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SENATE BILL 5471

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State of Washington

53rd Legislature

1993 Regular Session

By Senators A. Smith, Quigley, Nelson and Snyder; by request of Secretary of State

Read first time 01/29/93. Referred to Committee on Law & Justice.

1 AN ACT Relating to nonprofit corporations; amending RCW 24.03.005,  
2 24.03.017, 24.03.045, 24.03.046, 24.03.047, 24.03.048, 24.03.055,  
3 24.03.240, 24.03.302, 24.03.345, 24.03.370, 24.03.386, 24.03.388,  
4 24.03.395, 24.03.400, 24.03.405, 24.03.410, 24.06.046, 24.06.047,  
5 24.06.048, 24.06.050, 24.06.055, 24.06.275, 24.06.290, 24.06.380,  
6 24.06.415, 24.06.440, 24.06.445, 24.06.450, 24.06.465, and 24.06.520;  
7 adding a new section to chapter 24.06 RCW; repealing RCW 24.03.490,  
8 24.03.500, 24.03.510, 24.03.520, 24.03.530, and 24.03.540; repealing  
9 1989 c 291 s 1 (uncodified); providing an effective date; and declaring  
10 an emergency.

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

12 **Sec. 1.** RCW 24.03.005 and 1989 c 291 s 3 are each amended to read  
13 as follows:

14 As used in this chapter, unless the context otherwise requires, the  
15 term:

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

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

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

6 (4) "Articles of incorporation" and "articles" mean the original  
7 articles of incorporation and all amendments thereto, and includes  
8 articles of merger and restated articles.

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

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

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

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

20 (9) "Duplicate originals" means two copies, original or otherwise,  
21 each with original signatures, or one original with original signatures  
22 and one copy thereof.

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

27 (11) "Effective date" means, in connection with a document filing  
28 made by the secretary of state, the date which is shown by affixing a  
29 "filed" stamp on the documents. When a document is received for filing  
30 by the secretary of state in a form which complies with the  
31 requirements of this chapter and which would entitle the document to be  
32 filed immediately upon receipt, but the secretary of state's approval  
33 action occurs subsequent to the date of receipt, the secretary of  
34 state's filing date shall relate back to the date on which the  
35 secretary of state first received the document in acceptable form. An  
36 applicant may request a specific effective date no more than thirty  
37 days later than the receipt date which might otherwise be applied as  
38 the effective date.

1 (12) "Executed by an officer of the corporation," or words of  
2 similar import, means that any document signed by such person shall be  
3 and is signed by that person under penalties of perjury and in an  
4 official and authorized capacity on behalf of the corporation or person  
5 making the document submission with the secretary of state.

6 (13) "An officer of the corporation" means, in connection with the  
7 execution of documents submitted for filing with the secretary of  
8 state, the president, a vice president, the secretary, or the treasurer  
9 of the corporation.

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

16 **Sec. 2.** RCW 24.03.017 and 1982 c 35 s 73 are each amended to read  
17 as follows:

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

29 (1) The name of the corporation;

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

32 (3) That the governing body of the corporation has elected to have  
33 this chapter and the provisions thereof apply to said corporation.

34 Duplicate originals of such statement of election shall be  
35 delivered to the secretary of state. If the secretary of state finds  
36 that the statement of election conforms to law, the secretary of state  
37 shall, when fees in ~~((the same amount as required by this chapter))~~ an  
38 amount established by the secretary by rule for filing articles of

1 incorporation have been paid, endorse on each of such duplicates the  
2 word "filed" and the effective date of the filing thereof, shall file  
3 one of such duplicate originals, and shall issue a certificate of  
4 elective coverage to which the other duplicate original shall be  
5 affixed.

6 The certificate of elective coverage together with the duplicate  
7 original affixed thereto by the secretary of state shall be returned to  
8 the corporation or its representative. Upon the filing of the  
9 statement of elective coverage, the provisions of this chapter shall  
10 apply to said corporation which thereafter shall be subject to and  
11 shall have the benefits of this chapter and the provisions thereof as  
12 they exist on the date of filing such statement of election and as they  
13 may be amended from time to time thereafter, including, without  
14 limiting the generality of the foregoing, the power to amend its  
15 charter or articles of incorporation, whether or not created by special  
16 act of the legislature, delete provisions therefrom and add provisions  
17 thereto in any manner and to any extent it may choose to do from time  
18 to time so long as its amended articles shall not be inconsistent with  
19 the provisions of this chapter.

20 **Sec. 3.** RCW 24.03.045 and 1989 c 291 s 10 are each amended to read  
21 as follows:

22 The corporate name:

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

26 (2) Shall not be the same as, or deceptively similar to, the name  
27 of any corporation, whether for profit or not for profit, existing  
28 under any act of this state, or any foreign corporation, whether for  
29 profit or not for profit, authorized to transact business or conduct  
30 affairs in this state, any domestic or foreign limited partnership on  
31 file with the secretary, or a limited partnership existing under  
32 chapter 25.10 RCW, or a corporate name reserved or registered as  
33 permitted by the laws of this state. This subsection shall not apply  
34 if the applicant files with the secretary of state either of the  
35 following: (a) The written consent of the other corporation, limited  
36 partnership, or holder of a reserved name to use the same or  
37 deceptively similar name and one or more words are added or deleted to  
38 make the name distinguishable from the other name as determined by the

1 secretary of state, or (b) a certified copy of a final decree of a  
2 court of competent jurisdiction establishing the prior right of the  
3 applicant to the use of the name in this state.

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

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

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

15 **Sec. 4.** RCW 24.03.046 and 1982 c 35 s 77 are each amended to read  
16 as follows:

17 The exclusive right to the use of a corporate name may be reserved  
18 by:

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

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

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

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

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

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

36 The right to the exclusive use of a specified corporate name so  
37 reserved may be transferred to any other person or corporation by  
38 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, and  
2 specifying the name and address of the transferee.

3 **Sec. 5.** RCW 24.03.047 and 1987 c 55 s 40 are each amended to read  
4 as follows:

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

13 Such registration shall be made by:

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

25 (2) Paying to the secretary of state the applicable registration  
26 fee in an amount established by the secretary of state by rule.

27 The registration shall be effective until the close of the calendar  
28 year in which the application for registration is filed.

