

CERTIFICATION OF ENROLLMENT

SENATE BILL 5387

Chapter 176, Laws of 2015

64th Legislature
2015 Regular Session

UNIFORM BUSINESS ORGANIZATIONS PROVISIONS

EFFECTIVE DATE: 1/1/2016 - Except for Part VII, which is contingent.

Passed by the Senate April 21, 2015
Yeas 49 Nays 0

BRAD OWEN

President of the Senate

Passed by the House April 8, 2015
Yeas 97 Nays 0

FRANK CHOPP

Speaker of the House of Representatives

Approved May 6, 2015 2:47 PM

JAY INSLEE

Governor of the State of Washington

CERTIFICATE

I, Hunter G. Goodman, Secretary of the Senate of the State of Washington, do hereby certify that the attached is **SENATE BILL 5387** as passed by Senate and the House of Representatives on the dates hereon set forth.

HUNTER G. GOODMAN

Secretary

FILED

May 6, 2015

**Secretary of State
State of Washington**

SENATE BILL 5387

AS AMENDED BY THE HOUSE

Passed Legislature - 2015 Regular Session

State of Washington 64th Legislature 2015 Regular Session

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

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

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

1 25.05.025, 25.05.110, 25.05.115, 25.05.355, 25.05.370, 25.05.390,
2 25.05.500, 25.05.505, 25.05.530, 25.05.533, 25.05.536, 25.05.550,
3 25.05.555, 25.05.560, 25.05.565, 25.05.580, 25.05.583, 25.05.586,
4 25.05.589, 25.05.902, 25.10.011, 25.10.061, 25.10.071, 25.10.121,
5 25.10.131, 25.10.141, 25.10.151, 25.10.201, 25.10.211, 25.10.231,
6 25.10.241, 25.10.251, 25.10.261, 25.10.271, 25.10.281, 25.10.291,
7 25.10.571, 25.10.611, 25.10.616, 25.10.641, 25.10.646, 25.10.651,
8 25.10.661, 25.10.666, 25.10.671, 25.10.766, 25.10.771, 25.10.786,
9 25.10.791, 25.10.916, 25.15.---, 25.15.---, 25.15.---, 25.15.---,
10 25.15.---, 25.15.---, 25.15.---, 25.15.---, 25.15.---, 25.15.---,
11 25.15.---, 25.15.---, 25.15.---, 25.15.---, 25.15.---, 25.15.---,
12 25.15.---, 25.15.---, 25.15.---, 25.15.---, 25.15.---, 25.15.---,
13 25.15.---, 25.15.---, 25.15.---, 25.15.---, 25.15.---, 25.15.---,
14 25.15.---, 25.15.---, 25.15.---, 25.15.---, 43.07.120, 43.07.130,
15 23.78.020, 23.78.030, 23.86.030, 23.86.055, 23.86.070, 23.86.095,
16 23.86.210, 23.86.220, 23.86.310, 23.86.330, 23.86.370, 23.90.040,
17 24.12.045, 24.12.051, 24.20.010, 24.20.020, 24.24.010, 24.24.100,
18 24.28.010, and 18.100.120; adding a new chapter to Title 23 RCW;
19 repealing RCW 23B.01.210, 23B.01.260, 23B.01.270, 23B.01.500,
20 23B.01.510, 23B.01.530, 23B.01.550, 23B.01.560, 23B.01.580,
21 23B.14.203, 23B.14.210, 23B.15.015, 23B.15.310, 23B.18.050,
22 24.03.007, 24.03.008, 24.03.3025, 24.03.303, 24.03.307, 24.03.320,
23 24.03.330, 24.03.375, 24.03.385, 24.03.386, 24.03.388, 24.03.400,
24 24.03.410, 24.03.415, 24.03.450, 24.06.170, 24.06.293, 24.06.355,
25 24.06.365, 24.06.420, 24.06.430, 24.06.433, 24.06.445, 24.06.455,
26 24.06.460, 24.06.495, 24.06.915, 25.04.716, 25.05.570, 25.10.040,
27 25.10.171, 25.10.656, 25.10.676, 25.15.---, 25.15.---, 25.15.---,
28 25.15.---, 23.86.155, 23.86.300, 23.86.320, 23.86.335, 23.86.340,
29 24.12.060, 24.20.040, 24.20.050, 24.24.130, and 24.28.045; providing
30 an effective date; and providing a contingent effective date.

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

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

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

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

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

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

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

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

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

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

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

20 (6) "Entity" means:

21 (a) A business corporation;

22 (b) A nonprofit corporation;

23 (c) A limited liability partnership;

24 (d) A limited partnership;

25 (e) A limited liability company; or

26 (f) A general cooperative association.

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

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

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

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

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

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

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

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

6 (12) "Governor" means:

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

18 (13) "Interest" means:

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

27 (14) "Interest holder" means:

- 28 (a) A shareholder of a business corporation;
29 (b) A member of a nonprofit corporation;
30 (c) A shareholder of a nonprofit corporation formed under chapter
31 24.06 RCW;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

12 (b) The bylaws of a nonprofit corporation;

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

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

15 (e) The limited liability company agreement; and

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

10 (37) "Transfer" includes:

11 (a) An assignment;

12 (b) A conveyance;

13 (c) A sale;

14 (d) A lease;

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

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

17 (g) A gift; and

18 (h) A transfer by operation of law.

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

20 (a) Recognized at common law; or

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

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

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

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

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

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

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

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

11 **ARTICLE 2**

12 **FILING**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

30 (2) A statement of withdrawal must:

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

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

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

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

3 (a) The filed record at the time of filing contained an
4 inaccurate statement;

5 (b) The filed record was defectively executed; or

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

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

10 (3) A statement of correction:

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

12 (b) Must be executed by the individual correcting the filed
13 record;

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

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

16 (e) Must correct the inaccuracy or defect.

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

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

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

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

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

36 (b) Provide a brief explanation in a record of the reason for the
37 refusal.

38 (4) If the secretary of state refuses to file an entity filing,
39 the person that submitted the entity filing may petition the superior

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

28 (a) The person to execute the record;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

27 (a) Fees for:

28 (i) Filing entity filings;

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

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

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

35 (c) Penalty fees; and

36 (d) Other miscellaneous charges.

37 (2) There is no fee for:

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

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

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

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

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

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

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

ARTICLE 3
NAME OF ENTITY

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) Has merged with the other entity; or

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

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

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

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

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

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

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

6 (2) The name of a nonprofit corporation:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

16 **ARTICLE 4**

17 **REGISTERED AGENT OF ENTITY**

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

21 (1) "Registered agent filing" means:

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

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

24 or

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

27 (3) "Represented entity" means:

28 (a) A domestic entity; or

29 (b) A registered foreign entity.

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

33 (1) A domestic entity; and

34 (2) A registered foreign entity.

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

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

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

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

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

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

- 33 (a) The name of the individual or the name of the entity, type of
34 entity, and jurisdiction of formation of the entity;
35 (b) That the person is in the business of serving as a commercial
36 registered agent in this state; and

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) The name of the entity; and

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

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

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

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

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

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

(a) The name of the entity;

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

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

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

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

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

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

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

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

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

(d) If the agent is an entity:

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

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

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

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

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

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

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

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

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

9 (a) The name of the entity;

10 (b) The name of the agent;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ARTICLE 5
FOREIGN ENTITIES

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(1) The name of the entity;

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

(3) The entity's jurisdiction of formation;

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

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

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

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

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

(c) Maintaining accounts in financial institutions;

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

(e) Selling through independent contractors;

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

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

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

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

12 (j) Owning, without more, property;

13 (k) Doing business in interstate commerce; and

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

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

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

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

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

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

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

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

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

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

8 (a) The alternate name;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

27 **ARTICLE 6**

28 **ADMINISTRATIVE DISSOLUTION**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ARTICLE 7

MISCELLANEOUS PROVISIONS

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

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

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

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

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

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

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

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

ARTICLE 8

IMPLEMENTATION

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

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

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

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

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

PART II

BUSINESS CORPORATION ACT REVISIONS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Sec. 2136. RCW 23B.15.070 and 2002 c 297 s 43 are each amended to read as follows:

~~((1))~~ Each foreign corporation ~~((authorized))~~ registered to transact business in this state must continuously maintain in this state~~((÷~~

~~(a) A registered office which may be, but need not be, the same as its place of business in this state. The registered office shall be at a specific geographic location in this state, and be identified by number, if any, and street, building address, or rural route, or, if a commonly known street or rural route address does not exist, by~~

1 legal description. A registered office may not be identified by post
2 office box number or other nongeographic address. For purposes of
3 communicating by mail, the secretary of state may permit the use of a
4 post office address in the same city as the registered office to be
5 used in conjunction with the registered office address if the
6 corporation also maintains on file the specific geographic address of
7 the registered office where personal service of process may be made.

8 (b) A registered agent, who may be:

9 (i) An individual who resides in this state and whose business
10 office is identical with the registered office;

11 (ii) A domestic corporation or not-for-profit domestic
12 corporation whose business office is identical with the registered
13 office;

14 (iii) A foreign corporation or foreign not-for-profit corporation
15 authorized to transact business or conduct affairs in this state
16 whose business office is identical with the registered office;

17 (iv) A domestic limited liability company whose business office
18 is identical with the registered office; or

19 (v) A foreign limited liability company authorized to conduct
20 affairs in this state whose business office is identical with the
21 registered office.

22 (2) A registered agent shall not be appointed without having
23 given prior consent in a record to the appointment. The consent shall
24 be filed with the secretary of state in such form as the secretary of
25 state may prescribe. The consent shall be filed with or as a part of
26 the record first appointing a registered agent. In the event any
27 individual, corporation, or limited liability company has been
28 appointed agent without consent, that person, corporation, or limited
29 liability company may file a notarized statement attesting to that
30 fact, and the name shall forthwith be removed from the records)) a
31 registered agent in accordance with part I, Article 4 of this act.

32 **Sec. 2137.** RCW 23B.15.080 and 2002 c 297 s 44 are each amended
33 to read as follows:

34 (1) A foreign corporation ((authorized)) registered to transact
35 business in this state may change its registered ((office or
36 registered)) agent by delivering to the secretary of state for filing
37 a statement of change ((that sets forth:

38 (a) Its name;

1 ~~(b) If the current registered office is to be changed, the street~~
2 ~~address of its new registered office;~~

3 ~~(c) If the current registered agent is to be changed, the name of~~
4 ~~its new registered agent and the new agent's consent, either on the~~
5 ~~statement or attached to it in the manner and form as the secretary~~
6 ~~of state may prescribe, to the appointment; and~~

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

11 ~~(2) ((If)) A registered agent ((changes the street address of the~~
12 ~~agent's business office, the registered agent may change the street~~
13 ~~address of the registered office of any foreign corporation for which~~
14 ~~the agent is the registered agent by notifying the corporation of the~~
15 ~~change either (a) in a record or (b) if the corporation has~~
16 ~~designated an address, location, or system to which the notices may~~
17 ~~be electronically transmitted and the registered agent electronically~~
18 ~~transmits the notice to the corporation at the designated address,~~
19 ~~location, or system, in an electronically transmitted record, and~~
20 ~~delivering to the secretary of state for filing a statement of change~~
21 ~~that complies with the requirements of subsection (1) of this section~~
22 ~~and recites that the corporation has been notified of the change)) of~~
23 ~~a foreign corporation may change its information on file with the~~
24 ~~secretary of state in accordance with section 1408 or 1409 of this~~
25 ~~act.~~

26 **Sec. 2138.** RCW 23B.15.090 and 1989 c 165 s 177 are each amended
27 to read as follows:

28 ~~((1))~~ The registered agent of a foreign corporation may resign
29 as agent by signing and delivering to the secretary of state for
30 filing a statement of resignation(~~. The statement of resignation may~~
31 ~~include a statement that the registered office is also discontinued.~~

32 ~~(2) After filing the statement, the secretary of state shall mail~~
33 ~~a copy of the statement to the foreign corporation at its principal~~
34 ~~office address shown in its most recent annual report, or in the~~
35 ~~application for certificate of authority if no annual report has been~~
36 ~~filed.~~

37 ~~(3) The agency appointment is terminated, and the registered~~
38 ~~office discontinued if so provided, on the thirty-first day after the~~

1 ~~date on which the statement was filed))~~ in accordance with section
2 1410 of this act.

3 **Sec. 2139.** RCW 23B.15.100 and 1989 c 165 s 178 are each amended
4 to read as follows:

5 ~~((1) The registered agent appointed by a foreign corporation~~
6 ~~authorized to transact business in this state shall be an agent of~~
7 ~~such corporation upon whom))~~ Service of any process, notice, or
8 demand required or permitted by law to be served upon the foreign
9 corporation may be ~~((served.~~

10 ~~(2) The secretary of state shall be an agent of a foreign~~
11 ~~corporation upon whom any process, notice, or demand may be served,~~
12 ~~if:~~

13 ~~(a) The corporation is authorized to transact business in this~~
14 ~~state, and it fails to appoint or maintain a registered agent in this~~
15 ~~state, or its registered agent cannot with reasonable diligence be~~
16 ~~found at the registered office;~~

17 ~~(b) The corporation's authority to transact business in this~~
18 ~~state has been revoked under RCW 23B.15.310; or~~

19 ~~(c) The corporation has been authorized to transact business in~~
20 ~~this state and has withdrawn under RCW 23B.15.200.~~

21 ~~(3) Service on the secretary of state of any such process,~~
22 ~~notice, or demand shall be made by delivering to and leaving with the~~
23 ~~secretary of state, or with any duly authorized clerk of the~~
24 ~~corporation department of the secretary of state's office, the~~
25 ~~process, notice, or demand. In the event any such process, notice, or~~
26 ~~demand is served on the secretary of state, the secretary of state~~
27 ~~shall immediately cause a copy thereof to be forwarded by certified~~
28 ~~mail, addressed to the secretary of the corporation at its principal~~
29 ~~office as shown on the records of the secretary of state. Any service~~
30 ~~so had on the secretary of state shall be returnable in not less than~~
31 ~~thirty days.~~

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

36 ~~(5) This section does not limit or affect the right to serve any~~
37 ~~process, notice, or demand, required or permitted by law to be served~~
38 ~~upon a corporation in any other manner now or hereafter permitted by~~
39 ~~law))~~ made in accordance with section 1411 of this act.

1 **Sec. 2140.** RCW 23B.15.200 and 1989 c 165 s 179 are each amended
2 to read as follows:

3 ~~((1))~~ A foreign corporation ~~((authorized))~~ registered to
4 transact business in this state may not withdraw from this state
5 until it ~~((obtains a certificate))~~ delivers a statement of withdrawal
6 ~~((from))~~ to the secretary of state(~~(-~~

7 ~~(2) A foreign corporation authorized to transact business in this~~
8 ~~state may apply for a certificate of withdrawal by delivering an~~
9 ~~application to the secretary of state for filing. The application~~
10 ~~must be accompanied by a copy of a revenue clearance certificate~~
11 ~~issued pursuant to RCW 82.32.260, and must set forth:~~

12 ~~(a) The name of the foreign corporation and the name of the state~~
13 ~~or country under whose law it is incorporated;~~

14 ~~(b) That it is not transacting business in this state and that it~~
15 ~~surrenders its authority to transact business in this state;~~

16 ~~(c) That it revokes the authority of its registered agent to~~
17 ~~accept service on its behalf and appoints the secretary of state as~~
18 ~~its agent for service of process in any proceeding based on a cause~~
19 ~~of action arising during the time it was authorized to transact~~
20 ~~business in this state;~~

21 ~~(d) A mailing address to which the secretary of state may mail a~~
22 ~~copy of any process served on the secretary of state under (c) of~~
23 ~~this subsection; and~~

24 ~~(e) A commitment to notify the secretary of state in the future~~
25 ~~of any change in its mailing address.~~

26 ~~(3) After the withdrawal of the corporation is effective, service~~
27 ~~of process on the secretary of state under RCW 23B.15.100 is service~~
28 ~~on the foreign corporation))~~ for filing in accordance with section
29 1507 of this act.

30 **Sec. 2141.** RCW 23B.15.300 and 1991 c 72 s 39 are each amended to
31 read as follows:

32 The secretary of state may ~~((revoke the certificate of~~
33 ~~authority))~~ terminate the registration of a registered foreign
34 corporation ~~((authorized to transact business in this state if:~~

35 ~~(1) The foreign corporation does not deliver its completed~~
36 ~~initial report or annual report to the secretary of state when it is~~
37 ~~due;~~

38 ~~(2) The foreign corporation does not pay any license fees or~~
39 ~~penalties, imposed by this title, when they become due;~~

1 ~~(3) The foreign corporation is without a registered agent or~~
2 ~~registered office in this state;~~

3 ~~(4) The foreign corporation does not inform the secretary of~~
4 ~~state under RCW 23B.15.080 or 23B.15.090 that its registered agent or~~
5 ~~registered office has changed, that its registered agent has~~
6 ~~resigned, or that its registered office has been discontinued;~~

7 ~~(5) An incorporator, director, officer, or agent of the foreign~~
8 ~~corporation signed a document knowing it was false in any material~~
9 ~~respect with intent that the document be delivered to the secretary~~
10 ~~of state for filing; or~~

11 ~~(6) The secretary of state receives a duly authenticated~~
12 ~~certificate from the secretary of state or other official having~~
13 ~~custody of corporate records in the state or country under whose law~~
14 ~~the foreign corporation is incorporated stating that it has been~~
15 ~~dissolved or disappeared as the result of a merger)) under the~~
16 ~~circumstances and procedures specified in section 1511 of this act.~~

17 **Sec. 2142.** RCW 23B.16.010 and 2009 c 189 s 54 are each amended
18 to read as follows:

19 (1) A corporation shall keep as permanent records minutes of all
20 meetings of its shareholders and board of directors, a record of all
21 corporate actions approved by the shareholders or board of directors
22 by executed consent without a meeting, and a record of all corporate
23 actions approved by a committee of the board of directors exercising
24 the authority of the board of directors on behalf of the corporation.

25 (2) A corporation shall maintain appropriate accounting records.

26 (3) A corporation or its agent shall maintain a record of its
27 shareholders, in a form that permits preparation of a list of the
28 names and addresses of all shareholders, in alphabetical order by
29 class of shares showing the number and class of shares held by each.

30 (4) A corporation shall maintain its records in written form or
31 in another form capable of conversion into written form within a
32 reasonable time.

33 (5) A corporation shall keep a copy of the following records at
34 its principal office:

35 (a) Its articles or restated articles of incorporation and all
36 amendments to them currently in effect;

37 (b) Its bylaws or restated bylaws and all amendments to them
38 currently in effect;

1 (c) The minutes of all shareholders' meetings, and records of all
2 corporate actions approved by shareholders without a meeting, for the
3 past three years;

4 (d) The financial statements described in RCW 23B.16.200(1), for
5 the past three years;

6 (e) All communications in the form of a record to shareholders
7 generally within the past three years;

8 (f) A list of the names and business addresses of its current
9 directors and officers; and

10 (g) Its initial report or most recent annual report delivered to
11 the secretary of state under ((RCW 23B.16.220)) section 1212 of this
12 act.

13 **Sec. 2143.** RCW 23B.16.220 and 2001 c 307 s 1 are each amended to
14 read as follows:

15 ((~~(1)~~)) Each domestic corporation, and each foreign corporation
16 ((~~authorized~~)) registered to transact business in this state, shall
17 deliver to the secretary of state for filing initial and annual
18 reports ((~~that set forth~~);

19 ~~(a) The name of the corporation and the state or country under~~
20 ~~whose law it is incorporated;~~

21 ~~(b) The street address of its registered office and the name of~~
22 ~~its registered agent at that office in this state;~~

23 ~~(c) In the case of a foreign corporation, the address of its~~
24 ~~principal office in the state or country under the laws of which it~~
25 ~~is incorporated;~~

26 ~~(d) The address of the principal place of business of the~~
27 ~~corporation in this state;~~

28 ~~(e) The names and addresses of its directors, if the corporation~~
29 ~~has dispensed with or limited the authority of its board of directors~~
30 ~~pursuant to RCW 23B.08.010, in an agreement authorized under RCW~~
31 ~~23B.07.320, or analogous authority, the names and addresses of~~
32 ~~persons who will perform some or all of the duties of the board of~~
33 ~~directors;~~

34 ~~(f) A brief description of the nature of its business; and~~

35 ~~(g) The names and addresses of its chairperson of the board of~~
36 ~~directors, if any, president, secretary, and treasurer, or of~~
37 ~~individuals, however designated, performing the functions of such~~
38 ~~officers.~~

1 ~~(2) Information in an initial report or an annual report must be~~
2 ~~current as of the date the report is executed on behalf of the~~
3 ~~corporation.~~

4 ~~(3) A corporation's initial report must be delivered to the~~
5 ~~secretary of state within one hundred twenty days of the date on~~
6 ~~which the articles of incorporation for a domestic corporation were~~
7 ~~filed, or on which a foreign corporation's certificate of authority~~
8 ~~was filed. Subsequent annual reports must be delivered to the~~
9 ~~secretary of state on, or prior to, the date on which the domestic or~~
10 ~~foreign corporation is required to pay its annual corporate license~~
11 ~~fee, and at such additional times as the corporation elects.~~

12 ~~(4)(a) The secretary of state may allow a corporation to file an~~
13 ~~annual report through electronic means. If allowed, the secretary of~~
14 ~~state shall adopt rules detailing the circumstances under which the~~
15 ~~electronic filing of such reports shall be permitted and how such~~
16 ~~reports may be filed.~~

17 ~~(b) For purposes of this section only, a person executing an~~
18 ~~electronically filed annual report may deliver the report to the~~
19 ~~office of the secretary of state without a signature and without an~~
20 ~~exact or conformed copy, but the person's name must appear in the~~
21 ~~electronic filing as the person executing the filing, and the filing~~
22 ~~must state the capacity in which the person is executing the filing))~~
23 ~~in accordance with section 1212 of this act.~~

24 **Sec. 2144.** RCW 23B.18.020 and 1989 c 165 s 192 are each amended
25 to read as follows:

26 Such nonadmitted organizations shall have the right to foreclose
27 such mortgages under the laws of this state or to receive voluntary
28 conveyance in lieu of foreclosure, and in the course of such
29 foreclosure or of such receipt of conveyance in lieu of foreclosure,
30 to acquire the mortgaged property, and to hold and own such property
31 and to dispose thereof. Such nonadmitted organizations however, shall
32 not be allowed to hold, own, and operate said property for a period
33 exceeding five years. In the event said nonadmitted organizations do
34 hold, own, and operate said property for a period in excess of five
35 years, it shall be forthwith required to appoint an agent as required
36 by RCW 23B.15.070 and part I, Article 4 of this act for foreign
37 corporations doing business in this state.

1 **Sec. 2145.** RCW 23B.18.030 and 1989 c 165 s 193 are each amended
2 to read as follows:

3 The activities authorized by RCW 23B.18.010 and 23B.18.020 by
4 such nonadmitted organizations shall not constitute "transacting
5 business" within the meaning of chapter 23B.15 RCW or part I, Article
6 5 of this act.

7 **Sec. 2146.** RCW 23B.18.040 and 1989 c 165 s 194 are each amended
8 to read as follows:

9 In any action in law or equity commenced by the obligor or
10 obligors, it, his, her, or their assignee or assignees against the
11 said nonadmitted organizations on the said notes secured by said real
12 estate mortgages purchased by said nonadmitted organizations, service
13 of all legal process may be (~~((had by serving the secretary of state~~
14 ~~of the state of Washington))~~ made in accordance with section 1411 of
15 this act.

16 **Sec. 2147.** RCW 23B.19.020 and 1996 c 155 s 1 are each amended to
17 read as follows:

18 The definitions in this section apply throughout this chapter.

19 (1) "Acquiring person" means a person or group of persons, other
20 than the target corporation or a subsidiary of the target
21 corporation, who beneficially owns ten percent or more of the
22 outstanding voting shares of the target corporation. The term
23 "acquiring person" does not include a person who (a) beneficially
24 owned ten percent or more of the outstanding voting shares of the
25 target corporation on March 23, 1988; (b) acquires its shares by
26 gift, inheritance, or in a transaction in which no consideration is
27 exchanged; (c) exceeds the ten percent threshold as a result of
28 action taken solely by the target corporation, such as redemption of
29 shares, unless that person, by its own action, acquires additional
30 shares of the target corporation; (d) beneficially was the owner of
31 ten percent or more of the outstanding voting shares prior to the
32 time the target corporation had a class of voting shares registered
33 with the securities and exchange commission pursuant to section 12 or
34 15 of the exchange act; or (e) beneficially was the owner of ten
35 percent or more of the outstanding voting shares prior to the time
36 the target corporation amended its articles of incorporation to
37 provide that the corporation shall be subject to the provisions of
38 this chapter. An agent, bank, broker, nominee, or trustee for another

1 person, if the other person is not an acquiring person, who acts in
2 good faith and not for the purpose of circumventing this chapter, is
3 not an acquiring person. For the purpose of determining whether a
4 person is an acquiring person, the number of voting shares of the
5 target corporation that are outstanding shall include shares
6 beneficially owned by the person through application of subsection
7 (4) of this section, but shall not include any other unissued voting
8 shares of the target corporation which may be issuable pursuant to
9 any agreement, arrangement, or understanding; or upon exercise of
10 conversion rights, warrants, or options; or otherwise.

11 (2) "Affiliate" means a person who directly or indirectly
12 controls, or is controlled by, or is under common control with, a
13 person.

14 (3) "Announcement date," when used in reference to any
15 significant business transaction, means the date of the first public
16 announcement of the final, definitive proposal for such a significant
17 business transaction.

18 (4) "Associate" means (a) a domestic or foreign corporation or
19 organization of which a person is an officer, director, member, or
20 partner or in which a person performs a similar function; (b) a
21 direct or indirect beneficial owner of ten percent or more of any
22 class of equity securities of a person; (c) a trust or estate in
23 which a person has a beneficial interest or as to which a person
24 serves as trustee or in a similar fiduciary capacity; and (d) the
25 spouse or a parent or sibling of a person or a child, grandchild,
26 sibling, parent, or spouse of any thereof, of a person or an
27 individual having the same home as a person.

28 (5) "Beneficial ownership," when used with respect to any shares,
29 means ownership by a person:

30 (a) Who, individually or with or through any of its affiliates or
31 associates, beneficially owns such shares, directly or indirectly; or

32 (b) Who, individually or with or through any of its affiliates or
33 associates, has (i) the right to acquire the shares, whether the
34 right is exercisable immediately or only after the passage of time,
35 pursuant to any agreement, arrangement, or understanding, whether or
36 not in writing, or upon the exercise of conversion rights, exchange
37 rights, warrants or options, or otherwise. A person is not the
38 beneficial owner of shares tendered pursuant to a tender or exchange
39 offer made by the person or any of the person's affiliates or
40 associates until the tendered shares are accepted for purchase or

1 exchange; or (ii) the right to vote the shares pursuant to any
2 agreement, arrangement, or understanding, whether or not in writing.
3 A person is not the beneficial owner of any shares under (b)(ii) of
4 this subsection if the agreement, arrangement, or understanding to
5 vote the shares arises solely from a revocable proxy or consent given
6 in response to a proxy or consent solicitation made in accordance
7 with the applicable rules and regulations under the exchange act and
8 is not then reportable on schedule 13D under the exchange act, or any
9 comparable or successor report; or

10 (c) Who has any agreement, arrangement, or understanding, whether
11 or not in writing, for the purpose of acquiring, holding, voting,
12 except voting pursuant to a revocable proxy or consent as described
13 in (b)(ii) of this subsection, or disposing of the shares with any
14 other person who beneficially owns, or whose affiliates or associates
15 beneficially own, directly or indirectly, the shares.

16 (6) "Common shares" means any shares other than preferred shares.

17 (7) "Consummation date," with respect to any significant business
18 transaction, means the date of consummation of such a significant
19 business transaction, or, in the case of a significant business
20 transaction as to which a shareholder vote is taken, the later of the
21 business day prior to the vote or twenty days prior to the date of
22 consummation of such a significant business transaction.

23 (8) "Control," "controlling," "controlled by," and "under common
24 control with," means the possession, directly or indirectly, of the
25 power to direct or cause the direction of the management and policies
26 of a person, whether through the ownership of voting shares, by
27 contract, or otherwise. A person's beneficial ownership of ten
28 percent or more of a domestic or foreign corporation's outstanding
29 voting shares shall create a rebuttable presumption that such person
30 has control of such corporation. However, a person does not have
31 control of a domestic or foreign corporation if the person holds
32 voting shares, in good faith and not for the purpose of circumventing
33 this chapter, as an agent, bank, broker, nominee, custodian, or
34 trustee for one or more beneficial owners who do not individually or
35 as a group have control of such corporation.

36 (9) "Domestic corporation" means an issuer of voting shares which
37 is organized under chapter 23B.02 RCW or any predecessor provision.

38 (10) "Exchange act" means the federal securities exchange act of
39 1934, as amended.

1 (11) "Market value," in the case of property other than cash or
2 shares, means the fair market value of the property on the date in
3 question as determined by the board of directors of the target
4 corporation in good faith.

5 (12) "Person" means an individual, domestic or foreign
6 corporation, partnership, trust, unincorporated association, or other
7 entity; an affiliate or associate of any such person; or any two or
8 more persons acting as a partnership, syndicate, or other group for
9 the purpose of acquiring, holding, or dispersing of securities of a
10 domestic or foreign corporation.

11 (13) "Preferred shares" means any class or series of shares of a
12 target corporation which under the bylaws or articles of
13 incorporation of such a corporation is entitled to receive payment of
14 dividends prior to any payment of dividends on some other class or
15 series of shares, or is entitled in the event of any voluntary
16 liquidation, dissolution, or winding up of the target corporation to
17 receive payment or distribution of a preferential amount before any
18 payments or distributions are received by some other class or series
19 of shares.

20 (14) "Shares" means any:

21 (a) Shares or similar security, any certificate of interest, any
22 participation in any profit sharing agreement, any voting trust
23 certificate, or any certificate of deposit for shares; and

24 (b) Security convertible, with or without consideration, into
25 shares, or any warrant, call, or other option or privilege of buying
26 shares without being bound to do so, or any other security carrying
27 any right to acquire, subscribe to, or purchase shares.

28 (15) "Significant business transaction" means:

29 (a) A merger, share exchange, or consolidation of a target
30 corporation or a subsidiary of a target corporation with (i) an
31 acquiring person, or (ii) any other domestic or foreign corporation
32 which is, or after the merger, share exchange, or consolidation would
33 be, an affiliate or associate of the acquiring person;

34 (b) A sale, lease, exchange, mortgage, pledge, transfer, or other
35 disposition or encumbrance, whether in one transaction or a series of
36 transactions, to or with an acquiring person or an affiliate or
37 associate of an acquiring person of assets of a target corporation or
38 a subsidiary of a target corporation (i) having an aggregate market
39 value equal to five percent or more of the aggregate market value of
40 all the assets, determined on a consolidated basis, of the target

1 corporation, (ii) having an aggregate market value equal to five
2 percent or more of the aggregate market value of all the outstanding
3 shares of the target corporation, or (iii) representing five percent
4 or more of the earning power or net income, determined on a
5 consolidated basis, of the target corporation;

6 (c) The termination, while the corporation has an acquiring
7 person and as a result of the acquiring person's acquisition of ten
8 percent or more of the shares of the corporation, of five percent or
9 more of the employees of the target corporation or its subsidiaries
10 employed in this state, whether at one time or over the five-year
11 period following the share acquisition time. For the purposes of (c)
12 of this subsection, a termination other than an employee's death or
13 disability or bona fide voluntary retirement, transfer, resignation,
14 termination for cause under applicable common law principles, or
15 leave of absence shall be presumed to be a termination resulting from
16 the acquiring person's acquisition of shares, which presumption is
17 rebuttable. A bona fide voluntary transfer of employees between the
18 target corporation and its subsidiaries or between its subsidiaries
19 is not a termination for the purposes of (c) of this subsection;

20 (d) The issuance, transfer, or redemption by a target corporation
21 or a subsidiary of a target corporation, whether in one transaction
22 or a series of transactions, of shares or of options, warrants, or
23 rights to acquire shares of a target corporation or a subsidiary of a
24 target corporation to or beneficially owned by an acquiring person or
25 an affiliate or associate of an acquiring person except pursuant to
26 the exercise of warrants or rights to purchase shares offered, or a
27 dividend, distribution, or redemption paid or made pro rata to, all
28 shareholders or holders of options, warrants, or rights to acquire
29 shares of the target corporation, and except for involuntary
30 redemptions permitted by the target corporation's charter or by the
31 law of this state or the state of incorporation;

32 (e) The liquidation or dissolution of a target corporation
33 proposed by, or pursuant to an agreement, arrangement, or
34 understanding, whether or not in writing, with an acquiring person or
35 an affiliate or associate of an acquiring person;

36 (f) A reclassification of securities, including, without
37 limitation, any shares split, shares dividend, or other distribution
38 of shares in respect of stock, or any reverse shares split, or
39 recapitalization of a target corporation, or a merger or
40 consolidation of a target corporation with a subsidiary of the target

1 corporation, or any other transaction, whether or not with or into or
2 otherwise involving an acquiring person, proposed by, or pursuant to
3 an agreement, arrangement, or understanding, whether or not in
4 writing, with an acquiring person or an affiliate or associate of an
5 acquiring person, that has the effect, directly or indirectly, of
6 increasing the proportionate share of the outstanding shares of a
7 class or series of voting shares or securities convertible into
8 voting shares of a target corporation or a subsidiary of the target
9 corporation that is directly or indirectly owned by an acquiring
10 person or an affiliate or associate of an acquiring person, except as
11 a result of immaterial changes due to fractional share adjustments;
12 or

13 (g) A receipt by an acquiring person or an affiliate or associate
14 of an acquiring person of the benefit, directly or indirectly, except
15 proportionately as a shareholder of a target corporation, of loans,
16 advances, guarantees, pledges, or other financial assistance or tax
17 credits or other tax advantages provided by or through a target
18 corporation.

19 (16) "Share acquisition time" means the time at which a person
20 first becomes an acquiring person of a target corporation.

21 (17) "Subsidiary" means a domestic or foreign corporation that
22 has a majority of its outstanding voting shares owned, directly or
23 indirectly, by another domestic or foreign corporation.

24 (18) "Tangible assets" means tangible real and personal property
25 of all kinds. It shall also include leasehold interests in tangible
26 real and personal property.

27 (19) "Target corporation" means:

28 (a) Every domestic corporation, if:

29 (i) The corporation has a class of voting shares registered with
30 the securities and exchange commission pursuant to section 12 or 15
31 of the exchange act; or

32 (ii) The corporation's articles of incorporation have been
33 amended to provide that such a corporation shall be subject to the
34 provisions of this chapter, if the corporation did not have a class
35 of voting shares registered with the securities and exchange
36 commission pursuant to section 12 or 15 of the exchange act on the
37 effective date of that amendment; and

38 (b) Every foreign corporation required to (~~have a certificate of~~
39 ~~authority~~) register to transact business in this state pursuant to
40 chapter 23B.15 RCW and part I, Article 5 of this act, if:

1 (i) The corporation has a class of voting shares registered with
2 the securities and exchange commission pursuant to section 12 or 15
3 of the exchange act;

4 (ii) The corporation's principal executive office is located in
5 the state;

6 (iii) The corporation has: (A) More than ten percent of its
7 shareholders of record resident in the state; or (B) more than ten
8 percent of its shares owned of record by state residents; or (C) one
9 thousand or more shareholders of record resident in the state;

10 (iv) A majority of the corporation's employees, together with
11 those of its subsidiaries, are residents of the state or the
12 corporation, together with its subsidiaries, employs more than one
13 thousand residents of the state; and

14 (v) A majority of the corporation's tangible assets, together
15 with those of its subsidiaries, measured by market value, are located
16 in the state or the corporation, together with its subsidiaries, has
17 more than fifty million dollars' worth of tangible assets located in
18 the state.

19 For purposes of this subsection, the record date for determining
20 the percentages and numbers of shareholders and shares shall be the
21 last shareholder record date before the event requiring that the
22 determination be made. A shareholder record date shall be determined
23 pursuant to the comparable provision to RCW 23B.07.070 of the law of
24 the state in which a foreign corporation is incorporated. If a
25 shareholder record date has not been fixed by the board of directors
26 within the preceding four months, the determination shall be made as
27 of the end of the corporation's most recent fiscal quarter.

28 The residence of each shareholder is presumed to be the address
29 appearing in the records of the corporation. Shares held of record by
30 brokers or nominees shall be disregarded for purposes of calculating
31 the percentages and numbers specified in this subsection. Shares of a
32 corporation allocated to the account of an employee or former
33 employee or beneficiaries of employees or former employees of a
34 corporation and held in a plan that is qualified under section 401(a)
35 of the federal internal revenue code of 1986, as amended, and is a
36 defined contribution plan within the meaning of section 414(i) of the
37 code shall be deemed, for the purposes of this subsection, to be held
38 of record by the employee to whose account such shares are allocated.

39 A domestic or foreign corporation shall be deemed to be a target
40 corporation if the domestic or foreign corporation's failure to

1 satisfy the requirements of this subsection is caused by the action
2 of, or is the result of a proposal by, an acquiring person or
3 affiliate or associate of an acquiring person.

4 (20) "Voting shares" means shares of a corporation entitled to
5 vote generally in the election of directors.

6 **Sec. 2148.** RCW 23B.01.400 and 2012 c 215 s 17 are each amended
7 to read as follows:

8 Unless the context clearly requires otherwise, the definitions in
9 this section apply throughout this title.

10 (1) "Articles of incorporation" include amended and restated
11 articles of incorporation and articles of merger.

12 (2) "Authorized shares" means the shares of all classes a
13 domestic or foreign corporation is authorized to issue.

14 (3) "Conspicuous" means so prepared that a reasonable person
15 against whom the record is to operate should have noticed it. For
16 example, printing in italics or boldface or contrasting color, or
17 typing in capitals or underlined, is conspicuous.

18 (4) "Corporate action" means any resolution, act, policy,
19 contract, transaction, plan, adoption or amendment of articles of
20 incorporation or bylaws, or other matter approved by or submitted for
21 approval to a corporation's incorporators, board of directors or a
22 committee thereof, or shareholders.

23 (5) "Corporation" or "domestic corporation" means a corporation
24 for profit, including a social purpose corporation, which is not a
25 foreign corporation, incorporated under or subject to the provisions
26 of this title.

27 (6) "Deliver" includes (a) mailing, (b) for purposes of
28 delivering a demand, consent, notice, or waiver to the corporation or
29 one of its officers, directors, or shareholders, transmission by
30 facsimile equipment, and (c) for purposes of delivering a demand,
31 consent, notice, or waiver to the corporation or one of its officers,
32 directors, or shareholders under RCW 23B.01.410 or chapter 23B.07,
33 23B.08, 23B.11, 23B.13, 23B.14, or 23B.16 RCW delivery by electronic
34 transmission.

35 (7) "Distribution" means a direct or indirect transfer of money
36 or other property, except its own shares, or incurrence of
37 indebtedness by a corporation to or for the benefit of its
38 shareholders in respect to any of its shares. A distribution may be
39 in the form of a declaration or payment of a dividend; a distribution

1 in partial or complete liquidation, or upon voluntary or involuntary
2 dissolution; a purchase, redemption, or other acquisition of shares;
3 a distribution of indebtedness; or otherwise.

4 (8) "Effective date of notice" has the meaning provided in RCW
5 23B.01.410.

6 (9) "Electronic transmission" means an electronic communication
7 (a) not directly involving the physical transfer of a record in a
8 tangible medium and (b) that may be retained, retrieved, and reviewed
9 by the sender and the recipient thereof, and that may be directly
10 reproduced in a tangible medium by such a sender and recipient.

11 (10) "Electronically transmitted" means the initiation of an
12 electronic transmission.

13 (11) "Employee" includes an officer but not a director. A
14 director may accept duties that make the director also an employee.

15 (12) "Entity" includes a corporation and foreign corporation,
16 not-for-profit corporation, business trust, estate, trust,
17 partnership, limited liability company, association, joint venture,
18 two or more persons having a joint or common economic interest, the
19 state, United States, and a foreign governmental subdivision, agency,
20 or instrumentality, or any other legal or commercial entity.

21 (13) "Execute," "executes," or "executed" means (a) signed with
22 respect to a written record or (b) electronically transmitted along
23 with sufficient information to determine the sender's identity with
24 respect to an electronic transmission, or (c) with respect to a
25 record to be filed with the secretary of state, in compliance with
26 the standards for filing with the office of the secretary of state as
27 prescribed by the secretary of state.

28 (14) "Foreign corporation" means a corporation for profit
29 incorporated under a law other than the law of this state.

30 (15) "Foreign limited partnership" means a partnership formed
31 under laws other than of this state and having as partners one or
32 more general partners and one or more limited partners.

33 (16) "General social purpose" means the general social purpose
34 for which a social purpose corporation is organized as set forth in
35 the articles of incorporation of the corporation in accordance with
36 RCW 23B.25.040(1)(c).

37 (17) "Governmental subdivision" includes authority, county,
38 district, and municipality.

39 (18) "Includes" denotes a partial definition.

1 (19) "Individual" includes the estate of an incompetent or
2 deceased individual.

3 (20) "Limited partnership" or "domestic limited partnership"
4 means a partnership formed by two or more persons under the laws of
5 this state and having one or more general partners and one or more
6 limited partners.

7 (21) "Means" denotes an exhaustive definition.

8 (22) "Notice" has the meaning provided in RCW 23B.01.410.

9 (23) "Person" means an individual, corporation, business trust,
10 estate, trust, partnership, limited liability company, association,
11 joint venture, government, governmental subdivision, agency, or
12 instrumentality, or any other legal or commercial entity.

13 (24) "Principal office" means the office, in or out of this
14 state, so designated in the annual report where the principal
15 executive offices of a domestic or foreign corporation are located.

16 (25) "Proceeding" includes civil suit and criminal,
17 administrative, and investigatory action.

18 (26) "Public company" means a corporation that has a class of
19 shares registered with the federal securities and exchange commission
20 pursuant to section 12 or 15 of the securities exchange act of 1934,
21 or section 8 of the investment company act of 1940, or any successor
22 statute.

23 (27) "Record" means information inscribed on a tangible medium or
24 contained in an electronic transmission.

25 (28) "Record date" means the date established under chapter
26 23B.07 RCW on which a corporation determines the identity of its
27 shareholders and their shareholdings for purposes of this title. The
28 determinations shall be made as of the close of business on the
29 record date unless another time for doing so is specified when the
30 record date is fixed.

31 (29) "Secretary" means the corporate officer to whom the board of
32 directors has delegated responsibility under RCW 23B.08.400(3) for
33 custody of the minutes of the meetings of the board of directors and
34 of the shareholders and for authenticating records of the
35 corporation.

36 (30) "Shares" means the units into which the proprietary
37 interests in a corporation are divided.

