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**SUBSTITUTE SENATE BILL 5064**

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**State of Washington**

**55th Legislature**

**1997 Regular Session**

**By** Senate Committee on Law & Justice (originally sponsored by Senators Roach, Haugen, Johnson, Winsley and Rossi; by request of Secretary of State)

Read first time 1/21/97.

1 AN ACT Relating to limited partnerships; amending RCW 25.10.453 and  
2 25.10.553; adding new sections to chapter 25.10 RCW; and providing an  
3 expiration date.

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

5 NEW SECTION. **Sec. 1.** A new section is added to chapter 25.10 RCW  
6 to read as follows:

7 The legislature finds that the maintenance of records regarding  
8 outdated limited partnerships, which no longer actively transact  
9 business, imposes an unnecessary financial burden on the state. The  
10 legislature also finds that the maintenance of outdated records  
11 regarding limited partnerships prevents the names of these partnerships  
12 from being available for use by new business entities. Based upon  
13 those findings, the purposes of chapter . . . , Laws of 1997 (this act)  
14 are:

15 (1) To authorize the secretary of state to identify limited  
16 partnerships formed under legislation that predated the current  
17 Washington uniform limited partnership act that are no longer  
18 transacting business, and to dissolve them and make their names

1 available for new business entities actively transacting business in  
2 this state; and

3 (2) To provide for a system under which the secretary of state's  
4 records of limited partnerships formed under current law are kept  
5 current and the records of limited partnerships no longer conducting  
6 business can be purged.

7 NEW SECTION. **Sec. 2.** A new section is added to chapter 25.10 RCW  
8 to read as follows:

9 (1) This section applies to all existing limited partnerships  
10 formed after June 6, 1945, and before January 1, 1982, under the  
11 authority of statutes effective before January 1, 1982.

12 (2) A limited partnership under this section shall notify the  
13 secretary of state, before January 1, 1998, that it continues to  
14 actively conduct business. The notice must be in writing, and must  
15 include its principle business address, the name of its registered  
16 agent, and the address of its registered office. If the limited  
17 partnership has not previously appointed a registered agent or  
18 designated a registered office, it must do so.

19 (3) The secretary of state shall notify all limited partnerships  
20 under this section of the requirements of subsection (2) of this  
21 section within ninety days of the effective date of this act. The  
22 notice must be in writing, deposited into the mail postage prepaid, and  
23 addressed to the registered office of the limited partnership. If the  
24 secretary does not have a record of a registered office, the notice  
25 must be addressed to the principle business address or other address  
26 contained in the secretary's records.

27 (4)(a) If the limited partnership does not comply with subsection  
28 (2) of this section, then the secretary of state shall commence  
29 proceedings to administratively dissolve the limited partnership under  
30 RCW 25.10.455, except as provided in (b) of this subsection.

31 (b) If the notice is returned as undeliverable, then the secretary  
32 of state may not commence proceedings for administrative dissolution  
33 under (a) of this subsection until the secretary has caused a notice to  
34 be published at least once a week for six consecutive weeks in a  
35 newspaper of general circulation in the county where the principal  
36 place of business of the limited partnership is located, according to  
37 the records of the secretary of state. The secretary may aggregate the  
38 notices to multiple partnerships within a single notice.

1 (c) On the first day of each month, the secretary of state shall  
2 prepare a list of limited partnerships dissolved under this section  
3 during the preceding month, and shall cause that list to be published  
4 in the state register.

5 (5) Limited partnerships dissolved under subsection (4) of this  
6 section may be reinstated under RCW 25.10.457, except that if the  
7 notice was returned as undeliverable the limited partnership may be  
8 reinstated at any time within five years of dissolution. If a limited  
9 partnership demonstrates that it is dissolved under subsection (4) of  
10 this section because the notice was returned as undeliverable, and the  
11 notice was returned as undeliverable solely because of an error in the  
12 processing of the delivery of the notice, the secretary of state shall  
13 reinstate the limited partnership to the same status the limited  
14 partnership had at the time of the dissolution and may not assess a  
15 penalty or fee to the limited partnership.

16 **Sec. 3.** RCW 25.10.453 and 1991 c 269 s 31 are each amended to read  
17 as follows:

18 The secretary of state may commence a proceeding under RCW  
19 25.10.455 to administratively dissolve a limited partnership if:

20 (1) An amendment to the certificate of limited partnership required  
21 by RCW 25.10.090(2)(c) is not filed when specified by that provision;

22 (2) The limited partnership is without a registered agent or  
23 registered office in this state for sixty days or more; ~~((or))~~

24 (3) The limited partnership does not notify the secretary of state  
25 within sixty days that its registered agent or registered office has  
26 been changed, that its registered agent has resigned, or that its  
27 registered office has been discontinued; or

28 (4) The limited partnership does not deliver its completed periodic  
29 report to the secretary of state when it is due.

30 **Sec. 4.** RCW 25.10.553 and 1991 c 269 s 43 are each amended to read  
31 as follows:

32 The secretary of state may commence a proceeding under ~~((section 45~~  
33 ~~of this act))~~ RCW 25.10.555 to revoke registration of a foreign limited  
34 partnership authorized to transact business in this state if:

35 (1) The foreign limited partnership is without a registered agent  
36 or registered office in this state for sixty days or more;

1 (2) The foreign limited partnership does not inform the secretary  
2 of state under RCW 25.10.520 that its registered agent or registered  
3 office has changed, that its registered agent has resigned, or that its  
4 registered office has been discontinued within sixty days of the  
5 change, resignation, or discontinuance;

6 (3) A general partner or other agent of the foreign limited  
7 partnership signed a document knowing it was false in any material  
8 respect with intent that the document be delivered to the secretary of  
9 state for filing; ((or))

10 (4) The secretary of state receives a duly authenticated  
11 certificate from the secretary of state or other official having  
12 custody of partnership records in the jurisdiction under which the  
13 foreign limited partnership was organized stating that the foreign  
14 limited partnership has been dissolved or its limited partnership  
15 certificate canceled; or

16 (5) The foreign limited partnership does not deliver its completed  
17 periodic report to the secretary of state when it is due.

18 NEW SECTION. Sec. 5. A new section is added to chapter 25.10 RCW  
19 to read as follows:

20 (1) A limited partnership formed or registered under this chapter  
21 shall deliver to the secretary of state for filing periodic reports  
22 that set forth:

23 (a) The name of the limited partnership;

24 (b) The street address of its registered office and the name of its  
25 registered agent in this state;

26 (c) In the case of a foreign limited partnership, the address of  
27 its principle office in the state or country under the laws of which it  
28 is formed; and

29 (d) The address of the principle place of business of the limited  
30 partnership in this state.

31 (2) Periodic reports are due every five years on the anniversary  
32 date of the formation or registration of the limited partnership. The  
33 secretary of state may provide by rule for a longer period of time  
34 between reports. Periodic reports must be accompanied by a fee equal  
35 to the corporation license fee under Title 23B RCW.

36 (3) As to limited partnerships formed or registered before the  
37 effective date of this act, the secretary of state shall provide by  
38 administrative rule for a schedule under which the first reports under

1 this section shall be due. The reports may not be due earlier than one  
2 year after the effective date of this act.

3 NEW SECTION. **Sec. 6.** Sections 1 and 2 of this act expire January  
4 1, 2005.

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