of the
24 name by which such group is designated in the articles or bylaws.

25 (8) "Insolvent" means inability of a corporation to pay debts as
26 they become due in the usual course of its affairs.

27 (9) "Deliver" means: (a) Mailing; (b) transmission by facsimile
28 equipment, for purposes of delivering a demand, consent, notice, or
29 waiver to the corporation or one of its officers, directors, or
30 members; (c) electronic transmission, in accordance with the
31 officer's, director's, or member's consent, for purposes of
32 delivering a demand, consent, notice, or waiver to the corporation or
33 one of its officers, directors, or members under RCW 24.03.009; and
34 (d) as prescribed by the secretary of state for purposes of
35 submitting a record for filing with the secretary of state.

36 (10) "Conforms to law" as used in connection with duties of the
37 secretary of state in reviewing records for filing under this
38 chapter, means the secretary of state has determined that the record
39 complies as to form with the applicable requirements of this chapter
40 and part I, Article 2 of this act.

1 (11) "Effective date" means, in connection with a record filing
2 made by the secretary of state, the date (~~(which is shown by affixing~~
3 ~~a "filed" stamp on the records. When a record is received for filing~~
4 ~~by the secretary of state in a form which complies with the~~
5 ~~requirements of this chapter and which would entitle the record to be~~
6 ~~filed immediately upon receipt, but the secretary of state's approval~~
7 ~~action occurs subsequent to the date of receipt, the secretary of~~
8 ~~state's filing date shall relate back to the date on which the~~
9 ~~secretary of state first received the record in acceptable form. An~~
10 ~~applicant may request a specific effective date no more than thirty~~
11 ~~days later than the receipt date which might otherwise be applied as~~
12 ~~the effective date)) on which the filing becomes effective under
13 section 1203 of this act.~~

14 (12) "Electronic transmission" means an electronic communication
15 (a) not directly involving the physical transfer of a record in a
16 tangible medium and (b) that may be retained, retrieved, and reviewed
17 by the sender and the recipient thereof, and that may be directly
18 reproduced in a tangible medium by a sender and recipient.

19 (13) "Electronically transmitted" means the initiation of an
20 electronic transmission.

21 (14) "Execute," "executes," or "executed" means (a) signed, with
22 respect to a written record or (b) electronically transmitted along
23 with sufficient information to determine the sender's identity, with
24 respect to an electronic transmission, or (c) filed in compliance
25 with the standards for filing with the office of the secretary of
26 state as prescribed by the secretary of state, with respect to a
27 record to be filed with the secretary of state.

28 (15) "Executed by an officer of the corporation," or words of
29 similar import, means that any record executed by such person shall
30 be and is executed by that person under penalties of perjury and in
31 an official and authorized capacity on behalf of the corporation or
32 person making the record submission with the secretary of state and,
33 for the purpose of records filed electronically with the secretary of
34 state, in compliance with the rules adopted by the secretary of state
35 for electronic filing.

36 (16) "An officer of the corporation" means, in connection with
37 the execution of records submitted for filing with the secretary of
38 state, the president, a vice president, the secretary, or the
39 treasurer of the corporation.

1 (17) "Public benefit not for profit corporation" or "public
2 benefit nonprofit corporation" means a corporation no part of the
3 income of which is distributable to its members, directors, or
4 officers and that holds a current tax exempt status as provided under
5 26 U.S.C. Sec. 501(c)(3) or is specifically exempted from the
6 requirement to apply for its tax exempt status under 26 U.S.C. Sec.
7 501(c)(3).

8 (18) "Record" means information inscribed on a tangible medium or
9 contained in an electronic transmission.

10 (19) "Tangible medium" means a writing, copy of a writing,
11 facsimile, or a physical reproduction, each on paper or on other
12 tangible material.

13 (20) "Writing" does not include an electronic transmission.

14 (21) "Written" means embodied in a tangible medium.

15 (22) "Registered office" means the principal office indicated in
16 the corporation's most recent annual report, or if the principal
17 office is not located within this state, the office of the
18 corporation's registered agent.

19 **Sec. 3102.** RCW 24.03.017 and 2004 c 265 s 5 are each amended to
20 read as follows:

21 Any corporation organized under any act of the state of
22 Washington for any one or more of the purposes for which a
23 corporation may be organized under this chapter and for no purpose
24 other than those permitted by this chapter, and to which this chapter
25 does not otherwise apply, may elect to have this chapter and the
26 provisions thereof apply to such corporation. Such corporation may so
27 elect by having a resolution to do so adopted by the governing body
28 of such corporation and by delivering to the secretary of state a
29 statement of election in accordance with this section. Such statement
30 of election shall be executed by the corporation by an officer of the
31 corporation, and shall set forth:

32 (1) The name of the corporation;

33 (2) The act which created the corporation or pursuant to which it
34 was organized;

35 (3) That the governing body of the corporation has elected to
36 have this chapter and the provisions thereof apply to the
37 corporation.

38 The statement of election shall be delivered to the secretary of
39 state(~~(. If the secretary of state finds that the statement of~~

1 ~~election conforms to law, the secretary of state shall, when fees in~~
2 ~~the same amount as required by this chapter for filing articles of~~
3 ~~incorporation have been paid, endorse on the statement the word~~
4 ~~"filed" and the effective date of the filing thereof, shall file the~~
5 ~~statement, and shall issue a certificate of elective coverage to~~
6 ~~which an exact or conformed copy of the statement shall be affixed.~~

7 ~~The certificate of elective coverage together with the exact or~~
8 ~~conformed copy of the statement affixed thereto by the secretary of~~
9 ~~state shall be returned to the corporation or its representative))~~
10 for filing in accordance with part I, Article 2 of this act. Upon the
11 filing of the statement of elective coverage, the provisions of this
12 chapter shall apply to the corporation which thereafter shall be
13 subject to and shall have the benefits of this chapter and the
14 provisions thereof as they exist on the date of filing such statement
15 of election and as they may be amended from time to time thereafter,
16 including, without limiting the generality of the foregoing, the
17 power to amend its charter or articles of incorporation, whether or
18 not created by special act of the legislature, delete provisions
19 therefrom and add provisions thereto in any manner and to any extent
20 it may choose to do from time to time so long as its amended articles
21 shall not be inconsistent with the provisions of this chapter.

22 **Sec. 3103.** RCW 24.03.045 and 2004 c 265 s 7 are each amended to
23 read as follows:

24 The corporate name((+)

25 ~~(1) Shall not contain any word or phrase which indicates or~~
26 ~~implies that it is organized for any purpose other than one or more~~
27 ~~of the purposes contained in its articles of incorporation.~~

28 ~~(2)(a) Except as provided in (b) and (c) of this subsection, must~~
29 ~~be distinguishable upon the records of the secretary of state from:~~

30 ~~(i) The corporate name or reserved name of a corporation or~~
31 ~~domestic corporation organized or authorized to transact business~~
32 ~~under this chapter;~~

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

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

1 ~~(iv) The name or reserved name of a mutual corporation or~~
2 ~~miscellaneous corporation incorporated or authorized to do business~~
3 ~~under chapter 24.06 RCW;~~

4 ~~(v) The name or reserved name of a foreign or domestic limited~~
5 ~~partnership formed or registered under chapter 25.10 RCW;~~

6 ~~(vi) The name or reserved name of a limited liability company~~
7 ~~organized or registered under chapter 25.15 RCW; and~~

8 ~~(vii) The name or reserved name of a limited liability~~
9 ~~partnership registered under chapter 25.04 RCW.~~

10 (b) A corporation may apply to the secretary of state for
11 authorization to use a name that is not distinguishable upon the
12 records from one or more of the names described in (a) of this
13 subsection. The secretary of state shall authorize use of the name
14 applied for if:

15 (i) The other corporation, company, holder, limited liability
16 partnership, or limited partnership consents to the use in the form
17 of a record and files with the secretary of state records necessary
18 to change its name or the name reserved or registered to a name that
19 is distinguishable upon the records of the secretary of state from
20 the name of the applying corporation; or

21 (ii) The applicant delivers to the secretary of state a certified
22 copy of the final judgment of a court of competent jurisdiction
23 establishing the applicant's right to use the name applied for in
24 this state.

25 (c) A corporation may use the name, including the fictitious
26 name, of another domestic or foreign corporation, limited liability
27 company, limited partnership, or limited liability partnership, that
28 is used in this state if the other entity is formed or authorized to
29 transact business in this state, and the proposed user corporation:

30 (i) Has merged with the other corporation, limited liability
31 company, or limited partnership; or

32 (ii) Has been formed by reorganization of the other corporation.

33 (3) Shall be transliterated into letters of the English alphabet,
34 if it is not in English.

35 (4) Shall not include or end with "incorporated," "company,"
36 "corporation," "partnership," "limited partnership," or "Ltd.," or
37 any abbreviation thereof, but may use "club," "league,"
38 "association," "services," "committee," "fund," "society,"
39 "foundation," ".", a nonprofit corporation," or any name of
40 like import.

1 ~~(5) May only include the term "public benefit" or names of like~~
2 ~~import if the corporation has been designated as a public benefit~~
3 ~~nonprofit corporation by the secretary in accordance with this~~
4 ~~chapter.~~

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

7 ~~(a) A variation in any of the following designations for the same~~
8 ~~name: "Corporation," "incorporated," "company," "limited,"~~
9 ~~"partnership," "limited partnership," "limited liability company," or~~
10 ~~"limited liability partnership," or the abbreviations "corp.,"~~
11 ~~"inc.," "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or~~
12 ~~"L.L.C.";~~

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

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

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

19 ~~(7) This title does not control the use of assumed business names~~
20 ~~or "trade names.") must comply with the provisions of part I,~~
21 ~~Article 3 of this act.~~

22 **Sec. 3104.** RCW 24.03.046 and 1993 c 356 s 1 are each amended to
23 read as follows:

24 A person may reserve the exclusive right to the use of a
25 corporate name ((may be reserved by:

26 ~~(1) Any person intending to organize a corporation under this~~
27 ~~title.~~

28 ~~(2) Any domestic corporation intending to change its name.~~

29 ~~(3) Any foreign corporation intending to make application for a~~
30 ~~certificate of authority to transact business in this state.~~

31 ~~(4) Any foreign corporation authorized to transact business in~~
32 ~~this state and intending to change its name.~~

33 ~~(5) Any person intending to organize a foreign corporation and~~
34 ~~intending to have such corporation make application for a certificate~~
35 ~~of authority to transact business in this state.~~

36 The reservation shall be made by filing with the secretary of
37 state an application to reserve a specified corporate name, executed
38 by or on behalf of the applicant. If the secretary of state finds
39 that the name is available for corporate use, the secretary of state

1 shall reserve the same for the exclusive use of the applicant for a
2 period of one hundred and eighty days. Such reservation shall be
3 limited to one filing.

4 The right to the exclusive use of a specified corporate name so
5 reserved may be transferred to any other person or corporation by
6 filing in the office of the secretary of state, a notice of such
7 transfer, executed by the applicant for whom the name was reserved,
8 and specifying the name and address of the transferee)) in accordance
9 with section 1303 of this act.

10 **Sec. 3105.** RCW 24.03.047 and 1994 c 211 s 1306 are each amended
11 to read as follows:

12 Any corporation((~~7~~)) organized and existing under the laws of any
13 state or territory of the United States may register its corporate
14 name ((~~under this title, provided its corporate name is not the same~~
15 ~~as, or deceptively similar to, the name of any domestic corporation~~
16 ~~existing under the laws of this state, the name of any foreign~~
17 ~~corporation authorized to transact business in this state, the name~~
18 ~~of any domestic limited liability company organized under the laws of~~
19 ~~this state, the name of any foreign limited liability company~~
20 ~~authorized to transact business in this state, the name of any~~
21 ~~limited partnership on file with the secretary, or any corporate name~~
22 ~~reserved or registered under this title.~~

23 Such registration shall be made by:

24 (1) Filing with the secretary of state: (a) An application for
25 registration executed by the corporation by an officer thereof,
26 setting forth the name of the corporation, the state or country under
27 the laws of which it is incorporated, [and] the date of its
28 incorporation, and (b) a certificate setting forth that such
29 corporation is in good standing under the laws of the state or
30 territory wherein it is organized, executed by the secretary of state
31 of such state or country or by such other official as may have
32 custody of the records pertaining to corporations, and

33 (2) Paying to the secretary of state the applicable registration
34 fee.

35 The registration shall be effective until the close of the
36 calendar year in which the application for registration is filed)) in
37 accordance with section 1304 of this act.

1 **Sec. 3106.** RCW 24.03.048 and 1986 c 240 s 8 are each amended to
2 read as follows:

3 A corporation which has in effect a registration of its corporate
4 name(~~(7)~~) may renew such registration (~~((from year to year by annually~~
5 ~~filing an application for renewal setting forth the facts required to~~
6 ~~be set forth in an original application for registration and a~~
7 ~~certificate of good standing as required for the original~~
8 ~~registration and by paying the applicable fee. A renewal application~~
9 ~~may be filed between the first day of October and the thirty-first~~
10 ~~day of December in each year, and shall extend the registration for~~
11 ~~the following calendar year)) in accordance with section 1304 of this~~
12 ~~act.~~

13 **Sec. 3107.** RCW 24.03.050 and 2009 c 202 s 1 are each amended to
14 read as follows:

15 Each corporation shall have and continuously maintain in this
16 state(~~(+~~

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

29 ~~(2) A registered agent, which agent may be either an individual~~
30 ~~resident in this state whose business office is identical with such~~
31 ~~registered office, or a domestic corporation, whether for profit or~~
32 ~~not for profit, or a governmental body or agency, or a foreign~~
33 ~~corporation, whether for profit or not for profit, authorized to~~
34 ~~transact business or conduct affairs in this state, having an office~~
35 ~~identical with such registered office, or a domestic limited~~
36 ~~liability company whose business office is identical with the~~
37 ~~registered office, or a foreign limited liability company authorized~~
38 ~~to conduct affairs in this state whose business address is identical~~
39 ~~with the registered office. A registered agent shall not be appointed~~

1 ~~without having given prior consent to the appointment, in the form of~~
2 ~~a record. The consent shall be filed with the secretary of state in~~
3 ~~such form as the secretary may prescribe. The consent shall be filed~~
4 ~~with or as a part of the record first appointing a registered agent.~~
5 ~~In the event any individual, corporation, or limited liability~~
6 ~~company has been appointed agent without consent, that person,~~
7 ~~corporation, or limited liability company may file a notarized~~
8 ~~statement attesting to that fact, and the name shall immediately be~~
9 ~~removed from the records of the secretary of state.~~

10 ~~No Washington corporation or foreign corporation authorized to~~
11 ~~conduct affairs in this state may be permitted to maintain any action~~
12 ~~in any court in this state until the corporation complies with the~~
13 ~~requirements of this section)) a registered agent in accordance with~~
14 ~~part I, Article 4 of this act.~~

15 **Sec. 3108.** RCW 24.03.055 and 2004 c 265 s 9 are each amended to
16 read as follows:

17 A corporation may change its registered (~~office or change its~~
18 ~~registered)) agent(~~(, or both, upon))~~ by filing in the office of the
19 secretary of state (~~in the form prescribed by the secretary of state~~
20 ~~a statement setting forth:~~~~

21 ~~(1) The name of the corporation.~~

22 ~~(2) If the current registered office is to be changed, the street~~
23 ~~address to which the registered office is to be changed.~~

24 ~~(3) If the current registered agent is to be changed, the name of~~
25 ~~the new registered agent.~~

26 ~~(4) That the address of its registered office and the address of~~
27 ~~the office of its registered agent, as changed, will be identical.~~

28 ~~Such statement shall be executed by the corporation by an officer~~
29 ~~of the corporation, and delivered to the secretary of state, together~~
30 ~~with a consent, in the form of a record, of the registered agent to~~
31 ~~the appointment, if applicable. If the secretary of state finds that~~
32 ~~such statement conforms to the provisions of this chapter, the~~
33 ~~secretary of state shall endorse thereon the word "Filed," and the~~
34 ~~month, day, and year of the filing thereof, and file the statement.~~
35 ~~The change of address of the registered office, or the appointment of~~
36 ~~a new registered agent, or both, as the case may be, shall become~~
37 ~~effective upon filing unless a later date is specified)) a statement~~
38 ~~of change in accordance with section 1407 of this act.~~

1 Any registered agent of a corporation may resign as such agent
2 upon filing a notice thereof, in the form of a record, with the
3 secretary of state (~~(, who shall immediately deliver an exact or~~
4 ~~conformed copy thereof to the corporation in care of an officer, who~~
5 ~~is not the resigning registered agent, at the address of such officer~~
6 ~~as shown by the most recent annual report of the corporation. The~~
7 ~~appointment of such agent shall terminate upon the expiration of~~
8 ~~thirty days after receipt of such notice by the secretary of state))~~
9 in accordance with section 1410 of this act.

10 ((If)) A registered agent (~~(changes the agent's business address~~
11 ~~to another place within the state, the agent may change such address~~
12 ~~and the address of the registered office of any corporation of which~~
13 ~~the agent is a registered agent, by filing a statement as required by~~
14 ~~this section except that it need be executed only by the registered~~
15 ~~agent, it need not be responsive to subsection (3) of this section,~~
16 ~~and it must recite that a copy of the statement has been delivered to~~
17 ~~the secretary of the corporation)) may change its information on file
18 with the secretary of state in accordance with section 1408 or 1409
19 of this act.~~

20 **Sec. 3109.** RCW 24.03.060 and 1986 c 240 s 11 are each amended to
21 read as follows:

22 (~~The registered agent so appointed by a corporation shall be an~~
23 ~~agent of such corporation upon whom any)) Service of process, notice,
24 or demand required or permitted by law to be served upon the
25 corporation may be (~~served.~~~~

26 ~~Whenever a corporation shall fail to appoint or maintain a~~
27 ~~registered agent in this state, or whenever its registered agent~~
28 ~~cannot with reasonable diligence be found at the registered office,~~
29 ~~then the secretary of state shall be an agent of such corporation~~
30 ~~upon whom any such process, notice, or demand may be served. Service~~
31 ~~on the secretary of state of any such process, notice, or demand~~
32 ~~shall be made by delivering to and leaving with the secretary of~~
33 ~~state, or with any duly authorized clerk of the corporation~~
34 ~~department of the secretary of state's office, duplicate copies of~~
35 ~~such process, notice or demand. In the event any such process, notice~~
36 ~~or demand is served on the secretary of state, the secretary of state~~
37 ~~shall immediately cause one of the copies thereof to be forwarded by~~
38 ~~certified mail, addressed to the secretary of the corporation as~~
39 ~~shown on the records of the secretary of state. Any service so had on~~

1 ~~the secretary of state shall be returnable in not less than thirty~~
2 ~~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 the~~
6 ~~secretary of state's 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~~
9 ~~served upon a corporation in any other manner now or hereafter~~
10 ~~permitted by law)) made in accordance with section 1411 of this act.~~

11 **Sec. 3110.** RCW 24.03.1031 and 1999 c 32 s 1 are each amended to
12 read as follows:

13 (1) The superior court of the county where a corporation's
14 (~~principal office, or, if none in this state, its~~) registered
15 office(~~(,)~~) is located may remove a director of the corporation from
16 office in a proceeding commenced by the corporation if the court
17 finds that (a) the director engaged in fraudulent or dishonest
18 conduct with respect to the corporation, and (b) removal is in the
19 best interest of the corporation.

20 (2) The court that removes a director may bar the director from
21 reelection for a period prescribed by the court.

22 **Sec. 3111.** RCW 24.03.135 and 2004 c 265 s 14 are each amended to
23 read as follows:

24 Each corporation shall keep at its registered office(~~(, its~~
25 ~~principal office in this state,)~~) or at its secretary's office if in
26 this state, the following documents in the form of a record:

27 (1) Current articles and bylaws;

28 (2) A list of members, including names, addresses, and classes of
29 membership, if any;

30 (3) Correct and adequate statements of accounts and finances;

31 (4) A list of officers' and directors' names and addresses;

32 (5) Minutes of the proceedings of the members, if any, the board,
33 and any minutes which may be maintained by committees of the board.

34 The corporate records shall be open at any reasonable time to
35 inspection by any member of more than three months standing or a
36 representative of more than five percent of the membership.

37 Cost of inspecting or copying shall be borne by such member
38 except for costs for copies of articles or bylaws. Any such member

1 must have a purpose for inspection reasonably related to membership
2 interests. Use or sale of members' lists by such member if obtained
3 by inspection is prohibited.

4 The superior court of the corporation's or such member's
5 residence may order inspection and may appoint independent
6 inspectors. Such member shall pay inspection costs unless the court
7 orders otherwise.

8 **Sec. 3112.** RCW 24.03.145 and 2002 c 74 s 7 are each amended to
9 read as follows:

10 The articles of incorporation shall be delivered to the secretary
11 of state(~~(. If the secretary of state finds that the articles of~~
12 ~~incorporation conform to law, the secretary of state shall, when all~~
13 ~~fees have been paid as in this chapter prescribed:~~

14 ~~(1) Endorse on the articles the word "Filed" and the effective~~
15 ~~date of the filing.~~

16 ~~(2) File the articles.~~

17 ~~(3) Issue a certificate of incorporation.~~

18 ~~The certificate of incorporation together with an exact or~~
19 ~~conformed copy of the articles of incorporation will be returned to~~
20 ~~the incorporators or their representative)) for filing in accordance~~
21 ~~with part I, Article 2 of this act.~~

22 **Sec. 3113.** RCW 24.03.175 and 2002 c 74 s 8 are each amended to
23 read as follows:

24 The articles of amendment shall be delivered to the secretary of
25 state(~~(. If the secretary of state finds that the articles of~~
26 ~~amendment conform to law, the secretary of state shall, when all fees~~
27 ~~have been paid as in this chapter prescribed:~~

28 ~~(1) Endorse on the articles the word "Filed," and the effective~~
29 ~~date of the filing.~~

30 ~~(2) File the articles.~~

31 ~~The exact or conformed copy of the articles of amendment bearing~~
32 ~~the filing endorsement affixed thereto by the secretary of state,~~
33 ~~shall be returned to the corporation or its representative)) for~~
34 ~~filing in accordance with part I, Article 2 of this act.~~

35 **Sec. 3114.** RCW 24.03.180 and 1986 c 240 s 28 are each amended to
36 read as follows:

1 (~~Upon the filing of the articles of amendment by the secretary~~
2 ~~of state, or on such later date, not more than thirty days subsequent~~
3 ~~to the filing thereof by the secretary of state, as may be provided~~
4 ~~in the articles of amendment, the amendment shall become effective~~
5 ~~and the articles of incorporation shall be deemed to be amended~~
6 ~~accordingly~~)) Articles of amendment are effective as provided in
7 section 1203 of this act and may state a delayed effective date in
8 accordance with section 1203 of this act.

9 No amendment shall affect any existing cause of action in favor
10 of or against such corporation, or any pending action to which such
11 corporation shall be a party, or the existing rights of persons other
12 than members; and, in the event the corporate name shall be changed
13 by amendment, no action brought by or against such corporation under
14 its former name shall abate for that reason.

15 **Sec. 3115.** RCW 24.03.183 and 2004 c 265 s 18 are each amended to
16 read as follows:

17 A domestic corporation may at any time restate its articles of
18 incorporation by a resolution adopted by the board of directors. A
19 corporation may amend and restate in one resolution, but may not
20 present the amendments and restatement for filing by the secretary in
21 a single record. Separate articles of amendment, under RCW 24.03.165
22 and articles of restatement, under this section, must be presented
23 notwithstanding the corporation's adoption of a single resolution of
24 amendment and restatement.

25 Upon the adoption of the resolution, restated articles of
26 incorporation shall be executed by the corporation by one of its
27 officers. The restated articles shall set forth all of the operative
28 provisions of the articles of incorporation together with a statement
29 that the restated articles of incorporation correctly set forth
30 without change the provisions of the articles of incorporation as
31 amended and that the restated articles of incorporation supersede the
32 original articles of incorporation and all amendments thereto.

33 The restated articles of incorporation shall be delivered to the
34 secretary of state(~~(. If the secretary of state finds that the~~
35 ~~restated articles of incorporation conform to law, the secretary of~~
36 ~~state shall, when all fees required by this title have been paid:~~

37 ~~(1) Endorse on the articles the word "Filed" and the date of the~~
38 ~~filing;~~

39 ~~(2) File the restated articles.~~

1 ~~An exact or conformed copy of the restated articles of~~
2 ~~incorporation bearing the endorsement affixed thereto by the~~
3 ~~secretary of state, shall be returned to the corporation or its~~
4 ~~representative)) for filing in accordance with part I, Article 2 of~~
5 ~~this act.~~

6 Upon the filing of the restated articles of incorporation by the
7 secretary of state, the restated articles of incorporation shall
8 become effective and shall supersede the original articles of
9 incorporation and all amendments thereto.

10 **Sec. 3116.** RCW 24.03.200 and 2004 c 265 s 20 are each amended to
11 read as follows:

12 (1) Upon such approval, articles of merger or articles of
13 consolidation shall be executed by each corporation by an officer of
14 each corporation, and shall set forth:

15 (a) The plan of merger or the plan of consolidation;

16 (b) Where the members of any merging or consolidating corporation
17 have voting rights, then as to each such corporation (i) a statement
18 setting forth the date of the meeting of members at which the plan
19 was adopted, that a quorum was present at such meeting, and that such
20 plan received at least two-thirds of the votes which members present
21 at such meeting or represented by proxy were entitled to cast, or
22 (ii) a statement that such amendment was adopted by a consent in the
23 form of a record executed by all members entitled to vote with
24 respect thereto;

25 (c) Where any merging or consolidating corporation has no
26 members, or no members having voting rights, then as to each such
27 corporation a statement of such fact, the date of the meeting of the
28 board of directors at which the plan was adopted and a statement of
29 the fact that such plan received the vote of a majority of the
30 directors in office.

31 (2) The articles of merger or articles of consolidation shall be
32 delivered to the secretary of state(~~. If the secretary of state~~
33 ~~finds that such articles conform to law, the secretary of state~~
34 ~~shall, when all fees have been paid as in this chapter prescribed:~~

35 ~~(a) Endorse on the articles of merger or consolidation the word~~
36 ~~"Filed," and the date of the filing;~~

37 ~~(b) File the articles of merger or consolidation.~~

38 ~~An exact or conformed copy of the articles of merger or articles~~
39 ~~of consolidation bearing the filing endorsement affixed thereto by~~

1 ~~the secretary of state, shall be returned to the surviving or new~~
2 ~~corporation, as the case may be, or its representative)) for filing~~
3 ~~in accordance with part I, Article 2 of this act.~~

4 **Sec. 3117.** RCW 24.03.205 and 1986 c 240 s 34 are each amended to
5 read as follows:

6 A merger or consolidation shall become effective upon the filing
7 of the articles of merger or articles of consolidation with the
8 secretary of state(~~(, or on such later date, not more than thirty~~
9 ~~days after the filing thereof with the secretary of state, as shall~~
10 ~~be provided for in the plan)) as provided in section 1203 of this
11 act, and may state a delayed effective date as provided in section
12 1203 of this act.~~

13 **Sec. 3118.** RCW 24.03.207 and 2004 c 265 s 21 are each amended to
14 read as follows:

15 One or more foreign corporations and one or more domestic
16 corporations may be merged or consolidated in the following manner,
17 if such merger or consolidation is permitted by the laws of the state
18 under which each such foreign corporation is organized:

19 (1) Each domestic corporation shall comply with the provisions of
20 this title with respect to the merger or consolidation as the case
21 may be, of domestic corporations and each foreign corporation shall
22 comply with the applicable provisions of the laws of the state under
23 which it is organized.

24 (2) If the surviving or new corporation in a merger or
25 consolidation is to be governed by the laws of any state other than
26 this state, it shall comply with the provisions of this title and
27 part I, Article 5 of this act with respect to foreign corporations if
28 it is to transact business in this state, and in every case it shall
29 file with the secretary of state of this state(~~(-~~

30 ~~(a))~~ an agreement that it may be served with process in ((this
31 state)) accordance with section 1411 of this act in any proceeding
32 for the enforcement of any obligation of any domestic corporation
33 which is a party to the merger or consolidation and in any proceeding
34 for the enforcement of the rights, if any, of a member of any such
35 domestic corporation against the surviving or new corporation((~~-and~~

36 ~~(b) An irrevocable appointment of the secretary of state of this~~
37 ~~state as its agent to accept service of process in any such~~
38 ~~proceeding)).~~

1 The effect of the merger or consolidation shall be the same as in
2 the case of the merger or consolidation of domestic corporations, if
3 the surviving or new corporation is to be governed by the laws of
4 this state. If the surviving or new corporation is to be governed by
5 the laws of any state other than this state, the effect of the merger
6 or consolidation shall be the same as in the case of the merger or
7 consolidation of domestic corporations except as the laws of the
8 other state provide otherwise.

9 (3) At any time prior to the effective date of the articles of
10 merger or consolidation, the merger or consolidation may be abandoned
11 pursuant to provision therefor, if any, set forth in the plan of
12 merger or consolidation. In the event the merger or consolidation is
13 abandoned, the parties thereto shall execute a notice of abandonment
14 (~~(in triplicate)~~) executed by an officer for each corporation
15 executing the notice, which must be in the form of a record, and
16 deliver the notice to the secretary of state for filing in accordance
17 with part I, Article 2 of this act. (~~(If the secretary of state finds~~
18 ~~the notice conforms to law, the secretary of state shall:~~

19 ~~(a) Endorse on each of the originals the word "Filed" and the~~
20 ~~date of the filing;~~

21 ~~(b) File one of the triplicate originals in the secretary of~~
22 ~~state's office; and~~

23 ~~(c) Issue the other triplicate originals to the respective~~
24 ~~parties or their representatives.))~~

25 **Sec. 3119.** RCW 24.03.245 and 2002 c 74 s 11 are each amended to
26 read as follows:

27 Articles of dissolution shall be delivered to the secretary of
28 state for filing in accordance with part I, Article 2 of this act.
29 (~~(If the secretary of state finds that such articles of dissolution~~
30 ~~conform to law, the secretary of state shall, when all requirements~~
31 ~~have been met as in this chapter prescribed:~~

32 ~~(1) Endorse on the articles of dissolution the word "Filed," and~~
33 ~~the effective date of the filing.~~

34 ~~(2) File the articles of dissolution.~~

35 ~~The exact or conformed copy of the articles of dissolution,~~
36 ~~bearing the filing endorsement affixed thereto by the secretary of~~
37 ~~state, shall be returned to the representative of the dissolved~~
38 ~~corporation.)) Upon the filing of such articles of dissolution the~~
39 ~~existence of the corporation shall cease, except for the purpose of~~

1 suits, other proceedings and appropriate corporate action by members,
2 directors, and officers as provided in this chapter.

3 **Sec. 3120.** RCW 24.03.271 and 2010 c 212 s 2 are each amended to
4 read as follows:

5 (1) Venue for a proceeding brought by the attorney general to
6 dissolve a corporation pursuant to RCW 24.03.266 lies in the court
7 specified in RCW 24.03.260. Venue for a proceeding brought by any
8 other party named in RCW 24.03.266 lies in the county where a
9 corporation's (~~principal office (or, if none in this state, its)~~)
10 registered office(+) is or was last located.

11 (2) It is not necessary to make directors or members parties to a
12 proceeding to dissolve a nonprofit corporation unless relief is
13 sought against them individually.

14 (3) A court in a proceeding brought to dissolve a nonprofit
15 corporation may issue injunctions, appoint a general or custodial
16 receiver with all powers and duties the court directs, take other
17 action required to preserve the corporate assets wherever located,
18 and carry on the activities of the corporation until a full hearing
19 can be held.

20 (4) A court in a judicial proceeding brought to dissolve a
21 nonprofit corporation may appoint one or more general receivers to
22 wind up and liquidate, or one or more custodial receivers to manage,
23 the affairs of the corporation. The court shall hold a hearing, after
24 giving notice to all parties to the proceeding and any interested
25 persons designated by the court, before appointing a general or
26 custodial receiver. The court appointing a general or custodial
27 receiver has exclusive jurisdiction over the corporation and all of
28 its property wherever located.

29 (5) The court may require the general or custodial receiver to
30 post bond, with or without sureties, in an amount the court directs.

31 (6) The court shall describe the powers and duties of the general
32 or custodial receiver in its appointing order, which may be amended
33 from time to time. Among other powers:

34 (a) The general receiver:

35 (i) May dispose of all or any part of the assets of the nonprofit
36 corporation wherever located, at a public or private sale, if
37 authorized by the court; and

38 (ii) May sue and defend in his or her own name as general
39 receiver of the corporation in all courts of this state;

1 (b) The custodial receiver may exercise all of the powers of the
2 corporation, through or in place of its board of directors, to the
3 extent necessary to manage the affairs of the corporation consistent
4 with its mission and in the best interests of the corporation, and
5 its creditors.

6 (7) During a general receivership, the court may redesignate the
7 general receiver a custodial receiver, and during a custodial
8 receivership may redesignate the custodial receiver a general
9 receiver, if doing so is consistent with the mission of the nonprofit
10 corporation and in the best interests of the corporation and its
11 creditors.

12 (8) The court from time to time during the general or custodial
13 receivership may order compensation paid and expense disbursements or
14 reimbursements made to the general or custodial receiver and counsel
15 from the assets of the nonprofit corporation or proceeds from the
16 sale of the assets.

17 (9) The assets of the corporation or the proceeds resulting from
18 the sale, conveyance, or other disposition thereof shall be applied
19 and distributed as follows:

20 (a) All costs and expenses of the court proceedings and all
21 liabilities and obligations of the corporation shall be paid,
22 satisfied, and discharged, or adequate provision shall be made
23 therefor;

24 (b) Assets held by the corporation upon condition requiring
25 return, transfer, or conveyance, which condition occurs by reason of
26 the dissolution or liquidation, shall be returned, transferred, or
27 conveyed in accordance with such requirements;

28 (c) Assets received and held by the corporation subject to
29 limitations permitting their use only for charitable, religious,
30 eleemosynary, benevolent, educational, or similar purposes, but not
31 held upon a condition requiring return, transfer, or conveyance by
32 reason of the dissolution or liquidation, shall be transferred or
33 conveyed to one or more domestic or foreign corporations, societies,
34 or organizations engaged in activities substantially similar to those
35 of the dissolving or liquidating corporation as the court may direct;

36 (d) Other assets, if any, shall be distributed in accordance with
37 the provisions of the articles of incorporation or the bylaws to the
38 extent that the articles of incorporation or bylaws determine the
39 distributive rights of members, or any class or classes of members,
40 or provide for distribution to others;

1 (e) Any remaining assets may be distributed to such persons,
2 societies, organizations, or domestic or foreign corporations,
3 whether for profit or not for profit, specified in the plan of
4 distribution adopted as provided in this chapter, or where no plan of
5 distribution has been adopted, as the court may direct.

6 (10) Subsections (4) through (8) of this section do not apply to
7 a church or its integrated auxiliaries.