29 **Sec. 6.** RCW 24.03.048 and 1986 c 240 s 8 are each amended to read  
30 as follows:

31 A corporation which has in effect a registration of its corporate  
32 name, may renew such registration from year to year by annually filing  
33 an application for renewal setting forth the facts required to be set  
34 forth in an original application for registration and a certificate of  
35 good standing as required for the original registration and by paying  
36 the applicable fee in an amount established by the secretary of state  
37 by rule. A renewal application may be filed between the first day of

1 October and the thirty-first day of December in each year, and shall  
2 extend the registration for the following calendar year.

3 **Sec. 7.** RCW 24.03.055 and 1986 c 240 s 10 are each amended to read  
4 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 secretary  
7 of state in the form prescribed by the secretary of state a statement  
8 setting forth:

9 (1) The name of the corporation.

10 (2) If the ~~((address of its))~~ current registered office is to be  
11 changed, the street address to which the registered office is to be  
12 changed.

13 (3) If ~~((its))~~ the current registered agent is to be changed, the  
14 name of ~~((its successor))~~ the new 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 ~~((5) That such change was authorized by resolution duly adopted by  
18 its board of directors.))~~

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

29 Any registered agent of a corporation may resign as such agent upon  
30 filing a written notice thereof, executed in duplicate, with the  
31 secretary of state, who shall forthwith mail a copy thereof to the  
32 corporation in care of an officer, who is not the resigning registered  
33 agent, at the address of such officer as shown by the most recent  
34 annual report of the corporation. The appointment of such agent shall  
35 terminate upon the expiration of thirty days after receipt of such  
36 notice by the secretary of state.

37 If a registered agent changes the agent's business address to  
38 another place within the state, the agent may change such address and

1 the address of the registered office of any corporation of which the  
2 agent is a registered agent, by filing a statement as required by this  
3 section except that it need be signed only by the registered agent, it  
4 need not be responsive to subsection (3) (~~or (5)~~) of this section,  
5 and it must recite that a copy of the statement has been mailed to the  
6 secretary of the corporation.

7 **Sec. 8.** RCW 24.03.240 and 1982 c 35 s 93 are each amended to read  
8 as follows:

9 If voluntary dissolution proceedings have not been revoked, then  
10 when all debts, liabilities and obligations of the corporation shall  
11 have been paid and discharged, or adequate provision shall have been  
12 made therefor, and all of the remaining property and assets of the  
13 corporation shall have been transferred, conveyed or distributed in  
14 accordance with the provisions of this chapter, articles of dissolution  
15 shall be executed in duplicate by the corporation by an officer of the  
16 corporation and shall set forth:

17 (1) The name of the corporation.

18 (2) Where there are members having voting rights, (a) a statement  
19 setting forth the date of the meeting of members at which the  
20 resolution to dissolve was adopted, that a quorum was present at such  
21 meeting, and that such resolution received at least two-thirds of the  
22 votes which members present at such meeting or represented by proxy  
23 were entitled to cast, or (b) a statement that such resolution was  
24 adopted by a consent in writing signed by all members entitled to vote  
25 with respect thereto.

26 (3) Where there are no members, or no members having voting rights,  
27 a statement of such fact, the date of the meeting of the board of  
28 directors at which the resolution to dissolve was adopted and a  
29 statement of the fact that such resolution received the vote of a  
30 majority of the directors in office.

31 (4) That all debts, obligations, and liabilities of the corporation  
32 have been paid and discharged or that adequate provision has been made  
33 therefor.

34 (~~(5) ((If a copy of any revenue clearance form under chapter 82.32~~  
35 ~~RCW is issued, it shall be attached to the articles of dissolution))~~ A  
36 copy of a revenue clearance certificate issued pursuant to chapter  
37 82.32 RCW.

1 (6) That all the remaining property and assets of the corporation  
2 have been transferred, conveyed or distributed in accordance with the  
3 provisions of this chapter.

4 (7) That there are no suits pending against the corporation in any  
5 court, or that adequate provision has been made for the satisfaction of  
6 any judgment, order or decree which may be entered against it in any  
7 pending suit.

8 **Sec. 9.** RCW 24.03.302 and 1987 c 117 s 3 are each amended to read  
9 as follows:

10 A corporation shall be administratively dissolved by the secretary  
11 of state upon the conditions prescribed in this section when the  
12 corporation:

13 (1) Has failed to file or complete its annual report within the  
14 time required by law; or

15 (2) Has failed for thirty days to appoint or maintain a registered  
16 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 the  
21 secretary of state has given the corporation not less than ((~~forty-~~  
22 ~~five~~)) sixty days' notice of its delinquency or omission, by first  
23 class mail, postage prepaid, addressed to the registered office, or, if  
24 there is no registered office, to the last known address of any officer  
25 or 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 ((~~forty-five~~)) 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 the state shall dissolve the  
31 corporation by issuing a certificate of administrative dissolution  
32 containing a statement that the corporation has been dissolved and the  
33 date and reason for which it was dissolved. The original certificate  
34 of administrative dissolution shall be filed in the records of the  
35 secretary of state, and a copy of the certificate shall forthwith be  
36 mailed to the corporation at its registered office or, if there is no  
37 registered office, to the last known address of the corporation or any  
38 officer, director, or incorporator of the corporation, as shown by the

1 records of the secretary of state. Upon the filing of the certificate  
2 of administrative dissolution, the existence of the corporation shall  
3 cease, except as otherwise provided in this chapter, and its name shall  
4 be available to and may be adopted by another corporation after the  
5 dissolution.

6 Any notice provided by the secretary of state under this section  
7 shall be designed to clearly identify and warn the recipient of the  
8 contents thereof. A delinquency notice shall provide a succinct and  
9 readable description of the delinquency or omission, the date on which  
10 dissolution will occur, and the action necessary to cure the  
11 delinquency or omission prior to dissolution.