38 (31) "Shareholder" means the person in whose name shares are
39 registered in the records of a corporation or the beneficial owner of

1 shares to the extent of the rights granted by a nominee certificate
2 on file with a corporation.

3 (32) "Social purpose" includes any general social purpose and any
4 specific social purpose.

5 (33) "Social purpose corporation" means a corporation that has
6 elected to be governed as a social purpose corporation under chapter
7 23B.25 RCW.

8 (34) "Specific social purpose" means the specific social purpose
9 or purposes for which a social purpose corporation is organized as
10 set forth in the articles of incorporation of the corporation in
11 accordance with RCW 23B.25.040(2)(a).

12 (35) "State," when referring to a part of the United States,
13 includes a state and commonwealth, and their agencies and
14 governmental subdivisions, and a territory and insular possession,
15 and their agencies and governmental subdivisions, of the United
16 States.

17 (36) "Subscriber" means a person who subscribes for shares in a
18 corporation, whether before or after incorporation.

19 (37) "Tangible medium" means a writing, copy of a writing, or
20 facsimile, or a physical reproduction, each on paper or on other
21 tangible material.

22 (38) "United States" includes a district, authority, bureau,
23 commission, department, and any other agency of the United States.

24 (39) "Voting group" means all shares of one or more classes or
25 series that under the articles of incorporation or this title are
26 entitled to vote and be counted together collectively on a matter at
27 a meeting of shareholders. All shares entitled by the articles of
28 incorporation or this title to vote generally on the matter are for
29 that purpose a single voting group.

30 (40) "Writing" does not include an electronic transmission.

31 (41) "Written" means embodied in a tangible medium.

32 (42) "Registered office" means the address of the corporation's
33 registered agent.

34 NEW SECTION. Sec. 2149. The following acts or parts of acts are
35 each repealed:

36 (1) RCW 23B.01.210 (Forms) and 1991 c 72 s 25 & 1989 c 165 s 4;

37 (2) RCW 23B.01.260 (Judicial review of secretary of state's
38 refusal to file a record) and 2002 c 297 s 7 & 1989 c 165 s 9;

1 (3) RCW 23B.01.270 (Evidentiary effect of copy of filed record)
2 and 2002 c 297 s 8 & 1989 c 165 s 10;

3 (4) RCW 23B.01.500 (Domestic corporations—Notice of due date for
4 payment of annual license fee and filing annual report) and 2011 c
5 183 s 3 & 1989 c 165 s 16;

6 (5) RCW 23B.01.510 (Foreign corporations—Notice of due date for
7 payment of annual license fee and filing annual report) and 2011 c
8 183 s 4, 1990 c 178 s 3, & 1989 c 165 s 17;

9 (6) RCW 23B.01.530 (Domestic corporations—Inactive corporation
10 defined—Annual license fee) and 2010 1st sp.s. c 29 s 2, 1993 c 269 s
11 3, & 1989 c 165 s 19;

12 (7) RCW 23B.01.550 (Foreign corporations—Annual license fees) and
13 1989 c 165 s 21;

14 (8) RCW 23B.01.560 (License fees for reinstated corporation) and
15 1993 c 269 s 4 & 1989 c 165 s 22;

16 (9) RCW 23B.01.580 (Waiver of penalty fees) and 1990 c 178 s 4 &
17 1989 c 165 s 24;

18 (10) RCW 23B.14.203 (Administrative dissolution or revocation of
19 a certificate of authority—Corporation name not distinguishable from
20 name of governmental entity—Application by governmental entity) and
21 1997 c 12 s 1;

22 (11) RCW 23B.14.210 (Administrative dissolution—Procedure and
23 effect) and 2006 c 52 s 12 & 1989 c 165 s 161;

24 (12) RCW 23B.15.015 (Foreign degree-granting institution branch
25 campus—Acts not deemed transacting business in state) and 1993 c 181
26 s 5;

27 (13) RCW 23B.15.310 (Revocation—Procedure and effect) and 1989 c
28 165 s 181; and

29 (14) RCW 23B.18.050 (Service of process—Procedure) and 1989 c 165
30 s 195.

31 PART III

32 NONPROFIT CORPORATION ACT REVISIONS

33 **Sec. 3101.** RCW 24.03.005 and 2004 c 265 s 1 are each amended to
34 read as follows:

35 As used in this chapter, unless the context otherwise requires,
36 the term:

1 (1) "Corporation" or "domestic corporation" means a corporation
2 not for profit subject to the provisions of this chapter, except a
3 foreign corporation.

4 (2) "Foreign corporation" means a corporation not for profit
5 organized under laws other than the laws of this state.

6 (3) "Not for profit corporation" or "nonprofit corporation" means
7 a corporation no part of the income of which is distributable to its
8 members, directors or officers.

9 (4) "Articles of incorporation" and "articles" mean the original
10 articles of incorporation and all amendments thereto, and includes
11 articles of merger and restated articles.

12 (5) "Bylaws" means the code or codes of rules adopted for the
13 regulation or management of the affairs of the corporation
14 irrespective of the name or names by which such rules are designated.

15 (6) "Member" means an individual or entity having membership
16 rights in a corporation in accordance with the provisions of its
17 articles (~~(or [eff])~~) of incorporation or bylaws.

18 (7) "Board of directors" means the group of persons vested with
19 the management of the affairs of the corporation irrespective of the
20 name by which such group is designated in the articles or bylaws.

21 (8) "Insolvent" means inability of a corporation to pay debts as
22 they become due in the usual course of its affairs.

23 (9) "Deliver" means: (a) Mailing; (b) transmission by facsimile
24 equipment, for purposes of delivering a demand, consent, notice, or
25 waiver to the corporation or one of its officers, directors, or
26 members; (c) electronic transmission, in accordance with the
27 officer's, director's, or member's consent, for purposes of
28 delivering a demand, consent, notice, or waiver to the corporation or
29 one of its officers, directors, or members under RCW 24.03.009; and
30 (d) as prescribed by the secretary of state for purposes of
31 submitting a record for filing with the secretary of state.

32 (10) "Conforms to law" as used in connection with duties of the
33 secretary of state in reviewing records for filing under this
34 chapter, means the secretary of state has determined that the record
35 complies as to form with the applicable requirements of this chapter
36 and part I, Article 2 of this act.

37 (11) "Effective date" means, in connection with a record filing
38 made by the secretary of state, the date (~~(which is shown by affixing~~
39 ~~a "filed" stamp on the records. When a record is received for filing~~
40 ~~by the secretary of state in a form which complies with the~~

~~requirements of this chapter and which would entitle the record to be filed immediately upon receipt, but the secretary of state's approval action occurs subsequent to the date of receipt, the secretary of state's filing date shall relate back to the date on which the secretary of state first received the record in acceptable form. An applicant may request a specific effective date no more than thirty days later than the receipt date which might otherwise be applied as the effective date))~~ on which the filing becomes effective under section 1203 of this act.

(12) "Electronic transmission" means an electronic communication (a) not directly involving the physical transfer of a record in a tangible medium and (b) that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by a sender and recipient.

(13) "Electronically transmitted" means the initiation of an electronic transmission.

(14) "Execute," "executes," or "executed" means (a) signed, with respect to a written record or (b) electronically transmitted along with sufficient information to determine the sender's identity, with respect to an electronic transmission, or (c) filed in compliance with the standards for filing with the office of the secretary of state as prescribed by the secretary of state, with respect to a record to be filed with the secretary of state.

(15) "Executed by an officer of the corporation," or words of similar import, means that any record executed by such person shall be and is executed by that person under penalties of perjury and in an official and authorized capacity on behalf of the corporation or person making the record submission with the secretary of state and, for the purpose of records filed electronically with the secretary of state, in compliance with the rules adopted by the secretary of state for electronic filing.

(16) "An officer of the corporation" means, in connection with the execution of records submitted for filing with the secretary of state, the president, a vice president, the secretary, or the treasurer of the corporation.

(17) "Public benefit not for profit corporation" or "public benefit nonprofit corporation" means a corporation no part of the income of which is distributable to its members, directors, or officers and that holds a current tax exempt status as provided under 26 U.S.C. Sec. 501(c)(3) or is specifically exempted from the

1 requirement to apply for its tax exempt status under 26 U.S.C. Sec.
2 501(c)(3).

3 (18) "Record" means information inscribed on a tangible medium or
4 contained in an electronic transmission.

5 (19) "Tangible medium" means a writing, copy of a writing,
6 facsimile, or a physical reproduction, each on paper or on other
7 tangible material.

8 (20) "Writing" does not include an electronic transmission.

9 (21) "Written" means embodied in a tangible medium.

10 (22) "Registered office" means the address of the corporation's
11 registered agent.

12 **Sec. 3102.** RCW 24.03.017 and 2004 c 265 s 5 are each amended to
13 read as follows:

14 Any corporation organized under any act of the state of
15 Washington for any one or more of the purposes for which a
16 corporation may be organized under this chapter and for no purpose
17 other than those permitted by this chapter, and to which this chapter
18 does not otherwise apply, may elect to have this chapter and the
19 provisions thereof apply to such corporation. Such corporation may so
20 elect by having a resolution to do so adopted by the governing body
21 of such corporation and by delivering to the secretary of state a
22 statement of election in accordance with this section. Such statement
23 of election shall be executed by the corporation by an officer of the
24 corporation, and shall set forth:

25 (1) The name of the corporation;

26 (2) The act which created the corporation or pursuant to which it
27 was organized;

28 (3) That the governing body of the corporation has elected to
29 have this chapter and the provisions thereof apply to the
30 corporation.

31 The statement of election shall be delivered to the secretary of
32 state(~~(. If the secretary of state finds that the statement of~~
33 ~~election conforms to law, the secretary of state shall, when fees in~~
34 ~~the same amount as required by this chapter for filing articles of~~
35 ~~incorporation have been paid, endorse on the statement the word~~
36 ~~"filed" and the effective date of the filing thereof, shall file the~~
37 ~~statement, and shall issue a certificate of elective coverage to~~
38 ~~which an exact or conformed copy of the statement shall be affixed.~~

1 ~~The certificate of elective coverage together with the exact or~~
2 ~~conformed copy of the statement affixed thereto by the secretary of~~
3 ~~state shall be returned to the corporation or its representative))~~
4 for filing in accordance with part I, Article 2 of this act. Upon the
5 filing of the statement of elective coverage, the provisions of this
6 chapter shall apply to the corporation which thereafter shall be
7 subject to and shall have the benefits of this chapter and the
8 provisions thereof as they exist on the date of filing such statement
9 of election and as they may be amended from time to time thereafter,
10 including, without limiting the generality of the foregoing, the
11 power to amend its charter or articles of incorporation, whether or
12 not created by special act of the legislature, delete provisions
13 therefrom and add provisions thereto in any manner and to any extent
14 it may choose to do from time to time so long as its amended articles
15 shall not be inconsistent with the provisions of this chapter.

16 **Sec. 3103.** RCW 24.03.045 and 2004 c 265 s 7 are each amended to
17 read as follows:

18 The corporate name(~~;~~

19 ~~(1) Shall not contain any word or phrase which indicates or~~
20 ~~implies that it is organized for any purpose other than one or more~~
21 ~~of the purposes contained in its articles of incorporation.~~

22 ~~(2)(a) Except as provided in (b) and (c) of this subsection, must~~
23 ~~be distinguishable upon the records of the secretary of state from:~~

24 ~~(i) The corporate name or reserved name of a corporation or~~
25 ~~domestic corporation organized or authorized to transact business~~
26 ~~under this chapter;~~

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

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

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

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

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

~~(vii) The name or reserved name of a limited liability partnership registered under chapter 25.04 RCW.~~

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

~~(i) The other corporation, company, holder, limited liability partnership, or limited partnership consents to the use in the form of a record and files with the secretary of state records necessary to change its name or the name reserved or registered to a name that is distinguishable upon the records of the secretary of state from the name of the applying corporation; or~~

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

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

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

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

~~(3) Shall be transliterated into letters of the English alphabet, if it is not in English.~~

~~(4) Shall not include or end with "incorporated," "company," "corporation," "partnership," "limited partnership," or "Ltd.," or any abbreviation thereof, but may use "club," "league," "association," "services," "committee," "fund," "society," "foundation," ".", a nonprofit corporation," or any name of like import.~~

~~(5) May only include the term "public benefit" or names of like import if the corporation has been designated as a public benefit nonprofit corporation by the secretary in accordance with this chapter.~~

~~(6) A name shall not be considered distinguishable upon the records of the secretary of state by virtue of:~~

1 ~~(a) A variation in any of the following designations for the same~~
2 ~~name: "Corporation," "incorporated," "company," "limited,"~~
3 ~~"partnership," "limited partnership," "limited liability company," or~~
4 ~~"limited liability partnership," or the abbreviations "corp.,"~~
5 ~~"inc.," "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or~~
6 ~~"L.L.C.";~~

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

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

11 ~~(d) Use of abbreviation or the plural form of a word in the same~~
12 ~~name.~~

13 ~~(7) This title does not control the use of assumed business names~~
14 ~~or "trade names.")~~ must comply with the provisions of part I,
15 Article 3 of this act.

16 **Sec. 3104.** RCW 24.03.046 and 1993 c 356 s 1 are each amended to
17 read as follows:

18 A person may reserve the exclusive right to the use of a
19 corporate name ~~((may be reserved by:~~

20 ~~(1) Any person intending to organize a corporation under this~~
21 ~~title.~~

22 ~~(2) Any domestic corporation intending to change its name.~~

23 ~~(3) Any foreign corporation intending to make application for a~~
24 ~~certificate of authority to transact business in this state.~~

25 ~~(4) Any foreign corporation authorized to transact business in~~
26 ~~this state and intending to change its name.~~

27 ~~(5) Any person intending to organize a foreign corporation and~~
28 ~~intending to have such corporation make application for a certificate~~
29 ~~of authority to transact business in this state.~~

30 ~~The reservation shall be made by filing with the secretary of~~
31 ~~state an application to reserve a specified corporate name, executed~~
32 ~~by or on behalf of the applicant. If the secretary of state finds~~
33 ~~that the name is available for corporate use, the secretary of state~~
34 ~~shall reserve the same for the exclusive use of the applicant for a~~
35 ~~period of one hundred and eighty days. Such reservation shall be~~
36 ~~limited to one filing.~~

37 ~~The right to the exclusive use of a specified corporate name so~~
38 ~~reserved may be transferred to any other person or corporation by~~
39 ~~filing in the office of the secretary of state, a notice of such~~

1 transfer, executed by the applicant for whom the name was reserved,
2 and specifying the name and address of the transferee)) in accordance
3 with section 1303 of this act.

4 **Sec. 3105.** RCW 24.03.047 and 1994 c 211 s 1306 are each amended
5 to read as follows:

6 Any corporation((~~7~~)) organized and existing under the laws of any
7 state or territory of the United States may register its corporate
8 name ((~~under this title, provided its corporate name is not the same~~
9 ~~as, or deceptively similar to, the name of any domestic corporation~~
10 ~~existing under the laws of this state, the name of any foreign~~
11 ~~corporation authorized to transact business in this state, the name~~
12 ~~of any domestic limited liability company organized under the laws of~~
13 ~~this state, the name of any foreign limited liability company~~
14 ~~authorized to transact business in this state, the name of any~~
15 ~~limited partnership on file with the secretary, or any corporate name~~
16 ~~reserved or registered under this title.~~

17 Such registration shall be made by:

18 (1) ~~Filing with the secretary of state:~~ (a) ~~An application for~~
19 ~~registration executed by the corporation by an officer thereof,~~
20 ~~setting forth the name of the corporation, the state or country under~~
21 ~~the laws of which it is incorporated, [and] the date of its~~
22 ~~incorporation, and (b) a certificate setting forth that such~~
23 ~~corporation is in good standing under the laws of the state or~~
24 ~~territory wherein it is organized, executed by the secretary of state~~
25 ~~of such state or country or by such other official as may have~~
26 ~~custody of the records pertaining to corporations, and~~

27 (2) ~~Paying to the secretary of state the applicable registration~~
28 ~~fee.~~

29 ~~The registration shall be effective until the close of the~~
30 ~~calendar year in which the application for registration is filed)) in~~
31 accordance with section 1304 of this act.

32 **Sec. 3106.** RCW 24.03.048 and 1986 c 240 s 8 are each amended to
33 read as follows:

34 A corporation which has in effect a registration of its corporate
35 name((~~7~~)) may renew such registration ((~~from year to year by annually~~
36 ~~filing an application for renewal setting forth the facts required to~~
37 ~~be set forth in an original application for registration and a~~
38 ~~certificate of good standing as required for the original~~

1 registration and by paying the applicable fee. A renewal application
2 may be filed between the first day of October and the thirty-first
3 day of December in each year, and shall extend the registration for
4 the following calendar year)) in accordance with section 1304 of this
5 act.

6 **Sec. 3107.** RCW 24.03.050 and 2009 c 202 s 1 are each amended to
7 read as follows:

8 Each corporation shall have and continuously maintain in this
9 state((÷

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

22 (2) ~~A registered agent, which agent may be either an individual~~
23 ~~resident in this state whose business office is identical with such~~
24 ~~registered office, or a domestic corporation, whether for profit or~~
25 ~~not for profit, or a governmental body or agency, or a foreign~~
26 ~~corporation, whether for profit or not for profit, authorized to~~
27 ~~transact business or conduct affairs in this state, having an office~~
28 ~~identical with such registered office, or a domestic limited~~
29 ~~liability company whose business office is identical with the~~
30 ~~registered office, or a foreign limited liability company authorized~~
31 ~~to conduct affairs in this state whose business address is identical~~
32 ~~with the registered office. A registered agent shall not be appointed~~
33 ~~without having given prior consent to the appointment, in the form of~~
34 ~~a record. The consent shall be filed with the secretary of state in~~
35 ~~such form as the secretary may prescribe. The consent shall be filed~~
36 ~~with or as a part of the record first appointing a registered agent.~~
37 ~~In the event any individual, corporation, or limited liability~~
38 ~~company has been appointed agent without consent, that person,~~
39 ~~corporation, or limited liability company may file a notarized~~

1 ~~statement attesting to that fact, and the name shall immediately be~~
2 ~~removed from the records of the secretary of state.~~

3 ~~No Washington corporation or foreign corporation authorized to~~
4 ~~conduct affairs in this state may be permitted to maintain any action~~
5 ~~in any court in this state until the corporation complies with the~~
6 ~~requirements of this section)) a registered agent in accordance with~~
7 ~~part I, Article 4 of this act.~~

8 **Sec. 3108.** RCW 24.03.055 and 2004 c 265 s 9 are each amended to
9 read as follows:

10 A corporation may change its registered (~~office or change its~~
11 ~~registered)) agent(~~(, or both, upon)~~) by filing in the office of the
12 secretary of state (~~in the form prescribed by the secretary of state~~
13 ~~a statement setting forth:~~~~

14 ~~(1) The name of the corporation.~~

15 ~~(2) If the current registered office is to be changed, the street~~
16 ~~address to which the registered office is to be changed.~~

17 ~~(3) If the current registered agent is to be changed, the name of~~
18 ~~the new registered agent.~~

19 ~~(4) That the address of its registered office and the address of~~
20 ~~the office of its registered agent, as changed, will be identical.~~

21 ~~Such statement shall be executed by the corporation by an officer~~
22 ~~of the corporation, and delivered to the secretary of state, together~~
23 ~~with a consent, in the form of a record, of the registered agent to~~
24 ~~the appointment, if applicable. If the secretary of state finds that~~
25 ~~such statement conforms to the provisions of this chapter, the~~
26 ~~secretary of state shall endorse thereon the word "Filed," and the~~
27 ~~month, day, and year of the filing thereof, and file the statement.~~
28 ~~The change of address of the registered office, or the appointment of~~
29 ~~a new registered agent, or both, as the case may be, shall become~~
30 ~~effective upon filing unless a later date is specified)) a statement~~
31 ~~of change in accordance with section 1407 of this act.~~

32 Any registered agent of a corporation may resign as such agent
33 upon filing a notice thereof, in the form of a record, with the
34 secretary of state(~~(, who shall immediately deliver an exact or~~
35 ~~conformed copy thereof to the corporation in care of an officer, who~~
36 ~~is not the resigning registered agent, at the address of such officer~~
37 ~~as shown by the most recent annual report of the corporation. The~~
38 ~~appointment of such agent shall terminate upon the expiration of~~

~~thirty days after receipt of such notice by the secretary of state))~~
~~in accordance with section 1410 of this act.~~

~~((If)) A registered agent ((changes the agent's business address~~
~~to another place within the state, the agent may change such address~~
~~and the address of the registered office of any corporation of which~~
~~the agent is a registered agent, by filing a statement as required by~~
~~this section except that it need be executed only by the registered~~
~~agent, it need not be responsive to subsection (3) of this section,~~
~~and it must recite that a copy of the statement has been delivered to~~
~~the secretary of the corporation)) may change its information on file~~
~~with the secretary of state in accordance with section 1408 or 1409~~
~~of this act.~~

Sec. 3109. RCW 24.03.060 and 1986 c 240 s 11 are each amended to
read as follows:

~~((The registered agent so appointed by a corporation shall be an~~
~~agent of such corporation upon whom any)) Service of process, notice,~~
or demand required or permitted by law to be served upon the
corporation may be ~~((served.~~

~~Whenever a corporation shall fail to appoint or maintain a~~
~~registered agent in this state, or whenever its registered agent~~
~~cannot with reasonable diligence be found at the registered office,~~
~~then the secretary of state shall be an agent of such corporation~~
~~upon whom any such process, notice, or demand may be served. Service~~
~~on the secretary of state of any such process, notice, or demand~~
~~shall be made by delivering to and leaving with the secretary of~~
~~state, or with any duly authorized clerk of the corporation~~
~~department of the secretary of state's office, duplicate copies of~~
~~such process, notice or demand. In the event any such process, notice~~
~~or demand is served on the secretary of state, the secretary of state~~
~~shall immediately cause one of the copies thereof to be forwarded by~~
~~certified mail, addressed to the secretary of the corporation as~~
~~shown on the records of the secretary of state. Any service so had on~~
~~the secretary of state shall be returnable in not less than thirty~~
~~days.~~

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

1 ~~Nothing herein contained shall limit or affect the right to serve~~
2 ~~any process, notice or demand required or permitted by law to be~~
3 ~~served upon a corporation in any other manner now or hereafter~~
4 ~~permitted by law)) made in accordance with section 1411 of this act.~~

5 **Sec. 3110.** RCW 24.03.145 and 2002 c 74 s 7 are each amended to
6 read as follows:

7 The articles of incorporation shall be delivered to the secretary
8 of state(~~(. If the secretary of state finds that the articles of~~
9 ~~incorporation conform to law, the secretary of state shall, when all~~
10 ~~fees have been paid as in this chapter prescribed:~~

11 ~~(1) Endorse on the articles the word "Filed" and the effective~~
12 ~~date of the filing.~~

13 ~~(2) File the articles.~~

14 ~~(3) Issue a certificate of incorporation.~~

15 The ~~certificate of incorporation together with an exact or~~
16 ~~conformed copy of the articles of incorporation will be returned to~~
17 ~~the incorporators or their representative)) for filing in accordance~~
18 ~~with part I, Article 2 of this act.~~

19 **Sec. 3111.** RCW 24.03.175 and 2002 c 74 s 8 are each amended to
20 read as follows:

21 The articles of amendment shall be delivered to the secretary of
22 state(~~(. If the secretary of state finds that the articles of~~
23 ~~amendment conform to law, the secretary of state shall, when all fees~~
24 ~~have been paid as in this chapter prescribed:~~

25 ~~(1) Endorse on the articles the word "Filed," and the effective~~
26 ~~date of the filing.~~

27 ~~(2) File the articles.~~

28 The ~~exact or conformed copy of the articles of amendment bearing~~
29 ~~the filing endorsement affixed thereto by the secretary of state,~~
30 ~~shall be returned to the corporation or its representative)) for~~
31 ~~filing in accordance with part I, Article 2 of this act.~~

32 **Sec. 3112.** RCW 24.03.180 and 1986 c 240 s 28 are each amended to
33 read as follows:

34 ~~((Upon the filing of the articles of amendment by the secretary~~
35 ~~of state, or on such later date, not more than thirty days subsequent~~
36 ~~to the filing thereof by the secretary of state, as may be provided~~
37 ~~in the articles of amendment, the amendment shall become effective~~

~~and the articles of incorporation shall be deemed to be amended accordingly))~~ Articles of amendment are effective as provided in section 1203 of this act and may state a delayed effective date in accordance with section 1203 of this act.

No amendment shall affect any existing cause of action in favor of or against such corporation, or any pending action to which such corporation shall be a party, or the existing rights of persons other than members; and, in the event the corporate name shall be changed by amendment, no action brought by or against such corporation under its former name shall abate for that reason.

Sec. 3113. RCW 24.03.183 and 2004 c 265 s 18 are each amended to read as follows:

A domestic corporation may at any time restate its articles of incorporation by a resolution adopted by the board of directors. A corporation may amend and restate in one resolution, but may not present the amendments and restatement for filing by the secretary in a single record. Separate articles of amendment, under RCW 24.03.165 and articles of restatement, under this section, must be presented notwithstanding the corporation's adoption of a single resolution of amendment and restatement.

Upon the adoption of the resolution, restated articles of incorporation shall be executed by the corporation by one of its officers. The restated articles shall set forth all of the operative provisions of the articles of incorporation together with a statement that the restated articles of incorporation correctly set forth without change the provisions of the articles of incorporation as amended and that the restated articles of incorporation supersede the original articles of incorporation and all amendments thereto.

The restated articles of incorporation shall be delivered to the secretary of state(~~(. If the secretary of state finds that the restated articles of incorporation conform to law, the secretary of state shall, when all fees required by this title have been paid:~~

~~(1) Endorse on the articles the word "Filed" and the date of the filing;~~

~~(2) File the restated articles.~~

~~An exact or conformed copy of the restated articles of incorporation bearing the endorsement affixed thereto by the secretary of state, shall be returned to the corporation or its~~

representative)) for filing in accordance with part I, Article 2 of this act.

Upon the filing of the restated articles of incorporation by the secretary of state, the restated articles of incorporation shall become effective and shall supersede the original articles of incorporation and all amendments thereto.

Sec. 3114. RCW 24.03.200 and 2004 c 265 s 20 are each amended to read as follows:

(1) Upon such approval, articles of merger or articles of consolidation shall be executed by each corporation by an officer of each corporation, and shall set forth:

(a) The plan of merger or the plan of consolidation;

(b) Where the members of any merging or consolidating corporation have voting rights, then as to each such corporation (i) a statement setting forth the date of the meeting of members at which the plan was adopted, that a quorum was present at such meeting, and that such plan received at least two-thirds of the votes which members present at such meeting or represented by proxy were entitled to cast, or (ii) a statement that such amendment was adopted by a consent in the form of a record executed by all members entitled to vote with respect thereto;

(c) Where any merging or consolidating corporation has no members, or no members having voting rights, then as to each such corporation a statement of such fact, the date of the meeting of the board of directors at which the plan was adopted and a statement of the fact that such plan received the vote of a majority of the directors in office.

(2) The articles of merger or articles of consolidation shall be delivered to the secretary of state(~~(. If the secretary of state finds that such articles conform to law, the secretary of state shall, when all fees have been paid as in this chapter prescribed:~~

~~(a) Endorse on the articles of merger or consolidation the word "Filed," and the date of the filing;~~

~~(b) File the articles of merger or consolidation.~~

~~An exact or conformed copy of the articles of merger or articles of consolidation bearing the filing endorsement affixed thereto by the secretary of state, shall be returned to the surviving or new corporation, as the case may be, or its representative))~~ for filing in accordance with part I, Article 2 of this act.

1 **Sec. 3115.** RCW 24.03.205 and 1986 c 240 s 34 are each amended to
2 read as follows:

3 A merger or consolidation shall become effective upon the filing
4 of the articles of merger or articles of consolidation with the
5 secretary of state(~~(, or on such later date, not more than thirty~~
6 ~~days after the filing thereof with the secretary of state, as shall~~
7 ~~be provided for in the plan))~~ as provided in section 1203 of this
8 act, and may state a delayed effective date as provided in section
9 1203 of this act.

10 **Sec. 3116.** RCW 24.03.207 and 2004 c 265 s 21 are each amended to
11 read as follows:

12 One or more foreign corporations and one or more domestic
13 corporations may be merged or consolidated in the following manner,
14 if such merger or consolidation is permitted by the laws of the state
15 under which each such foreign corporation is organized:

16 (1) Each domestic corporation shall comply with the provisions of
17 this title with respect to the merger or consolidation as the case
18 may be, of domestic corporations and each foreign corporation shall
19 comply with the applicable provisions of the laws of the state under
20 which it is organized.

21 (2) If the surviving or new corporation in a merger or
22 consolidation is to be governed by the laws of any state other than
23 this state, it shall comply with the provisions of this title and
24 part I, Article 5 of this act with respect to foreign corporations if
25 it is to transact business in this state, and in every case it shall
26 file with the secretary of state of this state(~~(+~~

27 ~~(a+))~~ an agreement that it may be served with process in ((this
28 state)) accordance with section 1411 of this act in any proceeding
29 for the enforcement of any obligation of any domestic corporation
30 which is a party to the merger or consolidation and in any proceeding
31 for the enforcement of the rights, if any, of a member of any such
32 domestic corporation against the surviving or new corporation(~~(+ and~~

33 ~~(b) An irrevocable appointment of the secretary of state of this~~
34 ~~state as its agent to accept service of process in any such~~
35 ~~proceeding)).~~

36 The effect of the merger or consolidation shall be the same as in
37 the case of the merger or consolidation of domestic corporations, if
38 the surviving or new corporation is to be governed by the laws of
39 this state. If the surviving or new corporation is to be governed by

1 the laws of any state other than this state, the effect of the merger
2 or consolidation shall be the same as in the case of the merger or
3 consolidation of domestic corporations except as the laws of the
4 other state provide otherwise.

5 (3) At any time prior to the effective date of the articles of
6 merger or consolidation, the merger or consolidation may be abandoned
7 pursuant to provision therefor, if any, set forth in the plan of
8 merger or consolidation. In the event the merger or consolidation is
9 abandoned, the parties thereto shall execute a notice of abandonment
10 (~~((in triplicate))~~) executed by an officer for each corporation
11 executing the notice, which must be in the form of a record, and
12 deliver the notice to the secretary of state for filing in accordance
13 with part I, Article 2 of this act. (~~((If the secretary of state finds~~
14 ~~the notice conforms to law, the secretary of state shall:~~

15 ~~(a) Endorse on each of the originals the word "Filed" and the~~
16 ~~date of the filing;~~

17 ~~(b) File one of the triplicate originals in the secretary of~~
18 ~~state's office; and~~

19 ~~(c) Issue the other triplicate originals to the respective~~
20 ~~parties or their representatives.))~~

21 **Sec. 3117.** RCW 24.03.245 and 2002 c 74 s 11 are each amended to
22 read as follows:

23 Articles of dissolution shall be delivered to the secretary of
24 state for filing in accordance with part I, Article 2 of this act.
25 (~~((If the secretary of state finds that such articles of dissolution~~
26 ~~conform to law, the secretary of state shall, when all requirements~~
27 ~~have been met as in this chapter prescribed:~~

28 ~~(1) Endorse on the articles of dissolution the word "Filed," and~~
29 ~~the effective date of the filing.~~

30 ~~(2) File the articles of dissolution.~~

31 ~~The exact or conformed copy of the articles of dissolution,~~
32 ~~bearing the filing endorsement affixed thereto by the secretary of~~
33 ~~state, shall be returned to the representative of the dissolved~~
34 ~~corporation.))~~ Upon the filing of such articles of dissolution the
35 existence of the corporation shall cease, except for the purpose of
36 suits, other proceedings and appropriate corporate action by members,
37 directors, and officers as provided in this chapter.

1 **Sec. 3118.** RCW 24.03.300 and 1986 c 240 s 41 are each amended to
2 read as follows:

3 The dissolution of a corporation either (1) by the filing and
4 issuance of a certificate of dissolution, voluntary or
5 administrative, by the secretary of state, or (2) by a decree of
6 court when the court has not liquidated the assets and affairs of the
7 corporation as provided in this chapter, or (3) by expiration of its
8 period of duration, shall not take away or impair any remedy
9 available to or against such corporation, its directors, officers, or
10 members, for any right or claim existing, or any liability incurred,
11 prior to such dissolution if action or other proceeding thereon is
12 commenced within two years after the date of such dissolution. Any
13 such action or proceeding by or against the corporation may be
14 prosecuted or defended by the corporation in its corporate name. The
15 members, directors and officers shall have power to take such
16 corporate or other action as shall be appropriate to protect such
17 remedy, right or claim. If such corporation was dissolved by the
18 expiration of its period of duration, such corporation may amend its
19 articles of incorporation at any time during such period of two years
20 after expiration so as to extend its period of duration. If, during
21 the period of dissolution, another person or corporation has reserved
22 or adopted a corporate name which is identical to or deceptively
23 similar to the dissolved corporation's name, the corporation
24 extending its period of duration shall be required to adopt another
25 name consistent with the requirements of ~~((this chapter))~~ part I,
26 Article 3 of this act and to amend its articles of incorporation
27 accordingly. The corporation shall also pay to the state all fees and
28 penalties which would otherwise have been due if the corporate
29 charter had not expired, plus a reinstatement fee as ~~((provided in~~
30 ~~this chapter))~~ established by the secretary of state under section
31 1213 of this act.

32 **Sec. 3119.** RCW 24.03.302 and 1994 c 287 s 8 are each amended to
33 read as follows:

34 A corporation shall be administratively dissolved by the
35 secretary of state ~~((upon the conditions prescribed in this section~~
36 ~~when the corporation:~~

37 ~~(1) Has failed to file or complete its annual report within the~~
38 ~~time required by law; or~~

1 ~~(2) Has failed for thirty days to appoint or maintain a~~
2 ~~registered agent in this state; or~~

3 ~~(3) Has failed for thirty days, after change of its registered~~
4 ~~agent or registered office, to file in the office of the secretary of~~
5 ~~state a statement of such change.~~

6 ~~A corporation shall not be dissolved under this section unless~~
7 ~~the secretary of state has given the corporation not less than sixty~~
8 ~~days' notice of its delinquency or omission, by first-class mail,~~
9 ~~postage prepaid, addressed to the registered office, or, if there is~~
10 ~~no registered office, to the last known address of any officer or~~
11 ~~director as shown by the records of the secretary of state, and~~
12 ~~unless the corporation has failed to correct the omission or~~
13 ~~delinquency before expiration of the sixty-day period.~~

14 ~~When a corporation has given cause for dissolution under this~~
15 ~~section, and has failed to correct the delinquency or omission as~~
16 ~~provided in this section, the secretary of the state shall dissolve~~
17 ~~the corporation by issuing a certificate of administrative~~
18 ~~dissolution containing a statement that the corporation has been~~
19 ~~dissolved and the date and reason for which it was dissolved. The~~
20 ~~original certificate of administrative dissolution shall be filed in~~
21 ~~the records of the secretary of state, and a copy of the certificate~~
22 ~~shall forthwith be mailed to the corporation at its registered office~~
23 ~~or, if there is no registered office, to the last known address of~~
24 ~~the corporation or any officer, director, or incorporator of the~~
25 ~~corporation, as shown by the records of the secretary of state. Upon~~
26 ~~the filing of the certificate of administrative dissolution, the~~
27 ~~existence of the corporation shall cease, except as otherwise~~
28 ~~provided in this chapter, and its name shall be available to and may~~
29 ~~be adopted by another corporation after the dissolution.~~

30 ~~Any notice provided by the secretary of state under this section~~
31 ~~shall be designed to clearly identify and warn the recipient of the~~
32 ~~contents thereof. A delinquency notice shall provide a succinct and~~
33 ~~readable description of the delinquency or omission, the date on~~
34 ~~which dissolution will occur, and the action necessary to cure the~~
35 ~~delinquency or omission prior to dissolution)) under the~~
36 ~~circumstances and procedures provided in part I, Article 6 of this~~
37 ~~act.~~

38 ~~A corporation which has been administratively dissolved ((by~~
39 ~~operation of this section may be reinstated within a period of three~~
40 ~~years following its administrative dissolution if it completes and~~

~~files a current annual report for the reinstatement year or if it appoints or maintains a registered agent, or if it files with the secretary of state a required statement of change of registered agent or registered office and in addition, if it pays a reinstatement fee as set by rule by the secretary plus the full amount of all annual fees that would have been assessed for the years of administrative dissolution had the corporation been in active status, including the reinstatement year plus any penalties established by rule by the secretary of state. If, during the period of dissolution, another person or corporation has reserved or adopted a corporate name which is identical to or deceptively similar to the dissolved corporation's name, the dissolved corporation seeking reinstatement shall be required to adopt another name consistent with the requirements of this chapter and to amend its articles of incorporation accordingly))~~
under section 1603 of this act may apply to the secretary of state for reinstatement in accordance with section 1604 of this act.

When a corporation has been administratively dissolved ~~((by operation of this section))~~ under section 1603 of this act, remedies available to or against it shall survive in the manner provided in RCW 24.03.300 and the directors of the corporation shall hold the title to the property of the corporation as trustees for the benefit of its creditors and members.

Sec. 3120. RCW 24.03.305 and 1993 c 181 s 12 are each amended to read as follows:

~~((No))~~ (1) A foreign corporation shall ~~((have the right to))~~ not conduct affairs in this state until it ~~((shall have procured a certificate of authority so to do from))~~ registers with the secretary of state in accordance with part I, Article 5 of this act. ~~((No foreign corporation shall be entitled to procure a certificate of authority under this chapter to conduct in this state any affairs which a corporation organized under this chapter is not permitted to conduct. A foreign corporation shall not be denied a certificate of authority by reason of the fact that the laws of the state or country under which such corporation is organized governing its organization and internal affairs differ from the laws of this state, and nothing in this chapter contained shall be construed to authorize this state to regulate the organization or the internal affairs of such corporation.~~

1 Without ~~excluding other activities which may))~~ (2) A
2 nonexhaustive list of activities that do not constitute conducting
3 affairs in this state((, a foreign corporation shall not be
4 considered to be conducting affairs in this state, for the purposes
5 of this chapter, by reason of carrying on in this state any one or
6 more of the following activities:

7 (1) ~~Maintaining or defending any action or suit or any~~
8 ~~administrative or arbitration proceeding, or effecting the settlement~~
9 ~~thereof or the settlement of claims or disputes.~~

10 (2) ~~Holding meetings of its directors or members or carrying on~~
11 ~~other activities concerning its internal affairs.~~

12 (3) ~~Maintaining bank accounts.~~

13 (4) ~~Creating evidences of debt, mortgages or liens on real or~~
14 ~~personal property.~~

15 (5) ~~Securing or collecting debts due to it or enforcing any~~
16 ~~rights in property securing the same.~~

17 (6) ~~Effecting sales through independent contractors.~~

18 (7) ~~Soliciting or procuring orders, whether by mail or through~~
19 ~~employees or agents or otherwise, where such orders require~~
20 ~~acceptance without this state before becoming binding contracts.~~

21 (8) ~~Creating as borrower or lender, or acquiring, indebtedness or~~
22 ~~mortgages or other security interests in real or personal property.~~

23 (9) ~~Securing or collecting debts or enforcing any rights in~~
24 ~~property securing the same.~~

25 (10) ~~Transacting any business in interstate commerce.~~

26 (11) ~~Conducting an isolated transaction completed within a period~~
27 ~~of thirty days and not in the course of a number of repeated~~
28 ~~transactions of like nature.~~

29 (12) ~~Operating an approved branch campus of a foreign degree-~~
30 ~~granting institution in compliance with chapter 28B.90 RCW and in~~
31 ~~accordance with RCW 24.03.307))~~ is provided in section 1505 of this
32 act.

33 **Sec. 3121.** RCW 24.03.310 and 1967 c 235 s 63 are each amended to
34 read as follows:

35 A foreign corporation ((which shall have received a certificate
36 of authority under this chapter shall, until a certificate of
37 revocation or of withdrawal shall have been issued as provided in
38 this chapter, enjoy the same, but no greater, rights and privileges
39 as a domestic corporation organized for the purposes set forth in the

~~application pursuant to which such certificate of authorization is issued; and, except as in this chapter otherwise provided, shall be subject to the same duties, restrictions, penalties and liabilities now or hereafter imposed upon a domestic corporation of like character))~~ that registers to conduct affairs in this state is subject to section 1501 of this act relating to the effect of registration and the governing law for registered foreign corporations.

Sec. 3122. RCW 24.03.315 and 1982 c 35 s 98 are each amended to read as follows:

~~((No certificate of authority shall be issued to a foreign corporation unless the corporate name of such corporation complies with the provisions of RCW 24.03.045. However, a foreign corporation applying for a certificate of authority may file with the secretary of state a resolution of its board of directors adopting a fictitious name for use in transacting business in this state, if the fictitious name complies with RCW 24.03.045))~~ The corporate name of a foreign corporation registered in this state must comply with the provisions of section 1506 of this act and part I, Article 3 of this act.

Sec. 3123. RCW 24.03.325 and 2002 c 74 s 12 are each amended to read as follows:

A foreign corporation(~~(, in order to procure a certificate of authority))~~ may register to conduct affairs in this state(~~(, shall make application therefor))~~ by delivering to the secretary of state(~~(, which application shall set forth:~~

~~(1) The name of the corporation and the state or country under the laws of which it is incorporated.~~

~~(2) If the name of the corporation contains the word "corporation," "company," "incorporated," or "limited," or contains an abbreviation of one of such words, then the name of the corporation which it elects for use in this state.~~

~~(3) The date of incorporation and the period of duration of the corporation.~~

~~(4) The address of the principal office of the corporation.~~

~~(5) A statement that a registered agent has been appointed and the name and address of such agent, and that a registered office exists and the address of such registered office is identical to that of the registered agent.~~

1 ~~(6) The purpose or purposes of the corporation which it proposes~~
2 ~~to pursue in conducting its affairs in this state.~~

3 ~~(7) The names and respective addresses of the directors and~~
4 ~~officers of the corporation.~~

5 ~~(8) Such additional information as may be necessary or~~
6 ~~appropriate in order to enable the secretary of state to determine~~
7 ~~whether such corporation is entitled to a certificate of authority to~~
8 ~~conduct affairs in this state.~~

9 ~~The application shall be made in the form prescribed by the~~
10 ~~secretary of state and shall))~~ for filing a foreign registration
11 statement in accordance with section 1503 of this act. The statement
12 must be executed by the corporation by one of its officers.

13 ~~((The application shall be accompanied by a certificate of good~~
14 ~~standing which has been issued no more than sixty days before the~~
15 ~~date of filing of the application for a certificate of authority to~~
16 ~~do business in this state and has been certified to by the proper~~
17 ~~officer of the state or country under the laws of which the~~
18 ~~corporation is incorporated.))~~

19 **Sec. 3124.** RCW 24.03.335 and 1982 c 35 s 100 are each amended to
20 read as follows:

21 Upon the filing of the ~~((application for certificate of~~
22 ~~authority))~~ foreign registration statement by the secretary of state,
23 the corporation shall be authorized to conduct affairs in this state
24 for those purposes set forth in its application, subject, however, to
25 the right of this state to ~~((suspend or to revoke such authority))~~
26 terminate the registration as provided in ~~((this chapter))~~ section
27 1511 of this act.

