

CERTIFICATION OF ENROLLMENT

HOUSE BILL 2313

Chapter 74, Laws of 2002

57th Legislature
2002 Regular Session

ELECTRONIC FILING

EFFECTIVE DATE: 6/13/02

Passed by the House February 16, 2002
Yeas 98 Nays 0

FRANK CHOPP
**Speaker of the House of
Representatives**

Passed by the Senate March 8, 2002
Yeas 49 Nays 0

BRAD OWEN
President of the Senate

Approved March 21, 2002

GARY LOCKE
Governor of the State of Washington

CERTIFICATE

I, Cynthia Zehnder, Chief Clerk of the House of Representatives of the State of Washington, do hereby certify that the attached is **HOUSE BILL 2313** as passed by the House of Representatives and the Senate on the dates hereon set forth.

CYNTHIA ZEHNDER
Chief Clerk

FILED

March 21, 2002 - 2:40 p.m.

**Secretary of State
State of Washington**

HOUSE BILL 2313

Passed Legislature - 2002 Regular Session

State of Washington

57th Legislature

2002 Regular Session

By Representatives Lantz, Anderson, Rockefeller, Kenney, Ogden, Upthegrove, Kagi, Dunn and Esser; by request of Secretary of State

Read first time 01/14/2002. Referred to Committee on Judiciary.

1 AN ACT Relating to electronic filing and registration; amending RCW
2 19.09.020, 19.09.075, 19.09.279, 24.03.005, 24.03.145, 24.03.175,
3 24.03.183, 24.03.200, 24.03.245, 24.03.325, 24.03.330, 24.03.375,
4 25.15.020, 25.15.085, 25.15.095, 25.15.325, and 43.07.170; adding new
5 sections to chapter 24.03 RCW; adding a new section to chapter 25.15
6 RCW; and creating a new section.

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

8 **Sec. 1.** RCW 19.09.020 and 1993 c 471 s 1 are each amended to read
9 as follows:

10 When used in this chapter, unless the context otherwise requires:

11 (1) A "bona fide officer or employee" of a charitable organization
12 is one (a) whose conduct is subject to direct control by such
13 organization; (b) who does not act in the manner of an independent
14 contractor in his or her relation with the organization; and (c) whose
15 compensation is not computed on funds raised or to be raised.

16 (2) "Charitable organization" means any entity that solicits or
17 collects contributions from the general public where the contribution
18 is or is purported to be used to support a charitable activity, but
19 does not include any commercial fund raiser or commercial fund-raising

1 entity as defined in this section. "Charitable" (a) is not limited to
2 its common law meaning unless the context clearly requires a narrower
3 meaning; (b) does not include religious or political activities; and
4 (c) includes, but is not limited to, educational, recreational, social,
5 patriotic, legal defense, benevolent, and health causes.

6 (3) "Compensation" means salaries, wages, fees, commissions, or any
7 other remuneration or valuable consideration.

8 (4) "Contribution" means the payment, donation, promise, or grant,
9 for consideration or otherwise, of any money or property of any kind or
10 value which contribution is wholly or partly induced by a solicitation.
11 Reference to dollar amounts of "contributions" or "solicitations" in
12 this chapter means in the case of payments or promises to pay for
13 merchandise or rights of any description, the value of the total amount
14 paid or promised to be paid for such merchandise or rights less the
15 reasonable purchase price to the charitable organization of any such
16 tangible merchandise, rights, or services resold by the organization,
17 and not merely that portion of the purchase price to be applied to a
18 charitable purpose.

19 (5) "Cost of solicitation" means and includes all direct and
20 indirect costs, expenditures, debts, obligations, salaries, wages,
21 commissions, fees, or other money or thing of value paid or incurred in
22 making a solicitation. Cost of solicitation does not include the
23 reasonable purchase price to the charitable organization of any
24 tangible goods or services resold by the organization as a part of its
25 fund raising activities.

26 (6) "Entity" means an individual, organization, group, association,
27 partnership, corporation, agency or unit of state government, or any
28 combination thereof.

29 (7) "General public" or "public" means any individual located in
30 Washington state without a membership or other official relationship
31 with a charitable organization before a solicitation by the charitable
32 organization.