8 **Sec. 3121.** RCW 24.03.300 and 1986 c 240 s 41 are each amended to
9 read as follows:

10 The dissolution of a corporation either (1) by the filing and
11 issuance of a certificate of dissolution, voluntary or
12 administrative, by the secretary of state, or (2) by a decree of
13 court when the court has not liquidated the assets and affairs of the
14 corporation as provided in this chapter, or (3) by expiration of its
15 period of duration, shall not take away or impair any remedy
16 available to or against such corporation, its directors, officers, or
17 members, for any right or claim existing, or any liability incurred,
18 prior to such dissolution if action or other proceeding thereon is
19 commenced within two years after the date of such dissolution. Any
20 such action or proceeding by or against the corporation may be
21 prosecuted or defended by the corporation in its corporate name. The
22 members, directors and officers shall have power to take such
23 corporate or other action as shall be appropriate to protect such
24 remedy, right or claim. If such corporation was dissolved by the
25 expiration of its period of duration, such corporation may amend its
26 articles of incorporation at any time during such period of two years
27 after expiration so as to extend its period of duration. If, during
28 the period of dissolution, another person or corporation has reserved
29 or adopted a corporate name which is identical to or deceptively
30 similar to the dissolved corporation's name, the corporation
31 extending its period of duration shall be required to adopt another
32 name consistent with the requirements of (~~this chapter~~) part I,
33 Article 3 of this act and to amend its articles of incorporation
34 accordingly. The corporation shall also pay to the state all fees and
35 penalties which would otherwise have been due if the corporate
36 charter had not expired, plus a reinstatement fee as (~~provided in~~
37 ~~this chapter~~) established by the secretary of state under section
38 1213 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
4 secretary of state (~~upon the conditions prescribed in this section~~
5 ~~when the 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~~
9 ~~registered 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~~
14 ~~the secretary of state has given the corporation not less than sixty~~
15 ~~days' notice of its delinquency or omission, by first class mail,~~
16 ~~postage prepaid, addressed to the registered office, or, if there is~~
17 ~~no registered office, to the last known address of any officer or~~
18 ~~director as shown by the records of the secretary of state, and~~
19 ~~unless the corporation has failed to correct the omission or~~
20 ~~delinquency before 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~~
24 ~~the corporation by issuing a certificate of administrative~~
25 ~~dissolution containing a statement that the corporation has been~~
26 ~~dissolved and the date and reason for which it was dissolved. The~~
27 ~~original certificate of administrative dissolution shall be filed in~~
28 ~~the records of the secretary of state, and a copy of the certificate~~
29 ~~shall forthwith be mailed to the corporation at its registered office~~
30 ~~or, if there is no registered office, to the last known address of~~
31 ~~the corporation or any officer, director, or incorporator of the~~
32 ~~corporation, as shown by the records of the secretary of state. Upon~~
33 ~~the filing of the certificate of administrative dissolution, the~~
34 ~~existence of the corporation shall cease, except as otherwise~~
35 ~~provided in this chapter, and its name shall be available to and may~~
36 ~~be adopted by another corporation after the 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~~
39 ~~contents thereof. A delinquency notice shall provide a succinct and~~
40 ~~readable description of the delinquency or omission, the date on~~

1 ~~which dissolution will occur, and the action necessary to cure the~~
2 ~~delinquency or omission prior to dissolution)) under the~~
3 ~~circumstances and procedures provided in part I, Article 6 of this~~
4 ~~act.~~

5 A corporation which has been administratively dissolved ((~~by~~
6 ~~operation of this section may be reinstated within a period of three~~
7 ~~years following its administrative dissolution if it completes and~~
8 ~~files a current annual report for the reinstatement year or if it~~
9 ~~appoints or maintains a registered agent, or if it files with the~~
10 ~~secretary of state a required statement of change of registered agent~~
11 ~~or registered office and in addition, if it pays a reinstatement fee~~
12 ~~as set by rule by the secretary plus the full amount of all annual~~
13 ~~fees that would have been assessed for the years of administrative~~
14 ~~dissolution had the corporation been in active status, including the~~
15 ~~reinstatement year plus any penalties established by rule by the~~
16 ~~secretary of state. If, during the period of dissolution, another~~
17 ~~person or corporation has reserved or adopted a corporate name which~~
18 ~~is identical to or deceptively similar to the dissolved corporation's~~
19 ~~name, the dissolved corporation seeking reinstatement shall be~~
20 ~~required to adopt another name consistent with the requirements of~~
21 ~~this chapter and to amend its articles of incorporation accordingly))
22 under section 1603 of this act may apply to the secretary of state
23 for reinstatement in accordance with section 1604 of this act.~~

24 When a corporation has been administratively dissolved ((~~by~~
25 ~~operation of this section)) under section 1603 of this act, remedies
26 available to or against it shall survive in the manner provided in
27 RCW 24.03.300 and the directors of the corporation shall hold the
28 title to the property of the corporation as trustees for the benefit
29 of its creditors and members.~~

30 **Sec. 3123.** RCW 24.03.305 and 1993 c 181 s 12 are each amended to
31 read as follows:

32 ((~~No~~)) (1) A foreign corporation shall ((have the right to)) not
33 conduct affairs in this state until it ((shall have procured a
34 certificate of authority so to do from)) registers with the secretary
35 of state in accordance with part I, Article 5 of this act. ((No
36 foreign corporation shall be entitled to procure a certificate of
37 authority under this chapter to conduct in this state any affairs
38 which a corporation organized under this chapter is not permitted to
39 conduct. A foreign corporation shall not be denied a certificate of

1 authority by reason of the fact that the laws of the state or country
2 under which such corporation is organized governing its organization
3 and internal affairs differ from the laws of this state, and nothing
4 in this chapter contained shall be construed to authorize this state
5 to regulate the organization or the internal affairs of such
6 corporation.

7 Without ~~excluding other activities which may~~) (2) A
8 nonexhaustive list of activities that do not constitute conducting
9 affairs in this state(, ~~a foreign corporation shall not be~~
10 ~~considered to be conducting affairs in this state, for the purposes~~
11 ~~of this chapter, by reason of carrying on in this state any one or~~
12 ~~more of the following activities:~~

13 (1) ~~Maintaining or defending any action or suit or any~~
14 ~~administrative or arbitration proceeding, or effecting the settlement~~
15 ~~thereof or the settlement of claims or disputes.~~

16 (2) ~~Holding meetings of its directors or members or carrying on~~
17 ~~other activities concerning its internal affairs.~~

18 (3) ~~Maintaining bank accounts.~~

19 (4) ~~Creating evidences of debt, mortgages or liens on real or~~
20 ~~personal property.~~

21 (5) ~~Securing or collecting debts due to it or enforcing any~~
22 ~~rights in property securing the same.~~

23 (6) ~~Effecting sales through independent contractors.~~

24 (7) ~~Soliciting or procuring orders, whether by mail or through~~
25 ~~employees or agents or otherwise, where such orders require~~
26 ~~acceptance without this state before becoming binding contracts.~~

27 (8) ~~Creating as borrower or lender, or acquiring, indebtedness or~~
28 ~~mortgages or other security interests in real or personal property.~~

29 (9) ~~Securing or collecting debts or enforcing any rights in~~
30 ~~property securing the same.~~

31 (10) ~~Transacting any business in interstate commerce.~~

32 (11) ~~Conducting an isolated transaction completed within a period~~
33 ~~of thirty days and not in the course of a number of repeated~~
34 ~~transactions of like nature.~~

35 (12) ~~Operating an approved branch campus of a foreign degree-~~
36 ~~granting institution in compliance with chapter 28B.90 RCW and in~~
37 ~~accordance with RCW 24.03.307)) is provided in section 1505 of this~~
38 act.

1 **Sec. 3124.** RCW 24.03.310 and 1967 c 235 s 63 are each amended to
2 read as follows:

3 A foreign corporation (~~((which shall have received a certificate~~
4 ~~of authority under this chapter shall, until a certificate of~~
5 ~~revocation or of withdrawal shall have been issued as provided in~~
6 ~~this chapter, enjoy the same, but no greater, rights and privileges~~
7 ~~as a domestic corporation organized for the purposes set forth in the~~
8 ~~application pursuant to which such certificate of authorization is~~
9 ~~issued; and, except as in this chapter otherwise provided, shall be~~
10 ~~subject to the same duties, restrictions, penalties and liabilities~~
11 ~~now or hereafter imposed upon a domestic corporation of like~~
12 ~~character)) that registers to conduct affairs in this state is~~
13 ~~subject to section 1501 of this act relating to the effect of~~
14 ~~registration and the governing law for registered foreign~~
15 ~~corporations.~~

16 **Sec. 3125.** RCW 24.03.315 and 1982 c 35 s 98 are each amended to
17 read as follows:

18 (~~No certificate of authority shall be issued to a foreign~~
19 ~~corporation unless the corporate name of such corporation complies~~
20 ~~with the provisions of RCW 24.03.045. However, a foreign corporation~~
21 ~~applying for a certificate of authority may file with the secretary~~
22 ~~of state a resolution of its board of directors adopting a fictitious~~
23 ~~name for use in transacting business in this state, if the fictitious~~
24 ~~name complies with RCW 24.03.045)) The corporate name of a foreign~~
25 ~~corporation registered in this state must comply with the provisions~~
26 ~~of section 1506 of this act and part I, Article 3 of this act.~~

27 **Sec. 3126.** RCW 24.03.325 and 2002 c 74 s 12 are each amended to
28 read as follows:

29 A foreign corporation(~~(, in order to procure a certificate of~~
30 ~~authority)) may register to conduct affairs in this state(~~(, shall~~
31 ~~make application therefor)) by delivering to the secretary of~~
32 ~~state(, which application shall set forth:~~~~

33 ~~(1) The name of the corporation and the state or country under~~
34 ~~the laws of which it is incorporated.~~

35 ~~(2) If the name of the corporation contains the word~~
36 ~~"corporation," "company," "incorporated," or "limited," or contains~~
37 ~~an abbreviation of one of such words, then the name of the~~
38 ~~corporation which it elects for use in this state.~~

1 ~~(3) The date of incorporation and the period of duration of the~~
2 ~~corporation.~~

3 ~~(4) The address of the principal office of the corporation.~~

4 ~~(5) A statement that a registered agent has been appointed and~~
5 ~~the name and address of such agent, and that a registered office~~
6 ~~exists and the address of such registered office is identical to that~~
7 ~~of the registered agent.~~

8 ~~(6) The purpose or purposes of the corporation which it proposes~~
9 ~~to pursue in conducting its affairs in this state.~~

10 ~~(7) The names and respective addresses of the directors and~~
11 ~~officers of the corporation.~~

12 ~~(8) Such additional information as may be necessary or~~
13 ~~appropriate in order to enable the secretary of state to determine~~
14 ~~whether such corporation is entitled to a certificate of authority to~~
15 ~~conduct affairs in this state.~~

16 ~~The application shall be made in the form prescribed by the~~
17 ~~secretary of state and shall))~~ for filing a foreign registration
18 statement in accordance with section 1503 of this act. The statement
19 must be executed by the corporation by one of its officers.

20 ~~((The application shall be accompanied by a certificate of good~~
21 ~~standing which has been issued no more than sixty days before the~~
22 ~~date of filing of the application for a certificate of authority to~~
23 ~~do business in this state and has been certified to by the proper~~
24 ~~officer of the state or country under the laws of which the~~
25 ~~corporation is incorporated.))~~

26 **Sec. 3127.** RCW 24.03.335 and 1982 c 35 s 100 are each amended to
27 read as follows:

28 Upon the filing of the ~~((application for certificate of~~
29 ~~authority))~~ foreign registration statement by the secretary of state,
30 the corporation shall be authorized to conduct affairs in this state
31 for those purposes set forth in its application, subject, however, to
32 the right of this state to ~~((suspend or to revoke such authority))~~
33 terminate the registration as provided in ~~((this chapter))~~ section
34 1511 of this act.

35 **Sec. 3128.** RCW 24.03.340 and 2004 c 265 s 29 are each amended to
36 read as follows:

1 Each foreign corporation ((authorized)) registered to conduct
2 affairs in this state shall have and continuously maintain in this
3 state((÷

4 ~~(1) A registered office which may be, but need not be, the same~~
5 ~~as its principal office. The registered office shall be at a specific~~
6 ~~geographic location in this state, and be identified by number, if~~
7 ~~any, and street, or building address or rural route, or, if a~~
8 ~~commonly known street or rural route address does not exist, by legal~~
9 ~~description. A registered office may not be identified by post office~~
10 ~~box number or other nongeographic address. For purposes of~~
11 ~~communicating by mail, the secretary of state may permit the use of a~~
12 ~~post office address in conjunction with the registered office address~~
13 ~~if the corporation also maintains on file the specific geographic~~
14 ~~address of the registered office where personal service of process~~
15 ~~may be made.~~

16 ~~(2) A registered agent, which agent may be either an individual~~
17 ~~resident in this state whose business office is identical with such~~
18 ~~registered office, or a domestic corporation, whether for profit or~~
19 ~~not for profit, or a foreign corporation, whether for profit or not~~
20 ~~for profit, authorized to transact business or conduct affairs in~~
21 ~~this state, having an office identical with such registered office or~~
22 ~~a domestic limited liability company whose business office is~~
23 ~~identical with the registered office or a foreign limited liability~~
24 ~~company authorized to conduct affairs in this state whose business~~
25 ~~address is identical with the registered office. A registered agent~~
26 ~~shall not be appointed without having given prior consent in the form~~
27 ~~of a record to the appointment. The consent shall be filed with the~~
28 ~~secretary of state in such form as the secretary may prescribe. The~~
29 ~~consent shall be filed with or as a part of the record first~~
30 ~~appointing a registered agent. In the event any individual,~~
31 ~~corporation, or limited liability company has been appointed agent~~
32 ~~without consent, that person, corporation, or limited liability~~
33 ~~company may file a notarized statement attesting to that fact, and~~
34 ~~the name shall immediately be removed from the records of the~~
35 ~~secretary of state.~~

36 ~~No foreign corporation authorized to transact business in this~~
37 ~~state may be permitted to maintain any action in any court in this~~
38 ~~state until the corporation complies with the requirements of this~~
39 ~~section)) a registered agent in accordance with part I, Article 4 of~~
40 ~~this act.~~

1 **Sec. 3129.** RCW 24.03.345 and 2004 c 265 s 30 are each amended to
2 read as follows:

3 A foreign corporation (~~(authorized)~~) registered to conduct
4 affairs in this state may change its (~~(registered office or change~~
5 ~~its))~~ registered agent (~~(, or both, upon filing in the office of))~~ by
6 delivering to the secretary of state (~~(in a form approved by the~~
7 ~~secretary of state))~~ for filing a statement (~~(setting forth:~~

8 ~~(1) The name of the corporation.~~

9 ~~(2) If the current registered office is to be changed, the street~~
10 ~~address to which the registered office is to be changed.~~

11 ~~(3) If the current registered agent is to be changed, the name of~~
12 ~~the new registered agent.~~

13 ~~(4) That the address of its registered office and the address of~~
14 ~~the office of its registered agent, as changed, will be identical.~~

15 ~~Such)) of change in accordance with section 1407 of this act. The~~
16 statement shall be executed by the corporation by an officer of the
17 corporation (~~(, and delivered to the secretary of state, together with~~
18 ~~a consent, in the form of a record, of the registered agent to the~~
19 ~~appointment, if applicable. If the secretary of state finds that such~~
20 ~~statement conforms to the provisions of this chapter, the secretary~~
21 ~~of state shall endorse thereon the word "Filed," and the month, day,~~
22 ~~and year of the filing thereof, and file the statement. The change of~~
23 ~~address of the registered office, or the appointment of a new~~
24 ~~registered agent, or both, as the case may be, shall become effective~~
25 ~~upon filing unless a later date is specified)).~~

26 Any registered agent in this state appointed by a foreign
27 corporation may resign as such agent (~~(upon filing a notice thereof,~~
28 ~~in the form of a record, executed in duplicate, with))~~ by executing
29 and delivering to the secretary of state (~~(who shall immediately~~
30 ~~deliver a copy thereof to the secretary of the foreign corporation at~~
31 ~~its principal office as shown by its most recent annual report. The~~
32 ~~appointment of such agent shall terminate upon the expiration of~~
33 ~~thirty days after receipt of such notice by the secretary of state))~~
34 for filing a statement of resignation in accordance with section 1410
35 of this act.

36 ~~((If))~~ A registered agent (~~(changes his or her business address~~
37 ~~to another place within the state, the registered agent may change~~
38 ~~such address and the address of the registered office of any~~
39 ~~corporation of which the registered agent is a registered agent by~~
40 ~~filing a statement as required by this section, except that it need~~

1 ~~be executed only by the registered agent, it need not be responsive~~
2 ~~to subsection (3) of this section, and it must recite that a copy of~~
3 ~~the statement has been delivered to the corporation)) of a foreign~~
4 ~~corporation may change its information on file with the secretary of~~
5 ~~state in accordance with section 1408 or 1409 of this act.~~

6 **Sec. 3130.** RCW 24.03.350 and 2011 c 336 s 658 are each amended
7 to read as follows:

8 ((~~The registered agent so appointed by a foreign corporation~~
9 ~~authorized to conduct affairs in this state shall be an agent of such~~
10 ~~corporation upon whom)) Service of any process, notice, or demand
11 required or permitted by law to be served upon the corporation may be
12 ((~~served.~~~~

13 ~~Whenever a foreign corporation authorized to conduct affairs in~~
14 ~~this state shall fail to appoint or maintain a registered agent in~~
15 ~~this state, or whenever any such registered agent cannot with~~
16 ~~reasonable diligence be found at the registered office, or whenever~~
17 ~~the certificate of authority of a foreign corporation shall be~~
18 ~~suspended or revoked, then the secretary of state shall be an agent~~
19 ~~of such corporation upon whom any such process, notice, or demand may~~
20 ~~be served. Service on the secretary of state of any such process,~~
21 ~~notice, or demand shall be made by delivering to and leaving with the~~
22 ~~secretary of state, or with any duly authorized clerk of the~~
23 ~~corporation department of the secretary of state's office, duplicate~~
24 ~~copies of such process, notice or demand. In the event any such~~
25 ~~process, notice, or demand is served on the secretary of state, the~~
26 ~~secretary of state shall immediately cause one of such copies thereof~~
27 ~~to be forwarded by certified mail, addressed to the secretary of the~~
28 ~~corporation as shown on the records of the secretary of state. Any~~
29 ~~service so had on the secretary of state shall be returnable in not~~
30 ~~less than thirty days.~~

31 ~~The secretary of state shall keep a record of all processes,~~
32 ~~notices, and demands served upon the secretary of state under this~~
33 ~~section, and shall record therein the time of such service and his or~~
34 ~~her action with reference thereto)) made in accordance with section~~
35 ~~1411 of this act.~~

36 Nothing herein contained shall limit or affect the right to serve
37 any process, notice, or demand, required or permitted by law to be
38 served upon a corporation in any other manner now or hereafter
39 permitted by law.

1 **Sec. 3131.** RCW 24.03.365 and 2004 c 265 s 31 are each amended to
2 read as follows:

3 A foreign corporation ((authorized)) registered to conduct
4 affairs in this state shall ((~~procure an amended certificate of~~
5 ~~authority in the event it changes its corporate name, or desires to~~
6 ~~pursue in this state other or additional purposes than those set~~
7 ~~forth in its prior application for a certificate of authority, by~~
8 ~~making application therefor to the secretary of state.~~

9 ~~The requirements in respect to the form and contents of such~~
10 ~~application, the manner of its execution, the filing of the~~
11 ~~application with the secretary of state, the issuance of an amended~~
12 ~~certificate of authority and the effect thereof, shall be the same as~~
13 ~~in the case of an original application for a certificate of~~
14 ~~authority)) amend its foreign registration statement under the
15 circumstances specified in section 1504 of this act.~~

16 **Sec. 3132.** RCW 24.03.370 and 1993 c 356 s 7 are each amended to
17 read as follows:

18 A foreign corporation ((authorized)) registered to conduct
19 affairs in this state may withdraw from this state ((~~upon procuring~~
20 ~~fromby delivering a statement of withdrawal to the secretary of
21 state ((~~a certificate of withdrawal. In order to procure such~~
22 ~~certificate of withdrawal, such foreign corporation shall deliver to~~
23 ~~the secretary of state an application for withdrawal, which shall set~~
24 ~~forth:~~~~

25 (1) ~~The name of the corporation and the state or country under~~
26 ~~the laws of which it is incorporated.~~

27 (2) ~~That the corporation is not conducting affairs in this state.~~

28 (3) ~~That the corporation surrenders its authority to conduct~~
29 ~~affairs in this state.~~

30 (4) ~~That the corporation revokes the authority of its registered~~
31 ~~agent in this state to accept service of process and consents that~~
32 ~~service of process in any action, suit or proceeding based upon any~~
33 ~~cause of action arising in this state during the time the corporation~~
34 ~~was authorized to conduct affairs in this state may thereafter be~~
35 ~~made on such corporation by service thereof on the secretary of~~
36 ~~state.~~

37 (5) ~~A copy of a revenue clearance certificate issued pursuant to~~
38 ~~chapter 82.32 RCW.~~

1 ~~(6) A post office address to which the secretary of state may~~
2 ~~mail a copy of any process against the corporation that may be served~~
3 ~~on the secretary of state.~~

4 ~~The application for withdrawal shall be made on forms prescribed~~
5 ~~and furnished by the secretary of state and shall be executed by the~~
6 ~~corporation by an officer of the corporation, or, if the corporation~~
7 ~~is in the hands of a receiver or trustee, shall be executed on behalf~~
8 ~~of the corporation by such receiver or trustee)) for filing in~~
9 ~~accordance with section 1507 of this act.~~

10 **Sec. 3133.** RCW 24.03.380 and 2004 c 265 s 32 are each amended to
11 read as follows:

12 (1) The ~~((certificate of authority))~~ registration of a foreign
13 corporation to conduct affairs in this state ~~((shall be revoked))~~ may
14 be terminated by the secretary of state ~~((upon the conditions~~
15 ~~prescribed in this section when:~~

16 ~~(a) The corporation has failed to file its annual report within~~
17 ~~the time required by this chapter, or has failed to pay any fees or~~
18 ~~penalties prescribed by this chapter when they have become due and~~
19 ~~payable; or~~

20 ~~(b) The corporation has failed for thirty days to appoint and~~
21 ~~maintain a registered agent in this state as required by this~~
22 ~~chapter; or~~

23 ~~(c) The corporation has failed, for thirty days after change of~~
24 ~~its registered agent or registered office, to file in the office of~~
25 ~~the secretary of state a statement of such change as required by this~~
26 ~~chapter; or~~

27 ~~(d) The corporation has continued to exceed or abuse the~~
28 ~~authority conferred upon it by this chapter; or~~

29 ~~(e) A misrepresentation has been made of any material matter in~~
30 ~~any application, report, affidavit, or other record submitted by such~~
31 ~~corporation pursuant to this chapter.~~

32 (2) Prior to revoking a certificate of authority under subsection
33 (1) of this section, the secretary of state shall give the
34 corporation written notice of the corporation's delinquency or
35 omission by first class mail, postage prepaid, addressed to the
36 corporation's registered agent. If, according to the records of the
37 secretary of state, the corporation does not have a registered agent,
38 the notice may be given by mail addressed to the corporation at its
39 last known address or at the address of any officer or director of

1 the corporation, as shown by the records of the secretary of state.
2 Notice is deemed to have been given five days after the date
3 deposited in the United States mail, correctly addressed, and with
4 correct postage affixed. The notice shall inform the corporation that
5 its certificate of authority shall be revoked at the expiration of
6 sixty days following the date the notice had been deemed to have been
7 given, unless it corrects the delinquency or omission within the
8 sixty-day period.

9 (3) Any notice provided by the secretary of state under this
10 section shall be designed to clearly identify and warn the recipient
11 of the contents thereof. A delinquency notice shall provide a
12 succinct and readable description of the delinquency or omission, the
13 date on which dissolution will occur, and the action necessary to
14 cure the delinquency or omission prior to dissolution.

15 (4) The attorney general may take such action regarding
16 revocation of a certificate of authority as is provided by RCW
17 24.03.250 for the dissolution of a domestic corporation. The
18 procedures of RCW 24.03.250 shall apply to any action under this
19 section. The clerk of any superior court entering a decree of
20 revocation of a certificate of authority shall file a certified copy,
21 without cost or filing fee, with the office of the secretary of
22 state)) in accordance with section 1511 of this act.

23 **Sec. 3134.** RCW 24.03.390 and 1986 c 240 s 52 are each amended to
24 read as follows:

25 ((No)) A foreign corporation which is conducting affairs in this
26 state without ((a certificate of authority shall be permitted to
27 maintain any action, suit or proceeding in any court of this state
28 until such corporation shall have obtained a certificate of
29 authority. Nor shall any action, suit or proceeding be maintained in
30 any court of this state by any successor or assignee of such
31 corporation on any right, claim or demand arising out of the conduct
32 of affairs by such corporation in this state, until a certificate of
33 authority shall have been obtained by such corporation or by a
34 corporation which has acquired all or substantially all of its
35 assets.

36 The failure of a foreign corporation to obtain a certificate of
37 authority to conduct affairs in this state shall not impair the
38 validity of any contract or act of such corporation, and shall not

1 prevent such corporation from defending any action, suit or
2 proceeding in any court of this state.

3 A foreign corporation which transacts business in this state
4 without a certificate of authority shall be liable to this state, for
5 the years or parts thereof during which it transacted business in
6 this state without a certificate of authority, in an amount equal to
7 all fees which would have been imposed by this chapter upon such
8 corporation had it duly applied for and received a certificate of
9 authority to transact business in this state as required by this
10 chapter and thereafter filed all reports required by this chapter,
11 plus all penalties imposed by this chapter for failure to pay such
12 fees. The attorney general shall bring proceedings to recover all
13 amounts due this state under the provisions of this section))
14 registering with the secretary of state is subject to section 1502 of
15 this act.

16 **Sec. 3135.** RCW 24.03.395 and 1993 c 356 s 10 are each amended to
17 read as follows:

18 Each domestic corporation, and each foreign corporation
19 ((authorized)) registered to conduct affairs in this state, shall
20 ((file, within the time prescribed by this chapter,)) deliver an
21 annual report ((in the form prescribed by)) to the secretary of
22 state((. The secretary may by rule provide that a biennial filing
23 meets this requirement. The report shall set forth:

24 (1) The name of the corporation and the state or country under
25 the laws of which it is incorporated;

26 (2) The address of the registered office of the corporation in
27 this state including street and number and the name of its registered
28 agent in this state at such address, and, in the case of a foreign
29 corporation, the address of its principal office;

30 (3) A brief statement of the character of the affairs which the
31 corporation is actually conducting, or, in the case of a foreign
32 corporation, which the corporation is actually conducting in this
33 state;

34 (4) The names and respective addresses of the directors and
35 officers of the corporation; and

36 (5) The corporation's unified business identifier number.

37 The information shall be given as of the date of the execution of
38 the report. It shall be executed by the corporation by an officer of
39 the corporation, or, if the corporation is in the hands of a receiver

1 ~~or trustee, it shall be executed on behalf of the corporation by such~~
2 ~~receiver or trustee.~~

3 ~~The secretary of state may provide that correction or updating of~~
4 ~~information appearing on previous annual or biennial filings is~~
5 ~~sufficient to constitute the current filing)) in accordance with~~
6 ~~section 1212 of this act.~~

7 **Sec. 3136.** RCW 24.03.405 and 2010 1st sp.s. c 29 s 3 are each
8 amended to read as follows:

9 ~~((1)) Nonprofit corporations are subject to the applicable~~
10 ~~fees, charges, and penalties established by the secretary of state~~
11 ~~((must establish by rule, fees for the following:~~

12 ~~(a) Filing articles of incorporation.~~

13 ~~(b) Filing an annual report of a domestic or foreign corporation.~~

14 ~~(c) Filing an application of a foreign corporation for a~~
15 ~~certificate of authority to conduct affairs in this state.~~

16 ~~(d) An application for reinstatement under RCW 24.03.386.~~

17 ~~(e) Filing articles of amendment or restatement or an amendment~~
18 ~~or supplement to an application for reinstatement.~~

19 ~~(f) Filing articles of merger or consolidation.~~

20 ~~(g) Filing a statement of change of address of registered office~~
21 ~~or change of registered agent, or revocation, resignation, or any~~
22 ~~combination of these.~~

23 ~~(h) Filing articles of dissolution.~~

24 ~~(i) Filing an application of a foreign corporation for an amended~~
25 ~~certificate of authority to conduct affairs in this state.~~

26 ~~(j) Filing an application for withdrawal of a foreign corporation~~
27 ~~and issuing a certificate of withdrawal.~~

28 ~~(k) Filing a certificate by a foreign corporation of the~~
29 ~~appointment of a registered agent.~~

30 ~~(l) Filing a certificate of election adopting the provisions of~~
31 ~~chapter 24.03 RCW.~~

32 ~~(m) Filing an application to reserve a corporate name.~~

33 ~~(n) Filing a notice of transfer of a reserved corporate name.~~

34 ~~(o) Filing a name registration.~~

35 ~~(p) Filing any other statement or report authorized for filing~~
36 ~~under this chapter.~~

37 ~~(2) Fees are adjusted by rule only in an amount that does not~~
38 ~~exceed the average biennial increase in the cost of providing~~

1 ~~service. This must be determined in a biennial cost study performed~~
2 ~~by the secretary)) under section 1213 of this act and RCW 43.07.120.~~

3 **Sec. 3137.** RCW 24.03.425 and 2004 c 265 s 34 are each amended to
4 read as follows:

5 Each director and officer of a corporation, domestic or foreign,
6 who fails or refuses within the time prescribed by this chapter to
7 answer truthfully and fully interrogatories propounded to him or her
8 by the secretary of state in accordance with the provisions of this
9 chapter(~~(, or who signs any articles, statement, report, application~~
10 ~~or other record filed with the secretary of state which is known to~~
11 ~~such officer or director to be false in any material respect,)) shall
12 be deemed to be guilty of a misdemeanor, and upon conviction thereof
13 may be fined in any amount not exceeding five hundred dollars.~~

14 **Sec. 3138.** RCW 24.03.445 and 2004 c 265 s 36 are each amended to
15 read as follows:

16 (~~(If the secretary of state shall fail to approve any articles of~~
17 ~~incorporation, amendment, merger, consolidation or dissolution, or~~
18 ~~any other record required by this chapter to be approved by the~~
19 ~~secretary of state before the same shall be filed in his or her~~
20 ~~office, the secretary of state shall give written notice of~~
21 ~~disapproval to the person or corporation, domestic or foreign,~~
22 ~~delivering the same, specifying the reasons therefor. Within thirty~~
23 ~~days from such disapproval such person or corporation may appeal to~~
24 ~~the superior court pursuant to the provisions of the administrative~~
25 ~~procedure act, chapter 34.05 RCW)) Section 1206 of this act governs
26 the secretary of state's duty to file records delivered to the
27 secretary of state for filing, the manner and effect of filing, and
28 procedures that apply when the secretary of state refuses to file a
29 record.~~

30 NEW SECTION. **Sec. 3139.** The following acts or parts of acts are
31 each repealed:

32 (1) RCW 24.03.007 (Standards for electronic filing—Rules) and
33 2004 c 265 s 2 & 2002 c 74 s 5;

34 (2) RCW 24.03.008 (Records submitted for filing—Exact or
35 conformed copies) and 2004 c 265 s 3 & 2002 c 74 s 6;

- 1 (3) RCW 24.03.3025 (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 2;
- 5 (4) RCW 24.03.303 (Reinstatement under certain circumstances—
6 Request for relief) and 1987 c 117 s 6;
- 7 (5) RCW 24.03.307 (Foreign degree-granting institution branch
8 campus—Acts not deemed transacting business in state) and 1993 c 181
9 s 6;
- 10 (6) RCW 24.03.320 (Change of name by foreign corporation) and
11 1986 c 240 s 44 & 1967 c 235 s 65;
- 12 (7) RCW 24.03.330 (Filing of application for certificate of
13 authority) and 2004 c 265 s 27, 2002 c 74 s 13, 1986 c 240 s 46, 1982
14 c 35 s 99, 1969 ex.s. c 163 s 4, & 1967 c 235 s 67;
- 15 (8) RCW 24.03.375 (Filing of application for withdrawal) and 2002
16 c 74 s 14, 1982 c 35 s 105, & 1967 c 235 s 76;
- 17 (9) RCW 24.03.385 (Issuance of certificate of revocation) and
18 1986 c 240 s 51, 1982 c 35 s 107, & 1967 c 235 s 78;
- 19 (10) RCW 24.03.386 (Foreign corporations—Application for
20 reinstatement) and 1993 c 356 s 8, 1987 c 117 s 1, & 1986 c 240 s 57;
- 21 (11) RCW 24.03.388 (Foreign corporations—Fees for application for
22 reinstatement—Filing current annual report—Penalties established by
23 rule) and 1994 c 287 s 9, 1993 c 356 s 9, 1991 c 223 s 3, 1987 c 117
24 s 2, & 1986 c 240 s 58;
- 25 (12) RCW 24.03.400 (Filing of annual or biennial report of
26 domestic and foreign corporations—Notice—Reporting dates) and 2011 c
27 183 s 5, 1993 c 356 s 11, 1986 c 240 s 54, 1982 c 35 s 109, 1973 c 90
28 s 1, & 1967 c 235 s 81;
- 29 (13) RCW 24.03.410 (Miscellaneous fees) and 2004 c 265 s 33, 1993
30 c 269 s 6, 1982 c 35 s 111, 1979 ex.s. c 133 s 2, 1969 ex.s. c 163 s
31 6, & 1967 c 235 s 83;
- 32 (14) RCW 24.03.415 (Disposition of fees) and 2011 c 336 s 659 &
33 1967 c 235 s 84; and
- 34 (15) RCW 24.03.450 (Certificates and certified copies to be
35 received in evidence) and 2004 c 265 s 37, 1982 c 35 s 116, & 1967 c
36 235 s 91.

37 **PART IV**

38 **NONPROFIT MISCELLANEOUS AND MUTUAL CORPORATIONS ACT REVISIONS**

1 **Sec. 4101.** RCW 24.06.005 and 2001 c 271 s 1 are each amended to
2 read as follows:

3 As used in this chapter, unless the context otherwise requires,
4 the term:

5 (1) "Corporation" or "domestic corporation" means a mutual
6 corporation or miscellaneous corporation subject to the provisions of
7 this chapter, except a foreign corporation.

8 (2) "Foreign corporation" means a mutual or miscellaneous
9 corporation or other corporation organized under laws other than the
10 laws of this state which would be subject to the provisions of this
11 chapter if organized under the laws of this state.

12 (3) "Mutual corporation" means a corporation organized to
13 accomplish one or more of its purposes on a mutual basis for members
14 and other persons.

15 (4) "Miscellaneous corporation" means any corporation which is
16 organized for a purpose or in a manner not provided for by the
17 Washington business corporation act or by the Washington nonprofit
18 corporation act, and which is not required to be organized under
19 other laws of this state.

20 (5) "Articles of incorporation" includes the original articles of
21 incorporation and all amendments thereto, and includes articles of
22 merger.

23 (6) "Bylaws" means the code or codes of rules adopted for the
24 regulation or management of the affairs of the corporation
25 irrespective of the name or names by which such rules are designated.

26 (7) "Member" means one having membership rights in a corporation
27 in accordance with provisions of its articles of incorporation or
28 bylaws.

29 (8) "Stock" or "share" means the units into which the proprietary
30 interests of a corporation are divided in a corporation organized
31 with stock.

32 (9) "Stockholder" or "shareholder" means one who is a holder of
33 record of one or more shares in a corporation organized with stock.

34 (10) "Board of directors" means the group of persons vested with
35 the management of the affairs of the corporation irrespective of the
36 name by which such group is designated.

37 (11) "Insolvent" means inability of a corporation to pay debts as
38 they become due in the usual course of its affairs.

1 (12) "Duplicate originals" means two copies, original or
2 otherwise, each with original signatures, or one original with
3 original signatures and one copy thereof.

4 (13) "Conforms to law" as used in connection with duties of the
5 secretary of state in reviewing documents for filing under this
6 chapter, means the secretary of state has determined the document
7 complies as to form with the applicable requirements of this chapter.

8 (14) "Effective date" means, in connection with a document filing
9 made by the secretary of state, the date (~~(which is shown by affixing~~
10 ~~a "filed" stamp on the documents. When a document is received for~~
11 ~~filing by the secretary of state in a form which complies with the~~
12 ~~requirements of this chapter and which would entitle the document to~~
13 ~~be filed immediately upon receipt, but the secretary of state's~~
14 ~~approval action occurs subsequent to the date of receipt, the~~
15 ~~secretary of state's filing date shall relate back to the date on~~
16 ~~which the secretary of state first received the document in~~
17 ~~acceptable form. An applicant may request a specific effective date~~
18 ~~no more than thirty days later than the receipt date which might~~
19 ~~otherwise be applied as the effective date)) on which the filing
20 becomes effective under section 1203 of this act.~~

21 (15) "Executed by an officer of the corporation," or words of
22 similar import, means that any document signed by such person shall
23 be and is signed by that person under penalties of perjury and in an
24 official and authorized capacity on behalf of the corporation or
25 person making the document submission with the secretary of state.

26 (16) "An officer of the corporation" means, in connection with
27 the execution of documents submitted for filing with the secretary of
28 state, the president, a vice president, the secretary, or the
29 treasurer of the corporation.

30 (17) "Electronic transmission" or "electronically transmitted"
31 means any process of electronic communication not directly involving
32 the physical transfer of paper that is suitable for the retention,
33 retrieval, and reproduction of the transmitted information by the
34 recipient. However, such an electronic transmission must either set
35 forth or be submitted with information, including any security or
36 validation controls used, from which it can reasonably be determined
37 that the electronic transmission was authorized by, as applicable,
38 the corporation or shareholder or member by or on behalf of which the
39 electronic transmission was sent.

1 (18) "Consumer cooperative" means a corporation engaged in the
2 retail sale, to its members and other consumers, of goods or services
3 of a type that are generally for personal, living, or family use.

4 (19) "Registered office" means the principal office indicated in
5 the corporation's most recent annual report, or if the principal
6 office is not located within this state, the office of the
7 corporation's registered agent.

8 **Sec. 4102.** RCW 24.06.032 and 2012 c 216 s 1 are each amended to
9 read as follows:

10 (1) In addition to any other rights and powers granted under this
11 chapter, any mutual or miscellaneous corporation that was organized
12 under this chapter prior to June 10, 2004, and conducts its business
13 on a cooperative basis is entitled, by means of an express election
14 contained in its articles of incorporation or bylaws, to avail itself
15 of part or all of the additional rights and powers granted to
16 cooperative associations under RCW 23.86.105(1), 23.86.160, and
17 23.86.170, and, if the corporation is a consumer cooperative, under
18 section 1302(6) of this act and RCW 23.86.030 ((1) and (2)).

19 (2) Any other provision of this chapter notwithstanding:

20 (a) A consumer cooperative organized under this chapter may give
21 notice to its members of the place, day, and hour of its annual
22 meeting not less than ten nor more than one hundred twenty days
23 before the date of the annual meeting.

24 (b) A consumer cooperative organized under this chapter may
25 satisfy any provisions of this chapter requiring that certain
26 information or materials must be set forth in a writing accompanying
27 or contained in the notice of a meeting of its members, by: (i)
28 Posting the information or materials on an electronic network not
29 less than thirty days prior to the meeting at which such information
30 or materials will be considered by members; and (ii) delivering to
31 those members who are eligible to vote a notification, either in a
32 meeting notice authorized under this chapter or in such other
33 reasonable form as the board of directors may specify, setting forth
34 the address of the electronic network at which and the date after
35 which such information or materials will be posted and available for
36 viewing by members eligible to vote, together with comprehensible
37 instructions regarding how to obtain access to the information and
38 materials posted on the electronic network. A consumer cooperative
39 that elects to post information or materials required by this chapter

1 on an electronic network shall, at its expense, provide a copy of
2 such information or materials in a written or other tangible medium
3 to any member who is eligible to vote and so requests.