28 **Sec. 3125.** RCW 24.03.340 and 2004 c 265 s 29 are each amended to
29 read as follows:

30 Each foreign corporation ~~((authorized))~~ registered to conduct
31 affairs in this state shall have and continuously maintain in this
32 state(~~(÷~~

33 ~~(1) A registered office which may be, but need not be, the same~~
34 ~~as its principal office. The registered office shall be at a specific~~
35 ~~geographic location in this state, and be identified by number, if~~
36 ~~any, and street, or building address or rural route, or, if a~~
37 ~~commonly known street or rural route address does not exist, by legal~~
38 ~~description. A registered office may not be identified by post office~~

1 ~~box number or other nongeographic address. For purposes of~~
2 ~~communicating by mail, the secretary of state may permit the use of a~~
3 ~~post office address in conjunction with the registered office address~~
4 ~~if the corporation also maintains on file the specific geographic~~
5 ~~address of the registered office where personal service of process~~
6 ~~may be made.~~

7 ~~(2) A registered agent, which agent may be either an individual~~
8 ~~resident in this state whose business office is identical with such~~
9 ~~registered office, or a domestic corporation, whether for profit or~~
10 ~~not for profit, or a foreign corporation, whether for profit or not~~
11 ~~for profit, authorized to transact business or conduct affairs in~~
12 ~~this state, having an office identical with such registered office or~~
13 ~~a domestic limited liability company whose business office is~~
14 ~~identical with the registered office or a foreign limited liability~~
15 ~~company authorized to conduct affairs in this state whose business~~
16 ~~address is identical with the registered office. A registered agent~~
17 ~~shall not be appointed without having given prior consent in the form~~
18 ~~of a record to the appointment. The consent shall be filed with the~~
19 ~~secretary of state in such form as the secretary may prescribe. The~~
20 ~~consent shall be filed with or as a part of the record first~~
21 ~~appointing a registered agent. In the event any individual,~~
22 ~~corporation, or limited liability company has been appointed agent~~
23 ~~without consent, that person, corporation, or limited liability~~
24 ~~company may file a notarized statement attesting to that fact, and~~
25 ~~the name shall immediately be removed from the records of the~~
26 ~~secretary of state.~~

27 ~~No foreign corporation authorized to transact business in this~~
28 ~~state may be permitted to maintain any action in any court in this~~
29 ~~state until the corporation complies with the requirements of this~~
30 ~~section)) a registered agent in accordance with part I, Article 4 of~~
31 ~~this act.~~

32 **Sec. 3126.** RCW 24.03.345 and 2004 c 265 s 30 are each amended to
33 read as follows:

34 A foreign corporation ((authorized)) registered to conduct
35 affairs in this state may change its ((registered office or change
36 its)) registered agent((, or both, upon filing in the office of)) by
37 delivering to the secretary of state ((in a form approved by the
38 secretary of state)) for filing a statement ((setting forth:

39 ~~(1) The name of the corporation.~~

1 ~~(2) If the current registered office is to be changed, the street~~
2 ~~address to which the registered office is to be changed.~~

3 ~~(3) If the current registered agent is to be changed, the name of~~
4 ~~the new registered agent.~~

5 ~~(4) That the address of its registered office and the address of~~
6 ~~the office of its registered agent, as changed, will be identical.~~

7 ~~Such)) of change in accordance with section 1407 of this act. The~~
8 ~~statement shall be executed by the corporation by an officer of the~~
9 ~~corporation(, and delivered to the secretary of state, together with~~
10 ~~a consent, in the form of a record, of the registered agent to the~~
11 ~~appointment, if applicable. If the secretary of state finds that such~~
12 ~~statement conforms to the provisions of this chapter, the secretary~~
13 ~~of state shall endorse thereon the word "Filed," and the month, day,~~
14 ~~and year of the filing thereof, and file the statement. The change of~~
15 ~~address of the registered office, or the appointment of a new~~
16 ~~registered agent, or both, as the case may be, shall become effective~~
17 ~~upon filing unless a later date is specified)).~~

18 Any registered agent in this state appointed by a foreign
19 corporation may resign as such agent ~~((upon filing a notice thereof,~~
20 ~~in the form of a record, executed in duplicate, with)) by executing~~
21 ~~and delivering to the secretary of state ((who shall immediately~~
22 ~~deliver a copy thereof to the secretary of the foreign corporation at~~
23 ~~its principal office as shown by its most recent annual report. The~~
24 ~~appointment of such agent shall terminate upon the expiration of~~
25 ~~thirty days after receipt of such notice by the secretary of state))~~
26 ~~for filing a statement of resignation in accordance with section 1410~~
27 ~~of this act.~~

28 ~~((If)) A registered agent ((changes his or her business address~~
29 ~~to another place within the state, the registered agent may change~~
30 ~~such address and the address of the registered office of any~~
31 ~~corporation of which the registered agent is a registered agent by~~
32 ~~filing a statement as required by this section, except that it need~~
33 ~~be executed only by the registered agent, it need not be responsive~~
34 ~~to subsection (3) of this section, and it must recite that a copy of~~
35 ~~the statement has been delivered to the corporation)) of a foreign~~
36 ~~corporation may change its information on file with the secretary of~~
37 ~~state in accordance with section 1408 or 1409 of this act.~~

38 **Sec. 3127.** RCW 24.03.350 and 2011 c 336 s 658 are each amended
39 to read as follows:

1 (~~The registered agent so appointed by a foreign corporation~~
2 ~~authorized to conduct affairs in this state shall be an agent of such~~
3 ~~corporation upon whom~~) Service of any process, notice, or demand
4 required or permitted by law to be served upon the corporation may be
5 (~~served.~~

6 ~~Whenever a foreign corporation authorized to conduct affairs in~~
7 ~~this state shall fail to appoint or maintain a registered agent in~~
8 ~~this state, or whenever any such registered agent cannot with~~
9 ~~reasonable diligence be found at the registered office, or whenever~~
10 ~~the certificate of authority of a foreign corporation shall be~~
11 ~~suspended or revoked, then the secretary of state shall be an agent~~
12 ~~of such corporation upon whom any such process, notice, or demand may~~
13 ~~be served. Service on the secretary of state of any such process,~~
14 ~~notice, or demand shall be made by delivering to and leaving with the~~
15 ~~secretary of state, or with any duly authorized clerk of the~~
16 ~~corporation department of the secretary of state's office, duplicate~~
17 ~~copies of such process, notice or demand. In the event any such~~
18 ~~process, notice, or demand is served on the secretary of state, the~~
19 ~~secretary of state shall immediately cause one of such copies thereof~~
20 ~~to be forwarded by certified mail, addressed to the secretary of the~~
21 ~~corporation as shown on the records of the secretary of state. Any~~
22 ~~service so had on the secretary of state shall be returnable in not~~
23 ~~less than thirty days.~~

24 ~~The secretary of state shall keep a record of all processes,~~
25 ~~notices, and demands served upon the secretary of state under this~~
26 ~~section, and shall record therein the time of such service and his or~~
27 ~~her action with reference thereto~~) made in accordance with section
28 1411 of this act.

29 Nothing herein contained shall limit or affect the right to serve
30 any process, notice, or demand, required or permitted by law to be
31 served upon a corporation in any other manner now or hereafter
32 permitted by law.

33 **Sec. 3128.** RCW 24.03.365 and 2004 c 265 s 31 are each amended to
34 read as follows:

35 A foreign corporation (~~authorized~~) registered to conduct
36 affairs in this state shall (~~procure an amended certificate of~~
37 ~~authority in the event it changes its corporate name, or desires to~~
38 ~~pursue in this state other or additional purposes than those set~~

1 ~~forth in its prior application for a certificate of authority, by~~
2 ~~making application therefor to the secretary of state.~~

3 ~~The requirements in respect to the form and contents of such~~
4 ~~application, the manner of its execution, the filing of the~~
5 ~~application with the secretary of state, the issuance of an amended~~
6 ~~certificate of authority and the effect thereof, shall be the same as~~
7 ~~in the case of an original application for a certificate of~~
8 ~~authority)) amend its foreign registration statement under the~~
9 ~~circumstances specified in section 1504 of this act.~~

10 **Sec. 3129.** RCW 24.03.370 and 1993 c 356 s 7 are each amended to
11 read as follows:

12 A foreign corporation ((authorized)) registered to conduct
13 affairs in this state may withdraw from this state ((upon procuring
14 from)) by delivering a statement of withdrawal to the secretary of
15 state ((a certificate of withdrawal. In order to procure such
16 certificate of withdrawal, such foreign corporation shall deliver to
17 the secretary of state an application for withdrawal, which shall set
18 forth:

19 (1) ~~The name of the corporation and the state or country under~~
20 ~~the laws of which it is incorporated.~~

21 (2) ~~That the corporation is not conducting affairs in this state.~~

22 (3) ~~That the corporation surrenders its authority to conduct~~
23 ~~affairs in this state.~~

24 (4) ~~That the corporation revokes the authority of its registered~~
25 ~~agent in this state to accept service of process and consents that~~
26 ~~service of process in any action, suit or proceeding based upon any~~
27 ~~cause of action arising in this state during the time the corporation~~
28 ~~was authorized to conduct affairs in this state may thereafter be~~
29 ~~made on such corporation by service thereof on the secretary of~~
30 ~~state.~~

31 (5) ~~A copy of a revenue clearance certificate issued pursuant to~~
32 ~~chapter 82.32 RCW.~~

33 (6) ~~A post office address to which the secretary of state may~~
34 ~~mail a copy of any process against the corporation that may be served~~
35 ~~on the secretary of state.~~

36 The application for withdrawal shall be made on forms prescribed
37 and furnished by the secretary of state and shall be executed by the
38 corporation by an officer of the corporation, or, if the corporation
39 is in the hands of a receiver or trustee, shall be executed on behalf

1 ~~of the corporation by such receiver or trustee))~~ for filing in
2 accordance with section 1507 of this act.

3 **Sec. 3130.** RCW 24.03.380 and 2004 c 265 s 32 are each amended to
4 read as follows:

5 (1) The ~~((certificate of authority))~~ registration of a foreign
6 corporation to conduct affairs in this state ~~((shall be revoked))~~ may
7 be terminated by the secretary of state ~~((upon the conditions~~
8 ~~prescribed in this section when:~~

9 ~~(a) The corporation has failed to file its annual report within~~
10 ~~the time required by this chapter, or has failed to pay any fees or~~
11 ~~penalties prescribed by this chapter when they have become due and~~
12 ~~payable; or~~

13 ~~(b) The corporation has failed for thirty days to appoint and~~
14 ~~maintain a registered agent in this state as required by this~~
15 ~~chapter; or~~

16 ~~(c) The corporation has failed, for thirty days after change of~~
17 ~~its registered agent or registered office, to file in the office of~~
18 ~~the secretary of state a statement of such change as required by this~~
19 ~~chapter; or~~

20 ~~(d) The corporation has continued to exceed or abuse the~~
21 ~~authority conferred upon it by this chapter; or~~

22 ~~(e) A misrepresentation has been made of any material matter in~~
23 ~~any application, report, affidavit, or other record submitted by such~~
24 ~~corporation pursuant to this chapter.~~

25 ~~(2) Prior to revoking a certificate of authority under subsection~~
26 ~~(1) of this section, the secretary of state shall give the~~
27 ~~corporation written notice of the corporation's delinquency or~~
28 ~~omission by first class mail, postage prepaid, addressed to the~~
29 ~~corporation's registered agent. If, according to the records of the~~
30 ~~secretary of state, the corporation does not have a registered agent,~~
31 ~~the notice may be given by mail addressed to the corporation at its~~
32 ~~last known address or at the address of any officer or director of~~
33 ~~the corporation, as shown by the records of the secretary of state.~~
34 ~~Notice is deemed to have been given five days after the date~~
35 ~~deposited in the United States mail, correctly addressed, and with~~
36 ~~correct postage affixed. The notice shall inform the corporation that~~
37 ~~its certificate of authority shall be revoked at the expiration of~~
38 ~~sixty days following the date the notice had been deemed to have been~~

1 given, unless it corrects the delinquency or omission within the
2 sixty-day period.

3 (3) Any notice provided by the secretary of state under this
4 section shall be designed to clearly identify and warn the recipient
5 of the contents thereof. A delinquency notice shall provide a
6 succinct and readable description of the delinquency or omission, the
7 date on which dissolution will occur, and the action necessary to
8 cure the delinquency or omission prior to dissolution.

9 (4) The attorney general may take such action regarding
10 revocation of a certificate of authority as is provided by RCW
11 24.03.250 for the dissolution of a domestic corporation. The
12 procedures of RCW 24.03.250 shall apply to any action under this
13 section. The clerk of any superior court entering a decree of
14 revocation of a certificate of authority shall file a certified copy,
15 without cost or filing fee, with the office of the secretary of
16 state)) in accordance with section 1511 of this act.

17 **Sec. 3131.** RCW 24.03.390 and 1986 c 240 s 52 are each amended to
18 read as follows:

19 ((No)) A foreign corporation which is conducting affairs in this
20 state without ((a certificate of authority shall be permitted to
21 maintain any action, suit or proceeding in any court of this state
22 until such corporation shall have obtained a certificate of
23 authority. Nor shall any action, suit or proceeding be maintained in
24 any court of this state by any successor or assignee of such
25 corporation on any right, claim or demand arising out of the conduct
26 of affairs by such corporation in this state, until a certificate of
27 authority shall have been obtained by such corporation or by a
28 corporation which has acquired all or substantially all of its
29 assets.

30 The failure of a foreign corporation to obtain a certificate of
31 authority to conduct affairs in this state shall not impair the
32 validity of any contract or act of such corporation, and shall not
33 prevent such corporation from defending any action, suit or
34 proceeding in any court of this state.

35 A foreign corporation which transacts business in this state
36 without a certificate of authority shall be liable to this state, for
37 the years or parts thereof during which it transacted business in
38 this state without a certificate of authority, in an amount equal to
39 all fees which would have been imposed by this chapter upon such

1 corporation had it duly applied for and received a certificate of
2 authority to transact business in this state as required by this
3 chapter and thereafter filed all reports required by this chapter,
4 plus all penalties imposed by this chapter for failure to pay such
5 fees. The attorney general shall bring proceedings to recover all
6 amounts due this state under the provisions of this section))
7 registering with the secretary of state is subject to section 1502 of
8 this act.

9 **Sec. 3132.** RCW 24.03.395 and 1993 c 356 s 10 are each amended to
10 read as follows:

11 Each domestic corporation, and each foreign corporation
12 ((authorized)) registered to conduct affairs in this state, shall
13 ((file, within the time prescribed by this chapter,)) deliver an
14 annual report ((in the form prescribed by)) to the secretary of
15 state((. The secretary may by rule provide that a biennial filing
16 meets this requirement. The report shall set forth:

17 (1) The name of the corporation and the state or country under
18 the laws of which it is incorporated;

19 (2) The address of the registered office of the corporation in
20 this state including street and number and the name of its registered
21 agent in this state at such address, and, in the case of a foreign
22 corporation, the address of its principal office;

23 (3) A brief statement of the character of the affairs which the
24 corporation is actually conducting, or, in the case of a foreign
25 corporation, which the corporation is actually conducting in this
26 state;

27 (4) The names and respective addresses of the directors and
28 officers of the corporation; and

29 (5) The corporation's unified business identifier number.

30 The information shall be given as of the date of the execution of
31 the report. It shall be executed by the corporation by an officer of
32 the corporation, or, if the corporation is in the hands of a receiver
33 or trustee, it shall be executed on behalf of the corporation by such
34 receiver or trustee.

35 The secretary of state may provide that correction or updating of
36 information appearing on previous annual or biennial filings is
37 sufficient to constitute the current filing)) in accordance with
38 section 1212 of this act.

1 **Sec. 3133.** RCW 24.03.405 and 2010 1st sp.s. c 29 s 3 are each
2 amended to read as follows:

3 ~~((1))~~ Nonprofit corporations are subject to the applicable
4 fees, charges, and penalties established by the secretary of state
5 ~~((must establish by rule, fees for the following:~~

6 ~~(a) Filing articles of incorporation.~~

7 ~~(b) Filing an annual report of a domestic or foreign corporation.~~

8 ~~(c) Filing an application of a foreign corporation for a~~
9 ~~certificate of authority to conduct affairs in this state.~~

10 ~~(d) An application for reinstatement under RCW 24.03.386.~~

11 ~~(e) Filing articles of amendment or restatement or an amendment~~
12 ~~or supplement to an application for reinstatement.~~

13 ~~(f) Filing articles of merger or consolidation.~~

14 ~~(g) Filing a statement of change of address of registered office~~
15 ~~or change of registered agent, or revocation, resignation, or any~~
16 ~~combination of these.~~

17 ~~(h) Filing articles of dissolution.~~

18 ~~(i) Filing an application of a foreign corporation for an amended~~
19 ~~certificate of authority to conduct affairs in this state.~~

20 ~~(j) Filing an application for withdrawal of a foreign corporation~~
21 ~~and issuing a certificate of withdrawal.~~

22 ~~(k) Filing a certificate by a foreign corporation of the~~
23 ~~appointment of a registered agent.~~

24 ~~(l) Filing a certificate of election adopting the provisions of~~
25 ~~chapter 24.03 RCW.~~

26 ~~(m) Filing an application to reserve a corporate name.~~

27 ~~(n) Filing a notice of transfer of a reserved corporate name.~~

28 ~~(o) Filing a name registration.~~

29 ~~(p) Filing any other statement or report authorized for filing~~
30 ~~under this chapter.~~

31 ~~(2) Fees are adjusted by rule only in an amount that does not~~
32 ~~exceed the average biennial increase in the cost of providing~~
33 ~~service. This must be determined in a biennial cost study performed~~
34 ~~by the secretary)) under section 1213 of this act and RCW 43.07.120.~~

35 **Sec. 3134.** RCW 24.03.425 and 2004 c 265 s 34 are each amended to
36 read as follows:

37 Each director and officer of a corporation, domestic or foreign,
38 who fails or refuses within the time prescribed by this chapter to
39 answer truthfully and fully interrogatories propounded to him or her

1 by the secretary of state in accordance with the provisions of this
2 chapter(~~(, or who signs any articles, statement, report, application~~
3 ~~or other record filed with the secretary of state which is known to~~
4 ~~such officer or director to be false in any material respect,))~~ shall
5 be deemed to be guilty of a misdemeanor, and upon conviction thereof
6 may be fined in any amount not exceeding five hundred dollars.

7 **Sec. 3135.** RCW 24.03.445 and 2004 c 265 s 36 are each amended to
8 read as follows:

9 (~~(If the secretary of state shall fail to approve any articles of~~
10 ~~incorporation, amendment, merger, consolidation or dissolution, or~~
11 ~~any other record required by this chapter to be approved by the~~
12 ~~secretary of state before the same shall be filed in his or her~~
13 ~~office, the secretary of state shall give written notice of~~
14 ~~disapproval to the person or corporation, domestic or foreign,~~
15 ~~delivering the same, specifying the reasons therefor. Within thirty~~
16 ~~days from such disapproval such person or corporation may appeal to~~
17 ~~the superior court pursuant to the provisions of the administrative~~
18 ~~procedure act, chapter 34.05 RCW))~~ Section 1206 of this act governs
19 the secretary of state's duty to file records delivered to the
20 secretary of state for filing, the manner and effect of filing, and
21 procedures that apply when the secretary of state refuses to file a
22 record.

23 NEW SECTION. **Sec. 3136.** The following acts or parts of acts are
24 each repealed:

25 (1) RCW 24.03.007 (Standards for electronic filing—Rules) and
26 2004 c 265 s 2 & 2002 c 74 s 5;

27 (2) RCW 24.03.008 (Records submitted for filing—Exact or
28 conformed copies) and 2004 c 265 s 3 & 2002 c 74 s 6;

29 (3) RCW 24.03.3025 (Administrative dissolution or revocation of a
30 certificate of authority—Corporation name not distinguishable from
31 name of governmental entity—Application by governmental entity) and
32 1997 c 12 s 2;

33 (4) RCW 24.03.303 (Reinstatement under certain circumstances—
34 Request for relief) and 1987 c 117 s 6;

35 (5) RCW 24.03.307 (Foreign degree-granting institution branch
36 campus—Acts not deemed transacting business in state) and 1993 c 181
37 s 6;

1 (6) RCW 24.03.320 (Change of name by foreign corporation) and
2 1986 c 240 s 44 & 1967 c 235 s 65;

3 (7) RCW 24.03.330 (Filing of application for certificate of
4 authority) and 2004 c 265 s 27, 2002 c 74 s 13, 1986 c 240 s 46, 1982
5 c 35 s 99, 1969 ex.s. c 163 s 4, & 1967 c 235 s 67;

6 (8) RCW 24.03.375 (Filing of application for withdrawal) and 2002
7 c 74 s 14, 1982 c 35 s 105, & 1967 c 235 s 76;

8 (9) RCW 24.03.385 (Issuance of certificate of revocation) and
9 1986 c 240 s 51, 1982 c 35 s 107, & 1967 c 235 s 78;

10 (10) RCW 24.03.386 (Foreign corporations—Application for
11 reinstatement) and 1993 c 356 s 8, 1987 c 117 s 1, & 1986 c 240 s 57;

12 (11) RCW 24.03.388 (Foreign corporations—Fees for application for
13 reinstatement—Filing current annual report—Penalties established by
14 rule) and 1994 c 287 s 9, 1993 c 356 s 9, 1991 c 223 s 3, 1987 c 117
15 s 2, & 1986 c 240 s 58;

16 (12) RCW 24.03.400 (Filing of annual or biennial report of
17 domestic and foreign corporations—Notice—Reporting dates) and 2011 c
18 183 s 5, 1993 c 356 s 11, 1986 c 240 s 54, 1982 c 35 s 109, 1973 c 90
19 s 1, & 1967 c 235 s 81;

20 (13) RCW 24.03.410 (Miscellaneous fees) and 2004 c 265 s 33, 1993
21 c 269 s 6, 1982 c 35 s 111, 1979 ex.s. c 133 s 2, 1969 ex.s. c 163 s
22 6, & 1967 c 235 s 83;

23 (14) RCW 24.03.415 (Disposition of fees) and 2011 c 336 s 659 &
24 1967 c 235 s 84; and

25 (15) RCW 24.03.450 (Certificates and certified copies to be
26 received in evidence) and 2004 c 265 s 37, 1982 c 35 s 116, & 1967 c
27 235 s 91.

28 PART IV

29 NONPROFIT MISCELLANEOUS AND MUTUAL CORPORATIONS ACT REVISIONS

30 **Sec. 4101.** RCW 24.06.005 and 2001 c 271 s 1 are each amended to
31 read as follows:

32 As used in this chapter, unless the context otherwise requires,
33 the term:

34 (1) "Corporation" or "domestic corporation" means a mutual
35 corporation or miscellaneous corporation subject to the provisions of
36 this chapter, except a foreign corporation.

1 (2) "Foreign corporation" means a mutual or miscellaneous
2 corporation or other corporation organized under laws other than the
3 laws of this state which would be subject to the provisions of this
4 chapter if organized under the laws of this state.

5 (3) "Mutual corporation" means a corporation organized to
6 accomplish one or more of its purposes on a mutual basis for members
7 and other persons.

8 (4) "Miscellaneous corporation" means any corporation which is
9 organized for a purpose or in a manner not provided for by the
10 Washington business corporation act or by the Washington nonprofit
11 corporation act, and which is not required to be organized under
12 other laws of this state.

13 (5) "Articles of incorporation" includes the original articles of
14 incorporation and all amendments thereto, and includes articles of
15 merger.

16 (6) "Bylaws" means the code or codes of rules adopted for the
17 regulation or management of the affairs of the corporation
18 irrespective of the name or names by which such rules are designated.

19 (7) "Member" means one having membership rights in a corporation
20 in accordance with provisions of its articles of incorporation or
21 bylaws.

22 (8) "Stock" or "share" means the units into which the proprietary
23 interests of a corporation are divided in a corporation organized
24 with stock.

25 (9) "Stockholder" or "shareholder" means one who is a holder of
26 record of one or more shares in a corporation organized with stock.

27 (10) "Board of directors" means the group of persons vested with
28 the management of the affairs of the corporation irrespective of the
29 name by which such group is designated.

30 (11) "Insolvent" means inability of a corporation to pay debts as
31 they become due in the usual course of its affairs.

32 (12) "Duplicate originals" means two copies, original or
33 otherwise, each with original signatures, or one original with
34 original signatures and one copy thereof.

35 (13) "Conforms to law" as used in connection with duties of the
36 secretary of state in reviewing documents for filing under this
37 chapter, means the secretary of state has determined the document
38 complies as to form with the applicable requirements of this chapter.

39 (14) "Effective date" means, in connection with a document filing
40 made by the secretary of state, the date (~~which is shown by affixing~~

~~a "filed" stamp on the documents. When a document is received for filing by the secretary of state in a form which complies with the requirements of this chapter and which would entitle the document to be filed immediately upon receipt, but the secretary of state's approval action occurs subsequent to the date of receipt, the secretary of state's filing date shall relate back to the date on which the secretary of state first received the document in acceptable form. An applicant may request a specific effective date no more than thirty days later than the receipt date which might otherwise be applied as the effective date)) on which the filing becomes effective under section 1203 of this act.~~

(15) "Executed by an officer of the corporation," or words of similar import, means that any document signed by such person shall be and is signed by that person under penalties of perjury and in an official and authorized capacity on behalf of the corporation or person making the document submission with the secretary of state.

(16) "An officer of the corporation" means, in connection with the execution of documents submitted for filing with the secretary of state, the president, a vice president, the secretary, or the treasurer of the corporation.

(17) "Electronic transmission" or "electronically transmitted" means any process of electronic communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of the transmitted information by the recipient. However, such an electronic transmission must either set forth or be submitted with information, including any security or validation controls used, from which it can reasonably be determined that the electronic transmission was authorized by, as applicable, the corporation or shareholder or member by or on behalf of which the electronic transmission was sent.

(18) "Consumer cooperative" means a corporation engaged in the retail sale, to its members and other consumers, of goods or services of a type that are generally for personal, living, or family use.

(19) "Registered office" means the address of the corporation's registered agent.

Sec. 4102. RCW 24.06.032 and 2012 c 216 s 1 are each amended to read as follows:

(1) In addition to any other rights and powers granted under this chapter, any mutual or miscellaneous corporation that was organized

1 under this chapter prior to June 10, 2004, and conducts its business
2 on a cooperative basis is entitled, by means of an express election
3 contained in its articles of incorporation or bylaws, to avail itself
4 of part or all of the additional rights and powers granted to
5 cooperative associations under RCW 23.86.105(1), 23.86.160, and
6 23.86.170, and, if the corporation is a consumer cooperative, under
7 section 1302(6) of this act and RCW 23.86.030 ((~~(1)~~ and)) (2).

8 (2) Any other provision of this chapter notwithstanding:

9 (a) A consumer cooperative organized under this chapter may give
10 notice to its members of the place, day, and hour of its annual
11 meeting not less than ten nor more than one hundred twenty days
12 before the date of the annual meeting.

13 (b) A consumer cooperative organized under this chapter may
14 satisfy any provisions of this chapter requiring that certain
15 information or materials must be set forth in a writing accompanying
16 or contained in the notice of a meeting of its members, by: (i)
17 Posting the information or materials on an electronic network not
18 less than thirty days prior to the meeting at which such information
19 or materials will be considered by members; and (ii) delivering to
20 those members who are eligible to vote a notification, either in a
21 meeting notice authorized under this chapter or in such other
22 reasonable form as the board of directors may specify, setting forth
23 the address of the electronic network at which and the date after
24 which such information or materials will be posted and available for
25 viewing by members eligible to vote, together with comprehensible
26 instructions regarding how to obtain access to the information and
27 materials posted on the electronic network. A consumer cooperative
28 that elects to post information or materials required by this chapter
29 on an electronic network shall, at its expense, provide a copy of
30 such information or materials in a written or other tangible medium
31 to any member who is eligible to vote and so requests.

32 (c) The articles of incorporation or bylaws of a consumer
33 cooperative organized under this chapter may provide that the annual
34 meeting of its members need not involve a physical assembly at a
35 particular geographic location if the meeting is held by means of
36 electronic or other remote communications with its members, in a
37 fashion that its board of directors determines will afford members a
38 reasonable opportunity to read or hear the proceedings substantially
39 concurrently with their occurrence, to vote by electronic
40 transmission on matters submitted to a vote by members, and to pose

1 questions of and make comments to management, subject to such
2 procedural guidelines and limitations as its board of directors may
3 adopt. Members participating in an annual meeting by means of
4 electronic or other remote communications technology in accordance
5 with any such procedural guidelines and limitations shall be deemed
6 present at the meeting for all purposes under this chapter. For any
7 annual meeting of members that is conducted by means of electronic or
8 other remote communications without a physical assembly at a
9 geographic location, the address of the electronic network or other
10 communications site or connection specified in the notice of the
11 meeting shall be deemed to be the place of the meeting.

12 **Sec. 4103.** RCW 24.06.045 and 1998 c 102 s 4 are each amended to
13 read as follows:

14 The corporate name(~~;~~

15 ~~(1) Shall not contain any word or phrase which indicates or~~
16 ~~implies that it is organized for any purpose other than one or more~~
17 ~~of the purposes contained in its articles of incorporation.~~

18 ~~(2)(a) Except as provided in (b) and (c) of this subsection, must~~
19 ~~be distinguishable upon the records of the secretary of state from:~~

20 ~~(i) The corporate name of a corporation organized or authorized~~
21 ~~to transact business in this state;~~

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

24 ~~(iii) The name or reserved name of a mutual corporation or~~
25 ~~miscellaneous corporation incorporated or authorized to do business~~
26 ~~under this chapter;~~

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

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

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

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

37 ~~(viii) The name or reserved name of a limited liability~~
38 ~~partnership registered under chapter 25.04 RCW.~~

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

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

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

16 ~~(c) A corporation may use the name, including the fictitious~~
17 ~~name, of another domestic or foreign corporation, limited liability~~
18 ~~company, limited partnership, or limited liability partnership, that~~
19 ~~is used in this state if the other entity is incorporated, organized,~~
20 ~~formed, or authorized to transact business in this state, and the~~
21 ~~proposed user corporation:~~

22 ~~(i) Has merged with the other corporation, limited liability~~
23 ~~company, or limited partnership; or~~

24 ~~(ii) Has been formed by reorganization of the other corporation.~~

25 ~~(3) Shall be transliterated into letters of the English alphabet~~
26 ~~if it is not in English.~~

27 ~~(4) The name of any corporation formed under this section shall~~
28 ~~not include nor end with "incorporated", "company", or "corporation"~~
29 ~~or any abbreviation thereof, but may use "club", "league",~~
30 ~~"association", "services", "committee", "fund", "society",~~
31 ~~"foundation", "., a nonprofit mutual corporation", or any~~
32 ~~name of like import.~~

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

35 ~~(a) A variation in any of the following designations for the same~~
36 ~~name: "Corporation," "incorporated," "company," "limited,"~~
37 ~~"partnership," "limited partnership," "limited liability company," or~~
38 ~~"limited liability partnership," or the abbreviations "corp.,"~~
39 ~~"inc.," "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or~~
40 ~~"L.L.C.";~~

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

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

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

7 ~~(6) This title does not control the use of assumed business names~~
8 ~~or "trade names.")~~ must comply with the requirements of part I,
9 Article 3 of this act.

10 **Sec. 4104.** RCW 24.06.046 and 1993 c 356 s 13 are each amended to
11 read as follows:

12 The exclusive right to the use of a corporate name may be
13 reserved ((by:

14 ~~(1) Any person intending to organize a corporation under this~~
15 ~~title.~~

16 ~~(2) Any domestic corporation intending to change its name.~~

17 ~~(3) Any foreign corporation intending to make application for a~~
18 ~~certificate of authority to transact business in this state.~~

19 ~~(4) Any foreign corporation authorized to transact business in~~
20 ~~this state and intending to change its name.~~

21 ~~(5) Any person intending to organize a foreign corporation and~~
22 ~~intending to have such corporation make application for a certificate~~
23 ~~of authority to transact business in this state.~~

24 The reservation shall be made by filing with the secretary of
25 state an application to reserve a specified corporate name, executed
26 by or on behalf of the applicant. If the secretary of state finds
27 that the name is available for corporate use, the secretary of state
28 shall reserve the same for the exclusive use of the applicant for a
29 period of one hundred and eighty days. Such reservation shall be
30 limited to one filing.

31 The right to the exclusive use of a specified corporate name so
32 reserved may be transferred to any other person or corporation by
33 filing in the office of the secretary of state, a notice of such
34 transfer, executed by the applicant for whom the name was reserved,
35 and specifying the name and address of the transferee)) in accordance
36 with section 1303 of this act.

37 **Sec. 4105.** RCW 24.06.047 and 1994 c 211 s 1308 are each amended
38 to read as follows:

1 Any corporation, organized and existing under the laws of any
2 state or territory of the United States may register its corporate
3 name (~~((under this title, provided its corporate name is not the same~~
4 ~~as, or deceptively similar to, the name of any domestic corporation~~
5 ~~existing under the laws of this state, or the name of any foreign~~
6 ~~corporation authorized to transact business in this state, the name~~
7 ~~of any domestic limited liability company organized under the laws of~~
8 ~~this state, or the name of any foreign limited liability company~~
9 ~~authorized to transact business in this state, the name of any~~
10 ~~domestic or foreign limited partnership on file with the secretary,~~
11 ~~or any corporate name reserved or registered under this title.~~

12 Such registration shall be made by:

13 (1) ~~Filing with the secretary of state: (a) An application for~~
14 ~~registration executed by the corporation by an officer thereof,~~
15 ~~setting forth the name of the corporation, the state or country under~~
16 ~~the laws of which it is incorporated, and the date of its~~
17 ~~incorporation, and (b) a certificate setting forth that such~~
18 ~~corporation is in good standing under the laws of the state or~~
19 ~~country wherein it is organized, executed by the secretary of state~~
20 ~~of such state or territory or by such other official as may have~~
21 ~~custody of the records pertaining to corporations, and~~

22 (2) ~~Paying to the secretary of state the applicable annual~~
23 ~~registration fee.~~

24 The registration shall be effective until the close of the
25 calendar year in which the application for registration is filed)) in
26 accordance with section 1304 of this act.

27 **Sec. 4106.** RCW 24.06.048 and 1982 c 35 s 124 are each amended to
28 read as follows:

29 A corporation which has in effect a registration of its corporate
30 name, may renew such registration (~~(from year to year by annually~~
31 ~~filing an application for renewal setting forth the facts required to~~
32 ~~be set forth in an original application for registration and a~~
33 ~~certificate of good standing as required for the original~~
34 ~~registration and by paying a fee of ten dollars. A renewal~~
35 ~~application may be filed between the first day of October and the~~
36 ~~thirty first day of December in each year, and shall extend the~~
37 ~~registration for the following calendar year)) in accordance with~~
38 section 1304 of this act.

1 **Sec. 4107.** RCW 24.06.050 and 2009 c 202 s 2 are each amended to
2 read as follows:

3 Each domestic corporation and foreign corporation authorized to
4 do business in this state shall have and continuously maintain in
5 this state((÷

6 ~~(1) A registered office which may be, but need not be, the same~~
7 ~~as its principal office. The registered office shall be at a specific~~
8 ~~geographic location in this state, and be identified by number, if~~
9 ~~any, and street, or building address or rural route, or, if a~~
10 ~~commonly known street or rural route address does not exist, by legal~~
11 ~~description. A registered office may not be identified by post office~~
12 ~~box number or other nongeographic address. For purposes of~~
13 ~~communicating by mail, the secretary of state may permit the use of a~~
14 ~~post office address in conjunction with the registered office address~~
15 ~~if the corporation also maintains on file the specific geographic~~
16 ~~address of the registered office where personal service of process~~
17 ~~may be made.~~

18 ~~(2) A registered agent, which agent may be either an individual~~
19 ~~resident in this state whose business office is identical with such~~
20 ~~registered office, or a domestic corporation existing under any act~~
21 ~~of this state, or a governmental body or agency, or a foreign~~
22 ~~corporation authorized to transact business or conduct affairs in~~
23 ~~this state under any act of this state having an office identical~~
24 ~~with such registered office. The resident agent and registered office~~
25 ~~shall be designated by duly adopted resolution of the board of~~
26 ~~directors; and a statement of such designation, executed by an~~
27 ~~officer of the corporation, shall be filed with the secretary of~~
28 ~~state. A registered agent shall not be appointed without having given~~
29 ~~prior written consent to the appointment. The written consent shall~~
30 ~~be filed with the secretary of state in such form as the secretary~~
31 ~~may prescribe. The written consent shall be filed with or as a part~~
32 ~~of the document first appointing a registered agent. In the event any~~
33 ~~individual or corporation has been appointed agent without consent,~~
34 ~~that person or corporation may file a notarized statement attesting~~
35 ~~to that fact, and the name shall forthwith be removed from the~~
36 ~~records of the secretary of state.~~

37 ~~No Washington corporation or foreign corporation authorized to~~
38 ~~transact business in this state may be permitted to maintain any~~
39 ~~action in any court in this state until the corporation complies with~~

1 ~~the requirements of this section))~~ a registered agent in accordance
2 with part I, Article 4 of this act.

3 **Sec. 4108.** RCW 24.06.055 and 2011 c 336 s 661 are each amended
4 to read as follows:

5 A corporation may change its ~~((registered office or change its))~~
6 registered agent ~~((, or both, upon filing in the office of the~~
7 ~~secretary of state a statement in the form prescribed by the~~
8 ~~secretary of state setting forth:~~

9 ~~(1) The name of the corporation.~~

10 ~~(2) If the address of its registered office is to be changed, the~~
11 ~~address to which the registered office is to be changed, including~~
12 ~~street and number.~~

13 ~~(3) If the current registered agent is to be changed, the name of~~
14 ~~its successor registered agent.~~

15 ~~(4) That the address of its registered office and the address of~~
16 ~~the office of its registered agent, as changed, will be identical.~~

17 ~~Such statement shall be executed by the corporation by an officer~~
18 ~~of the corporation, and delivered to the secretary of state, together~~
19 ~~with a written consent of the registered office to his, her, or its~~
20 ~~appointment, if applicable. If the secretary of state finds that such~~
21 ~~statement conforms to the provisions of this chapter, the secretary~~
22 ~~of state shall file such statement, and upon such filing, the change~~
23 ~~of address of the registered office, or the appointment of a new~~
24 ~~registered agent, or both, as the case may be, shall become~~
25 ~~effective))~~ by delivering to the secretary of state for filing a
26 statement of change in accordance with section 1407 of this act.

27 Any registered agent of a corporation may resign as ~~((such))~~
28 agent ~~((upon filing a written notice thereof, executed in duplicate,~~
29 ~~with the secretary of state, who shall forthwith mail a copy thereof~~
30 ~~to the corporation in care of an officer, who is not the resigning~~
31 ~~registered agent, at the address of such officer as shown by the most~~
32 ~~recent annual report of the corporation. The appointment of such~~
33 ~~agent shall terminate upon the expiration of thirty days after~~
34 ~~receipt of such notice by the secretary of state))~~ by delivering to
35 the secretary of state for filing a statement of resignation in
36 accordance with section 1410 of this act.

37 **Sec. 4109.** RCW 24.06.060 and 1982 c 35 s 127 are each amended to
38 read as follows:

1 (~~The registered agent so appointed by a corporation shall be an~~
2 ~~agent of such corporation upon whom~~) Service of any process, notice
3 or demand required or permitted by law to be served upon the
4 corporation may be (~~served.~~

5 ~~Whenever a corporation shall fail to appoint or maintain a~~
6 ~~registered agent in this state, or whenever its registered agent~~
7 ~~cannot with reasonable diligence be found at the registered office,~~
8 ~~then the secretary of state shall be an agent of such corporation~~
9 ~~upon whom any such process, notice, or demand may be served. Service~~
10 ~~on the secretary of state of any such process, notice, or demand~~
11 ~~shall be made by delivering to and leaving with the secretary of~~
12 ~~state, or with any duly authorized clerk of the corporation~~
13 ~~department of his or her office, duplicate copies of such process,~~
14 ~~notice or demand. In the event any such process, notice or demand is~~
15 ~~served on the secretary of state, the secretary of state shall~~
16 ~~immediately cause one of the copies thereof to be forwarded by~~
17 ~~certified mail, addressed to the corporation at its registered~~
18 ~~office. Any service so had on the secretary of state shall be~~
19 ~~returnable in not less than thirty days.~~

20 ~~The secretary of state shall keep a record of all processes,~~
21 ~~notices and demands served upon the secretary of state under this~~
22 ~~section, and shall record therein the time of such service and his~~
23 ~~action with reference thereto.~~

24 ~~Nothing herein contained shall limit or affect the right to serve~~
25 ~~any process, notice or demand required or permitted by law to be~~
26 ~~served upon a corporation in any other manner now or hereafter~~
27 ~~permitted by law)) made in accordance with section 1411 of this act.~~

28 **Sec. 4110.** RCW 24.06.200 and 1982 c 35 s 131 are each amended to
29 read as follows:

30 (~~Duplicate originals of~~) The articles of amendment shall be
31 delivered to the secretary of state for filing in accordance with
32 part I, Article 2 of this act. (~~If the secretary of state finds that~~
33 ~~the articles of amendment conform to law, he or she shall, when all~~
34 ~~fees have been paid as prescribed in this chapter:~~

35 ~~(1) Endorse on each of such originals the word "filed", and the~~
36 ~~effective date of the filing thereof.~~

37 ~~(2) File one of such originals in his or her office.~~

38 ~~(3) Issue a certificate of amendment to which he or she shall~~
39 ~~affix one of such originals.~~

~~The certificate of amendment, together with the other duplicate original of the articles of amendment affixed thereto by the secretary of state shall be returned to the corporation or its representative and shall be retained by the corporation.))~~

Sec. 4111. RCW 24.06.205 and 1982 c 35 s 132 are each amended to read as follows:

Upon the filing of the articles of amendment by the secretary of state, the amendment shall become effective as provided in section 1203 of this act and the articles of incorporation shall be deemed to be amended accordingly.

No amendment shall affect any existing cause of action in favor of or against such corporation, nor any pending action to which such corporation shall be a party, nor the existing rights of persons other than members; and, in the event the corporate name shall be changed by amendment, no action brought by or against such corporation under its former name shall abate for that reason.

Sec. 4112. RCW 24.06.207 and 1982 c 35 s 133 are each amended to read as follows:

A domestic corporation may at any time restate its articles of incorporation as theretofore amended, by a resolution adopted by the board of directors.