12 A corporation which has been dissolved by operation of this section  
13 may be reinstated within a period of ~~((three))~~ two years following its  
14 administrative dissolution if it ~~((shall))~~ completes and files ~~((all~~  
15 ~~the))~~ a current annual report~~((s which would have been required for the~~  
16 ~~years of the period of administrative dissolution including those))~~ for  
17 the reinstatement year or if it ~~((shall))~~ appoints or maintains a  
18 registered agent, or if it ~~((shall))~~ files with the secretary of state  
19 a required statement of change of registered agent or registered office  
20 and in addition, if it ~~((shall))~~ pays a reinstatement fee ~~((of twenty-~~  
21 ~~five dollars plus any other fees that may be due and owing the~~  
22 ~~secretary of state))~~ set by rule by the secretary of state. The  
23 corporation shall pay the full amount of all annual fees that would  
24 have been assessed for the years of administrative dissolution had the  
25 corporation been in active status, including the reinstatement year.  
26 If, during the period of dissolution, another person or corporation has  
27 reserved or adopted a corporate name which is identical to or  
28 deceptively similar to the dissolved corporation's name, the dissolved  
29 corporation seeking reinstatement shall be required to adopt another  
30 name consistent with the requirements of this chapter and to amend its  
31 articles of incorporation accordingly. When a corporation has been  
32 dissolved by operation of this section, remedies available to or  
33 against it shall survive in the manner provided in RCW 24.03.300 and  
34 the directors of the corporation shall hold the title to the property  
35 of the corporation as trustees for the benefit of its creditors and  
36 members.

37 **Sec. 10.** RCW 24.03.345 and 1986 c 240 s 47 are each amended to  
38 read as follows:

1 A foreign corporation authorized to conduct affairs in this state  
2 may change its registered office or change its registered agent, or  
3 both, upon filing in the office of the secretary of state in a form  
4 approved by the secretary of state a statement setting forth:

5 (1) The name of the corporation.

6 (2) If the ~~((address of its))~~ current registered office is to be  
7 changed, the street address to which the registered office is to be  
8 changed.

9 (3) If ~~((its))~~ the current registered agent is to be changed, the  
10 name of ~~((its successor))~~ the new registered agent.

11 (4) That the address of its registered office and the address of  
12 the office of its registered agent, as changed, will be identical.

13 ~~((5) That such change was authorized by resolution duly adopted by  
14 its board of directors.))~~

15 Such statement shall be executed by the corporation by an officer  
16 of the corporation, and delivered to the secretary of state, together  
17 with a written consent of the registered agent to his or its  
18 appointment, if applicable. If the secretary of state finds that such  
19 statement conforms to the provisions of this chapter, the secretary of  
20 state shall endorse thereon the word "Filed," and the month, day, and  
21 year of the filing thereof, and file the statement. The change of  
22 address of the registered office, or the appointment of a new  
23 registered agent, or both, as the case may be, shall become effective  
24 upon filing unless a later date is specified.

25 Any registered agent in this state appointed by a foreign  
26 corporation may resign as such agent upon filing a written notice  
27 thereof, executed in duplicate, with the secretary of state who shall  
28 forthwith mail a copy thereof to the secretary of the foreign  
29 corporation at its principal office as shown by its most recent annual  
30 report. The appointment of such agent shall terminate upon the  
31 expiration of thirty days after receipt of such notice by the secretary  
32 of state.

33 If a registered agent changes his business address to another place  
34 within the state, the registered agent may change such address and the  
35 address of the registered office of any corporation of which the  
36 registered agent is a registered agent by filing a statement as  
37 required by this section, except that it need be signed only by the  
38 registered agent, it need not be responsive to subsection (3) ((or

1 ~~(5))~~ of this section, and it must recite that a copy of the statement  
2 has been mailed to the corporation.

3 **Sec. 11.** RCW 24.03.370 and 1982 c 35 s 104 are each amended to  
4 read as follows:

5 A foreign corporation authorized to conduct affairs in this state  
6 may withdraw from this state upon procuring from the secretary of state  
7 a certificate of withdrawal. In order to procure such certificate of  
8 withdrawal, such foreign corporation shall deliver to the secretary of  
9 state an application for withdrawal, which shall set forth:

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

12 (2) That the corporation is not conducting affairs in this state.

13 (3) That the corporation surrenders its authority to conduct  
14 affairs in this state.

15 (4) That the corporation revokes the authority of its registered  
16 agent in this state to accept service of process and consents that  
17 service of process in any action, suit or proceeding based upon any  
18 cause of action arising in this state during the time the corporation  
19 was authorized to conduct affairs in this state may thereafter be made  
20 on such corporation by service thereof on the secretary of state.

21 ~~(5) ((If a copy of a revenue clearance form under chapter 82.32 RCW  
22 is issued, it shall be attached to the application for withdrawal))~~ A  
23 copy of a revenue clearance certificate issued pursuant to chapter  
24 82.32 RCW.

25 (6) A post office address to which the secretary of state may mail  
26 a copy of any process against the corporation that may be served on the  
27 secretary of state.

28 The application for withdrawal shall be made on forms prescribed  
29 and furnished by the secretary of state and shall be executed by the  
30 corporation by an officer of the corporation, or, if the corporation is  
31 in the hands of a receiver or trustee, shall be executed on behalf of  
32 the corporation by such receiver or trustee.

33 **Sec. 12.** RCW 24.03.386 and 1987 c 117 s 1 are each amended to read  
34 as follows:

35 (1) A corporation revoked under RCW 24.03.380 may apply to the  
36 secretary of state for reinstatement within ~~((five))~~ two years after  
37 the effective date of revocation. An application filed within such

1 ((five-)) two-year period may be amended or supplemented and any such  
2 amendment or supplement shall be effective as of the date of original  
3 filing. The application filed under this section shall be filed under  
4 and by authority of an officer of the corporation.

5 (2) The application shall:

6 (a) State the name of the corporation and, if applicable, the name  
7 the corporation had elected to use in this state at the time of  
8 revocation, and the effective date of its revocation;

9 (b) Provide an explanation to show that the grounds for revocation  
10 either did not exist or have been eliminated;

11 (c) State the name of the corporation at the time of reinstatement  
12 and, if applicable, the name the corporation elects to use in this  
13 state at the time of reinstatement which may be reserved under RCW  
14 24.03.046;

15 (d) Appoint a registered agent and state the registered office  
16 address under RCW 24.03.340; and

17 (e) Be accompanied by payment of applicable fees and penalties.

18 (3) If the secretary of state determines that the application  
19 conforms to law, and that all applicable fees have been paid, the  
20 secretary of state shall cancel the certificate of revocation, prepare  
21 and file a certificate of reinstatement, and mail a copy of the  
22 certificate of reinstatement to the corporation.