4 (c) The articles of incorporation or bylaws of a consumer
5 cooperative organized under this chapter may provide that the annual
6 meeting of its members need not involve a physical assembly at a
7 particular geographic location if the meeting is held by means of
8 electronic or other remote communications with its members, in a
9 fashion that its board of directors determines will afford members a
10 reasonable opportunity to read or hear the proceedings substantially
11 concurrently with their occurrence, to vote by electronic
12 transmission on matters submitted to a vote by members, and to pose
13 questions of and make comments to management, subject to such
14 procedural guidelines and limitations as its board of directors may
15 adopt. Members participating in an annual meeting by means of
16 electronic or other remote communications technology in accordance
17 with any such procedural guidelines and limitations shall be deemed
18 present at the meeting for all purposes under this chapter. For any
19 annual meeting of members that is conducted by means of electronic or
20 other remote communications without a physical assembly at a
21 geographic location, the address of the electronic network or other
22 communications site or connection specified in the notice of the
23 meeting shall be deemed to be the place of the meeting.

24 **Sec. 4103.** RCW 24.06.045 and 1998 c 102 s 4 are each amended to
25 read as follows:

26 The corporate name(~~;~~

27 ~~(1) Shall not contain any word or phrase which indicates or~~
28 ~~implies that it is organized for any purpose other than one or more~~
29 ~~of the purposes contained in its articles of incorporation.~~

30 ~~(2)(a) Except as provided in (b) and (c) of this subsection, must~~
31 ~~be distinguishable upon the records of the secretary of state from:~~

32 ~~(i) The corporate name of a corporation organized or authorized~~
33 ~~to transact business in this state;~~

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

36 ~~(iii) The name or reserved name of a mutual corporation or~~
37 ~~miscellaneous corporation incorporated or authorized to do business~~
38 ~~under this chapter;~~

1 ~~(iv) The fictitious name adopted under RCW 23B.15.060 by a~~
2 ~~foreign corporation authorized to transact business in this state~~
3 ~~because its real name is unavailable;~~

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

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

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

11 ~~(viii) The name or reserved name of a limited liability~~
12 ~~partnership registered under chapter 25.04 RCW.~~

13 ~~(b) A corporation may apply to the secretary of state for~~
14 ~~authorization to use a name that is not distinguishable upon the~~
15 ~~records from one or more of the names described in (a) of this~~
16 ~~subsection. The secretary of state shall authorize use of the name~~
17 ~~applied for if:~~

18 ~~(i) The other corporation, company, holder, limited liability~~
19 ~~partnership, or limited partnership consents to the use in writing~~
20 ~~and files with the secretary of state documents necessary to change~~
21 ~~its name or the name reserved or registered to a name that is~~
22 ~~distinguishable upon the records of the secretary of state from the~~
23 ~~name of the applying corporation; or~~

24 ~~(ii) The applicant delivers to the secretary of state a certified~~
25 ~~copy of the final judgment of a court of competent jurisdiction~~
26 ~~establishing the applicant's right to use the name applied for in~~
27 ~~this state.~~

28 ~~(c) A corporation may use the name, including the fictitious~~
29 ~~name, of another domestic or foreign corporation, limited liability~~
30 ~~company, limited partnership, or limited liability partnership, that~~
31 ~~is used in this state if the other entity is incorporated, organized,~~
32 ~~formed, or authorized to transact business in this state, and the~~
33 ~~proposed user corporation:~~

34 ~~(i) Has merged with the other corporation, limited liability~~
35 ~~company, or limited partnership; or~~

36 ~~(ii) Has been formed by reorganization of the other corporation.~~

37 ~~(3) Shall be transliterated into letters of the English alphabet~~
38 ~~if it is not in English.~~

39 ~~(4) The name of any corporation formed under this section shall~~
40 ~~not include nor end with "incorporated", "company", or "corporation"~~

1 ~~or any abbreviation thereof, but may use "club", "league",~~
2 ~~"association", "services", "committee", "fund", "society",~~
3 ~~"foundation", "., a nonprofit mutual corporation", or any~~
4 ~~name of like import.~~

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

7 ~~(a) A variation in any of the following designations for the same~~
8 ~~name: "Corporation," "incorporated," "company," "limited,"~~
9 ~~"partnership," "limited partnership," "limited liability company," or~~
10 ~~"limited liability partnership," or the abbreviations "corp.,"~~
11 ~~"inc.," "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or~~
12 ~~"L.L.C.";~~

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

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

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

19 ~~(6) This title does not control the use of assumed business names~~
20 ~~or "trade names.") must comply with the requirements of part I,~~
21 ~~Article 3 of this act.~~

22 **Sec. 4104.** RCW 24.06.046 and 1993 c 356 s 13 are each amended to
23 read as follows:

24 The exclusive right to the use of a corporate name may be
25 reserved ((by:

26 ~~(1) Any person intending to organize a corporation under this~~
27 ~~title.~~

28 ~~(2) Any domestic corporation intending to change its name.~~

29 ~~(3) Any foreign corporation intending to make application for a~~
30 ~~certificate of authority to transact business in this state.~~

31 ~~(4) Any foreign corporation authorized to transact business in~~
32 ~~this state and intending to change its name.~~

33 ~~(5) Any person intending to organize a foreign corporation and~~
34 ~~intending to have such corporation make application for a certificate~~
35 ~~of authority to transact business in this state.~~

36 The reservation shall be made by filing with the secretary of
37 state an application to reserve a specified corporate name, executed
38 by or on behalf of the applicant. If the secretary of state finds
39 that the name is available for corporate use, the secretary of state

1 shall reserve the same for the exclusive use of the applicant for a
2 period of one hundred and eighty days. Such reservation shall be
3 limited to one filing.

4 The right to the exclusive use of a specified corporate name so
5 reserved may be transferred to any other person or corporation by
6 filing in the office of the secretary of state, a notice of such
7 transfer, executed by the applicant for whom the name was reserved,
8 and specifying the name and address of the transferee)) in accordance
9 with section 1303 of this act.

10 **Sec. 4105.** RCW 24.06.047 and 1994 c 211 s 1308 are each amended
11 to read as follows:

12 Any corporation, organized and existing under the laws of any
13 state or territory of the United States may register its corporate
14 name (~~under this title, provided its corporate name is not the same~~
15 ~~as, or deceptively similar to, the name of any domestic corporation~~
16 ~~existing under the laws of this state, or the name of any foreign~~
17 ~~corporation authorized to transact business in this state, the name~~
18 ~~of any domestic limited liability company organized under the laws of~~
19 ~~this state, or the name of any foreign limited liability company~~
20 ~~authorized to transact business in this state, the name of any~~
21 ~~domestic or foreign limited partnership on file with the secretary,~~
22 ~~or any corporate name reserved or registered under this title.~~

23 Such registration shall be made by:

24 (1) Filing with the secretary of state: (a) An application for
25 registration executed by the corporation by an officer thereof,
26 setting forth the name of the corporation, the state or country under
27 the laws of which it is incorporated, and the date of its
28 incorporation, and (b) a certificate setting forth that such
29 corporation is in good standing under the laws of the state or
30 country wherein it is organized, executed by the secretary of state
31 of such state or territory or by such other official as may have
32 custody of the records pertaining to corporations, and

33 (2) Paying to the secretary of state the applicable annual
34 registration fee.

35 The registration shall be effective until the close of the
36 calendar year in which the application for registration is filed)) in
37 accordance with section 1304 of this act.

1 **Sec. 4106.** RCW 24.06.048 and 1982 c 35 s 124 are each amended to
2 read as follows:

3 A corporation which has in effect a registration of its corporate
4 name, may renew such registration (~~(from year to year by annually~~
5 ~~filing an application for renewal setting forth the facts required to~~
6 ~~be set forth in an original application for registration and a~~
7 ~~certificate of good standing as required for the original~~
8 ~~registration and by paying a fee of ten dollars. A renewal~~
9 ~~application may be filed between the first day of October and the~~
10 ~~thirty first day of December in each year, and shall extend the~~
11 ~~registration for the following calendar year)) in accordance with
12 section 1304 of this act.~~

13 **Sec. 4107.** RCW 24.06.050 and 2009 c 202 s 2 are each amended to
14 read as follows:

15 Each domestic corporation and foreign corporation authorized to
16 do business in this state shall have and continuously maintain in
17 this state(~~(÷~~

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

30 ~~(2) A registered agent, which agent may be either an individual~~
31 ~~resident in this state whose business office is identical with such~~
32 ~~registered office, or a domestic corporation existing under any act~~
33 ~~of this state, or a governmental body or agency, or a foreign~~
34 ~~corporation authorized to transact business or conduct affairs in~~
35 ~~this state under any act of this state having an office identical~~
36 ~~with such registered office. The resident agent and registered office~~
37 ~~shall be designated by duly adopted resolution of the board of~~
38 ~~directors; and a statement of such designation, executed by an~~
39 ~~officer of the corporation, shall be filed with the secretary of~~

1 ~~state. A registered agent shall not be appointed without having given~~
2 ~~prior written consent to the appointment. The written consent shall~~
3 ~~be filed with the secretary of state in such form as the secretary~~
4 ~~may prescribe. The written consent shall be filed with or as a part~~
5 ~~of the document first appointing a registered agent. In the event any~~
6 ~~individual or corporation has been appointed agent without consent,~~
7 ~~that person or corporation may file a notarized statement attesting~~
8 ~~to that fact, and the name shall forthwith be removed from the~~
9 ~~records of the secretary of state.~~

10 ~~No Washington corporation or foreign corporation authorized to~~
11 ~~transact business in this state may be permitted to maintain any~~
12 ~~action in any court in this state until the corporation complies with~~
13 ~~the requirements of this section)) a registered agent in accordance~~
14 ~~with part I, Article 4 of this act.~~

15 **Sec. 4108.** RCW 24.06.055 and 2011 c 336 s 661 are each amended
16 to read as follows:

17 A corporation may change its ((~~registered office or change its~~))
18 ~~registered agent((, or both, upon filing in the office of the~~
19 ~~secretary of state a statement in the form prescribed by the~~
20 ~~secretary of state setting forth:~~

21 ~~(1) The name of the corporation.~~

22 ~~(2) If the address of its registered office is to be changed, the~~
23 ~~address to which the registered office is to be changed, including~~
24 ~~street and number.~~

25 ~~(3) If the current registered agent is to be changed, the name of~~
26 ~~its successor registered agent.~~

27 ~~(4) That the address of its registered office and the address of~~
28 ~~the office of its registered agent, as changed, will be identical.~~

29 ~~Such statement shall be executed by the corporation by an officer~~
30 ~~of the corporation, and delivered to the secretary of state, together~~
31 ~~with a written consent of the registered office to his, her, or its~~
32 ~~appointment, if applicable. If the secretary of state finds that such~~
33 ~~statement conforms to the provisions of this chapter, the secretary~~
34 ~~of state shall file such statement, and upon such filing, the change~~
35 ~~of address of the registered office, or the appointment of a new~~
36 ~~registered agent, or both, as the case may be, shall become~~
37 ~~effective)) by delivering to the secretary of state for filing a~~
38 ~~statement of change in accordance with section 1407 of this act.~~

1 Any registered agent of a corporation may resign as ((such))
2 agent ((upon filing a written notice thereof, executed in duplicate,
3 with the secretary of state, who shall forthwith mail a copy thereof
4 to the corporation in care of an officer, who is not the resigning
5 registered agent, at the address of such officer as shown by the most
6 recent annual report of the corporation. The appointment of such
7 agent shall terminate upon the expiration of thirty days after
8 receipt of such notice by the secretary of state)) by delivering to
9 the secretary of state for filing a statement of resignation in
10 accordance with section 1410 of this act.

11 **Sec. 4109.** RCW 24.06.060 and 1982 c 35 s 127 are each amended to
12 read as follows:

13 ((The registered agent so appointed by a corporation shall be an
14 agent of such corporation upon whom)) Service of any process, notice
15 or demand required or permitted by law to be served upon the
16 corporation may be ((served.

17 Whenever a corporation shall fail to appoint or maintain a
18 registered agent in this state, or whenever its registered agent
19 cannot with reasonable diligence be found at the registered office,
20 then the secretary of state shall be an agent of such corporation
21 upon whom any such process, notice, or demand may be served. Service
22 on the secretary of state of any such process, notice, or demand
23 shall be made by delivering to and leaving with the secretary of
24 state, or with any duly authorized clerk of the corporation
25 department of his or her office, duplicate copies of such process,
26 notice or demand. In the event any such process, notice or demand is
27 served on the secretary of state, the secretary of state shall
28 immediately cause one of the copies thereof to be forwarded by
29 certified mail, addressed to the corporation at its registered
30 office. Any service so had on the secretary of state shall be
31 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 section, and shall record therein the time of such service and his
35 action with reference thereto.

36 Nothing herein contained shall limit or affect the right to serve
37 any process, notice or demand required or permitted by law to be
38 served upon a corporation in any other manner now or hereafter
39 permitted by law)) made in accordance with section 1411 of this act.

1 **Sec. 4110.** RCW 24.06.160 and 2011 c 336 s 668 are each amended
2 to read as follows:

3 Each corporation shall keep correct and complete books and
4 records of account and shall keep minutes of the proceedings of its
5 members, shareholders, board of directors, and committees having any
6 of the authority of the board of directors; and shall keep at its
7 registered office (~~(or principal office in this state)~~) a record of
8 the names and addresses of its members and shareholders entitled to
9 vote. All books and records of a corporation may be inspected by any
10 member or shareholder, or his or her agent or attorney, for any
11 proper purpose at any reasonable time.

12 **Sec. 4111.** RCW 24.06.200 and 1982 c 35 s 131 are each amended to
13 read as follows:

14 (~~Duplicate originals of~~) The articles of amendment shall be
15 delivered to the secretary of state for filing in accordance with
16 part I, Article 2 of this act. (~~If the secretary of state finds that~~
17 ~~the articles of amendment conform to law, he or she shall, when all~~
18 ~~fees have been paid as prescribed in this chapter:~~

19 ~~(1) Endorse on each of such originals the word "filed", and the~~
20 ~~effective date of the filing thereof.~~

21 ~~(2) File one of such originals in his or her office.~~

22 ~~(3) Issue a certificate of amendment to which he or she shall~~
23 ~~affix one of such originals.~~

24 ~~The certificate of amendment, together with the other duplicate~~
25 ~~original of the articles of amendment affixed thereto by the~~
26 ~~secretary of state shall be returned to the corporation or its~~
27 ~~representative and shall be retained by the corporation.))~~

28 **Sec. 4112.** RCW 24.06.205 and 1982 c 35 s 132 are each amended to
29 read as follows:

30 Upon the filing of the articles of amendment by the secretary of
31 state, the amendment shall become effective as provided in section
32 1203 of this act and the articles of incorporation shall be deemed to
33 be amended accordingly.

34 No amendment shall affect any existing cause of action in favor
35 of or against such corporation, nor any pending action to which such
36 corporation shall be a party, nor the existing rights of persons
37 other than members; and, in the event the corporate name shall be

1 changed by amendment, no action brought by or against such
2 corporation under its former name shall abate for that reason.

3 **Sec. 4113.** RCW 24.06.207 and 1982 c 35 s 133 are each amended to
4 read as follows:

5 A domestic corporation may at any time restate its articles of
6 incorporation as theretofore amended, by a resolution adopted by the
7 board of directors.

8 Upon the adoption of the resolution, restated articles of
9 incorporation shall be executed (~~(in duplicate)~~) by the corporation
10 by one of its officers and shall set forth all of the operative
11 provisions of the articles of incorporation as theretofore amended
12 together with a statement that the restated articles of incorporation
13 correctly set forth without change the corresponding provisions of
14 the articles of incorporation as theretofore amended and that the
15 restated articles of incorporation supersede the original articles of
16 incorporation and all amendments thereto.

17 (~~(Duplicate originals of)~~) The restated articles of incorporation
18 shall be delivered to the secretary of state for filing in accordance
19 with part I, Article 2 of this act. (~~(If the secretary of state finds~~
20 ~~that the restated articles of incorporation conform to law, the~~
21 ~~secretary of state shall, when all fees required by this title have~~
22 ~~been paid:~~

23 ~~(1) Endorse on each duplicate original the word "Filed" and the~~
24 ~~effective date of the filing thereof;~~

25 ~~(2) File one duplicate original; and~~

26 ~~(3) Issue a restated certificate of incorporation, to which the~~
27 ~~other duplicate original shall be affixed.~~

28 ~~The restated certificate of incorporation, together with the~~
29 ~~duplicate original of the restated articles of incorporation affixed~~
30 ~~thereto by the secretary of state, shall be returned to the~~
31 ~~corporation or its representative.))~~

32 Upon the filing of the restated articles of incorporation by the
33 secretary of state, the restated articles of incorporation shall
34 become effective as provided in section 1203 of this act and shall
35 supersede the original articles of incorporation and all amendments
36 thereto.

37 **Sec. 4114.** RCW 24.06.225 and 2000 c 167 s 9 are each amended to
38 read as follows:

1 (1) Upon approval, articles of merger or articles of
2 consolidation shall be executed (~~(in duplicate originals)~~) by each
3 corporation, by an officer of each corporation, and shall set forth:

4 (a) The plan of merger or the plan of consolidation;

5 (b) A statement setting forth the date of the meeting of members
6 or shareholders at which the plan was adopted, that a quorum was
7 present at such meeting, and that such plan received at least two-
8 thirds of the votes which members and shareholders of the corporation
9 and of each class entitled to vote thereon as a class, present at
10 such meeting in person or by mail or by electronic transmission or
11 represented by proxy were entitled to cast, or a statement that such
12 amendment was adopted by a consent in writing signed by all members;

13 (2) (~~Duplicate originals of~~) The articles of merger or articles
14 of consolidation shall be delivered to the secretary of state(~~(. If~~
15 ~~the secretary of state finds that such articles conform to law, he or~~
16 ~~she shall, when all fees have been paid as prescribed in this~~
17 ~~chapter:~~

18 ~~(a) Endorse on each of such originals the word "filed", and the~~
19 ~~effective date of the filing thereof;~~

20 ~~(b) File one of such originals in his or her office;~~

21 ~~(c) Issue a certificate of merger or a certificate of~~
22 ~~consolidation to which he or she shall affix one of such originals.~~

23 ~~The certificate of merger or certificate of consolidation,~~
24 ~~together with the original of the articles of merger or articles of~~
25 ~~consolidation affixed thereto by the secretary of state shall be~~
26 ~~returned to the surviving or new corporation, as the case may be, or~~
27 ~~its representative, and shall be retained by the corporation)) for
28 filing in accordance with part I, Article 2 of this act.~~

29 **Sec. 4115.** RCW 24.06.233 and 1982 c 35 s 136 are each amended to
30 read as follows:

31 One or more foreign corporations and one or more domestic
32 corporations may be merged or consolidated or participate in an
33 exchange in the following manner, if such merger, consolidation, or
34 exchange is permitted by the laws of the state under which each such
35 foreign corporation is organized:

36 (1) Each domestic corporation shall comply with the provisions of
37 this title with respect to the merger, consolidation, or exchange, as
38 the case may be, of domestic corporations and each foreign

1 corporation shall comply with the applicable provisions of the laws
2 of the state under which it is organized.

3 (2) If the surviving or new corporation in a merger or
4 consolidation is to be governed by the laws of any state other than
5 this state, it shall comply with the provisions of this title and
6 part I, Article 5 of this act with respect to foreign corporations if
7 it is to transact business in this state, and in every case it shall
8 file with the secretary of state of this state:

9 (a) An agreement that it may be served with process in (~~this~~
10 ~~state~~) accordance with section 1411 of this act in any proceeding
11 for the enforcement of any obligation of any domestic corporation
12 which is a party to such merger or consolidation and in any
13 proceeding for the enforcement of the rights, if any, of a dissenting
14 shareholder of any such domestic corporation against the surviving or
15 new corporation; and

16 (~~(b) ((An irrevocable appointment of the secretary of state of~~
17 ~~this state as its agent to accept service of process in any such~~
18 ~~proceeding; and~~

19 ~~(c))~~ An agreement that it will promptly pay to the dissenting
20 shareholders of any such domestic corporation the amount, if any, to
21 which they shall be entitled under the provisions of this title with
22 respect to the rights of dissenting shareholders.

23 The effect of such merger or consolidation shall be the same as
24 in the case of the merger or consolidation of domestic corporations,
25 if the surviving or new corporation is to be governed by the laws of
26 this state. If the surviving or new corporation is to be governed by
27 the laws of any state other than this state, the effect of such
28 merger or consolidation shall be the same as in the case of the
29 merger or consolidation of domestic corporations except insofar as
30 the laws of such other state provide otherwise.

31 (3) At any time prior to the effective date of the articles of
32 merger, consolidation, or exchange, the merger, consolidation, or
33 exchange, may be abandoned pursuant to provision therefor, if any,
34 set forth in the plan of merger, consolidation or exchange. In the
35 event the merger, consolidation, or exchange is abandoned, the
36 parties thereto shall execute a notice of abandonment (~~in~~
37 ~~triplicate~~) signed by an officer for each corporation signing the
38 notice and deliver the notice to the secretary of state for filing in
39 accordance with part I, Article 2 of this act. (~~If the secretary of~~
40 ~~state finds the notice conforms to law, the secretary of state shall:~~

1 ~~(a) Endorse on each of the originals the word "Filed" and the~~
2 ~~effective date of the filing thereof;~~

3 ~~(b) File one of the triplicate originals in the secretary of~~
4 ~~state's office; and~~

5 ~~(c) Issue the other triplicate originals to the respective~~
6 ~~parties or their representatives.)~~

7 **Sec. 4116.** RCW 24.06.280 and 1982 c 35 s 139 are each amended to
8 read as follows:

9 ~~((Duplicate originals of))~~ The articles of dissolution shall be
10 delivered to the secretary of state for filing in accordance with
11 part I, Article 2 of this act. ~~((If the secretary of state finds that~~
12 ~~such articles of dissolution conform to law, he or she shall, when~~
13 ~~all requirements have been met as prescribed in this chapter:~~

14 ~~(1) Endorse on each of such originals the word "filed", and the~~
15 ~~effective date of the filing thereof.~~

16 ~~(2) File one of the originals in his or her office.~~

17 ~~(3) Issue a certificate of dissolution which he or she shall~~
18 ~~affix to one of such originals.~~

19 ~~The certificate of dissolution, together with the original of the~~
20 ~~articles of dissolution affixed thereto by the secretary of state,~~
21 ~~shall be returned to the representative of the dissolved corporation~~
22 ~~and shall be retained with the corporation minutes.))~~

23 Upon the filing of the articles of dissolution, the corporate
24 existence shall cease, except for the purpose of determining such
25 suits, other proceedings and appropriate corporate action by members,
26 directors and officers as are authorized in this chapter.

27 **Sec. 4117.** RCW 24.06.290 and 1994 c 287 s 10 are each amended to
28 read as follows:

29 Failure of the corporation to file its annual report within the
30 time required shall not derogate from the rights of its creditors, or
31 prevent the corporation from being sued and from defending lawsuits,
32 nor shall it release the corporation from any of the duties or
33 liabilities of a corporation under law.

34 A corporation shall be administratively dissolved by the
35 secretary of state ~~((upon the conditions prescribed in this section~~
36 ~~when the corporation:~~

37 ~~(1) Has failed to file or complete its annual report within the~~
38 ~~time required by law;~~

1 ~~(2) Has failed for thirty days to appoint or maintain a~~
2 ~~registered agent in this state; or~~

3 ~~(3) Has failed for thirty days, after change of its registered~~
4 ~~agent or registered office, to file in the office of the secretary of~~
5 ~~state a statement of such change.~~

6 ~~A corporation shall not be dissolved under this section unless~~
7 ~~the secretary of state has given the corporation not less than sixty~~
8 ~~days' notice of its delinquency or omission, by first class mail,~~
9 ~~postage prepaid, addressed to the registered office, or, if there is~~
10 ~~no registered office, to the last known address of any officer or~~
11 ~~director as shown by the records of the secretary of state, and~~
12 ~~unless the corporation has failed to correct the omission or~~
13 ~~delinquency before expiration of the sixty day period.~~

14 ~~When a corporation has given cause for dissolution under this~~
15 ~~section, and has failed to correct the delinquency or omission as~~
16 ~~provided in this section, the secretary of state shall dissolve the~~
17 ~~corporation by issuing a certificate of involuntary dissolution~~
18 ~~containing a statement that the corporation has been dissolved and~~
19 ~~the date and reason for which it was dissolved. The original~~
20 ~~certificate of involuntary dissolution shall be filed in the records~~
21 ~~of the secretary of state, and a copy of the certificate shall~~
22 ~~forthwith be mailed to the corporation at its registered office or,~~
23 ~~if there is no registered office, to the last known address of the~~
24 ~~corporation or any officer, director, or incorporator of the~~
25 ~~corporation, as shown by the records of the secretary of state. Upon~~
26 ~~the filing of the certificate of involuntary dissolution, the~~
27 ~~existence of the corporation shall cease, except as otherwise~~
28 ~~provided in this chapter, and its name shall be available to and may~~
29 ~~be adopted by another corporation after the dissolution)) under the~~
30 ~~circumstances and procedures provided in part I, Article 6 of this~~
31 ~~act.~~

32 ~~A corporation which has been administratively dissolved ((by~~
33 ~~operation of this section may be reinstated within a period of three~~
34 ~~years following its dissolution if it completes and files a current~~
35 ~~annual report for the current reinstatement year or it appoints or~~
36 ~~maintains a registered agent, or files a required statement of change~~
37 ~~of registered agent or registered office and in addition pays the~~
38 ~~reinstatement fee as set by rule by the secretary of state, plus the~~
39 ~~full amount of all annual fees that would have been assessed for the~~
40 ~~years of administrative dissolution had the corporation been in~~

1 ~~active status, including the reinstatement year plus any penalties as~~
2 ~~established by rule by the secretary of state. If during the period~~
3 ~~of dissolution another person or corporation has reserved or adopted~~
4 ~~a corporate name which is identical or deceptively similar to the~~
5 ~~dissolved corporation's name, the dissolved corporation seeking~~
6 ~~reinstatement shall be required to adopt another name consistent with~~
7 ~~the requirements of this chapter and to amend its articles~~
8 ~~accordingly)) under section 1603 of this act may apply to the~~
9 ~~secretary of state for reinstatement in accordance with section 1604~~
10 ~~of this act.~~

11 When a corporation has been administratively dissolved (~~by~~
12 ~~operation of this section)) under section 1603 of this act, remedies
13 available to or against it shall survive in the manner provided by
14 RCW 24.06.335 and thereafter the directors of the corporation shall
15 hold title to the property of the corporation as trustees for the
16 benefit of its creditors and shareholders.~~

17 **Sec. 4118.** RCW 24.06.300 and 1969 ex.s. c 120 s 60 are each
18 amended to read as follows:

19 The superior court shall have full power to liquidate the assets
20 and to provide for the dissolution of a corporation when:

21 (1) In any action by a member, shareholder or director it is made
22 to appear that:

23 (a) The directors are deadlocked in the management of the
24 corporate affairs and that irreparable injury to the corporation is
25 being suffered or is threatened by reason thereof, and that the
26 members or shareholders are unable to break the deadlock; or

27 (b) The acts of the directors or those in control of the
28 corporation are illegal, oppressive, or fraudulent; or

29 (c) The corporate assets are being misapplied or wasted; or

30 (d) The corporation is unable to carry out its purposes; or

31 (e) The shareholders have failed, for a period which includes at
32 least two consecutive annual meeting dates, to elect successors to
33 directors whose terms have expired or would have expired upon the
34 election of their successors.

35 (2) In an action by a creditor:

36 (a) The claim of the creditor has been reduced to judgment and an
37 execution thereon has been returned unsatisfied, and it is
38 established that the corporation is insolvent; or

1 (b) The corporation has admitted in writing that the claim of the
2 creditor is due and owing, and it is established that the corporation
3 is insolvent.

4 (3) A corporation applies to have its dissolution continued under
5 the supervision of the court.

6 (4) An action has been filed by the attorney general to dissolve
7 the corporation and it is established that liquidation of its affairs
8 should precede the entry of a decree of dissolution.

9 Proceedings under subsections (1), (2) or (3) of this section
10 shall be brought in the county in which the registered office (~~or~~
11 ~~the principal office~~) of the corporation is situated.

12 It shall not be necessary to make directors, members or
13 shareholders party to any such action or proceedings unless relief is
14 sought against them personally.

15 **Sec. 4119.** RCW 24.06.340 and 1969 ex.s. c 120 s 68 are each
16 amended to read as follows:

17 (1) No foreign corporation shall have the right to conduct
18 affairs in this state until it (~~shall have procured a certificate of~~
19 ~~authority from~~) registers with the secretary of state (~~to do so~~)
20 in accordance with the requirements of part I, Article 5 of this act.
21 (~~No foreign corporation shall be entitled to procure a certificate~~
22 ~~of authority under this chapter to conduct in this state any affairs~~
23 ~~which a corporation organized under this chapter is not permitted to~~
24 ~~conduct: PROVIDED, That no foreign corporation shall be denied a~~
25 ~~certificate of authority by reason of the fact that the laws of the~~
26 ~~state or country under which such corporation is organized governing~~
27 ~~its organization and internal affairs differ from the laws of this~~
28 ~~state: PROVIDED FURTHER, That nothing in this chapter contained shall~~
29 ~~be construed to authorize this state to regulate the organization or~~
30 ~~the internal affairs of such corporation.))~~

31 (2) (~~Without excluding other activities not constituting the~~
32 ~~conduct of affairs in this state, a foreign corporation shall, for~~
33 ~~purposes of this chapter, not be considered to be~~) A nonexhaustive
34 list of activities that do not constitute conducting affairs in this
35 state (~~by reason of carrying on in this state any one or more of the~~
36 ~~following activities:~~

37 ~~(a) Maintaining or defending any action or suit or any~~
38 ~~administrative or arbitration proceeding, or effecting the settlement~~
39 ~~thereof, or the settlement of claims or disputes.~~

1 ~~(b) Holding meetings of its directors, members, or shareholders,~~
2 ~~or carrying on other activities concerning its internal affairs.~~

3 ~~(c) Maintaining bank accounts.~~

4 ~~(d) Creating evidences of debt, mortgages or liens on real or~~
5 ~~personal property.~~

6 ~~(e) Securing or collecting debts due to it or enforcing any~~
7 ~~rights in property securing the same)) is provided in section 1505 of~~
8 ~~this act.~~

9 **Sec. 4120.** RCW 24.06.345 and 1969 ex.s. c 120 s 69 are each
10 amended to read as follows:

11 A foreign corporation (~~which shall have received a certificate~~
12 ~~of authority under this chapter shall, until a certificate of~~
13 ~~revocation or of withdrawal shall have been issued as provided in~~
14 ~~this chapter, enjoy the same but no greater rights and privileges as~~
15 ~~a domestic corporation organized for the purposes set forth in the~~
16 ~~application pursuant to which such certificate of authorization is~~
17 ~~issued, and shall be subject to the same duties, restrictions,~~
18 ~~penalties and liabilities now or hereafter imposed upon a domestic~~
19 ~~corporation of like character)) that registers to conduct affairs in~~
20 ~~this state is subject to section 1501 of this act relating to the~~
21 ~~effect of registration and the governing law for registered foreign~~
22 ~~corporations.~~

23 **Sec. 4121.** RCW 24.06.350 and 1982 c 35 s 143 are each amended to
24 read as follows:

25 (~~No certificate of authority shall be issued to a foreign~~
26 ~~corporation unless the corporate name of such corporation complies~~
27 ~~with the provisions of RCW 24.06.045. However, a foreign corporation~~
28 ~~applying for a certificate of authority may file with the secretary~~
29 ~~of state a resolution of its board of directors adopting a fictitious~~
30 ~~name for use in transacting business in this state, if the fictitious~~
31 ~~name complies with RCW 24.06.045.)) The corporate name of a foreign~~
32 ~~corporation registered in this state must comply with the provisions~~
33 ~~of section 1506 and part I, Article 3 of this act.~~

34 **Sec. 4122.** RCW 24.06.360 and 1989 c 307 s 38 are each amended to
35 read as follows:

36 A foreign corporation(~~, in order to procure a certificate of~~
37 ~~authority)) may register to conduct affairs in this state(~~, shall~~~~

1 ~~make application therefor))~~ by delivering to the secretary of
2 state(~~, which application shall set forth:~~
3 ~~(1) The name of the corporation and the state or country under~~
4 ~~the laws of which it is incorporated.~~
5 ~~(2) The date of incorporation and the period of duration of the~~
6 ~~corporation.~~
7 ~~(3) The address of the principal office of the corporation in the~~
8 ~~state or country under the laws of which it is incorporated.~~
9 ~~(4) The address of the proposed registered office of the~~
10 ~~corporation in this state, and the name of its proposed registered~~
11 ~~agent in this state at such address.~~
12 ~~(5) For the purpose or purposes of the corporation which it~~
13 ~~proposes to pursue in conducting its affairs in this state.~~
14 ~~(6) The names and respective addresses of the directors and~~
15 ~~officers of the corporation.~~
16 ~~(7) Such additional information as may be necessary or~~
17 ~~appropriate in order to enable the secretary of state to determine~~
18 ~~whether such corporation is entitled to a certificate of authority to~~
19 ~~conduct affairs in this state))~~ for filing a foreign registration
20 statement in accordance with section 1503 of this act.

21 **Sec. 4123.** RCW 24.06.370 and 1982 c 35 s 145 are each amended to
22 read as follows:

23 Upon the filing of the (~~application for certificate of~~
24 ~~authority)) foreign registration statement by the secretary of state,
25 the corporation shall be authorized to conduct affairs in this state
26 for those purposes set forth in its application(~~(÷ PROVIDED, That the~~
27 ~~state may suspend or revoke such authority as provided in this~~
28 ~~chapter for revocation and suspension of domestic corporation~~
29 ~~franchises)) subject to the right of the state to terminate the~~
30 registration as provided in section 1511 of this act.~~

31 **Sec. 4124.** RCW 24.06.375 and 1969 ex.s. c 120 s 75 are each
32 amended to read as follows:

33 Every foreign corporation (~~authorized~~) registered to conduct
34 affairs in this state shall have and continuously maintain in this
35 state(~~(÷~~

36 ~~(1) A registered office which may but need not be the same as its~~
37 ~~principal office.~~

38 ~~(2) A registered agent, who may be:~~

1 ~~(a) An individual resident of this state whose business office is~~
2 ~~identical with the registered office; or~~

3 ~~(b) A domestic corporation organized under any law of this state;~~
4 ~~or~~

5 ~~(c) A foreign corporation authorized under any law of this state~~
6 ~~to transact business or conduct affairs in this state, having an~~
7 ~~office identical with the registered office)) a registered agent in~~
8 ~~accordance with part I, Article 4 of this act.~~

9 **Sec. 4125.** RCW 24.06.380 and 1993 c 356 s 19 are each amended to
10 read as follows:

11 A foreign corporation ((authorized)) registered to conduct
12 affairs in this state may change its ((registered office or change
13 its)) registered agent((, or both, upon filing in the office of)) by
14 delivering to the secretary of state ((in a form approved by the
15 secretary of state a statement setting forth:

16 (1) ~~The name of the corporation.~~

17 (2) ~~If the address of the current registered office is to be~~
18 ~~changed, such new address.~~

19 (3) ~~If the current registered agent is to be changed, the name of~~
20 ~~the new registered agent.~~

21 (4) ~~That the address of its registered office and the address of~~
22 ~~the office of its registered agent, as changed, will be identical.~~

23 ~~Such)) for filing a statement of change in accordance with~~
24 ~~section 1407 of this act. The statement shall be executed by the~~
25 ~~corporation, by an officer of the corporation((, and delivered to the~~
26 ~~secretary of state, together with a written consent of the registered~~
27 ~~agent to his or its appointment, if applicable. If the secretary of~~
28 ~~state finds that such statement conforms to the provisions of this~~
29 ~~chapter, he or she shall file such statement in his or her office,~~
30 ~~and upon such filing the change of address of the registered office,~~
31 ~~or the appointment of a new registered agent, or both, as the case~~
32 ~~may be, shall become effective)).~~

33 ((If)) A registered agent ((changes his or her business address
34 to another place within the state, the registered agent may change
35 such address and the address of the registered office of any
36 corporation of which the registered agent is registered agent by
37 filing a statement as required by this section, except that it need
38 be signed only by the registered agent, it need not be responsive to
39 subsection (3) of this section, and it shall recite that a copy of

1 ~~the statement has been mailed to the corporation))~~ may change its
2 information on file with the secretary of state in accordance with
3 sections 1408 or 1409 of this act.

4 **Sec. 4126.** RCW 24.06.385 and 1969 ex.s. c 120 s 77 are each
5 amended to read as follows:

6 Any registered agent in this state appointed by a foreign
7 corporation may resign as such agent (~~upon filing a written notice~~
8 ~~thereof, executed in duplicate, with~~) by executing and delivering to
9 the secretary of state((~~, who shall forthwith mail a copy thereof to~~
10 ~~the foreign corporation at its principal office in the state or~~
11 ~~country under the laws of which it is incorporated as shown by its~~
12 ~~most recent annual report. The appointment of such agent shall~~
13 ~~terminate upon the expiration of thirty days after receipt of such~~
14 ~~notice by the secretary of state))~~ for filing a statement of
15 resignation in accordance with section 1410 of this act.

