

# Chapter 434-130 WAC

## LIMITED LIABILITY COMPANIES

### WAC

434-130-010	Purpose and authority.
434-130-055	Online services.
434-130-060	Registered office address—Requirements.
434-130-070	Annual reports—Due date.
434-130-080	In-person or expedited counter service—Special fees.
434-130-090	Miscellaneous fees.
434-130-100	Miscellaneous fees.

Authority: Chapter 25.15 RCW and 1994 c 211. 94-19-005, § 434-130-060, filed 9/8/94, effective 10/1/94.]

### DISPOSITION OF SECTIONS FORMERLY CODIFIED IN THIS CHAPTER

434-130-020	Official address and telephone number. [Statutory Authority: Chapters 25.15, 43.07 RCW. 00-21-082, § 434-130-020, filed 10/17/00, effective 11/17/00. Statutory Authority: Chapter 25.15 RCW and 1994 c 211. 94-19-005, § 434-130-020, filed 9/8/94, effective 10/1/94.] Repealed by 04-04-018, filed 1/23/04, effective 2/23/04. Statutory Authority: RCW 23B.01.200(2), 24.03.007, [24.03.]008, 25.15.007, 19.09.020(15), [19.09].315, 19.77.115, and 43.07.170.
434-130-030	Office hours. [Statutory Authority: Chapter 25.15 RCW and 1994 c 211. 94-19-005, § 434-130-030, filed 9/8/94, effective 10/1/94.] Repealed by 04-04-018, filed 1/23/04, effective 2/23/04. Statutory Authority: RCW 23B.01.200(2), 24.03.007, [24.03.]008, 25.15.007, 19.09.020(15), [19.09].315, 19.77.115, and 43.07.170.
434-130-040	Telephone services. [Statutory Authority: Chapter 25.15 RCW and 1994 c 211. 94-19-005, § 434-130-040, filed 9/8/94, effective 10/1/94.] Repealed by 10-15-035, filed 7/13/10, effective 8/13/10. Statutory Authority: RCW 25.15.007, 25.15.805, 25.15.810, and 43.07.120.
434-130-050	Original signature required. [Statutory Authority: Chapter 25.15 RCW and 1994 c 211. 94-19-005, § 434-130-050, filed 9/8/94, effective 10/1/94.] Repealed by 10-15-035, filed 7/13/10, effective 8/13/10. Statutory Authority: RCW 25.15.007, 25.15.805, 25.15.810, and 43.07.120.

**WAC 434-130-010 Purpose and authority.** These rules are adopted under authority of chapter 25.15 RCW (Limited liability companies), the Washington Limited Liability Company Act.

[Statutory Authority: Chapter 25.15 RCW and 1994 c 211. 94-19-005, § 434-130-010, filed 9/8/94, effective 10/1/94.]

**WAC 434-130-055 Online services.** Customers may access limited liability company information, forms, or online submissions by visiting the corporations division's web site. When completing and submitting an online filing for a limited liability company, the filing requirements are found under WAC 434-112-065 through 434-112-075.

[Statutory Authority: RCW 25.15.007, 25.15.805, 25.15.810, and 43.07.-120. 10-15-035, § 434-130-055, filed 7/13/10, effective 8/13/10.]

**WAC 434-130-060 Registered office address—Requirements.** A post office box address may be used in conjunction with a registered geographic office address.

The agent must notify the office of the secretary of state and the corporation of any changes in either the street address or the post office box address.

[Statutory Authority: RCW 25.15.007, 25.15.805, 25.15.810, and 43.07.-120. 10-15-035, § 434-130-060, filed 7/13/10, effective 8/13/10. Statutory

(6/20/12)

**WAC 434-130-070 Annual reports—Due date.** Each limited liability company must file an annual report by the last day of the month of its original registration as a limited liability company. The corporations division or a subagent notifies all limited liability companies of its annual renewal date forty-five days in advance by regular mail or electronic mail that may include the annual report form. Failure to receive an annual report notice is insufficient reason for failure to file the statutorily required annual report.

[Statutory Authority: RCW 25.15.007, 25.15.805, 25.15.810, and 43.07.-120. 10-15-035, § 434-130-070, filed 7/13/10, effective 8/13/10. Statutory Authority: Chapter 25.15 RCW and 1994 c 211. 94-19-005, § 434-130-070, filed 9/8/94, effective 10/1/94.]

**WAC 434-130-080 In-person or expedited counter service—Special fees.** (1) The corporations division counter is open to in-person requests from 8:00 a.m. to 5:00 p.m. each business day. Staff provides expedited services for corporate documents or requests received in-person, by fax, mail, or online with the appropriate expedite fee. Expedite services are available for the following transactions:

- (a) Document review and filing;
- (b) Document copying, certification, and status certificates.

(2) The fee for expedited service is fifty dollars for single or multiple paper transactions within each new or existing limited liability company file. Online transactions are expedited for twenty dollars, but may be charged fifty dollars for in-person completion at front counter. In addition, a regulatory fee for each transaction may apply.