Upon the adoption of the resolution, restated articles of incorporation shall be executed (~~(in duplicate)~~) by the corporation by one of its officers and shall set forth all of the operative provisions of the articles of incorporation as theretofore amended together with a statement that the restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as theretofore amended and that the restated articles of incorporation supersede the original articles of incorporation and all amendments thereto.

~~((Duplicate originals of))~~ The restated articles of incorporation shall be delivered to the secretary of state for filing in accordance with part I, Article 2 of this act. ~~((If the secretary of state finds that the restated articles of incorporation conform to law, the secretary of state shall, when all fees required by this title have been paid:~~

~~(1) Endorse on each duplicate original the word "Filed" and the effective date of the filing thereof;~~

1 ~~(2) File one duplicate original; and~~

2 ~~(3) Issue a restated certificate of incorporation, to which the~~
3 ~~other duplicate original shall be affixed.~~

4 ~~The restated certificate of incorporation, together with the~~
5 ~~duplicate original of the restated articles of incorporation affixed~~
6 ~~thereto by the secretary of state, shall be returned to the~~
7 ~~corporation or its representative.))~~

8 Upon the filing of the restated articles of incorporation by the
9 secretary of state, the restated articles of incorporation shall
10 become effective as provided in section 1203 of this act and shall
11 supersede the original articles of incorporation and all amendments
12 thereto.

13 **Sec. 4113.** RCW 24.06.225 and 2000 c 167 s 9 are each amended to
14 read as follows:

15 (1) Upon approval, articles of merger or articles of
16 consolidation shall be executed ~~((in duplicate originals))~~ by each
17 corporation, by an officer of each corporation, and shall set forth:

18 (a) The plan of merger or the plan of consolidation;

19 (b) A statement setting forth the date of the meeting of members
20 or shareholders at which the plan was adopted, that a quorum was
21 present at such meeting, and that such plan received at least two-
22 thirds of the votes which members and shareholders of the corporation
23 and of each class entitled to vote thereon as a class, present at
24 such meeting in person or by mail or by electronic transmission or
25 represented by proxy were entitled to cast, or a statement that such
26 amendment was adopted by a consent in writing signed by all members;

27 ~~(2) ((Duplicate originals of))~~ The articles of merger or articles
28 of consolidation shall be delivered to the secretary of state~~((. If~~
29 ~~the secretary of state finds that such articles conform to law, he or~~
30 ~~she shall, when all fees have been paid as prescribed in this~~
31 ~~chapter.~~

32 ~~(a) Endorse on each of such originals the word "filed", and the~~
33 ~~effective date of the filing thereof;~~

34 ~~(b) File one of such originals in his or her office;~~

35 ~~(c) Issue a certificate of merger or a certificate of~~
36 ~~consolidation to which he or she shall affix one of such originals.~~

37 ~~The certificate of merger or certificate of consolidation,~~
38 ~~together with the original of the articles of merger or articles of~~
39 ~~consolidation affixed thereto by the secretary of state shall be~~

1 ~~returned to the surviving or new corporation, as the case may be, or~~
2 ~~its representative, and shall be retained by the corporation)) for~~
3 ~~filing in accordance with part I, Article 2 of this act.~~

4 **Sec. 4114.** RCW 24.06.233 and 1982 c 35 s 136 are each amended to
5 read as follows:

6 One or more foreign corporations and one or more domestic
7 corporations may be merged or consolidated or participate in an
8 exchange in the following manner, if such merger, consolidation, or
9 exchange is permitted by the laws of the state under which each such
10 foreign corporation is organized:

11 (1) Each domestic corporation shall comply with the provisions of
12 this title with respect to the merger, consolidation, or exchange, as
13 the case may be, of domestic corporations and each foreign
14 corporation shall comply with the applicable provisions of the laws
15 of the state under which it is organized.

16 (2) If the surviving or new corporation in a merger or
17 consolidation is to be governed by the laws of any state other than
18 this state, it shall comply with the provisions of this title and
19 part I, Article 5 of this act with respect to foreign corporations if
20 it is to transact business in this state, and in every case it shall
21 file with the secretary of state of this state:

22 (a) An agreement that it may be served with process in (~~this~~
23 ~~state)) accordance with section 1411 of this act in any proceeding~~
24 for the enforcement of any obligation of any domestic corporation
25 which is a party to such merger or consolidation and in any
26 proceeding for the enforcement of the rights, if any, of a dissenting
27 shareholder of any such domestic corporation against the surviving or
28 new corporation; and

29 (~~(b) ((An irrevocable appointment of the secretary of state of~~
30 ~~this state as its agent to accept service of process in any such~~
31 ~~proceeding; and~~

32 ~~(c))~~ An agreement that it will promptly pay to the dissenting
33 shareholders of any such domestic corporation the amount, if any, to
34 which they shall be entitled under the provisions of this title with
35 respect to the rights of dissenting shareholders.

36 The effect of such merger or consolidation shall be the same as
37 in the case of the merger or consolidation of domestic corporations,
38 if the surviving or new corporation is to be governed by the laws of
39 this state. If the surviving or new corporation is to be governed by

1 the laws of any state other than this state, the effect of such
2 merger or consolidation shall be the same as in the case of the
3 merger or consolidation of domestic corporations except insofar as
4 the laws of such other state provide otherwise.

5 (3) At any time prior to the effective date of the articles of
6 merger, consolidation, or exchange, the merger, consolidation, or
7 exchange, may be abandoned pursuant to provision therefor, if any,
8 set forth in the plan of merger, consolidation or exchange. In the
9 event the merger, consolidation, or exchange is abandoned, the
10 parties thereto shall execute a notice of abandonment (~~in~~
11 ~~triplicate~~)) signed by an officer for each corporation signing the
12 notice and deliver the notice to the secretary of state for filing in
13 accordance with part I, Article 2 of this act. (~~If the secretary of~~
14 ~~state finds the notice conforms to law, the secretary of state shall:~~

15 ~~(a) Endorse on each of the originals the word "Filed" and the~~
16 ~~effective date of the filing thereof;~~

17 ~~(b) File one of the triplicate originals in the secretary of~~
18 ~~state's office; and~~

19 ~~(c) Issue the other triplicate originals to the respective~~
20 ~~parties or their representatives.))~~

21 **Sec. 4115.** RCW 24.06.280 and 1982 c 35 s 139 are each amended to
22 read as follows:

23 (~~Duplicate originals of~~) The articles of dissolution shall be
24 delivered to the secretary of state for filing in accordance with
25 part I, Article 2 of this act. (~~If the secretary of state finds that~~
26 ~~such articles of dissolution conform to law, he or she shall, when~~
27 ~~all requirements have been met as prescribed in this chapter:~~

28 ~~(1) Endorse on each of such originals the word "filed", and the~~
29 ~~effective date of the filing thereof.~~

30 ~~(2) File one of the originals in his or her office.~~

31 ~~(3) Issue a certificate of dissolution which he or she shall~~
32 ~~affix to one of such originals.~~

33 ~~The certificate of dissolution, together with the original of the~~
34 ~~articles of dissolution affixed thereto by the secretary of state,~~
35 ~~shall be returned to the representative of the dissolved corporation~~
36 ~~and shall be retained with the corporation minutes.))~~

37 Upon the filing of the articles of dissolution, the corporate
38 existence shall cease, except for the purpose of determining such

1 suits, other proceedings and appropriate corporate action by members,
2 directors and officers as are authorized in this chapter.

3 **Sec. 4116.** RCW 24.06.290 and 1994 c 287 s 10 are each amended to
4 read as follows:

5 Failure of the corporation to file its annual report within the
6 time required shall not derogate from the rights of its creditors, or
7 prevent the corporation from being sued and from defending lawsuits,
8 nor shall it release the corporation from any of the duties or
9 liabilities of a corporation under law.

10 A corporation shall be administratively dissolved by the
11 secretary of state (~~upon the conditions prescribed in this section~~
12 ~~when the corporation:~~

13 ~~(1) Has failed to file or complete its annual report within the~~
14 ~~time required by law;~~

15 ~~(2) Has failed for thirty days to appoint or maintain a~~
16 ~~registered agent in this state; or~~

17 ~~(3) Has failed for thirty days, after change of its registered~~
18 ~~agent or registered office, to file in the office of the secretary of~~
19 ~~state a statement of such change.~~

20 ~~A corporation shall not be dissolved under this section unless~~
21 ~~the secretary of state has given the corporation not less than sixty~~
22 ~~days' notice of its delinquency or omission, by first-class mail,~~
23 ~~postage prepaid, addressed to the registered office, or, if there is~~
24 ~~no registered office, to the last known address of any officer or~~
25 ~~director as shown by the records of the secretary of state, and~~
26 ~~unless the corporation has failed to correct the omission or~~
27 ~~delinquency before expiration of the sixty-day period.~~

28 ~~When a corporation has given cause for dissolution under this~~
29 ~~section, and has failed to correct the delinquency or omission as~~
30 ~~provided in this section, the secretary of state shall dissolve the~~
31 ~~corporation by issuing a certificate of involuntary dissolution~~
32 ~~containing a statement that the corporation has been dissolved and~~
33 ~~the date and reason for which it was dissolved. The original~~
34 ~~certificate of involuntary dissolution shall be filed in the records~~
35 ~~of the secretary of state, and a copy of the certificate shall~~
36 ~~forthwith be mailed to the corporation at its registered office or,~~
37 ~~if there is no registered office, to the last known address of the~~
38 ~~corporation or any officer, director, or incorporator of the~~
39 ~~corporation, as shown by the records of the secretary of state. Upon~~

1 ~~the filing of the certificate of involuntary dissolution, the~~
2 ~~existence of the corporation shall cease, except as otherwise~~
3 ~~provided in this chapter, and its name shall be available to and may~~
4 ~~be adopted by another corporation after the dissolution)) under the~~
5 ~~circumstances and procedures provided in part I, Article 6 of this~~
6 ~~act.~~

7 A corporation which has been administratively dissolved ((~~by~~
8 ~~operation of this section may be reinstated within a period of three~~
9 ~~years following its dissolution if it completes and files a current~~
10 ~~annual report for the current reinstatement year or it appoints or~~
11 ~~maintains a registered agent, or files a required statement of change~~
12 ~~of registered agent or registered office and in addition pays the~~
13 ~~reinstatement fee as set by rule by the secretary of state, plus the~~
14 ~~full amount of all annual fees that would have been assessed for the~~
15 ~~years of administrative dissolution had the corporation been in~~
16 ~~active status, including the reinstatement year plus any penalties as~~
17 ~~established by rule by the secretary of state. If during the period~~
18 ~~of dissolution another person or corporation has reserved or adopted~~
19 ~~a corporate name which is identical or deceptively similar to the~~
20 ~~dissolved corporation's name, the dissolved corporation seeking~~
21 ~~reinstatement shall be required to adopt another name consistent with~~
22 ~~the requirements of this chapter and to amend its articles~~
23 ~~accordingly)) under section 1603 of this act may apply to the~~
24 ~~secretary of state for reinstatement in accordance with section 1604~~
25 ~~of this act.~~

26 When a corporation has been administratively dissolved ((~~by~~
27 ~~operation of this section)) under section 1603 of this act, remedies
28 available to or against it shall survive in the manner provided by
29 RCW 24.06.335 and thereafter the directors of the corporation shall
30 hold title to the property of the corporation as trustees for the
31 benefit of its creditors and shareholders.~~

32 **Sec. 4117.** RCW 24.06.340 and 1969 ex.s. c 120 s 68 are each
33 amended to read as follows:

34 (1) No foreign corporation shall have the right to conduct
35 affairs in this state until it ((~~shall have procured a certificate of~~
36 ~~authority fromregisters with the secretary of state ((~~to do so~~))
37 in accordance with the requirements of part I, Article 5 of this act.
38 ((~~No foreign corporation shall be entitled to procure a certificate~~
39 ~~of authority under this chapter to conduct in this state any affairs~~~~

1 ~~which a corporation organized under this chapter is not permitted to~~
2 ~~conduct: PROVIDED, That no foreign corporation shall be denied a~~
3 ~~certificate of authority by reason of the fact that the laws of the~~
4 ~~state or country under which such corporation is organized governing~~
5 ~~its organization and internal affairs differ from the laws of this~~
6 ~~state: PROVIDED FURTHER, That nothing in this chapter contained shall~~
7 ~~be construed to authorize this state to regulate the organization or~~
8 ~~the internal affairs of such corporation.))~~

9 (2) ((Without excluding other activities not constituting the
10 conduct of affairs in this state, a foreign corporation shall, for
11 purposes of this chapter, not be considered to be)) A nonexhaustive
12 list of activities that do not constitute conducting affairs in this
13 state ((by reason of carrying on in this state any one or more of the
14 following activities:

15 (a) ~~Maintaining or defending any action or suit or any~~
16 ~~administrative or arbitration proceeding, or effecting the settlement~~
17 ~~thereof, or the settlement of claims or disputes.~~

18 (b) ~~Holding meetings of its directors, members, or shareholders,~~
19 ~~or carrying on other activities concerning its internal affairs.~~

20 (c) ~~Maintaining bank accounts.~~

21 (d) ~~Creating evidences of debt, mortgages or liens on real or~~
22 ~~personal property.~~

23 (e) ~~Securing or collecting debts due to it or enforcing any~~
24 ~~rights in property securing the same)) is provided in section 1505 of~~
25 this act.

26 **Sec. 4118.** RCW 24.06.345 and 1969 ex.s. c 120 s 69 are each
27 amended to read as follows:

28 A foreign corporation ((which shall have received a certificate
29 of authority under this chapter shall, until a certificate of
30 revocation or of withdrawal shall have been issued as provided in
31 this chapter, enjoy the same but no greater rights and privileges as
32 a domestic corporation organized for the purposes set forth in the
33 application pursuant to which such certificate of authorization is
34 issued, and shall be subject to the same duties, restrictions,
35 penalties and liabilities now or hereafter imposed upon a domestic
36 corporation of like character)) that registers to conduct affairs in
37 this state is subject to section 1501 of this act relating to the
38 effect of registration and the governing law for registered foreign
39 corporations.

1 **Sec. 4119.** RCW 24.06.350 and 1982 c 35 s 143 are each amended to
2 read as follows:

3 ~~((No certificate of authority shall be issued to a foreign~~
4 ~~corporation unless the corporate name of such corporation complies~~
5 ~~with the provisions of RCW 24.06.045. However, a foreign corporation~~
6 ~~applying for a certificate of authority may file with the secretary~~
7 ~~of state a resolution of its board of directors adopting a fictitious~~
8 ~~name for use in transacting business in this state, if the fictitious~~
9 ~~name complies with RCW 24.06.045.))~~ The corporate name of a foreign
10 corporation registered in this state must comply with the provisions
11 of section 1506 and part I, Article 3 of this act.

12 **Sec. 4120.** RCW 24.06.360 and 1989 c 307 s 38 are each amended to
13 read as follows:

14 A foreign corporation(~~(, in order to procure a certificate of~~
15 ~~authority))~~ may register to conduct affairs in this state(~~(, shall~~
16 ~~make application therefor))~~ by delivering to the secretary of
17 state(~~(, which application shall set forth:~~

18 ~~(1) The name of the corporation and the state or country under~~
19 ~~the laws of which it is incorporated.~~

20 ~~(2) The date of incorporation and the period of duration of the~~
21 ~~corporation.~~

22 ~~(3) The address of the principal office of the corporation in the~~
23 ~~state or country under the laws of which it is incorporated.~~

24 ~~(4) The address of the proposed registered office of the~~
25 ~~corporation in this state, and the name of its proposed registered~~
26 ~~agent in this state at such address.~~

27 ~~(5) For the purpose or purposes of the corporation which it~~
28 ~~proposes to pursue in conducting its affairs in this state.~~

29 ~~(6) The names and respective addresses of the directors and~~
30 ~~officers of the corporation.~~

31 ~~(7) Such additional information as may be necessary or~~
32 ~~appropriate in order to enable the secretary of state to determine~~
33 ~~whether such corporation is entitled to a certificate of authority to~~
34 ~~conduct affairs in this state))~~ for filing a foreign registration
35 statement in accordance with section 1503 of this act.

36 **Sec. 4121.** RCW 24.06.370 and 1982 c 35 s 145 are each amended to
37 read as follows:

1 Upon the filing of the (~~application for certificate of~~
2 ~~authority~~) foreign registration statement by the secretary of state,
3 the corporation shall be authorized to conduct affairs in this state
4 for those purposes set forth in its application(~~(÷ PROVIDED, That the~~
5 ~~state may suspend or revoke such authority as provided in this~~
6 ~~chapter for revocation and suspension of domestic corporation~~
7 ~~franchises)~~) subject to the right of the state to terminate the
8 registration as provided in section 1511 of this act.

9 **Sec. 4122.** RCW 24.06.375 and 1969 ex.s. c 120 s 75 are each
10 amended to read as follows:

11 Every foreign corporation (~~authorized~~) registered to conduct
12 affairs in this state shall have and continuously maintain in this
13 state(~~(÷~~

14 ~~(1) A registered office which may but need not be the same as its~~
15 ~~principal office.~~

16 ~~(2) A registered agent, who may be:~~

17 ~~(a) An individual resident of this state whose business office is~~
18 ~~identical with the registered office; or~~

19 ~~(b) A domestic corporation organized under any law of this state;~~
20 ~~or~~

21 ~~(c) A foreign corporation authorized under any law of this state~~
22 ~~to transact business or conduct affairs in this state, having an~~
23 ~~office identical with the registered office))~~ a registered agent in
24 accordance with part I, Article 4 of this act.

25 **Sec. 4123.** RCW 24.06.380 and 1993 c 356 s 19 are each amended to
26 read as follows:

27 A foreign corporation (~~authorized~~) registered to conduct
28 affairs in this state may change its (~~registered office or change~~
29 ~~its~~) registered agent(~~(, or both, upon filing in the office of)~~) by
30 delivering to the secretary of state (~~(in a form approved by the~~
31 ~~secretary of state a statement setting forth:~~

32 ~~(1) The name of the corporation.~~

33 ~~(2) If the address of the current registered office is to be~~
34 ~~changed, such new address.~~

35 ~~(3) If the current registered agent is to be changed, the name of~~
36 ~~the new registered agent.~~

37 ~~(4) That the address of its registered office and the address of~~
38 ~~the office of its registered agent, as changed, will be identical.~~

1 ~~Such))~~ for filing a statement of change in accordance with
2 section 1407 of this act. The statement shall be executed by the
3 corporation, by an officer of the corporation(~~, and delivered to the~~
4 ~~secretary of state, together with a written consent of the registered~~
5 ~~agent to his or its appointment, if applicable. If the secretary of~~
6 ~~state finds that such statement conforms to the provisions of this~~
7 ~~chapter, he or she shall file such statement in his or her office,~~
8 ~~and upon such filing the change of address of the registered office,~~
9 ~~or the appointment of a new registered agent, or both, as the case~~
10 ~~may be, shall become effective)).~~

11 ~~((If))~~ A registered agent ~~((changes his or her business address~~
12 ~~to another place within the state, the registered agent may change~~
13 ~~such address and the address of the registered office of any~~
14 ~~corporation of which the registered agent is registered agent by~~
15 ~~filing a statement as required by this section, except that it need~~
16 ~~be signed only by the registered agent, it need not be responsive to~~
17 ~~subsection (3) of this section, and it shall recite that a copy of~~
18 ~~the statement has been mailed to the corporation))~~ may change its
19 information on file with the secretary of state in accordance with
20 sections 1408 or 1409 of this act.

21 **Sec. 4124.** RCW 24.06.385 and 1969 ex.s. c 120 s 77 are each
22 amended to read as follows:

23 Any registered agent in this state appointed by a foreign
24 corporation may resign as such agent ~~((upon filing a written notice~~
25 ~~thereof, executed in duplicate, with))~~ by executing and delivering to
26 the secretary of state ~~((, who shall forthwith mail a copy thereof to~~
27 ~~the foreign corporation at its principal office in the state or~~
28 ~~country under the laws of which it is incorporated as shown by its~~
29 ~~most recent annual report. The appointment of such agent shall~~
30 ~~terminate upon the expiration of thirty days after receipt of such~~
31 ~~notice by the secretary of state))~~ for filing a statement of
32 resignation in accordance with section 1410 of this act.

33 **Sec. 4125.** RCW 24.06.390 and 1969 ex.s. c 120 s 78 are each
34 amended to read as follows:

35 ~~((The registered agent so appointed by a foreign corporation~~
36 ~~authorized to conduct affairs in this state shall be an agent of such~~
37 ~~corporation upon whom))~~ Service of any process, notice or demand

1 required or permitted by law to be served upon the corporation may be
2 ((served)) made in accordance with section 1411 of this act.

3 **Sec. 4126.** RCW 24.06.395 and 1982 c 35 s 147 are each amended to
4 read as follows:

5 Whenever a foreign corporation authorized to conduct affairs in
6 this state shall fail to appoint or maintain a registered agent in
7 this state, or whenever any such registered agent cannot with
8 reasonable diligence be found at the registered office, or whenever
9 the certificate of authority of a foreign corporation shall be
10 suspended or revoked(~~(, then the secretary of state shall be an agent~~
11 ~~of such corporation upon whom any such))~~ service of any process,
12 notice, or demand upon the corporation may be ((served. ~~Service on~~
13 ~~the secretary of state of any such process, notice, or demand shall~~
14 ~~be made by delivering to and leaving with the secretary of state, or~~
15 ~~with any duly authorized clerk of the corporation department of the~~
16 ~~secretary of state's office, duplicate copies of such process, notice~~
17 ~~or demand. In the event any such process, notice or demand is served~~
18 ~~on the secretary of state, the secretary of state shall immediately~~
19 ~~cause one of such copies thereof to be forwarded by certified mail,~~
20 ~~addressed to the corporation at its principal office in the state or~~
21 ~~country under the laws of which it is incorporated. Any service so~~
22 ~~had on the secretary of state shall be returnable in not less than~~
23 ~~thirty days.~~

24 ~~The secretary of state shall keep a record of all processes,~~
25 ~~notices and demands served upon the secretary of state under this~~
26 ~~action, and shall record therein the time of such service and his or~~
27 ~~her action with reference thereto: PROVIDED, That))~~ made in
28 accordance with section 1411 of this act. Nothing contained in this
29 section shall limit or affect the right to serve any process, notice
30 or demand, required or permitted by law to be served upon a
31 corporation in any other manner now or hereafter permitted by law.

32 **Sec. 4127.** RCW 24.06.410 and 1969 ex.s. c 120 s 82 are each
33 amended to read as follows:

34 A foreign corporation ((authorized)) registered to conduct
35 affairs in this state shall ((~~apply for an amended certificate of~~
36 ~~authority in the event that it wishes to change its corporate name,~~
37 ~~or desires to pursue in this state purposes other or additional to~~

1 ~~those set forth in its initial application for a certificate of~~
2 ~~authority.~~

3 ~~The requirements with respect to the form and content of such~~
4 ~~application, the manner of its execution, the filing, the issuance of~~
5 ~~an amended certificate of authority, and the effect thereof shall be~~
6 ~~the same as in the case of an original application for a certificate~~
7 ~~of authority)) amend its foreign registration statement under the~~
8 ~~circumstances specified in section 1504 of this act.~~

9 **Sec. 4128.** RCW 24.06.415 and 1993 c 356 s 20 are each amended to
10 read as follows:

11 A foreign corporation ((authorized)) registered to conduct
12 affairs in this state may withdraw from this state ((upon procuring
13 from)) by delivering a statement of withdrawal to the secretary of
14 state ((a certificate of withdrawal. In order to procure such
15 certificate of withdrawal, the foreign corporation shall deliver to
16 the secretary of state an application for withdrawal, which shall set
17 forth:

18 (1) ~~The name of the corporation and the state or country under~~
19 ~~whose laws it is incorporated.~~

20 (2) ~~A declaration that the corporation is not conducting affairs~~
21 ~~in this state.~~

22 (3) ~~A surrender of its authority to conduct affairs in this~~
23 ~~state.~~

24 (4) ~~A notice that the corporation revokes the authority of its~~
25 ~~registered agent in this state to accept service of process and~~
26 ~~consents that service of process in any action, suit or proceeding,~~
27 ~~based upon any cause of action arising in this state during the time~~
28 ~~the corporation was authorized to conduct affairs in this state, may~~
29 ~~thereafter be made upon such corporation by service thereof on the~~
30 ~~secretary of state.~~

31 (5) ~~A copy of the revenue clearance certificate issued pursuant~~
32 ~~to chapter 82.32 RCW.~~

33 (6) ~~A post office address to which the secretary of state may~~
34 ~~mail a copy of any process that may be served on the secretary of~~
35 ~~state as agent for the corporation.~~

36 The application for withdrawal shall be made on forms prescribed
37 and furnished by the secretary of state and shall be executed by the
38 corporation, by one of the officers of the corporation, or, if the
39 corporation is in the hands of a receiver or trustee, shall be

1 ~~executed on behalf of the corporation by such receiver or trustee))~~
2 for filing in accordance with section 1507 of this act.

3 **Sec. 4129.** RCW 24.06.425 and 1982 c 35 s 150 are each amended to
4 read as follows:

5 ~~((1))~~ The ~~((certificate of authority))~~ registration of a
6 foreign corporation to conduct affairs in this state may be
7 ~~((revoked))~~ terminated by the secretary of state ~~((upon the~~
8 ~~conditions prescribed in this section when:~~

9 ~~(a) The corporation has failed to file its annual report within~~
10 ~~the time required by this chapter or has failed to pay any fees or~~
11 ~~penalties prescribed by this chapter as they become due and payable;~~
12 ~~or~~

13 ~~(b) The corporation has failed for thirty days to appoint and~~
14 ~~maintain a registered agent in this state as required by this~~
15 ~~chapter; or~~

16 ~~(c) The corporation has failed, for thirty days after change of~~
17 ~~its registered agent or registered office, to file in the office of~~
18 ~~the secretary of state a statement of such change as required by this~~
19 ~~chapter; or~~

20 ~~(d) The corporation has failed to file in the office of the~~
21 ~~secretary of state any amendment to its articles of incorporation or~~
22 ~~any articles of merger within the time prescribed by this chapter; or~~

23 ~~(e) The certificate of authority of the corporation was procured~~
24 ~~through fraud practiced upon the state; or~~

25 ~~(f) The corporation has continued to exceed or abuse the~~
26 ~~authority conferred upon it by this chapter; or~~

27 ~~(g) A misrepresentation has been made as to any material matter~~
28 ~~in any application, report, affidavit, or other document, submitted~~
29 ~~by such corporation pursuant to this chapter.~~

30 ~~(2) No certificate of authority of a foreign corporation shall be~~
31 ~~revoked by the secretary of state unless the secretary of state shall~~
32 ~~have given the corporation not less than sixty days' notice thereof~~
33 ~~by first-class mail addressed to its registered office in this state,~~
34 ~~or, if there is no registered office, to the last known address of~~
35 ~~any officer or director of the corporation as shown by the records of~~
36 ~~the secretary of state, and the corporation shall have failed prior~~
37 ~~to revocation to (a) file such annual report, (b) pay such fees or~~
38 ~~penalties, (c) file the required statement of change of registered~~
39 ~~agent or registered office, (d) file such articles of amendment or~~

1 ~~articles of merger, or (e) correct any delinquency, omission, or~~
2 ~~material misrepresentation in its application, report, affidavit, or~~
3 ~~other document)) in accordance with section 1511 of this act.~~

4 **Sec. 4130.** RCW 24.06.435 and 1969 ex.s. c 120 s 87 are each
5 amended to read as follows:

6 ~~((No)) A foreign corporation conducting affairs in this state~~
7 ~~without ((a certificate of authority shall be permitted to maintain~~
8 ~~any action, suit, or proceeding in any court of this state until such~~
9 ~~corporation shall have obtained a certificate of authority. Nor shall~~
10 ~~any action, suit or proceeding be maintained in any court of this~~
11 ~~state by any successor or assignee of such corporation on any right,~~
12 ~~claim, or demand arising out of the conduct of affairs by such~~
13 ~~corporation in this state until a certificate of authority shall have~~
14 ~~been obtained by the corporation or by a valid corporation which has~~
15 ~~(1) acquired all or substantially all of its assets and (2) assumed~~
16 ~~all of its liabilities: PROVIDED, That the failure of a foreign~~
17 ~~corporation to obtain a certificate of authority to conduct affairs~~
18 ~~in this state shall not impair the substantive validity of any~~
19 ~~contract or act of such corporation, and shall not prevent such~~
20 ~~corporation from defending any action, suit or proceeding in any~~
21 ~~court of this state under such terms and conditions as a court may~~
22 ~~find just)) registering with the secretary of state is subject to~~
23 ~~section 1502 of this act.~~

24 **Sec. 4131.** RCW 24.06.440 and 1993 c 356 s 22 are each amended to
25 read as follows:

26 Each domestic corporation, and each foreign corporation
27 ~~((authorized)) registered to conduct affairs in this state, shall~~
28 ~~((file, within the time prescribed by this chapter,)) deliver an~~
29 ~~annual ((or biennial)) report((, established by)) to the secretary of~~
30 ~~state ((by rule, in the form prescribed by the secretary of state~~
31 ~~setting forth:~~

32 ~~(1) The name of the corporation and the state or country under~~
33 ~~whose laws it is incorporated.~~

34 ~~(2) The address of the registered office of the corporation in~~
35 ~~this state, including street and number, the name of its registered~~
36 ~~agent in this state at such address, and, in the case of a foreign~~
37 ~~corporation, the address of its principal office in the state or~~
38 ~~country under whose laws it is incorporated.~~

~~(3) A brief statement of the character of the affairs in which the corporation is engaged, or, in the case of a foreign corporation, engaged in this state.~~

~~(4) The names and respective addresses of the directors and officers of the corporation.~~

~~(5) The corporation's unified business identifier number.~~

~~The information shall be given as of the date of the execution of the report. It shall be executed by the corporation by an officer of the corporation, or, if the corporation is in the hands of a receiver or trustee, it shall be executed on behalf of the corporation by such receiver or trustee.~~

~~The secretary of state may by rule adopted under chapter 34.05 RCW provide that correction or updating of information appearing on previous annual or biennial filings is sufficient to constitute the current filing)) in accordance with section 1212 of this act.~~

Sec. 4132. RCW 24.06.450 and 2010 1st sp.s. c 29 s 4 are each amended to read as follows:

~~((1)) Corporations are subject to the applicable fees, charges, and penalties established by the secretary of state ((must establish by rule, fees for the following:~~

~~(a) Filing articles of incorporation.~~

~~(b) Filing an annual report.~~

~~(c) Filing an application of a foreign corporation for a certificate of authority to conduct affairs in this state.~~

~~(d) Filing articles of amendment or restatement.~~

~~(e) Filing articles of merger or consolidation.~~

~~(f) Filing a statement of change of address of registered office or change of registered agent, or revocation, resignation, or any combination of these.~~

~~(g) Filing articles of dissolution, no fee.~~

~~(h) Filing an application of a foreign corporation for an amended certificate of authority to conduct affairs in this state.~~

~~(i) Filing a copy of an amendment to the articles of incorporation of a foreign corporation holding a certificate of authority to conduct affairs in this state.~~

~~(j) Filing a copy of articles of merger of a foreign corporation holding a certificate of authority to conduct affairs in this state.~~

~~(k) Filing an application for withdrawal of a foreign corporation and issuing a certificate of withdrawal.~~

1 ~~(l) Filing a certificate by a foreign corporation of the~~
2 ~~appointment of a registered agent.~~

3 ~~(m) Filing a certificate by a foreign corporation of the~~
4 ~~revocation of the appointment of a registered agent.~~

5 ~~(n) Filing an application to reserve a corporate name.~~

6 ~~(o) Filing a notice of transfer of a reserved corporate name.~~

7 ~~(p) Filing any other statement or report of a domestic or foreign~~
8 ~~corporation.~~

9 ~~(2) Fees are adjusted by rule in an amount that does not exceed~~
10 ~~the average biennial increase in the cost of providing service. This~~
11 ~~must be determined in a biennial cost study performed by the~~
12 ~~secretary)) under section 1213 of this act and RCW 43.07.120.~~

13 **Sec. 4133.** RCW 24.06.470 and 2011 c 336 s 669 are each amended
14 to read as follows:

15 Each director and officer of a corporation, domestic or foreign,
16 who fails or refuses within the time prescribed by this chapter, to
17 answer truthfully and fully any interrogatories propounded to him or
18 her by the secretary of state in accordance with the provisions of
19 this chapter, ~~((or who signs any articles, statement, report,~~
20 ~~application, or other document filed with the secretary of state,))~~
21 which is known to such officer or director to be false in any
22 material respect, shall be deemed to be guilty of a misdemeanor, and
23 upon conviction thereof shall be fined in an amount not to exceed
24 five hundred dollars on each count.

25 **Sec. 4134.** RCW 24.06.490 and 1982 c 35 s 160 are each amended to
26 read as follows:

27 ~~((1) If the secretary of state shall fail to approve any~~
28 ~~articles of incorporation, amendment, merger, consolidation, or~~
29 ~~dissolution, or any other document required by this chapter to be~~
30 ~~approved by the secretary of state before the same shall be filed in~~
31 ~~his or her office, the secretary of state shall, within ten days~~
32 ~~after the delivery of such document to him or her, give written~~
33 ~~notice of disapproval to the person or corporation, domestic or~~
34 ~~foreign, delivering the same, specifying the reasons therefor. The~~
35 ~~person or corporation may apply to the superior court of the county~~
36 ~~in which the registered office of such corporation is situated, or is~~
37 ~~proposed, in the document, by filing a petition with the clerk of~~
38 ~~such court setting forth a copy of the articles or other document~~

1 ~~tendered to the secretary of state, together with a copy of the~~
2 ~~written disapproval thereof by the secretary of state; whereupon the~~
3 ~~matter shall be tried to the court on all questions of fact and law;~~
4 ~~and the court shall either sustain or overrule the action of the~~
5 ~~secretary of state.~~

6 ~~(2) If the secretary of state shall revoke the certificate of~~
7 ~~authority to conduct affairs in this state of any foreign~~
8 ~~corporation, such foreign corporation may likewise apply to the~~
9 ~~superior court of the county where the registered office of such~~
10 ~~corporation in this state is situated, by filing with the clerk of~~
11 ~~such court a petition setting forth a copy of its certificate of~~
12 ~~authority to conduct affairs in this state and a copy of the notice~~
13 ~~of revocation given by the secretary of state; whereupon the matter~~
14 ~~shall be tried to the court on all questions of fact and law; and the~~
15 ~~court shall either sustain or overrule the action of the secretary of~~
16 ~~state.~~

17 ~~(3) Appeals from all final orders and judgments entered by the~~
18 ~~superior court under this section, in the review of any ruling or~~
19 ~~decision of the secretary of state may be taken as in other civil~~
20 ~~actions.)) Section 1206 of this act governs the secretary of state's~~
21 ~~duty to file records delivered to the secretary of state for filing,~~
22 ~~the manner and effect of filing, and procedures that apply when the~~
23 ~~secretary of state refuses to file a record.~~

24 NEW SECTION. Sec. 4135. The following acts or parts of acts are
25 each repealed:

26 (1) RCW 24.06.170 (Filing of articles of incorporation) and 1982
27 c 35 s 128, 1981 c 302 s 5, & 1969 ex.s. c 120 s 34;

28 (2) RCW 24.06.293 (Administrative dissolution or revocation of a
29 certificate of authority—Corporation name not distinguishable from
30 name of governmental entity—Application by governmental entity) and
31 1997 c 12 s 3;

32 (3) RCW 24.06.355 (Change of name by foreign corporation) and
33 1969 ex.s. c 120 s 71;

34 (4) RCW 24.06.365 (Filing of application for certificate of
35 authority—Issuance) and 1982 c 35 s 144 & 1969 ex.s. c 120 s 73;

36 (5) RCW 24.06.420 (Filing of application for withdrawal—Issuance
37 of certificate of withdrawal) and 1982 c 35 s 149 & 1969 ex.s. c 120
38 s 84;

(6) RCW 24.06.430 (Issuance and filing of certificate of revocation—Effect) and 1982 c 35 s 151 & 1969 ex.s. c 120 s 86;

(7) RCW 24.06.433 (Foreign corporations—Application for reinstatement) and 1993 c 356 s 21;

(8) RCW 24.06.445 (Filing of annual or biennial report of domestic and foreign corporations) and 2011 c 183 s 6, 1993 c 356 s 23, 1982 c 35 s 153, 1973 c 146 s 1, & 1969 ex.s. c 120 s 89;

(9) RCW 24.06.455 (Miscellaneous fees) and 1993 c 269 s 8, 1982 c 35 s 155, 1979 ex.s. c 133 s 3, 1973 c 70 s 3, & 1969 ex.s. c 120 s 91;

(10) RCW 24.06.460 (Disposition of fees) and 1982 c 35 s 156 & 1969 ex.s. c 120 s 92;

(11) RCW 24.06.495 (Certificates and certified copies to be received in evidence) and 1982 c 35 s 161 & 1969 ex.s. c 120 s 99; and

(12) RCW 24.06.915 (Notice to existing corporations) and 1982 c 35 s 164 & 1969 ex.s. c 120 s 109.

PART V

GENERAL AND LIMITED LIABILITY PARTNERSHIPS AND REVISED UNIFORM PARTNERSHIP ACT REVISIONS

Sec. 5101. RCW 25.05.005 and 2009 c 202 s 3 are each amended to read as follows:

The definitions in this section apply throughout this chapter unless the context clearly requires otherwise:

(1) "Business" includes every trade, occupation, and profession.

(2) "Debtor in bankruptcy" means a person who is the subject of:

(a) An order for relief under Title 11 of the United States Code or a comparable order under a successor statute of general application; or

(b) A comparable order under federal, state, or foreign law governing insolvency.

(3) "Distribution" means a transfer of money or other property from a partnership to a partner in the partner's capacity as a partner or to the partner's transferee.

(4) "Foreign limited liability partnership" means a partnership that:

(a) Is formed under laws other than the laws of this state; and

1 (b) Has the status of a limited liability partnership under those
2 laws.

3 (5) "Limited liability partnership" means a partnership that has
4 filed an application under RCW 25.05.500 and does not have a similar
5 statement in effect in any other jurisdiction.

6 (6) "Partnership" means an association of two or more persons to
7 carry on as co-owners a business for profit formed under RCW
8 25.05.055, predecessor law, or comparable law of another
9 jurisdiction.

10 (7) "Partnership agreement" means the agreement, whether written,
11 oral, or implied, among the partners concerning the partnership,
12 including amendments to the partnership agreement.

13 (8) "Partnership at will" means a partnership in which the
14 partners have not agreed to remain partners until the expiration of a
15 definite term or the completion of a particular undertaking.

16 (9) "Partnership interest" or "partner's interest in the
17 partnership" means all of a partner's interests in the partnership,
18 including the partner's transferable interest and all management and
19 other rights.

20 (10) "Person" means an individual, corporation, business trust,
21 estate, trust, partnership, limited liability company, association,
22 joint venture, government, governmental subdivision, agency, or
23 instrumentality, or any other legal or commercial entity.

24 (11) "Property" means all property, real, personal, or mixed,
25 tangible or intangible, or any interest therein.

26 (12) "Registered agent" means (~~(an individual resident of this~~
27 ~~state, a domestic corporation, a government, governmental~~
28 ~~subdivision, agency, or instrumentality, or a foreign corporation~~
29 ~~authorized to do business in this state)) the person designated under~~
30 part I, Article 4 of this act to serve as the agent of the entity
31 authorized to receive service of any process, notice, or demand
32 required or permitted by law to be served on the entity.

33 (13) "State" means a state of the United States, the District of
34 Columbia, the Commonwealth of Puerto Rico, or any territory or
35 insular possession subject to the jurisdiction of the United States.

36 (14) "Statement" means a statement of partnership authority under
37 RCW 25.05.110, a statement of denial under RCW 25.05.115, a statement
38 of dissociation under RCW 25.05.265, a statement of dissolution under
39 RCW 25.05.320, or an amendment or cancellation of any statement under
40 these sections.

1 (15) "Transfer" includes an assignment, conveyance, lease,
2 mortgage, deed, and encumbrance.

3 **Sec. 5102.** RCW 25.05.025 and 1998 c 103 s 105 are each amended
4 to read as follows:

5 (1) A statement may be (~~filed in~~) delivered to the office of
6 the secretary of state for filing in accordance with part I, Article
7 2 of this act. A certified copy of a statement that is filed in an
8 office in another state may be (~~filed in~~) delivered to the office
9 of the secretary of state for filing in accordance with part I,
10 Article 2 of this act. Either filing has the effect provided in this
11 chapter with respect to partnership property located in or
12 transactions that occur in this state.

13 (2) A statement (~~filed~~) delivered by a partnership to the
14 secretary of state for filing must be executed by at least two
15 partners. Other statements must be executed by a partner or other
16 person authorized by this chapter. An individual who executes a
17 statement as, or on behalf of, a partner or other person shall
18 personally declare under penalty of perjury that the contents of the
19 statement are accurate.

20 (3) A person authorized by this chapter to (~~file~~) deliver a
21 statement to the secretary of state for filing may amend or cancel
22 the statement by delivering to the secretary of state for filing an
23 amendment or cancellation that names the partnership, identifies the
24 statement, and states the substance of the amendment or cancellation.

25 (4) A person who (~~files~~) delivers a statement (~~pursuant to~~
26 ~~this section~~) to the secretary of state for filing shall promptly
27 send a copy of the statement to every nonfiling partner and to any
28 other person named as a partner in the statement. Failure to send a
29 copy of a statement to a partner or other person does not limit the
30 effectiveness of the statement as to a person not a partner.

31 **Sec. 5103.** RCW 25.05.110 and 1998 c 103 s 303 are each amended
32 to read as follows:

33 (1) A partnership may (~~file~~) deliver to the secretary of state
34 for filing a statement of partnership authority, which:

35 (a) Must include:

36 (i) The name of the partnership; and

37 (ii) The street address of its chief executive office and of one
38 office in this state, if there is one; and

1 (b) May state the names of all of the partners, the names of the
2 partners authorized to execute an instrument transferring real
3 property held in the name of the partnership, the authority, or
4 limitations on the authority, of some or all of the partners to enter
5 into other transactions on behalf of the partnership and any other
6 matter.

7 (2) A grant of authority contained in a filed statement of
8 partnership authority is conclusive in favor of a person not a
9 partner who gives value without knowledge to the contrary, so long as
10 and to the extent that a limitation on that authority is not then
11 contained in a subsequently filed statement. A filed cancellation of
12 a limitation on authority revives the previous grant of authority.

13 (3) A person not a partner is deemed to know of a limitation on
14 the authority of a partner to transfer real property held in the name
15 of the partnership if the limitation is contained in a filed
16 statement of partnership authority.

17 (4) Except as otherwise provided in subsection (3) of this
18 section and RCW 25.05.265 and 25.05.320, a person not a partner is
19 not deemed to know of a limitation on the authority of a partner
20 merely because the limitation is contained in a filed statement.