16 **Sec. 4127.** RCW 24.06.390 and 1969 ex.s. c 120 s 78 are each
17 amended to read as follows:

18 (~~The registered agent so appointed by a foreign corporation~~
19 ~~authorized to conduct affairs in this state shall be an agent of such~~
20 ~~corporation upon whom~~) Service of any process, notice or demand
21 required or permitted by law to be served upon the corporation may be
22 (~~served~~) made in accordance with section 1411 of this act.

23 **Sec. 4128.** RCW 24.06.395 and 1982 c 35 s 147 are each amended to
24 read as follows:

25 Whenever a foreign corporation authorized to conduct affairs in
26 this state shall fail to appoint or maintain a registered agent in
27 this state, or whenever any such registered agent cannot with
28 reasonable diligence be found at the registered office, or whenever
29 the certificate of authority of a foreign corporation shall be
30 suspended or revoked(~~, then the secretary of state shall be an agent~~
31 ~~of such corporation upon whom any such~~) service of any process,
32 notice, or demand upon the corporation may be (~~served. Service on~~
33 ~~the secretary of state of any such process, notice, or demand shall~~
34 ~~be made by delivering to and leaving with the secretary of state, or~~
35 ~~with any duly authorized clerk of the corporation department of the~~
36 ~~secretary of state's office, duplicate copies of such process, notice~~
37 ~~or demand. In the event any such process, notice or demand is served~~

1 ~~on the secretary of state, the secretary of state shall immediately~~
2 ~~cause one of such copies thereof to be forwarded by certified mail,~~
3 ~~addressed to the corporation at its principal office in the state or~~
4 ~~country under the laws of which it is incorporated. Any service so~~
5 ~~had on the secretary of state shall be returnable in not less than~~
6 ~~thirty days.~~

7 The secretary of state shall keep a record of all processes,
8 notices and demands served upon the secretary of state under this
9 action, and shall record therein the time of such service and his or
10 her action with reference thereto: ~~PROVIDED, That~~) made in
11 accordance with section 1411 of this act. Nothing contained in this
12 section shall limit or affect the right to serve any process, notice
13 or demand, required or permitted by law to be served upon a
14 corporation in any other manner now or hereafter permitted by law.

15 **Sec. 4129.** RCW 24.06.410 and 1969 ex.s. c 120 s 82 are each
16 amended to read as follows:

17 A foreign corporation ((authorized)) registered to conduct
18 affairs in this state shall ((~~apply for an amended certificate of~~
19 ~~authority in the event that it wishes to change its corporate name,~~
20 ~~or desires to pursue in this state purposes other or additional to~~
21 ~~those set forth in its initial application for a certificate of~~
22 ~~authority.~~

23 The requirements with respect to the form and content of such
24 application, the manner of its execution, the filing, the issuance of
25 an amended certificate of authority, and the effect thereof shall be
26 the same as in the case of an original application for a certificate
27 of authority)) amend its foreign registration statement under the
28 circumstances specified in section 1504 of this act.

29 **Sec. 4130.** RCW 24.06.415 and 1993 c 356 s 20 are each amended to
30 read as follows:

31 A foreign corporation ((authorized)) registered to conduct
32 affairs in this state may withdraw from this state ((~~upon procuring~~
33 ~~from~~) by delivering a statement of withdrawal to the secretary of
34 state ((~~a certificate of withdrawal. In order to procure such~~
35 ~~certificate of withdrawal, the foreign corporation shall deliver to~~
36 ~~the secretary of state an application for withdrawal, which shall set~~
37 ~~forth:~~

1 ~~(1) The name of the corporation and the state or country under~~
2 ~~whose laws it is incorporated.~~

3 ~~(2) A declaration that the corporation is not conducting affairs~~
4 ~~in this state.~~

5 ~~(3) A surrender of its authority to conduct affairs in this~~
6 ~~state.~~

7 ~~(4) A notice that the corporation revokes the authority of its~~
8 ~~registered agent in this state to accept service of process and~~
9 ~~consents that service of process in any action, suit or proceeding,~~
10 ~~based upon any cause of action arising in this state during the time~~
11 ~~the corporation was authorized to conduct affairs in this state, may~~
12 ~~thereafter be made upon such corporation by service thereof on the~~
13 ~~secretary of state.~~

14 ~~(5) A copy of the revenue clearance certificate issued pursuant~~
15 ~~to chapter 82.32 RCW.~~

16 ~~(6) A post office address to which the secretary of state may~~
17 ~~mail a copy of any process that may be served on the secretary of~~
18 ~~state as agent for the corporation.~~

19 ~~The application for withdrawal shall be made on forms prescribed~~
20 ~~and furnished by the secretary of state and shall be executed by the~~
21 ~~corporation, by one of the officers of the corporation, or, if the~~
22 ~~corporation is in the hands of a receiver or trustee, shall be~~
23 ~~executed on behalf of the corporation by such receiver or trustee))~~
24 for filing in accordance with section 1507 of this act.

25 **Sec. 4131.** RCW 24.06.425 and 1982 c 35 s 150 are each amended to
26 read as follows:

27 ~~((1))~~ The ~~((certificate of authority))~~ registration of a
28 foreign corporation to conduct affairs in this state may be
29 ~~((revoked))~~ terminated by the secretary of state ~~((upon the~~
30 ~~conditions prescribed in this section when:~~

31 ~~(a) The corporation has failed to file its annual report within~~
32 ~~the time required by this chapter or has failed to pay any fees or~~
33 ~~penalties prescribed by this chapter as they become due and payable;~~
34 ~~or~~

35 ~~(b) The corporation has failed for thirty days to appoint and~~
36 ~~maintain a registered agent in this state as required by this~~
37 ~~chapter; or~~

38 ~~(c) The corporation has failed, for thirty days after change of~~
39 ~~its registered agent or registered office, to file in the office of~~

1 ~~the secretary of state a statement of such change as required by this~~
2 ~~chapter; or~~

3 ~~(d) The corporation has failed to file in the office of the~~
4 ~~secretary of state any amendment to its articles of incorporation or~~
5 ~~any articles of merger within the time prescribed by this chapter; or~~

6 ~~(e) The certificate of authority of the corporation was procured~~
7 ~~through fraud practiced upon the state; or~~

8 ~~(f) The corporation has continued to exceed or abuse the~~
9 ~~authority conferred upon it by this chapter; or~~

10 ~~(g) A misrepresentation has been made as to any material matter~~
11 ~~in any application, report, affidavit, or other document, submitted~~
12 ~~by such corporation pursuant to this chapter.~~

13 ~~(2) No certificate of authority of a foreign corporation shall be~~
14 ~~revoked by the secretary of state unless the secretary of state shall~~
15 ~~have given the corporation not less than sixty days' notice thereof~~
16 ~~by first class mail addressed to its registered office in this state,~~
17 ~~or, if there is no registered office, to the last known address of~~
18 ~~any officer or director of the corporation as shown by the records of~~
19 ~~the secretary of state, and the corporation shall have failed prior~~
20 ~~to revocation to (a) file such annual report, (b) pay such fees or~~
21 ~~penalties, (c) file the required statement of change of registered~~
22 ~~agent or registered office, (d) file such articles of amendment or~~
23 ~~articles of merger, or (e) correct any delinquency, omission, or~~
24 ~~material misrepresentation in its application, report, affidavit, or~~
25 ~~other document)) in accordance with section 1511 of this act.~~

26 **Sec. 4132.** RCW 24.06.435 and 1969 ex.s. c 120 s 87 are each
27 amended to read as follows:

28 ~~((No))~~ A foreign corporation conducting affairs in this state
29 without ~~((a certificate of authority shall be permitted to maintain~~
30 ~~any action, suit, or proceeding in any court of this state until such~~
31 ~~corporation shall have obtained a certificate of authority. Nor shall~~
32 ~~any action, suit or proceeding be maintained in any court of this~~
33 ~~state by any successor or assignee of such corporation on any right,~~
34 ~~claim, or demand arising out of the conduct of affairs by such~~
35 ~~corporation in this state until a certificate of authority shall have~~
36 ~~been obtained by the corporation or by a valid corporation which has~~
37 ~~(1) acquired all or substantially all of its assets and (2) assumed~~
38 ~~all of its liabilities: PROVIDED, That the failure of a foreign~~
39 ~~corporation to obtain a certificate of authority to conduct affairs~~

1 ~~in this state shall not impair the substantive validity of any~~
2 ~~contract or act of such corporation, and shall not prevent such~~
3 ~~corporation from defending any action, suit or proceeding in any~~
4 ~~court of this state under such terms and conditions as a court may~~
5 ~~find just)) registering with the secretary of state is subject to~~
6 ~~section 1502 of this act.~~

7 **Sec. 4133.** RCW 24.06.440 and 1993 c 356 s 22 are each amended to
8 read as follows:

9 Each domestic corporation, and each foreign corporation
10 ~~((authorized)) registered to conduct affairs in this state, shall~~
11 ~~((file, within the time prescribed by this chapter,)) deliver an~~
12 ~~annual ((or biennial)) report((, established by)) to the secretary of~~
13 ~~state ((by rule, in the form prescribed by the secretary of state~~
14 ~~setting forth:~~

15 ~~(1) The name of the corporation and the state or country under~~
16 ~~whose laws it is incorporated.~~

17 ~~(2) The address of the registered office of the corporation in~~
18 ~~this state, including street and number, the name of its registered~~
19 ~~agent in this state at such address, and, in the case of a foreign~~
20 ~~corporation, the address of its principal office in the state or~~
21 ~~country under whose laws it is incorporated.~~

22 ~~(3) A brief statement of the character of the affairs in which~~
23 ~~the corporation is engaged, or, in the case of a foreign corporation,~~
24 ~~engaged in this state.~~

25 ~~(4) The names and respective addresses of the directors and~~
26 ~~officers of the corporation.~~

27 ~~(5) The corporation's unified business identifier number.~~

28 ~~The information shall be given as of the date of the execution of~~
29 ~~the report. It shall be executed by the corporation by an officer of~~
30 ~~the corporation, or, if the corporation is in the hands of a receiver~~
31 ~~or trustee, it shall be executed on behalf of the corporation by such~~
32 ~~receiver or trustee.~~

33 ~~The secretary of state may by rule adopted under chapter 34.05~~
34 ~~RCW provide that correction or updating of information appearing on~~
35 ~~previous annual or biennial filings is sufficient to constitute the~~
36 ~~current filing)) in accordance with section 1212 of this act.~~

37 **Sec. 4134.** RCW 24.06.450 and 2010 1st sp.s. c 29 s 4 are each
38 amended to read as follows:

1 ~~((1))~~ Corporations are subject to the applicable fees, charges,
2 and penalties established by the secretary of state ~~((must establish~~
3 ~~by rule, fees for the following:~~

4 ~~(a) Filing articles of incorporation.~~

5 ~~(b) Filing an annual report.~~

6 ~~(c) Filing an application of a foreign corporation for a~~
7 ~~certificate of authority to conduct affairs in this state.~~

8 ~~(d) Filing articles of amendment or restatement.~~

9 ~~(e) Filing articles of merger or consolidation.~~

10 ~~(f) Filing a statement of change of address of registered office~~
11 ~~or change of registered agent, or revocation, resignation, or any~~
12 ~~combination of these.~~

13 ~~(g) Filing articles of dissolution, no fee.~~

14 ~~(h) Filing an application of a foreign corporation for an amended~~
15 ~~certificate of authority to conduct affairs in this state.~~

16 ~~(i) Filing a copy of an amendment to the articles of~~
17 ~~incorporation of a foreign corporation holding a certificate of~~
18 ~~authority to conduct affairs in this state.~~

19 ~~(j) Filing a copy of articles of merger of a foreign corporation~~
20 ~~holding a certificate of authority to conduct affairs in this state.~~

21 ~~(k) Filing an application for withdrawal of a foreign corporation~~
22 ~~and issuing a certificate of withdrawal.~~

23 ~~(l) Filing a certificate by a foreign corporation of the~~
24 ~~appointment of a registered agent.~~

25 ~~(m) Filing a certificate by a foreign corporation of the~~
26 ~~revocation of the appointment of a registered agent.~~

27 ~~(n) Filing an application to reserve a corporate name.~~

28 ~~(o) Filing a notice of transfer of a reserved corporate name.~~

29 ~~(p) Filing any other statement or report of a domestic or foreign~~
30 ~~corporation.~~

31 ~~(2) Fees are adjusted by rule in an amount that does not exceed~~
32 ~~the average biennial increase in the cost of providing service. This~~
33 ~~must be determined in a biennial cost study performed by the~~
34 ~~secretary)) under section 1213 of this act and RCW 43.07.120.~~

35 **Sec. 4135.** RCW 24.06.470 and 2011 c 336 s 669 are each amended
36 to read as follows:

37 Each director and officer of a corporation, domestic or foreign,
38 who fails or refuses within the time prescribed by this chapter, to
39 answer truthfully and fully any interrogatories propounded to him or

1 her by the secretary of state in accordance with the provisions of
2 this chapter, (~~or who signs any articles, statement, report,~~
3 ~~application, or other document filed with the secretary of state,~~)
4 which is known to such officer or director to be false in any
5 material respect, shall be deemed to be guilty of a misdemeanor, and
6 upon conviction thereof shall be fined in an amount not to exceed
7 five hundred dollars on each count.

8 **Sec. 4136.** RCW 24.06.490 and 1982 c 35 s 160 are each amended to
9 read as follows:

10 ~~((1) If the secretary of state shall fail to approve any~~
11 ~~articles of incorporation, amendment, merger, consolidation, or~~
12 ~~dissolution, or any other document required by this chapter to be~~
13 ~~approved by the secretary of state before the same shall be filed in~~
14 ~~his or her office, the secretary of state shall, within ten days~~
15 ~~after the delivery of such document to him or her, give written~~
16 ~~notice of disapproval to the person or corporation, domestic or~~
17 ~~foreign, delivering the same, specifying the reasons therefor. The~~
18 ~~person or corporation may apply to the superior court of the county~~
19 ~~in which the registered office of such corporation is situated, or is~~
20 ~~proposed, in the document, by filing a petition with the clerk of~~
21 ~~such court setting forth a copy of the articles or other document~~
22 ~~tendered to the secretary of state, together with a copy of the~~
23 ~~written disapproval thereof by the secretary of state; whereupon the~~
24 ~~matter shall be tried to the court on all questions of fact and law;~~
25 ~~and the court shall either sustain or overrule the action of the~~
26 ~~secretary of state.~~

27 ~~(2) If the secretary of state shall revoke the certificate of~~
28 ~~authority to conduct affairs in this state of any foreign~~
29 ~~corporation, such foreign corporation may likewise apply to the~~
30 ~~superior court of the county where the registered office of such~~
31 ~~corporation in this state is situated, by filing with the clerk of~~
32 ~~such court a petition setting forth a copy of its certificate of~~
33 ~~authority to conduct affairs in this state and a copy of the notice~~
34 ~~of revocation given by the secretary of state; whereupon the matter~~
35 ~~shall be tried to the court on all questions of fact and law; and the~~
36 ~~court shall either sustain or overrule the action of the secretary of~~
37 ~~state.~~

38 ~~(3) Appeals from all final orders and judgments entered by the~~
39 ~~superior court under this section, in the review of any ruling or~~

1 ~~decision of the secretary of state may be taken as in other civil~~
2 ~~actions.)~~ Section 1206 of this act governs the secretary of state's
3 duty to file records delivered to the secretary of state for filing,
4 the manner and effect of filing, and procedures that apply when the
5 secretary of state refuses to file a record.

6 NEW SECTION. Sec. 4137. The following acts or parts of acts are
7 each repealed:

8 (1) RCW 24.06.170 (Filing of articles of incorporation) and 1982
9 c 35 s 128, 1981 c 302 s 5, & 1969 ex.s. c 120 s 34;

10 (2) RCW 24.06.293 (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 3;

14 (3) RCW 24.06.355 (Change of name by foreign corporation) and
15 1969 ex.s. c 120 s 71;

16 (4) RCW 24.06.365 (Filing of application for certificate of
17 authority—Issuance) and 1982 c 35 s 144 & 1969 ex.s. c 120 s 73;

18 (5) RCW 24.06.420 (Filing of application for withdrawal—Issuance
19 of certificate of withdrawal) and 1982 c 35 s 149 & 1969 ex.s. c 120
20 s 84;

21 (6) RCW 24.06.430 (Issuance and filing of certificate of
22 revocation—Effect) and 1982 c 35 s 151 & 1969 ex.s. c 120 s 86;

23 (7) RCW 24.06.433 (Foreign corporations—Application for
24 reinstatement) and 1993 c 356 s 21;

25 (8) RCW 24.06.445 (Filing of annual or biennial report of
26 domestic and foreign corporations) and 2011 c 183 s 6, 1993 c 356 s
27 23, 1982 c 35 s 153, 1973 c 146 s 1, & 1969 ex.s. c 120 s 89;

28 (9) RCW 24.06.455 (Miscellaneous fees) and 1993 c 269 s 8, 1982 c
29 35 s 155, 1979 ex.s. c 133 s 3, 1973 c 70 s 3, & 1969 ex.s. c 120 s
30 91;

31 (10) RCW 24.06.460 (Disposition of fees) and 1982 c 35 s 156 &
32 1969 ex.s. c 120 s 92;

33 (11) RCW 24.06.495 (Certificates and certified copies to be
34 received in evidence) and 1982 c 35 s 161 & 1969 ex.s. c 120 s 99;
35 and

36 (12) RCW 24.06.915 (Notice to existing corporations) and 1982 c
37 35 s 164 & 1969 ex.s. c 120 s 109.

1 (10) "Person" means an individual, corporation, business trust,
2 estate, trust, partnership, limited liability company, association,
3 joint venture, government, governmental subdivision, agency, or
4 instrumentality, or any other legal or commercial entity.

5 (11) "Property" means all property, real, personal, or mixed,
6 tangible or intangible, or any interest therein.

7 (12) "Registered agent" means (~~(an individual resident of this~~
8 ~~state, a domestic corporation, a government, governmental~~
9 ~~subdivision, agency, or instrumentality, or a foreign corporation~~
10 ~~authorized to do business in this state)) the person designated under
11 part I, Article 4 of this act to serve as the agent of the entity
12 authorized to receive service of any process, notice, or demand
13 required or permitted by law to be served on the entity.~~

14 (13) "State" means a state of the United States, the District of
15 Columbia, the Commonwealth of Puerto Rico, or any territory or
16 insular possession subject to the jurisdiction of the United States.

17 (14) "Statement" means a statement of partnership authority under
18 RCW 25.05.110, a statement of denial under RCW 25.05.115, a statement
19 of dissociation under RCW 25.05.265, a statement of dissolution under
20 RCW 25.05.320, or an amendment or cancellation of any statement under
21 these sections.

22 (15) "Transfer" includes an assignment, conveyance, lease,
23 mortgage, deed, and encumbrance.

24 **Sec. 5102.** RCW 25.05.025 and 1998 c 103 s 105 are each amended
25 to read as follows:

26 (1) A statement may be (~~filed in~~) delivered to the office of
27 the secretary of state for filing in accordance with part I, Article
28 2 of this act. A certified copy of a statement that is filed in an
29 office in another state may be (~~filed in~~) delivered to the office
30 of the secretary of state for filing in accordance with part I,
31 Article 2 of this act. Either filing has the effect provided in this
32 chapter with respect to partnership property located in or
33 transactions that occur in this state.

34 (2) A statement (~~filed~~) delivered by a partnership to the
35 secretary of state for filing must be executed by at least two
36 partners. Other statements must be executed by a partner or other
37 person authorized by this chapter. An individual who executes a
38 statement as, or on behalf of, a partner or other person shall

1 personally declare under penalty of perjury that the contents of the
2 statement are accurate.

3 (3) A person authorized by this chapter to (~~file~~) deliver a
4 statement to the secretary of state for filing may amend or cancel
5 the statement by delivering to the secretary of state for filing an
6 amendment or cancellation that names the partnership, identifies the
7 statement, and states the substance of the amendment or cancellation.

8 (4) A person who (~~files~~) delivers a statement (~~(pursuant to~~
9 ~~this section)~~) to the secretary of state for filing shall promptly
10 send a copy of the statement to every nonfiling partner and to any
11 other person named as a partner in the statement. Failure to send a
12 copy of a statement to a partner or other person does not limit the
13 effectiveness of the statement as to a person not a partner.

14 **Sec. 5103.** RCW 25.05.110 and 1998 c 103 s 303 are each amended
15 to read as follows:

16 (1) A partnership may (~~file~~) deliver to the secretary of state
17 for filing a statement of partnership authority, which:

18 (a) Must include:

19 (i) The name of the partnership; and

20 (ii) The street address of its chief executive office and of one
21 office in this state, if there is one; and

22 (b) May state the names of all of the partners, the names of the
23 partners authorized to execute an instrument transferring real
24 property held in the name of the partnership, the authority, or
25 limitations on the authority, of some or all of the partners to enter
26 into other transactions on behalf of the partnership and any other
27 matter.

28 (2) A grant of authority contained in a filed statement of
29 partnership authority is conclusive in favor of a person not a
30 partner who gives value without knowledge to the contrary, so long as
31 and to the extent that a limitation on that authority is not then
32 contained in a subsequently filed statement. A filed cancellation of
33 a limitation on authority revives the previous grant of authority.

34 (3) A person not a partner is deemed to know of a limitation on
35 the authority of a partner to transfer real property held in the name
36 of the partnership if the limitation is contained in a filed
37 statement of partnership authority.

38 (4) Except as otherwise provided in subsection (3) of this
39 section and RCW 25.05.265 and 25.05.320, a person not a partner is

1 not deemed to know of a limitation on the authority of a partner
2 merely because the limitation is contained in a filed statement.

3 (5) Unless earlier canceled, a filed statement of partnership
4 authority is canceled by operation of law five years after the date
5 on which the statement, or the most recent amendment, was filed
6 (~~with~~) by the secretary of state.

7 **Sec. 5104.** RCW 25.05.115 and 1998 c 103 s 304 are each amended
8 to read as follows:

9 A partner, or other person named as a partner in a filed
10 statement of partnership authority, may (~~file~~) deliver to the
11 secretary of state for filing a statement of denial stating the name
12 of the partnership and the fact that is being denied, which may
13 include denial of a person's authority or status as a partner. A
14 statement of denial is a limitation on authority as provided in RCW
15 25.05.110 (2) and (3).

16 **Sec. 5105.** RCW 25.05.355 and 2009 c 188 s 1405 are each amended
17 to read as follows:

18 (1) A partnership may be converted to a limited partnership
19 pursuant to this section.

20 (2) The terms and conditions of a conversion of a partnership to
21 a limited partnership must be approved by all of the partners or by a
22 number or percentage specified for conversion in the partnership
23 agreement.

24 (3) After the conversion is approved by the partners, the
25 partnership shall file a certificate of limited partnership in the
26 jurisdiction in which the limited partnership is to be formed. The
27 certificate must include:

28 (a) A statement that the partnership was converted to a limited
29 partnership from a partnership;

30 (b) Its former name; and

31 (c) A statement of the number of votes cast by the partners for
32 and against the conversion and, if the vote is less than unanimous,
33 the number or percentage required to approve the conversion under the
34 partnership agreement.

35 (4) If the partnership was converted to a domestic limited
36 partnership, the certificate must also include:

37 (a) The name of the limited partnership;

1 (b) The address of the office for records and the name and
2 address of the registered agent for service of process (~~appointed~~
3 ~~pursuant to RCW 25.10.121~~) designated in accordance with part I,
4 Article 4 of this act;

5 (c) The name and the geographical and mailing address of each
6 general partner;

7 (d) The latest date upon which the limited partnership is to
8 dissolve; and

9 (e) Any other matters the general partners determine to include
10 therein.

11 (5) The conversion takes effect when the certificate of limited
12 partnership is filed or at any later date specified in the
13 certificate in accordance with section 1203 of this act.

14 (6) A general partner who becomes a limited partner as a result
15 of the conversion remains liable as a general partner for an
16 obligation incurred by the partnership before the conversion takes
17 effect. If the other party to a transaction with the limited
18 partnership reasonably believes when entering the transaction that
19 the limited partner is a general partner, the limited partner is
20 liable for an obligation incurred by the limited partnership within
21 ninety days after the conversion takes effect. The limited partner's
22 liability for all other obligations of the limited partnership
23 incurred after the conversion takes effect is that of a limited
24 partner as provided in the Washington uniform limited partnership
25 act.

26 **Sec. 5106.** RCW 25.05.370 and 1998 c 103 s 905 are each amended
27 to read as follows:

28 (1) One or more domestic partnerships may merge with one or more
29 domestic partnerships, domestic limited partnerships, domestic
30 limited liability companies, or domestic corporations pursuant to a
31 plan of merger approved or adopted as provided in RCW 25.05.375.

32 (2) The plan of merger must set forth:

33 (a) The name of each partnership, limited liability company,
34 limited partnership, and corporation planning to merge and the name
35 of the surviving partnership, limited liability company, limited
36 partnership, or corporation into which the other partnership, limited
37 liability company, limited partnership, or corporation plans to
38 merge;

39 (b) The terms and conditions of the merger; and

1 (c) The manner and basis of converting the interests of each
2 member of each limited liability company, the partnership interests
3 in each partnership and each limited partnership, and the shares of
4 each corporation party to the merger into the interests, shares,
5 obligations, or other securities of the surviving or any other
6 partnership, limited liability company, limited partnership, or
7 corporation or into cash or other property in whole or part.

8 (3) The plan of merger may set forth:

9 (a) Amendments to the certificate of formation of the surviving
10 limited liability company;

11 (b) Amendments to the certificate of limited partnership of the
12 surviving limited partnership;

13 (c) Amendments to the articles of incorporation of the surviving
14 corporation; and

15 (d) Other provisions relating to the merger.

16 (4) If the plan of merger does not specify a delayed effective
17 date, it shall become effective upon the filing of articles of merger
18 as provided in section 1203 of this act. (~~(If the)) A plan of merger~~
19 (~~(specifies)) may specify~~ a delayed effective time and date(~~(, the~~
20 ~~plan of merger becomes effective at the time and date specified. If~~
21 ~~the plan of merger specifies a delayed effective date but no time is~~
22 ~~specified, the plan of merger is effective at the close of business~~
23 ~~on that date. A delayed effective date for a plan of merger may not~~
24 ~~be later than the ninetieth day after the date it is filed)) in
25 accordance with section 1203 of this act.~~

26 **Sec. 5107.** RCW 25.05.390 and 2009 c 188 s 1408 are each amended
27 to read as follows:

28 (1) One or more foreign partnerships, foreign limited liability
29 companies, foreign limited partnerships, and foreign corporations may
30 merge with one or more domestic partnerships, domestic limited
31 liability companies, domestic limited partnerships, or domestic
32 corporations if:

33 (a) The merger is permitted by the law of the jurisdiction under
34 which each foreign partnership was organized, each foreign limited
35 liability company was formed, each foreign limited partnership was
36 organized, and each foreign corporation was incorporated, and each
37 foreign partnership, foreign limited liability company, foreign
38 limited partnership, and foreign corporation complies with that law
39 in effecting the merger;

1 (b) The surviving entity complies with RCW 25.05.380;

2 (c) Each domestic limited liability company complies with RCW
3 25.15.400;

4 (d) Each domestic limited partnership complies with RCW
5 25.10.781; and

6 (e) Each domestic corporation complies with RCW 23B.11.080.

7 (2) Upon the merger taking effect, a surviving foreign limited
8 liability company, limited partnership, or corporation (~~(is deemed to~~
9 ~~appoint the secretary of state as its agent for service of)~~) may be
10 served with process in accordance with section 1411 of this act in a
11 proceeding to enforce any obligation or the rights of dissenting
12 members, partners, or shareholders of each domestic limited liability
13 company, domestic limited partnership, or domestic corporation party
14 to the merger.

15 **Sec. 5108.** RCW 25.05.500 and 2010 1st sp.s. c 29 s 5 are each
16 amended to read as follows:

17 (1) A partnership which is not a limited liability partnership on
18 June 11, 1998, may become a limited liability partnership upon the
19 approval of the terms and conditions upon which it becomes a limited
20 liability partnership by the vote necessary to amend the partnership
21 agreement except, in the case of a partnership agreement that
22 expressly considers obligations to contribute to the partnership, the
23 vote necessary to amend those provisions, and by delivering to the
24 secretary of state for filing the applications required by subsection
25 (2) of this section. A partnership which is a limited liability
26 partnership on June 11, 1998, continues as a limited liability
27 partnership under this chapter.

28 (2)(a) To become and to continue as a limited liability
29 partnership, a partnership must (~~(file with)~~) deliver to the
30 secretary of state for filing an application stating the name of the
31 partnership; (~~(the location of a registered office, which need not be~~
32 ~~a place of its activity in this state;)~~) the address of its principal
33 office; (~~(if the partnership's principal office is not located in~~
34 ~~this state, the address of a registered office and)~~) the name and
35 address of a registered agent for service of process in this state
36 which the partnership will be required to continuously maintain in
37 accordance with part I, Article 4 of this act; the number of
38 partners; a brief statement of the business in which the partnership
39 engages; any other matters that the partnership determines to

1 include; and that the partnership thereby applies for status as a
2 limited liability 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))~~)
10 under section 1213 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
15 annual fee, in each year following the year in which its application
16 is filed, on a date and in an amount specified by the secretary of
17 state under section 1213 of this act. The fee must be accompanied by
18 a notice, on a form provided by the secretary of state, of the number
19 of partners currently in the partnership and of any material changes
20 in the 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
27 executed by a majority of the partners or by one or more partners or
28 other 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
31 mail, postage prepaid, that the partnership has failed to make timely
32 payment of the annual fee specified in subsection (5) of this
33 section, unless the fee is paid within such a thirty-day period.

34 (7) The status of a partnership as a limited liability
35 partnership, and the liability of the partners thereof, is not
36 affected by: (a) Errors in the information stated in an application
37 under subsection (2) of this section or a notice under subsection (6)
38 of this section; or (b) changes after the filing of such an
39 application or notice in the information stated in the application or
40 notice.

1 ~~((8) The secretary of state may provide forms for the~~
2 ~~application under subsection (2) of this section or a notice under~~
3 ~~subsection (6) of this section.))~~

4 **Sec. 5109.** RCW 25.05.505 and 1998 c 103 s 1102 are each amended
5 to read as follows:

6 The name of a limited liability partnership (~~shall contain the~~
7 ~~words "limited liability partnership" or the abbreviation "L.L.P." or~~
8 ~~"LLP" as the last words or letters of its name~~) must comply with
9 part I, Article 3 of this act.

10 **Sec. 5110.** RCW 25.05.530 and 2009 c 437 s 5 are each amended to
11 read as follows:

12 ~~((1) In order to))~~ A limited liability partnership may change
13 ~~its ((registered office,)) registered agent for service of process((,~~
14 ~~or the address of its registered agent for service of process, a~~
15 ~~limited liability partnership must deliver to the secretary of state~~
16 ~~for filing a statement of change containing:~~

17 ~~(a) The name of the limited liability partnership;~~

18 ~~(b) The street and mailing address of its current registered~~
19 ~~office;~~

20 ~~(c) If the current registered office is to be changed, the street~~
21 ~~and mailing address of the new registered office;~~

22 ~~(d) The name and street and mailing address of its current~~
23 ~~registered agent for service of process; and~~

24 ~~(e) If the current registered agent for service of process or an~~
25 ~~address of the registered agent is to be changed, the new~~
26 ~~information.~~

27 ~~(2) A statement of change is effective when filed by the~~
28 ~~secretary of state))~~ by delivering to the secretary of state for
29 filing a statement of change in accordance with section 1407 of this
30 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
35 ~~must deliver to the secretary of state for filing a statement of~~
36 ~~resignation containing the name of the limited liability partnership.~~

1 ~~(2) After receiving a statement of resignation, the secretary of~~
2 ~~state shall file it and mail a copy to the registered office of the~~
3 ~~limited liability partnership and another copy to the principal~~
4 ~~office if the address of the office appears in the records of the~~
5 ~~secretary of state and is different from the address of the~~
6 ~~registered office.~~

7 ~~(3) A registered agent for service of process is terminated on~~
8 ~~the thirty first day after the secretary of state files the statement~~
9 ~~of resignation)) may resign as agent by delivering to the secretary~~
10 ~~of state for filing a statement of resignation in accordance with~~
11 ~~section 1410 of this act.~~

12 **Sec. 5112.** RCW 25.05.536 and 2009 c 437 s 7 are each amended to
13 read as follows:

14 ~~((1) A registered agent for service of process appointed by a~~
15 ~~limited liability partnership is a registered agent of the limited~~
16 ~~liability partnership for)) Service of any process, notice, or demand~~
17 ~~required or permitted by law to be served upon the limited liability~~
18 ~~partnership may be made in accordance with section 1411 of this act.~~

19 ~~((2) If a limited liability partnership does not appoint or~~
20 ~~maintain a registered agent for service of process in this state or~~
21 ~~the registered agent for service of process cannot with reasonable~~
22 ~~diligence be found at the registered agent's address, the secretary~~
23 ~~of state is an agent of the limited liability partnership upon whom~~
24 ~~process, notice, or demand may be served.~~

25 ~~(3) Service of any process, notice, or demand on the secretary of~~
26 ~~state may be made by delivering to and leaving with the secretary of~~
27 ~~state duplicate copies of the process, notice, or demand. If a~~
28 ~~process, notice, or demand is served on the secretary of state, the~~
29 ~~secretary of state shall forward one of the copies by registered or~~
30 ~~certified mail, return receipt requested, to the limited liability~~
31 ~~partnership at its registered office.~~

32 ~~(4) Service is effected under subsection (3) of this section at~~
33 ~~the earliest of:~~

34 ~~(a) The date the limited liability partnership receives the~~
35 ~~process, notice, or demand;~~

36 ~~(b) The date shown on the return receipt, if signed on behalf of~~
37 ~~the limited liability partnership; or~~

38 ~~(c) Five days after the process, notice, or demand is deposited~~
39 ~~in the mail, if mailed postpaid and correctly addressed.~~

1 ~~(5) The secretary of state shall keep a record of each process,~~
2 ~~notice, and demand served pursuant to this section and record the~~
3 ~~time of, and the action taken regarding, the service.~~

4 ~~(6) This section does not affect the right to serve process,~~
5 ~~notice, or demand in any other manner provided by law.)~~

6 **Sec. 5113.** RCW 25.05.550 and 1998 c 103 s 1201 are each amended
7 to read as follows:

8 ~~((1) The law under which a foreign limited liability partnership~~
9 ~~is formed governs relations among the partners and between the~~
10 ~~partners and the partnership and, except as otherwise provided in RCW~~
11 ~~25.05.125(4), the liability of partners for obligations of the~~
12 ~~partnership.~~

13 ~~(2) A foreign limited liability partnership may not be denied a~~
14 ~~statement of foreign qualification by reason of any difference~~
15 ~~between the law under which the partnership was formed and the law of~~
16 ~~this state.~~

17 ~~(3) A statement of foreign qualification does not authorize a~~
18 ~~foreign limited liability partnership to engage in any business or~~
19 ~~exercise any power that a partnership may not engage in or exercise~~
20 ~~in this state as a limited liability partnership)) A foreign limited~~
21 ~~liability partnership that registers to transact business in this~~
22 ~~state is subject to section 1501 of this act relating to the effect~~
23 ~~of registration and the governing law for registered foreign limited~~
24 ~~liability partnerships.~~

25 **Sec. 5114.** RCW 25.05.555 and 1998 c 103 s 1202 are each amended
26 to read as follows:

27 Before transacting business in this state, a foreign limited
28 liability partnership must register with the secretary of state
29 ~~((under this chapter in the same manner as a limited liability~~
30 ~~partnership, except that if the foreign limited liability~~
31 ~~partnership's name contains the words "registered limited liability~~
32 ~~partnership" or the abbreviation "R.L.L.P." or "RLLP," it may include~~
33 ~~those words or abbreviations in its application with the secretary of~~
34 ~~state)) in accordance with part I, Article 5 of this act.~~

35 **Sec. 5115.** RCW 25.05.560 and 2009 c 437 s 12 are each amended to
36 read as follows:

1 ~~((1))~~ A foreign limited liability partnership transacting
2 business in this state ~~((may not maintain an action or proceeding in~~
3 ~~this state unless it has in effect a registration as a foreign~~
4 ~~limited liability partnership.~~

5 ~~(2) The failure of a foreign limited liability partnership to~~
6 ~~have in effect a registration as a foreign limited liability~~
7 ~~partnership does not impair the validity of a contract or act of the~~
8 ~~foreign limited liability partnership or preclude it from defending~~
9 ~~an action or proceeding in this state.~~

10 ~~(3) A limitation on personal liability of a partner is not waived~~
11 ~~solely by transacting business in this state without registration as~~
12 ~~a foreign limited liability partnership)) without registering with~~
13 ~~the secretary of state is subject to section 1502 of this act.~~

14 ~~((4))~~ If a foreign limited liability partnership transacts
15 business in this state without a registration as a foreign limited
16 liability partnership, ~~((the secretary of state is its agent, as set~~
17 ~~forth under RCW 25.05.589, for)) service of process with respect to a
18 right of action arising out of the transaction of business in this
19 state may be made on the foreign limited liability partnership in
20 accordance with section 1411 of this act.~~

21 **Sec. 5116.** RCW 25.05.565 and 1998 c 103 s 1204 are each amended
22 to read as follows:

23 ~~((1))~~ A nonexhaustive list of activities of a foreign limited
24 liability partnership ((which)) that do not constitute transacting
25 business ((for the purpose of this article include:

26 ~~(a) Maintaining, defending, or settling an action or proceeding;~~

27 ~~(b) Holding meetings of its partners or carrying on any other~~
28 ~~activity concerning its internal affairs;~~

29 ~~(c) Maintaining bank accounts;~~

30 ~~(d) Maintaining offices or agencies for the transfer, exchange,~~
31 ~~and registration of the partnership's own securities or maintaining~~
32 ~~trustees or depositories with respect to those securities;~~

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

34 ~~(f) Soliciting or obtaining orders, whether by mail or through~~
35 ~~employees or agents or otherwise, if the orders require acceptance~~
36 ~~outside this state before they become contracts;~~

37 ~~(g) Creating or acquiring indebtedness, with or without a~~
38 ~~mortgage, or other security interest in property;~~

1 ~~(h) Collecting debts or foreclosing mortgages or other security~~
2 ~~interests in property securing the debts, and holding, protecting,~~
3 ~~and maintaining property so acquired;~~

4 ~~(i) Conducting an isolated transaction that is completed within~~
5 ~~thirty days and is not one in the course of similar transactions; and~~

6 ~~(j) Transacting business in interstate commerce.~~

7 ~~(2) For purposes of this article, the ownership in this state of~~
8 ~~income producing real property or tangible personal property, other~~
9 ~~than property excluded under subsection (1) of this section,~~
10 ~~constitutes transacting business in this state.~~

11 ~~(3) This section does not apply in determining the contacts or~~
12 ~~activities that may subject a foreign limited liability partnership~~
13 ~~to service of process, taxation, or regulation under any other law of~~
14 ~~this state)) in this state is provided in section 1505 of this act.~~

15 **Sec. 5117.** RCW 25.05.580 and 2009 c 437 s 8 are each amended to
16 read as follows:

17 ~~((1))~~ A foreign limited liability partnership shall designate
18 and continuously maintain in this state(~~(:~~

19 ~~(a) A registered office, which need not be a place of its~~
20 ~~activity in this state; and~~

21 ~~(b) A registered agent for service of process.~~

22 ~~(2) A registered agent for service of process of a foreign~~
23 ~~limited liability partnership must be an individual who is a resident~~
24 ~~of this state or other person authorized to do business in this~~
25 ~~state)) a registered agent in accordance with part I, Article 4 of~~
26 ~~this act.~~

27 **Sec. 5118.** RCW 25.05.583 and 2009 c 437 s 9 are each amended to
28 read as follows:

29 ~~((1) In order to)) A foreign limited liability partnership may~~
30 ~~change its ((registered office,)) registered agent for service of~~
31 ~~process((, or the address of its registered agent for service of~~
32 ~~process, a foreign limited liability partnership must deliver to the~~
33 ~~secretary of state for filing a statement of change containing:~~

34 ~~(a) The name of the foreign limited liability partnership;~~

35 ~~(b) The street and mailing address of its current registered~~
36 ~~office;~~

37 ~~(c) If the current registered office is to be changed, the street~~
38 ~~and mailing address of the new registered office;~~

1 ~~(d) The name and street and mailing address of its current~~
2 ~~registered agent for service of process; and~~

3 ~~(e) If the current registered agent for service of process or an~~
4 ~~address of the registered agent is to be changed, the new~~
5 ~~information.~~

6 ~~(2) A statement of change is effective when filed by the~~
7 ~~secretary of state)) by delivering to the secretary of state for~~
8 ~~filing a statement of change in accordance with section 1407 of this~~
9 ~~act.~~

10 **Sec. 5119.** RCW 25.05.586 and 2009 c 437 s 10 are each amended to
11 read as follows:

12 ~~((1) In order to resign as a registered agent for service of~~
13 ~~process of a foreign limited liability partnership, the registered~~
14 ~~agent must deliver to the secretary of state for filing a statement~~
15 ~~of resignation containing the name of the foreign limited liability~~
16 ~~partnership.~~

17 ~~(2) After receiving a statement of resignation, the secretary of~~
18 ~~state shall file it and mail a copy to the registered office of the~~
19 ~~foreign limited liability partnership and another copy to the~~
20 ~~principal office if the address of the office appears in the records~~
21 ~~of the secretary of state and is different from the address of the~~
22 ~~registered office.~~

23 ~~(3) A registered agent for service of process is terminated on~~
24 ~~the thirty first day after the secretary of state files the statement~~
25 ~~of resignation)) A registered agent of a foreign limited liability~~
26 ~~partnership may resign as agent by delivering to the secretary of~~
27 ~~state for filing a statement of resignation in accordance with~~
28 ~~section 1410 of this act.~~

29 **Sec. 5120.** RCW 25.05.589 and 2009 c 437 s 11 are each amended to
30 read as follows:

31 ~~((1) A registered agent for service of process appointed by a~~
32 ~~foreign limited liability partnership is a registered agent of the~~
33 ~~foreign limited liability partnership for)) Service of any process,~~
34 ~~notice, or demand required or permitted by law to be served upon the~~
35 ~~foreign limited liability partnership((-~~

36 ~~(2) If a foreign limited liability partnership does not appoint~~
37 ~~or maintain a registered agent for service of process in this state~~
38 ~~or the registered agent for service of process cannot with reasonable~~

1 diligence be found at the registered agent's address, the secretary
2 of state is an agent of the foreign limited liability partnership
3 upon whom process, notice, or demand may be served.