(3) There is no expedited fee for the following transactions:

- (a) In-person inspection or review of limited liability company files or other public documents located in the corporations division office;
- (b) Documents left at the counter for processing with mail-in documents received the same day.

(4)(a) If staff cannot complete an expedited service request before the end of the same day, the transaction will be completed within the next two business days.

(b) Emergency services needed outside regular business hours requiring employee overtime are one hundred fifty dollars per hour plus regulatory or statutory fees due for the specific form. When the division receives an emergency request, staff notifies the customer of the service fee and any other reasonable conditions set by the director. The customer must agree to pay the fees before emergency services are provided.

(5) Over-the-counter service hours may be shortened under extraordinary circumstances. Separate service requests by one person may be limited to those relating to three corporations per transaction.

Under special circumstances, the filing party may petition the secretary in writing to request a waiver of emergency or penalty fees.

[Statutory Authority: RCW 25.15.007, [25.15.]805, [25.15.]810, and 43.07.120. 12-13-097, § 434-130-080, filed 6/20/12, effective 7/21/12; 10-15-035, § 434-130-080, filed 7/13/10, effective 8/13/10. Statutory Authority: Chapter 25.15 RCW and 1994 c 211. 94-19-005, § 434-130-080, filed 9/8/94, effective 10/1/94.]

**WAC 434-130-090 [Miscellaneous] fees.** For Washington registered domestic and foreign limited liability companies fees are as follows:

- (1) Certificate of formation or application for registration, one hundred eighty;
- (2) Annual report license renewal, sixty dollars plus the department of licensing's handling fee of nine dollars;
- (3) Certificate of amendment, restated certificate, or amended and restated certificate, thirty dollars;
- (4) Delinquent annual report license renewal, penalty fee of twenty-five dollars, plus the renewal fee of sixty dollars plus the department of licensing's handling fee of nine dollars;
- (5) Reinstatement, one hundred forty dollars plus all delinquent license or annual fees;
- (6) Articles of merger, twenty dollars for each listed company;
- (7) Statement of change of registered agent, registered office address, or designation of new registered agent, no fee;
- (8) Resignation of registered agent, twenty dollars per entity name;
- (9) An initial report or amended annual report, ten dollars;
- (10) Registration, reservation, or transfer of name, thirty dollars;
- (11) Certificate of dissolution, certificate of cancellation, or dissolution by judicial decree, no fee;
- (12) Revocation of certificate of dissolution, thirty dollars plus any possible missed license fees;
- (13) Agent's resignation if appointed without consent, no fee; and
- (14) Other statement or report filed, ten dollars.

Under special circumstances, the filing party may petition the secretary in writing to request a waiver of emergency or penalty fees.

[Statutory Authority: RCW 23B.01.220, 25.15.805, and 25.10.916. 11-12-020, § 434-130-090, filed 5/24/11, effective 7/1/11. Statutory Authority: RCW 25.15.007, 25.15.805, 25.15.810, and 43.07.120. 10-15-035, § 434-130-090, filed 7/13/10, effective 8/13/10. Statutory Authority: RCW 25.15.805, 25.15.810 and 23B.01.220. 99-12-007, § 434-130-090, filed 5/20/99, effective 6/20/99. Statutory Authority: Chapter 25.15 RCW and 1994 c 211. 94-19-005, § 434-130-090, filed 9/8/94, effective 10/1/94.]

**Reviser's note:** RCW 34.05.395 requires the use of underlining and deletion marks to indicate amendments to existing rules, and deems ineffectual changes not filed by the agency in this manner. The bracketed material in the above section does not appear to conform to the statutory requirement.

**WAC 434-130-100 Miscellaneous fees.** (1) For photocopies, fees are as follows:

- (a) Each annual report, five dollars;
- (b) Certificate of formation or any single document, ten dollars;

(c) A copy of all documents relating to one entity, twenty dollars;

(d) Surcharge for files exceeding one hundred pages of copy, thirteen dollars for each fifty page increment.

(2) For certificates of existence fees are as follows:

(a) With complete or specific historical data, under embossed seal, thirty dollars;

(b) Under embossed seal, without historical data, twenty dollars;

(c) Duplicate certificate, under gold or embossed seal, twenty dollars.

(3) For each certified copy of any document the fee is ten dollars plus the copy fee.

(4) For any service of process the fee is fifty dollars.

(5) Dishonored checks. If a person, corporation or other submitting entity has attempted to pay any fee due to the secretary of state by means of a check, and the check is dishonored by the financial institution when presented, the secretary of state will impose a twenty-five dollar penalty, payable to the secretary of state.

In the event a valid replacement check and dishonor charge is not received in the office of the secretary of state within the time prescribed by its accounting division, the transaction covered by the dishonored check will be canceled and all other late filing fees and penalties will be instituted.

[Statutory Authority: RCW 25.15.007, 25.15.805, 25.15.810, and 43.07.120. 10-15-035, § 434-130-100, filed 7/13/10, effective 8/13/10. Statutory Authority: Chapter 25.15 RCW and 1994 c 211. 94-19-005, § 434-130-100, filed 9/8/94, effective 10/1/94.]