23 (4) Reinstatement under this section relates back to and takes  
24 effect as of the date of revocation. The corporate authority shall be  
25 deemed to have continued without interruption from that date.

26 (5) In the event the application for reinstatement states a  
27 corporate name which the secretary of state finds to be contrary to the  
28 requirements of RCW 24.03.046, the application, amended application, or  
29 supplemental application shall be amended to adopt another corporate  
30 name which is in compliance with RCW 24.03.046. In the event the  
31 reinstatement application so adopts a new corporate name for use in  
32 Washington, the application for authority shall be deemed to have been  
33 amended to change the corporation's name to the name so adopted for use  
34 in Washington, effective as of the effective date of the certificate of  
35 reinstatement.

36 **Sec. 13.** RCW 24.03.388 and 1991 c 223 s 3 are each amended to read  
37 as follows:

1 (1) An application processing fee as provided in RCW 24.03.405  
2 shall be charged for an application for reinstatement under RCW  
3 24.03.386.

4 (2) An application processing fee as provided in RCW 24.03.405  
5 shall be charged for each amendment or supplement to an application for  
6 reinstatement.

7 (3) The corporation seeking reinstatement shall file ~~((all))~~ a  
8 current annual report~~((s))~~ and pay the full amount of all annual  
9 corporation fees which would have been assessed for the years of the  
10 period of administrative revocation, had the corporation been in active  
11 status, including the reinstatement year.

12 **Sec. 14.** RCW 24.03.395 and 1989 c 291 s 2 are each amended to read  
13 as follows:

14 Each domestic corporation, and each foreign corporation authorized  
15 to conduct affairs in this state, shall file, within the time  
16 prescribed by this chapter, an annual report in the form prescribed by  
17 the secretary of state ~~((setting))~~. The secretary may by rule provide  
18 that a biennial filing meets this requirement. The report shall set  
19 forth:

20 (1) The name of the corporation and the state or country under the  
21 laws of which it is incorporated;

22 (2) The address of the registered office of the corporation in this  
23 state including street and number and the name of its registered agent  
24 in this state at such address, and, in the case of a foreign  
25 corporation, the address of its principal office;

26 (3) A brief statement of the character of the affairs which the  
27 corporation is actually conducting, or, in the case of a foreign  
28 corporation, which the corporation is actually conducting in this  
29 state;

30 (4) The names and respective addresses of the directors and  
31 officers of the corporation; and

32 ~~((An affirmative indication whether or not any change has been  
33 made in the corporation's purpose and if so, the nature and reason for  
34 the change along with accompanying documentation;~~

35 ~~(6) Whether the corporation has filed an internal revenue service  
36 form 990 with the internal revenue service, which if filed, shall be  
37 made available upon request to the secretary of state's office;~~

1       ~~(7) The gross revenue and any unrelated business income as required~~  
2 ~~to be reported under federal law; and~~

3       (8)) The corporation's unified business identifier number.

4       The information shall be given as of the date of the execution of  
5 the report. It shall be executed by the corporation by an officer of  
6 the corporation, or, if the corporation is in the hands of a receiver  
7 or trustee, it shall be executed on behalf of the corporation by such  
8 receiver or trustee.

9       The secretary of state may provide that correction or updating of  
10 information appearing on previous annual or biennial filings is  
11 sufficient to constitute the current (~~annual~~) filing.

12       **Sec. 15.** RCW 24.03.400 and 1986 c 240 s 54 are each amended to  
13 read as follows:

14       Not less than thirty days prior to a corporation's renewal date, or  
15 by December 1 of each year for a nonstaggered renewal, the secretary of  
16 state shall mail to each domestic and foreign corporation, by first  
17 class mail addressed to its registered office, a notice that its annual  
18 or biennial report must be filed as required by this chapter, and  
19 stating that if it fails to file its annual or biennial report it shall  
20 be dissolved or its certificate of authority revoked, as the case may  
21 be. Failure of the secretary of state to mail any such notice shall  
22 not relieve a corporation from its obligation to file the annual or  
23 biennial reports required by this chapter.

24       Such (~~annual~~) report of a domestic or foreign corporation shall  
25 be delivered to the secretary of state between the first day of January  
26 and the first day of March of each year, or on an annual or biennial  
27 renewal date as the secretary of state may establish. The secretary of  
28 state may adopt rules to establish biennial reporting dates and to  
29 stagger reporting dates.

30       If the secretary of state finds that such report substantially  
31 conforms to the requirements of this chapter, the secretary of state  
32 shall file the same.

33       **Sec. 16.** RCW 24.03.405 and 1991 c 223 s 1 are each amended to read  
34 as follows:

35       The secretary of state shall (~~charge and collect~~) establish by  
36 rule, fees for:

1 (1) Filing articles of incorporation or an application for  
2 reinstatement under RCW 24.03.386(~~(, thirty dollars.)~~);  
3 (2) Filing articles of amendment or restatement or an amendment or  
4 supplement to an application for reinstatement(~~(, twenty dollars.)~~);  
5 (3) Filing articles of merger or consolidation(~~(, twenty~~  
6 ~~dollars.)~~);  
7 (4) Filing a statement of change of address of registered office or  
8 change of registered agent, or revocation, resignation, or any  
9 combination of these(~~(, ten dollars)~~). A separate fee for filing such  
10 statement shall not be charged if the statement appears in an amendment  
11 to articles of incorporation or in conjunction with the filing of the  
12 annual report(~~(, )~~);  
13 (5) Filing articles of dissolution(~~(, no fee.)~~);  
14 (6) Filing an application of a foreign corporation for a  
15 certificate of authority to conduct affairs in this state(~~(, thirty~~  
16 ~~dollars.)~~);  
17 (7) Filing an application of a foreign corporation for an amended  
18 certificate of authority to conduct affairs in this state(~~(, twenty~~  
19 ~~dollars.)~~);  
20 (8) Filing an application for withdrawal of a foreign corporation  
21 and issuing a certificate of withdrawal(~~(, no fee.)~~);  
22 (9) Filing a certificate by a foreign corporation of the  
23 appointment of a registered agent(~~(, ten dollars)~~). A separate fee for  
24 filing such certificate shall not be charged if the statement appears  
25 in conjunction with the filing of the annual report(~~(, )~~);  
26 (10) Filing a certificate of election adopting the provisions of  
27 chapter 24.03 RCW(~~(, twenty dollars.)~~);  
28 (11) Filing an application to reserve a corporate name(~~(, twenty~~  
29 ~~dollars.)~~);  
30 (12) Filing a notice of transfer of a reserved corporate name(~~(,~~   
31 ~~twenty dollars.)~~);  
32 (13) Filing a name registration(~~(, twenty dollars per year, or part~~  
33 ~~thereof.)~~);  
34 (14) Filing an annual report of a domestic or foreign  
35 corporation(~~(, ten dollars.)~~);  
36 (15) Statement of election; and  
37 (16) Filing any other statement or report authorized for filing  
38 under this chapter(~~(, ten dollars)~~).