21 (5) Unless earlier canceled, a filed statement of partnership
22 authority is canceled by operation of law five years after the date
23 on which the statement, or the most recent amendment, was filed
24 ((with)) by the secretary of state.

25 **Sec. 5104.** RCW 25.05.115 and 1998 c 103 s 304 are each amended
26 to read as follows:

27 A partner, or other person named as a partner in a filed
28 statement of partnership authority, may ((file)) deliver to the
29 secretary of state for filing a statement of denial stating the name
30 of the partnership and the fact that is being denied, which may
31 include denial of a person's authority or status as a partner. A
32 statement of denial is a limitation on authority as provided in RCW
33 25.05.110 (2) and (3).

34 **Sec. 5105.** RCW 25.05.355 and 2009 c 188 s 1405 are each amended
35 to read as follows:

36 (1) A partnership may be converted to a limited partnership
37 pursuant to this section.

1 (2) The terms and conditions of a conversion of a partnership to
2 a limited partnership must be approved by all of the partners or by a
3 number or percentage specified for conversion in the partnership
4 agreement.

5 (3) After the conversion is approved by the partners, the
6 partnership shall file a certificate of limited partnership in the
7 jurisdiction in which the limited partnership is to be formed. The
8 certificate must include:

9 (a) A statement that the partnership was converted to a limited
10 partnership from a partnership;

11 (b) Its former name; and

12 (c) A statement of the number of votes cast by the partners for
13 and against the conversion and, if the vote is less than unanimous,
14 the number or percentage required to approve the conversion under the
15 partnership agreement.

16 (4) If the partnership was converted to a domestic limited
17 partnership, the certificate must also include:

18 (a) The name of the limited partnership;

19 (b) The address of the office for records and the name and
20 address of the registered agent for service of process (~~appointed~~
21 ~~pursuant to RCW 25.10.121~~) designated in accordance with part I,
22 Article 4 of this act;

23 (c) The name and the geographical and mailing address of each
24 general partner;

25 (d) The latest date upon which the limited partnership is to
26 dissolve; and

27 (e) Any other matters the general partners determine to include
28 therein.

29 (5) The conversion takes effect when the certificate of limited
30 partnership is filed or at any later date specified in the
31 certificate in accordance with section 1203 of this act.

32 (6) A general partner who becomes a limited partner as a result
33 of the conversion remains liable as a general partner for an
34 obligation incurred by the partnership before the conversion takes
35 effect. If the other party to a transaction with the limited
36 partnership reasonably believes when entering the transaction that
37 the limited partner is a general partner, the limited partner is
38 liable for an obligation incurred by the limited partnership within
39 ninety days after the conversion takes effect. The limited partner's
40 liability for all other obligations of the limited partnership

1 incurred after the conversion takes effect is that of a limited
2 partner as provided in the Washington uniform limited partnership
3 act.

4 **Sec. 5106.** RCW 25.05.370 and 1998 c 103 s 905 are each amended
5 to read as follows:

6 (1) One or more domestic partnerships may merge with one or more
7 domestic partnerships, domestic limited partnerships, domestic
8 limited liability companies, or domestic corporations pursuant to a
9 plan of merger approved or adopted as provided in RCW 25.05.375.

10 (2) The plan of merger must set forth:

11 (a) The name of each partnership, limited liability company,
12 limited partnership, and corporation planning to merge and the name
13 of the surviving partnership, limited liability company, limited
14 partnership, or corporation into which the other partnership, limited
15 liability company, limited partnership, or corporation plans to
16 merge;

17 (b) The terms and conditions of the merger; and

18 (c) The manner and basis of converting the interests of each
19 member of each limited liability company, the partnership interests
20 in each partnership and each limited partnership, and the shares of
21 each corporation party to the merger into the interests, shares,
22 obligations, or other securities of the surviving or any other
23 partnership, limited liability company, limited partnership, or
24 corporation or into cash or other property in whole or part.

25 (3) The plan of merger may set forth:

26 (a) Amendments to the certificate of formation of the surviving
27 limited liability company;

28 (b) Amendments to the certificate of limited partnership of the
29 surviving limited partnership;

30 (c) Amendments to the articles of incorporation of the surviving
31 corporation; and

32 (d) Other provisions relating to the merger.

33 (4) If the plan of merger does not specify a delayed effective
34 date, it shall become effective upon the filing of articles of merger
35 as provided in section 1203 of this act. (~~(If the)~~) A plan of merger
36 (~~((specifies))~~) may specify a delayed effective time and date(~~((, the~~
37 ~~plan of merger becomes effective at the time and date specified. If~~
38 ~~the plan of merger specifies a delayed effective date but no time is~~
39 ~~specified, the plan of merger is effective at the close of business~~

1 ~~on that date. A delayed effective date for a plan of merger may not~~
2 ~~be later than the ninetieth day after the date it is filed)) in~~
3 accordance with section 1203 of this act.

4 **Sec. 5107.** RCW 25.05.390 and 2009 c 188 s 1408 are each amended
5 to read as follows:

6 (1) One or more foreign partnerships, foreign limited liability
7 companies, foreign limited partnerships, and foreign corporations may
8 merge with one or more domestic partnerships, domestic limited
9 liability companies, domestic limited partnerships, or domestic
10 corporations if:

11 (a) The merger is permitted by the law of the jurisdiction under
12 which each foreign partnership was organized, each foreign limited
13 liability company was formed, each foreign limited partnership was
14 organized, and each foreign corporation was incorporated, and each
15 foreign partnership, foreign limited liability company, foreign
16 limited partnership, and foreign corporation complies with that law
17 in effecting the merger;

18 (b) The surviving entity complies with RCW 25.05.380;

19 (c) Each domestic limited liability company complies with RCW
20 25.15.400;

21 (d) Each domestic limited partnership complies with RCW
22 25.10.781; and

23 (e) Each domestic corporation complies with RCW 23B.11.080.

24 (2) Upon the merger taking effect, a surviving foreign limited
25 liability company, limited partnership, or corporation (~~(is deemed to~~
26 ~~appoint the secretary of state as its agent for service of)) may be~~
27 served with process in accordance with section 1411 of this act in a
28 proceeding to enforce any obligation or the rights of dissenting
29 members, partners, or shareholders of each domestic limited liability
30 company, domestic limited partnership, or domestic corporation party
31 to the merger.

32 **Sec. 5108.** RCW 25.05.500 and 2010 1st sp.s. c 29 s 5 are each
33 amended to read as follows:

34 (1) A partnership which is not a limited liability partnership on
35 June 11, 1998, may become a limited liability partnership upon the
36 approval of the terms and conditions upon which it becomes a limited
37 liability partnership by the vote necessary to amend the partnership
38 agreement except, in the case of a partnership agreement that

1 expressly considers obligations to contribute to the partnership, the
2 vote necessary to amend those provisions, and by delivering to the
3 secretary of state for filing the applications required by subsection
4 (2) of this section. A partnership which is a limited liability
5 partnership on June 11, 1998, continues as a limited liability
6 partnership under this chapter.

7 (2)(a) To become and to continue as a limited liability
8 partnership, a partnership must ~~((file with))~~ deliver to the
9 secretary of state for filing an application stating the name of the
10 partnership; ~~((the location of a registered office, which need not be~~
11 ~~a place of its activity in this state;))~~ the address of its principal
12 office; ~~((if the partnership's principal office is not located in~~
13 ~~this state, the address of a registered office and))~~ the name and
14 address of a registered agent for service of process in this state
15 which the partnership will be required to continuously maintain in
16 accordance with part I, Article 4 of this act; the number of
17 partners; a brief statement of the business in which the partnership
18 engages; any other matters that the partnership determines to
19 include; and that the partnership thereby applies for status as a
20 limited liability partnership.

21 (b) A registered agent for service of process under (a) of this
22 subsection ~~((must be an individual who is a resident of this state or~~
23 ~~other person authorized to do business in this state))~~ may be any
24 person authorized under part I, Article 4 of this act to serve as
25 registered agent.

26 (3) The application must be accompanied by a fee for each
27 partnership as established by the secretary of state ~~((in rule))~~
28 under section 1213 of this act.

29 (4) The secretary of state must register as a limited liability
30 partnership any partnership that submits a completed application with
31 the required fee.

32 (5) A partnership registered under this section must pay an
33 annual fee, in each year following the year in which its application
34 is filed, on a date and in an amount specified by the secretary of
35 state under section 1213 of this act. The fee must be accompanied by
36 a notice, on a form provided by the secretary of state, of the number
37 of partners currently in the partnership and of any material changes
38 in the information contained in the partnership's application for
39 registration.

1 (6) Registration is effective (~~((immediately after the date an~~
2 ~~application is filed))~~) as specified in section 1203 of this act, and
3 remains effective until:

4 (a) It is voluntarily withdrawn by (~~((filing with))~~) delivering to
5 the secretary of state for filing a written withdrawal notice
6 executed by a majority of the partners or by one or more partners or
7 other persons authorized to execute a withdrawal notice; or

8 (b) Thirty days after receipt by the partnership of a notice from
9 the secretary of state, which notice must be sent by first-class
10 mail, postage prepaid, that the partnership has failed to make timely
11 payment of the annual fee specified in subsection (5) of this
12 section, unless the fee is paid within such a thirty-day period.

13 (7) The status of a partnership as a limited liability
14 partnership, and the liability of the partners thereof, is not
15 affected by: (a) Errors in the information stated in an application
16 under subsection (2) of this section or a notice under subsection (6)
17 of this section; or (b) changes after the filing of such an
18 application or notice in the information stated in the application or
19 notice.

20 (~~((8) The secretary of state may provide forms for the~~
21 ~~application under subsection (2) of this section or a notice under~~
22 ~~subsection (6) of this section.))~~)

23 **Sec. 5109.** RCW 25.05.505 and 1998 c 103 s 1102 are each amended
24 to read as follows:

25 The name of a limited liability partnership (~~((shall contain the~~
26 ~~words "limited liability partnership" or the abbreviation "L.L.P." or~~
27 ~~"LLP" as the last words or letters of its name))~~) must comply with
28 part I, Article 3 of this act.

29 **Sec. 5110.** RCW 25.05.530 and 2009 c 437 s 5 are each amended to
30 read as follows:

31 (~~((1) In order to))~~) A limited liability partnership may change
32 its ((registered office,)) registered agent for service of process((,
33 ~~or the address of its registered agent for service of process, a~~
34 ~~limited liability partnership must deliver to the secretary of state~~
35 ~~for filing a statement of change containing:~~

36 ~~(a) The name of the limited liability partnership;~~

37 ~~(b) The street and mailing address of its current registered~~
38 ~~office;~~

1 ~~(c) If the current registered office is to be changed, the street~~
2 ~~and mailing address of the new registered office;~~

3 ~~(d) The name and street and mailing address of its current~~
4 ~~registered agent for service of process; and~~

5 ~~(e) If the current registered agent for service of process or an~~
6 ~~address of the registered agent is to be changed, the new~~
7 ~~information.~~

8 ~~(2) A statement of change is effective when filed by the~~
9 ~~secretary of state)) by delivering to the secretary of state for~~
10 ~~filing a statement of change in accordance with section 1407 of this~~
11 ~~act.~~

12 **Sec. 5111.** RCW 25.05.533 and 2009 c 437 s 6 are each amended to
13 read as follows:

14 ~~((1) In order to resign as)) A registered agent for service of~~
15 ~~process of a limited liability partnership((, the registered agent~~
16 ~~must deliver to the secretary of state for filing a statement of~~
17 ~~resignation containing the name of the limited liability partnership.~~

18 ~~(2) After receiving a statement of resignation, the secretary of~~
19 ~~state shall file it and mail a copy to the registered office of the~~
20 ~~limited liability partnership and another copy to the principal~~
21 ~~office if the address of the office appears in the records of the~~
22 ~~secretary of state and is different from the address of the~~
23 ~~registered office.~~

24 ~~(3) A registered agent for service of process is terminated on~~
25 ~~the thirty-first day after the secretary of state files the statement~~
26 ~~of resignation)) may resign as agent by delivering to the secretary~~
27 ~~of state for filing a statement of resignation in accordance with~~
28 ~~section 1410 of this act.~~

29 **Sec. 5112.** RCW 25.05.536 and 2009 c 437 s 7 are each amended to
30 read as follows:

31 ~~((1) A registered agent for service of process appointed by a~~
32 ~~limited liability partnership is a registered agent of the limited~~
33 ~~liability partnership for)) Service of any process, notice, or demand~~
34 ~~required or permitted by law to be served upon the limited liability~~
35 ~~partnership may be made in accordance with section 1411 of this act.~~

36 ~~((2) If a limited liability partnership does not appoint or~~
37 ~~maintain a registered agent for service of process in this state or~~
38 ~~the registered agent for service of process cannot with reasonable~~

diligence be found at the registered agent's address, the secretary of state is an agent of the limited liability partnership upon whom process, notice, or demand may be served.

~~(3) Service of any process, notice, or demand on the secretary of state may be made by delivering to and leaving with the secretary of state duplicate copies of the process, notice, or demand. If a process, notice, or demand is served on the secretary of state, the secretary of state shall forward one of the copies by registered or certified mail, return receipt requested, to the limited liability partnership at its registered office.~~

~~(4) Service is effected under subsection (3) of this section at the earliest of:~~

~~(a) The date the limited liability partnership receives the process, notice, or demand;~~

~~(b) The date shown on the return receipt, if signed on behalf of the limited liability partnership; or~~

~~(c) Five days after the process, notice, or demand is deposited in the mail, if mailed postpaid and correctly addressed.~~

~~(5) The secretary of state shall keep a record of each process, notice, and demand served pursuant to this section and record the time of, and the action taken regarding, the service.~~

~~(6) This section does not affect the right to serve process, notice, or demand in any other manner provided by law.))~~

Sec. 5113. RCW 25.05.550 and 1998 c 103 s 1201 are each amended to read as follows:

~~((1) The law under which a foreign limited liability partnership is formed governs relations among the partners and between the partners and the partnership and, except as otherwise provided in RCW 25.05.125(4), the liability of partners for obligations of the partnership.~~

~~(2) A foreign limited liability partnership may not be denied a statement of foreign qualification by reason of any difference between the law under which the partnership was formed and the law of this state.~~

~~(3) A statement of foreign qualification does not authorize a foreign limited liability partnership to engage in any business or exercise any power that a partnership may not engage in or exercise in this state as a limited liability partnership)) A foreign limited liability partnership that registers to transact business in this~~

1 state is subject to section 1501 of this act relating to the effect
2 of registration and the governing law for registered foreign limited
3 liability partnerships.

4 **Sec. 5114.** RCW 25.05.555 and 1998 c 103 s 1202 are each amended
5 to read as follows:

6 Before transacting business in this state, a foreign limited
7 liability partnership must register with the secretary of state
8 ~~((under this chapter in the same manner as a limited liability~~
9 ~~partnership, except that if the foreign limited liability~~
10 ~~partnership's name contains the words "registered limited liability~~
11 ~~partnership" or the abbreviation "R.L.L.P." or "RLLP," it may include~~
12 ~~those words or abbreviations in its application with the secretary of~~
13 ~~state))~~ in accordance with part I, Article 5 of this act.

14 **Sec. 5115.** RCW 25.05.560 and 2009 c 437 s 12 are each amended to
15 read as follows:

16 ~~((1))~~ A foreign limited liability partnership transacting
17 business in this state ~~((may not maintain an action or proceeding in~~
18 ~~this state unless it has in effect a registration as a foreign~~
19 ~~limited liability partnership.~~

20 ~~(2) The failure of a foreign limited liability partnership to~~
21 ~~have in effect a registration as a foreign limited liability~~
22 ~~partnership does not impair the validity of a contract or act of the~~
23 ~~foreign limited liability partnership or preclude it from defending~~
24 ~~an action or proceeding in this state.~~

25 ~~(3) A limitation on personal liability of a partner is not waived~~
26 ~~solely by transacting business in this state without registration as~~
27 ~~a foreign limited liability partnership))~~ without registering with
28 the secretary of state is subject to section 1502 of this act.

29 ~~((4))~~ If a foreign limited liability partnership transacts
30 business in this state without a registration as a foreign limited
31 liability partnership, ~~((the secretary of state is its agent, as set~~
32 ~~forth under RCW 25.05.589, for))~~ service of process with respect to a
33 right of action arising out of the transaction of business in this
34 state may be made on the foreign limited liability partnership in
35 accordance with section 1411 of this act.

36 **Sec. 5116.** RCW 25.05.565 and 1998 c 103 s 1204 are each amended
37 to read as follows:

1 ~~((1))~~ A nonexhaustive list of activities of a foreign limited
2 liability partnership ~~((which))~~ that do not constitute transacting
3 business ~~((for the purpose of this article include:~~

4 ~~(a) Maintaining, defending, or settling an action or proceeding;~~

5 ~~(b) Holding meetings of its partners or carrying on any other~~
6 ~~activity concerning its internal affairs;~~

7 ~~(c) Maintaining bank accounts;~~

8 ~~(d) Maintaining offices or agencies for the transfer, exchange,~~
9 ~~and registration of the partnership's own securities or maintaining~~
10 ~~trustees or depositories with respect to those securities;~~

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

12 ~~(f) Soliciting or obtaining orders, whether by mail or through~~
13 ~~employees or agents or otherwise, if the orders require acceptance~~
14 ~~outside this state before they become contracts;~~

15 ~~(g) Creating or acquiring indebtedness, with or without a~~
16 ~~mortgage, or other security interest in property;~~

17 ~~(h) Collecting debts or foreclosing mortgages or other security~~
18 ~~interests in property securing the debts, and holding, protecting,~~
19 ~~and maintaining property so acquired;~~

20 ~~(i) Conducting an isolated transaction that is completed within~~
21 ~~thirty days and is not one in the course of similar transactions; and~~

22 ~~(j) Transacting business in interstate commerce.~~

23 ~~(2) For purposes of this article, the ownership in this state of~~
24 ~~income producing real property or tangible personal property, other~~
25 ~~than property excluded under subsection (1) of this section,~~
26 ~~constitutes transacting business in this state.~~

27 ~~(3) This section does not apply in determining the contacts or~~
28 ~~activities that may subject a foreign limited liability partnership~~
29 ~~to service of process, taxation, or regulation under any other law of~~
30 ~~this state))~~ in this state is provided in section 1505 of this act.

31 **Sec. 5117.** RCW 25.05.580 and 2009 c 437 s 8 are each amended to
32 read as follows:

33 ~~((1))~~ A foreign limited liability partnership shall designate
34 and continuously maintain in this state~~((:~~

35 ~~(a) A registered office, which need not be a place of its~~
36 ~~activity in this state; and~~

37 ~~(b) A registered agent for service of process.~~

38 ~~(2) A registered agent for service of process of a foreign~~
39 ~~limited liability partnership must be an individual who is a resident~~

1 ~~of this state or other person authorized to do business in this~~
2 ~~state)) a registered agent in accordance with part I, Article 4 of~~
3 ~~this act.~~

4 **Sec. 5118.** RCW 25.05.583 and 2009 c 437 s 9 are each amended to
5 read as follows:

6 ~~((1) In order to)) A foreign limited liability partnership may~~
7 ~~change its ((registered office,)) registered agent for service of~~
8 ~~process((, or the address of its registered agent for service of~~
9 ~~process, a foreign limited liability partnership must deliver to the~~
10 ~~secretary of state for filing a statement of change containing:~~

11 ~~(a) The name of the foreign limited liability partnership;~~

12 ~~(b) The street and mailing address of its current registered~~
13 ~~office;~~

14 ~~(c) If the current registered office is to be changed, the street~~
15 ~~and mailing address of the new registered office;~~

16 ~~(d) The name and street and mailing address of its current~~
17 ~~registered agent for service of process; and~~

18 ~~(e) If the current registered agent for service of process or an~~
19 ~~address of the registered agent is to be changed, the new~~
20 ~~information.~~

21 ~~(2) A statement of change is effective when filed by the~~
22 ~~secretary of state)) by delivering to the secretary of state for~~
23 ~~filing a statement of change in accordance with section 1407 of this~~
24 ~~act.~~

25 **Sec. 5119.** RCW 25.05.586 and 2009 c 437 s 10 are each amended to
26 read as follows:

27 ~~((1) In order to resign as a registered agent for service of~~
28 ~~process of a foreign limited liability partnership, the registered~~
29 ~~agent must deliver to the secretary of state for filing a statement~~
30 ~~of resignation containing the name of the foreign limited liability~~
31 ~~partnership.~~

32 ~~(2) After receiving a statement of resignation, the secretary of~~
33 ~~state shall file it and mail a copy to the registered office of the~~
34 ~~foreign limited liability partnership and another copy to the~~
35 ~~principal office if the address of the office appears in the records~~
36 ~~of the secretary of state and is different from the address of the~~
37 ~~registered office.~~

1 ~~(3) A registered agent for service of process is terminated on~~
2 ~~the thirty-first day after the secretary of state files the statement~~
3 ~~of resignation)) A registered agent of a foreign limited liability~~
4 ~~partnership may resign as agent by delivering to the secretary of~~
5 ~~state for filing a statement of resignation in accordance with~~
6 ~~section 1410 of this act.~~

7 **Sec. 5120.** RCW 25.05.589 and 2009 c 437 s 11 are each amended to
8 read as follows:

9 ~~((1) A registered agent for service of process appointed by a~~
10 ~~foreign limited liability partnership is a registered agent of the~~
11 ~~foreign limited liability partnership for)) Service of any process,~~
12 ~~notice, or demand required or permitted by law to be served upon the~~
13 ~~foreign limited liability partnership((-~~

14 ~~(2) If a foreign limited liability partnership does not appoint~~
15 ~~or maintain a registered agent for service of process in this state~~
16 ~~or the registered agent for service of process cannot with reasonable~~
17 ~~diligence be found at the registered agent's address, the secretary~~
18 ~~of state is an agent of the foreign limited liability partnership~~
19 ~~upon whom process, notice, or demand may be served.~~

20 ~~(3) Service of any process, notice, or demand on the secretary of~~
21 ~~state may be made by delivering to and leaving with the secretary of~~
22 ~~state duplicate copies of the process, notice, or demand. If a~~
23 ~~process, notice, or demand is served on the secretary of state, the~~
24 ~~secretary of state shall forward one of the copies by registered or~~
25 ~~certified mail, return receipt requested, to the foreign limited~~
26 ~~liability partnership at its registered office.~~

27 ~~(4) Service is effected under subsection (3) of this section at~~
28 ~~the earliest of:~~

29 ~~(a) The date the foreign limited liability partnership receives~~
30 ~~the process, notice, or demand;~~

31 ~~(b) The date shown on the return receipt, if signed on behalf of~~
32 ~~the foreign limited liability partnership; or~~

33 ~~(c) Five days after the process, notice, or demand is deposited~~
34 ~~in the mail, if mailed postpaid and correctly addressed.~~

35 ~~(5) The secretary of state shall keep a record of each process,~~
36 ~~notice, and demand served pursuant to this section and record the~~
37 ~~time of, and the action taken regarding, the service.~~

~~(6) This section does not affect the right to serve process, notice, or demand in any other manner provided by law))~~ may be made in accordance with section 1411 of this act.

Sec. 5121. RCW 25.05.902 and 1998 c 103 s 1306 are each amended to read as follows:

~~((1)) Partnerships are subject to the applicable fees, charges, and penalties established by the secretary of state ((shall adopt rules establishing fees which shall be charged and collected for:~~

~~(a) Filing of a statement;~~

~~(b) Filing of a certified copy of a statement that is filed in an office in another state;~~

~~(c) Filing amendments to any of the foregoing or any other certificate, statement, or report authorized or permitted to be filed; and~~

~~(d) Copies, certified copies, certificates, and expedited filings or other special services.~~

~~(2) In the establishment of a fee schedule, the secretary of state shall, insofar as is possible and reasonable, be guided by the fee schedule provided for corporations covered by Title 23B RCW. Fees for copies, certified copies, and certificates of record shall be as provided for in RCW 23B.01.220.~~

~~(3) All fees collected by the secretary of state shall be deposited with the state treasurer pursuant to law))~~ under section 1213 of this act and RCW 43.07.120.

NEW SECTION. **Sec. 5122.** The following acts or parts of acts are each repealed:

(1) RCW 25.04.716 (Name—Reservation of exclusive right—Filing) and 1998 c 102 s 7; and

(2) RCW 25.05.570 (Action by attorney general) and 1998 c 103 s 1205.

PART VI

UNIFORM LIMITED PARTNERSHIP ACT REVISIONS

Sec. 6101. RCW 25.10.011 and 2009 c 188 s 102 are each amended to read as follows:

The definitions in this section apply throughout this chapter unless the context clearly requires otherwise.

(1) "Certificate of limited partnership" means the certificate required by RCW 25.10.201, including the certificate as amended or restated.

(2) "Contribution," except in the term "right of contribution," means any benefit provided by a person to a limited partnership in order to become a partner or in the person's capacity as a partner.

(3) "Debtor in bankruptcy" means a person that is the subject of:

(a) An order for relief under Title 11 of the United States Code or a comparable order under a successor statute of general application; or

(b) A comparable order under federal, state, or foreign law governing insolvency.

(4) "Designated office" means((+)

~~(a) With respect to a limited partnership, the office that the limited partnership is required to designate and maintain under RCW 25.10.121; and~~

~~(b) With respect to a foreign limited partnership, its principal office)) the principal office indicated in the limited partnership's most recent annual report, or if the principal office is not located within this state, the office of the limited partnership's registered agent.~~

(5) "Distribution" means a transfer of money or other property from a limited partnership to a partner in the partner's capacity as a partner or to a transferee on account of a transferable interest owned by the transferee.

(6) "Foreign limited liability limited partnership" means a foreign limited partnership whose general partners have limited liability for the obligations of the foreign limited partnership under a provision similar to RCW 25.10.401(3).

(7) "Foreign limited partnership" means a partnership formed under the laws of a jurisdiction other than this state and required by those laws to have one or more general partners and one or more limited partners. "Foreign limited partnership" includes a foreign limited liability limited partnership.

(8) "General partner" means:

(a) With respect to a limited partnership, a person that:

(i) Becomes a general partner under RCW 25.10.371; or

(ii) Was a general partner in a limited partnership when the limited partnership became subject to this chapter under RCW 25.10.911 (1) or (2); and

1 (b) With respect to a foreign limited partnership, a person that
2 has rights, powers, and obligations similar to those of a general
3 partner in a limited partnership.

4 (9) "Limited liability limited partnership," except in the term
5 "foreign limited liability limited partnership," means a limited
6 partnership whose certificate of limited partnership states that the
7 limited partnership is a limited liability limited partnership.

8 (10) "Limited partner" means:

9 (a) With respect to a limited partnership, a person that:

10 (i) Becomes a limited partner under RCW 25.10.301; or

11 (ii) Was a limited partner in a limited partnership when the
12 limited partnership became subject to this chapter under RCW
13 25.10.911 (1) or (2); and

14 (b) With respect to a foreign limited partnership, a person that
15 has rights, powers, and obligations similar to those of a limited
16 partner in a limited partnership.

17 (11) "Limited partnership," except in the terms "foreign limited
18 partnership" and "foreign limited liability limited partnership,"
19 means an entity, having one or more general partners and one or more
20 limited partners, that is formed under this chapter by two or more
21 persons or becomes subject to this chapter under article 11 of this
22 chapter or RCW 25.10.911 (1) or (2). "Limited partnership" includes a
23 limited liability limited partnership.

24 (12) "Partner" means a limited partner or general partner.

25 (13) "Partnership agreement" means the partners' agreement,
26 whether oral, implied, in a record, or in any combination, concerning
27 the limited partnership. "Partnership agreement" includes the
28 agreement as amended.

29 (14) "Person" means an individual, corporation, business trust,
30 estate, trust, partnership, limited liability company, association,
31 joint venture, government; governmental subdivision, agency, or
32 instrumentality; public corporation, or any other legal or commercial
33 entity.

34 (15) "Person dissociated as a general partner" means a person
35 dissociated as a general partner of a limited partnership.

36 (16) "Principal office" means the office where the principal
37 executive office of a limited partnership or foreign limited
38 partnership is located, whether or not the office is located in this
39 state.

1 (17) "Record" means information that is inscribed on a tangible
2 medium or that is stored in an electronic or other medium and is
3 retrievable in perceivable form.

4 (18) "Required information" means the information that a limited
5 partnership is required to maintain under RCW 25.10.091.

6 (19) "Sign" means:

7 (a) To sign with respect to a written record;

8 (b) To electronically transmit along with sufficient information
9 to determine the sender's identity with respect to an electronic
10 transmission; or

11 (c) With respect to a record to be filed with the secretary of
12 state, to comply with the standard for filing with the office of the
13 secretary of state as prescribed by the secretary of state.

14 (20) "State" means a state of the United States, the District of
15 Columbia, Puerto Rico, the United States Virgin Islands, or any
16 territory or insular possession subject to the jurisdiction of the
17 United States.

18 (21) "Transfer" includes an assignment, conveyance, deed, bill of
19 sale, lease, mortgage, security interest, encumbrance, gift, and
20 transfer by operation of law.

21 (22) "Transferable interest" means a partner's right to receive
22 distributions.

23 (23) "Transferee" means a person to which all or part of a
24 transferable interest has been transferred, whether or not the
25 transferor is a partner.

26 **Sec. 6102.** RCW 25.10.061 and 2009 c 188 s 108 are each amended
27 to read as follows:

28 ~~((1)) The name of a limited partnership ((may contain the name~~
29 ~~of any partner.~~

30 ~~(2) The name of a limited partnership that is not a limited~~
31 ~~liability limited partnership must contain the term "limited~~
32 ~~partnership" or the abbreviation "LP" or "L.P." and may not contain~~
33 ~~the term "limited liability limited partnership" or the abbreviation~~
34 ~~"LLLP" or "L.L.L.P."~~

35 ~~(3) The name of a limited liability limited partnership must~~
36 ~~contain the term "limited liability limited partnership" or the~~
37 ~~abbreviation "LLLP" or "L.L.L.P." and must not contain the~~
38 ~~abbreviation "LP" or "L.P."~~

~~(4) Unless authorized by subsection (5) of this section, the name of a limited partnership must be distinguishable in the records of the secretary of state from:~~

~~(a) The name of each person other than an individual incorporated, organized, or authorized to transact business in this state through a filing or registration with the secretary of state; and~~

~~(b) Each name reserved under RCW 25.10.071.~~

~~(5) A limited partnership may apply to the secretary of state for authorization to use a name that does not comply with subsection (4) of this section. The secretary of state shall authorize use of the name applied for if, as to each conflicting name:~~

~~(a) The present user, registrant, or owner of the conflicting name consents in a signed record to the use and submits an undertaking in a form satisfactory to the secretary of state to change the conflicting name to a name that complies with subsection (4) of this section and is distinguishable in the records of the secretary of state from the name applied for;~~

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

~~(c) The applicant delivers to the secretary of state proof satisfactory to the secretary of state that the present user, registrant, or owner of the conflicting name:~~

~~(i) Has merged into the applicant;~~

~~(ii) Has been converted into the applicant; or~~

~~(iii) Has transferred substantially all of its assets, including the conflicting name, to the applicant.~~

~~(6) Subject to RCW 25.10.661, this section applies to any foreign limited partnership transacting business in this state, having a certificate of authority to transact business in this state, or applying for a certificate of authority.~~

~~(7) A name shall not be considered distinguishable upon the records of the secretary of state by virtue of:~~

~~(a) A variation in any of the following designations for the same name: "Corporation," "incorporated," "company," "limited," "partnership," "limited partnership," "limited liability limited partnership," "limited liability company," or "limited liability partnership," or the abbreviations "corp.," "inc.," "co.," "ltd.,"~~

~~"LP," "L.P.," "LLP," "L.L.P.," "LLLP," "L.L.L.P.," "LLC," or
"L.L.C.";~~

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

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

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

~~(8) This chapter does not control the use of assumed business
names or trade names)) must comply with the provisions of part I,
Article 3 of this act.~~

Sec. 6103. RCW 25.10.071 and 2009 c 188 s 109 are each amended
to read as follows:

~~((1)) A person may reserve the exclusive right to the use of a
limited partnership name ((that complies with RCW 25.10.061 may be
reserved by:~~

~~(a) A person intending to organize a limited partnership under
this chapter and to adopt the name;~~

~~(b) A limited partnership or a foreign limited partnership
authorized to transact business in this state intending to adopt the
name;~~

~~(c) A foreign limited partnership intending to obtain a
certificate of authority to transact business in this state and adopt
the name;~~

~~(d) A person intending to organize a foreign limited partnership
and intending to have it obtain a certificate of authority to
transact business in this state and adopt the name;~~

~~(e) A foreign limited partnership formed under the name; or~~

~~(f) A foreign limited partnership formed under a name that does
not comply with RCW 25.10.061 (2) or (3), but the name reserved under
this subsection (1)(f) may differ from the foreign limited
partnership's name only to the extent necessary to comply with RCW
25.10.061 (2) and (3).~~

~~(2) A person may apply to reserve a name under subsection (1) of
this section by delivering to the secretary of state for filing an
application that states the name to be reserved and the subsection of
subsection (1) of this section that applies. If the secretary of
state finds that the name is available for use by the applicant, the
secretary of state shall file a statement of name reservation and~~

1 ~~thereby reserve the name for the exclusive use of the applicant for~~
2 ~~one hundred eighty days.~~

3 ~~(3) An applicant that has reserved a name pursuant to subsection~~
4 ~~(2) of this section may reserve the same name for additional one~~
5 ~~hundred eighty day periods. A person having a current reservation for~~
6 ~~a name may not apply for another one hundred eighty day period for~~
7 ~~the same name until ninety days have elapsed in the current~~
8 ~~reservation.~~

9 ~~(4) A person that has reserved a name under this section may~~
10 ~~deliver to the secretary of state for filing a notice of transfer~~
11 ~~that states the reserved name, the name and street and mailing~~
12 ~~address of some other person to which the reservation is to be~~
13 ~~transferred, and the subsection of subsection (1) of this section~~
14 ~~that applies to the other person. Subject to RCW 25.10.251(3), the~~
15 ~~transfer is effective when the secretary of state files the notice of~~
16 ~~transfer)) in accordance with section 1303 of this act.~~

17 **Sec. 6104.** RCW 25.10.121 and 2009 c 188 s 114 are each amended
18 to read as follows:

19 ~~((1))~~ A limited partnership or foreign limited partnership
20 shall designate and continuously maintain in this state(~~(~~

21 ~~(a) An office, which need not be a place of its activity in this~~
22 ~~state; and~~

23 ~~(b) An agent for service of process.~~

24 ~~(2) A foreign limited partnership shall designate and~~
25 ~~continuously maintain in this state an agent for service of process.~~

26 ~~(3) An agent for service of process of a limited partnership or~~
27 ~~foreign limited partnership must be an individual who is a resident~~
28 ~~of this state or other person authorized to do business in this~~
29 ~~state)) a registered agent in accordance with part I, Article 4 of~~
30 ~~this act.~~

31 **Sec. 6105.** RCW 25.10.131 and 2009 c 188 s 115 are each amended
32 to read as follows:

33 ~~((1) In order to change its designated office, agent for service~~
34 ~~of process, or the address of its agent for service of process,)) A~~
35 ~~limited partnership or a foreign limited partnership ((must deliver))~~
36 ~~may change its registered agent by delivering to the secretary of~~
37 ~~state for filing a statement of change ((containing~~

1 ~~(a) The name of the limited partnership or foreign limited~~
2 ~~partnership;~~

3 ~~(b) The street and mailing address of its current designated~~
4 ~~office;~~

5 ~~(c) If the current designated office is to be changed, the street~~
6 ~~and mailing address of the new designated office;~~

7 ~~(d) The name and street and mailing address of its current agent~~
8 ~~for service of process; and~~

9 ~~(e) If the current agent for service of process or an address of~~
10 ~~the agent is to be changed, the new information.~~

11 ~~(2) Subject to RCW 25.10.251(3), a statement of change is~~
12 ~~effective when filed by the secretary of state)) in accordance with~~
13 ~~section 1407 of this act.~~

14 **Sec. 6106.** RCW 25.10.141 and 2009 c 188 s 116 are each amended
15 to read as follows:

16 ~~((1) In order to)) A registered agent may resign as an agent for~~
17 ~~service of process of a limited partnership or foreign limited~~
18 ~~partnership((, the agent must deliver)) by delivering to the~~
19 ~~secretary of state for filing a statement of resignation ((containing~~
20 ~~the name of the limited partnership or foreign limited partnership.~~

21 ~~(2) After receiving a statement of resignation, the secretary of~~
22 ~~state shall file it and mail a copy to the designated office of the~~
23 ~~limited partnership or foreign limited partnership and another copy~~
24 ~~to the principal office if the address of the office appears in the~~
25 ~~records of the secretary of state and is different from the address~~
26 ~~of the designated office.~~

27 ~~(3) An agent for service of process is terminated on the thirty-~~
28 ~~first day after the secretary of state files the statement of~~
29 ~~resignation)) in accordance with section 1410 of this act.~~

30 **Sec. 6107.** RCW 25.10.151 and 2009 c 188 s 117 are each amended
31 to read as follows:

32 ~~((1) An agent for service of process appointed by a limited~~
33 ~~partnership or foreign limited partnership is an agent of the limited~~
34 ~~partnership or foreign limited partnership for)) Service of any~~
35 ~~process, notice, or demand required or permitted by law to be served~~
36 ~~upon the limited partnership or foreign limited partnership((-~~

37 ~~(2) If a limited partnership or foreign limited partnership does~~
38 ~~not appoint or maintain an agent for service of process in this state~~

1 ~~or the agent for service of process cannot with reasonable diligence~~
2 ~~be found at the agent's address, the secretary of state is an agent~~
3 ~~of the limited partnership or foreign limited partnership upon whom~~
4 ~~process, notice, or demand may be served.~~

5 ~~(3) Service of any process, notice, or demand on the secretary of~~
6 ~~state may be made by delivering to and leaving with the secretary of~~
7 ~~state duplicate copies of the process, notice, or demand. If a~~
8 ~~process, notice, or demand is served on the secretary of state, the~~
9 ~~secretary of state shall forward one of the copies by registered or~~
10 ~~certified mail, return receipt requested, to the limited partnership~~
11 ~~or foreign limited partnership at its designated office.~~

12 ~~(4) Service is effected under subsection (3) of this section at~~
13 ~~the earliest of:~~

14 ~~(a) The date the limited partnership or foreign limited~~
15 ~~partnership receives the process, notice, or demand;~~

16 ~~(b) The date shown on the return receipt, if signed on behalf of~~
17 ~~the limited partnership or foreign limited partnership; or~~

18 ~~(c) Five days after the process, notice, or demand is deposited~~
19 ~~in the mail, if mailed postpaid and correctly addressed.~~

20 ~~(5) The secretary of state shall keep a record of each process,~~
21 ~~notice, and demand served pursuant to this section and record the~~
22 ~~time of, and the action taken regarding, the service.~~

23 ~~(6) This section does not affect the right to serve process,~~
24 ~~notice, or demand in any other manner provided by law)) may be made~~
25 ~~in accordance with section 1411 of this act.~~

26 **Sec. 6108.** RCW 25.10.201 and 2009 c 188 s 201 are each amended
27 to read as follows:

28 (1) In order for a limited partnership to be formed, a
29 certificate of limited partnership must be delivered to the secretary
30 of state for filing in accordance with part I, Article 2 of this act.
31 The certificate of limited partnership must state:

32 (a) The name of the limited partnership, which must comply with
33 ~~((RCW 25.10.061))~~ part I, Article 3 of this act;

34 (b) The ~~((street and mailing address of the initial designated~~
35 ~~office and the))~~ name and street and mailing address of the initial
36 agent for service of process;

37 (c) The name and the street and mailing address of each general
38 partner;

(d) Whether the limited partnership is a limited liability limited partnership; and

(e) Any additional information required by article 11 of this chapter.

(2) A certificate of limited partnership may also contain any other matters but may not vary or otherwise affect the provisions specified in RCW 25.10.081(2) in a manner inconsistent with that section.

(3) If there has been substantial compliance with subsection (1) of this section, subject to (~~RCW 25.10.251(3)~~) section 1203 of this act, a limited partnership is formed when the secretary of state files the certificate of limited partnership.

(4) Subject to subsection (2) of this section, if any provision of a partnership agreement is inconsistent with the filed certificate of limited partnership or with a filed statement of dissociation, termination, or change or filed articles of conversion or merger:

(a) The partnership agreement prevails as to partners and transferees; and

(b) The filed certificate of limited partnership, statement of dissociation, termination, or change or articles of conversion or merger prevails as to persons, other than partners and transferees, that reasonably rely on the filed record to their detriment.

Sec. 6109. RCW 25.10.211 and 2009 c 188 s 202 are each amended to read as follows:

(1) In order to amend its certificate of limited partnership, a limited partnership must deliver to the secretary of state for filing an amendment or, pursuant to article 11 of this chapter, articles of merger stating:

(a) The name of the limited partnership;

(b) The date of filing of its initial certificate of limited partnership; and

(c) The changes the amendment makes to the certificate of limited partnership as most recently amended or restated.

(2) A limited partnership shall promptly deliver to the secretary of state for filing an amendment to a certificate of limited partnership to reflect:

(a) The admission of a new general partner;

(b) The dissociation of a person as a general partner; or

1 (c) The appointment of a person to wind up the limited
2 partnership's activities under RCW 25.10.581 (3) or (4).

3 (3) A general partner that knows that any information in a filed
4 certificate of limited partnership was false when the certificate was
5 filed or has become false due to changed circumstances shall
6 promptly:

7 (a) Cause the certificate of limited partnership to be amended;
8 or

9 (b) If appropriate, deliver to the secretary of state for filing
10 a statement of change pursuant to ((~~RCW 25.10.131~~)) section 1407 of
11 this act or a statement of correction pursuant to ((~~RCW 25.10.261~~))
12 section 1205 of this act.

13 (4) A certificate of limited partnership may be amended at any
14 time for any other proper purpose as determined by the limited
15 partnership.

16 (5) A restated certificate of limited partnership may be
17 delivered to the secretary of state for filing in the same manner as
18 an amendment.

19 (6) ((~~Subject to RCW 25.10.251(3),~~)) An amendment or restated
20 certificate of limited partnership is effective when filed by the
21 secretary of state as provided in section 1203 of this act, and may
22 state a delayed effective date in accordance with section 1203 of
23 this act.

24 **Sec. 6110.** RCW 25.10.231 and 2009 c 188 s 204 are each amended
25 to read as follows:

26 (1) Each record delivered to the secretary of state for filing
27 pursuant to ((~~this chapter~~)) part I, Article 2 of this act must be
28 signed in the following manner:

29 (a) An initial certificate of limited partnership must be signed
30 by all general partners listed in the certificate.

31 (b) An amendment adding or deleting a statement that the limited
32 partnership is a limited liability limited partnership must be signed
33 by all general partners listed in the certificate.