33 (8) "Commercial fund raiser" or "commercial fund-raising entity"
34 means any entity that for compensation or other consideration within
35 this state directly or indirectly solicits or receives contributions
36 for or on behalf of any charitable organization or charitable purpose,
37 or that is engaged in the business of or is held out to persons in this
38 state as independently engaged in the business of soliciting or
39 receiving contributions for such purposes. However, the following

1 shall not be deemed a commercial fund raiser or "commercial fund-
2 raising entity": (a) Any entity that provides fund-raising advice or
3 consultation to a charitable organization within this state but neither
4 directly nor indirectly solicits or receives any contribution for or on
5 behalf of any such charitable organization; and (b) a bona fide officer
6 or other employee of a charitable organization.

7 (9) "Membership" means that for the payment of fees, dues,
8 assessments, etc., an organization provides services and confers a bona
9 fide right, privilege, professional standing, honor, or other direct
10 benefit, in addition to the right to vote, elect officers, or hold
11 office. The term "membership" does not include those persons who are
12 granted a membership upon making a contribution as the result of
13 solicitation.

14 (10) "Other employee" of a charitable organization means any person
15 (a) whose conduct is subject to direct control by such organization;
16 (b) who does not act in the manner of any independent contractor in his
17 or her relation with the organization; and (c) who is not engaged in
18 the business of or held out to persons in this state as independently
19 engaged in the business of soliciting contributions for charitable or
20 religious purposes.

21 (11) "Parent organization" means that part of a charitable
22 organization that coordinates, supervises, or exercises control over
23 policy, fund raising, or expenditures, or assists or advises one or
24 more related foundations, supporting organizations, chapters, branches,
25 or affiliates of such organization in the state of Washington.

26 (12) "Political activities" means those activities subject to
27 chapter 42.17 RCW or the Federal Elections Campaign Act of 1971, as
28 amended.

29 (13) "Religious activities" means those religious, evangelical, or
30 missionary activities under the direction of a religious organization
31 duly organized and operating in good faith that are entitled to receive
32 a declaration of current tax exempt status for religious purposes from
33 the United States government and the duly organized branches or
34 chapters of those organizations.

35 (14) "Secretary" means the secretary of state.

36 (15) "Signed" means hand-written, or, if the secretary adopts rules
37 facilitating electronic filing that pertain to this chapter, in the
38 manner prescribed by those rules.

1 (16) "Solicitation" means any oral or written request for a
2 contribution, including the solicitor's offer or attempt to sell any
3 property, rights, services, or other thing in connection with which:

4 (a) Any appeal is made for any charitable purpose; or

5 (b) The name of any charitable organization is used as an
6 inducement for consummating the sale; or

7 (c) Any statement is made that implies that the whole or any part
8 of the proceeds from the sale will be applied toward any charitable
9 purpose or donated to any charitable organization.

10 The solicitation shall be deemed completed when made, whether or
11 not the person making it receives any contribution or makes any sale.

12 Bingo activities, raffles, and amusement games conducted under
13 chapter 9.46 RCW and applicable rules of the Washington state gambling
14 commission are specifically excluded and shall not be deemed a
15 solicitation under this chapter.

16 **Sec. 2.** RCW 19.09.075 and 1993 c 471 s 3 are each amended to read
17 as follows:

18 An application for registration as a charitable organization shall
19 be submitted in the form prescribed by rule by the secretary,
20 containing, but not limited to, the following:

21 (1) The name, address, and telephone number of the charitable
22 organization;

23 (2) The name(s) under which the organization will solicit
24 contributions;

25 (3) The name, address, and telephone number of the officers of or
26 persons accepting responsibility for the organization;

27 (4) The names of the three officers or employees receiving the
28 greatest amount of compensation from the organization;

29 (5) The purpose of the organization;

30 (6)(a) Whether the organization is exempt from federal income tax;
31 and if so the organization shall attach to its application a copy of
32 the letter by which the internal revenue service granted such status;
33 and

34 (b) The name and address of the entity that prepares, reviews, or
35 audits the financial statement of the organization;

36 (7) A solicitation report of the organization for the preceding
37 accounting year including:

38 (a) The number and types of solicitations conducted;

1 (b) The total dollar value of support received from solicitations
2 and from all other sources received on behalf of the charitable purpose
3 of the charitable organization;

4 (c) The total amount of money applied to charitable purposes, fund
5 raising costs, and other expenses;

6 (d) The name, address, and telephone number of any commercial fund
7 raiser used by the organization;

8 (8) An irrevocable appointment of the secretary to receive service
9 of process in noncriminal proceedings as provided in RCW 19.09.305; and

10 (9) The total revenue of the preceding fiscal year.