1       **Sec. 17.** RCW 24.03.410 and 1982 c 35 s 111 are each amended to  
2 read as follows:

3       The secretary of state shall ~~((charge and collect))~~ establish by  
4 rule, fees for the following:

5       (1) For furnishing a certified copy of any charter document or any  
6 other document, instrument, or paper relating to a corporation(~~(, five~~  
7 ~~dollars for the certificate, plus twenty cents for each page copied.))~~);

8       (2) For furnishing a certificate, under seal, attesting to the  
9 status of a corporation; or any other certificate(~~(, five dollars.))~~);

10       (3) For furnishing copies of any document, instrument, or paper  
11 relating to a corporation(~~(, one dollar for the first page and twenty~~  
12 ~~cents for each page copied thereafter.))~~); and

13       (4) At the time of any service of process on ~~((him))~~ the secretary  
14 of state as registered agent of a corporation(~~(, twenty five dollars,~~  
15 ~~which)).~~ This amount may be recovered as taxable costs by the party to  
16 the suit or action causing such service to be made if such party  
17 prevails in the suit or action.

18       **Sec. 18.** RCW 24.06.046 and 1982 c 35 s 122 are each amended to  
19 read as follows:

20       The exclusive right to the use of a corporate name may be reserved  
21 by:

22       (1) Any person intending to organize a corporation under this  
23 title.

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

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

27       (4) Any foreign corporation authorized to transact business in this  
28 state and intending to change its name.

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

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

1 The right to the exclusive use of a specified corporate name so  
2 reserved may be transferred to any other person or corporation by  
3 filing in the office of the secretary of state, a notice of such  
4 transfer, executed by the applicant for whom the name was reserved, and  
5 specifying the name and address of the transferee.

6 **Sec. 19.** RCW 24.06.047 and 1987 c 55 s 42 are each amended to read  
7 as follows:

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

16 Such registration shall be made by:

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

28 (2) Paying to the secretary of state ~~((a registration fee in the~~  
29 ~~amount of one dollar for each month, or fraction thereof, between the~~  
30 ~~date of filing the application and December thirty first of the~~  
31 ~~calendar year in which the application is filed))~~ the applicable  
32 registration fee in an amount established by rule by the secretary of  
33 state.

34 The registration shall be effective until the close of the calendar  
35 year in which the application for registration is filed.

36 **Sec. 20.** RCW 24.06.048 and 1982 c 35 s 124 are each amended to  
37 read as follows:

1 A corporation which has in effect a registration of its corporate  
2 name, may renew such registration from year to year by annually filing  
3 an application for renewal setting forth the facts required to be set  
4 forth in an original application for registration and a certificate of  
5 good standing as required for the original registration and by paying  
6 ~~((a fee of ten dollars))~~ the applicable registration fee in an amount  
7 established by rule by the secretary of state. A renewal application  
8 may be filed between the first day of October and the thirty-first day  
9 of December in each year, and shall extend the registration for the  
10 following calendar year.

11 **Sec. 21.** RCW 24.06.050 and 1982 c 35 s 125 are each amended to  
12 read as follows:

13 Each domestic corporation and foreign corporation authorized to do  
14 business in this state shall have and continuously maintain in this  
15 state:

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

27 (2) A registered agent, which agent may be either an individual  
28 resident in this state whose business office is identical with such  
29 registered office, or a domestic corporation existing under any act of  
30 this state or a foreign corporation authorized to transact business or  
31 conduct affairs in this state under any act of this state having an  
32 office identical with such registered office. The resident agent and  
33 registered office shall be designated by duly adopted resolution of the  
34 board of directors; and a statement of such designation, executed by an  
35 officer of the corporation, ~~((together with a copy of the board of~~  
36 ~~directors' designating resolution,))~~ shall be filed with the secretary  
37 of state. A registered agent shall not be appointed without having  
38 given prior written consent to the appointment. The written consent

1 shall be filed with the secretary of state in such form as the  
2 secretary may prescribe. The written consent shall be filed with or as  
3 a part of the document first appointing a registered agent. In the  
4 event any individual or corporation has been appointed agent without  
5 consent, that person or corporation may file a notarized statement  
6 attesting to that fact, and the name shall forthwith be removed from  
7 the records of the secretary of state.

8 No Washington corporation or foreign corporation authorized to  
9 transact business in this state may be permitted to maintain any action  
10 in any court in this state until the corporation complies with the  
11 requirements of this section.

12 **Sec. 22.** RCW 24.06.055 and 1982 c 35 s 126 are each amended to  
13 read as follows:

14 A corporation may change its registered office or change its  
15 registered agent, or both, upon filing in the office of the secretary  
16 of state a statement in the form prescribed by the secretary of state  
17 setting forth:

18 (1) The name of the corporation.

19 (2) If the address of its registered office is to be changed, the  
20 address to which the registered office is to be changed, including  
21 street and number.

22 (3) If ~~((its))~~ the current registered agent is to be changed, the  
23 name of its successor registered agent.

24 (4) That the address of its registered office and the address of  
25 the office of its registered agent, as changed, will be identical.

26 ~~((5) That such change was authorized by resolution duly adopted by  
27 its board of directors.))~~

28 Such statement shall be executed by the corporation by an officer  
29 of the corporation, and delivered to the secretary of state, together  
30 with a written consent of the registered office to his or its  
31 appointment, if applicable. If the secretary of state finds that such  
32 statement conforms to the provisions of this chapter, the secretary of  
33 state shall file such statement, and upon such filing, the change of  
34 address of the registered office, or the appointment of a new  
35 registered agent, or both, as the case may be, shall become effective.