4 ~~(3) Service of any process, notice, or demand on the secretary of~~
5 ~~state may be made by delivering to and leaving with the secretary of~~
6 ~~state duplicate copies of the process, notice, or demand. If a~~
7 ~~process, notice, or demand is served on the secretary of state, the~~
8 ~~secretary of state shall forward one of the copies by registered or~~
9 ~~certified mail, return receipt requested, to the foreign limited~~
10 ~~liability partnership at its registered office.~~

11 ~~(4) Service is effected under subsection (3) of this section at~~
12 ~~the earliest of:~~

13 ~~(a) The date the foreign limited liability partnership receives~~
14 ~~the process, notice, or demand;~~

15 ~~(b) The date shown on the return receipt, if signed on behalf of~~
16 ~~the foreign limited liability partnership; or~~

17 ~~(c) Five days after the process, notice, or demand is deposited~~
18 ~~in the mail, if mailed postpaid and correctly addressed.~~

19 ~~(5) The secretary of state shall keep a record of each process,~~
20 ~~notice, and demand served pursuant to this section and record the~~
21 ~~time of, and the action taken regarding, the service.~~

22 ~~(6) This section does not affect the right to serve process,~~
23 ~~notice, or demand in any other manner provided by law)) may be made~~
24 ~~in accordance with section 1411 of this act.~~

25 **Sec. 5121.** RCW 25.05.902 and 1998 c 103 s 1306 are each amended
26 to read as follows:

27 ~~((1)) Partnerships are subject to the applicable fees, charges,~~
28 ~~and penalties established by the secretary of state ((shall adopt~~
29 ~~rules establishing fees which shall be charged and collected for:~~

30 ~~(a) Filing of a statement;~~

31 ~~(b) Filing of a certified copy of a statement that is filed in an~~
32 ~~office in another state;~~

33 ~~(c) Filing amendments to any of the foregoing or any other~~
34 ~~certificate, statement, or report authorized or permitted to be~~
35 ~~filed; and~~

36 ~~(d) Copies, certified copies, certificates, and expedited filings~~
37 ~~or other special services.~~

38 ~~(2) In the establishment of a fee schedule, the secretary of~~
39 ~~state shall, insofar as is possible and reasonable, be guided by the~~

1 ~~fee schedule provided for corporations covered by Title 23B RCW. Fees~~
2 ~~for copies, certified copies, and certificates of record shall be as~~
3 ~~provided for in RCW 23B.01.220.~~

4 ~~(3) All fees collected by the secretary of state shall be~~
5 ~~deposited with the state treasurer pursuant to law)) under section~~
6 ~~1213 of this act and RCW 43.07.120.~~

7 NEW SECTION. Sec. 5122. The following acts or parts of acts are
8 each repealed:

9 (1) RCW 25.04.716 (Name—Reservation of exclusive right—Filing)
10 and 1998 c 102 s 7; and

11 (2) RCW 25.05.570 (Action by attorney general) and 1998 c 103 s
12 1205.

13 **PART VI**
14 **UNIFORM LIMITED PARTNERSHIP ACT REVISIONS**

15 **Sec. 6101.** RCW 25.10.011 and 2009 c 188 s 102 are each amended
16 to read as follows:

17 The definitions in this section apply throughout this chapter
18 unless the context clearly requires otherwise.

19 (1) "Certificate of limited partnership" means the certificate
20 required by RCW 25.10.201, including the certificate as amended or
21 restated.

22 (2) "Contribution," except in the term "right of contribution,"
23 means any benefit provided by a person to a limited partnership in
24 order to become a partner or in the person's capacity as a partner.

25 (3) "Debtor in bankruptcy" means a person that is the subject of:

26 (a) An order for relief under Title 11 of the United States Code
27 or a comparable order under a successor statute of general
28 application; or

29 (b) A comparable order under federal, state, or foreign law
30 governing insolvency.

31 (4) "Designated office" means((+)

32 ~~(a) With respect to a limited partnership, the office that the~~
33 ~~limited partnership is required to designate and maintain under RCW~~
34 ~~25.10.121; and~~

35 ~~(b) With respect to a foreign limited partnership, its principal~~
36 ~~office)) the principal office indicated in the limited partnership's~~
37 ~~most recent annual report, or if the principal office is not located~~

1 within this state, the office of the limited partnership's registered
2 agent.

3 (5) "Distribution" means a transfer of money or other property
4 from a limited partnership to a partner in the partner's capacity as
5 a partner or to a transferee on account of a transferable interest
6 owned by the transferee.

7 (6) "Foreign limited liability limited partnership" means a
8 foreign limited partnership whose general partners have limited
9 liability for the obligations of the foreign limited partnership
10 under a provision similar to RCW 25.10.401(3).

11 (7) "Foreign limited partnership" means a partnership formed
12 under the laws of a jurisdiction other than this state and required
13 by those laws to have one or more general partners and one or more
14 limited partners. "Foreign limited partnership" includes a foreign
15 limited liability limited partnership.

16 (8) "General partner" means:

17 (a) With respect to a limited partnership, a person that:

18 (i) Becomes a general partner under RCW 25.10.371; or

19 (ii) Was a general partner in a limited partnership when the
20 limited partnership became subject to this chapter under RCW
21 25.10.911 (1) or (2); and

22 (b) With respect to a foreign limited partnership, a person that
23 has rights, powers, and obligations similar to those of a general
24 partner in a limited partnership.

25 (9) "Limited liability limited partnership," except in the term
26 "foreign limited liability limited partnership," means a limited
27 partnership whose certificate of limited partnership states that the
28 limited partnership is a limited liability limited partnership.

29 (10) "Limited partner" means:

30 (a) With respect to a limited partnership, a person that:

31 (i) Becomes a limited partner under RCW 25.10.301; or

32 (ii) Was a limited partner in a limited partnership when the
33 limited partnership became subject to this chapter under RCW
34 25.10.911 (1) or (2); and

35 (b) With respect to a foreign limited partnership, a person that
36 has rights, powers, and obligations similar to those of a limited
37 partner in a limited partnership.

38 (11) "Limited partnership," except in the terms "foreign limited
39 partnership" and "foreign limited liability limited partnership,"
40 means an entity, having one or more general partners and one or more

1 limited partners, that is formed under this chapter by two or more
2 persons or becomes subject to this chapter under article 11 of this
3 chapter or RCW 25.10.911 (1) or (2). "Limited partnership" includes a
4 limited liability limited partnership.

5 (12) "Partner" means a limited partner or general partner.

6 (13) "Partnership agreement" means the partners' agreement,
7 whether oral, implied, in a record, or in any combination, concerning
8 the limited partnership. "Partnership agreement" includes the
9 agreement as amended.

10 (14) "Person" means an individual, corporation, business trust,
11 estate, trust, partnership, limited liability company, association,
12 joint venture, government; governmental subdivision, agency, or
13 instrumentality; public corporation, or any other legal or commercial
14 entity.

15 (15) "Person dissociated as a general partner" means a person
16 dissociated as a general partner of a limited partnership.

17 (16) "Principal office" means the office where the principal
18 executive office of a limited partnership or foreign limited
19 partnership is located, whether or not the office is located in this
20 state.

21 (17) "Record" means information that is inscribed on a tangible
22 medium or that is stored in an electronic or other medium and is
23 retrievable in perceivable form.

24 (18) "Required information" means the information that a limited
25 partnership is required to maintain under RCW 25.10.091.

26 (19) "Sign" means:

27 (a) To sign with respect to a written record;

28 (b) To electronically transmit along with sufficient information
29 to determine the sender's identity with respect to an electronic
30 transmission; or

31 (c) With respect to a record to be filed with the secretary of
32 state, to comply with the standard for filing with the office of the
33 secretary of state as prescribed by the secretary of state.

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

38 (21) "Transfer" includes an assignment, conveyance, deed, bill of
39 sale, lease, mortgage, security interest, encumbrance, gift, and
40 transfer by operation of law.

1 (22) "Transferable interest" means a partner's right to receive
2 distributions.

3 (23) "Transferee" means a person to which all or part of a
4 transferable interest has been transferred, whether or not the
5 transferor is a partner.

6 **Sec. 6102.** RCW 25.10.061 and 2009 c 188 s 108 are each amended
7 to read as follows:

8 ~~((1)) The name of a limited partnership ((may contain the name
9 of any partner.~~

10 ~~(2) The name of a limited partnership that is not a limited
11 liability limited partnership must contain the term "limited
12 partnership" or the abbreviation "LP" or "L.P." and may not contain
13 the term "limited liability limited partnership" or the abbreviation
14 "LLLLP" or "L.L.L.P."~~

15 ~~(3) The name of a limited liability limited partnership must
16 contain the term "limited liability limited partnership" or the
17 abbreviation "LLLLP" or "L.L.L.P." and must not contain the
18 abbreviation "LP" or "L.P."~~

19 ~~(4) Unless authorized by subsection (5) of this section, the name
20 of a limited partnership must be distinguishable in the records of
21 the secretary of state from:~~

22 ~~(a) The name of each person other than an individual
23 incorporated, organized, or authorized to transact business in this
24 state through a filing or registration with the secretary of state;
25 and~~

26 ~~(b) Each name reserved under RCW 25.10.071.~~

27 ~~(5) A limited partnership may apply to the secretary of state for
28 authorization to use a name that does not comply with subsection (4)
29 of this section. The secretary of state shall authorize use of the
30 name applied for if, as to each conflicting name:~~

31 ~~(a) The present user, registrant, or owner of the conflicting
32 name consents in a signed record to the use and submits an
33 undertaking in a form satisfactory to the secretary of state to
34 change the conflicting name to a name that complies with subsection
35 (4) of this section and is distinguishable in the records of the
36 secretary of state from the name applied for;~~

37 ~~(b) The applicant delivers to the secretary of state a certified
38 copy of the final judgment of a court of competent jurisdiction~~

1 ~~establishing the applicant's right to use in this state the name~~
2 ~~applied for; or~~

3 ~~(c) The applicant delivers to the secretary of state proof~~
4 ~~satisfactory to the secretary of state that the present user,~~
5 ~~registrant, or owner of the conflicting name:~~

6 ~~(i) Has merged into the applicant;~~

7 ~~(ii) Has been converted into the applicant; or~~

8 ~~(iii) Has transferred substantially all of its assets, including~~
9 ~~the conflicting name, to the applicant.~~

10 ~~(6) Subject to RCW 25.10.661, this section applies to any foreign~~
11 ~~limited partnership transacting business in this state, having a~~
12 ~~certificate of authority to transact business in this state, or~~
13 ~~applying for a certificate of authority.~~

14 ~~(7) A name shall not be considered distinguishable upon the~~
15 ~~records of the secretary of state by virtue of:~~

16 ~~(a) A variation in any of the following designations for the same~~
17 ~~name: "Corporation," "incorporated," "company," "limited,"~~
18 ~~"partnership," "limited partnership," "limited liability limited~~
19 ~~partnership," "limited liability company," or "limited liability~~
20 ~~partnership," or the abbreviations "corp.," "inc.," "co.," "ltd.,"~~
21 ~~"LP," "L.P.," "LLP," "L.L.P.," "LLLLP," "L.L.L.P.," "LLC," or~~
22 ~~"L.L.C.";~~

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

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

27 ~~(d) Use of abbreviation or the plural form of a word in the same~~
28 ~~name.~~

29 ~~(8) This chapter does not control the use of assumed business~~
30 ~~names or trade names)) must comply with the provisions of part I,~~
31 ~~Article 3 of this act.~~

32 **Sec. 6103.** RCW 25.10.071 and 2009 c 188 s 109 are each amended
33 to read as follows:

34 ~~((1))~~ A person may reserve the exclusive right to the use of a
35 limited partnership name ~~((that complies with RCW 25.10.061 may be~~
36 ~~reserved by:~~

37 ~~(a) A person intending to organize a limited partnership under~~
38 ~~this chapter and to adopt the name;~~

1 ~~(b) A limited partnership or a foreign limited partnership~~
2 ~~authorized to transact business in this state intending to adopt the~~
3 ~~name;~~

4 ~~(c) A foreign limited partnership intending to obtain a~~
5 ~~certificate of authority to transact business in this state and adopt~~
6 ~~the name;~~

7 ~~(d) A person intending to organize a foreign limited partnership~~
8 ~~and intending to have it obtain a certificate of authority to~~
9 ~~transact business in this state and adopt the name;~~

10 ~~(e) A foreign limited partnership formed under the name; or~~

11 ~~(f) A foreign limited partnership formed under a name that does~~
12 ~~not comply with RCW 25.10.061 (2) or (3), but the name reserved under~~
13 ~~this subsection (1)(f) may differ from the foreign limited~~
14 ~~partnership's name only to the extent necessary to comply with RCW~~
15 ~~25.10.061 (2) and (3).~~

16 ~~(2) A person may apply to reserve a name under subsection (1) of~~
17 ~~this section by delivering to the secretary of state for filing an~~
18 ~~application that states the name to be reserved and the subsection of~~
19 ~~subsection (1) of this section that applies. If the secretary of~~
20 ~~state finds that the name is available for use by the applicant, the~~
21 ~~secretary of state shall file a statement of name reservation and~~
22 ~~thereby reserve the name for the exclusive use of the applicant for~~
23 ~~one hundred eighty days.~~

24 ~~(3) An applicant that has reserved a name pursuant to subsection~~
25 ~~(2) of this section may reserve the same name for additional one~~
26 ~~hundred eighty day periods. A person having a current reservation for~~
27 ~~a name may not apply for another one hundred eighty day period for~~
28 ~~the same name until ninety days have elapsed in the current~~
29 ~~reservation.~~

30 ~~(4) A person that has reserved a name under this section may~~
31 ~~deliver to the secretary of state for filing a notice of transfer~~
32 ~~that states the reserved name, the name and street and mailing~~
33 ~~address of some other person to which the reservation is to be~~
34 ~~transferred, and the subsection of subsection (1) of this section~~
35 ~~that applies to the other person. Subject to RCW 25.10.251(3), the~~
36 ~~transfer is effective when the secretary of state files the notice of~~
37 ~~transfer)) in accordance with section 1303 of this act.~~

38 **Sec. 6104.** RCW 25.10.121 and 2009 c 188 s 114 are each amended
39 to read as follows:

1 (~~(1)~~) A limited partnership or foreign limited partnership
2 shall designate and continuously maintain in this state(~~(:~~
3 ~~(a) An office, which need not be a place of its activity in this~~
4 ~~state; and~~
5 ~~(b) An agent for service of process.~~
6 ~~(2) A foreign limited partnership shall designate and~~
7 ~~continuously maintain in this state an agent for service of process.~~
8 ~~(3) An agent for service of process of a limited partnership or~~
9 ~~foreign limited partnership must be an individual who is a resident~~
10 ~~of this state or other person authorized to do business in this~~
11 ~~state)) a registered agent in accordance with part I, Article 4 of~~
12 ~~this act.~~

13 **Sec. 6105.** RCW 25.10.131 and 2009 c 188 s 115 are each amended
14 to read as follows:

15 (~~(1) In order to change its designated office, agent for service~~
16 ~~of process, or the address of its agent for service of process,)) A
17 limited partnership or a foreign limited partnership (~~(must deliver)~~)
18 may change its registered agent by delivering to the secretary of
19 state for filing a statement of change (~~(containing:~~~~

20 ~~(a) The name of the limited partnership or foreign limited~~
21 ~~partnership;~~

22 ~~(b) The street and mailing address of its current designated~~
23 ~~office;~~

24 ~~(c) If the current designated office is to be changed, the street~~
25 ~~and mailing address of the new designated office;~~

26 ~~(d) The name and street and mailing address of its current agent~~
27 ~~for service of process; and~~

28 ~~(e) If the current agent for service of process or an address of~~
29 ~~the agent is to be changed, the new information.~~

30 ~~(2) Subject to RCW 25.10.251(3), a statement of change is~~
31 ~~effective when filed by the secretary of state)) in accordance with~~
32 ~~section 1407 of this act.~~

33 **Sec. 6106.** RCW 25.10.141 and 2009 c 188 s 116 are each amended
34 to read as follows:

35 (~~(1) In order to~~) A registered agent may resign as an agent for
36 service of process of a limited partnership or foreign limited
37 partnership(~~(, the agent must deliver)) by delivering to the~~

1 secretary of state for filing a statement of resignation ((containing
2 the name of the limited partnership or foreign limited partnership.

3 (2) After receiving a statement of resignation, the secretary of
4 state shall file it and mail a copy to the designated office of the
5 limited partnership or foreign limited partnership and another copy
6 to the principal office if the address of the office appears in the
7 records of the secretary of state and is different from the address
8 of the designated office.

9 (3) An agent for service of process is terminated on the thirty-
10 first day after the secretary of state files the statement of
11 resignation)) in accordance with section 1410 of this act.

12 **Sec. 6107.** RCW 25.10.151 and 2009 c 188 s 117 are each amended
13 to read as follows:

14 ((1) An agent for service of process appointed by a limited
15 partnership or foreign limited partnership is an agent of the limited
16 partnership or foreign limited partnership for)) Service of any
17 process, notice, or demand required or permitted by law to be served
18 upon the limited partnership or foreign limited partnership((-

19 (2) If a limited partnership or foreign limited partnership does
20 not appoint or maintain an agent for service of process in this state
21 or the agent for service of process cannot with reasonable diligence
22 be found at the agent's address, the secretary of state is an agent
23 of the limited partnership or foreign limited partnership upon whom
24 process, notice, or demand may be served.

25 (3) Service of any process, notice, or demand on the secretary of
26 state may be made by delivering to and leaving with the secretary of
27 state duplicate copies of the process, notice, or demand. If a
28 process, notice, or demand is served on the secretary of state, the
29 secretary of state shall forward one of the copies by registered or
30 certified mail, return receipt requested, to the limited partnership
31 or foreign limited partnership at its designated office.

32 (4) Service is effected under subsection (3) of this section at
33 the earliest of:

34 (a) The date the limited partnership or foreign limited
35 partnership receives the process, notice, or demand;

36 (b) The date shown on the return receipt, if signed on behalf of
37 the limited partnership or foreign limited partnership; or

38 (c) Five days after the process, notice, or demand is deposited
39 in the mail, if mailed postpaid and correctly addressed.

1 ~~(5) The secretary of state shall keep a record of each process,~~
2 ~~notice, and demand served pursuant to this section and record the~~
3 ~~time of, and the action taken regarding, the service.~~

4 ~~(6) This section does not affect the right to serve process,~~
5 ~~notice, or demand in any other manner provided by law)) may be made~~
6 ~~in accordance with section 1411 of this act.~~

7 **Sec. 6108.** RCW 25.10.201 and 2009 c 188 s 201 are each amended
8 to read as follows:

9 (1) In order for a limited partnership to be formed, a
10 certificate of limited partnership must be delivered to the secretary
11 of state for filing in accordance with part I, Article 2 of this act.
12 The certificate of limited partnership must state:

13 (a) The name of the limited partnership, which must comply with
14 ~~((RCW 25.10.061))~~ part I, Article 3 of this act;

15 (b) The ~~((street and mailing address of the initial designated~~
16 ~~office and the))~~ name and street and mailing address of the initial
17 agent for service of process;

18 (c) The name and the street and mailing address of each general
19 partner;

20 (d) Whether the limited partnership is a limited liability
21 limited partnership; and

22 (e) Any additional information required by article 11 of this
23 chapter.

24 (2) A certificate of limited partnership may also contain any
25 other matters but may not vary or otherwise affect the provisions
26 specified in RCW 25.10.081(2) in a manner inconsistent with that
27 section.

28 (3) If there has been substantial compliance with subsection (1)
29 of this section, subject to ~~((RCW 25.10.251(3))~~) section 1203 of this
30 act, a limited partnership is formed when the secretary of state
31 files the certificate of limited partnership.

32 (4) Subject to subsection (2) of this section, if any provision
33 of a partnership agreement is inconsistent with the filed certificate
34 of limited partnership or with a filed statement of dissociation,
35 termination, or change or filed articles of conversion or merger:

36 (a) The partnership agreement prevails as to partners and
37 transferees; and

38 (b) The filed certificate of limited partnership, statement of
39 dissociation, termination, or change or articles of conversion or

1 merger prevails as to persons, other than partners and transferees,
2 that reasonably rely on the filed record to their detriment.

3 **Sec. 6109.** RCW 25.10.211 and 2009 c 188 s 202 are each amended
4 to read as follows:

5 (1) In order to amend its certificate of limited partnership, a
6 limited partnership must deliver to the secretary of state for filing
7 an amendment or, pursuant to article 11 of this chapter, articles of
8 merger stating:

9 (a) The name of the limited partnership;

10 (b) The date of filing of its initial certificate of limited
11 partnership; and

12 (c) The changes the amendment makes to the certificate of limited
13 partnership as most recently amended or restated.

14 (2) A limited partnership shall promptly deliver to the secretary
15 of state for filing an amendment to a certificate of limited
16 partnership to reflect:

17 (a) The admission of a new general partner;

18 (b) The dissociation of a person as a general partner; or

19 (c) The appointment of a person to wind up the limited
20 partnership's activities under RCW 25.10.581 (3) or (4).

21 (3) A general partner that knows that any information in a filed
22 certificate of limited partnership was false when the certificate was
23 filed or has become false due to changed circumstances shall
24 promptly:

25 (a) Cause the certificate of limited partnership to be amended;
26 or

27 (b) If appropriate, deliver to the secretary of state for filing
28 a statement of change pursuant to ((~~RCW 25.10.131~~)) section 1407 of
29 this act or a statement of correction pursuant to ((~~RCW 25.10.261~~))
30 section 1205 of this act.

31 (4) A certificate of limited partnership may be amended at any
32 time for any other proper purpose as determined by the limited
33 partnership.

34 (5) A restated certificate of limited partnership may be
35 delivered to the secretary of state for filing in the same manner as
36 an amendment.

37 (6) ((~~Subject to RCW 25.10.251(3),~~)) An amendment or restated
38 certificate of limited partnership is effective when filed by the
39 secretary of state as provided in section 1203 of this act, and may

1 state a delayed effective date in accordance with section 1203 of
2 this act.

3 **Sec. 6110.** RCW 25.10.231 and 2009 c 188 s 204 are each amended
4 to read as follows:

5 (1) Each record delivered to the secretary of state for filing
6 pursuant to (~~this chapter~~) part I, Article 2 of this act must be
7 signed in the following manner:

8 (a) An initial certificate of limited partnership must be signed
9 by all general partners listed in the certificate.

10 (b) An amendment adding or deleting a statement that the limited
11 partnership is a limited liability limited partnership must be signed
12 by all general partners listed in the certificate.

13 (c) An amendment designating as general partner a person admitted
14 under RCW 25.10.571(3)(b) following the dissociation of a limited
15 partnership's last general partner must be signed by that person.

16 (d) An amendment required by RCW 25.10.581(3) following the
17 appointment of a person to wind up the dissolved limited
18 partnership's activities must be signed by that person.

19 (e) Any other amendment must be signed by:

20 (i) At least one general partner listed in the certificate of
21 limited partnership;

22 (ii) Each other person designated in the amendment as a new
23 general partner; and

24 (iii) Each person that the amendment indicates has dissociated as
25 a general partner, unless:

26 (A) The person is deceased or a guardian or general conservator
27 has been appointed for the person and the amendment so states; or

28 (B) The person has previously delivered to the secretary of state
29 for filing a statement of dissociation.

30 (f) A restated certificate of limited partnership must be signed
31 by at least one general partner listed in the certificate, and, to
32 the extent the restated certificate effects a change under any other
33 subsection of this subsection (1), the certificate must be signed in
34 a manner that satisfies that subsection.

35 (g) A statement of termination must be signed by all general
36 partners listed in the certificate or, if the certificate of a
37 dissolved limited partnership lists no general partners, by the
38 person appointed pursuant to RCW 25.10.581 (3) or (4) to wind up the
39 dissolved limited partnership's activities.

1 (h) Articles of conversion must be signed by each general partner
2 listed in the certificate of limited partnership.

3 (i) Articles of merger must be signed as provided in RCW
4 25.10.786(1).

5 (j) Any other record delivered on behalf of a limited partnership
6 to the secretary of state for filing must be signed by at least one
7 general partner listed in the certificate of limited partnership.

8 (k) A statement by a person pursuant to RCW 25.10.531(1)(d)
9 stating that the person has dissociated as a general partner must be
10 signed by that person.

11 (l) A statement of withdrawal by a person pursuant to RCW
12 25.10.351 must be signed by that person.

13 (m) A record delivered on behalf of a foreign limited partnership
14 to the secretary of state for filing must be signed by at least one
15 general partner of the foreign limited partnership.

16 (n) Any other record delivered on behalf of any person to the
17 secretary of state for filing must be signed by that person.

18 (2) Any person may sign by an (~~attorney in fact~~) agent any
19 record to be (~~filed pursuant to this chapter~~) delivered to the
20 secretary of state for filing under part I, Article 2 of this act.

21 **Sec. 6111.** RCW 25.10.241 and 2009 c 188 s 205 are each amended
22 to read as follows:

23 (~~(1)~~) If a person required by this chapter to sign a record or
24 deliver a record to the secretary of state for filing does not do so,
25 any other person that is aggrieved may petition the appropriate court
26 (~~to order:~~

27 ~~(a) The person to sign the record;~~

28 ~~(b) Delivery of the record to the secretary of state for filing;~~

29 ~~or~~

30 ~~(c) The secretary of state to file the record unsigned.~~

31 ~~(2) If the person aggrieved under subsection (1) of this section~~
32 ~~is not the limited partnership or foreign limited partnership to~~
33 ~~which the record pertains, the aggrieved person shall make the~~
34 ~~limited partnership or foreign limited partnership a party to the~~
35 ~~action. A person aggrieved under subsection (1) of this section may~~
36 ~~seek the remedies provided in subsection (1) of this section in the~~
37 ~~same action in combination or in the alternative.~~

1 ~~(3) A record filed unsigned pursuant to this section is effective~~
2 ~~without being signed))~~ under section 1210 of this act to order the
3 signing or delivery of the record.

4 **Sec. 6112.** RCW 25.10.251 and 2009 c 188 s 206 are each amended
5 to read as follows:

6 (1) A record authorized or required to be delivered to the
7 secretary of state for filing under this chapter must ~~((be captioned~~
8 ~~to describe the record's purpose, be in a medium permitted by the~~
9 ~~secretary of state, and be delivered to the secretary of state.~~
10 ~~Unless the secretary of state determines that a record does not~~
11 ~~comply with the filing requirements of this chapter, and if all~~
12 ~~filing fees have been paid,))~~ comply with the requirements of part I,
13 Article 2 of this act. The secretary of state shall ~~((file the record~~
14 ~~and))~~:

15 (a) For a statement of dissociation, send:

16 (i) A copy of the filed statement and a receipt for the fees to
17 the person that the statement indicates has dissociated as a general
18 partner; and

19 (ii) A copy of the filed statement and receipt to the limited
20 partnership;

21 (b) For a statement of withdrawal, send:

22 (i) A copy of the filed statement and a receipt for the fees to
23 the person on whose behalf the record was filed; and

24 (ii) If the statement refers to an existing limited partnership,
25 a copy of the filed statement and receipt to the limited partnership;
26 and

27 (c) For all other records, send a copy of the filed record and a
28 receipt for the fees to the person on whose behalf the record was
29 filed.

30 (2) ~~((Upon request and payment of a fee, the secretary of state~~
31 ~~shall send to the requester a certified copy of the requested record.~~

32 ~~(3) Except as otherwise provided in RCW 25.10.141 and~~
33 ~~25.10.261,))~~ A record delivered to the secretary of state for filing
34 under this chapter may specify an effective time and a delayed
35 effective date in accordance with section 1203 of this act. Except as
36 otherwise provided in this chapter, a record filed by the secretary
37 of state is effective(~~(-~~

38 ~~(a) If the record does not specify an effective time and does not~~
39 ~~specify a delayed effective date, on the date and at the time the~~

1 ~~record is filed as evidenced by the secretary of state's endorsement~~
2 ~~of the date and time on the record;~~

3 ~~(b) If the record specifies an effective time but not a delayed~~
4 ~~effective date, on the date the record is filed at the time specified~~
5 ~~in the record;~~

6 ~~(c) If the record specifies a delayed effective date but not an~~
7 ~~effective time, at 12:01 a.m. on the earlier of:~~

8 ~~(i) The specified date; or~~

9 ~~(ii) The ninetieth day after the record is filed; or~~

10 ~~(d) If the record specifies an effective time and a delayed~~
11 ~~effective date, at the specified time on the earlier of:~~

12 ~~(i) The specified date; or~~

13 ~~(ii) The ninetieth day after the record is filed)) as provided in~~

14 section 1203 of this act.

15 **Sec. 6113.** RCW 25.10.261 and 2009 c 188 s 207 are each amended
16 to read as follows:

17 ~~((1)) A limited partnership or foreign limited partnership may~~
18 ~~((deliver to the secretary of state for filing a statement of~~
19 ~~correction to correct a record previously delivered by the limited~~
20 ~~partnership or foreign limited partnership to the secretary of state~~
21 ~~and filed by the secretary of state, if at the time of filing the~~
22 ~~record contained false or erroneous information or was defectively~~
23 ~~signed.~~

24 ~~(2) A statement of correction may not state a delayed effective~~
25 ~~date and must:~~

26 ~~(a) Describe the record to be corrected, including its filing~~
27 ~~date, or attach a copy of the record as filed;~~

28 ~~(b) Specify the incorrect information and the reason it is~~
29 ~~incorrect or the manner in which the signing was defective; and~~

30 ~~(c) Correct the incorrect information or defective signature.~~

31 ~~(3) When filed by the secretary of state, a statement of~~
32 ~~correction is effective retroactively as of the effective date of the~~
33 ~~record the statement corrects, but the statement is effective when~~
34 ~~filed:~~

35 ~~(a) For the purposes of RCW 25.10.016 (3) and (4); and~~

36 ~~(b) As to persons relying on the uncorrected record and adversely~~
37 ~~affected by the correction)) correct a record filed by the secretary~~
38 of state in accordance with section 1205 of this act.

1 **Sec. 6114.** RCW 25.10.271 and 2009 c 188 s 208 are each amended
2 to read as follows:

3 (1) If a record delivered to the secretary of state for filing
4 under this chapter and filed by the secretary of state contains false
5 information, a person that suffers loss by reliance on the
6 information may recover damages for the loss from:

7 (a) A person that signed the record, or caused another to sign it
8 on the person's behalf, and knew the information to be false at the
9 time the record was signed; and

10 (b) A general partner that has notice that the information was
11 false when the record was filed or has become false because of
12 changed circumstances, if the general partner has notice for a
13 reasonably sufficient time before the information is relied upon to
14 enable the general partner to effect an amendment under RCW
15 25.10.211, file a petition under RCW 25.10.241, or deliver to the
16 secretary of state for filing a statement of change under ((RCW
17 ~~25.10.131~~)) section 1407 of this act or a statement of correction
18 under ((RCW ~~25.10.261~~)) section 1205 of this act.

19 (2) A person who signs a record authorized or required to be
20 filed under this chapter that such a person knows is false in any
21 material respect with intent that the record be delivered to the
22 secretary of state for filing is ((~~guilty of a gross misdemeanor~~
23 ~~punishable under chapter 9A.20 RCW~~)) subject to a criminal penalty
24 under section 1209 of this act.