11 The solicitation report required to be submitted under subsection
12 (7) of this section shall be in the form prescribed by rule by the
13 secretary, or as agreed to by the secretary and a charitable
14 organization or a group of charitable organizations. A consolidated
15 application for registration may, at the option of the charitable
16 organization, be submitted by a parent organization for itself and any
17 or all of its related foundations, supporting organizations, chapters,
18 branches, or affiliates in the state of Washington.

19 The application shall be signed by the president, treasurer, or
20 comparable officer of the organization (~~whose signature shall be~~
21 ~~notarized~~). The application shall be submitted with a nonrefundable
22 filing fee which shall be in an amount to be established by the
23 secretary by rule. In determining the amount of this application fee,
24 the secretary may consider factors such as the entity's annual budget
25 and its federal income tax status. If the secretary determines that
26 the application is complete, the application shall be filed and the
27 applicant deemed registered.

28 The secretary shall notify the director of veterans' affairs upon
29 receipt of an application for registration as a charitable organization
30 from an entity that purports to raise funds to benefit veterans of the
31 United States military services. The director of veterans' affairs may
32 advise the secretary and the attorney general of any information,
33 reports, or complaints regarding such an organization.

34 **Sec. 3.** RCW 19.09.279 and 1993 c 471 s 21 are each amended to read
35 as follows:

36 (1) The (~~attorney general~~) secretary may assess against any
37 person or organization who violates this chapter, or any rule adopted

1 under this chapter, a civil penalty of not more than one thousand
2 dollars for each violation.

3 (2) Such person or organization shall be afforded the opportunity
4 for a hearing, upon request made to the (~~attorney general~~) secretary
5 within thirty days after the date of issuance of the notice of
6 assessment. The hearing shall be conducted in accordance with chapter
7 34.05 RCW.

8 (3) If any person fails to pay an assessment after it has become a
9 final and unappealable order, or after the court has entered final
10 judgment in favor of the state, the attorney general may recover the
11 amount assessed by action in the appropriate superior court. In such
12 action, the validity and appropriateness of the final order imposing
13 the penalty shall not be subject to review.

14 **Sec. 4.** RCW 24.03.005 and 1989 c 291 s 3 are each amended to read
15 as follows:

16 As used in this chapter, unless the context otherwise requires, the
17 term:

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

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

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

26 (4) "Articles of incorporation" and "articles" mean the original
27 articles of incorporation and all amendments thereto, and includes
28 articles of merger and restated articles.

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

32 (6) "Member" means an individual or entity having membership rights
33 in a corporation in accordance with the provisions of its articles or
34 incorporation or bylaws.

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

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

3 (9) "Duplicate originals" means two copies, original or otherwise,
4 each with original signatures, or one original with original signatures
5 and one copy thereof.

6 (10) "Conforms to law" as used in connection with duties of the
7 secretary of state in reviewing documents for filing under this
8 chapter, means the secretary of state has determined that the document
9 complies as to form with the applicable requirements of this chapter.

10 (11) "Effective date" means, in connection with a document filing
11 made by the secretary of state, the date which is shown by affixing a
12 "filed" stamp on the documents. When a document is received for filing
13 by the secretary of state in a form which complies with the
14 requirements of this chapter and which would entitle the document to be
15 filed immediately upon receipt, but the secretary of state's approval
16 action occurs subsequent to the date of receipt, the secretary of
17 state's filing date shall relate back to the date on which the
18 secretary of state first received the document in acceptable form. An
19 applicant may request a specific effective date no more than thirty
20 days later than the receipt date which might otherwise be applied as
21 the effective date.

22 (12) "Executed by an officer of the corporation," or words of
23 similar import, means that any document signed by such person shall be
24 and is signed by that person under penalties of perjury and in an
25 official and authorized capacity on behalf of the corporation or person
26 making the document submission with the secretary of state and, for the
27 purpose of documents filed electronically with the secretary of state,
28 in compliance with the rules adopted by the secretary of state for
29 electronic filing.