36 Any registered agent of a corporation may resign as such agent upon  
37 filing a written notice thereof, executed in duplicate, with the  
38 secretary of state, who shall forthwith mail a copy thereof to the

1 corporation in care of an officer, who is not the resigning registered  
2 agent, at the address of such officer as shown by the most recent  
3 annual report of the corporation. The appointment of such agent shall  
4 terminate upon the expiration of thirty days after receipt of such  
5 notice by the secretary of state.

6 **Sec. 23.** RCW 24.06.275 and 1982 c 35 s 138 are each amended to  
7 read as follows:

8 If voluntary dissolution proceedings have not been revoked, then  
9 after all debts, liabilities and obligations of the corporation shall  
10 have been paid and discharged, or adequate provision shall have been  
11 made therefor, and all of the remaining property and assets of the  
12 corporation shall have been transferred, conveyed or distributed in  
13 accordance with the provisions of this chapter, articles of dissolution  
14 shall be executed in duplicate by the corporation, by an officer of the  
15 corporation; and such statement shall set forth:

16 (1) The name of the corporation.

17 (2) The date of the meeting of members or shareholders at which the  
18 resolution to dissolve was adopted, certifying that:

19 (a) A quorum was present at such meeting;

20 (b) Such resolution received at least two-thirds of the votes which  
21 members and shareholders present in person or by mail at such meeting  
22 or represented by proxy were entitled to cast or was adopted by a  
23 consent in writing signed by all members and shareholders;

24 (c) All debts, obligations, and liabilities of the corporation have  
25 been paid and discharged or that adequate provision has been made  
26 therefor;

27 (d) All the remaining property and assets of the corporation have  
28 been transferred, conveyed or distributed in accordance with the  
29 provisions of this chapter;

30 (e) There are no suits pending against the corporation in any court  
31 or, if any suits are pending against it, that adequate provision has  
32 been made for the satisfaction of any judgment, order or decree which  
33 may be entered; and

34 (f) ~~((If a copy of any revenue clearance form under chapter 82.32~~  
35 ~~RCW is issued, it shall be attached to the articles of dissolution))~~ A  
36 copy of a revenue clearance certificate issued pursuant to chapter  
37 82.32 RCW.

1       **Sec. 24.** RCW 24.06.290 and 1982 c 35 s 141 are each amended to  
2 read as follows:

3       Failure of the corporation to file its annual report within the  
4 time required shall not derogate from the rights of its creditors, or  
5 prevent the corporation from being sued and from defending lawsuits,  
6 nor shall it release the corporation from any of the duties or  
7 liabilities of a corporation under law.

8       A corporation shall be dissolved by the secretary of state upon the  
9 conditions prescribed in this section when the corporation:

10       (1) Has failed to file or complete its annual report within the  
11 time required by law;

12       (2) Has failed for thirty days to appoint or maintain a registered  
13 agent in this state; or

14       (3) Has failed for thirty days, after change of its registered  
15 agent or registered office, to file in the office of the secretary of  
16 state a statement of such change.

17       A corporation shall not be dissolved under this section unless the  
18 secretary of state has given the corporation not less than ((~~forty-~~  
19 ~~five~~)) sixty days' notice of its delinquency or omission, by first  
20 class mail, postage prepaid, addressed to the registered office, or, if  
21 there is no registered office, to the last known address of any officer  
22 or director as shown by the records of the secretary of state, and  
23 unless the corporation has failed to correct the omission or  
24 delinquency before expiration of the ((~~forty-five~~)) sixty-day period.

25       When a corporation has given cause for dissolution under this  
26 section, and has failed to correct the delinquency or omission as  
27 provided in this section, the secretary of state shall dissolve the  
28 corporation by issuing a certificate of involuntary dissolution  
29 containing a statement that the corporation has been dissolved and the  
30 date and reason for which it was dissolved. The original certificate  
31 of involuntary dissolution shall be filed in the records of the  
32 secretary of state, and a copy of the certificate shall forthwith be  
33 mailed to the corporation at its registered office or, if there is no  
34 registered office, to the last known address of the corporation or any  
35 officer, director, or incorporator of the corporation, as shown by the  
36 records of the secretary of state. Upon the filing of the certificate  
37 of involuntary dissolution, the existence of the corporation shall  
38 cease, except as otherwise provided in this chapter, and its name shall

1 be available to and may be adopted by another corporation after the  
2 dissolution.

3 A corporation which has been dissolved by operation of this section  
4 may be reinstated within a period of (~~three~~) two years following its  
5 dissolution if it shall file or complete (~~its~~) a current annual  
6 report, appoint and maintain a registered agent, or file a required  
7 statement of change of registered agent or registered office and in  
8 addition pay ((a)) the reinstatement fee (~~of twenty-five dollars~~) in  
9 an amount established by rule by the secretary of state plus any other  
10 fees that may be due or owing the secretary of state including the full  
11 amount of all annual fees that would have been assessed for the years  
12 of administrative dissolution had the corporation been in active  
13 status, including the reinstatement year. If during the period of  
14 dissolution another person or corporation has reserved or adopted a  
15 corporate name which is identical or deceptively similar to the  
16 dissolved corporation's name, the dissolved corporation seeking  
17 reinstatement shall be required to adopt another name consistent with  
18 the requirements of this chapter and to amend its articles accordingly.  
19 When a corporation has been dissolved by operation of this section,  
20 remedies available to or against it shall survive in the manner  
21 provided by RCW 24.06.335 and thereafter the directors of the  
22 corporation shall hold title to the property of the corporation as  
23 trustees for the benefit of its creditors and shareholders.

24 **Sec. 25.** RCW 24.06.380 and 1982 c 35 s 146 are each amended to  
25 read as follows:

26 A foreign corporation authorized to conduct affairs in this state  
27 may change its registered office or change its registered agent, or  
28 both, upon filing in the office of the secretary of state in a form  
29 approved by the secretary of state a statement setting forth:

30 (1) The name of the corporation.

31 (2) If the address of (~~its~~) the current registered office is to  
32 be changed, such new address.

33 (3) If (~~its~~) the current registered agent is to be changed, the  
34 name of (~~its successor~~) the new registered agent.

35 (4) That the address of its registered office and the address of  
36 the office of its registered agent, as changed, will be identical.