25 **Sec. 6115.** RCW 25.10.281 and 2009 c 188 s 209 are each amended
26 to read as follows:

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

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

33 ~~(a) The domestic limited partnership is duly formed under the~~
34 ~~laws of this state, or that the foreign limited partnership is~~
35 ~~authorized to transact business in this state;~~

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

1 ~~(c) The limited partnership's most recent annual report required~~
2 ~~by RCW 25.10.291 has been delivered to the secretary of state;~~

3 ~~(d) The partnership's certificate of limited partnership has not~~
4 ~~been amended to state that the limited partnership is dissolved; and~~

5 ~~(e) A statement of termination or an application for withdrawal~~
6 ~~has not been filed by the secretary of state.~~

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

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

14 **Sec. 6116.** RCW 25.10.291 and 2009 c 188 s 210 are each amended
15 to read as follows:

16 ~~((1))~~ A limited partnership or a foreign limited partnership
17 authorized to transact business in this state shall deliver to the
18 secretary of state for filing an annual report ~~((that states:~~

19 ~~(a) The name of the limited partnership or foreign limited~~
20 ~~partnership;~~

21 ~~(b) The street and mailing address of its designated office and~~
22 ~~the name and street and mailing address of its agent for service of~~
23 ~~process in this state;~~

24 ~~(c) In the case of a limited partnership, the street and mailing~~
25 ~~address of its principal office; and~~

26 ~~(d) In the case of a foreign limited partnership, the state or~~
27 ~~other jurisdiction under whose law the foreign limited partnership is~~
28 ~~formed and any alternate name adopted under RCW 25.10.661(1).~~

29 ~~(2) Information in an annual report must be current as of the~~
30 ~~date the annual report is delivered to the secretary of state for~~
31 ~~filing.~~

32 ~~(3) Annual reports must be delivered to the secretary of state on~~
33 ~~a date determined by the secretary of state, and at such additional~~
34 ~~times as the partnership elects.~~

35 ~~(4) If an annual report does not contain the information required~~
36 ~~in subsection (1) of this section, the secretary of state shall~~
37 ~~promptly notify the reporting limited partnership or foreign limited~~
38 ~~partnership and return the report to it for correction. If the report~~
39 ~~is corrected to contain the information required in subsection (1) of~~

1 ~~this section and delivered to the secretary of state within thirty~~
2 ~~days after the effective date of the notice, it is timely delivered.~~

3 ~~(5) If a filed annual report contains an address of a designated~~
4 ~~office or the name or address of an agent for service of process that~~
5 ~~differs from the information shown in the records of the secretary of~~
6 ~~state immediately before the filing, the differing information in the~~
7 ~~annual report is considered a statement of change under RCW~~
8 ~~25.10.131)) in accordance with section 1212 of this act.~~

9 **Sec. 6117.** RCW 25.10.571 and 2009 c 188 s 801 are each amended
10 to read as follows:

11 Except as otherwise provided in RCW 25.10.576, a limited
12 partnership is dissolved, and its activities must be wound up, only
13 upon the occurrence of any of the following:

14 (1) The happening of an event specified in the partnership
15 agreement;

16 (2) The consent of all general partners and of limited partners
17 owning a majority of the rights to receive distributions as limited
18 partners at the time the consent is to be effective;

19 (3) The passage of ninety days after the dissociation of a person
20 as a general partner if following such dissociation the limited
21 partnership does not have a remaining general partner unless before
22 the end of the period:

23 (a) Consent to continue the activities of the limited partnership
24 and admit at least one general partner is given by limited partners
25 owning a majority of the rights to receive distributions as limited
26 partners at the time the consent is to be effective; and

27 (b) At least one person is admitted as a general partner in
28 accordance with the consent;

29 (4) The passage of ninety days after the dissociation of the
30 limited partnership's last limited partner, unless before the end of
31 the period the limited partnership admits at least one limited
32 partner; or

33 (5) The signing and filing of a ~~((declaration))~~ statement of
34 administrative dissolution by the secretary of state under ~~((RCW~~
35 ~~25.10.611(3))~~ section 1603 of this act.

36 **Sec. 6118.** RCW 25.10.611 and 2009 c 188 s 809 are each amended
37 to read as follows:

1 ~~((1))~~ The secretary of state may dissolve a limited partnership
2 administratively ~~((if the limited partnership does not:~~
3 ~~(a) Within sixty days after the due date:~~
4 ~~(i) Pay any fee, tax, or penalty due to the secretary of state~~
5 ~~under this chapter or other law; or~~
6 ~~(ii) Deliver its annual report to the secretary of state;~~
7 ~~(b) Maintain a registered agent and registered office as required~~
8 ~~under RCW 25.10.121; or~~
9 ~~(c) Notify the secretary of state that its registered agent or~~
10 ~~registered office has been changed, that its registered agent has~~
11 ~~resigned, or that its registered office has been discontinued.~~
12 ~~(2) If the secretary of state determines that grounds exist for~~
13 ~~administratively dissolving a limited partnership, the secretary of~~
14 ~~state shall send notice of the grounds for dissolution to the limited~~
15 ~~partnership by first class mail, postage prepaid.~~
16 ~~(3) If within sixty days after service of the copy the limited~~
17 ~~partnership does not correct each ground for dissolution or~~
18 ~~demonstrate to the reasonable satisfaction of the secretary of state~~
19 ~~that each ground determined by the secretary of state does not exist,~~
20 ~~the secretary of state shall administratively dissolve the limited~~
21 ~~partnership. The secretary of state shall send the limited~~
22 ~~partnership a declaration of administrative dissolution stating the~~
23 ~~grounds for the dissolution.~~
24 ~~(4) A limited partnership administratively dissolved continues~~
25 ~~its existence but may carry on only activities necessary to wind up~~
26 ~~its activities and liquidate its assets under RCW 25.10.581 and~~
27 ~~25.10.621 and to notify claimants under RCW 25.10.596 and 25.10.601.~~
28 ~~(5) The administrative dissolution of a limited partnership does~~
29 ~~not terminate the authority of its agent for service of process))~~
30 under the circumstances and procedures specified in part I, Article 6
31 of this act.

32 **Sec. 6119.** RCW 25.10.616 and 2009 c 188 s 810 are each amended
33 to read as follows:

34 ~~((1))~~ A limited partnership that has been administratively
35 dissolved may apply to the secretary of state for reinstatement
36 ~~((within five years after the effective date of dissolution. The~~
37 ~~application must be delivered to the secretary of state for filing~~
38 ~~and state:~~

1 ~~(a) The name of the limited partnership and the effective date of~~
2 ~~its administrative dissolution;~~

3 ~~(b) That the grounds for dissolution either did not exist or have~~
4 ~~been eliminated; and~~

5 ~~(c) That the limited partnership's name satisfies the~~
6 ~~requirements of RCW 25.10.061.~~

7 ~~(2) If the secretary of state determines that an application~~
8 ~~contains the information required by subsection (1) of this section~~
9 ~~and that the information is correct, the secretary of state shall~~
10 ~~prepare a declaration of reinstatement that states this~~
11 ~~determination, sign and file the original of the declaration of~~
12 ~~reinstatement, and send a copy of the filed declaration to the~~
13 ~~limited partnership.~~

14 ~~(3) When reinstatement becomes effective, it relates back to and~~
15 ~~takes effect as of the effective date of the administrative~~
16 ~~dissolution and the limited partnership may resume its activities as~~
17 ~~if the administrative dissolution had never occurred)) in accordance~~
18 ~~with section 1604 of this act.~~

19 **Sec. 6120.** RCW 25.10.641 and 2009 c 188 s 901 are each amended
20 to read as follows:

21 ~~((1) The laws of the state or other jurisdiction under which a~~
22 ~~foreign limited partnership is organized govern relations among the~~
23 ~~partners of the foreign limited partnership and between the partners~~
24 ~~and the foreign limited partnership and the liability of partners as~~
25 ~~partners for an obligation of the foreign limited partnership.~~

26 ~~(2) A foreign limited partnership may not be denied a certificate~~
27 ~~of authority by reason of any difference between the laws of the~~
28 ~~jurisdiction under which the foreign limited partnership is organized~~
29 ~~and the laws of this state.~~

30 ~~(3) A certificate of authority does not authorize a foreign~~
31 ~~limited partnership to engage in any business or exercise any power~~
32 ~~that a limited partnership may not engage in or exercise in this~~
33 ~~state)) A foreign limited partnership that registers to transact~~
34 ~~business in this state is subject to section 1501 of this act~~
35 ~~relating to the effect of registration and the governing law for~~
36 ~~registered foreign limited partnerships.~~

37 **Sec. 6121.** RCW 25.10.646 and 2009 c 188 s 902 are each amended
38 to read as follows:

1 ~~((1))~~ Before transacting business in this state, a foreign
2 limited partnership shall ~~((apply for a certificate of authority to~~
3 ~~transact business in this state by delivering an application to))~~
4 register with the secretary of state ~~((for filing. The application~~
5 ~~must state:~~

6 ~~(a) The name of the foreign limited partnership and, if the name~~
7 ~~does not comply with RCW 25.10.061, an alternate name adopted~~
8 ~~pursuant to RCW 25.10.661(1);~~

9 ~~(b) The name of the state or other jurisdiction under whose law~~
10 ~~the foreign limited partnership is organized;~~

11 ~~(c) The street and mailing address of the foreign limited~~
12 ~~partnership's principal office and, if the laws of the jurisdiction~~
13 ~~under which the foreign limited partnership is organized require the~~
14 ~~foreign limited partnership to maintain an office in that~~
15 ~~jurisdiction, the street and mailing address of the required office;~~

16 ~~(d) The name and street and mailing address of the foreign~~
17 ~~limited partnership's initial agent for service of process in this~~
18 ~~state;~~

19 ~~(e) The name and street and mailing address of each of the~~
20 ~~foreign limited partnership's general partners; and~~

21 ~~(f) Whether the foreign limited partnership is a foreign limited~~
22 ~~liability limited partnership.~~

23 ~~(2) A foreign limited partnership shall deliver with the~~
24 ~~completed application a certificate of existence or a record of~~
25 ~~similar import signed by the secretary of state or other official~~
26 ~~having custody of the foreign limited partnership's publicly filed~~
27 ~~records in the state or other jurisdiction under whose law the~~
28 ~~foreign limited partnership is organized)) in accordance with part I,~~
29 Article 5 of this act.

30 **Sec. 6122.** RCW 25.10.651 and 2009 c 188 s 903 are each amended
31 to read as follows:

32 ~~((1))~~ A nonexhaustive list of activities of a foreign limited
33 partnership that do not constitute transacting business in this state
34 ~~((within the meaning of this article include:~~

35 ~~(a) Maintaining, defending, and settling an action or proceeding;~~

36 ~~(b) Holding meetings of its partners or carrying on any other~~
37 ~~activity concerning its internal affairs;~~

38 ~~(c) Maintaining accounts in financial institutions;~~

1 ~~(d) Maintaining offices or agencies for the transfer, exchange,~~
2 ~~and registration of the foreign limited partnership's own securities~~
3 ~~or maintaining trustees or depositories with respect to those~~
4 ~~securities;~~

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

6 ~~(f) Soliciting or obtaining orders, whether by mail or electronic~~
7 ~~means or through employees or agents or otherwise, if the orders~~
8 ~~require acceptance outside this state before they become contracts~~
9 ~~and the contracts do not involve any local performance other than~~
10 ~~delivery and installation;~~

11 ~~(g) Making loans or creating or acquiring indebtedness,~~
12 ~~mortgages, or security interests in real or personal property;~~

13 ~~(h) Securing or collecting debts or enforcing mortgages or other~~
14 ~~security interests in property securing the debts, and holding,~~
15 ~~protecting, and maintaining property so acquired;~~

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

17 ~~(j) Conducting an isolated transaction that is completed within~~
18 ~~thirty days and is not one in the course of similar transactions of a~~
19 ~~like manner;~~

20 ~~(k) Owning a controlling interest in a domestic or foreign~~
21 ~~corporation, or participating as a limited partner of a domestic or~~
22 ~~foreign limited partnership, or participating as a member or a~~
23 ~~manager of a domestic or foreign limited liability company, that~~
24 ~~transacts business in this state; and~~

25 ~~(1) Transacting business in interstate commerce.~~

26 ~~(2) The list of activities in subsection (1) of this section is~~
27 ~~not exhaustive.~~

28 ~~(3) This section does not apply in determining the contacts or~~
29 ~~activities that may subject a foreign limited partnership to service~~
30 ~~of process, taxation, or regulation under any other law of this~~
31 ~~state)) is provided in section 1505 of this act.~~

32 **Sec. 6123.** RCW 25.10.661 and 2009 c 188 s 905 are each amended
33 to read as follows:

34 ~~((1) A foreign limited partnership whose name does not comply~~
35 ~~with RCW 25.10.061 may not obtain a certificate of authority until it~~
36 ~~adopts, for the purpose of transacting business in this state, an~~
37 ~~alternate name that complies with RCW 25.10.061. A foreign limited~~
38 ~~partnership that adopts an alternate name under this subsection and~~
39 ~~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
2 an alternate name, a foreign limited partnership shall transact
3 business in this state under the name unless the foreign limited
4 partnership is authorized under RCW 19.80.010 to transact business in
5 this state under 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
10 obtains an amended certificate of authority)) The name of a foreign
11 limited partnership registered in this state must comply with the
12 provisions of section 1506 of this act and part I, Article 3 of this
13 act.

14 **Sec. 6124.** RCW 25.10.666 and 2009 c 188 s 906 are each amended
15 to read as follows:

16 ((1) A certificate of authority of a foreign limited partnership
17 to transact business in this state may be revoked by)) The secretary
18 of state may terminate the registration of a registered foreign
19 limited partnership in ((the manner provided in subsections (2) and
20 (3) of this section if the foreign limited partnership does not:

21 (a) Pay, within sixty days after the due date, any fee, tax, or
22 penalty due to the secretary of state under this chapter or other
23 law;

24 (b) Deliver, within sixty days after the due date, its annual
25 report required under RCW 25.10.291;

26 (c) Appoint and maintain an agent for service of process as
27 required by RCW 25.10.121; or

28 (d) Deliver for filing a statement of a change under RCW
29 25.10.131 within thirty days after a change has occurred in the name
30 or address of the agent.

31 (2) In order to revoke a certificate of authority, the secretary
32 of state must prepare, sign, and file a notice of revocation and send
33 a copy to the foreign limited partnership's agent for service of
34 process in this state, or if the foreign limited partnership does not
35 appoint and maintain a proper agent in this state, to the foreign
36 limited partnership's designated office. The notice must state:

37 (a) The revocation's effective date, which must be at least sixty
38 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~~
3 ~~revocation.~~

4 ~~(3) The authority of the foreign limited partnership to transact~~
5 ~~business in this state ceases on the effective date of the notice of~~
6 ~~revocation unless before that date the foreign limited partnership~~
7 ~~cures each failure to comply with subsection (1) of this section~~
8 ~~stated in the notice. If the foreign limited partnership cures the~~
9 ~~failures, the secretary of state shall so indicate on the filed~~
10 ~~notice)) accordance with section 1511 of this act.~~

11 **Sec. 6125.** RCW 25.10.671 and 2009 c 188 s 907 are each amended
12 to read as follows:

13 ~~((1)) In order to ((cancel its certificate of authority to~~
14 ~~transact business in this state)) withdraw its registration, a~~
15 foreign limited partnership must deliver to the secretary of state
16 for filing a ~~((notice of cancellation. The certificate is canceled~~
17 ~~when the notice becomes effective under RCW 25.10.251.~~

18 ~~(2) A foreign limited partnership transacting business in this~~
19 ~~state may not maintain an action or proceeding in this state unless~~
20 ~~it has a certificate of authority to transact business in this state.~~

21 ~~(3) The failure of a foreign limited partnership to have a~~
22 ~~certificate of authority to transact business in this state does not~~
23 ~~impair the validity of a contract or act of the foreign limited~~
24 ~~partnership or prevent the foreign limited partnership from defending~~
25 ~~an action or proceeding in this state.~~

26 ~~(4) A partner of a foreign limited partnership is not liable for~~
27 ~~the obligations of the foreign limited partnership solely by reason~~
28 ~~of the foreign limited partnership's having transacted business in~~
29 ~~this state without a certificate of authority.~~

30 ~~(5) If a foreign limited partnership transacts business in this~~
31 ~~state without a certificate of authority or cancels its certificate~~
32 ~~of authority, it appoints the secretary of state as its agent for~~
33 ~~service of process for rights of action arising out of the~~
34 ~~transaction of business in this state)) statement of withdrawal in~~
35 ~~accordance with section 1507 of this act.~~

36 **Sec. 6126.** RCW 25.10.766 and 2009 c 188 s 1104 are each amended
37 to read as follows:

38 (1) After a plan of conversion is approved:

1 (a) A converting limited partnership shall deliver to the
2 secretary of state for filing articles of conversion, which must
3 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
7 of 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
13 the 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
19 section 1411 of this act; and

20 (b) If the converting organization is not a converting limited
21 partnership, the converting organization shall deliver to the
22 secretary of state for filing a certificate of limited partnership,
23 which must include, in addition to the information required by RCW
24 25.10.201:

25 (i) A statement that the limited partnership was converted from
26 another organization;

27 (ii) The name and form of the organization and the jurisdiction
28 of its governing statute; and

29 (iii) A statement that the conversion was approved in a manner
30 that complied with the organization's governing statute.

31 (2) A conversion becomes effective:

32 (a) If the converted organization is a limited partnership, when
33 the certificate of limited partnership takes effect; and

34 (b) If the converted organization is not a limited partnership,
35 as provided by the governing statute of the converted organization.

36 **Sec. 6127.** RCW 25.10.771 and 2009 c 188 s 1105 are each amended
37 to 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
8 converting organization continue as obligations of the converted
9 organization;

10 (c) An action or proceeding pending by or against the converting
11 organization may be continued as if the conversion had not occurred;

12 (d) Except as prohibited by other law, all of the rights,
13 privileges, immunities, powers, and purposes of the converting
14 organization remain vested in the converted organization;

15 (e) Except as otherwise provided in the plan of conversion, the
16 terms and conditions of the plan of conversion take effect; and

17 (f) Except as otherwise agreed, the conversion does not dissolve
18 a converting limited partnership for the purposes of article 8 of
19 this chapter.

20 (3) A converted organization that is a foreign organization
21 consents to the jurisdiction of the courts of this state to enforce
22 any obligation owed by the converting limited partnership, if before
23 the conversion the converting limited partnership was subject to suit
24 in this state on the obligation. A converted organization that is a
25 foreign organization and not (~~authorized~~) registered to transact
26 business in this state (~~appoints the secretary of state as its agent~~
27 ~~for service of~~) may be served with process pursuant to section 1411
28 of this act for purposes of enforcing an obligation under this
29 subsection. (~~Service on the secretary of state under this subsection~~
30 ~~is made in the same manner and with the same consequences as in RCW~~
31 ~~25.10.151 (3) and (4).~~)

32 **Sec. 6128.** RCW 25.10.786 and 2009 c 188 s 1108 are each amended
33 to read as follows:

34 (1) After each constituent organization has approved a merger,
35 articles of merger must be signed on behalf of:

36 (a) Each constituent limited partnership, by each general partner
37 listed in the certificate of limited partnership; and

38 (b) Each other constituent organization, by an authorized
39 representative.

- 1 (2) The articles of merger must include:
- 2 (a) The name and form of each constituent organization and the
3 jurisdiction of its governing statute;
- 4 (b) The name and form of the surviving organization and the
5 jurisdiction of its governing statute;
- 6 (c) The date the merger is effective under the governing statute
7 of the surviving organization;
- 8 (d) Any amendments provided for in the plan of merger for the
9 organizational document that created the surviving organization;
- 10 (e) A statement as to each constituent organization that the
11 merger was approved as required by the organization's governing
12 statute;
- 13 (f) If the surviving organization is a foreign organization not
14 (~~authorized~~) registered to transact business in this state, the
15 street and mailing address of (~~an office that the secretary of state~~
16 ~~may use for the purposes of RCW 25.10.791(2))~~) the organization's
17 principal office that may be used for service of process under
18 section 1411 of this act; and
- 19 (g) Any additional information required by the governing statute
20 of any constituent organization.
- 21 (3) Each constituent limited partnership shall deliver the
22 articles of merger for filing in the office of the secretary of
23 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,
31 as 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
33 to 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;
- 38 (c) All property owned by each constituent organization that
39 ceases to exist vests in the surviving organization;

1 (d) All debts, liabilities, and other obligations of each
2 constituent organization that ceases to exist continue as obligations
3 of the surviving organization;

4 (e) An action or proceeding pending by or against any constituent
5 organization that ceases to exist may be continued as if the merger
6 had not occurred;

7 (f) Except as prohibited by other law, all of the rights,
8 privileges, immunities, powers, and purposes of each constituent
9 organization that ceases to exist vest in the surviving organization;

10 (g) Except as otherwise provided in the plan of merger, the terms
11 and conditions of the plan of merger take effect;

12 (h) Except as otherwise agreed, if a constituent limited
13 partnership ceases to exist, the merger does not dissolve the limited
14 partnership for the purposes of article 8 of this chapter; and

15 (i) Any amendments provided for in the articles of merger for the
16 organizational document that created the surviving organization
17 become effective.

18 (2) A surviving organization that is a foreign organization
19 consents to the jurisdiction of the courts of this state to enforce
20 any obligation owed by a constituent organization, if before the
21 merger the constituent organization was subject to suit in this state
22 on the obligation. A surviving organization that is a foreign
23 organization and not ~~((authorized))~~ registered to transact business
24 in this state ~~((appoints the secretary of state as its agent for
25 service of))~~ may be served with process pursuant to section 1411 of
26 this act for the purposes of enforcing an obligation under this
27 subsection. ~~((Service on the secretary of state under this subsection
28 is made in the same manner and with the same consequences as in RCW
29 25.10.151 (3) and (4).))~~

30 **Sec. 6130.** RCW 25.10.916 and 2009 c 188 s 1307 are each amended
31 to read as follows:

32 ~~((1))~~ Limited partnerships are subject to the applicable fees,
33 charges, and penalties adopted by the secretary of state ~~((shall
34 adopt rules establishing fees that shall be charged and collected
35 for;~~

36 ~~(a) Filing of a certificate of limited partnership or an
37 application for a certificate of authority of a foreign limited
38 partnership;~~

1 ~~(b) Filing of an amendment or restatement of a certificate of~~
2 ~~domestic or foreign limited partnership;~~

3 ~~(c) Filing an application to reserve, register, or transfer a~~
4 ~~limited partnership name;~~

5 ~~(d) Filing any other certificate, statement, or report authorized~~
6 ~~or permitted to be filed; and~~

7 ~~(e) Copies, certified copies, certificates, service of process~~
8 ~~filings, and expedited filings or other special services.~~

9 ~~(2) In the establishment of a fee schedule, the secretary of~~
10 ~~state shall, insofar as is possible and reasonable, be guided by the~~
11 ~~fee schedule provided for corporations governed by Title 23B RCW.~~

12 ~~(a) Fees for copies, certified copies, certificates of record,~~
13 ~~and service of process filings are the same as in RCW 23B.01.220.~~

14 ~~(b) Fees for reinstatement of a foreign or domestic limited~~
15 ~~partnership are the same as in RCW 23B.01.560.~~

16 ~~(c) All fees collected by the secretary of state shall be~~
17 ~~deposited with the state treasurer pursuant to law) under section~~
18 ~~1213 of this act and RCW 43.07.120.~~

19 NEW SECTION. Sec. 6131. The following acts or parts of acts are
20 each repealed:

21 (1) RCW 25.10.040 (Registered office and agent) and 2009 c 202 s
22 4, 1987 c 55 s 3, & 1981 c 51 s 4;

23 (2) RCW 25.10.171 (Standards for electronic filing rules) and
24 2009 c 188 s 119;

25 (3) RCW 25.10.656 (Filing of certificate of authority) and 2009 c
26 188 s 904; and

27 (4) RCW 25.10.676 (Action by attorney general) and 2009 c 188 s
28 908.

29 PART VII

30 LIMITED LIABILITY COMPANIES ACT REVISIONS

31 **Sec. 7101.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
32 s 3 are each amended to read as follows:

33 ((~~1~~)) The name of each limited liability company as set forth
34 in its certificate of formation(~~:-~~

35 ~~(a) Must contain the words "Limited Liability Company," the words~~
36 ~~"Limited Liability" and abbreviation "Co.," or the abbreviation~~
37 ~~"L.L.C." or "LLC";~~

1 ~~(b) Must not contain language stating or implying that the~~
2 ~~limited liability company is formed for a purpose other than those~~
3 ~~permitted by RCW 25.15. (section 8, chapter (Senate Bill No.~~
4 ~~5030), Laws of 2015);~~

5 ~~(c) Must not contain any of the words or phrases: "Cooperative,"~~
6 ~~"partnership," "corporation," "incorporated," or the abbreviations~~
7 ~~"corp.," "ltd.," or "inc.," or "LP," "L.P.," "LLP," "L.L.P.," "LLLP,"~~
8 ~~"L.L.L.P.," or any words or phrases prohibited by any statute of this~~
9 ~~state; and~~

10 ~~(d) Unless authorized by subsection (2) of this section, must be~~
11 ~~distinguishable in the records of the secretary of state from (i) the~~
12 ~~name of each person incorporated, formed, or authorized to transact~~
13 ~~business in this state through a filing or registration with the~~
14 ~~secretary of state; and (ii) each name reserved under RCW 25.15. (~~
15 ~~section 4, chapter (Senate Bill No. 5030), Laws of 2015) or~~
16 ~~under other statutes of this state providing for the reservation of~~
17 ~~names with the secretary of state.~~

18 ~~(2) A limited liability company may apply to the secretary of~~
19 ~~state for authorization to use any name which is not distinguishable~~
20 ~~upon the records of the secretary of state from one or more of the~~
21 ~~names described in subsection (1)(d) of this section. The secretary~~
22 ~~of state shall authorize use of the name applied for if the other~~
23 ~~person consents in writing to the use and files with the secretary of~~
24 ~~state records necessary to change its name or the name reserved to a~~
25 ~~name that is distinguishable upon the records of the secretary of~~
26 ~~state from the name of the applying limited liability company.~~

27 ~~(3) A name shall not be considered distinguishable upon the~~
28 ~~records of the secretary of state by virtue of:~~

29 ~~(a) A variation in any of the following designations for the same~~
30 ~~name: "Corporation," "incorporated," "company," "professional~~
31 ~~corporation," "professional service," "limited," "partnership,"~~
32 ~~"limited partnership," "limited liability limited partnership,"~~
33 ~~"limited liability company," "professional limited liability~~
34 ~~company," or "limited liability partnership," or their permitted~~
35 ~~abbreviations;~~

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

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

1 ~~(d) Use of abbreviation or the plural form of a word in the same~~
2 ~~name.~~
3 ~~(4) This chapter does not control the use of assumed business~~
4 ~~names or "trade names."~~
5 ~~(5) Violation of subsection (1)(c) of this section by a limited~~
6 ~~liability company whose certificate of formation or amendment thereto~~
7 ~~has been accepted for filing by the secretary of state shall not, in~~
8 ~~itself, invalidate the formation or existence of a limited liability~~
9 ~~company or render this chapter inapplicable to a limited liability~~
10 ~~company)) must comply with part I, Article 3 of this act.~~

11 **Sec. 7102.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
12 s 4 are each amended to read as follows:

13 (1) Reserved Name—Domestic Limited Liability Company.
14 ~~((a)) A person may reserve the exclusive use of a limited~~
15 ~~liability company name by delivering an application to the secretary~~
16 ~~of state for filing in accordance with section 1303 of this act.~~
17 ~~((The application must set forth the name and address of the~~
18 ~~applicant and the name proposed to be reserved. If the secretary of~~
19 ~~state finds that the limited liability company name applied for is~~
20 ~~available, the secretary of state shall reserve the name for the~~
21 ~~applicant's exclusive use for a nonrenewable one hundred eighty day~~
22 ~~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 an executed notice of the transfer that states the~~
26 ~~name and address of the transferee.))~~

27 (2) Reserved Name—Foreign Limited Liability Company.
28 ~~((a)) A foreign limited liability company may reserve 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. (section 3,~~
31 ~~chapter (Senate Bill No. 5030), Laws of 2015).~~

32 ~~(b) A foreign limited liability company reserves its name)) by~~
33 ~~delivering to the secretary of state for filing an application~~
34 ~~((that:~~

35 ~~(i) Sets forth its name and the state or country and date of its~~
36 ~~formation; and~~

37 ~~(ii) Is accompanied by a certificate of existence, or a record of~~
38 ~~similar import, from the state or country of formation.~~

1 ~~(c) The name is reserved 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 name reservation is filed.~~

4 ~~(d) A foreign limited liability company whose name reservation 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 name reservation for the following calendar year.~~

10 ~~(e) A foreign limited liability company whose name reservation is~~
11 ~~effective may thereafter register as a foreign limited liability~~
12 ~~company under the reserved name, or consent in writing to the use of~~
13 ~~that name by a domestic limited liability company, domestic~~
14 ~~corporation, domestic limited partnership, or domestic limited~~
15 ~~liability partnership thereafter formed, or by another foreign~~
16 ~~limited liability company, foreign corporation, foreign limited~~
17 ~~partnership, or foreign limited liability partnership thereafter~~
18 ~~authorized to transact business in this state. The name reservation~~
19 ~~terminates when the domestic limited liability company is formed, the~~
20 ~~domestic corporation is incorporated, the domestic limited liability~~
21 ~~partnership is formed, or the domestic limited partnership is formed,~~
22 ~~or the foreign limited liability company registers or consents to the~~
23 ~~registration of another foreign limited liability company,~~
24 ~~corporation, limited partnership, or limited liability partnership~~
25 ~~under the reserved name)) in accordance with section 1304 of this~~
26 ~~act.~~

27 **Sec. 7103.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
28 s 6 are each amended to read as follows:

29 (1) Each limited liability company shall continuously maintain in
30 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~~
34 ~~any, and street, or building address or rural route, or, if a~~
35 ~~commonly known street or rural route address does not exist, by legal~~
36 ~~description. A registered office may not be identified by post office~~
37 ~~box number or other nongeographic address. For purposes of~~
38 ~~communicating by mail, the secretary of state may permit the use of a~~
39 ~~post office address in conjunction with the registered office address~~

1 ~~if the limited liability company also maintains on file the specific~~
2 ~~geographic address of the registered office where personal service of~~
3 ~~process may be made;~~

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

5 ~~(i) An individual residing in this state whose business office is~~
6 ~~identical with the limited liability company's registered office;~~

7 ~~(ii) The limited liability company itself, whose business office~~
8 ~~is identical with such registered office;~~

9 ~~(iii) A domestic corporation, partnership, limited partnership,~~
10 ~~or limited liability company whose business office is identical with~~
11 ~~such registered office; or~~

12 ~~(iv) A government, governmental subdivision, agency, or~~
13 ~~instrumentality, or a foreign corporation, partnership, limited~~
14 ~~partnership, or limited liability company authorized to do business~~
15 ~~in this state having a business office identical with such registered~~
16 ~~office; and~~

17 ~~(c) A registered agent who shall not be appointed without having~~
18 ~~given prior consent in a record to the appointment. The consent shall~~
19 ~~be filed with the secretary of state in such form and at such time as~~
20 ~~the secretary may prescribe)) a registered agent in accordance with~~
21 ~~part I, Article 4 of this act.~~

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

25 (a) ~~The name of the limited liability company;~~

26 (b) ~~If the current registered office is to be changed, the street~~
27 ~~address of the new registered office in accordance with subsection~~
28 ~~(1) of this section;~~

29 (c) ~~If the current registered agent is to be changed, the name of~~
30 ~~the new registered agent and the new agent's consent in a record,~~
31 ~~which shall be filed with the secretary of state in such form and at~~
32 ~~such time as the secretary of state may prescribe; and~~

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

37 (3) ((If)) A registered agent ((changes the street address of the
38 agent's business office, the registered agent may change the street
39 address of the registered office of any limited liability company for
40 which the agent is the registered agent by notifying the limited

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

12 (4) A registered agent may resign as agent by executing and
13 delivering to the secretary of state for filing a statement of
14 resignation((. The statement may include a statement that the
15 registered office is also discontinued. After filing the statement
16 the secretary of state shall mail a copy of the statement to the
17 limited liability company at its principal office. The agency
18 appointment is terminated, and the registered office discontinued if
19 so provided, on the thirty first day after the date on which the
20 statement was filed)) in accordance with section 1410 of this act.

21 **Sec. 7104.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
22 s 7 are each amended to read as follows:

23 ((~~(1) A limited liability company's registered agent is its agent~~
24 ~~for~~)) Service of process, notice, or demand required or permitted by
25 law to be served on the limited liability company may be made in
26 accordance with section 1411 of this act.

27 ((~~(2) The secretary of state shall be an agent of a limited~~
28 ~~liability company upon whom any such process, notice, or demand may~~
29 ~~be served if:~~

30 (a) ~~The limited liability company fails to appoint or maintain a~~
31 ~~registered agent in this state; or~~

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

34 (3) ~~Service on the secretary of state of any such process,~~
35 ~~notice, or demand shall be made by delivering to and leaving with the~~
36 ~~secretary of state, or with any duly authorized clerk of the~~
37 ~~secretary of state's office, the process, notice, or demand. In the~~
38 ~~event any such process, notice, or demand is served on the secretary~~
39 ~~of state, the secretary of state shall immediately cause a copy~~

1 ~~thereof to be forwarded by certified mail, addressed to the limited~~
2 ~~liability company at its principal office as it appears on the~~
3 ~~records of the secretary of state. Any service so had on the~~
4 ~~secretary of state shall be returnable in not less than thirty days.~~

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

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

13 **Sec. 7105.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
14 s 13 are each amended to read as follows:

15 (1) A person or group of persons duly licensed or otherwise
16 legally authorized to render the same professional services within
17 this state may form and become a member or members of a professional
18 limited liability company under the provisions of this chapter for
19 the purposes of rendering professional service.

20 (2) A professional limited liability company is subject to all
21 the provisions of chapter 18.100 RCW that apply to a professional
22 corporation. A professional limited liability company's managers,
23 members, agents, and employees are subject to all the provisions of
24 chapter 18.100 RCW that apply to the directors, officers,
25 shareholders, agents, or employees of a professional corporation,
26 except as provided otherwise in this section and RCW 25.15.---
27 (section 14, chapter (Senate Bill No. 5030), Laws of 2015).

28 (3) If the limited liability company's members are required to be
29 licensed to practice such profession, and the limited liability
30 company fails to maintain for itself and for its members practicing
31 in this state a policy of professional liability insurance, bond, or
32 other evidence of financial responsibility of a kind designated by
33 rule by the state insurance commissioner and in the amount of at
34 least one million dollars or a greater amount as the state insurance
35 commissioner may establish by rule for a licensed profession or for
36 any specialty within a profession, taking into account the nature and
37 size of the business, then the limited liability company's members
38 are personally liable to the extent that, had the insurance, bond, or

1 other evidence of responsibility been maintained, it would have
2 covered the liability in question.

3 (4) For purposes of applying chapter 18.100 RCW to a professional
4 limited liability company, the terms "director" or "officer" means
5 manager, "shareholder" means member, "corporation" means professional
6 limited liability company, "articles of incorporation" means
7 certificate of formation, "shares" or "capital stock" means a limited
8 liability company interest, "incorporator" means the person who
9 executes the certificate of formation, and "bylaws" means the limited
10 liability company agreement.

11 (5) The name of a professional limited liability company must
12 ~~((contain either the words "Professional Limited Liability Company,"~~
13 ~~or the words "Professional Limited Liability" and the abbreviation~~
14 ~~"Co.," or the abbreviation "P.L.L.C." or "PLLC" provided that the~~
15 ~~name of a professional limited liability company formed to render~~
16 ~~dental services must contain the full names or surnames of all~~
17 ~~members and no other word than "chartered" or the words "professional~~
18 ~~services" or the abbreviation "P.L.L.C." or "PLLC.")) comply with~~
19 section 1302 of this act.

20 (6) Subject to Article VII of this chapter, the following may be
21 a member of a professional limited liability company and may be the
22 transferee of the interest of an ineligible person or deceased member
23 of the professional limited liability company:

24 (a) A professional corporation, if its shareholders, directors,
25 and its officers, other than the secretary and the treasurer, are
26 licensed or otherwise legally authorized to render the same specific
27 professional services as the professional limited liability company;
28 and

29 (b) Another professional limited liability company, if the
30 managers and members of both professional limited liability companies
31 are licensed or otherwise legally authorized to render the same
32 specific professional services.

33 (7) Formation of a limited liability company under this section
34 does not restrict the application of the uniform disciplinary act
35 under chapter 18.130 RCW, or any applicable health care professional
36 statutes under Title 18 RCW, including but not limited to
37 restrictions on persons practicing a health profession without being
38 appropriately credentialed and persons practicing beyond the scope of
39 their credential.

1 **Sec. 7106.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
2 s 18 are each amended to read as follows:

3 (1) In order to form a limited liability company, one or more
4 persons must execute a certificate of formation. The certificate of
5 formation must be ~~((filed in))~~ delivered to the office of the
6 secretary of state for filing in accordance with part I, Article 2 of
7 this act and set forth:

8 (a) The name of the limited liability company;

9 (b) The ~~((address of the registered office and the))~~ name and
10 address of the registered agent for service of process required to be
11 maintained by RCW 25.15.--- (section 6, chapter (Senate Bill
12 No. 5030), Laws of 2015 and part I, Article 4 of this act;

13 (c) The address of the principal office of the limited liability
14 company;

15 (d) If the limited liability company is to have a specific date
16 of dissolution, the latest date on which the limited liability
17 company is to dissolve;

18 (e) Any other matters the members decide to include; and

19 (f) The name and address of each person executing the certificate
20 of formation.

21 (2)(a) Unless a delayed effective date is specified in accordance
22 with section 1203 of this act, a limited liability company is formed
23 when its certificate of formation is filed by the secretary of state.
24 ~~((A delayed effective date for a certificate of formation may be no~~
25 ~~later than the ninetieth day after the date it is filed.))~~

26 (b) The secretary of state's filing of the certificate of
27 formation is conclusive proof that the persons executing the
28 certificate satisfied all conditions precedent to the formation.