30 (13) "An officer of the corporation" means, in connection with the
31 execution of documents submitted for filing with the secretary of
32 state, the president, a vice president, the secretary, or the treasurer
33 of the corporation.

34 (14) "Public benefit not for profit corporation" or "public benefit
35 nonprofit corporation" means a corporation no part of the income of
36 which is distributable to its members, directors, or officers and that
37 holds a current tax exempt status as provided under 26 U.S.C. Sec.
38 501(c)(3) or is specifically exempted from the requirement to apply for
39 its tax exempt status under 26 U.S.C. Sec. 501(c)(3).

1 NEW SECTION. **Sec. 5.** A new section is added to chapter 24.03 RCW
2 to read as follows:

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

12 NEW SECTION. **Sec. 6.** A new section is added to chapter 24.03 RCW
13 to read as follows:

14 Documents Submitted for Filing--Exact or Conformed Copies. A
15 document submitted to the secretary of state for filing under this
16 chapter must be accompanied by an exact or conformed copy of the
17 document, unless the secretary of state provides by rule that an exact
18 or conformed copy is not required.

19 **Sec. 7.** RCW 24.03.145 and 1982 c 35 s 83 are each amended to read
20 as follows:

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

26 (1) Endorse on (~~each of such duplicate originals~~) the articles
27 the word "Filed" and the effective date of the filing (~~thereof~~).

28 (2) File (~~one of such duplicate originals~~) the articles.

29 (3) Issue a certificate of incorporation (~~to which the other~~
30 ~~duplicate original shall be affixed~~).

31 The certificate of incorporation together with (~~the duplicate~~
32 ~~original~~) an exact or conformed copy of the articles of incorporation
33 (~~affixed thereto by the secretary of state, shall~~) will be returned
34 to the incorporators or their representative.

35 **Sec. 8.** RCW 24.03.175 and 1982 c 35 s 86 are each amended to read
36 as follows:

1 (~~Duplicate originals of~~) The articles of amendment shall be
2 delivered to the secretary of state. If the secretary of state finds
3 that the articles of amendment conform to law, the secretary of state
4 shall, when all fees have been paid as in this chapter prescribed:

5 (1) Endorse on (~~each of such duplicate originals~~) the articles
6 the word "Filed," and the effective date of the filing (~~thereof~~).

7 (2) File (~~one of such duplicate originals~~) the articles.

8 (~~(3) Issue a certificate of amendment to which the other duplicate~~
9 ~~original shall be affixed.~~)

10 The (~~certificate of amendment, together with the duplicate~~
11 ~~original~~) exact or conformed copy of the articles of amendment bearing
12 the filing endorsement affixed thereto by the secretary of state, shall
13 be returned to the corporation or its representative.

14 **Sec. 9.** RCW 24.03.183 and 1986 c 240 s 29 are each amended to read
15 as follows:

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

24 Upon the adoption of the resolution, restated articles of
25 incorporation shall be executed in duplicate by the corporation by one
26 of its officers. The restated articles shall set forth all of the
27 operative provisions of the articles of incorporation together with a
28 statement that the restated articles of incorporation correctly set
29 forth without change the provisions of the articles of incorporation as
30 amended and that the restated articles of incorporation supersede the
31 original articles of incorporation and all amendments thereto.

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

37 (1) Endorse on (~~each duplicate original~~) the articles the word
38 "Filed" and the 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)) the restated articles.

4 (~~The restated certificate of incorporation, together with the~~
5 duplicate original)) An exact or conformed copy of the restated
6 articles of incorporation bearing the endorsement affixed thereto by
7 the secretary of state, shall be returned to the corporation or its
8 representative.

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

13 **Sec. 10.** RCW 24.03.200 and 1986 c 240 s 33 are each amended to
14 read as follows:

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

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

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

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

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

1 (a) Endorse on (~~each of such duplicate originals~~) the articles of
2 merger or consolidation the word "Filed," and the date of the filing
3 (~~thereof~~);

4 (b) File (~~one of such duplicate originals; and~~

5 ~~(c) Issue a certificate~~) the articles of merger or (~~a certificate~~
6 ~~of~~) consolidation (~~to which the other duplicate original shall be~~
7 ~~affixed~~)).