37 (~~(5) That such change was authorized by resolution duly adopted by~~  
38 ~~its board of directors.))~~

1 Such statement shall be executed by the corporation, by an officer  
2 of the corporation, and delivered to the secretary of state, together  
3 with a written consent of the registered agent to his or its  
4 appointment, if applicable. If the secretary of state finds that such  
5 statement conforms to the provisions of this chapter, he or she shall  
6 file such statement in his or her office, and upon such filing the  
7 change of address of the registered office, or the appointment of a new  
8 registered agent, or both, as the case may be, shall become effective.

9 If a registered agent changes his or her business address to  
10 another place within the state, the registered agent may change such  
11 address and the address of the registered office of any corporation of  
12 which the registered agent is registered agent by filing a statement as  
13 required by this section, except that it need be signed only by the  
14 registered agent, it need not be responsive to subsection (3) of this  
15 section, and it shall recite that a copy of the statement has been  
16 mailed to the corporation.

17 **Sec. 26.** RCW 24.06.415 and 1982 c 35 s 148 are each amended to  
18 read as follows:

19 A foreign corporation authorized to conduct affairs in this state  
20 may withdraw from this state upon procuring from the secretary of state  
21 a certificate of withdrawal. In order to procure such certificate of  
22 withdrawal, the foreign corporation shall deliver to the secretary of  
23 state an application for withdrawal, which shall set forth:

24 (1) The name of the corporation and the state or country under  
25 whose laws it is incorporated.

26 (2) A declaration that the corporation is not conducting affairs in  
27 this state.

28 (3) A surrender of its authority to conduct affairs in this state.

29 (4) A notice that the corporation revokes the authority of its  
30 registered agent in this state to accept service of process and  
31 consents that service of process in any action, suit or proceeding,  
32 based upon any cause of action arising in this state during the time  
33 the corporation was authorized to conduct affairs in this state, may  
34 thereafter be made upon such corporation by service thereof on the  
35 secretary of state.

36 (5) ~~((If a copy of any revenue clearance form under chapter 82.32~~  
37 ~~RCW is issued, it shall be attached to the application for withdrawal))~~

1 A copy of the revenue clearance certificate issued pursuant to chapter  
2 82.82 RCW.

3 (6) A post office address to which the secretary of state may mail  
4 a copy of any process that may be served on the secretary of state as  
5 agent for the corporation.

6 The application for withdrawal shall be made on forms prescribed  
7 and furnished by the secretary of state and shall be executed by the  
8 corporation, by one of the officers of the corporation, or, if the  
9 corporation is in the hands of a receiver or trustee, shall be executed  
10 on behalf of the corporation by such receiver or trustee.

11 NEW SECTION. Sec. 27. A new section is added to chapter 24.06 RCW  
12 to read as follows:

13 (1) A corporation revoked under RCW 24.06.425 may apply to the  
14 secretary of state for reinstatement within two years after the  
15 effective date of revocation. An application filed within such two-  
16 year period may be amended or supplemented and any such amendment or  
17 supplement shall be effective as of the date of original filing. The  
18 application filed under this section shall be filed under and by  
19 authority of an officer of the corporation.

20 (2) The application shall:

21 (a) State the name of the corporation and, if applicable, the name  
22 the corporation had elected to use in this state at the time of  
23 revocation, and the effective date of its revocation;

24 (b) Provide an explanation to show that the grounds for revocation  
25 either did not exist or have been eliminated;

26 (c) State the name of the corporation at the time of reinstatement  
27 and, if applicable, the name the corporation elects to use in this  
28 state at the time of reinstatement which may be reserved under RCW  
29 24.06.046;

30 (d) Appoint a registered agent and state the registered office  
31 address under RCW 24.06.375; and

32 (e) Be accompanied by payment of applicable fees and penalties.

33 (3) If the secretary of state determines that the application  
34 conforms to law, and that all applicable fees have been paid, the  
35 secretary of state shall cancel the certificate of revocation, prepare  
36 and file a certificate of reinstatement, and mail a copy of the  
37 certificate of reinstatement to the corporation.

1 (4) Reinstatement under this section relates back to and takes  
2 effect as of the date of revocation. The corporate authority shall be  
3 deemed to have continued without interruption from that date.

4 (5) In the event the application for reinstatement states a  
5 corporate name that the secretary of state finds to be contrary to the  
6 requirements of RCW 24.06.046, the application, amended application, or  
7 supplemental application shall be amended to adopt another corporate  
8 name that is in compliance with RCW 24.06.046. In the event the  
9 reinstatement application so adopts a new corporate name for use in  
10 Washington, the application for authority shall be deemed to have been  
11 amended to change the corporation's name to the name so adopted for use  
12 in Washington, effective as of the effective date of the certificate of  
13 reinstatement.

14 **Sec. 28.** RCW 24.06.440 and 1982 c 35 s 152 are each amended to  
15 read as follows:

16 Each domestic corporation, and each foreign corporation authorized  
17 to conduct affairs in this state, shall file, within the time  
18 prescribed by this chapter, an annual or biennial report, established  
19 by the secretary of state by rule, in the form prescribed by the  
20 secretary of state setting forth:

21 (1) The name of the corporation and the state or country under  
22 whose laws it is incorporated.

23 (2) The address of the registered office of the corporation in this  
24 state, including street and number, the name of its registered agent in  
25 this state at such address, and, in the case of a foreign corporation,  
26 the address of its principal office in the state or country under whose  
27 laws it is incorporated.

28 (3) A brief statement of the character of the affairs in which the  
29 corporation is engaged, or, in the case of a foreign corporation,  
30 engaged in this state.

31 (4) The names and respective addresses of the directors and  
32 officers of the corporation.

33 (5) The corporation's unified business identifier number.

34 The information shall be given as of the date of the execution of  
35 the report. It shall be executed by the corporation by an officer of  
36 the corporation, or, if the corporation is in the hands of a receiver  
37 or trustee, it shall be executed on behalf of the corporation by such  
38 receiver or trustee.

1 The secretary of state may by rule adopted under chapter 34.05 RCW  
2 provide that correction or updating of information appearing on  
3 previous annual or biennial filings is sufficient to constitute the  
4 current (~~annual~~) filing.