34 (c) An amendment designating as general partner a person admitted
35 under RCW 25.10.571(3)(b) following the dissociation of a limited
36 partnership's last general partner must be signed by that person.

37 (d) An amendment required by RCW 25.10.581(3) following the
38 appointment of a person to wind up the dissolved limited
39 partnership's activities must be signed by that person.

1 (e) Any other amendment must be signed by:

2 (i) At least one general partner listed in the certificate of
3 limited partnership;

4 (ii) Each other person designated in the amendment as a new
5 general partner; and

6 (iii) Each person that the amendment indicates has dissociated as
7 a general partner, unless:

8 (A) The person is deceased or a guardian or general conservator
9 has been appointed for the person and the amendment so states; or

10 (B) The person has previously delivered to the secretary of state
11 for filing a statement of dissociation.

12 (f) A restated certificate of limited partnership must be signed
13 by at least one general partner listed in the certificate, and, to
14 the extent the restated certificate effects a change under any other
15 subsection of this subsection (1), the certificate must be signed in
16 a manner that satisfies that subsection.

17 (g) A statement of termination must be signed by all general
18 partners listed in the certificate or, if the certificate of a
19 dissolved limited partnership lists no general partners, by the
20 person appointed pursuant to RCW 25.10.581 (3) or (4) to wind up the
21 dissolved limited partnership's activities.

22 (h) Articles of conversion must be signed by each general partner
23 listed in the certificate of limited partnership.

24 (i) Articles of merger must be signed as provided in RCW
25 25.10.786(1).

26 (j) Any other record delivered on behalf of a limited partnership
27 to the secretary of state for filing must be signed by at least one
28 general partner listed in the certificate of limited partnership.

29 (k) A statement by a person pursuant to RCW 25.10.531(1)(d)
30 stating that the person has dissociated as a general partner must be
31 signed by that person.

32 (l) A statement of withdrawal by a person pursuant to RCW
33 25.10.351 must be signed by that person.

34 (m) A record delivered on behalf of a foreign limited partnership
35 to the secretary of state for filing must be signed by at least one
36 general partner of the foreign limited partnership.

37 (n) Any other record delivered on behalf of any person to the
38 secretary of state for filing must be signed by that person.

1 (2) Any person may sign by an ~~((attorney-in-fact))~~ agent any
2 record to be ~~((filed pursuant to this chapter))~~ delivered to the
3 secretary of state for filing under part I, Article 2 of this act.

4 **Sec. 6111.** RCW 25.10.241 and 2009 c 188 s 205 are each amended
5 to read as follows:

6 ~~((1))~~ If a person required by this chapter to sign a record or
7 deliver a record to the secretary of state for filing does not do so,
8 any other person that is aggrieved may petition the appropriate court
9 ~~((to order:~~

10 ~~(a) The person to sign the record;~~

11 ~~(b) Delivery of the record to the secretary of state for filing;~~
12 ~~or~~

13 ~~(c) The secretary of state to file the record unsigned.~~

14 ~~(2) If the person aggrieved under subsection (1) of this section~~
15 ~~is not the limited partnership or foreign limited partnership to~~
16 ~~which the record pertains, the aggrieved person shall make the~~
17 ~~limited partnership or foreign limited partnership a party to the~~
18 ~~action. A person aggrieved under subsection (1) of this section may~~
19 ~~seek the remedies provided in subsection (1) of this section in the~~
20 ~~same action in combination or in the alternative.~~

21 ~~(3) A record filed unsigned pursuant to this section is effective~~
22 ~~without being signed))~~ under section 1210 of this act to order the
23 signing or delivery of the record.

24 **Sec. 6112.** RCW 25.10.251 and 2009 c 188 s 206 are each amended
25 to read as follows:

26 (1) A record authorized or required to be delivered to the
27 secretary of state for filing under this chapter must ~~((be captioned~~
28 ~~to describe the record's purpose, be in a medium permitted by the~~
29 ~~secretary of state, and be delivered to the secretary of state.~~
30 ~~Unless the secretary of state determines that a record does not~~
31 ~~comply with the filing requirements of this chapter, and if all~~
32 ~~filing fees have been paid,))~~ comply with the requirements of part I,
33 Article 2 of this act. The secretary of state shall ((file the record
34 and)):

35 (a) For a statement of dissociation, send:

36 (i) A copy of the filed statement and a receipt for the fees to
37 the person that the statement indicates has dissociated as a general
38 partner; and

1 (ii) A copy of the filed statement and receipt to the limited
2 partnership;

3 (b) For a statement of withdrawal, send:

4 (i) A copy of the filed statement and a receipt for the fees to
5 the person on whose behalf the record was filed; and

6 (ii) If the statement refers to an existing limited partnership,
7 a copy of the filed statement and receipt to the limited partnership;
8 and

9 (c) For all other records, send a copy of the filed record and a
10 receipt for the fees to the person on whose behalf the record was
11 filed.

12 ~~(2) ((Upon request and payment of a fee, the secretary of state
13 shall send to the requester a certified copy of the requested record.~~

14 ~~(3) Except as otherwise provided in RCW 25.10.141 and~~
15 ~~25.10.261,))~~ A record delivered to the secretary of state for filing
16 under this chapter may specify an effective time and a delayed
17 effective date in accordance with section 1203 of this act. Except as
18 otherwise provided in this chapter, a record filed by the secretary
19 of state is effective((÷

20 ~~(a) If the record does not specify an effective time and does not~~
21 ~~specify a delayed effective date, on the date and at the time the~~
22 ~~record is filed as evidenced by the secretary of state's endorsement~~
23 ~~of the date and time on the record;~~

24 ~~(b) If the record specifies an effective time but not a delayed~~
25 ~~effective date, on the date the record is filed at the time specified~~
26 ~~in the record;~~

27 ~~(c) If the record specifies a delayed effective date but not an~~
28 ~~effective time, at 12:01 a.m. on the earlier of:~~

29 ~~(i) The specified date; or~~

30 ~~(ii) The ninetieth day after the record is filed; or~~

31 ~~(d) If the record specifies an effective time and a delayed~~
32 ~~effective date, at the specified time on the earlier of:~~

33 ~~(i) The specified date; or~~

34 ~~(ii) The ninetieth day after the record is filed))~~ as provided in
35 section 1203 of this act.

36 **Sec. 6113.** RCW 25.10.261 and 2009 c 188 s 207 are each amended
37 to read as follows:

38 ~~((1))~~ A limited partnership or foreign limited partnership may
39 ~~((deliver to the secretary of state for filing a statement of~~

1 ~~correction to correct a record previously delivered by the limited~~
2 ~~partnership or foreign limited partnership to the secretary of state~~
3 ~~and filed by the secretary of state, if at the time of filing the~~
4 ~~record contained false or erroneous information or was defectively~~
5 ~~signed.~~

6 ~~(2) A statement of correction may not state a delayed effective~~
7 ~~date and must:~~

8 ~~(a) Describe the record to be corrected, including its filing~~
9 ~~date, or attach a copy of the record as filed;~~

10 ~~(b) Specify the incorrect information and the reason it is~~
11 ~~incorrect or the manner in which the signing was defective; and~~

12 ~~(c) Correct the incorrect information or defective signature.~~

13 ~~(3) When filed by the secretary of state, a statement of~~
14 ~~correction is effective retroactively as of the effective date of the~~
15 ~~record the statement corrects, but the statement is effective when~~
16 ~~filed.~~

17 ~~(a) For the purposes of RCW 25.10.016 (3) and (4); and~~

18 ~~(b) As to persons relying on the uncorrected record and adversely~~
19 ~~affected by the correction)) correct a record filed by the secretary~~
20 ~~of state in accordance with section 1205 of this act.~~

21 **Sec. 6114.** RCW 25.10.271 and 2009 c 188 s 208 are each amended
22 to read as follows:

23 (1) If a record delivered to the secretary of state for filing
24 under this chapter and filed by the secretary of state contains false
25 information, a person that suffers loss by reliance on the
26 information may recover damages for the loss from:

27 (a) A person that signed the record, or caused another to sign it
28 on the person's behalf, and knew the information to be false at the
29 time the record was signed; and

30 (b) A general partner that has notice that the information was
31 false when the record was filed or has become false because of
32 changed circumstances, if the general partner has notice for a
33 reasonably sufficient time before the information is relied upon to
34 enable the general partner to effect an amendment under RCW
35 25.10.211, file a petition under RCW 25.10.241, or deliver to the
36 secretary of state for filing a statement of change under ((RCW
37 25.10.131)) section 1407 of this act or a statement of correction
38 under ((RCW 25.10.261)) section 1205 of this act.

1 (2) A person who signs a record authorized or required to be
2 filed under this chapter that such a person knows is false in any
3 material respect with intent that the record be delivered to the
4 secretary of state for filing is ~~((guilty of a gross misdemeanor~~
5 ~~punishable under chapter 9A.20 RCW))~~ subject to a criminal penalty
6 under section 1209 of this act.

7 **Sec. 6115.** RCW 25.10.281 and 2009 c 188 s 209 are each amended
8 to read as follows:

9 ~~((1))~~ Any person may apply to the secretary of state under
10 section 1208 of this act to furnish a certificate of existence for a
11 domestic limited partnership or a certificate of ~~((authorization))~~
12 registration for a foreign limited partnership.

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

15 ~~(a) The domestic limited partnership is duly formed under the~~
16 ~~laws of this state, or that the foreign limited partnership is~~
17 ~~authorized to transact business in this state;~~

18 ~~(b) All fees and penalties owed to this state under this chapter~~
19 ~~have been paid, if (i) payment is reflected in the records of the~~
20 ~~secretary of state, and (ii) nonpayment affects the existence or~~
21 ~~authorization of the domestic or foreign limited partnership;~~

22 ~~(c) The limited partnership's most recent annual report required~~
23 ~~by RCW 25.10.291 has been delivered to the secretary of state;~~

24 ~~(d) The partnership's certificate of limited partnership has not~~
25 ~~been amended to state that the limited partnership is dissolved; and~~

26 ~~(e) A statement of termination or an application for withdrawal~~
27 ~~has not been filed by the secretary of state.~~

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

30 ~~(4) Subject to any qualification stated in the certificate, a~~
31 ~~certificate of existence or authorization issued by the secretary of~~
32 ~~state may be relied upon as conclusive evidence that the domestic or~~
33 ~~foreign limited partnership is in existence or is authorized to~~
34 ~~transact business in the limited partnership form in this state.))~~

35 **Sec. 6116.** RCW 25.10.291 and 2009 c 188 s 210 are each amended
36 to read as follows:

1 ~~((1))~~ A limited partnership or a foreign limited partnership
2 authorized to transact business in this state shall deliver to the
3 secretary of state for filing an annual report ~~((that states:~~

4 ~~(a) The name of the limited partnership or foreign limited~~
5 ~~partnership;~~

6 ~~(b) The street and mailing address of its designated office and~~
7 ~~the name and street and mailing address of its agent for service of~~
8 ~~process in this state;~~

9 ~~(c) In the case of a limited partnership, the street and mailing~~
10 ~~address of its principal office; and~~

11 ~~(d) In the case of a foreign limited partnership, the state or~~
12 ~~other jurisdiction under whose law the foreign limited partnership is~~
13 ~~formed and any alternate name adopted under RCW 25.10.661(1).~~

14 ~~(2) Information in an annual report must be current as of the~~
15 ~~date the annual report is delivered to the secretary of state for~~
16 ~~filing.~~

17 ~~(3) Annual reports must be delivered to the secretary of state on~~
18 ~~a date determined by the secretary of state, and at such additional~~
19 ~~times as the partnership elects.~~

20 ~~(4) If an annual report does not contain the information required~~
21 ~~in subsection (1) of this section, the secretary of state shall~~
22 ~~promptly notify the reporting limited partnership or foreign limited~~
23 ~~partnership and return the report to it for correction. If the report~~
24 ~~is corrected to contain the information required in subsection (1) of~~
25 ~~this section and delivered to the secretary of state within thirty~~
26 ~~days after the effective date of the notice, it is timely delivered.~~

27 ~~(5) If a filed annual report contains an address of a designated~~
28 ~~office or the name or address of an agent for service of process that~~
29 ~~differs from the information shown in the records of the secretary of~~
30 ~~state immediately before the filing, the differing information in the~~
31 ~~annual report is considered a statement of change under RCW~~
32 ~~25.10.131)) in accordance with section 1212 of this act.~~

33 **Sec. 6117.** RCW 25.10.571 and 2009 c 188 s 801 are each amended
34 to read as follows:

35 Except as otherwise provided in RCW 25.10.576, a limited
36 partnership is dissolved, and its activities must be wound up, only
37 upon the occurrence of any of the following:

38 (1) The happening of an event specified in the partnership
39 agreement;

(2) The consent of all general partners and of limited partners owning a majority of the rights to receive distributions as limited partners at the time the consent is to be effective;

(3) The passage of ninety days after the dissociation of a person as a general partner if following such dissociation the limited partnership does not have a remaining general partner unless before the end of the period:

(a) Consent to continue the activities of the limited partnership and admit at least one general partner is given by limited partners owning a majority of the rights to receive distributions as limited partners at the time the consent is to be effective; and

(b) At least one person is admitted as a general partner in accordance with the consent;

(4) The passage of ninety days after the dissociation of the limited partnership's last limited partner, unless before the end of the period the limited partnership admits at least one limited partner; or

(5) The signing and filing of a ~~((declaration))~~ statement of administrative dissolution by the secretary of state under ~~((RCW 25.10.611(3)))~~ section 1603 of this act.

Sec. 6118. RCW 25.10.611 and 2009 c 188 s 809 are each amended to read as follows:

~~((1))~~ The secretary of state may dissolve a limited partnership administratively ~~((if the limited partnership does not:~~

~~(a) Within sixty days after the due date:~~

~~(i) Pay any fee, tax, or penalty due to the secretary of state under this chapter or other law; or~~

~~(ii) Deliver its annual report to the secretary of state;~~

~~(b) Maintain a registered agent and registered office as required under RCW 25.10.121; or~~

~~(c) Notify the secretary of state that its registered agent or registered office has been changed, that its registered agent has resigned, or that its registered office has been discontinued.~~

~~(2) If the secretary of state determines that grounds exist for administratively dissolving a limited partnership, the secretary of state shall send notice of the grounds for dissolution to the limited partnership by first class mail, postage prepaid.~~

~~(3) If within sixty days after service of the copy the limited partnership does not correct each ground for dissolution or~~

1 demonstrate to the reasonable satisfaction of the secretary of state
2 that each ground determined by the secretary of state does not exist,
3 the secretary of state shall administratively dissolve the limited
4 partnership. The secretary of state shall send the limited
5 partnership a declaration of administrative dissolution stating the
6 grounds for the dissolution.

7 (4) A limited partnership administratively dissolved continues
8 its existence but may carry on only activities necessary to wind up
9 its activities and liquidate its assets under RCW 25.10.581 and
10 25.10.621 and to notify claimants under RCW 25.10.596 and 25.10.601.

11 (5) The administrative dissolution of a limited partnership does
12 not terminate the authority of its agent for service of process))
13 under the circumstances and procedures specified in part I, Article 6
14 of this act.

15 **Sec. 6119.** RCW 25.10.616 and 2009 c 188 s 810 are each amended
16 to read as follows:

17 ((1)) A limited partnership that has been administratively
18 dissolved may apply to the secretary of state for reinstatement
19 ((within five years after the effective date of dissolution. The
20 application must be delivered to the secretary of state for filing
21 and state:

22 (a) The name of the limited partnership and the effective date of
23 its administrative dissolution;

24 (b) That the grounds for dissolution either did not exist or have
25 been eliminated; and

26 (c) That the limited partnership's name satisfies the
27 requirements of RCW 25.10.061.

28 (2) If the secretary of state determines that an application
29 contains the information required by subsection (1) of this section
30 and that the information is correct, the secretary of state shall
31 prepare a declaration of reinstatement that states this
32 determination, sign and file the original of the declaration of
33 reinstatement, and send a copy of the filed declaration to the
34 limited partnership.

35 (3) When reinstatement becomes effective, it relates back to and
36 takes effect as of the effective date of the administrative
37 dissolution and the limited partnership may resume its activities as
38 if the administrative dissolution had never occurred)) in accordance
39 with section 1604 of this act.

1 **Sec. 6120.** RCW 25.10.641 and 2009 c 188 s 901 are each amended
2 to read as follows:

3 ~~((1) The laws of the state or other jurisdiction under which a~~
4 ~~foreign limited partnership is organized govern relations among the~~
5 ~~partners of the foreign limited partnership and between the partners~~
6 ~~and the foreign limited partnership and the liability of partners as~~
7 ~~partners for an obligation of the foreign limited partnership.~~

8 ~~(2) A foreign limited partnership may not be denied a certificate~~
9 ~~of authority by reason of any difference between the laws of the~~
10 ~~jurisdiction under which the foreign limited partnership is organized~~
11 ~~and the laws of this state.~~

12 ~~(3) A certificate of authority does not authorize a foreign~~
13 ~~limited partnership to engage in any business or exercise any power~~
14 ~~that a limited partnership may not engage in or exercise in this~~
15 ~~state))~~ A foreign limited partnership that registers to transact
16 business in this state is subject to section 1501 of this act
17 relating to the effect of registration and the governing law for
18 registered foreign limited partnerships.

19 **Sec. 6121.** RCW 25.10.646 and 2009 c 188 s 902 are each amended
20 to read as follows:

21 ~~((1))~~ Before transacting business in this state, a foreign
22 limited partnership shall ~~((apply for a certificate of authority to~~
23 ~~transact business in this state by delivering an application to))~~
24 register with the secretary of state ~~((for filing. The application~~
25 ~~must state:~~

26 ~~(a) The name of the foreign limited partnership and, if the name~~
27 ~~does not comply with RCW 25.10.061, an alternate name adopted~~
28 ~~pursuant to RCW 25.10.661(1);~~

29 ~~(b) The name of the state or other jurisdiction under whose law~~
30 ~~the foreign limited partnership is organized;~~

31 ~~(c) The street and mailing address of the foreign limited~~
32 ~~partnership's principal office and, if the laws of the jurisdiction~~
33 ~~under which the foreign limited partnership is organized require the~~
34 ~~foreign limited partnership to maintain an office in that~~
35 ~~jurisdiction, the street and mailing address of the required office;~~

36 ~~(d) The name and street and mailing address of the foreign~~
37 ~~limited partnership's initial agent for service of process in this~~
38 ~~state;~~

1 ~~(e) The name and street and mailing address of each of the~~
2 ~~foreign limited partnership's general partners; and~~

3 ~~(f) Whether the foreign limited partnership is a foreign limited~~
4 ~~liability limited partnership.~~

5 ~~(2) A foreign limited partnership shall deliver with the~~
6 ~~completed application a certificate of existence or a record of~~
7 ~~similar import signed by the secretary of state or other official~~
8 ~~having custody of the foreign limited partnership's publicly filed~~
9 ~~records in the state or other jurisdiction under whose law the~~
10 ~~foreign limited partnership is organized)) in accordance with part I,~~
11 ~~Article 5 of this act.~~

12 **Sec. 6122.** RCW 25.10.651 and 2009 c 188 s 903 are each amended
13 to read as follows:

14 ~~((1))~~ A nonexhaustive list of activities of a foreign limited
15 partnership that do not constitute transacting business in this state
16 ~~((within the meaning of this article include:~~

17 ~~(a) Maintaining, defending, and settling an action or proceeding;~~

18 ~~(b) Holding meetings of its partners or carrying on any other~~
19 ~~activity concerning its internal affairs;~~

20 ~~(c) Maintaining accounts in financial institutions;~~

21 ~~(d) Maintaining offices or agencies for the transfer, exchange,~~
22 ~~and registration of the foreign limited partnership's own securities~~
23 ~~or maintaining trustees or depositories with respect to those~~
24 ~~securities;~~

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

26 ~~(f) Soliciting or obtaining orders, whether by mail or electronic~~
27 ~~means or through employees or agents or otherwise, if the orders~~
28 ~~require acceptance outside this state before they become contracts~~
29 ~~and the contracts do not involve any local performance other than~~
30 ~~delivery and installation;~~

31 ~~(g) Making loans or creating or acquiring indebtedness,~~
32 ~~mortgages, or security interests in real or personal property;~~

33 ~~(h) Securing or collecting debts or enforcing mortgages or other~~
34 ~~security interests in property securing the debts, and holding,~~
35 ~~protecting, and maintaining property so acquired;~~

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

37 ~~(j) Conducting an isolated transaction that is completed within~~
38 ~~thirty days and is not one in the course of similar transactions of a~~
39 ~~like manner;~~

1 ~~(k) Owning a controlling interest in a domestic or foreign~~
2 ~~corporation, or participating as a limited partner of a domestic or~~
3 ~~foreign limited partnership, or participating as a member or a~~
4 ~~manager of a domestic or foreign limited liability company, that~~
5 ~~transacts business in this state; and~~

6 ~~(1) Transacting business in interstate commerce.~~

7 ~~(2) The list of activities in subsection (1) of this section is~~
8 ~~not exhaustive.~~

9 ~~(3) This section does not apply in determining the contacts or~~
10 ~~activities that may subject a foreign limited partnership to service~~
11 ~~of process, taxation, or regulation under any other law of this~~
12 ~~state)) is provided in section 1505 of this act.~~

13 **Sec. 6123.** RCW 25.10.661 and 2009 c 188 s 905 are each amended
14 to read as follows:

15 ~~((1) A foreign limited partnership whose name does not comply~~
16 ~~with RCW 25.10.061 may not obtain a certificate of authority until it~~
17 ~~adopts, for the purpose of transacting business in this state, an~~
18 ~~alternate name that complies with RCW 25.10.061. A foreign limited~~
19 ~~partnership that adopts an alternate name under this subsection and~~
20 ~~then obtains a certificate of authority with the name need not comply~~
21 ~~with RCW 19.80.010. After obtaining a certificate of authority with~~
22 ~~an alternate name, a foreign limited partnership shall transact~~
23 ~~business in this state under the name unless the foreign limited~~
24 ~~partnership is authorized under RCW 19.80.010 to transact business in~~
25 ~~this state under another name.~~

26 ~~(2) If a foreign limited partnership authorized to transact~~
27 ~~business in this state changes its name to one that does not comply~~
28 ~~with RCW 25.10.061, it may not thereafter transact business in this~~
29 ~~state until it complies with subsection (1) of this section and~~
30 ~~obtains an amended certificate of authority)) The name of a foreign~~
31 ~~limited partnership registered in this state must comply with the~~
32 ~~provisions of section 1506 of this act and part I, Article 3 of this~~
33 ~~act.~~

34 **Sec. 6124.** RCW 25.10.666 and 2009 c 188 s 906 are each amended
35 to read as follows:

36 ~~((1) A certificate of authority of a foreign limited partnership~~
37 ~~to transact business in this state may be revoked by)) The secretary~~
38 ~~of state may terminate the registration of a registered foreign~~

1 limited partnership in ~~((the manner provided in subsections (2) and~~
2 ~~(3) of this section if the foreign limited partnership does not:~~

3 ~~(a) Pay, within sixty days after the due date, any fee, tax, or~~
4 ~~penalty due to the secretary of state under this chapter or other~~
5 ~~law;~~

6 ~~(b) Deliver, within sixty days after the due date, its annual~~
7 ~~report required under RCW 25.10.291;~~

8 ~~(c) Appoint and maintain an agent for service of process as~~
9 ~~required by RCW 25.10.121; or~~

10 ~~(d) Deliver for filing a statement of a change under RCW~~
11 ~~25.10.131 within thirty days after a change has occurred in the name~~
12 ~~or address of the agent.~~

13 ~~(2) In order to revoke a certificate of authority, the secretary~~
14 ~~of state must prepare, sign, and file a notice of revocation and send~~
15 ~~a copy to the foreign limited partnership's agent for service of~~
16 ~~process in this state, or if the foreign limited partnership does not~~
17 ~~appoint and maintain a proper agent in this state, to the foreign~~
18 ~~limited partnership's designated office. The notice must state:~~

19 ~~(a) The revocation's effective date, which must be at least sixty~~
20 ~~days after the date the secretary of state sends the copy; and~~

21 ~~(b) The foreign limited partnership's failures to comply with~~
22 ~~subsection (1) of this section that are the reason for the~~
23 ~~revocation.~~

24 ~~(3) The authority of the foreign limited partnership to transact~~
25 ~~business in this state ceases on the effective date of the notice of~~
26 ~~revocation unless before that date the foreign limited partnership~~
27 ~~cures each failure to comply with subsection (1) of this section~~
28 ~~stated in the notice. If the foreign limited partnership cures the~~
29 ~~failures, the secretary of state shall so indicate on the filed~~
30 ~~notice)) accordance with section 1511 of this act.~~

31 **Sec. 6125.** RCW 25.10.671 and 2009 c 188 s 907 are each amended
32 to read as follows:

33 ~~((1))~~ In order to ~~((cancel its certificate of authority to~~
34 ~~transact business in this state)) withdraw its registration, a~~
35 foreign limited partnership must deliver to the secretary of state
36 for filing a ~~((notice of cancellation. The certificate is canceled~~
37 ~~when the notice becomes effective under RCW 25.10.251.~~

1 ~~(2) A foreign limited partnership transacting business in this~~
2 ~~state may not maintain an action or proceeding in this state unless~~
3 ~~it has a certificate of authority to transact business in this state.~~

4 ~~(3) The failure of a foreign limited partnership to have a~~
5 ~~certificate of authority to transact business in this state does not~~
6 ~~impair the validity of a contract or act of the foreign limited~~
7 ~~partnership or prevent the foreign limited partnership from defending~~
8 ~~an action or proceeding in this state.~~

9 ~~(4) A partner of a foreign limited partnership is not liable for~~
10 ~~the obligations of the foreign limited partnership solely by reason~~
11 ~~of the foreign limited partnership's having transacted business in~~
12 ~~this state without a certificate of authority.~~

13 ~~(5) If a foreign limited partnership transacts business in this~~
14 ~~state without a certificate of authority or cancels its certificate~~
15 ~~of authority, it appoints the secretary of state as its agent for~~
16 ~~service of process for rights of action arising out of the~~
17 ~~transaction of business in this state)) statement of withdrawal in~~
18 ~~accordance with section 1507 of this act.~~

19 **Sec. 6126.** RCW 25.10.766 and 2009 c 188 s 1104 are each amended
20 to read as follows:

21 (1) After a plan of conversion is approved:

22 (a) A converting limited partnership shall deliver to the
23 secretary of state for filing articles of conversion, which must
24 include:

25 (i) A statement that the limited partnership has been converted
26 into another organization;

27 (ii) The name and form of the organization and the jurisdiction
28 of its governing statute;

29 (iii) The date the conversion is effective under the governing
30 statute of the converted organization;

31 (iv) A statement that the conversion was approved as required by
32 this chapter;

33 (v) A statement that the conversion was approved as required by
34 the governing statute of the converted organization; and

35 (vi) If the converted organization is a foreign organization not
36 ((authorized)) registered to transact business in this state, the
37 street and mailing address of ((an office that the secretary of state
38 may use for the purposes of RCW 25.10.771(3))) the organization's

1 principal office that may be used for service of process under
2 section 1411 of this act; and

3 (b) If the converting organization is not a converting limited
4 partnership, the converting organization shall deliver to the
5 secretary of state for filing a certificate of limited partnership,
6 which must include, in addition to the information required by RCW
7 25.10.201:

8 (i) A statement that the limited partnership was converted from
9 another organization;

10 (ii) The name and form of the organization and the jurisdiction
11 of its governing statute; and

12 (iii) A statement that the conversion was approved in a manner
13 that complied with the organization's governing statute.

14 (2) A conversion becomes effective:

15 (a) If the converted organization is a limited partnership, when
16 the certificate of limited partnership takes effect; and

17 (b) If the converted organization is not a limited partnership,
18 as provided by the governing statute of the converted organization.

19 **Sec. 6127.** RCW 25.10.771 and 2009 c 188 s 1105 are each amended
20 to read as follows:

21 (1) An organization that has been converted pursuant to this
22 article is for all purposes the same entity that existed before the
23 conversion.

24 (2) When a conversion takes effect:

25 (a) All property owned by the converting organization remains
26 vested in the converted organization;

27 (b) All debts, liabilities, and other obligations of the
28 converting organization continue as obligations of the converted
29 organization;

30 (c) An action or proceeding pending by or against the converting
31 organization may be continued as if the conversion had not occurred;

32 (d) Except as prohibited by other law, all of the rights,
33 privileges, immunities, powers, and purposes of the converting
34 organization remain vested in the converted organization;

35 (e) Except as otherwise provided in the plan of conversion, the
36 terms and conditions of the plan of conversion take effect; and

37 (f) Except as otherwise agreed, the conversion does not dissolve
38 a converting limited partnership for the purposes of article 8 of
39 this chapter.

1 (3) A converted organization that is a foreign organization
2 consents to the jurisdiction of the courts of this state to enforce
3 any obligation owed by the converting limited partnership, if before
4 the conversion the converting limited partnership was subject to suit
5 in this state on the obligation. A converted organization that is a
6 foreign organization and not ~~((authorized))~~ registered to transact
7 business in this state ~~((appoints the secretary of state as its agent~~
8 ~~for service of))~~ may be served with process pursuant to section 1411
9 of this act for purposes of enforcing an obligation under this
10 subsection. ~~((Service on the secretary of state under this subsection~~
11 ~~is made in the same manner and with the same consequences as in RCW~~
12 ~~25.10.151 (3) and (4).))~~

13 **Sec. 6128.** RCW 25.10.786 and 2009 c 188 s 1108 are each amended
14 to read as follows:

15 (1) After each constituent organization has approved a merger,
16 articles of merger must be signed on behalf of:

17 (a) Each constituent limited partnership, by each general partner
18 listed in the certificate of limited partnership; and

19 (b) Each other constituent organization, by an authorized
20 representative.

21 (2) The articles of merger must include:

22 (a) The name and form of each constituent organization and the
23 jurisdiction of its governing statute;

24 (b) The name and form of the surviving organization and the
25 jurisdiction of its governing statute;

26 (c) The date the merger is effective under the governing statute
27 of the surviving organization;

28 (d) Any amendments provided for in the plan of merger for the
29 organizational document that created the surviving organization;

30 (e) A statement as to each constituent organization that the
31 merger was approved as required by the organization's governing
32 statute;

33 (f) If the surviving organization is a foreign organization not
34 ~~((authorized))~~ registered to transact business in this state, the
35 street and mailing address of ~~((an office that the secretary of state~~
36 ~~may use for the purposes of RCW 25.10.791(2))~~ the organization's
37 principal office that may be used for service of process under
38 section 1411 of this act; and

(g) Any additional information required by the governing statute of any constituent organization.

(3) Each constituent limited partnership shall deliver the articles of merger for filing in the office of the secretary of state.

(4) A merger becomes effective under this article:

(a) If the surviving organization is a limited partnership, upon the later of:

(i) Compliance with subsection (3) of this section; or

(ii) Subject to RCW 25.10.251(~~((3))~~) (2), as specified in the articles of merger; or

(b) If the surviving organization is not a limited partnership, as provided by the governing statute of the surviving organization.

Sec. 6129. RCW 25.10.791 and 2009 c 188 s 1109 are each amended to read as follows:

(1) When a merger becomes effective:

(a) The surviving organization continues;

(b) Each constituent organization that merges into the surviving organization ceases to exist as a separate entity;

(c) All property owned by each constituent organization that ceases to exist vests in the surviving organization;

(d) All debts, liabilities, and other obligations of each constituent organization that ceases to exist continue as obligations of the surviving organization;

(e) An action or proceeding pending by or against any constituent organization that ceases to exist may be continued as if the merger had not occurred;

(f) Except as prohibited by other law, all of the rights, privileges, immunities, powers, and purposes of each constituent organization that ceases to exist vest in the surviving organization;

(g) Except as otherwise provided in the plan of merger, the terms and conditions of the plan of merger take effect;

(h) Except as otherwise agreed, if a constituent limited partnership ceases to exist, the merger does not dissolve the limited partnership for the purposes of article 8 of this chapter; and

(i) Any amendments provided for in the articles of merger for the organizational document that created the surviving organization become effective.

(2) A surviving organization that is a foreign organization consents to the jurisdiction of the courts of this state to enforce any obligation owed by a constituent organization, if before the merger the constituent organization was subject to suit in this state on the obligation. A surviving organization that is a foreign organization and not ~~((authorized))~~ registered to transact business in this state ~~((appoints the secretary of state as its agent for service of))~~ may be served with process pursuant to section 1411 of this act for the purposes of enforcing an obligation under this subsection. ~~((Service on the secretary of state under this subsection is made in the same manner and with the same consequences as in RCW 25.10.151 (3) and (4).))~~

Sec. 6130. RCW 25.10.916 and 2009 c 188 s 1307 are each amended to read as follows:

~~((1))~~ Limited partnerships are subject to the applicable fees, charges, and penalties adopted by the secretary of state ~~((shall adopt rules establishing fees that shall be charged and collected for:~~

~~(a) Filing of a certificate of limited partnership or an application for a certificate of authority of a foreign limited partnership;~~

~~(b) Filing of an amendment or restatement of a certificate of domestic or foreign limited partnership;~~

~~(c) Filing an application to reserve, register, or transfer a limited partnership name;~~

~~(d) Filing any other certificate, statement, or report authorized or permitted to be filed; and~~

~~(e) Copies, certified copies, certificates, service of process filings, and expedited filings or other special services.~~

~~(2) In the establishment of a fee schedule, the secretary of state shall, insofar as is possible and reasonable, be guided by the fee schedule provided for corporations governed by Title 23B RCW.~~

~~(a) Fees for copies, certified copies, certificates of record, and service of process filings are the same as in RCW 23B.01.220.~~

~~(b) Fees for reinstatement of a foreign or domestic limited partnership are the same as in RCW 23B.01.560.~~

~~(c) All fees collected by the secretary of state shall be deposited with the state treasurer pursuant to law))~~ under section 1213 of this act and RCW 43.07.120.

NEW SECTION. **Sec. 6131.** The following acts or parts of acts are each repealed:

(1) RCW 25.10.040 (Registered office and agent) and 2009 c 202 s 4, 1987 c 55 s 3, & 1981 c 51 s 4;

(2) RCW 25.10.171 (Standards for electronic filing rules) and 2009 c 188 s 119;

(3) RCW 25.10.656 (Filing of certificate of authority) and 2009 c 188 s 904; and

(4) RCW 25.10.676 (Action by attorney general) and 2009 c 188 s 908.

PART VII

LIMITED LIABILITY COMPANIES ACT REVISIONS

Sec. 7101. RCW 25.15.--- and 2015 c (Substitute Senate Bill No. 5030) s 3 are each amended to read as follows:

~~((1))~~ The name of each limited liability company as set forth in its certificate of formation~~((1))~~

~~(a) Must contain the words "Limited Liability Company," the words "Limited Liability" and abbreviation "Co.," or the abbreviation "L.L.C." or "LLC";~~

~~(b) Must not contain language stating or implying that the limited liability company is formed for a purpose other than those permitted by RCW 25.15.--- (section 8, chapter (Substitute Senate Bill No. 5030), Laws of 2015);~~

~~(c) Must not contain any of the words or phrases: "Cooperative," "partnership," "corporation," "incorporated," or the abbreviations "corp.," "ltd.," or "inc.," or "LP," "L.P.," "LLP," "L.L.P.," "LLLP," "L.L.L.P.," or any words or phrases prohibited by any statute of this state; and~~

~~(d) Unless authorized by subsection (2) of this section, must be distinguishable in the records of the secretary of state from (i) the name of each person incorporated, formed, or authorized to transact business in this state through a filing or registration with the secretary of state; and (ii) each name reserved under RCW 25.15.--- (section 4, chapter (Substitute Senate Bill No. 5030), Laws of 2015) or under other statutes of this state providing for the reservation of names with the secretary of state.~~

~~(2) A limited liability company may apply to the secretary of state for authorization to use any name which is not distinguishable~~

1 upon the records of the secretary of state from one or more of the
2 names described in subsection (1)(d) of this section. The secretary
3 of state shall authorize use of the name applied for if the other
4 person consents in writing to the use and files with the secretary of
5 state records necessary to change its name or the name reserved to a
6 name that is distinguishable upon the records of the secretary of
7 state from the name of the applying limited liability company.

8 (3) A name shall not be considered distinguishable upon the
9 records of the secretary of state by virtue of:

10 (a) A variation in any of the following designations for the same
11 name: "Corporation," "incorporated," "company," "professional
12 corporation," "professional service," "limited," "partnership,"
13 "limited partnership," "limited liability limited partnership,"
14 "limited liability company," "professional limited liability
15 company," or "limited liability partnership," or their permitted
16 abbreviations;

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

19 (c) Punctuation, capitalization, or special characters or symbols
20 in the same name; or

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

23 (4) This chapter does not control the use of assumed business
24 names or "trade names."

25 (5) Violation of subsection (1)(c) of this section by a limited
26 liability company whose certificate of formation or amendment thereto
27 has been accepted for filing by the secretary of state shall not, in
28 itself, invalidate the formation or existence of a limited liability
29 company or render this chapter inapplicable to a limited liability
30 company)) must comply with part I, Article 3 of this act.

31 **Sec. 7102.** RCW 25.15.--- and 2015 c (Substitute Senate
32 Bill No. 5030) s 4 are each amended to read as follows:

33 (1) Reserved Name—Domestic Limited Liability Company.

34 (({a})) A person may reserve the exclusive use of a limited
35 liability company name by delivering an application to the secretary
36 of state for filing in accordance with section 1303 of this act.
37 ((The application must set forth the name and address of the
38 applicant and the name proposed to be reserved. If the secretary of
39 state finds that the limited liability company name applied for is

1 available, the secretary of state shall reserve the name for the
2 applicant's exclusive use for a nonrenewable one hundred eighty-day
3 period.

4 ~~(b) The owner of a reserved limited liability company name may~~
5 ~~transfer the reservation to another person by delivering to the~~
6 ~~secretary of state an executed notice of the transfer that states the~~
7 ~~name and address of the transferee.))~~

8 (2) Reserved Name—Foreign Limited Liability Company.

9 ~~((a)) A foreign limited liability company may reserve its name~~
10 ~~((if the name is distinguishable upon the records of the secretary of~~
11 ~~state from the names specified in RCW 25.15.--- (section 3,~~
12 ~~chapter (Substitute Senate Bill No. 5030), Laws of 2015).~~

13 ~~(b) A foreign limited liability company reserves its name)) by~~
14 ~~delivering to the secretary of state for filing an application~~
15 ~~((that:~~

16 ~~(i) Sets forth its name and the state or country and date of its~~
17 ~~formation; and~~

18 ~~(ii) Is accompanied by a certificate of existence, or a record of~~
19 ~~similar import, from the state or country of formation.~~

20 ~~(c) The name is reserved for the applicant's exclusive use upon~~
21 ~~the effective date of the application and until the close of the~~
22 ~~calendar year in which the application for name reservation is filed.~~

23 ~~(d) A foreign limited liability company whose name reservation is~~
24 ~~effective may renew it for successive years by delivering to the~~
25 ~~secretary of state for filing a renewal application, which complies~~
26 ~~with the requirements of (b) of this subsection, between October 1st~~
27 ~~and December 31st of the preceding year. The renewal application when~~
28 ~~filed renews the name reservation for the following calendar year.~~

29 ~~(e) A foreign limited liability company whose name reservation is~~
30 ~~effective may thereafter register as a foreign limited liability~~
31 ~~company under the reserved name, or consent in writing to the use of~~
32 ~~that name by a domestic limited liability company, domestic~~
33 ~~corporation, domestic limited partnership, or domestic limited~~
34 ~~liability partnership thereafter formed, or by another foreign~~
35 ~~limited liability company, foreign corporation, foreign limited~~
36 ~~partnership, or foreign limited liability partnership thereafter~~
37 ~~authorized to transact business in this state. The name reservation~~
38 ~~terminates when the domestic limited liability company is formed, the~~
39 ~~domestic corporation is incorporated, the domestic limited liability~~
40 ~~partnership is formed, or the domestic limited partnership is formed,~~

1 ~~or the foreign limited liability company registers or consents to the~~
2 ~~registration of another foreign limited liability company,~~
3 ~~corporation, limited partnership, or limited liability partnership~~
4 ~~under the reserved name)) in accordance with section 1304 of this~~
5 ~~act.~~

6 **Sec. 7103.** RCW 25.15.--- and 2015 c (Substitute Senate
7 Bill No. 5030) s 6 are each amended to read as follows:

8 (1) Each limited liability company shall continuously maintain in
9 this state((÷

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

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

23 ~~(i) An individual residing in this state whose business office is~~
24 ~~identical with the limited liability company's registered office;~~

25 ~~(ii) The limited liability company itself, whose business office~~
26 ~~is identical with such registered office;~~

27 ~~(iii) A domestic corporation, partnership, limited partnership,~~
28 ~~or limited liability company whose business office is identical with~~
29 ~~such registered office; or~~

30 ~~(iv) A government, governmental subdivision, agency, or~~
31 ~~instrumentality, or a foreign corporation, partnership, limited~~
32 ~~partnership, or limited liability company authorized to do business~~
33 ~~in this state having a business office identical with such registered~~
34 ~~office; and~~

35 ~~(c) A registered agent who shall not be appointed without having~~
36 ~~given prior consent in a record to the appointment. The consent shall~~
37 ~~be filed with the secretary of state in such form and at such time as~~
38 ~~the secretary may prescribe)) a registered agent in accordance with~~
39 ~~part I, Article 4 of this act.~~

1 (2) A limited liability company may change its (~~registered~~
2 ~~office or~~) registered agent by delivering to the secretary of state
3 for filing a statement of change (~~that sets forth:~~

4 ~~(a) The name of the limited liability company;~~

5 ~~(b) If the current registered office is to be changed, the street~~
6 ~~address of the new registered office in accordance with subsection~~
7 ~~(1) of this section;~~

8 ~~(c) If the current registered agent is to be changed, the name of~~
9 ~~the new registered agent and the new agent's consent in a record,~~
10 ~~which shall be filed with the secretary of state in such form and at~~
11 ~~such time as the secretary of state may prescribe; and~~

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

16 (3) (~~If~~) A registered agent (~~changes the street address of the~~
17 ~~agent's business office, the registered agent may change the street~~
18 ~~address of the registered office of any limited liability company for~~
19 ~~which the agent is the registered agent by notifying the limited~~
20 ~~liability company of the change either (a) in a written record, or~~
21 ~~(b) if the limited liability company has designated an address,~~
22 ~~location, or system to which the notices may be electronically~~
23 ~~transmitted and the registered agent electronically transmits the~~
24 ~~notice to the limited liability company at the designated address,~~
25 ~~location, or system in an electronically transmitted record and~~
26 ~~delivering to the secretary of state for filing a statement that~~
27 ~~complies with the requirements of subsection (2) of this section and~~
28 ~~recites that the limited liability company has been notified of the~~
29 ~~change)) may change its information on file with the secretary of~~
30 ~~state in accordance with section 1408 or 1409 of this act.~~

31 (4) A registered agent may resign as agent by executing and
32 delivering to the secretary of state for filing a statement of
33 resignation(~~(. The statement may include a statement that the~~
34 ~~registered office is also discontinued. After filing the statement~~
35 ~~the secretary of state shall mail a copy of the statement to the~~
36 ~~limited liability company at its principal office. The agency~~
37 ~~appointment is terminated, and the registered office discontinued if~~
38 ~~so provided, on the thirty first day after the date on which the~~
39 ~~statement was filed)) in accordance with section 1410 of this act.~~

1 **Sec. 7104.** RCW 25.15.--- and 2015 c (Substitute Senate
2 Bill No. 5030) s 7 are each amended to read as follows:

3 ~~((1) A limited liability company's registered agent is its agent~~
4 ~~for))~~ Service of process, notice, or demand required or permitted by
5 law to be served on the limited liability company may be made in
6 accordance with section 1411 of this act.