8 (~~The certificate of merger or certificate of consolidation,~~
9 ~~together with the duplicate original~~) An exact or conformed copy of
10 the articles of merger or articles of consolidation bearing the filing
11 endorsement affixed thereto by the secretary of state, shall be
12 returned to the surviving or new corporation, as the case may be, or
13 its representative.

14 **Sec. 11.** RCW 24.03.245 and 1982 c 35 s 94 are each amended to read
15 as follows:

16 (~~Duplicate originals of such~~) Articles of dissolution shall be
17 delivered to the secretary of state. If the secretary of state finds
18 that such articles of dissolution conform to law, the secretary of
19 state shall, when all requirements have been met as in this chapter
20 prescribed:

21 (1) Endorse on (~~each of such duplicate originals~~) the articles of
22 dissolution the word "Filed," and the effective date of the filing
23 (~~thereof~~)).

24 (2) File (~~one of such duplicate originals.~~

25 ~~(3) Issue a certificate~~) the articles of dissolution (~~to which~~
26 ~~the other duplicate original shall be affixed~~)).

27 The (~~certificate~~) exact or conformed copy of the articles of
28 dissolution, (~~together with the duplicate original of the articles of~~
29 ~~dissolution~~) bearing the filing endorsement affixed thereto by the
30 secretary of state, shall be returned to the representative of the
31 dissolved corporation. Upon the filing of such articles of dissolution
32 the existence of the corporation shall cease, except for the purpose of
33 suits, other proceedings and appropriate corporate action by members,
34 directors and officers as provided in this chapter.

35 **Sec. 12.** RCW 24.03.325 and 1986 c 240 s 45 are each amended to
36 read as follows:

1 A foreign corporation, in order to procure a certificate of
2 authority to conduct affairs in this state, shall make application
3 therefor to the secretary of state, which application shall set forth:

4 (1) The name of the corporation and the state or country under the
5 laws of which it is incorporated.

6 (2) If the name of the corporation contains the word "corporation,"
7 "company," "incorporated," or "limited," or contains an abbreviation of
8 one of such words, then the name of the corporation which it elects for
9 use in this state.

10 (3) The date of incorporation and the period of duration of the
11 corporation.

12 (4) The address of the principal office of the corporation.

13 (5) A statement that a registered agent has been appointed and the
14 name and address of such agent, and that a registered office exists and
15 the address of such registered office is identical to that of the
16 registered agent.

17 (6) The purpose or purposes of the corporation which it proposes to
18 pursue in conducting its affairs in this state.

19 (7) The names and respective addresses of the directors and
20 officers of the corporation.

21 (8) Such additional information as may be necessary or appropriate
22 in order to enable the secretary of state to determine whether such
23 corporation is entitled to a certificate of authority to conduct
24 affairs in this state.

25 The application shall be made in the form prescribed by the
26 secretary of state and shall be executed (~~in duplicate~~) by the
27 corporation by one of its officers.

28 The application shall be accompanied by a certificate of good
29 standing which has been issued no more than sixty days before the date
30 of filing of the application for a certificate of authority to do
31 business in this state and has been certified to by the proper officer
32 of the state or country under the laws of which the corporation is
33 incorporated.

34 **Sec. 13.** RCW 24.03.330 and 1986 c 240 s 46 are each amended to
35 read as follows:

36 (~~Duplicate originals of~~) The application of the corporation for
37 a certificate of authority shall be delivered to the secretary of
38 state.

1 If the secretary of state finds that such application conforms to
2 law, the secretary of state shall, when all fees have been paid as in
3 this chapter prescribed:

4 (1) Endorse on each of such documents the word "Filed," and the
5 date of the filing (~~((thereof))~~).

6 (2) File (~~((one of such duplicate originals of))~~) the application and
7 the copy of the articles of incorporation and amendments thereto.

8 (3) Issue a certificate of authority to conduct affairs in this
9 state (~~((to which the other duplicate original application shall be
10 affixed))~~).

11 (~~((The certificate of authority, together with the duplicate
12 original))~~) An exact or conformed copy of the application bearing the
13 filing endorsement affixed thereto by the secretary of state, shall be
14 returned to the corporation or its representative.