29 (3) A limited liability company formed under this chapter is a
30 separate legal entity and has a perpetual existence.

31 (4) Any person may apply to the secretary of state under section
32 1208 of this act to furnish a certificate of existence for a domestic
33 limited liability company or a certificate of ~~((authorization))~~
34 registration for a foreign limited liability company.

35 ~~((5) A certificate of existence or authorization means that as~~
36 ~~of the date of its issuance:~~

37 ~~(a) The domestic limited liability company is duly formed under~~
38 ~~the laws of this state or that the foreign limited liability company~~
39 ~~is authorized to transact business in this state;~~

1 ~~(b) All fees and penalties owed to this state under this title~~
2 ~~have been paid, if (i) payment is reflected in the records of the~~
3 ~~secretary of state, and (ii) nonpayment affects the existence or~~
4 ~~authorization of the domestic or foreign limited liability company;~~

5 ~~(c) The limited liability company's initial report or its most~~
6 ~~recent annual report required by RCW 25.15.--- (section 24,~~
7 ~~chapter (Senate Bill No. 5030), Laws of 2015) has been~~
8 ~~delivered to the secretary of state;~~

9 ~~(d) In the case of a domestic limited liability company, a~~
10 ~~certificate of dissolution has not been filed with the secretary of~~
11 ~~state, or a filed certificate of dissolution has been revoked in~~
12 ~~accordance with RCW 25.15.--- (section 57, chapter (Senate Bill~~
13 ~~No. 5030), Laws of 2015);~~

14 ~~(e) In the case of a foreign limited liability company, a~~
15 ~~certificate of cancellation has not been filed with the secretary of~~
16 ~~state; and~~

17 ~~(f) The limited liability company has not been administratively~~
18 ~~dissolved under RCW 25.15.--- (section 55, chapter (Senate Bill~~
19 ~~No. 5030), Laws of 2015) or, if administratively dissolved, has been~~
20 ~~reinstated under RCW 25.15.--- (section 56, chapter (Senate~~
21 ~~Bill No. 5030), Laws of 2015).~~

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

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

30 **Sec. 7107.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
31 s 19 are each amended to read as follows:

32 (1) A certificate of formation is amended by ((filing))
33 delivering a certificate of amendment ((thereto with)) to the
34 secretary of state for filing. The certificate of amendment shall set
35 forth:

36 (a) The name of the limited liability company; and

37 (b) The amendment to the certificate of formation.

38 (2) A manager or, if there is no manager, then any member who
39 becomes aware that any statement in a certificate of formation was

1 false when made, or that any matter described has changed making the
2 certificate of formation false in any material respect, must promptly
3 amend the certificate of formation.

4 (3) A certificate of formation may be amended at any time for any
5 other proper purpose.

6 (4) Unless (~~otherwise provided in this chapter or unless a~~
7 ~~later~~) a delayed effective date(~~(, which is a date not later than~~
8 ~~the ninetieth day after the date it is filed,)~~) is provided for in
9 the certificate of amendment in accordance with section 1203 of this
10 act, a certificate of amendment is effective when filed by the
11 secretary of state as provided in section 1203 of this act.

12 **Sec. 7108.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
13 s 20 are each amended to read as follows:

14 (1) A limited liability company may, whenever desired, integrate
15 into a single instrument all of the provisions of its certificate of
16 formation which are then in effect and operative as a result of there
17 having been filed with the secretary of state one or more
18 certificates or other instruments pursuant to any of the sections
19 referred to in this chapter and it may at the same time also further
20 amend its certificate of formation by (~~filing~~) delivering a
21 restated certificate of formation to the secretary of state for
22 filing in accordance with part I, Article 2 of this act.

23 (2) A restated certificate of formation must state, either in its
24 heading or in an introductory paragraph, the limited liability
25 company's name and, if it is not to be effective upon filing, the
26 future effective date or time, which (~~is a date not later than the~~
27 ~~ninetieth day after the date it is filed~~) must comply with section
28 1203 of this act. If a restated certificate only restates and
29 integrates and does not further amend a limited liability company's
30 certificate of formation as amended or supplemented, it must state
31 that fact as well.

32 (3) Upon the filing of a restated certificate of formation
33 (~~with~~) by the secretary of state, or upon the future effective date
34 or time of a restated certificate of formation as provided for, the
35 initial certificate of formation, as amended or supplemented, is
36 superseded; and the restated certificate of formation, including any
37 further amendment or changes made thereby, is thereafter the
38 certificate of formation of the limited liability company, but the
39 original effective date of formation remains unchanged.

1 (4) Any amendment or change effected in connection with the
2 restatement of the certificate of formation is subject to any other
3 provision of this chapter, not inconsistent with this section, which
4 would apply if a separate certificate of amendment were filed to
5 effect such amendment or change.

6 **Sec. 7109.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
7 s 21 are each amended to read as follows:

8 ((+1)) Each record required or permitted by this chapter to be
9 filed in the office of the secretary of state must comply with the
10 requirements of Part I, Article 2 of this act and must be executed in
11 the following manner(~~(, or in compliance with the rules established~~
12 ~~to facilitate electronic filing under RCW 25.15.--- (section 2,~~
13 ~~chapter (Senate Bill No. 5030), Laws of 2015))):~~

14 ((+a)) (1) Each original certificate of formation must be
15 executed by the person or persons forming the limited liability
16 company;

17 ((+b)) (2) A reservation of name may be executed by any person;

18 ((+c)) (3) A transfer of reservation of name must be executed
19 by, or on behalf of, the applicant for the reserved name;

20 ((+d)) (4) A registration of name must be executed by any member
21 or manager of the foreign limited liability company;

22 ((+e)) (5) A certificate of amendment or restatement must be
23 executed by at least one manager, or by a member if management of the
24 limited liability company is reserved to the members;

25 ((+f)) (6) A certificate of dissolution must be executed by the
26 person or persons authorized to wind up the limited liability
27 company's affairs pursuant to RCW 25.15.---(3) (section 58,
28 chapter (Senate Bill No. 5030), Laws of 2015);

29 ((+g)) (7) If a surviving domestic limited liability company is
30 filing articles of merger, the articles of merger must be executed by
31 at least one manager, or by a member if management of the limited
32 liability company is reserved to the members, or if the articles of
33 merger are being filed by a surviving foreign limited liability
34 company, limited partnership, corporation, or other person, the
35 articles of merger must be executed by a person authorized by such
36 foreign limited liability company, limited partnership, corporation,
37 or other person;

38 ((+h)) (8) A foreign limited liability company's application for
39 registration as a foreign limited liability company doing business

1 within the state must be executed by any member or manager of the
2 foreign limited liability company; and

3 ~~((i))~~ (9) If a converting limited liability company is filing
4 articles of conversion, the articles of conversion must be executed
5 by at least one manager, or by a member if management of the limited
6 liability company is reserved to the members.

7 ~~((2) Any person may execute a certificate, articles of merger,
8 articles of conversion, limited liability company agreement, or other
9 record by an attorney in fact or other person acting in a valid
10 representative capacity, so long as each record executed in such
11 manner identifies the capacity in which the person is executing the
12 record.~~

13 ~~(3) The person executing the record must indicate, adjacent to or
14 underneath the signature or, if the record is electronically
15 transmitted, identifying information of the person executing the
16 record, as applicable, the capacity in which the person executes the
17 record. The record must meet such legibility or other standards as
18 may be prescribed by the secretary of state.~~

19 ~~(4) The execution of a certificate, articles of merger, or
20 articles of conversion by any person constitutes an affirmation under
21 the penalties of perjury that the facts stated are true.))~~

22 **Sec. 7110.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
23 s 22 are each amended to read as follows:

24 (1) If a person required to execute a certificate required by
25 this chapter fails or refuses to do so, any other person who is
26 adversely affected by the failure or refusal may petition the
27 superior courts to direct the execution of the certificate under
28 section 1210 of this act. ~~((If the court finds that the execution of
29 the certificate is proper and that any person so designated has
30 failed or refused to execute the certificate, it must order the
31 secretary of state to record an appropriate certificate.))~~

32 (2) If a person required to execute a limited liability company
33 agreement or amendment thereof fails or refuses to do so, any other
34 person who is adversely affected by the failure or refusal may
35 petition the superior courts to direct the execution of the limited
36 liability company agreement or amendment thereof. If the court finds
37 that the limited liability company agreement or amendment thereof
38 should be executed and that any person required to execute the
39 limited liability company agreement or amendment thereof has failed

1 or refused to do so, it shall enter an order granting appropriate
2 relief.

3 **Sec. 7111.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
4 s 23 are each amended to read as follows:

5 ~~((1) The executed certificate of formation or any other record~~
6 ~~required to be filed pursuant to this chapter must be delivered to~~
7 ~~the secretary of state. If the secretary of state determines that the~~
8 ~~records conform to the filing provisions of this chapter, he or she~~
9 ~~shall, when all required filing fees have been paid:~~

10 ~~(a) Endorse on each executed record the word "filed" and the date~~
11 ~~of its acceptance for filing;~~

12 ~~(b) Retain the executed record in the secretary of state's files;~~
13 ~~and~~

14 ~~(c) Return a copy to the person who filed it or the person's~~
15 ~~representative.~~

16 ~~(2) If the secretary of state is unable to make the determination~~
17 ~~required for filing by subsection (1) of this section at the time any~~
18 ~~records are delivered for filing, the records are deemed to have been~~
19 ~~filed at the time of delivery if the secretary of state subsequently~~
20 ~~determines that the records as delivered conform to the filing~~
21 ~~provisions of this chapter.~~

22 ~~(3) If the filing and determination requirements of this chapter~~
23 ~~are not satisfied completely, the records must not be filed.~~

24 ~~(4) Upon the filing of a certificate of amendment, judicial~~
25 ~~decree of amendment, or restated certificate in the office of the~~
26 ~~secretary of state, or upon the future effective date or time of a~~
27 ~~certificate of amendment, judicial decree thereof, or restated~~
28 ~~certificate, as provided for therein, the certificate of formation is~~
29 ~~amended or restated as set forth therein.)) Section 1206 of this act~~
30 ~~governs the secretary of state's duty to file records delivered to~~
31 ~~the secretary of state for filing, the manner and effect of filing,~~
32 ~~and procedures that apply when the secretary of state refuses to file~~
33 ~~a record.~~

34 **Sec. 7112.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
35 s 24 are each amended to read as follows:

36 ~~((1)) Each domestic limited liability company ((~~must deliver to~~~~
37 ~~the secretary of state for filing both initial and annual reports)),~~
38 and each foreign limited liability company authorized to transact

1 business in this state, must deliver to the secretary of state for
2 filing initial and annual reports(, ~~that set forth:~~

3 ~~(a) The name of the limited liability company and the state,~~
4 ~~country, or other jurisdiction under whose law it is formed;~~

5 ~~(b) The street address of its registered office and the name of~~
6 ~~its registered agent at that office in this state;~~

7 ~~(c) The address of its principal office;~~

8 ~~(d) The names and addresses of the limited liability company's~~
9 ~~members, or if the management of the limited liability company is~~
10 ~~vested in a manager or managers, then the name and address of its~~
11 ~~manager or managers; and~~

12 ~~(e) A brief description of the nature of its business.~~

13 ~~(2) Information in an initial report or an annual report must be~~
14 ~~current as of the date the report is executed on behalf of the~~
15 ~~limited liability company.~~

16 ~~(3) A limited liability company's initial report must be~~
17 ~~delivered to the secretary of state within one hundred twenty days of~~
18 ~~the date on which a limited liability company's certificate of~~
19 ~~formation was filed. Subsequent annual reports must be delivered to~~
20 ~~the secretary of state on a date determined by the secretary of~~
21 ~~state, and at such additional times as the limited liability company~~
22 ~~elects.~~

23 ~~(4) The secretary of state may allow a limited liability company~~
24 ~~to file an initial or annual report through electronic means. If~~
25 ~~allowed, the secretary of state shall adopt rules detailing the~~
26 ~~circumstances under which the electronic filing of such reports is~~
27 ~~permitted and how such reports may be filed.~~

28 ~~(5) Each domestic limited liability company and foreign limited~~
29 ~~liability company authorized to transact business in this state must~~
30 ~~pay its annual license fee and any applicable penalty fees to the~~
31 ~~secretary of state at the time such limited liability company is~~
32 ~~required to file its initial or annual report with the secretary of~~
33 ~~state)) in accordance with section 1212 of this act.~~

34 **Sec. 7113.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
35 s 51 are each amended to read as follows:

36 A limited liability company is dissolved and its affairs must be
37 wound up upon the first to occur of the following:

38 (1) The dissolution date, if any, specified in the certificate of
39 formation. If a dissolution date is specified in the certificate of

1 formation, the certificate of formation may be amended and the date
2 of dissolution of the limited liability company may be extended by
3 vote of all the members;

4 (2) The happening of events specified in a limited liability
5 company agreement;

6 (3) The written consent of all members;

7 (4) Ninety days following an event of dissociation of the last
8 remaining member, unless those having the rights of transferees in
9 the limited liability company under RCW 25.15.---(1) (section 28,
10 chapter (Senate Bill No. 5030), Laws of 2015) have, by the
11 ninetieth day, voted to admit one or more members, voting as though
12 they were members, and in the manner set forth in RCW 25.15.---(1)
13 (section 26, chapter (Senate Bill No. 5030), Laws of 2015);

14 (5) The entry of a decree of judicial dissolution under RCW
15 25.15.--- (section 53, chapter (Senate Bill No. 5030), Laws of
16 2015); or

17 (6) The administrative dissolution of the limited liability
18 company by the secretary of state under ((~~RCW 25.15.---(2) (section~~
19 ~~55, chapter (Senate Bill No. 5030), Laws of 2015~~)) section
20 1603 of this act, unless the limited liability company is reinstated
21 by the secretary of state under ((~~RCW 25.15.--- (section 56,~~
22 ~~chapter (Senate Bill No. 5030), Laws of 2015~~)) section 1604 of
23 this act.

24 **Sec. 7114.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
25 s 54 are each amended to read as follows:

26 The secretary of state may commence a proceeding ((~~under RCW~~
27 ~~25.15.--- (section 55, chapter (Senate Bill No. 5030), Laws of~~
28 ~~2015~~)) to administratively dissolve a limited liability company
29 ((~~if:~~

30 ~~(1) The limited liability company does not pay any license fees~~
31 ~~or penalties imposed by this chapter when they become due;~~

32 ~~(2) The limited liability company does not deliver its completed~~
33 ~~initial report or annual report to the secretary of state when it is~~
34 ~~due; or~~

35 ~~(3) The limited liability company is without a registered agent~~
36 ~~or registered office in this state for sixty days or more)) under the
37 circumstances and procedures provided in part I, Article 6 of this
38 act.~~

1 **Sec. 7115.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
2 s 56 are each amended to read as follows:

3 ~~((1))~~ A limited liability company that has been
4 administratively dissolved under ~~((RCW 25.15.--- (section 55,~~
5 ~~chapter (Senate Bill No. 5030), Laws of 2015))~~ section 1603 of
6 this act may apply to the secretary of state for reinstatement
7 ~~((within five years after the effective date of dissolution. The~~
8 ~~application must be delivered to the secretary of state for filing~~
9 ~~and state:~~

10 ~~(a) The name of the limited liability company and the effective~~
11 ~~date of its administrative dissolution;~~

12 ~~(b) That the ground or grounds for dissolution either did not~~
13 ~~exist or have been eliminated; and~~

14 ~~(c) That the limited liability company's name satisfies the~~
15 ~~requirements of RCW 25.15.--- (section 3, chapter (Senate Bill~~
16 ~~No. 5030), Laws of 2015).~~

17 ~~(2) A limited liability company seeking reinstatement must pay~~
18 ~~the full amount of all license fees that would have been due for the~~
19 ~~years of the period of administrative dissolution had the limited~~
20 ~~liability company not been dissolved, plus all penalties established~~
21 ~~by law or by the secretary of state by rule, and the license fee for~~
22 ~~the year of reinstatement.~~

23 ~~(3) If the secretary of state determines that an application~~
24 ~~contains the information required by subsection (1) of this section~~
25 ~~and that the name is available, and that all fees and penalties~~
26 ~~required by subsection (2) of this section have been paid, the~~
27 ~~secretary of state shall reinstate the limited liability company and~~
28 ~~give the limited liability company written notice, as provided in RCW~~
29 ~~25.15.---(1) (section 55, chapter (Senate Bill No. 5030), Laws~~
30 ~~of 2015), of the reinstatement that recites the effective date of~~
31 ~~reinstatement. If the name is not available, the limited liability~~
32 ~~company must file with its application for reinstatement an amendment~~
33 ~~to its certificate of formation reflecting a change of name.~~

34 ~~(4) When reinstatement and revocation of any certificate of~~
35 ~~dissolution become effective, they relate back to and take effect as~~
36 ~~of the effective date of the administrative dissolution and the~~
37 ~~limited liability company may resume carrying on its activities as if~~
38 ~~the administrative dissolution had never occurred))~~ in accordance
39 with section 1604 of this act.

1 **Sec. 7116.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
2 s 57 are each amended to read as follows:

3 (1) A limited liability company dissolved under RCW 25.15.--- (2)
4 or (3) (section 51, chapter (Senate Bill No. 5030), Laws of
5 2015) may revoke its dissolution in accordance with this section at
6 any time, except that a limited liability company that has filed a
7 certificate of dissolution may not revoke its dissolution under this
8 section more than one hundred twenty days after the filing of its
9 certificate of dissolution.

10 (2)(a) Except as provided in (b) of this subsection, revocation
11 of dissolution must be approved in the same manner as the dissolution
12 was approved unless that approval permitted revocation in some other
13 manner, in which event the dissolution may be revoked in the manner
14 permitted.

15 (b) If dissolution occurred upon the happening of events
16 specified in the limited liability company agreement, revocation of
17 dissolution must be approved in the manner necessary to amend the
18 provisions of the limited liability company agreement specifying the
19 events of dissolution.

20 (3) A limited liability company that has filed a certificate of
21 dissolution may, at any time after revocation of its dissolution has
22 been approved but not more than one hundred twenty days after the
23 filing of its certificate of dissolution, revoke the dissolution by
24 delivering to the secretary of state for filing a certificate of
25 revocation of dissolution that sets forth:

26 (a) The name of the limited liability company and a statement
27 that the name satisfies the requirements of (~~RCW 25.15.--- (section~~
28 ~~3, chapter (Senate Bill No. 5030), Laws of 2015)) part I,
29 Article 3 of this act; if the name is not available, the limited
30 liability company must ((file)) deliver to the secretary of state for
31 filing a certificate of amendment changing its name with the
32 certificate of revocation of dissolution;~~

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

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

35 (d) A statement that the revocation was approved in the manner
36 required by subsection (2) of this section.

37 (4) If a limited liability company has not filed a certificate of
38 dissolution, revocation of dissolution becomes effective upon
39 approval of the revocation as provided in subsection (2) of this
40 section. If a limited liability company has filed a certificate of

1 dissolution, revocation of dissolution becomes effective upon the
2 filing of a certificate of revocation of dissolution. The filing of a
3 certificate of revocation of dissolution automatically revokes any
4 certificate of dissolution previously filed with respect to the
5 limited liability company.

6 (5) Revocation of dissolution relates back to and takes effect as
7 of the effective date of the dissolution and the limited liability
8 company may resume carrying on its activities as if the dissolution
9 had never occurred.

10 **Sec. 7117.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
11 s 62 are each amended to read as follows:

12 ~~((1) Subject to the Constitution of the state of Washington:~~

13 ~~(a) The laws of the state, territory, possession, or other~~
14 ~~jurisdiction or country under which a foreign limited liability~~
15 ~~company is organized govern its organization and internal affairs and~~
16 ~~the liability of its members and managers; and~~

17 ~~(b) A foreign limited liability company may not be denied~~
18 ~~registration by reason of any difference between those laws and the~~
19 ~~laws of this state.~~

20 ~~(2) A foreign limited liability company and its members and~~
21 ~~managers doing business in this state submit to personal jurisdiction~~
22 ~~of the courts of this state.)) A foreign limited liability company~~
23 ~~registered to do business in this state is subject to section 1501 of~~
24 ~~this act relating to the effect of registration and the governing law~~
25 ~~for registered foreign limited liability companies.~~

26 **Sec. 7118.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
27 s 63 are each amended to read as follows:

28 Before doing business in this state, a foreign limited liability
29 company must register with the secretary of state in accordance with
30 part I, Article 5 of this act. ~~((In order to register, a foreign~~
31 ~~limited liability company must submit to the secretary of state an~~
32 ~~application for registration as a foreign limited liability company~~
33 ~~executed by any member or manager of the foreign limited liability~~
34 ~~company, setting forth:~~

35 ~~(1) The name of the foreign limited liability company and, if~~
36 ~~different, the name under which it proposes to register and do~~
37 ~~business in this state;~~

1 ~~(2) The state, territory, possession, or other jurisdiction or~~
2 ~~country where formed, the date of its formation, and a duly~~
3 ~~authenticated statement from the secretary of state or other official~~
4 ~~having custody of limited liability company records in the~~
5 ~~jurisdiction under whose law it was formed, that as of the date of~~
6 ~~filing the foreign limited liability company validly exists as a~~
7 ~~limited liability company under the laws of the jurisdiction of its~~
8 ~~formation;~~

9 ~~(3) The nature of the business or purposes to be conducted or~~
10 ~~promoted in this state;~~

11 ~~(4) The address of the registered office and the name and address~~
12 ~~of the registered agent for service of process required to be~~
13 ~~maintained by RCW 25.15.---(2) (section 65, chapter (Senate~~
14 ~~Bill No. 5030), Laws of 2015);~~

15 ~~(5) The address of the principal office of the foreign limited~~
16 ~~liability company;~~

17 ~~(6) The names and addresses of the foreign limited liability~~
18 ~~company's members, or if the management of the foreign limited~~
19 ~~liability company is vested in a manager or managers, then the name~~
20 ~~and address of its manager or managers;~~

21 ~~(7) A statement that the secretary of state is appointed the~~
22 ~~agent of the foreign limited liability company for service of process~~
23 ~~under the circumstances set forth in RCW 25.15.---(2) (section 71,~~
24 ~~chapter (Senate Bill No. 5030), Laws of 2015); and~~

25 ~~(8) The date on which the foreign limited liability company first~~
26 ~~did, or intends to do, business in this state.))~~

27 **Sec. 7119.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
28 s 65 are each amended to read as follows:

29 (1) A foreign limited liability company may register with the
30 secretary of state under any name that (~~includes the words "Limited~~
31 ~~Liability Company," the words "Limited Liability" and the~~
32 ~~abbreviation "Co.," or the abbreviation "L.L.C." or "LLC" and that~~
33 ~~could be registered by a domestic limited liability company. A~~
34 ~~foreign limited liability company may apply to the secretary of state~~
35 ~~for authorization to use a name which is not distinguishable upon the~~
36 ~~records of the office of the secretary of state from the names~~
37 ~~described in RCW 23B.04.010 and 25.10.061, and the names of any~~
38 ~~domestic or foreign limited liability company reserved, registered,~~
39 ~~or formed under the laws of this state. The secretary of state must~~

1 ~~authorize use of the name applied for if the other corporation,~~
2 ~~limited liability company, limited liability partnership, or limited~~
3 ~~partnership consents in writing to the use and files with the~~
4 ~~secretary of state documents necessary to change its name, or the~~
5 ~~name reserved or registered to a name that is distinguishable upon~~
6 ~~the records of the secretary of state from the name of the applying~~
7 ~~foreign limited liability company)) complies with section 1506 of
8 this act and part I, Article 3 of this act.~~

9 (2) Each foreign limited liability company must continuously
10 maintain in this state((+)

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

23 (b) ~~A registered agent for service of process on the foreign~~
24 ~~limited liability company, which agent may be either an individual~~
25 ~~resident of this state whose business office is identical with the~~
26 ~~foreign limited liability company's registered office, or a domestic~~
27 ~~corporation, a limited partnership, or limited liability company, or~~
28 ~~a foreign corporation authorized to do business in this state having~~
29 ~~a business office identical with such registered office; and~~

30 (c) ~~A registered agent who must not be appointed without having~~
31 ~~given prior written consent to the appointment. The written consent~~
32 ~~shall be filed with the secretary of state in such form as the~~
33 ~~secretary may prescribe. The written consent must be filed with or as~~
34 ~~a part of the document first appointing a registered agent. In the~~
35 ~~event any individual, limited liability company, limited partnership,~~
36 ~~or corporation has been appointed agent without consent, that person~~
37 ~~or corporation may file a notarized statement attesting to that fact,~~
38 ~~and the name must be removed from the records of the secretary of~~
39 ~~state)) a registered agent in accordance with part I, Article 4 of
40 this act.~~

1 (3) A foreign limited liability company may change its
2 (~~registered office or~~) registered agent by delivering to the
3 secretary of state for filing a statement of change (~~that sets~~
4 ~~forth:~~

5 ~~(a) The name of the foreign limited liability company;~~

6 ~~(b) If the current registered office is to be changed, the street~~
7 ~~address of the new registered office in accordance with subsection~~
8 ~~(2)(a) of this section;~~

9 ~~(c) If the current registered agent is to be changed, the name of~~
10 ~~the new registered agent and the new agent's written consent, either~~
11 ~~on the statement or attached to it, to the appointment; and~~

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

16 (4) (~~If~~) A registered agent (changes the street address of the
17 agent's business office, the registered agent may change the street
18 address of the registered office of any foreign limited liability
19 company for which the agent is the registered agent by notifying the
20 foreign limited liability company in writing of the change and
21 executing, either manually or in facsimile, and delivering to the
22 secretary of state for filing a statement that complies with the
23 requirements of subsection (3) of this section and recites that the
24 foreign limited liability company has been notified of the change))
25 of a foreign limited liability company may change its information on
26 file with the secretary of state in accordance with section 1408 or
27 1409 of this act.

28 (5) A registered agent of any foreign limited liability company
29 may resign as agent by executing and delivering to the secretary of
30 state for filing a statement (~~that the registered office is also~~
31 ~~discontinued. After filing the statement the secretary of state must~~
32 ~~mail a copy of the statement to the foreign limited liability company~~
33 ~~at its principal office shown in its application for certificate of~~
34 ~~registration if no annual report has been filed. The agency~~
35 ~~appointment is terminated, and the registered office discontinued if~~
36 ~~so provided, on the thirty first day after the date on which the~~
37 ~~statement was filed)) of resignation in accordance with section 1410~~
38 ~~of this act.~~

1 **Sec. 7120.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
2 s 66 are each amended to read as follows:

3 ~~((If any statement in the application for registration of a
4 foreign limited liability company was false when made or any
5 arrangements or other facts described have changed, making the
6 application false in any respect, the foreign limited liability
7 company must promptly file in the office of the secretary of state a
8 certificate, executed by any member or manager, correcting such
9 statement.))~~ A registered foreign limited liability company must
10 amend its foreign registration statement under the circumstances
11 provided in section 1504 of this act.

12 **Sec. 7121.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
13 s 67 are each amended to read as follows:

14 ~~((1))~~ A foreign limited liability company may ~~((cancel))~~
15 withdraw its registration by ~~((filing with))~~ delivering to the
16 secretary of state for filing a ~~((certificate of cancellation,
17 executed by any member or manager. A cancellation does not terminate
18 the authority of the secretary of state to accept service of process
19 on the foreign limited liability company with respect to causes of
20 action arising out of the doing of business in this state.~~

21 ~~(2) The certificate of cancellation must set forth:~~

22 ~~(a) The name of the foreign limited liability company;~~

23 ~~(b) The date of filing of its certificate of registration;~~

24 ~~(c) The reason for filing the certificate of cancellation;~~

25 ~~(d) The future effective date, not later than the ninetieth day
26 after the date it is filed, of cancellation if it is not to be
27 effective upon filing of the certificate;~~

28 ~~(e) The address to which service of process may be forwarded; and~~

29 ~~(f) Any other information the person filing the certificate of
30 cancellation desires.))~~ statement of withdrawal in accordance with
31 section 1507 of this act.

32 **Sec. 7122.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
33 s 68 are each amended to read as follows:

34 ~~((1))~~ A foreign limited liability company doing business in
35 this state ~~((may not maintain any action, suit, or proceeding in this
36 state until it has registered in this state and has paid to this
37 state all fees and penalties for the years or parts thereof, during
38 which it did business in this state without having registered.~~

1 ~~(2) Neither the failure of a foreign limited liability company to~~
2 ~~register in this state nor the issuance of a certificate of~~
3 ~~cancellation with respect to a foreign limited liability company's~~
4 ~~registration in this state impairs:~~

5 ~~(a) The validity of any contract or act of the foreign limited~~
6 ~~liability company;~~

7 ~~(b) The right of any other party to the contract to maintain any~~
8 ~~action, suit, or proceeding on the contract; or~~

9 ~~(c) The foreign limited liability company from defending any~~
10 ~~action, suit, or proceeding in any court of this state.~~

11 ~~(3) A member or a manager of a foreign limited liability company~~
12 ~~is not liable for the obligations of the foreign limited liability~~
13 ~~company solely by reason of the limited liability company's having~~
14 ~~done business in this state without registration)) without~~
15 ~~registering with the secretary of state is subject to section 1502 of~~
16 ~~this act.~~

17 **Sec. 7123.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
18 s 69 are each amended to read as follows:

19 ~~((The superior courts have jurisdiction to enjoin any foreign~~
20 ~~limited liability company, or any agent thereof, from doing any~~
21 ~~business in this state if such foreign limited liability company has~~
22 ~~failed to register under this article or if such foreign limited~~
23 ~~liability company has secured a certificate of registration from the~~
24 ~~secretary of state under RCW 25.15.--- (section 64, chapter
25 ~~(Senate Bill No. 5030), Laws of 2015) on the basis of false or~~
26 ~~misleading representations. The secretary of state must, upon the~~
27 ~~secretary's own motion or upon the relation of proper parties,~~
28 ~~proceed for this purpose by complaint in any county in which such~~
29 ~~foreign limited liability company is doing or has done business.)) A~~
30 ~~foreign limited liability company may be enjoined from doing business~~
31 ~~in this state under section 1512 of this act.~~~~

32 **Sec. 7124.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
33 s 70 are each amended to read as follows:

34 ~~((1) The following activities, among others,)) A nonexhaustive~~
35 ~~list of activities that do not constitute transacting business~~
36 ~~((within the meaning of this article:~~

1 ~~(a) Maintaining or defending any action or suit or any~~
2 ~~administrative or arbitration proceeding, or effecting the settlement~~
3 ~~thereof or the settlement of claims or disputes;~~

4 ~~(b) Holding meetings of the members, or managers if any, or~~
5 ~~carrying on other activities concerning internal limited liability~~
6 ~~company affairs;~~

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

10 ~~(d) Maintaining offices or agencies for the transfer, exchange,~~
11 ~~and registration of the foreign limited liability company's own~~
12 ~~securities or interests or maintaining trustees or depositaries with~~
13 ~~respect to those securities or interests;~~

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

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

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

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

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

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

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

29 ~~(l) Owning a controlling interest in a corporation or a foreign~~
30 ~~corporation that transacts business within this state;~~

31 ~~(m) Participating as a limited partner of a domestic or foreign~~
32 ~~limited partnership that transacts business within this state; or~~

33 ~~(n) Participating as a member or a manager of a domestic or~~
34 ~~foreign limited liability company that transacts business within this~~
35 ~~state.~~

36 ~~(2) The list of activities in subsection (1) of this section is~~
37 ~~not exhaustive)) in this state is provided in section 1505 of this~~
38 ~~act.~~

1 **Sec. 7125.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
2 s 71 are each amended to read as follows:

3 ~~((1) A foreign limited liability company's registered agent is~~
4 ~~its agent for))~~ Service of process, notice, or demand required or
5 permitted by law to be served on the foreign limited liability
6 company may be made in accordance with section 1411 of this act.

7 ~~((2) The secretary of state is an agent of a foreign limited~~
8 ~~liability company upon whom any such process, notice, or demand may~~
9 ~~be served if:~~

10 ~~(a) The foreign limited liability company fails to appoint or~~
11 ~~maintain a registered agent in this state; or~~

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

14 ~~(3) Service on the secretary of state of any such process,~~
15 ~~notice, or demand is made by delivering to and leaving with the~~
16 ~~secretary of state, or with any duly authorized clerk of the~~
17 ~~secretary of state's office, the process, notice, or demand. In the~~
18 ~~event any such process, notice, or demand is served on the secretary~~
19 ~~of state, the secretary of state must immediately cause a copy~~
20 ~~thereof to be forwarded by certified mail, addressed to the foreign~~
21 ~~limited liability company at the address of its principal office as~~
22 ~~it appears on the records of the secretary of state. Any service so~~
23 ~~had on the secretary of state is returnable in not less than thirty~~
24 ~~days.~~

25 ~~(4) The secretary of state must keep a record of all processes,~~
26 ~~notices, and demands served upon the secretary of state under this~~
27 ~~section, and must record the time of such service and the secretary~~
28 ~~of state's action with reference thereto.~~

29 ~~(5) This section does not limit or affect the right to serve any~~
30 ~~process, notice, or demand required or permitted by law to be served~~
31 ~~upon a foreign limited liability company in any other manner now or~~
32 ~~hereafter permitted by law.))~~

33 **Sec. 7126.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
34 s 72 are each amended to read as follows:

35 ~~((1))~~ Any foreign limited liability company which does business
36 in this state without having registered under ~~((RCW 25.15.---~~
37 ~~(section 63, chapter (Senate Bill No. 5030), Laws of 2015))~~
38 part I, Article 5 of this act has thereby ~~((appointed and constituted~~
39 ~~the secretary of state its agent for the acceptance))~~ consented to

1 service of legal process in accordance with section 1411 of this act
2 in any civil action, suit, or proceeding against it in any state or
3 federal court in this state arising or growing out of any business
4 done by it within this state. The doing of business in this state by
5 such foreign limited liability company is a signification of the
6 agreement of such foreign limited liability company that any such
7 process when so served is of the same legal force and validity as if
8 served upon a registered agent personally within this state.

9 ~~((2) In the event of service upon the secretary of state in
10 accordance with subsection (1) of this section, the secretary of
11 state must notify the foreign limited liability company thereof by
12 letter, certified mail, return receipt requested, directed to the
13 foreign limited liability company at the address furnished to the
14 secretary of state by the plaintiff in such action, suit, or
15 proceeding. Such letter must enclose a copy of the process and any
16 other papers served upon the secretary of state. It is the duty of
17 the plaintiff in the event of such service to serve process and any
18 other papers in duplicate and to notify the secretary of state that
19 service is being made pursuant to this subsection.))~~

20 **Sec. 7127.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
21 s 73 are each amended to read as follows:

22 The secretary of state may ~~((commence a proceeding under RCW
23 25.15.--- (section 74, chapter (Senate Bill No. 5030), Laws of
24 2015) to revoke))~~ terminate the registration of a foreign limited
25 liability company ~~((authorized to transact business))~~ registered in
26 this state ~~((if:~~

27 ~~(1) The foreign limited liability company does not pay any
28 license fees or penalties imposed by this chapter when they become
29 due;~~

30 ~~(2) The foreign limited liability company does not deliver its
31 completed annual report to the secretary of state when it is due;~~

32 ~~(3) The foreign limited liability company is without a registered
33 agent or registered office in this state for sixty days or more; or~~

34 ~~(4) The secretary of state receives a duly authenticated
35 certificate from the secretary of state or other official having
36 custody of limited liability company records in the jurisdiction
37 under which the foreign limited liability company was organized
38 stating that the foreign limited liability company has been dissolved~~

1 ~~or its certificate or articles of formation canceled))~~ under the
2 circumstances and procedures specified in section 1511 of this act.

3 **Sec. 7128.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
4 s 82 are each amended to read as follows:

5 (1) After each constituent organization has approved a merger,
6 articles of merger must be executed on behalf of each constituent
7 organization by an authorized representative.

8 (2) The articles of merger must include:

9 (a) The name and form of each constituent organization and the
10 jurisdiction of its governing statute;

11 (b) The name and form of the surviving organization and the
12 jurisdiction of its governing statute;

13 (c) The date the merger is effective under the governing statute
14 of the surviving organization;

15 (d) Any amendments provided for in the plan of merger for the
16 organizational document that created the surviving organization;

17 (e) A statement as to each constituent organization that the
18 merger was approved as required by the organization's governing
19 statute;

20 (f) If the surviving organization is a foreign organization not
21 (~~authorized~~) registered to transact business in this state, the
22 street and mailing address of (~~an office that the secretary of state~~
23 ~~may use~~) the surviving organization's principal office for the
24 purposes of (~~RCW 25.15.--- (3) (section 83, chapter (Senate~~
25 ~~Bill No. 5030), Laws of 2015~~)) service of process under section 1411
26 of this act; and

27 (g) Any additional information required by the governing statute
28 of any constituent organization.

29 (3) The surviving organization must deliver the articles of
30 merger for filing in the office of the secretary of state.

31 (4) The effective time of a merger is:

32 (a) If the surviving organization is a limited liability company,
33 upon the later of:

34 (i) Filing of the articles of merger in the office of the
35 secretary of state; or

36 (ii) Subject to subsection (5) of this section, as specified in
37 the articles of merger; or

1 (b) If the surviving organization is not a limited liability
2 company, as provided by the governing statute of the surviving
3 organization.