7 ~~((2) The secretary of state shall be an agent of a limited~~
8 ~~liability company upon whom any such process, notice, or demand may~~
9 ~~be served if:~~

10 ~~(a) The limited liability company fails to appoint or maintain a~~
11 ~~registered agent in this state; or~~

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

14 ~~(3) Service on the secretary of state of any such process,~~
15 ~~notice, or demand shall be made by delivering to and leaving with the~~
16 ~~secretary of state, or with any duly authorized clerk of the~~
17 ~~secretary of state's office, the process, notice, or demand. In the~~
18 ~~event any such process, notice, or demand is served on the secretary~~
19 ~~of state, the secretary of state shall immediately cause a copy~~
20 ~~thereof to be forwarded by certified mail, addressed to the limited~~
21 ~~liability company at its principal office as it appears on the~~
22 ~~records of the secretary of state. Any service so had on the~~
23 ~~secretary of state shall be returnable in not less than thirty days.~~

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

28 ~~(5) This section does not limit or affect the right to serve any~~
29 ~~process, notice, or demand required or permitted by law to be served~~
30 ~~upon a limited liability company in any other manner now or hereafter~~
31 ~~permitted by law.))~~

32 **Sec. 7105.** RCW 25.15.--- and 2015 c (Substitute Senate
33 Bill No. 5030) s 13 are each amended to read as follows:

34 (1) A person or group of persons duly licensed or otherwise
35 legally authorized to render the same professional services within
36 this state may form and become a member or members of a professional
37 limited liability company under the provisions of this chapter for
38 the purposes of rendering professional service.

1 (2) A professional limited liability company is subject to all
2 the provisions of chapter 18.100 RCW that apply to a professional
3 corporation. A professional limited liability company's managers,
4 members, agents, and employees are subject to all the provisions of
5 chapter 18.100 RCW that apply to the directors, officers,
6 shareholders, agents, or employees of a professional corporation,
7 except as provided otherwise in this section and RCW 25.15.---
8 (section 14, chapter (Substitute Senate Bill No. 5030), Laws of
9 2015).

10 (3) If the limited liability company's members are required to be
11 licensed to practice such profession, and the limited liability
12 company fails to maintain for itself and for its members practicing
13 in this state a policy of professional liability insurance, bond, or
14 other evidence of financial responsibility of a kind designated by
15 rule by the state insurance commissioner and in the amount of at
16 least one million dollars or a greater amount as the state insurance
17 commissioner may establish by rule for a licensed profession or for
18 any specialty within a profession, taking into account the nature and
19 size of the business, then the limited liability company's members
20 are personally liable to the extent that, had the insurance, bond, or
21 other evidence of responsibility been maintained, it would have
22 covered the liability in question.

23 (4) For purposes of applying chapter 18.100 RCW to a professional
24 limited liability company, the terms "director" or "officer" means
25 manager, "shareholder" means member, "corporation" means professional
26 limited liability company, "articles of incorporation" means
27 certificate of formation, "shares" or "capital stock" means a limited
28 liability company interest, "incorporator" means the person who
29 executes the certificate of formation, and "bylaws" means the limited
30 liability company agreement.

31 (5) The name of a professional limited liability company must
32 ~~((contain either the words "Professional Limited Liability Company,"~~
33 ~~or the words "Professional Limited Liability" and the abbreviation~~
34 ~~"Co.," or the abbreviation "P.L.L.C." or "PLLC" provided that the~~
35 ~~name of a professional limited liability company formed to render~~
36 ~~dental services must contain the full names or surnames of all~~
37 ~~members and no other word than "chartered" or the words "professional~~
38 ~~services" or the abbreviation "P.L.L.C." or "PLLC.")) comply with~~
39 section 1302 of this act.

1 (6) Subject to Article VII of this chapter, the following may be
2 a member of a professional limited liability company and may be the
3 transferee of the interest of an ineligible person or deceased member
4 of the professional limited liability company:

5 (a) A professional corporation, if its shareholders, directors,
6 and its officers, other than the secretary and the treasurer, are
7 licensed or otherwise legally authorized to render the same specific
8 professional services as the professional limited liability company;
9 and

10 (b) Another professional limited liability company, if the
11 managers and members of both professional limited liability companies
12 are licensed or otherwise legally authorized to render the same
13 specific professional services.

14 (7) Formation of a limited liability company under this section
15 does not restrict the application of the uniform disciplinary act
16 under chapter 18.130 RCW, or any applicable health care professional
17 statutes under Title 18 RCW, including but not limited to
18 restrictions on persons practicing a health profession without being
19 appropriately credentialed and persons practicing beyond the scope of
20 their credential.

21 **Sec. 7106.** RCW 25.15.--- and 2015 c (Substitute Senate
22 Bill No. 5030) s 18 are each amended to read as follows:

23 (1) In order to form a limited liability company, one or more
24 persons must execute a certificate of formation. The certificate of
25 formation must be ~~((filed in))~~ delivered to the office of the
26 secretary of state for filing in accordance with part I, Article 2 of
27 this act and set forth:

28 (a) The name of the limited liability company;

29 (b) The ~~((address of the registered office and the))~~ name and
30 address of the registered agent for service of process required to be
31 maintained by RCW 25.15.--- (section 6, chapter (Substitute
32 Senate Bill No. 5030), Laws of 2015 and part I, Article 4 of this
33 act;

34 (c) The address of the principal office of the limited liability
35 company;

36 (d) If the limited liability company is to have a specific date
37 of dissolution, the latest date on which the limited liability
38 company is to dissolve;

39 (e) Any other matters the members decide to include; and

1 (f) The name and address of each person executing the certificate
2 of formation.

3 (2)(a) Unless a delayed effective date is specified in accordance
4 with section 1203 of this act, a limited liability company is formed
5 when its certificate of formation is filed by the secretary of state.
6 (~~(A delayed effective date for a certificate of formation may be no~~
7 ~~later than the ninetieth day after the date it is filed.)~~)

8 (b) The secretary of state's filing of the certificate of
9 formation is conclusive proof that the persons executing the
10 certificate satisfied all conditions precedent to the formation.

11 (3) A limited liability company formed under this chapter is a
12 separate legal entity and has a perpetual existence.

13 (4) Any person may apply to the secretary of state under section
14 1208 of this act to furnish a certificate of existence for a domestic
15 limited liability company or a certificate of ~~((authorization))~~
16 registration for a foreign limited liability company.

17 (~~((5) A certificate of existence or authorization means that as~~
18 ~~of the date of its issuance:~~

19 ~~(a) The domestic limited liability company is duly formed under~~
20 ~~the laws of this state or that the foreign limited liability company~~
21 ~~is authorized to transact business in this state;~~

22 ~~(b) All fees and penalties owed to this state under this title~~
23 ~~have been paid, if (i) payment is reflected in the records of the~~
24 ~~secretary of state, and (ii) nonpayment affects the existence or~~
25 ~~authorization of the domestic or foreign limited liability company;~~

26 ~~(c) The limited liability company's initial report or its most~~
27 ~~recent annual report required by RCW 25.15.--- (section 24,~~
28 ~~chapter (Substitute Senate Bill No. 5030), Laws of 2015) has~~
29 ~~been delivered to the secretary of state;~~

30 ~~(d) In the case of a domestic limited liability company, a~~
31 ~~certificate of dissolution has not been filed with the secretary of~~
32 ~~state, or a filed certificate of dissolution has been revoked in~~
33 ~~accordance with RCW 25.15.--- (section 57, chapter (Substitute~~
34 ~~Senate Bill No. 5030), Laws of 2015);~~

35 ~~(e) In the case of a foreign limited liability company, a~~
36 ~~certificate of cancellation has not been filed with the secretary of~~
37 ~~state; and~~

38 ~~(f) The limited liability company has not been administratively~~
39 ~~dissolved under RCW 25.15.--- (section 55, chapter (Substitute~~
40 ~~Senate Bill No. 5030), Laws of 2015) or, if administratively~~

1 dissolved, has been reinstated under RCW 25.15.--- (section 56,
2 chapter (Substitute Senate Bill No. 5030), Laws of 2015).

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

5 (7) Subject to any qualification stated in the certificate, a
6 certificate of existence or authorization issued by the secretary of
7 state may be relied upon as conclusive evidence that the domestic or
8 foreign limited liability company is in existence or is authorized to
9 transact business in the limited liability company form in this
10 state.))

11 **Sec. 7107.** RCW 25.15.--- and 2015 c (Substitute Senate
12 Bill No. 5030) s 19 are each amended to read as follows:

13 (1) A certificate of formation is amended by ((filing))
14 delivering a certificate of amendment ((thereto with)) to the
15 secretary of state for filing. The certificate of amendment shall set
16 forth:

17 (a) The name of the limited liability company; and

18 (b) The amendment to the certificate of formation.

19 (2) A manager or, if there is no manager, then any member who
20 becomes aware that any statement in a certificate of formation was
21 false when made, or that any matter described has changed making the
22 certificate of formation false in any material respect, must promptly
23 amend the certificate of formation.

24 (3) A certificate of formation may be amended at any time for any
25 other proper purpose.

26 (4) Unless ((otherwise provided in this chapter or unless a
27 later)) a delayed effective date((, which is a date not later than
28 the ninetieth day after the date it is filed,)) is provided for in
29 the certificate of amendment in accordance with section 1203 of this
30 act, a certificate of amendment is effective when filed by the
31 secretary of state as provided in section 1203 of this act.

32 **Sec. 7108.** RCW 25.15.--- and 2015 c (Substitute Senate
33 Bill No. 5030) s 20 are each amended to read as follows:

34 (1) A limited liability company may, whenever desired, integrate
35 into a single instrument all of the provisions of its certificate of
36 formation which are then in effect and operative as a result of there
37 having been filed with the secretary of state one or more
38 certificates or other instruments pursuant to any of the sections

referred to in this chapter and it may at the same time also further amend its certificate of formation by ~~((filing))~~ delivering a restated certificate of formation to the secretary of state for filing in accordance with part I, Article 2 of this act.

(2) A restated certificate of formation must state, either in its heading or in an introductory paragraph, the limited liability company's name and, if it is not to be effective upon filing, the future effective date or time, which ~~((is a date not later than the ninetieth day after the date it is filed))~~ must comply with section 1203 of this act. If a restated certificate only restates and integrates and does not further amend a limited liability company's certificate of formation as amended or supplemented, it must state that fact as well.

(3) Upon the filing of a restated certificate of formation ~~((with))~~ by the secretary of state, or upon the future effective date or time of a restated certificate of formation as provided for, the initial certificate of formation, as amended or supplemented, is superseded; and the restated certificate of formation, including any further amendment or changes made thereby, is thereafter the certificate of formation of the limited liability company, but the original effective date of formation remains unchanged.

(4) Any amendment or change effected in connection with the restatement of the certificate of formation is subject to any other provision of this chapter, not inconsistent with this section, which would apply if a separate certificate of amendment were filed to effect such amendment or change.

Sec. 7109. RCW 25.15.--- and 2015 c (Substitute Senate Bill No. 5030) s 21 are each amended to read as follows:

~~((1))~~ Each record required or permitted by this chapter to be filed in the office of the secretary of state must comply with the requirements of part I, Article 2 of this act and must be executed in the following manner~~((, or in compliance with the rules established to facilitate electronic filing under RCW 25.15.--- (section 2, chapter (Substitute Senate Bill No. 5030), Laws of 2015)))~~:

~~((a))~~ (1) Each original certificate of formation must be executed by the person or persons forming the limited liability company;

~~((b))~~ (2) A reservation of name may be executed by any person;

1 ~~((+e))~~ (3) A transfer of reservation of name must be executed
2 by, or on behalf of, the applicant for the reserved name;

3 ~~((+d))~~ (4) A registration of name must be executed by any member
4 or manager of the foreign limited liability company;

5 ~~((+e))~~ (5) A certificate of amendment or restatement must be
6 executed by at least one manager, or by a member if management of the
7 limited liability company is reserved to the members;

8 ~~((+f))~~ (6) A certificate of dissolution must be executed by the
9 person or persons authorized to wind up the limited liability
10 company's affairs pursuant to RCW 25.15.---(3) (section 58,
11 chapter (Substitute Senate Bill No. 5030), Laws of 2015);

12 ~~((+g))~~ (7) If a surviving domestic limited liability company is
13 filing articles of merger, the articles of merger must be executed by
14 at least one manager, or by a member if management of the limited
15 liability company is reserved to the members, or if the articles of
16 merger are being filed by a surviving foreign limited liability
17 company, limited partnership, corporation, or other person, the
18 articles of merger must be executed by a person authorized by such
19 foreign limited liability company, limited partnership, corporation,
20 or other person;

21 ~~((+h))~~ (8) A foreign limited liability company's application for
22 registration as a foreign limited liability company doing business
23 within the state must be executed by any member or manager of the
24 foreign limited liability company; and

25 ~~((+i))~~ (9) If a converting limited liability company is filing
26 articles of conversion, the articles of conversion must be executed
27 by at least one manager, or by a member if management of the limited
28 liability company is reserved to the members.

29 ~~((+2) Any person may execute a certificate, articles of merger,~~
30 ~~articles of conversion, limited liability company agreement, or other~~
31 ~~record by an attorney in fact or other person acting in a valid~~
32 ~~representative capacity, so long as each record executed in such~~
33 ~~manner identifies the capacity in which the person is executing the~~
34 ~~record.~~

35 ~~(3) The person executing the record must indicate, adjacent to or~~
36 ~~underneath the signature or, if the record is electronically~~
37 ~~transmitted, identifying information of the person executing the~~
38 ~~record, as applicable, the capacity in which the person executes the~~
39 ~~record. The record must meet such legibility or other standards as~~
40 ~~may be prescribed by the secretary of state.~~

1 ~~(4) The execution of a certificate, articles of merger, or~~
2 ~~articles of conversion by any person constitutes an affirmation under~~
3 ~~the penalties of perjury that the facts stated are true.))~~

4 **Sec. 7110.** RCW 25.15.--- and 2015 c (Substitute Senate
5 Bill No. 5030) s 22 are each amended to read as follows:

6 (1) If a person required to execute a certificate required by
7 this chapter fails or refuses to do so, any other person who is
8 adversely affected by the failure or refusal may petition the
9 superior courts to direct the execution of the certificate under
10 section 1210 of this act. ~~((If the court finds that the execution of~~
11 ~~the certificate is proper and that any person so designated has~~
12 ~~failed or refused to execute the certificate, it must order the~~
13 ~~secretary of state to record an appropriate certificate.))~~

14 (2) If a person required to execute a limited liability company
15 agreement or amendment thereof fails or refuses to do so, any other
16 person who is adversely affected by the failure or refusal may
17 petition the superior courts to direct the execution of the limited
18 liability company agreement or amendment thereof. If the court finds
19 that the limited liability company agreement or amendment thereof
20 should be executed and that any person required to execute the
21 limited liability company agreement or amendment thereof has failed
22 or refused to do so, it shall enter an order granting appropriate
23 relief.

24 **Sec. 7111.** RCW 25.15.--- and 2015 c (Substitute Senate
25 Bill No. 5030) s 23 are each amended to read as follows:

26 ~~((1) The executed certificate of formation or any other record~~
27 ~~required to be filed pursuant to this chapter must be delivered to~~
28 ~~the secretary of state. If the secretary of state determines that the~~
29 ~~records conform to the filing provisions of this chapter, he or she~~
30 ~~shall, when all required filing fees have been paid:~~

31 ~~(a) Endorse on each executed record the word "filed" and the date~~
32 ~~of its acceptance for filing;~~

33 ~~(b) Retain the executed record in the secretary of state's files;~~
34 ~~and~~

35 ~~(c) Return a copy to the person who filed it or the person's~~
36 ~~representative.~~

37 ~~(2) If the secretary of state is unable to make the determination~~
38 ~~required for filing by subsection (1) of this section at the time any~~

1 ~~records are delivered for filing, the records are deemed to have been~~
2 ~~filed at the time of delivery if the secretary of state subsequently~~
3 ~~determines that the records as delivered conform to the filing~~
4 ~~provisions of this chapter.~~

5 ~~(3) If the filing and determination requirements of this chapter~~
6 ~~are not satisfied completely, the records must not be filed.~~

7 ~~(4) Upon the filing of a certificate of amendment, judicial~~
8 ~~decree of amendment, or restated certificate in the office of the~~
9 ~~secretary of state, or upon the future effective date or time of a~~
10 ~~certificate of amendment, judicial decree thereof, or restated~~
11 ~~certificate, as provided for therein, the certificate of formation is~~
12 ~~amended or restated as set forth therein.)) Section 1206 of this act~~
13 ~~governs the secretary of state's duty to file records delivered to~~
14 ~~the secretary of state for filing, the manner and effect of filing,~~
15 ~~and procedures that apply when the secretary of state refuses to file~~
16 ~~a record.~~

17 **Sec. 7112.** RCW 25.15.--- and 2015 c (Substitute Senate
18 Bill No. 5030) s 24 are each amended to read as follows:

19 ~~((1)) Each domestic limited liability company ((must deliver to~~
20 ~~the secretary of state for filing both initial and annual reports)),~~
21 ~~and each foreign limited liability company authorized to transact~~
22 ~~business in this state, must deliver to the secretary of state for~~
23 ~~filing initial and annual reports((, that set forth:~~

24 ~~(a) The name of the limited liability company and the state,~~
25 ~~country, or other jurisdiction under whose law it is formed;~~

26 ~~(b) The street address of its registered office and the name of~~
27 ~~its registered agent at that office in this state;~~

28 ~~(c) The address of its principal office;~~

29 ~~(d) The names and addresses of the limited liability company's~~
30 ~~members, or if the management of the limited liability company is~~
31 ~~vested in a manager or managers, then the name and address of its~~
32 ~~manager or managers; and~~

33 ~~(e) A brief description of the nature of its business.~~

34 ~~(2) Information in an initial report or an annual report must be~~
35 ~~current as of the date the report is executed on behalf of the~~
36 ~~limited liability company.~~

37 ~~(3) A limited liability company's initial report must be~~
38 ~~delivered to the secretary of state within one hundred twenty days of~~
39 ~~the date on which a limited liability company's certificate of~~

1 formation was filed. Subsequent annual reports must be delivered to
2 the secretary of state on a date determined by the secretary of
3 state, and at such additional times as the limited liability company
4 elects.

5 (4) The secretary of state may allow a limited liability company
6 to file an initial or annual report through electronic means. If
7 allowed, the secretary of state shall adopt rules detailing the
8 circumstances under which the electronic filing of such reports is
9 permitted and how such reports may be filed.

10 (5) Each domestic limited liability company and foreign limited
11 liability company authorized to transact business in this state must
12 pay its annual license fee and any applicable penalty fees to the
13 secretary of state at the time such limited liability company is
14 required to file its initial or annual report with the secretary of
15 state)) in accordance with section 1212 of this act.

16 **Sec. 7113.** RCW 25.15.--- and 2015 c (Substitute Senate
17 Bill No. 5030) s 51 are each amended to read as follows:

18 A limited liability company is dissolved and its affairs must be
19 wound up upon the first to occur of the following:

20 (1) The dissolution date, if any, specified in the certificate of
21 formation. If a dissolution date is specified in the certificate of
22 formation, the certificate of formation may be amended and the date
23 of dissolution of the limited liability company may be extended by
24 vote of all the members;

25 (2) The happening of events specified in a limited liability
26 company agreement;

27 (3) The written consent of all members;

28 (4) Ninety days following an event of dissociation of the last
29 remaining member, unless those having the rights of transferees in
30 the limited liability company under RCW 25.15.---(1) (section 28,
31 chapter (Substitute Senate Bill No. 5030), Laws of 2015) have,
32 by the ninetieth day, voted to admit one or more members, voting as
33 though they were members, and in the manner set forth in RCW
34 25.15.---(1) (section 26, chapter (Substitute Senate Bill No.
35 5030), Laws of 2015);

36 (5) The entry of a decree of judicial dissolution under RCW
37 25.15.--- (section 53, chapter (Substitute Senate Bill No.
38 5030), Laws of 2015); or

1 (6) The administrative dissolution of the limited liability
2 company by the secretary of state under ~~((RCW 25.15.---(2) (section~~
3 ~~55, chapter (Substitute Senate Bill No. 5030), Laws of 2015))~~
4 section 1603 of this act, unless the limited liability company is
5 reinstated by the secretary of state under ~~((RCW 25.15.---(section~~
6 ~~56, chapter (Substitute Senate Bill No. 5030), Laws of 2015))~~
7 section 1604 of this act.

8 **Sec. 7114.** RCW 25.15.--- and 2015 c (Substitute Senate
9 Bill No. 5030) s 54 are each amended to read as follows:

10 The secretary of state may commence a proceeding ~~((under RCW~~
11 ~~25.15.---(section 55, chapter (Substitute Senate Bill No.~~
12 ~~5030), Laws of 2015))~~ to administratively dissolve a limited
13 liability company ~~((if:~~

14 ~~(1) The limited liability company does not pay any license fees~~
15 ~~or penalties imposed by this chapter when they become due;~~

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

19 ~~(3) The limited liability company is without a registered agent~~
20 ~~or registered office in this state for sixty days or more))~~ under the
21 circumstances and procedures provided in part I, Article 6 of this
22 act.

23 **Sec. 7115.** RCW 25.15.--- and 2015 c (Substitute Senate
24 Bill No. 5030) s 56 are each amended to read as follows:

25 ~~((1))~~ A limited liability company that has been
26 administratively dissolved under ~~((RCW 25.15.---(section 55,~~
27 ~~chapter (Substitute Senate Bill No. 5030), Laws of 2015))~~
28 section 1603 of this act may apply to the secretary of state for
29 reinstatement ~~((within five years after the effective date of~~
30 ~~dissolution. The application must be delivered to the secretary of~~
31 ~~state for filing and state:~~

32 ~~(a) The name of the limited liability company and the effective~~
33 ~~date of its administrative dissolution;~~

34 ~~(b) That the ground or grounds for dissolution either did not~~
35 ~~exist or have been eliminated; and~~

36 ~~(c) That the limited liability company's name satisfies the~~
37 ~~requirements of RCW 25.15.---(section 3, chapter (Substitute~~
38 ~~Senate Bill No. 5030), Laws of 2015).~~

1 ~~(2) A limited liability company seeking reinstatement must pay~~
2 ~~the full amount of all license fees that would have been due for the~~
3 ~~years of the period of administrative dissolution had the limited~~
4 ~~liability company not been dissolved, plus all penalties established~~
5 ~~by law or by the secretary of state by rule, and the license fee for~~
6 ~~the year of reinstatement.~~

7 ~~(3) If the secretary of state determines that an application~~
8 ~~contains the information required by subsection (1) of this section~~
9 ~~and that the name is available, and that all fees and penalties~~
10 ~~required by subsection (2) of this section have been paid, the~~
11 ~~secretary of state shall reinstate the limited liability company and~~
12 ~~give the limited liability company written notice, as provided in RCW~~
13 ~~25.15.---(1) (section 55, chapter (Substitute Senate Bill No.~~
14 ~~5030), Laws of 2015), of the reinstatement that recites the effective~~
15 ~~date of reinstatement. If the name is not available, the limited~~
16 ~~liability company must file with its application for reinstatement an~~
17 ~~amendment to its certificate of formation reflecting a change of~~
18 ~~name.~~

19 ~~(4) When reinstatement and revocation of any certificate of~~
20 ~~dissolution become effective, they relate back to and take effect as~~
21 ~~of the effective date of the administrative dissolution and the~~
22 ~~limited liability company may resume carrying on its activities as if~~
23 ~~the administrative dissolution had never occurred)) in accordance~~
24 ~~with section 1604 of this act.~~

25 **Sec. 7116.** RCW 25.15.--- and 2015 c (Substitute Senate
26 Bill No. 5030) s 57 are each amended to read as follows:

27 (1) A limited liability company dissolved under RCW 25.15.--- (2)
28 or (3) (section 51, chapter (Substitute Senate Bill No. 5030),
29 Laws of 2015) may revoke its dissolution in accordance with this
30 section at any time, except that a limited liability company that has
31 filed a certificate of dissolution may not revoke its dissolution
32 under this section more than one hundred twenty days after the filing
33 of its certificate of dissolution.

34 (2)(a) Except as provided in (b) of this subsection, revocation
35 of dissolution must be approved in the same manner as the dissolution
36 was approved unless that approval permitted revocation in some other
37 manner, in which event the dissolution may be revoked in the manner
38 permitted.

1 (b) If dissolution occurred upon the happening of events
2 specified in the limited liability company agreement, revocation of
3 dissolution must be approved in the manner necessary to amend the
4 provisions of the limited liability company agreement specifying the
5 events of dissolution.

6 (3) A limited liability company that has filed a certificate of
7 dissolution may, at any time after revocation of its dissolution has
8 been approved but not more than one hundred twenty days after the
9 filing of its certificate of dissolution, revoke the dissolution by
10 delivering to the secretary of state for filing a certificate of
11 revocation of dissolution that sets forth:

12 (a) The name of the limited liability company and a statement
13 that the name satisfies the requirements of ((RCW 25.15.--- (section
14 3, chapter (Substitute Senate Bill No. 5030), Laws of 2015)))
15 part I, Article 3 of this act; if the name is not available, the
16 limited liability company must ((file)) deliver to the secretary of
17 state for filing a certificate of amendment changing its name with
18 the certificate of revocation of dissolution;

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

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

21 (d) A statement that the revocation was approved in the manner
22 required by subsection (2) of this section.

23 (4) If a limited liability company has not filed a certificate of
24 dissolution, revocation of dissolution becomes effective upon
25 approval of the revocation as provided in subsection (2) of this
26 section. If a limited liability company has filed a certificate of
27 dissolution, revocation of dissolution becomes effective upon the
28 filing of a certificate of revocation of dissolution. The filing of a
29 certificate of revocation of dissolution automatically revokes any
30 certificate of dissolution previously filed with respect to the
31 limited liability company.

32 (5) Revocation of dissolution relates back to and takes effect as
33 of the effective date of the dissolution and the limited liability
34 company may resume carrying on its activities as if the dissolution
35 had never occurred.

36 **Sec. 7117.** RCW 25.15.--- and 2015 c (Substitute Senate
37 Bill No. 5030) s 62 are each amended to read as follows:

38 ((~~(1) Subject to the Constitution of the state of Washington:~~

1 ~~(a) The laws of the state, territory, possession, or other~~
2 ~~jurisdiction or country under which a foreign limited liability~~
3 ~~company is organized govern its organization and internal affairs and~~
4 ~~the liability of its members and managers; and~~

5 ~~(b) A foreign limited liability company may not be denied~~
6 ~~registration by reason of any difference between those laws and the~~
7 ~~laws of this state.~~

8 ~~(2) A foreign limited liability company and its members and~~
9 ~~managers doing business in this state submit to personal jurisdiction~~
10 ~~of the courts of this state.))~~ A foreign limited liability company
11 registered to do business in this state is subject to section 1501 of
12 this act relating to the effect of registration and the governing law
13 for registered foreign limited liability companies.

14 **Sec. 7118.** RCW 25.15.--- and 2015 c (Substitute Senate
15 Bill No. 5030) s 63 are each amended to read as follows:

16 Before doing business in this state, a foreign limited liability
17 company must register with the secretary of state in accordance with
18 part I, Article 5 of this act. (~~In order to register, a foreign~~
19 ~~limited liability company must submit to the secretary of state an~~
20 ~~application for registration as a foreign limited liability company~~
21 ~~executed by any member or manager of the foreign limited liability~~
22 ~~company, setting forth:~~

23 ~~(1) The name of the foreign limited liability company and, if~~
24 ~~different, the name under which it proposes to register and do~~
25 ~~business in this state;~~

26 ~~(2) The state, territory, possession, or other jurisdiction or~~
27 ~~country where formed, the date of its formation, and a duly~~
28 ~~authenticated statement from the secretary of state or other official~~
29 ~~having custody of limited liability company records in the~~
30 ~~jurisdiction under whose law it was formed, that as of the date of~~
31 ~~filing the foreign limited liability company validly exists as a~~
32 ~~limited liability company under the laws of the jurisdiction of its~~
33 ~~formation;~~

34 ~~(3) The nature of the business or purposes to be conducted or~~
35 ~~promoted in this state;~~

36 ~~(4) The address of the registered office and the name and address~~
37 ~~of the registered agent for service of process required to be~~
38 ~~maintained by RCW 25.15.--- (2) (section 65, chapter (Substitute~~
39 ~~Senate Bill No. 5030), Laws of 2015);~~

1 ~~(5) The address of the principal office of the foreign limited~~
2 ~~liability company;~~

3 ~~(6) The names and addresses of the foreign limited liability~~
4 ~~company's members, or if the management of the foreign limited~~
5 ~~liability company is vested in a manager or managers, then the name~~
6 ~~and address of its manager or managers;~~

7 ~~(7) A statement that the secretary of state is appointed the~~
8 ~~agent of the foreign limited liability company for service of process~~
9 ~~under the circumstances set forth in RCW 25.15.---(2) (section 71,~~
10 ~~chapter (Substitute Senate Bill No. 5030), Laws of 2015); and~~

11 ~~(8) The date on which the foreign limited liability company first~~
12 ~~did, or intends to do, business in this state.))~~

13 **Sec. 7119.** RCW 25.15.--- and 2015 c (Substitute Senate
14 Bill No. 5030) s 65 are each amended to read as follows:

15 (1) A foreign limited liability company may register with the
16 secretary of state under any name that ~~((includes the words "Limited~~
17 ~~Liability Company," the words "Limited Liability" and the~~
18 ~~abbreviation "Co.," or the abbreviation "L.L.C." or "LLC" and that~~
19 ~~could be registered by a domestic limited liability company. A~~
20 ~~foreign limited liability company may apply to the secretary of state~~
21 ~~for authorization to use a name which is not distinguishable upon the~~
22 ~~records of the office of the secretary of state from the names~~
23 ~~described in RCW 23B.04.010 and 25.10.061, and the names of any~~
24 ~~domestic or foreign limited liability company reserved, registered,~~
25 ~~or formed under the laws of this state. The secretary of state must~~
26 ~~authorize use of the name applied for if the other corporation,~~
27 ~~limited liability company, limited liability partnership, or limited~~
28 ~~partnership consents in writing to the use and files with the~~
29 ~~secretary of state documents necessary to change its name, or the~~
30 ~~name reserved or registered to a name that is distinguishable upon~~
31 ~~the records of the secretary of state from the name of the applying~~
32 ~~foreign limited liability company)) complies with section 1506 of~~
33 ~~this act and part I, Article 3 of this act.~~

34 (2) Each foreign limited liability company must continuously
35 maintain in this state((÷

36 ~~(a) A registered office, which may but need not be a place of its~~
37 ~~business in this state. The registered office must be at a specific~~
38 ~~geographic location in this state, and be identified by number, if~~
39 ~~any, and street, or building address or rural route, or, if a~~

1 commonly known street or rural route address does not exist, by legal
2 description. A registered office may not be identified by post office
3 box number or other nongeographic address. For purposes of
4 communicating by mail, the secretary of state may permit the use of a
5 post office address in conjunction with the registered office address
6 if the foreign limited liability company also maintains on file the
7 specific geographic address of the registered office where personal
8 service of process may be made;

9 (b) A registered agent for service of process on the foreign
10 limited liability company, which agent may be either an individual
11 resident of this state whose business office is identical with the
12 foreign limited liability company's registered office, or a domestic
13 corporation, a limited partnership, or limited liability company, or
14 a foreign corporation authorized to do business in this state having
15 a business office identical with such registered office; and

16 (c) A registered agent who must not be appointed without having
17 given prior written consent to the appointment. The written consent
18 shall be filed with the secretary of state in such form as the
19 secretary may prescribe. The written consent must be filed with or as
20 a part of the document first appointing a registered agent. In the
21 event any individual, limited liability company, limited partnership,
22 or corporation has been appointed agent without consent, that person
23 or corporation may file a notarized statement attesting to that fact,
24 and the name must be removed from the records of the secretary of
25 state)) a registered agent in accordance with part I, Article 4 of
26 this act.

27 (3) A foreign limited liability company may change its
28 ((registered office or)) registered agent by delivering to the
29 secretary of state for filing a statement of change ((that sets
30 forth:

31 (a) The name of the foreign limited liability company;

32 (b) If the current registered office is to be changed, the street
33 address of the new registered office in accordance with subsection
34 (2)(a) of this section;

35 (c) If the current registered agent is to be changed, the name of
36 the new registered agent and the new agent's written consent, either
37 on the statement or attached to it, to the appointment; and

38 (d) That after the change or changes are made, the street
39 addresses of its registered office and the business office of its

1 ~~registered agent will be identical))~~ in accordance with section 1407
2 of this act.

3 (4) ~~((If)) A registered agent ((changes the street address of the~~
4 ~~agent's business office, the registered agent may change the street~~
5 ~~address of the registered office of any foreign limited liability~~
6 ~~company for which the agent is the registered agent by notifying the~~
7 ~~foreign limited liability company in writing of the change and~~
8 ~~executing, either manually or in facsimile, and delivering to the~~
9 ~~secretary of state for filing a statement that complies with the~~
10 ~~requirements of subsection (3) of this section and recites that the~~
11 ~~foreign limited liability company has been notified of the change))~~
12 of a foreign limited liability company may change its information on
13 file with the secretary of state in accordance with section 1408 or
14 1409 of this act.

15 (5) A registered agent of any foreign limited liability company
16 may resign as agent by executing and delivering to the secretary of
17 state for filing a statement ~~((that the registered office is also~~
18 ~~discontinued. After filing the statement the secretary of state must~~
19 ~~mail a copy of the statement to the foreign limited liability company~~
20 ~~at its principal office shown in its application for certificate of~~
21 ~~registration if no annual report has been filed. The agency~~
22 ~~appointment is terminated, and the registered office discontinued if~~
23 ~~so provided, on the thirty-first day after the date on which the~~
24 ~~statement was filed))~~ of resignation in accordance with section 1410
25 of this act.

26 **Sec. 7120.** RCW 25.15.--- and 2015 c (Substitute Senate
27 Bill No. 5030) s 66 are each amended to read as follows:

28 ~~((If any statement in the application for registration of a~~
29 ~~foreign limited liability company was false when made or any~~
30 ~~arrangements or other facts described have changed, making the~~
31 ~~application false in any respect, the foreign limited liability~~
32 ~~company must promptly file in the office of the secretary of state a~~
33 ~~certificate, executed by any member or manager, correcting such~~
34 ~~statement.))~~ A registered foreign limited liability company must
35 amend its foreign registration statement under the circumstances
36 provided in section 1504 of this act.

37 **Sec. 7121.** RCW 25.15.--- and 2015 c (Substitute Senate
38 Bill No. 5030) s 67 are each amended to read as follows:

1 ~~((1))~~ A foreign limited liability company may ~~((cancel))~~
2 withdraw its registration by ~~((filing with))~~ delivering to the
3 secretary of state for filing a ~~((certificate of cancellation,~~
4 ~~executed by any member or manager. A cancellation does not terminate~~
5 ~~the authority of the secretary of state to accept service of process~~
6 ~~on the foreign limited liability company with respect to causes of~~
7 ~~action arising out of the doing of business in this state.~~

8 ~~(2) The certificate of cancellation must set forth:~~

9 ~~(a) The name of the foreign limited liability company;~~

10 ~~(b) The date of filing of its certificate of registration;~~

11 ~~(c) The reason for filing the certificate of cancellation;~~

12 ~~(d) The future effective date, not later than the ninetieth day~~
13 ~~after the date it is filed, of cancellation if it is not to be~~
14 ~~effective upon filing of the certificate;~~

15 ~~(e) The address to which service of process may be forwarded; and~~

16 ~~(f) Any other information the person filing the certificate of~~
17 ~~cancellation desires.))~~ statement of withdrawal in accordance with
18 section 1507 of this act.

19 **Sec. 7122.** RCW 25.15.--- and 2015 c (Substitute Senate
20 Bill No. 5030) s 68 are each amended to read as follows:

21 ~~((1))~~ A foreign limited liability company doing business in
22 this state ~~((may not maintain any action, suit, or proceeding in this~~
23 ~~state until it has registered in this state and has paid to this~~
24 ~~state all fees and penalties for the years or parts thereof, during~~
25 ~~which it did business in this state without having registered.~~

26 ~~(2) Neither the failure of a foreign limited liability company to~~
27 ~~register in this state nor the issuance of a certificate of~~
28 ~~cancellation with respect to a foreign limited liability company's~~
29 ~~registration in this state impairs:~~

30 ~~(a) The validity of any contract or act of the foreign limited~~
31 ~~liability company;~~

32 ~~(b) The right of any other party to the contract to maintain any~~
33 ~~action, suit, or proceeding on the contract; or~~

34 ~~(c) The foreign limited liability company from defending any~~
35 ~~action, suit, or proceeding in any court of this state.~~

36 ~~(3) A member or a manager of a foreign limited liability company~~
37 ~~is not liable for the obligations of the foreign limited liability~~
38 ~~company solely by reason of the limited liability company's having~~
39 ~~done business in this state without registration))~~ without

1 registering with the secretary of state is subject to section 1502 of
2 this act.

3 **Sec. 7123.** RCW 25.15.--- and 2015 c (Substitute Senate
4 Bill No. 5030) s 69 are each amended to read as follows:

5 ~~((The superior courts have jurisdiction to enjoin any foreign~~
6 ~~limited liability company, or any agent thereof, from doing any~~
7 ~~business in this state if such foreign limited liability company has~~
8 ~~failed to register under this article or if such foreign limited~~
9 ~~liability company has secured a certificate of registration from the~~
10 ~~secretary of state under RCW 25.15.--- (section 64, chapter~~
11 ~~(Substitute Senate Bill No. 5030), Laws of 2015) on the basis of~~
12 ~~false or misleading representations. The secretary of state must,~~
13 ~~upon the secretary's own motion or upon the relation of proper~~
14 ~~parties, proceed for this purpose by complaint in any county in which~~
15 ~~such foreign limited liability company is doing or has done~~
16 ~~business.)) A foreign limited liability company may be enjoined from~~
17 ~~doing business in this state under section 1512 of this act.~~

18 **Sec. 7124.** RCW 25.15.--- and 2015 c (Substitute Senate
19 Bill No. 5030) s 70 are each amended to read as follows:

20 ~~((1) The following activities, among others,)) A nonexhaustive~~
21 ~~list of activities that do not constitute transacting business~~
22 ~~((within the meaning of this article:~~

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

26 ~~(b) Holding meetings of the members, or managers if any, or~~
27 ~~carrying on other activities concerning internal limited liability~~
28 ~~company affairs;~~

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

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

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

37 ~~(f) Soliciting or procuring orders, whether by mail or through~~
38 ~~employees or agents or otherwise, where the orders require acceptance~~

1 outside this state before becoming binding contracts and where the
2 contracts do not involve any local performance other than delivery
3 and installation;

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

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

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

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

12 (k) Transacting business in interstate commerce;

13 (l) Owning a controlling interest in a corporation or a foreign
14 corporation that transacts business within this state;

15 (m) Participating as a limited partner of a domestic or foreign
16 limited partnership that transacts business within this state; or

17 (n) Participating as a member or a manager of a domestic or
18 foreign limited liability company that transacts business within this
19 state.

20 (2) The list of activities in subsection (1) of this section is
21 not exhaustive)) in this state is provided in section 1505 of this
22 act.

23 **Sec. 7125.** RCW 25.15.--- and 2015 c (Substitute Senate
24 Bill No. 5030) s 71 are each amended to read as follows:

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

29 ((2) The secretary of state is an agent of a foreign limited
30 liability company upon whom any such process, notice, or demand may
31 be served if:

32 (a) The foreign limited liability company fails to appoint or
33 maintain a registered agent in this state; or

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

36 (3) Service on the secretary of state of any such process,
37 notice, or demand is made by delivering to and leaving with the
38 secretary of state, or with any duly authorized clerk of the
39 secretary of state's office, the process, notice, or demand. In the

1 ~~event any such process, notice, or demand is served on the secretary~~
2 ~~of state, the secretary of state must immediately cause a copy~~
3 ~~thereof to be forwarded by certified mail, addressed to the foreign~~
4 ~~limited liability company at the address of its principal office as~~
5 ~~it appears on the records of the secretary of state. Any service so~~
6 ~~had on the secretary of state is returnable in not less than thirty~~
7 ~~days.~~

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

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

16 **Sec. 7126.** RCW 25.15.--- and 2015 c (Substitute Senate
17 Bill No. 5030) s 72 are each amended to read as follows:

18 ~~((1))~~ Any foreign limited liability company which does business
19 in this state without having registered under ~~((RCW 25.15.---~~
20 ~~(section 63, chapter (Substitute Senate Bill No. 5030), Laws of~~
21 ~~2015))~~ part I, Article 5 of this act has thereby ~~((appointed and~~
22 ~~constituted the secretary of state its agent for the acceptance))~~
23 consented to service of legal process in accordance with section 1411
24 of this act in any civil action, suit, or proceeding against it in
25 any state or federal court in this state arising or growing out of
26 any business done by it within this state. The doing of business in
27 this state by such foreign limited liability company is a
28 signification of the agreement of such foreign limited liability
29 company that any such process when so served is of the same legal
30 force and validity as if served upon a registered agent personally
31 within this state.