15 **Sec. 14.** RCW 24.03.375 and 1982 c 35 s 105 are each amended to
16 read as follows:

17 (~~((Duplicate originals of such))~~) An application for withdrawal shall
18 be delivered to the secretary of state. If the secretary of state
19 finds that such application conforms to the provisions of this chapter,
20 the secretary of state shall, when all requirements have been met as in
21 this chapter prescribed:

22 (1) Endorse on (~~((each of such duplicate originals))~~) the application
23 the word "Filed," and the effective date of the filing (~~((thereof))~~).

24 (2) File (~~((one of such duplicate originals.~~

25 ~~((3) Issue a certificate of))~~ the application for withdrawal (~~((to
26 which the other duplicate original shall be affixed))~~).

27 (~~((The certificate of withdrawal, together with the duplicate
28 original))~~) An exact or conformed copy of the application for withdrawal
29 bearing the filing endorsement affixed thereto by the secretary of
30 state, shall be returned to the corporation or its representative.
31 Upon the filing of such application of withdrawal, the authority of the
32 corporation to conduct affairs in this state shall cease.

33 NEW SECTION. **Sec. 15.** A new section is added to chapter 25.15 RCW
34 to read as follows:

35 Standards for Electronic Filing. The secretary of state may adopt
36 rules to facilitate electronic filing. The rules will detail the
37 circumstances under which the electronic filing of documents will be

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

7 **Sec. 16.** RCW 25.15.020 and 1996 c 231 s 6 are each amended to read
8 as follows:

9 (1) Each limited liability company shall continuously maintain in
10 this state:

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

23 (b) A registered agent for service of process on the limited
24 liability company, which agent may be either an individual resident of
25 this state whose business office is identical with the limited
26 liability company's registered office, or a domestic corporation,
27 limited partnership, or limited liability company, or a foreign
28 corporation, limited partnership, or limited liability company
29 authorized to do business in this state having a business office
30 identical with such registered office; and

31 (c) A registered agent who shall not be appointed without having
32 given prior written consent to the appointment. The written consent
33 shall be filed with the secretary of state in such form as the
34 secretary may prescribe. The written consent shall be filed with or as
35 a part of the document first appointing a registered agent.

36 (2) A limited liability company may change its registered office or
37 registered agent by delivering to the secretary of state for filing a
38 statement of change that sets forth:

- 1 (a) The name of the limited liability company;
- 2 (b) If the current registered office is to be changed, the street
3 address of the new registered office in accord with subsection (1) of
4 this section;
- 5 (c) If the current registered agent is to be changed, the name of
6 the new registered agent and the new agent's written consent, either on
7 the statement or attached to it, to the appointment; and
- 8 (d) That after the change or changes are made, the street addresses
9 of its registered office and the business office of its registered
10 agent will be identical.
- 11 (3) If a registered agent changes the street address of the agent's
12 business office, the registered agent may change the street address of
13 the registered office of any limited liability company for which the
14 agent is the registered agent by notifying the limited liability
15 company in writing of the change and signing, either manually or in
16 facsimile, and delivering to the secretary of state for filing a
17 statement that complies with the requirements of subsection (2) of this
18 section and recites that the limited liability company has been
19 notified of the change.
- 20 (4) A registered agent may resign as agent by signing and
21 delivering to the secretary of state for filing a statement that the
22 registered office is also discontinued. After filing the statement the
23 secretary of state shall mail a copy of the statement to the limited
24 liability company at its principal office. The agency appointment is
25 terminated, and the registered office discontinued is so provided, on
26 the thirty-first day after the date on which the statement was filed.

27 **Sec. 17.** RCW 25.15.085 and 2001 c 307 s 3 are each amended to read
28 as follows:

29 (1) Each document required by this chapter to be filed in the
30 office of the secretary of state shall be executed in the following
31 manner, or in compliance with the rules established to facilitate
32 electronic filing under section 15 of this act, except as set forth in
33 RCW 25.15.105(4)(b):

34 (a) Each original certificate of formation must be signed by the
35 person or persons forming the limited liability company;

36 (b) A reservation of name may be signed by any person;

37 (c) A transfer of reservation of name must be signed by, or on
38 behalf of, the applicant for the reserved name;

1 (d) A registration of name must be signed by any member or manager
2 of the foreign limited liability company;

3 (e) A certificate of amendment or restatement must be signed by at
4 least one manager, or by a member if management of the limited
5 liability company is reserved to the members;