4 (5) If the articles of merger do not specify a delayed effective
5 date, the articles of merger become effective upon filing as provided
6 in section 1203 of this act. (~~(If)) The articles of merger may~~
7 ~~specify a delayed effective time and date(, the articles of merger~~
8 ~~become effective at the time and date specified. If the articles of~~
9 ~~merger specify a delayed effective date but no time is specified, the~~
10 ~~articles of merger are effective at the close of business on that~~
11 ~~date. A delayed effective date for articles of merger may not be~~
12 ~~later than the ninetieth day after the date they are filed)) in~~
13 accordance with section 1203 of this act.

14 **Sec. 7129.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
15 s 83 are each amended to read as follows:

16 (1) When a merger becomes effective:

17 (a) The surviving organization continues;

18 (b) Each constituent organization that merges into the surviving
19 organization ceases to exist as a separate entity;

20 (c) The title to all real estate and other property owned by each
21 constituent organization is vested in the surviving organization
22 without reversion or impairment;

23 (d) The surviving organization has all liabilities of each
24 constituent organization;

25 (e) A proceeding pending by or against any constituent
26 organization may be continued as if the merger did not occur or the
27 surviving organization may be substituted in the proceeding for the
28 constituent organization whose existence ceased;

29 (f) Except as prohibited by other law, all of the rights,
30 privileges, immunities, powers, and purposes of each constituent
31 organization that ceases to exist vest in the surviving organization;

32 (g) Except as otherwise provided in the plan of merger, the terms
33 and conditions of the plan of merger take effect;

34 (h) The organizational documents of the surviving organization
35 are amended to the extent provided in the articles of merger; and

36 (i) The former holders of interests of every constituent limited
37 liability company are entitled only to the rights provided in the
38 plan of merger and to their rights under article XII of this chapter.

1 (2) A merger of a limited liability company, including a limited
2 liability company which is not the surviving organization in the
3 merger, does not require the limited liability company to wind up its
4 affairs under RCW 25.15.--- (section 58, chapter (Senate Bill
5 No. 5030), Laws of 2015) or pay its liabilities and distribute its
6 assets under RCW 25.15.--- (section 60, chapter (Senate Bill
7 No. 5030), Laws of 2015).

8 (3) A surviving organization that is a foreign organization
9 consents to the jurisdiction of the courts of this state to enforce
10 any obligation owed by a constituent organization, if before the
11 merger the constituent organization was subject to suit in this state
12 on the obligation. A surviving organization that is a foreign
13 organization and not (~~authorized~~) registered to transact business
14 in this state (~~appoints the secretary of state as its agent for~~
15 ~~service of~~) may be served with process pursuant to section 1411 of
16 this act for the purposes of enforcing an obligation under this
17 subsection. (~~Service on the secretary of state under this subsection~~
18 ~~is made in the same manner and with the same consequences as in RCW~~
19 ~~25.15.---(3) (section 7, chapter (Senate Bill No. 5030), Laws~~
20 ~~of 2015).)~~)

21 **Sec. 7130.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
22 s 86 are each amended to read as follows:

23 (1) After a plan of conversion is approved, the converting
24 organization must make one of the following filings to complete the
25 conversion:

26 (a) A converting limited liability company must deliver to the
27 secretary of state for filing articles of conversion, which must
28 include:

29 (i) A statement that the limited liability company has been
30 converted into another organization;

31 (ii) The name and form of the converted organization and the
32 jurisdiction of its governing statute;

33 (iii) The date the conversion is effective under the governing
34 statute of the converted organization;

35 (iv) A statement that the conversion was approved as required by
36 this chapter;

37 (v) A statement that the conversion was approved as required by
38 the governing statute of the converted organization; and

1 (vi) If the converted organization is a foreign organization not
2 ((authorized)) registered to transact business in this state, the
3 street and mailing address of ((an office that the secretary of state
4 may use)) the converted organization's principal office for the
5 purposes of ((RCW 25.15.---(3) (section 87, chapter (Senate
6 Bill No. 5030), Laws of 2015)) service of process under section 1411
7 of this act; or

8 (b) A converting organization that is not a limited liability
9 company must deliver to the secretary of state for filing a
10 certificate of formation, together with articles of conversion, which
11 must include:

12 (i) A statement that the limited liability company was converted
13 from another organization;

14 (ii) The name and form of the converting organization and the
15 jurisdiction of its governing statute; and

16 (iii) A statement that the conversion was approved in a manner
17 that complied with the converting organization's governing statute.

18 (2) The effective time of a conversion is either:

19 (a) If the converted organization is a limited liability company,
20 when the certificate of formation takes effect; or

21 (b) If the converted organization is not a limited liability
22 company, as provided by the governing statute of the converted
23 organization.

24 (3) If the certificate of formation filed pursuant to this
25 section does not specify a delayed effective date, it becomes
26 effective upon filing as provided in section 1203 of this act. ((If))
27 The certificate of formation ((specifies)) may specify a delayed
28 effective time and date((, the certificate of formation becomes
29 effective at the time and date specified. If the certificate of
30 formation specifies a delayed effective date but no time is
31 specified, the certificate of formation is effective at the close of
32 business on that date. A delayed effective date for a certificate of
33 formation may not be later than the ninetieth day after the date it
34 is filed)) in accordance with section 1203 of this act.

35 **Sec. 7131.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
36 s 87 are each amended to read as follows:

37 (1) An organization that has been converted pursuant to this
38 article is for all purposes the same entity that existed before the
39 conversion.

1 (2) When a conversion takes effect:

2 (a) The title to all real estate and other property owned by the
3 converting organization remains vested in the converted organization
4 without reversion or impairment;

5 (b) All debts, liabilities, and other obligations of the
6 converting organization continue as obligations of the converted
7 organization;

8 (c) An action or proceeding pending by or against the converting
9 organization may be continued as if the conversion had not occurred;

10 (d) Except as prohibited by other law, all of the rights,
11 privileges, immunities, powers, and purposes of the converting
12 organization remain vested in the converted organization;

13 (e) Except as otherwise provided in the plan of conversion, the
14 terms and conditions of the plan of conversion take effect; and

15 (f) Except as otherwise agreed, the conversion does not dissolve
16 a converting limited liability company for the purposes of article
17 VIII of this chapter.

18 (3) A converted organization that is a foreign organization
19 consents to the jurisdiction of the courts of this state to enforce
20 any obligation owed by the converting limited liability company, if
21 before the conversion the converting limited liability company was
22 subject to suit in this state on the obligation. A converted
23 organization that is a foreign organization and not ~~((authorized))~~
24 registered to transact business in this state ~~((appoints—the~~
25 ~~secretary of state as its agent for service of))~~ may be served with
26 process in accordance with section 1411 of this act for purposes of
27 enforcing an obligation under this subsection. ~~((Service on the~~
28 ~~secretary of state under this subsection is made in the same manner~~
29 ~~and with the same consequences as in RCW 25.15.—(3) (section 7,~~
30 ~~chapter~~ (Senate Bill No. 5030), Laws of 2015).))

31 **Sec. 7132.** RCW 25.15.--- and 2015 c (Senate Bill No. 5030)
32 s 102 are each amended to read as follows:

33 ~~((1) The secretary of state must adopt rules establishing fees~~
34 ~~which are charged and collected for:~~

35 ~~(a) Filing of a certificate of formation, certificate of~~
36 ~~amendment, or restated certificate of formation for a domestic~~
37 ~~limited liability company;~~

1 ~~(b) Filing of an application for registration, or a certificate~~
2 ~~correcting any statement in an application for registration, of a~~
3 ~~foreign limited liability company;~~

4 ~~(c) Filing of articles of merger or articles of conversion for a~~
5 ~~domestic limited liability company;~~

6 ~~(d) Filing of a certificate of dissolution for a domestic limited~~
7 ~~liability company;~~

8 ~~(e) Filing of a certificate of revocation of dissolution for a~~
9 ~~domestic limited liability company;~~

10 ~~(f) Filing of an application for reinstatement of a domestic~~
11 ~~limited liability company;~~

12 ~~(g) Filing of a certificate of cancellation for a foreign limited~~
13 ~~liability company;~~

14 ~~(h) Filing of an application to reserve, register, or transfer a~~
15 ~~foreign or domestic limited liability company name;~~

16 ~~(i) Filing of any other certificate, statement, or report~~
17 ~~authorized or permitted to be filed;~~

18 ~~(j) Copies, certified copies, certificates, service of process~~
19 ~~filings, and expedited filings or other special services; and~~

20 ~~(k) The initial and annual report for a limited liability~~
21 ~~company, or the annual report for a foreign limited liability~~
22 ~~company, and any related penalties.~~

23 ~~(2) In the establishment of a fee schedule, the secretary of~~
24 ~~state must, insofar as is possible and reasonable, be guided by the~~
25 ~~fee schedule provided for corporations governed by Title 23B RCW.~~
26 ~~Fees for copies, certified copies, certificates of record, and~~
27 ~~service of process filings must be as provided for in RCW 23B.01.220.~~

28 ~~(3) All fees collected by the secretary of state must be~~
29 ~~deposited with the state treasurer pursuant to law.) Limited~~
30 ~~liability companies are subject to the applicable fees, charges, and~~
31 ~~penalties established by the secretary of state under section 1213 of~~
32 ~~this act and RCW 43.07.120.~~

33 NEW SECTION. Sec. 7133. The following acts or parts of acts are
34 each repealed:

35 (1) RCW 25.15.--- and 2015 c (Senate Bill No. 5030) s 2;

36 (2) RCW 25.15.--- and 2015 c (Senate Bill No. 5030) s 55;

37 (3) RCW 25.15.--- and 2015 c (Senate Bill No. 5030) s 64;

38 and

39 (4) RCW 25.15.--- and 2015 c (Senate Bill No. 5030) s 74.

PART VIII

SECRETARY OF STATE REVISIONS

1
2
3 **Sec. 8101.** RCW 43.07.120 and 2010 1st sp.s. c 29 s 6 are each
4 amended to read as follows:

5 (1) The secretary of state must establish by rule and collect the
6 fees in this subsection:

7 (a) For a copy of any law, resolution, record, or other document
8 or paper on file in the secretary's office;

9 (b) For any certificate under seal;

10 (c) For filing and recording trademark;

11 (d) For each deed or patent of land issued by the governor;

12 (e) For recording miscellaneous records, papers, or other
13 documents.

14 (2) The secretary of state may adopt rules under chapter 34.05
15 RCW establishing reasonable fees for the following services rendered
16 under chapter 23.--- RCW (the new chapter created in section 1801 of
17 this act), Title 23B RCW, chapter 18.100, 19.09, 19.34, 19.77, 23.86,
18 23.90, 24.03, 24.06, 24.12, 24.20, 24.24, 24.28, 24.36, 25.04, 25.15,
19 25.10, 25.05, or 26.60 RCW:

20 (a) Any service rendered in-person at the secretary of state's
21 office;

22 (b) Any expedited service;

23 (c) The electronic or facsimile transmittal of information from
24 corporation records or copies of documents;

25 (d) The providing of information by micrographic or other
26 reduced-format compilation;

27 (e) The handling of checks, drafts, or credit or debit cards upon
28 adoption of rules authorizing their use for which sufficient funds
29 are not on deposit; and

30 (f) Special search charges.

31 (3) To facilitate the collection of fees, the secretary of state
32 may establish accounts for deposits by persons who may frequently be
33 assessed such fees to pay the fees as they are assessed. The
34 secretary of state may make whatever arrangements with those persons
35 as may be necessary to carry out this section.

36 (4) The secretary of state may adopt rules for the use of credit
37 or debit cards for payment of fees.

38 (5) No member of the legislature, state officer, justice of the
39 supreme court, judge of the court of appeals, or judge of the

1 superior court may be charged for any search relative to matters
2 pertaining to the duties of his or her office; nor may such official
3 be charged for a certified copy of any law or resolution passed by
4 the legislature relative to his or her official duties, if such law
5 has not been published as a state law.

6 **Sec. 8102.** RCW 43.07.130 and 2010 1st sp.s. c 29 s 7 are each
7 amended to read as follows:

8 There is created within the state treasury a revolving fund, to
9 be known as the "secretary of state's revolving fund," which must be
10 used by the office of the secretary of state to defray the costs of
11 providing registration and information services authorized by law by
12 the office of the secretary of state, and any other cost of carrying
13 out the functions of the secretary of state under Title 11, 18, 19,
14 23, 23B, 24, 25, 26, (~~(30)~~) 30A, 30B, 42, 43, or 64 RCW.

15 The secretary of state is authorized to charge a fee for
16 publications in an amount which will compensate for the costs of
17 printing, reprinting, and distributing such printed matter. Fees
18 recovered by the secretary of state under RCW 43.07.120(2),
19 19.09.305, 19.09.315, 19.09.440, (~~(23B.01.220 (1)(e), (6) and (7),~~
20 ~~23B.18.050, 24.03.410, 24.06.455, 25.10.600(6), 25.10.916(1)(e))~~)
21 section 1213(1) (a)(ii) and (iii) and (d) of this act, or 46.64.040,
22 and such other moneys as are expressly designated for deposit in the
23 secretary of state's revolving fund must be placed in the secretary
24 of state's revolving fund.

25 During the 2005-2007 fiscal biennium, the legislature may
26 transfer from the secretary of state's revolving fund to the state
27 general fund such amounts as reflect the excess fund balance of the
28 fund.

29 **PART IX**
30 **MISCELLANEOUS REVISIONS**

31 **Sec. 9101.** RCW 23.78.020 and 1991 c 72 s 9 are each amended to
32 read as follows:

33 Any corporation organized under the laws of this state may elect
34 to be governed as an employee cooperative under the provisions of
35 this chapter, by so stating in its articles of incorporation, or
36 articles of amendment filed in accordance with Title 23B RCW and part
37 I, Article 2 of this act.

1 A corporation so electing shall be governed by all provisions of
2 Title 23B RCW, except RCW 23B.07.050, 23B.13.020, and chapter 23B.11
3 RCW, and except as otherwise provided in this chapter.

4 **Sec. 9102.** RCW 23.78.030 and 1991 c 72 s 10 are each amended to
5 read as follows:

6 An employee cooperative may revoke its election under this
7 chapter by a vote of two-thirds of the members and through articles
8 of amendment (~~((filed with))~~) delivered to the secretary of state for
9 filing in accordance with RCW 23B.01.200 (~~((and))~~), 23B.10.060, and
10 part I, Article 2 of this act.

11 **Sec. 9103.** RCW 23.86.030 and 1989 c 307 s 5 are each amended to
12 read as follows:

13 (1) The name of any association subject to this chapter (~~((may~~
14 ~~contain the word "corporation," "incorporated," or "limited" or an~~
15 ~~abbreviation of any such word))~~) must comply with part I, Article 3 of
16 this act.

17 (2) No corporation or association organized or doing business in
18 this state shall be entitled to use the term "cooperative" as a part
19 of its corporate or other business name or title, unless it: (a) Is
20 subject to the provisions of this chapter, chapter 23.78, or 31.12
21 RCW; (b) is subject to the provisions of chapter 24.06 RCW and
22 operating on a cooperative basis; (c) is, on July 23, 1989, an
23 organization lawfully using the term "cooperative" as part of its
24 corporate or other business name or title; or (d) is a nonprofit
25 corporation or association the voting members of which are
26 corporations or associations operating on a cooperative basis. Any
27 corporation or association violating the provisions of this section
28 may be enjoined from doing business under such name at the instance
29 of any member or any association subject to this chapter.

30 (3) A member of the board of directors or an officer of any
31 association subject to this chapter shall have the same immunity from
32 liability as is granted in RCW 4.24.264.

33 **Sec. 9104.** RCW 23.86.055 and 1989 c 307 s 8 are each amended to
34 read as follows:

35 (1) (~~((Duplicate originals of))~~) The articles of incorporation
36 shall be signed by the incorporators (~~((shall be))~~) and delivered to
37 the secretary of state for filing in accordance with part I, Article

1 2 of this act. (~~If the secretary of state finds that the articles of~~
2 ~~incorporation conform to law, the secretary of state shall, when all~~
3 ~~required fees have been paid:~~

4 ~~(a) Endorse each original with the word "filed" and the effective~~
5 ~~date of the filing.~~

6 ~~(b) File one original in his or her office.~~

7 ~~(c) Issue a certificate of incorporation with one original~~
8 ~~attached.))~~

9 (2) (~~The certificate of incorporation, with an original of the~~
10 ~~articles of incorporation affixed by the secretary of state, shall be~~
11 ~~returned to the incorporators or their representatives and shall be~~
12 ~~retained by the association.~~

13 ~~(3))~~ Upon the filing of the articles of incorporation, the
14 corporate existence shall begin, and the certificate of incorporation
15 shall, except as against the state in a proceeding to cancel or
16 revoke the certificate of incorporation, be conclusive evidence that
17 all conditions precedent required to be performed by the
18 incorporators have been complied with and that the corporation has
19 been incorporated under this chapter.

20 **Sec. 9105.** RCW 23.86.070 and 2010 1st sp.s. c 29 s 10 are each
21 amended to read as follows:

22 (~~For filing articles of incorporation of an association~~
23 ~~organized under this chapter or filing application for a certificate~~
24 ~~of authority by a foreign corporation, there must be paid to the~~
25 ~~secretary of state a fee as established by the secretary by rule.~~
26 ~~Fees for filing an amendment to articles of incorporation must be~~
27 ~~established by the secretary of state by rule. For filing other~~
28 ~~documents with the secretary of state and issuing certificates, fees~~
29 ~~are as prescribed in RCW 23B.01.220. Associations subject to this~~
30 ~~chapter are not subject to any corporation license fees excepting the~~
31 ~~fees hereinabove enumerated.)) Associations organized under or
32 subject to this chapter are subject to the applicable fees, charges,
33 and penalties established by the secretary of state under section
34 1213 of this act and RCW 43.07.120.~~

35 **Sec. 9106.** RCW 23.86.095 and 1989 c 307 s 13 are each amended to
36 read as follows:

37 Effective January 1, 1990, every association subject to this
38 chapter shall have and maintain a (~~registered office and a~~)

1 registered agent in this state in accordance with the requirements
2 set forth in ((~~RCW 24.06.050~~)) part I, Article 4 of this act.

3 **Sec. 9107.** RCW 23.86.210 and 1991 c 72 s 18 are each amended to
4 read as follows:

5 (1) A cooperative association may be converted to a domestic
6 ordinary business corporation pursuant to the following procedures:

7 (a) The board of directors of the association shall, by
8 affirmative vote of not less than two-thirds of all such directors,
9 adopt a plan for such conversion setting forth:

10 (i) The reasons why such conversion is desirable and in the
11 interests of the members of the association;

12 (ii) The proposed contents of articles of conversion with respect
13 to items (ii) through (ix) of subparagraph (c) below; and

14 (iii) Such other information and matters as the board of
15 directors may deem to be pertinent to the proposed plan.

16 (b) After adoption by the board of directors, the plan for
17 conversion shall be submitted for approval or rejection to the
18 members of the association at any regular meetings or at any special
19 meetings called for that purpose, after notice of the proposed
20 conversion has been given to all members entitled to vote thereon, in
21 the manner provided by the bylaws. The notice of the meeting shall be
22 accompanied by a full copy of the proposed plan for conversion or by
23 a summary of its provisions. At the meeting members may vote upon the
24 proposed conversion in person, or by written proxy, or by mailed
25 ballot. The affirmative vote of two-thirds of the members voting
26 thereon shall be required for approval of the plan of conversion. If
27 the total vote upon the proposed conversion shall be less than
28 twenty-five percent of the total membership of the association, the
29 conversion shall not be approved.

30 (c) Upon approval by the members of the association, the articles
31 of conversion shall be executed in duplicate by the association by
32 one of its officers and shall set forth:

33 (i) The dates and vote by which the plan for conversion was
34 adopted by the board of directors and members respectively;

35 (ii) The corporate name of the converted organization. The name
36 shall comply with requirements in part I, Article 3 of this act for
37 names of business corporations formed under Title 23B RCW, and shall
38 not contain the term "cooperative";

1 (iii) The purpose or purposes for which the converted corporation
2 is to exist;

3 (iv) The duration of the converted corporation, which may be
4 perpetual or for a stated term of years;

5 (v) The capitalization of the converted corporation and the class
6 or classes of shares of stock into which divided, together with the
7 par value, if any, of such shares, in accordance with statutory
8 requirements applicable to ordinary business corporations, and the
9 basis upon which outstanding shares of the association are converted
10 into shares of the converted corporation;

11 (vi) Any provision limiting or denying to shareholders the
12 preemptive right to acquire additional shares of the converted
13 corporation;

14 (vii) The address of the converted corporation's (~~initial~~
15 ~~registered office and its~~) initial registered agent (~~at such~~
16 ~~address~~);

17 (viii) The names and addresses of the persons who are to serve as
18 directors of the converted corporation until the first annual meeting
19 of shareholders of the converted corporation or until their
20 successors are elected and qualify;

21 (ix) Any additional provisions, not inconsistent with law,
22 provided for by the plan for conversion for the regulation of the
23 internal affairs of the converted corporation, including any
24 provision restricting the transfer of shares or which under Title 23B
25 RCW is required or permitted to be set forth in bylaws.

26 (d) The (~~executed duplicate originals of the~~) articles of
27 conversion shall be delivered to the secretary of state for filing in
28 accordance with part I, Article 2 of this act. (~~If the secretary of~~
29 ~~state finds that the articles of conversion conform to law, the~~
30 ~~secretary of state shall, when all the fees have been paid as in this~~
31 ~~section prescribed:~~

32 (~~i) Endorse on each of such originals the word "Filed", and the~~
33 ~~effective date of such filing;~~

34 (~~ii) File one of such originals; and~~

35 (~~iii) Issue a certificate of conversion to which one of such~~
36 ~~originals shall be affixed.~~)

37 (e) (~~The certificate of conversion, together with the original~~
38 ~~of the articles of conversion affixed thereto by the secretary of~~
39 ~~state, shall be returned to the converted corporation or its~~

1 ~~representative. The original affixed to the certificate of conversion~~
2 ~~shall be retained by the converted corporation.~~

3 ~~(f))~~ Upon ~~((filing))~~ delivering the articles of conversion to
4 the secretary of state for filing, the converted corporation shall
5 pay, and the secretary of state shall collect, the same filing and
6 license fees as for filing articles of incorporation of a newly
7 formed business 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
13 incorporation; and the converted corporation shall be subject to all
14 laws applicable to corporations formed under Title 23B RCW, and shall
15 not thereafter be subject to laws applying only to cooperative
16 associations. The converted corporation shall constitute and be
17 deemed to constitute a continuation of the corporate substance of the
18 cooperative association and the conversion shall in no way derogate
19 from the rights of 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
25 to the conditions set forth or referred to in this section.

26 (2) If the merger is into another domestic cooperative
27 association, the board of directors of each of the associations shall
28 approve by vote of not less than two-thirds of all the directors, a
29 plan of merger 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;

37 (e) A statement of any changes in the articles of incorporation
38 of the surviving association to be effected by such merger; and

1 (f) Such other provisions with respect to the proposed merger as
2 are deemed necessary or desirable.

3 (3) Following approval by the boards of directors, the plan of
4 merger shall be submitted to a vote of the members of each of the
5 associations at any regular meeting or at any special meetings called
6 for that purpose, after notice of the proposed merger has been given
7 to all members entitled to vote thereon, in the manner provided in
8 the bylaws. The notice of the meeting shall be in writing stating the
9 purpose or purposes of the meeting and include or be accompanied by a
10 copy or summary of the plan of merger. At the meeting members may
11 vote upon the proposed merger in person, or by written proxy, or by
12 mailed ballot. The affirmative vote of two-thirds of the members
13 voting thereon, by each association, shall be required for approval
14 of the plan of merger. If the total vote of either association upon
15 the proposed merger shall be less than twenty-five percent of the
16 total membership of such association, the merger shall not be
17 approved.

18 (4) Upon approval by the members of the associations proposing to
19 merge, articles of merger shall be executed in duplicate by each
20 association by an officer of each association, and shall set forth:

21 (a) The plan of merger;

22 (b) As to each association, the number of members and, if there
23 is capital stock, the number of shares outstanding; and

24 (c) As to each association, the number of members who voted for
25 and against such plan, respectively.

26 (5) (~~Duplicate originals of~~) The articles of merger shall be
27 delivered to the secretary of state for filing in accordance with
28 part I, Article 2 of this act. (~~If the secretary of state finds that~~
29 ~~such articles conform to law, the secretary of state shall, when all~~
30 ~~fees have been paid as in this section prescribed:~~

31 ~~(a) Endorse on each of such originals the word "Filed", and the~~
32 ~~effective date of such filing;~~

33 ~~(b) File one of such originals; and~~

34 ~~(c) Issue a certificate of merger to which one of such originals~~
35 ~~shall be affixed.)~~

36 (6) (~~The certificate of merger, together with the duplicate~~
37 ~~original of the articles of merger affixed thereto by the secretary~~
38 ~~of state shall be returned to the surviving association or its~~
39 ~~representative.~~

1 ~~(7))~~) For filing articles of merger hereunder the secretary of
2 state shall charge and collect the same fees as apply to filing of
3 articles of merger of ordinary business corporations.

4 ~~((8))~~) (7) If the plan of merger is for merger of the
5 cooperative association into a domestic ordinary business
6 corporation, the association shall follow the same procedures as
7 hereinabove provided for merger of domestic cooperative associations
8 and the ordinary business corporation shall follow the applicable
9 procedures set forth in RCW 23B.07.050 and chapter 23B.11 RCW.

10 ~~((9))~~) (8) At any time prior to filing of the articles of
11 merger, the merger may be abandoned pursuant to provisions therefor,
12 if any, set forth in the plan of merger.

13 **Sec. 9109.** RCW 23.86.310 and 1989 c 307 s 15 are each amended to
14 read as follows:

15 ~~((Effective January 1, 1990,))~~ Every association subject to this
16 chapter shall ((comply with the requirements set forth in RCW
17 24.06.440)) deliver an annual report to the secretary of state in
18 accordance with section 1212 of this act.

19 **Sec. 9110.** RCW 23.86.330 and 1991 c 72 s 21 are each amended to
20 read as follows:

21 The provisions of ~~((RCW 23B.14.200 and 23B.14.210))~~ part I,
22 Article 6 of this act relating to administrative dissolution by the
23 secretary of state shall apply to every association subject to this
24 chapter formed on or after July 23, 1989.

25 **Sec. 9111.** RCW 23.86.370 and 1989 c 307 s 33 are each amended to
26 read as follows:

27 The provisions of ~~((RCW 24.06.340 through 24.06.435))~~ part I,
28 Article 5 of this act and RCW 24.06.367 and 24.06.369 shall apply to
29 every foreign corporation which desires to conduct affairs in this
30 state under the authority of this chapter.

31 **Sec. 9112.** RCW 23.90.040 and 1981 c 302 s 3 are each amended to
32 read as follows:

33 (1) Any Massachusetts trust desiring to do business in this state
34 shall file with the secretary of state, in accordance with part I,
35 Article 2 of this act, a verified copy of the trust instrument

1 creating such a trust and any amendment thereto, the assumed business
2 name, if any, and the names and addresses of its trustees.

3 (2) Any person dealing with such Massachusetts trust shall be
4 bound by the terms and conditions of the trust instrument and any
5 amendments thereto so filed.

6 (3) Any Massachusetts trust created under this chapter or
7 entering this state pursuant thereto shall pay such taxes and fees as
8 are imposed by the laws, ordinances, and resolutions of the state of
9 Washington and any counties and municipalities thereof on domestic
10 and foreign corporations, respectively, on an identical basis
11 therewith. In computing such taxes and fees, the shares of beneficial
12 interest of such a trust shall have the character for tax purposes of
13 shares of stock in private corporations.

14 (4) Any Massachusetts trust shall be subject to such applicable
15 provisions of law, now or hereafter enacted, with respect to domestic
16 and foreign corporations, respectively, as relate to the issuance of
17 securities, filing of required statements or reports, service of
18 process, general grants of power to act, right to sue and be sued,
19 limitation of individual liability of shareholders, rights to
20 acquire, mortgage, sell, lease, operate and otherwise to deal in real
21 and personal property, and other applicable rights and duties
22 existing under the common law and statutes of this state in a manner
23 similar to those applicable to domestic and foreign corporations.

24 (5) The secretary of state, director of licensing, and the
25 department of revenue of the state of Washington are each authorized
26 and directed to prescribe binding rules and regulations applicable to
27 said Massachusetts trusts consistent with this chapter.

28 **Sec. 9113.** RCW 24.12.045 and 2009 c 437 s 13 are each amended to
29 read as follows:

30 (1) Each corporation sole registered in this state shall (~~file,~~
31 ~~with a ten dollar filing fee and within the time prescribed by this~~
32 ~~chapter,~~) deliver an annual report (~~in the form prescribed by~~) to
33 the secretary of state in accordance with section 1212 of this act.
34 The report shall (~~set forth:~~

35 ~~(a) The name of the corporation sole and the state or country~~
36 ~~under the laws of which it is incorporated;~~

37 ~~(b) The address of the principal place of business of the~~
38 ~~corporation sole in this state including street and number;~~

1 ~~(c) The name and respective address of the bishop, overseer, or~~
2 ~~presiding elder of the corporation sole; and~~

3 ~~(d) The corporation sole's unified business identifier number.~~

4 ~~(2)(a) The information shall be given as of the date of the~~
5 ~~execution of the report. It shall)) be executed by the corporation~~
6 ~~sole by an officer of the corporation sole or, if the corporation~~
7 ~~sole is in the hands of a receiver or trustee, it shall be executed~~
8 ~~on behalf of the corporation sole by such receiver or trustee.~~

9 ~~((b))~~ (2) The secretary of state may provide that correcting or
10 updating information appearing on previous annual or biennial filings
11 is sufficient to constitute the current filing.

12 (3) The secretary may administratively dissolve a corporation
13 sole that does not comply with this section in accordance with
14 section 1603 of this act. However, the secretary shall reinstate a
15 corporation sole administratively dissolved under this subsection if
16 the corporation sole complies with the requirements of RCW 24.12.055
17 within five years of the administrative dissolution.

18 **Sec. 9114.** RCW 24.12.051 and 2011 c 183 s 7 are each amended to
19 read as follows:

20 ~~((1) Not less than thirty days prior to a corporation sole's~~
21 ~~renewal date,))~~ The secretary of state shall send to each corporation
22 sole(~~, by postal or electronic mail, as elected by the corporation~~
23 ~~sole, addressed to its registered office, or to an electronic address~~
24 ~~designated by the corporation sole, in a record retained by the~~
25 ~~secretary of state,)) a notice in accordance with section 1212 of
26 this act that its annual report must be filed as required by this
27 chapter(~~, and stating that if it fails to file its annual report it~~
28 ~~shall be dissolved or its certificate of authority revoked, as the~~
29 ~~case may be. Failure of the secretary of state to send the notice~~
30 ~~does not relieve a corporation sole from its obligation to file the~~
31 ~~annual reports required by this chapter. The option to receive the~~
32 ~~notice provided under this section by electronic mail may be selected~~
33 ~~only when the secretary of state makes the option available.~~~~

34 ~~(2)(a) The report of a corporation sole shall be delivered to the~~
35 ~~secretary of state on an annual renewal date as the secretary of~~
36 ~~state may establish. The secretary of state may adopt rules to~~
37 ~~establish biennial reporting dates and to stagger reporting dates.~~

1 ~~(b) If the secretary of state finds that the report substantially~~
2 ~~conforms to the requirements of this chapter, the secretary of state~~
3 ~~shall file that report)).~~

4 **Sec. 9115.** RCW 24.20.010 and 1981 c 302 s 11 are each amended to
5 read as follows:

6 Any grand lodge, encampment, chapter or any subordinate lodge or
7 body of Free and Accepted Masons, Independent Order of Odd Fellows,
8 Knights of Pythias, or other fraternal society, desiring to
9 incorporate, shall ~~((make))~~ deliver articles of incorporation ~~((in~~
10 ~~duplicate, and file one of such articles in the office of))~~ to the
11 secretary of state for filing in accordance with part I, Article 2 of
12 this act; such articles shall be signed by the presiding officer and
13 the secretary of such lodge, chapter or encampment, and attested by
14 the seal thereof, and shall specify:

15 (1) The name of such lodge or other society, and the place of
16 holding its meetings;

17 (2) The name of the grand body from which it derives its rights
18 and powers as such lodge or society; or if it be a grand lodge, the
19 manner in which its powers as such grand lodge are derived;

20 (3) The names of the presiding officer and the secretary having
21 the custody of the seal of such lodge or society;

22 (4) What officers shall join in the execution of any contract by
23 such lodge or society to give it force and effect in accordance with
24 the usages of such lodges or society.

25 **Sec. 9116.** RCW 24.20.020 and 1993 c 269 s 10 are each amended to
26 read as follows:

27 The secretary of state shall file such articles of incorporation
28 in the secretary of state's office and issue a certificate of
29 incorporation to any such lodge or other society upon the payment of
30 the ~~((sum of twenty dollars))~~ filing fee established by the secretary
31 of state under section 1213 of this act.

32 **Sec. 9117.** RCW 24.24.010 and 1982 c 35 s 166 are each amended to
33 read as follows:

34 Any ten or more residents of this state who are members of any
35 chartered body or of different chartered bodies of any fraternal
36 order or society who shall desire to incorporate for the purpose of
37 owning real or personal property or both real and personal property

1 for the purpose and for the benefit of such bodies, may make and
2 execute articles of incorporation, which shall be executed in
3 duplicate, and shall be subscribed by each of the persons so
4 associating themselves together: PROVIDED, That no lodge shall be
5 incorporated contrary to the provisions of the laws and regulations
6 of the order or society of which it is a constituent part. Such
7 articles, at the election of the incorporators, may either provide
8 for the issuing of capital stock or for incorporation as a society of
9 corporation without shares of stock. One of such articles shall be
10 filed in the office of the secretary of state in accordance with part
11 I, Article 2 of this act, accompanied by a filing fee (~~of twenty~~
12 ~~dollars~~) established by the secretary of state under section 1213 of
13 this act, and the other of such articles shall be preserved in the
14 records of the corporation.

15 **Sec. 9118.** RCW 24.24.100 and 1993 c 269 s 11 are each amended to
16 read as follows:

17 The secretary of state shall file such articles of incorporation
18 or amendment thereto in the secretary of state's office and issue a
19 certificate of incorporation or amendment, as the case may be, to
20 such fraternal association upon the payment of a fee (~~in the sum of~~
21 ~~twenty dollars~~) established by the secretary of state under section
22 1213 of this act.

23 **Sec. 9119.** RCW 24.28.010 and 1981 c 302 s 13 are each amended to
24 read as follows:

25 Any grange of the patrons of husbandry, desiring hereafter to
26 incorporate, may incorporate and become bodies politic in this state,
27 by filing in the office of the secretary of state of Washington in
28 accordance with part I, Article 2 of this act, a certificate or
29 article subscribed and acknowledged by not less than five members of
30 such grange and by the master of the Washington state grange
31 embodying:

32 (1) The name of such grange and the place of holding its
33 meetings.

34 (2) What elective officers the said grange will have, when such
35 officers shall be elected; how, and by whom, the business of the
36 grange shall be conducted or managed, and what officers shall join in
37 the execution of any contract by such grange to give force and effect
38 in accordance with the usages of the order of the patrons of

1 husbandry; such articles shall be subscribed by the master of such
2 grange attested by the secretary, with the seal of the grange.

3 (3) A copy of the bylaws of such grange shall also be filed in
4 the said office of the secretary of state.

5 (4) The names of all such officers at the time of filing the
6 application, and the time for which they may be respectively elected.
7 When such articles shall be filed, such grange shall be a body
8 politic and corporate, with all the incidents of a corporation,
9 subject nevertheless to the laws and parts of laws now in force or
10 hereafter to be passed regulating corporations.

11 NEW SECTION. **Sec. 9120.** The following acts or parts of acts are
12 each repealed:

13 (1) RCW 23.86.155 (Failure to appoint registered agent—Removal—
14 Reinstatement) and 1989 c 307 s 35;

15 (2) RCW 23.86.300 (Application of RCW 24.06.055 and 24.06.060)
16 and 1989 c 307 s 14;

17 (3) RCW 23.86.320 (Application of RCW 24.06.445) and 1989 c 307 s
18 16;

19 (4) RCW 23.86.335 (Application of RCW 23B.14.203—Name not
20 distinguishable from name of governmental entity) and 1997 c 12 s 8;

21 (5) RCW 23.86.340 (Application of RCW 23B.14.220—Reinstatement)
22 and 1991 c 72 s 22 & 1989 c 307 s 18;

23 (6) RCW 24.12.060 (Administrative dissolution or revocation of a
24 certificate of authority—Corporation name not distinguishable from
25 name of governmental entity—Application by governmental entity) and
26 1997 c 12 s 4;

27 (7) RCW 24.20.040 (Reincorporation) and 1903 c 80 s 4;

28 (8) RCW 24.20.050 (Administrative dissolution or revocation of a
29 certificate of authority—Corporation name not distinguishable from
30 name of governmental entity—Application by governmental entity) and
31 1997 c 12 s 5;

32 (9) RCW 24.24.130 (Administrative dissolution or revocation of a
33 certificate of authority—Corporation name not distinguishable from
34 name of governmental entity—Application by governmental entity) and
35 1997 c 12 s 6; and

36 (10) RCW 24.28.045 (Administrative dissolution or revocation of a
37 certificate of authority—Corporation name not distinguishable from

1 name of governmental entity—Application by governmental entity) and
2 1997 c 12 s 7.

--- END ---