

**RCW 24.06.025 Articles of incorporation.** The articles of incorporation shall set forth:

- (1) The name of the corporation.
- (2) The period of duration, which may be perpetual or for a stated number of years.
- (3) The purpose or purposes for which the corporation is organized.
- (4) The qualifications and the rights and responsibilities of the members and the manner of their election, appointment, or admission to membership and termination of membership; and, if there is more than one class of members or if the members of any one class are not equal, the relative rights and responsibilities of each class or each member.
- (5) If the corporation is to have capital stock:
  - (a) The aggregate number of shares which the corporation shall have authority to issue; if such shares are to consist of one class only, the par value of each of such shares, or a statement that all of such shares are without par value; or, if such shares are to be divided into classes, the number of shares of each class, and a statement of the par value of the shares of each such class or that such shares are to be without par value;
  - (b) If the shares are to be divided into classes, the designation of each class and a statement of the preferences, limitations, and relative rights in respect of the shares of each class;
  - (c) If the corporation is to issue the shares of any preferred or special class in series, then the designation of each series and a statement of the variations in the relative rights and preferences as between series insofar as the same are to be fixed in the articles of incorporation, and a statement of any authority to be vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences as between series;
  - (d) Any provision limiting or denying to shareholders the preemptive right to acquire additional shares of the corporation.
- (6) If the corporation is to distribute surplus funds to its members, stockholders, or other persons, provisions for determining the amount and time of the distribution.
- (7) Provisions for distribution of assets on dissolution or final liquidation.
- (8) Whether a dissenting shareholder or member shall be limited to a return of less than the fair value of his or her shares or membership.
- (9) The address of its initial registered office, including street and number, and the name of its initial registered agent at such address.
- (10) The number of directors constituting the initial board of directors, and the names and addresses of the persons who are to serve as the initial directors.
- (11) The name and address of each incorporator.
- (12) Any provision, not inconsistent with law, for the regulation of the internal affairs of the association, including:
  - (a) Overriding the release from liability provided in RCW 24.06.035(2); and
  - (b) Any provision which under this title is required or permitted to be set forth in the bylaws.

It shall not be necessary to set forth in the articles of incorporation any of the corporate powers enumerated in this chapter. Unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment to the articles of

incorporation, a change in the number of directors made by amendment to the bylaws shall be controlling. In all other cases, whenever a provision of the articles of incorporation is inconsistent with a bylaw, the provision of the articles of incorporation shall be controlling. [2011 c 336 s 660; 2001 c 271 s 2; 1987 c 212 s 708; 1982 c 35 s 120; 1969 ex.s. c 120 s 5.]

**Intent—Severability—Effective dates—Application—1982 c 35:** See notes following RCW 43.07.160.