6 (f) A certificate of cancellation must be signed by the person or
7 persons authorized to wind up the limited liability company's affairs
8 pursuant to RCW 25.15.295(1);

9 (g) If a surviving domestic limited liability company is filing
10 articles of merger, the articles of merger must be signed by at least
11 one manager, or by a member if management of the limited liability
12 company is reserved to the members, or if the articles of merger are
13 being filed by a surviving foreign limited liability company, limited
14 partnership, or corporation, the articles of merger must be signed by
15 a person authorized by such foreign limited liability company, limited
16 partnership, or corporation; and

17 (h) A foreign limited liability company's application for
18 registration as a foreign limited liability company doing business
19 within the state must be signed by any member or manager of the foreign
20 limited liability company.

21 (2) Any person may sign a certificate, articles of merger, limited
22 liability company agreement, or other document by an attorney-in-fact
23 or other person acting in a valid representative capacity, so long as
24 each document signed in such manner identifies the capacity in which
25 the signator signed.

26 (3) The person executing the document shall sign it and state
27 beneath or opposite the signature the name of the person and capacity
28 in which the person signs. The document must be typewritten or
29 printed, and must meet such legibility or other standards as may be
30 prescribed by the secretary of state.

31 (4) The execution of a certificate or articles of merger by any
32 person constitutes an affirmation under the penalties of perjury that
33 the facts stated therein are true.

34 **Sec. 18.** RCW 25.15.095 and 2001 c 307 s 4 are each amended to read
35 as follows:

36 (1) The original signed copy, together with a duplicate copy that
37 may be either a signed, photocopied, or conformed copy, of the
38 certificate of formation or any other document required to be filed

1 pursuant to this chapter, except as set forth under RCW 25.15.105 or
2 unless a duplicate is not required under rules adopted under section 15
3 of this act, shall be delivered to the secretary of state. If the
4 secretary of state determines that the documents conform to the filing
5 provisions of this chapter, he or she shall, when all required filing
6 fees have been paid:

7 (a) Endorse on each signed original and duplicate copy the word
8 "filed" and the date of its acceptance for filing;

9 (b) Retain the signed original in the secretary of state's files;
10 and

11 (c) Return the duplicate copy to the person who filed it or the
12 person's representative.

13 (2) If the secretary of state is unable to make the determination
14 required for filing by subsection (1) of this section at the time any
15 documents are delivered for filing, the documents are deemed to have
16 been filed at the time of delivery if the secretary of state
17 subsequently determines that:

18 (a) The documents as delivered conform to the filing provisions of
19 this chapter; or

20 (b) Within twenty days after notification of nonconformance is
21 given by the secretary of state to the person who delivered the
22 documents for filing or the person's representative, the documents are
23 brought into conformance.

24 (3) If the filing and determination requirements of this chapter
25 are not satisfied completely within the time prescribed in subsection
26 (2)(b) of this section, the documents shall not be filed.

27 (4) Upon the filing of a certificate of amendment (or judicial
28 decree of amendment) or restated certificate in the office of the
29 secretary of state, or upon the future effective date or time of a
30 certificate of amendment (or judicial decree thereof) or restated
31 certificate, as provided for therein, the certificate of formation
32 shall be amended or restated as set forth therein. Upon the filing of
33 a certificate of cancellation (or a judicial decree thereof), or
34 articles of merger which act as a certificate of cancellation, or upon
35 the future effective date or time of a certificate of cancellation (or
36 a judicial decree thereof) or of articles of merger which act as a
37 certificate of cancellation, as provided for therein, or as specified
38 in RCW 25.15.290, the certificate of formation is canceled.

1 **Sec. 19.** RCW 25.15.325 and 1998 c 102 s 10 are each amended to
2 read as follows:

3 (1) A foreign limited liability company may register with the
4 secretary of state under any name (whether or not it is the name under
5 which it is registered in the jurisdiction of its formation) that
6 includes the words "Limited Liability Company," the words "Limited
7 Liability" and the abbreviation "Co.," or the abbreviation "L.L.C." or
8 "LLC" and that could be registered by a domestic limited liability
9 company. A foreign limited liability company may apply to the
10 secretary of state for authorization to use a name which is not
11 distinguishable upon the records of the office of the secretary of
12 state from the names described in RCW 23B.04.010 and 25.10.020, and the
13 names of any domestic or foreign limited liability company reserved,
14 registered, or formed under the laws of this state. The secretary of
15 state shall authorize use of the name applied for if the other
16 corporation, limited liability company, limited liability partnership,
17 or limited partnership consents in writing to the use and files with
18 the secretary of state documents necessary to change its name, or the
19 name reserved or registered to a name that is distinguishable upon the
20 records of the secretary of state from the name of the applying foreign
21 limited liability company.