32 ~~((2) In the event of service upon the secretary of state in~~
33 ~~accordance with subsection (1) of this section, the secretary of~~
34 ~~state must notify the foreign limited liability company thereof by~~
35 ~~letter, certified mail, return receipt requested, directed to the~~
36 ~~foreign limited liability company at the address furnished to the~~
37 ~~secretary of state by the plaintiff in such action, suit, or~~
38 ~~proceeding. Such letter must enclose a copy of the process and any~~
39 ~~other papers served upon the secretary of state. It is the duty of~~

1 ~~the plaintiff in the event of such service to serve process and any~~
2 ~~other papers in duplicate and to notify the secretary of state that~~
3 ~~service is being made pursuant to this subsection.))~~

4 **Sec. 7127.** RCW 25.15.--- and 2015 c (Substitute Senate
5 Bill No. 5030) s 73 are each amended to read as follows:

6 The secretary of state may ~~((commence a proceeding under RCW~~
7 ~~25.15.--- (section 74, chapter (Substitute Senate Bill No.~~
8 ~~5030), Laws of 2015) to revoke))~~ terminate the registration of a
9 foreign limited liability company ~~((authorized to transact business))~~
10 registered in this state ~~((if:~~

11 ~~(1) The foreign limited liability company does not pay any~~
12 ~~license fees or penalties imposed by this chapter when they become~~
13 ~~due;~~

14 ~~(2) The foreign limited liability company does not deliver its~~
15 ~~completed annual report to the secretary of state when it is due;~~

16 ~~(3) The foreign limited liability company is without a registered~~
17 ~~agent or registered office in this state for sixty days or more; or~~

18 ~~(4) The secretary of state receives a duly authenticated~~
19 ~~certificate from the secretary of state or other official having~~
20 ~~custody of limited liability company records in the jurisdiction~~
21 ~~under which the foreign limited liability company was organized~~
22 ~~stating that the foreign limited liability company has been dissolved~~
23 ~~or its certificate or articles of formation canceled))~~ under the
24 circumstances and procedures specified in section 1511 of this act.

25 **Sec. 7128.** RCW 25.15.--- and 2015 c (Substitute Senate
26 Bill No. 5030) s 82 are each amended to read as follows:

27 (1) After each constituent organization has approved a merger,
28 articles of merger must be executed on behalf of each constituent
29 organization by an authorized representative.

30 (2) The articles of merger must include:

31 (a) The name and form of each constituent organization and the
32 jurisdiction of its governing statute;

33 (b) The name and form of the surviving organization and the
34 jurisdiction of its governing statute;

35 (c) The date the merger is effective under the governing statute
36 of the surviving organization;

37 (d) Any amendments provided for in the plan of merger for the
38 organizational document that created the surviving organization;

1 (e) A statement as to each constituent organization that the
2 merger was approved as required by the organization's governing
3 statute;

4 (f) If the surviving organization is a foreign organization not
5 ~~((authorized))~~ registered to transact business in this state, the
6 street and mailing address of ~~((an office that the secretary of state~~
7 ~~may use))~~ the surviving organization's principal office for the
8 purposes of ~~((RCW 25.15.---(3) (section 83, chapter (Substitute~~
9 ~~Senate Bill No. 5030), Laws of 2015))~~ service of process under
10 section 1411 of this act; and

11 (g) Any additional information required by the governing statute
12 of any constituent organization.

13 (3) The surviving organization must deliver the articles of
14 merger for filing in the office of the secretary of state.

15 (4) The effective time of a merger is:

16 (a) If the surviving organization is a limited liability company,
17 upon the later of:

18 (i) Filing of the articles of merger in the office of the
19 secretary of state; or

20 (ii) Subject to subsection (5) of this section, as specified in
21 the articles of merger; or

22 (b) If the surviving organization is not a limited liability
23 company, as provided by the governing statute of the surviving
24 organization.

25 (5) If the articles of merger do not specify a delayed effective
26 date, the articles of merger become effective upon filing as provided
27 in section 1203 of this act. ~~((If))~~ The articles of merger may
28 specify a delayed effective time and date ~~((, the articles of merger~~
29 ~~become effective at the time and date specified. If the articles of~~
30 ~~merger specify a delayed effective date but no time is specified, the~~
31 ~~articles of merger are effective at the close of business on that~~
32 ~~date. A delayed effective date for articles of merger may not be~~
33 ~~later than the ninetieth day after the date they are filed))~~ in
34 accordance with section 1203 of this act.

35 **Sec. 7129.** RCW 25.15.--- and 2015 c (Substitute Senate
36 Bill No. 5030) s 83 are each amended to read as follows:

37 (1) When a merger becomes effective:

38 (a) The surviving organization continues;

1 (b) Each constituent organization that merges into the surviving
2 organization ceases to exist as a separate entity;

3 (c) The title to all real estate and other property owned by each
4 constituent organization is vested in the surviving organization
5 without reversion or impairment;

6 (d) The surviving organization has all liabilities of each
7 constituent organization;

8 (e) A proceeding pending by or against any constituent
9 organization may be continued as if the merger did not occur or the
10 surviving organization may be substituted in the proceeding for the
11 constituent organization whose existence ceased;

12 (f) Except as prohibited by other law, all of the rights,
13 privileges, immunities, powers, and purposes of each constituent
14 organization that ceases to exist vest in the surviving organization;

15 (g) Except as otherwise provided in the plan of merger, the terms
16 and conditions of the plan of merger take effect;

17 (h) The organizational documents of the surviving organization
18 are amended to the extent provided in the articles of merger; and

19 (i) The former holders of interests of every constituent limited
20 liability company are entitled only to the rights provided in the
21 plan of merger and to their rights under article XII of this chapter.

22 (2) A merger of a limited liability company, including a limited
23 liability company which is not the surviving organization in the
24 merger, does not require the limited liability company to wind up its
25 affairs under RCW 25.15.--- (section 58, chapter (Substitute
26 Senate Bill No. 5030), Laws of 2015) or pay its liabilities and
27 distribute its assets under RCW 25.15.--- (section 60, chapter
28 (Substitute Senate Bill No. 5030), Laws of 2015).

29 (3) A surviving organization that is a foreign organization
30 consents to the jurisdiction of the courts of this state to enforce
31 any obligation owed by a constituent organization, if before the
32 merger the constituent organization was subject to suit in this state
33 on the obligation. A surviving organization that is a foreign
34 organization and not ((authorized)) registered to transact business
35 in this state ~~((appoints the secretary of state as its agent for~~
36 ~~service of))~~ may be served with process pursuant to section 1411 of
37 this act for the purposes of enforcing an obligation under this
38 subsection. ~~((Service on the secretary of state under this subsection~~
39 ~~is made in the same manner and with the same consequences as in RCW~~

1 ~~25.15.---(3) (section 7, chapter (Substitute Senate Bill No.~~
2 ~~5030), Laws of 2015).))~~

3 **Sec. 7130.** RCW 25.15.--- and 2015 c (Substitute Senate
4 Bill No. 5030) s 86 are each amended to read as follows:

5 (1) After a plan of conversion is approved, the converting
6 organization must make one of the following filings to complete the
7 conversion:

8 (a) A converting limited liability company must deliver to the
9 secretary of state for filing articles of conversion, which must
10 include:

11 (i) A statement that the limited liability company has been
12 converted into another organization;

13 (ii) The name and form of the converted organization and the
14 jurisdiction of its governing statute;

15 (iii) The date the conversion is effective under the governing
16 statute of the converted organization;

17 (iv) A statement that the conversion was approved as required by
18 this chapter;

19 (v) A statement that the conversion was approved as required by
20 the governing statute of the converted organization; and

21 (vi) If the converted organization is a foreign organization not
22 ((authorized)) registered to transact business in this state, the
23 street and mailing address of ((an office that the secretary of state
24 may use)) the converted organization's principal office for the
25 purposes of ((RCW 25.15.---(3) (section 87, chapter (Substitute
26 Senate Bill No. 5030), Laws of 2015))) service of process under
27 section 1411 of this act; or

28 (b) A converting organization that is not a limited liability
29 company must deliver to the secretary of state for filing a
30 certificate of formation, together with articles of conversion, which
31 must include:

32 (i) A statement that the limited liability company was converted
33 from another organization;

34 (ii) The name and form of the converting organization and the
35 jurisdiction of its governing statute; and

36 (iii) A statement that the conversion was approved in a manner
37 that complied with the converting organization's governing statute.

38 (2) The effective time of a conversion is either:

1 (a) If the converted organization is a limited liability company,
2 when the certificate of formation takes effect; or

3 (b) If the converted organization is not a limited liability
4 company, as provided by the governing statute of the converted
5 organization.

6 (3) If the certificate of formation filed pursuant to this
7 section does not specify a delayed effective date, it becomes
8 effective upon filing as provided in section 1203 of this act. ((If))
9 The certificate of formation ((specifies)) may specify a delayed
10 effective time and date(~~(, the certificate of formation becomes~~
11 ~~effective at the time and date specified. If the certificate of~~
12 ~~formation specifies a delayed effective date but no time is~~
13 ~~specified, the certificate of formation is effective at the close of~~
14 ~~business on that date. A delayed effective date for a certificate of~~
15 ~~formation may not be later than the ninetieth day after the date it~~
16 ~~is filed))~~ in accordance with section 1203 of this act.

17 **Sec. 7131.** RCW 25.15.--- and 2015 c (Substitute Senate
18 Bill No. 5030) s 87 are each amended to read as follows:

19 (1) An organization that has been converted pursuant to this
20 article is for all purposes the same entity that existed before the
21 conversion.

22 (2) When a conversion takes effect:

23 (a) The title to all real estate and other property owned by the
24 converting organization remains vested in the converted organization
25 without reversion or impairment;

26 (b) All debts, liabilities, and other obligations of the
27 converting organization continue as obligations of the converted
28 organization;

29 (c) An action or proceeding pending by or against the converting
30 organization may be continued as if the conversion had not occurred;

31 (d) Except as prohibited by other law, all of the rights,
32 privileges, immunities, powers, and purposes of the converting
33 organization remain vested in the converted organization;

34 (e) Except as otherwise provided in the plan of conversion, the
35 terms and conditions of the plan of conversion take effect; and

36 (f) Except as otherwise agreed, the conversion does not dissolve
37 a converting limited liability company for the purposes of article
38 VIII of this chapter.

1 (3) A converted organization that is a foreign organization
2 consents to the jurisdiction of the courts of this state to enforce
3 any obligation owed by the converting limited liability company, if
4 before the conversion the converting limited liability company was
5 subject to suit in this state on the obligation. A converted
6 organization that is a foreign organization and not ~~((authorized))~~
7 registered to transact business in this state ~~((appoints the~~
8 ~~secretary of state as its agent for service of))~~ may be served with
9 process in accordance with section 1411 of this act for purposes of
10 enforcing an obligation under this subsection. ~~((Service on the~~
11 ~~secretary of state under this subsection is made in the same manner~~
12 ~~and with the same consequences as in RCW 25.15.---(3) (section 7,~~
13 ~~chapter (Substitute Senate Bill No. 5030), Laws of 2015).))~~

14 **Sec. 7132.** RCW 25.15.--- and 2015 c (Substitute Senate
15 Bill No. 5030) s 102 are each amended to read as follows:

16 ~~((1) The secretary of state must adopt rules establishing fees~~
17 ~~which are charged and collected for:~~

18 ~~(a) Filing of a certificate of formation, certificate of~~
19 ~~amendment, or restated certificate of formation for a domestic~~
20 ~~limited liability company;~~

21 ~~(b) Filing of an application for registration, or a certificate~~
22 ~~correcting any statement in an application for registration, of a~~
23 ~~foreign limited liability company;~~

24 ~~(c) Filing of articles of merger or articles of conversion for a~~
25 ~~domestic limited liability company;~~

26 ~~(d) Filing of a certificate of dissolution for a domestic limited~~
27 ~~liability company;~~

28 ~~(e) Filing of a certificate of revocation of dissolution for a~~
29 ~~domestic limited liability company;~~

30 ~~(f) Filing of an application for reinstatement of a domestic~~
31 ~~limited liability company;~~

32 ~~(g) Filing of a certificate of cancellation for a foreign limited~~
33 ~~liability company;~~

34 ~~(h) Filing of an application to reserve, register, or transfer a~~
35 ~~foreign or domestic limited liability company name;~~

36 ~~(i) Filing of any other certificate, statement, or report~~
37 ~~authorized or permitted to be filed;~~

38 ~~(j) Copies, certified copies, certificates, service of process~~
39 ~~filings, and expedited filings or other special services; and~~

1 ~~(k) The initial and annual report for a limited liability~~
2 ~~company, or the annual report for a foreign limited liability~~
3 ~~company, and any related penalties.~~

4 ~~(2) In the establishment of a fee schedule, the secretary of~~
5 ~~state must, insofar as is possible and reasonable, be guided by the~~
6 ~~fee schedule provided for corporations governed by Title 23B RCW.~~
7 ~~Fees for copies, certified copies, certificates of record, and~~
8 ~~service of process filings must be as provided for in RCW 23B.01.220.~~

9 ~~(3) All fees collected by the secretary of state must be~~
10 ~~deposited with the state treasurer pursuant to law.))~~ Limited
11 liability companies are subject to the applicable fees, charges, and
12 penalties established by the secretary of state under section 1213 of
13 this act and RCW 43.07.120.

14 NEW SECTION. **Sec. 7133.** The following acts or parts of acts are
15 each repealed:

16 (1) RCW 25.15.--- and 2015 c (Substitute Senate Bill No.
17 5030) s 2;

18 (2) RCW 25.15.--- and 2015 c (Substitute Senate Bill No.
19 5030) s 55;

20 (3) RCW 25.15.--- and 2015 c (Substitute Senate Bill No.
21 5030) s 64; and

22 (4) RCW 25.15.--- and 2015 c (Substitute Senate Bill No.
23 5030) s 74.

PART VIII

SECRETARY OF STATE REVISIONS

26 **Sec. 8101.** RCW 43.07.120 and 2010 1st sp.s. c 29 s 6 are each
27 amended to read as follows:

28 (1) The secretary of state must establish by rule and collect the
29 fees in this subsection:

30 (a) For a copy of any law, resolution, record, or other document
31 or paper on file in the secretary's office;

32 (b) For any certificate under seal;

33 (c) For filing and recording trademark;

34 (d) For each deed or patent of land issued by the governor;

35 (e) For recording miscellaneous records, papers, or other
36 documents.

1 (2) The secretary of state may adopt rules under chapter 34.05
2 RCW establishing reasonable fees for the following services rendered
3 under chapter 23.--- RCW (the new chapter created in section 1801 of
4 this act), Title 23B RCW, chapter 18.100, 19.09, 19.34, 19.77, 23.86,
5 23.90, 24.03, 24.06, 24.12, 24.20, 24.24, 24.28, 24.36, 25.04, 25.15,
6 25.10, 25.05, or 26.60 RCW:

7 (a) Any service rendered in-person at the secretary of state's
8 office;

9 (b) Any expedited service;

10 (c) The electronic or facsimile transmittal of information from
11 corporation records or copies of documents;

12 (d) The providing of information by micrographic or other
13 reduced-format compilation;

14 (e) The handling of checks, drafts, or credit or debit cards upon
15 adoption of rules authorizing their use for which sufficient funds
16 are not on deposit; and

17 (f) Special search charges.

18 (3) To facilitate the collection of fees, the secretary of state
19 may establish accounts for deposits by persons who may frequently be
20 assessed such fees to pay the fees as they are assessed. The
21 secretary of state may make whatever arrangements with those persons
22 as may be necessary to carry out this section.

23 (4) The secretary of state may adopt rules for the use of credit
24 or debit cards for payment of fees.

25 (5) No member of the legislature, state officer, justice of the
26 supreme court, judge of the court of appeals, or judge of the
27 superior court may be charged for any search relative to matters
28 pertaining to the duties of his or her office; nor may such official
29 be charged for a certified copy of any law or resolution passed by
30 the legislature relative to his or her official duties, if such law
31 has not been published as a state law.

32 **Sec. 8102.** RCW 43.07.130 and 2010 1st sp.s. c 29 s 7 are each
33 amended to read as follows:

34 There is created within the state treasury a revolving fund, to
35 be known as the "secretary of state's revolving fund," which must be
36 used by the office of the secretary of state to defray the costs of
37 providing registration and information services authorized by law by
38 the office of the secretary of state, and any other cost of carrying

1 out the functions of the secretary of state under Title 11, 18, 19,
2 23, 23B, 24, 25, 26, ~~((30))~~ 30A, 30B, 42, 43, or 64 RCW.

3 The secretary of state is authorized to charge a fee for
4 publications in an amount which will compensate for the costs of
5 printing, reprinting, and distributing such printed matter. Fees
6 recovered by the secretary of state under RCW 43.07.120(2),
7 19.09.305, 19.09.315, 19.09.440, ~~((23B.01.220(1)(e), (6) and (7),~~
8 ~~23B.18.050, 24.03.410, 24.06.455, 25.10.600(6), 25.10.916(1)(e)))~~
9 section 1213(1) (a)(ii) and (iii) and (d) of this act, or 46.64.040,
10 and such other moneys as are expressly designated for deposit in the
11 secretary of state's revolving fund must be placed in the secretary
12 of state's revolving fund.

13 During the 2005-2007 fiscal biennium, the legislature may
14 transfer from the secretary of state's revolving fund to the state
15 general fund such amounts as reflect the excess fund balance of the
16 fund.

17 PART IX

18 MISCELLANEOUS REVISIONS

19 **Sec. 9101.** RCW 23.78.020 and 1991 c 72 s 9 are each amended to
20 read as follows:

21 Any corporation organized under the laws of this state may elect
22 to be governed as an employee cooperative under the provisions of
23 this chapter, by so stating in its articles of incorporation, or
24 articles of amendment filed in accordance with Title 23B RCW and part
25 I, Article 2 of this act.

26 A corporation so electing shall be governed by all provisions of
27 Title 23B RCW, except RCW 23B.07.050, 23B.13.020, and chapter 23B.11
28 RCW, and except as otherwise provided in this chapter.

29 **Sec. 9102.** RCW 23.78.030 and 1991 c 72 s 10 are each amended to
30 read as follows:

31 An employee cooperative may revoke its election under this
32 chapter by a vote of two-thirds of the members and through articles
33 of amendment ~~((filed with))~~ delivered to the secretary of state for
34 filing in accordance with RCW 23B.01.200 ~~((and))~~, 23B.10.060, and
35 part I, Article 2 of this act.

1 **Sec. 9103.** RCW 23.86.030 and 1989 c 307 s 5 are each amended to
2 read as follows:

3 (1) The name of any association subject to this chapter (~~may~~
4 ~~contain the word "corporation," "incorporated," or "limited" or an~~
5 ~~abbreviation of any such word~~) must comply with part I, Article 3 of
6 this act.

7 (2) No corporation or association organized or doing business in
8 this state shall be entitled to use the term "cooperative" as a part
9 of its corporate or other business name or title, unless it: (a) Is
10 subject to the provisions of this chapter, chapter 23.78, or 31.12
11 RCW; (b) is subject to the provisions of chapter 24.06 RCW and
12 operating on a cooperative basis; (c) is, on July 23, 1989, an
13 organization lawfully using the term "cooperative" as part of its
14 corporate or other business name or title; or (d) is a nonprofit
15 corporation or association the voting members of which are
16 corporations or associations operating on a cooperative basis. Any
17 corporation or association violating the provisions of this section
18 may be enjoined from doing business under such name at the instance
19 of any member or any association subject to this chapter.

20 (3) A member of the board of directors or an officer of any
21 association subject to this chapter shall have the same immunity from
22 liability as is granted in RCW 4.24.264.

23 **Sec. 9104.** RCW 23.86.055 and 1989 c 307 s 8 are each amended to
24 read as follows:

25 (1) (~~Duplicate originals of~~) The articles of incorporation
26 shall be signed by the incorporators (~~shall be~~) and delivered to
27 the secretary of state for filing in accordance with part I, Article
28 2 of this act. (~~If the secretary of state finds that the articles of~~
29 ~~incorporation conform to law, the secretary of state shall, when all~~
30 ~~required fees have been paid:~~

31 ~~(a) Endorse each original with the word "filed" and the effective~~
32 ~~date of the filing.~~

33 ~~(b) File one original in his or her office.~~

34 ~~(c) Issue a certificate of incorporation with one original~~
35 ~~attached.))~~

36 (2) (~~The certificate of incorporation, with an original of the~~
37 ~~articles of incorporation affixed by the secretary of state, shall be~~
38 ~~returned to the incorporators or their representatives and shall be~~
39 ~~retained by the association.~~

1 ~~(3))~~ Upon the filing of the articles of incorporation, the
2 corporate existence shall begin, and the certificate of incorporation
3 shall, except as against the state in a proceeding to cancel or
4 revoke the certificate of incorporation, be conclusive evidence that
5 all conditions precedent required to be performed by the
6 incorporators have been complied with and that the corporation has
7 been incorporated under this chapter.

8 **Sec. 9105.** RCW 23.86.070 and 2010 1st sp.s. c 29 s 10 are each
9 amended to read as follows:

10 ~~((For filing articles of incorporation of an association~~
11 ~~organized under this chapter or filing application for a certificate~~
12 ~~of authority by a foreign corporation, there must be paid to the~~
13 ~~secretary of state a fee as established by the secretary by rule.~~
14 ~~Fees for filing an amendment to articles of incorporation must be~~
15 ~~established by the secretary of state by rule. For filing other~~
16 ~~documents with the secretary of state and issuing certificates, fees~~
17 ~~are as prescribed in RCW 23B.01.220. Associations subject to this~~
18 ~~chapter are not subject to any corporation license fees excepting the~~
19 ~~fees hereinabove enumerated.))~~ Associations organized under or
20 subject to this chapter are subject to the applicable fees, charges,
21 and penalties established by the secretary of state under section
22 1213 of this act and RCW 43.07.120.

23 **Sec. 9106.** RCW 23.86.095 and 1989 c 307 s 13 are each amended to
24 read as follows:

25 Effective January 1, 1990, every association subject to this
26 chapter shall have and maintain a ~~((registered office and a))~~
27 registered agent in this state in accordance with the requirements
28 set forth in ~~((RCW 24.06.050))~~ part I, Article 4 of this act.

29 **Sec. 9107.** RCW 23.86.210 and 1991 c 72 s 18 are each amended to
30 read as follows:

31 (1) A cooperative association may be converted to a domestic
32 ordinary business corporation pursuant to the following procedures:

33 (a) The board of directors of the association shall, by
34 affirmative vote of not less than two-thirds of all such directors,
35 adopt a plan for such conversion setting forth:

36 (i) The reasons why such conversion is desirable and in the
37 interests of the members of the association;

1 (ii) The proposed contents of articles of conversion with respect
2 to items (ii) through (ix) of subparagraph (c) below; and

3 (iii) Such other information and matters as the board of
4 directors may deem to be pertinent to the proposed plan.

5 (b) After adoption by the board of directors, the plan for
6 conversion shall be submitted for approval or rejection to the
7 members of the association at any regular meetings or at any special
8 meetings called for that purpose, after notice of the proposed
9 conversion has been given to all members entitled to vote thereon, in
10 the manner provided by the bylaws. The notice of the meeting shall be
11 accompanied by a full copy of the proposed plan for conversion or by
12 a summary of its provisions. At the meeting members may vote upon the
13 proposed conversion in person, or by written proxy, or by mailed
14 ballot. The affirmative vote of two-thirds of the members voting
15 thereon shall be required for approval of the plan of conversion. If
16 the total vote upon the proposed conversion shall be less than
17 twenty-five percent of the total membership of the association, the
18 conversion shall not be approved.

19 (c) Upon approval by the members of the association, the articles
20 of conversion shall be executed in duplicate by the association by
21 one of its officers and shall set forth:

22 (i) The dates and vote by which the plan for conversion was
23 adopted by the board of directors and members respectively;

24 (ii) The corporate name of the converted organization. The name
25 shall comply with requirements in part I, Article 3 of this act for
26 names of business corporations formed under Title 23B RCW, and shall
27 not contain the term "cooperative";

28 (iii) The purpose or purposes for which the converted corporation
29 is to exist;

30 (iv) The duration of the converted corporation, which may be
31 perpetual or for a stated term of years;

32 (v) The capitalization of the converted corporation and the class
33 or classes of shares of stock into which divided, together with the
34 par value, if any, of such shares, in accordance with statutory
35 requirements applicable to ordinary business corporations, and the
36 basis upon which outstanding shares of the association are converted
37 into shares of the converted corporation;

38 (vi) Any provision limiting or denying to shareholders the
39 preemptive right to acquire additional shares of the converted
40 corporation;

1 (vii) The address of the converted corporation's ((initial
2 ~~registered office and its~~)) initial registered agent ((at such
3 address));

4 (viii) The names and addresses of the persons who are to serve as
5 directors of the converted corporation until the first annual meeting
6 of shareholders of the converted corporation or until their
7 successors are elected and qualify;

8 (ix) Any additional provisions, not inconsistent with law,
9 provided for by the plan for conversion for the regulation of the
10 internal affairs of the converted corporation, including any
11 provision restricting the transfer of shares or which under Title 23B
12 RCW is required or permitted to be set forth in bylaws.

13 (d) The ~~((executed duplicate originals of the))~~ articles of
14 conversion shall be delivered to the secretary of state for filing in
15 accordance with part I, Article 2 of this act. ~~((If the secretary of~~
16 ~~state finds that the articles of conversion conform to law, the~~
17 ~~secretary of state shall, when all the fees have been paid as in this~~
18 ~~section prescribed;~~

19 ~~((i) Endorse on each of such originals the word "Filed", and the~~
20 ~~effective date of such filing;~~

21 ~~((ii) File one of such originals; and~~

22 ~~((iii) Issue a certificate of conversion to which one of such~~
23 ~~originals shall be affixed.))~~

24 (e) ~~((The certificate of conversion, together with the original~~
25 ~~of the articles of conversion affixed thereto by the secretary of~~
26 ~~state, shall be returned to the converted corporation or its~~
27 ~~representative. The original affixed to the certificate of conversion~~
28 ~~shall be retained by the converted corporation.~~

29 ~~((f))~~ Upon ~~((filing))~~ delivering the articles of conversion to
30 the secretary of state for filing, the converted corporation shall
31 pay, and the secretary of state shall collect, the same filing and
32 license fees as for filing articles of incorporation of a newly
33 formed business corporation similarly capitalized.

34 (2) Upon filing by the secretary of state of the articles of
35 conversion, the conversion of the cooperative association to an
36 ordinary business corporation shall become effective as provided in
37 section 1203 of this act; the articles of conversion shall thereafter
38 constitute and be treated in like manner as articles of
39 incorporation; and the converted corporation shall be subject to all
40 laws applicable to corporations formed under Title 23B RCW, and shall

1 not thereafter be subject to laws applying only to cooperative
2 associations. The converted corporation shall constitute and be
3 deemed to constitute a continuation of the corporate substance of the
4 cooperative association and the conversion shall in no way derogate
5 from the rights of creditors of the former association.

6 **Sec. 9108.** RCW 23.86.220 and 1991 c 72 s 19 are each amended to
7 read as follows:

8 (1) A cooperative association may merge with one or more domestic
9 cooperative associations, or with one or more domestic ordinary
10 business corporations, in accordance with the procedures and subject
11 to the conditions set forth or referred to in this section.

12 (2) If the merger is into another domestic cooperative
13 association, the board of directors of each of the associations shall
14 approve by vote of not less than two-thirds of all the directors, a
15 plan of merger setting forth:

16 (a) The names of the associations proposing to merge;

17 (b) The name of the association which is to be the surviving
18 association in the merger;

19 (c) The terms and conditions of the proposed merger;

20 (d) The manner and basis of converting the shares of each merging
21 association into shares or other securities or obligations of the
22 surviving association;

23 (e) A statement of any changes in the articles of incorporation
24 of the surviving association to be effected by such merger; and

25 (f) Such other provisions with respect to the proposed merger as
26 are deemed necessary or desirable.

27 (3) Following approval by the boards of directors, the plan of
28 merger shall be submitted to a vote of the members of each of the
29 associations at any regular meeting or at any special meetings called
30 for that purpose, after notice of the proposed merger has been given
31 to all members entitled to vote thereon, in the manner provided in
32 the bylaws. The notice of the meeting shall be in writing stating the
33 purpose or purposes of the meeting and include or be accompanied by a
34 copy or summary of the plan of merger. At the meeting members may
35 vote upon the proposed merger in person, or by written proxy, or by
36 mailed ballot. The affirmative vote of two-thirds of the members
37 voting thereon, by each association, shall be required for approval
38 of the plan of merger. If the total vote of either association upon
39 the proposed merger shall be less than twenty-five percent of the

1 total membership of such association, the merger shall not be
2 approved.

3 (4) Upon approval by the members of the associations proposing to
4 merge, articles of merger shall be executed in duplicate by each
5 association by an officer of each association, and shall set forth:

6 (a) The plan of merger;

7 (b) As to each association, the number of members and, if there
8 is capital stock, the number of shares outstanding; and

9 (c) As to each association, the number of members who voted for
10 and against such plan, respectively.

11 (5) (~~duplicate originals of~~) The articles of merger shall be
12 delivered to the secretary of state for filing in accordance with
13 part I, Article 2 of this act. (~~If the secretary of state finds that~~
14 ~~such articles conform to law, the secretary of state shall, when all~~
15 ~~fees have been paid as in this section prescribed:~~

16 ~~(a) Endorse on each of such originals the word "Filed", and the~~
17 ~~effective date of such filing;~~

18 ~~(b) File one of such originals; and~~

19 ~~(c) Issue a certificate of merger to which one of such originals~~
20 ~~shall be affixed.))~~

21 (6) (~~The certificate of merger, together with the duplicate~~
22 ~~original of the articles of merger affixed thereto by the secretary~~
23 ~~of state shall be returned to the surviving association or its~~
24 ~~representative.~~

25 ~~(7))~~ For filing articles of merger hereunder the secretary of
26 state shall charge and collect the same fees as apply to filing of
27 articles of merger of ordinary business corporations.

28 (~~(8))~~ (7) If the plan of merger is for merger of the
29 cooperative association into a domestic ordinary business
30 corporation, the association shall follow the same procedures as
31 hereinabove provided for merger of domestic cooperative associations
32 and the ordinary business corporation shall follow the applicable
33 procedures set forth in RCW 23B.07.050 and chapter 23B.11 RCW.

34 (~~(9))~~ (8) At any time prior to filing of the articles of
35 merger, the merger may be abandoned pursuant to provisions therefor,
36 if any, set forth in the plan of merger.

37 **Sec. 9109.** RCW 23.86.310 and 1989 c 307 s 15 are each amended to
38 read as follows:

1 (~~Effective January 1, 1990,~~) Every association subject to this
2 chapter shall (~~comply with the requirements set forth in RCW~~
3 ~~24.06.440~~) deliver an annual report to the secretary of state in
4 accordance with section 1212 of this act.

5 **Sec. 9110.** RCW 23.86.330 and 1991 c 72 s 21 are each amended to
6 read as follows:

7 The provisions of (~~RCW 23B.14.200 and 23B.14.210~~) part I,
8 Article 6 of this act relating to administrative dissolution by the
9 secretary of state shall apply to every association subject to this
10 chapter formed on or after July 23, 1989.

11 **Sec. 9111.** RCW 23.86.370 and 1989 c 307 s 33 are each amended to
12 read as follows:

13 The provisions of (~~RCW 24.06.340 through 24.06.435~~) part I,
14 Article 5 of this act and RCW 24.06.367 and 24.06.369 shall apply to
15 every foreign corporation which desires to conduct affairs in this
16 state under the authority of this chapter.

17 **Sec. 9112.** RCW 23.90.040 and 1981 c 302 s 3 are each amended to
18 read as follows:

19 (1) Any Massachusetts trust desiring to do business in this state
20 shall file with the secretary of state, in accordance with part I,
21 Article 2 of this act, a verified copy of the trust instrument
22 creating such a trust and any amendment thereto, the assumed business
23 name, if any, and the names and addresses of its trustees.

24 (2) Any person dealing with such Massachusetts trust shall be
25 bound by the terms and conditions of the trust instrument and any
26 amendments thereto so filed.

27 (3) Any Massachusetts trust created under this chapter or
28 entering this state pursuant thereto shall pay such taxes and fees as
29 are imposed by the laws, ordinances, and resolutions of the state of
30 Washington and any counties and municipalities thereof on domestic
31 and foreign corporations, respectively, on an identical basis
32 therewith. In computing such taxes and fees, the shares of beneficial
33 interest of such a trust shall have the character for tax purposes of
34 shares of stock in private corporations.

35 (4) Any Massachusetts trust shall be subject to such applicable
36 provisions of law, now or hereafter enacted, with respect to domestic
37 and foreign corporations, respectively, as relate to the issuance of

1 securities, filing of required statements or reports, service of
2 process, general grants of power to act, right to sue and be sued,
3 limitation of individual liability of shareholders, rights to
4 acquire, mortgage, sell, lease, operate and otherwise to deal in real
5 and personal property, and other applicable rights and duties
6 existing under the common law and statutes of this state in a manner
7 similar to those applicable to domestic and foreign corporations.

8 (5) The secretary of state, director of licensing, and the
9 department of revenue of the state of Washington are each authorized
10 and directed to prescribe binding rules and regulations applicable to
11 said Massachusetts trusts consistent with this chapter.

12 **Sec. 9113.** RCW 24.12.045 and 2009 c 437 s 13 are each amended to
13 read as follows:

14 (1) Each corporation sole registered in this state shall ~~((file,~~
15 ~~with a ten dollar filing fee and within the time prescribed by this~~
16 ~~chapter,))~~ deliver an annual report ~~((in the form prescribed by))~~ to
17 the secretary of state in accordance with section 1212 of this act.
18 The report shall ~~((set forth:~~

19 ~~(a) The name of the corporation sole and the state or country~~
20 ~~under the laws of which it is incorporated;~~

21 ~~(b) The address of the principal place of business of the~~
22 ~~corporation sole in this state including street and number;~~

23 ~~(c) The name and respective address of the bishop, overseer, or~~
24 ~~presiding elder of the corporation sole; and~~

25 ~~(d) The corporation sole's unified business identifier number.~~

26 (2)(a) ~~The information shall be given as of the date of the~~
27 ~~execution of the report. It shall))~~ be executed by the corporation
28 sole by an officer of the corporation sole or, if the corporation
29 sole is in the hands of a receiver or trustee, it shall be executed
30 on behalf of the corporation sole by such receiver or trustee.

31 ~~((b))~~ (2) The secretary of state may provide that correcting or
32 updating information appearing on previous annual or biennial filings
33 is sufficient to constitute the current filing.

34 (3) The secretary may administratively dissolve a corporation
35 sole that does not comply with this section in accordance with
36 section 1603 of this act. However, the secretary shall reinstate a
37 corporation sole administratively dissolved under this subsection if
38 the corporation sole complies with the requirements of RCW 24.12.055
39 within five years of the administrative dissolution.

1 **Sec. 9114.** RCW 24.12.051 and 2011 c 183 s 7 are each amended to
2 read as follows:

3 ~~((1) Not less than thirty days prior to a corporation sole's~~
4 ~~renewal date,))~~ The secretary of state shall send to each corporation
5 ~~sole((, by postal or electronic mail, as elected by the corporation~~
6 ~~sole, addressed to its registered office, or to an electronic address~~
7 ~~designated by the corporation sole, in a record retained by the~~
8 ~~secretary of state,))~~ a notice in accordance with section 1212 of
9 this act that its annual report must be filed as required by this
10 chapter~~((, and stating that if it fails to file its annual report it~~
11 ~~shall be dissolved or its certificate of authority revoked, as the~~
12 ~~case may be. Failure of the secretary of state to send the notice~~
13 ~~does not relieve a corporation sole from its obligation to file the~~
14 ~~annual reports required by this chapter. The option to receive the~~
15 ~~notice provided under this section by electronic mail may be selected~~
16 ~~only when the secretary of state makes the option available.~~

17 ~~(2)(a) The report of a corporation sole shall be delivered to the~~
18 ~~secretary of state on an annual renewal date as the secretary of~~
19 ~~state may establish. The secretary of state may adopt rules to~~
20 ~~establish biennial reporting dates and to stagger reporting dates.~~

21 ~~(b) If the secretary of state finds that the report substantially~~
22 ~~conforms to the requirements of this chapter, the secretary of state~~
23 ~~shall file that report)).~~

24 **Sec. 9115.** RCW 24.20.010 and 1981 c 302 s 11 are each amended to
25 read as follows:

26 Any grand lodge, encampment, chapter or any subordinate lodge or
27 body of Free and Accepted Masons, Independent Order of Odd Fellows,
28 Knights of Pythias, or other fraternal society, desiring to
29 incorporate, shall ~~((make))~~ deliver articles of incorporation ~~((in~~
30 ~~duplicate, and file one of such articles in the office of))~~ to the
31 secretary of state for filing in accordance with part I, Article 2 of
32 this act; such articles shall be signed by the presiding officer and
33 the secretary of such lodge, chapter or encampment, and attested by
34 the seal thereof, and shall specify:

35 (1) The name of such lodge or other society, and the place of
36 holding its meetings;

37 (2) The name of the grand body from which it derives its rights
38 and powers as such lodge or society; or if it be a grand lodge, the
39 manner in which its powers as such grand lodge are derived;

1 (3) The names of the presiding officer and the secretary having
2 the custody of the seal of such lodge or society;

3 (4) What officers shall join in the execution of any contract by
4 such lodge or society to give it force and effect in accordance with
5 the usages of such lodges or society.

6 **Sec. 9116.** RCW 24.20.020 and 1993 c 269 s 10 are each amended to
7 read as follows:

8 The secretary of state shall file such articles of incorporation
9 in the secretary of state's office and issue a certificate of
10 incorporation to any such lodge or other society upon the payment of
11 the ((~~sum of twenty dollars~~)) filing fee established by the secretary
12 of state under section 1213 of this act.

13 **Sec. 9117.** RCW 24.24.010 and 1982 c 35 s 166 are each amended to
14 read as follows:

15 Any ten or more residents of this state who are members of any
16 chartered body or of different chartered bodies of any fraternal
17 order or society who shall desire to incorporate for the purpose of
18 owning real or personal property or both real and personal property
19 for the purpose and for the benefit of such bodies, may make and
20 execute articles of incorporation, which shall be executed in
21 duplicate, and shall be subscribed by each of the persons so
22 associating themselves together: PROVIDED, That no lodge shall be
23 incorporated contrary to the provisions of the laws and regulations
24 of the order or society of which it is a constituent part. Such
25 articles, at the election of the incorporators, may either provide
26 for the issuing of capital stock or for incorporation as a society of
27 corporation without shares of stock. One of such articles shall be
28 filed in the office of the secretary of state in accordance with part
29 I, Article 2 of this act, accompanied by a filing fee ((~~of twenty~~
30 ~~dollars~~)) established by the secretary of state under section 1213 of
31 this act, and the other of such articles shall be preserved in the
32 records of the corporation.

33 **Sec. 9118.** RCW 24.24.100 and 1993 c 269 s 11 are each amended to
34 read as follows:

35 The secretary of state shall file such articles of incorporation
36 or amendment thereto in the secretary of state's office and issue a
37 certificate of incorporation or amendment, as the case may be, to

1 such fraternal association upon the payment of a fee (~~in the sum of~~
2 ~~twenty dollars~~)) established by the secretary of state under section
3 1213 of this act.

4 **Sec. 9119.** RCW 24.28.010 and 1981 c 302 s 13 are each amended to
5 read as follows:

6 Any grange of the patrons of husbandry, desiring hereafter to
7 incorporate, may incorporate and become bodies politic in this state,
8 by filing in the office of the secretary of state of Washington in
9 accordance with part I, Article 2 of this act, a certificate or
10 article subscribed and acknowledged by not less than five members of
11 such grange and by the master of the Washington state grange
12 embodying:

13 (1) The name of such grange and the place of holding its
14 meetings.

15 (2) What elective officers the said grange will have, when such
16 officers shall be elected; how, and by whom, the business of the
17 grange shall be conducted or managed, and what officers shall join in
18 the execution of any contract by such grange to give force and effect
19 in accordance with the usages of the order of the patrons of
20 husbandry; such articles shall be subscribed by the master of such
21 grange attested by the secretary, with the seal of the grange.

22 (3) A copy of the bylaws of such grange shall also be filed in
23 the said office of the secretary of state.

24 (4) The names of all such officers at the time of filing the
25 application, and the time for which they may be respectively elected.
26 When such articles shall be filed, such grange shall be a body
27 politic and corporate, with all the incidents of a corporation,
28 subject nevertheless to the laws and parts of laws now in force or
29 hereafter to be passed regulating corporations.

30 **Sec. 9120.** RCW 18.100.120 and 1993 c 290 s 1 are each amended to
31 read as follows:

32 Corporations organized pursuant to this chapter shall render
33 professional service and exercise its authorized powers under a name
34 permitted by law and the professional ethics of the profession in
35 which the corporation is so engaged. The corporate name of a
36 professional service corporation must (~~contain either the words~~
37 ~~"professional service" or "professional corporation" or the~~
38 ~~abbreviation "P.S." or "P.C."~~ The corporate name may also contain

1 ~~either the words "corporation," "incorporated," "company," or~~
2 ~~"limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.")~~
3 comply with the requirements of part I, Article 3 of this act. With
4 the filing of its first annual report and any filings thereafter, a
5 professional service corporation shall list its then shareholders(~~(÷~~
6 ~~PROVIDED, That notwithstanding the foregoing provisions of this~~
7 ~~section, the corporate name of a corporation organized to render~~
8 ~~dental services shall contain the full names or surnames of all~~
9 ~~shareholders and no other word than "chartered" or the words~~
10 ~~"professional services" or the abbreviation "P.S." or "P.C.")~~).

11 NEW SECTION. **Sec. 9121.** The following acts or parts of acts are
12 each repealed:

13 (1) RCW 23.86.155 (Failure to appoint registered agent—Removal—
14 Reinstatement) and 1989 c 307 s 35;

15 (2) RCW 23.86.300 (Application of RCW 24.06.055 and 24.06.060)
16 and 1989 c 307 s 14;

17 (3) RCW 23.86.320 (Application of RCW 24.06.445) and 1989 c 307 s
18 16;

19 (4) RCW 23.86.335 (Application of RCW 23B.14.203—Name not
20 distinguishable from name of governmental entity) and 1997 c 12 s 8;

21 (5) RCW 23.86.340 (Application of RCW 23B.14.220—Reinstatement)
22 and 1991 c 72 s 22 & 1989 c 307 s 18;

23 (6) RCW 24.12.060 (Administrative dissolution or revocation of a
24 certificate of authority—Corporation name not distinguishable from
25 name of governmental entity—Application by governmental entity) and
26 1997 c 12 s 4;

27 (7) RCW 24.20.040 (Reincorporation) and 1903 c 80 s 4;

28 (8) RCW 24.20.050 (Administrative dissolution or revocation of a
29 certificate of authority—Corporation name not distinguishable from
30 name of governmental entity—Application by governmental entity) and
31 1997 c 12 s 5;

32 (9) RCW 24.24.130 (Administrative dissolution or revocation of a
33 certificate of authority—Corporation name not distinguishable from
34 name of governmental entity—Application by governmental entity) and
35 1997 c 12 s 6; and

36 (10) RCW 24.28.045 (Administrative dissolution or revocation of a
37 certificate of authority—Corporation name not distinguishable from

1 name of governmental entity—Application by governmental entity) and
2 1997 c 12 s 7.

Passed by the Senate April 21, 2015.

Passed by the House April 8, 2015.

Approved by the Governor May 6, 2015.

Filed in Office of Secretary of State May 6, 2015.