22 (2) Each foreign limited liability company shall continuously
23 maintain in this state:

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

36 (b) A registered agent for service of process on the foreign
37 limited liability company, which agent may be either an individual
38 resident of this state whose business office is identical with the
39 foreign limited liability company's registered office, or a domestic

1 corporation, a limited partnership or limited liability company, or a
2 foreign corporation authorized to do business in this state having a
3 business office identical with such registered office; and

4 (c) A registered agent who shall not be appointed without having
5 given prior written consent to the appointment. The written consent
6 shall be filed with the secretary of state in such form as the
7 secretary may prescribe. The written consent shall be filled with or
8 as a part of the document first appointing a registered agent. In the
9 event any individual, limited liability company, limited partnership,
10 or corporation has been appointed agent without consent, that person or
11 corporation may file a notarized statement attesting to that fact, and
12 the name shall forthwith be removed from the records of the secretary
13 of state.

14 (3) A foreign limited liability company may change its registered
15 office or registered agent by delivering to the secretary of state for
16 filing a statement of change that sets forth:

17 (a) The name of the foreign limited liability company;

18 (b) If the current registered office is to be changed, the street
19 address of the new registered office in accord with subsection (2)(a)
20 of this section;

21 (c) If the current registered agent is to be changed, the name of
22 the new registered agent and the new agent's written consent, either on
23 the statement or attached to it, to the appointment; and

24 (d) That after the change or changes are made, the street addresses
25 of its registered office and the business office of its registered
26 agent will be identical.

27 (4) If a registered agent changes the street address of the agent's
28 business office, the registered agent may change the street address of
29 the registered office of any foreign limited liability company for
30 which the agent is the registered agent by notifying the foreign
31 limited liability company in writing of the change and signing, either
32 manually or in facsimile, and delivering to the secretary of state for
33 filing a statement that complies with the requirements of subsection
34 (3) of this section and recites that the foreign limited liability
35 company has been notified of the change.

36 (5) A registered agent of any foreign limited liability company may
37 resign as agent by signing and delivering to the secretary of state for
38 filing a statement that the registered office is also discontinued.
39 After filing the statement the secretary of state shall mail a copy of

1 the statement to the foreign limited liability company at its principal
2 place of business shown in its application for certificate of
3 registration if no annual report has been filed. The agency
4 appointment is terminated, and the registered office discontinued if so
5 provided, on the thirty-first day after the date on which the statement
6 was filed.

7 **Sec. 20.** RCW 43.07.170 and 1982 c 35 s 191 are each amended to
8 read as follows:

9 (1) If the secretary of state determines that the public interest
10 and the purpose of the (~~corporation~~) filing and registration statutes
11 administered by the secretary of state would be best served by a filing
12 system utilizing microfilm, microfiche, (~~or~~) methods of reduced-
13 format document recording, or electronic or online filing, the
14 secretary of state may, by rule adopted under chapter 34.05 RCW,
15 establish such a filing system.

16 (2) In connection (~~therewith~~) with a reduced-format filing
17 system, the secretary of state may eliminate any requirement for a
18 duplicate original filing copy, and may establish reasonable
19 requirements concerning paper size, print legibility, and quality for
20 photo-reproduction processes as may be necessary to ensure utility and
21 readability of any reduced-format filing system.

22 (3) In connection with an electronic or online filing system, the
23 secretary of state may eliminate any requirement for a duplicate
24 original filing copy and may establish reasonable requirements for
25 electronic filing, including but not limited to signature technology,
26 file format and type, delivery, types of filing that may be completed
27 electronically, and methods for the return of filed documents.

28 NEW SECTION. **Sec. 21.** Section captions used in this act are not
29 part of the law.

Passed the House February 16, 2002.

Passed the Senate March 8, 2002.

Approved by the Governor March 21, 2002.

Filed in Office of Secretary of State March 21, 2002.