5 **Sec. 29.** RCW 24.06.445 and 1982 c 35 s 153 are each amended to  
6 read as follows:

7 An annual or biennial report of each domestic or foreign  
8 corporation shall be delivered to the secretary of state between the  
9 first day of January and the first day of March of each year or on such  
10 annual or biennial renewal date as the secretary of state may  
11 establish. The secretary of state may adopt rules to establish  
12 biennial reporting dates and to stagger reporting dates. Proof to the  
13 satisfaction of the secretary of state that the report was deposited in  
14 the United States mails, in a sealed envelope, properly addressed to  
15 the secretary of state, with postage prepaid thereon, prior to the  
16 corporation's annual or biennial renewal date, shall be deemed  
17 compliance with this requirement.

18 If the secretary of state finds that a report substantially  
19 conforms to the requirements of this chapter, the secretary of state  
20 shall file the same.

21 Failure of the secretary of state to mail any such notice shall not  
22 relieve a corporation from its obligation to file the annual reports  
23 required by this chapter.

24 **Sec. 30.** RCW 24.06.450 and 1991 c 223 s 2 are each amended to read  
25 as follows:

26 The secretary of state shall (~~charge and collect~~) establish by  
27 rule, fees for:

- 28 (1) Filing articles of incorporation(~~(, thirty dollars.)~~)i  
29 (2) Filing articles of amendment or restatement(~~(, twenty~~  
30 ~~dollars.)~~)i  
31 (3) Filing articles of merger or consolidation(~~(, twenty~~  
32 ~~dollars.)~~)i  
33 (4) Filing a statement of change of address of registered office or  
34 change of registered agent, or revocation, resignation, or any  
35 combination of these(~~(, ten dollars)~~). A separate fee for filing such  
36 statement shall not be charged if the statement appears in an amendment

1 to the articles of incorporation or in conjunction with the annual  
2 report(~~(-)~~)i

3 (5) Filing articles of dissolution(~~(, no fee.)~~)i

4 (6) Filing an application of a foreign corporation for a  
5 certificate of authority to conduct affairs in this state(~~(, thirty~~  
6 ~~dollars.)~~)i

7 (7) Filing an application of a foreign corporation for an amended  
8 certificate of authority to conduct affairs in this state(~~(, twenty~~  
9 ~~dollars.)~~)i

10 (8) Filing a copy of an amendment to the articles of incorporation  
11 of a foreign corporation holding a certificate of authority to conduct  
12 affairs in this state(~~(, twenty dollars.)~~)i

13 (9) Filing a copy of articles of merger of a foreign corporation  
14 holding a certificate of authority to conduct affairs in this state(~~(,~~  
15 ~~twenty dollars.)~~)i

16 (10) Filing an application for withdrawal of a foreign corporation  
17 and issuing a certificate of withdrawal(~~(, no fee.)~~)i

18 (11) Filing a certificate by a foreign corporation of the  
19 appointment of a registered agent(~~(, ten dollars)~~). A separate fee for  
20 filing such certificate shall not be charged if the statement appears  
21 in an amendment to the articles of incorporation or in conjunction with  
22 the annual report(~~(-)~~)i

23 (12) Filing a certificate by a foreign corporation of the  
24 revocation of the appointment of a registered agent(~~(, ten dollars)~~).  
25 A separate fee for filing such certificate shall not be charged if the  
26 statement appears in an amendment to the articles of incorporation or  
27 in conjunction with the annual report(~~(-)~~)i

28 (13) Filing an application to reserve a corporate name(~~(, twenty~~  
29 ~~dollars.)~~)i

30 (14) Filing a notice of transfer of a reserved corporate name(~~(,~~  
31 ~~twenty dollars.)~~)i

32 (15) Filing any other statement or report, including an annual  
33 report, of a domestic or foreign corporation(~~(, ten dollars)~~).

34 **Sec. 31.** RCW 24.06.465 and 1969 ex.s. c 120 s 93 are each amended  
35 to read as follows:

36 (~~Each corporation, domestic or foreign, which fails or refuses to~~  
37 ~~file its annual report for any year within the time prescribed by this~~

1 ~~chapter shall be subject to a penalty of five dollars to be assessed by~~  
2 ~~the secretary of state.))~~

3 Each corporation, domestic or foreign, which fails or refuses to  
4 answer truthfully and fully within the time prescribed by this chapter  
5 any interrogatories propounded by the secretary of state in accordance  
6 with the provisions of this chapter, shall be deemed to be guilty of a  
7 misdemeanor and upon conviction thereof shall be fined in an amount not  
8 to exceed five hundred dollars on each count.

9 **Sec. 32.** RCW 24.06.520 and 1982 c 35 s 162 are each amended to  
10 read as follows:

11 If the term of existence of a corporation which was organized under  
12 this chapter, or which has availed itself of the privileges thereby  
13 provided expires, such corporation shall have the right to renew within  
14 two years of the expiration of its term of existence. The corporation  
15 may renew the term of its existence for a definite period or  
16 perpetually and be reinstated under any name not then in use by or  
17 reserved for a domestic corporation organized under any act of this  
18 state or a foreign corporation authorized under any act of this state  
19 to transact business or conduct affairs in this state. To do so the  
20 directors, members and officers shall adopt amended articles of  
21 incorporation containing a certification that the purpose thereof is a  
22 reinstatement and renewal of the corporate existence. They shall  
23 proceed in accordance with the provisions of this chapter for the  
24 adoption and filing of amendments to articles of incorporation.  
25 Thereupon such corporation shall be reinstated and its corporate  
26 existence renewed as of the date on which its previous term of  
27 existence expired and all things done or omitted by it or by its  
28 officers, directors, agents and members before such reinstatement shall  
29 be as valid and have the same legal effect as if its previous term of  
30 existence had not expired.

31 A corporation reinstating under this section shall pay to the state  
32 all fees and penalties which would have been due if the corporate  
33 charter had not expired, plus a reinstatement fee (~~of twenty five~~  
34 ~~dollars~~) established by rule by the secretary of state.

35 NEW SECTION. **Sec. 33.** The following acts or parts of acts are  
36 each repealed:

37 (1) 1989 c 291 s 1 (uncodified);

- 1 (2) RCW 24.03.490 and 1989 c 291 s 4;
- 2 (3) RCW 24.03.500 and 1989 c 291 s 5;
- 3 (4) RCW 24.03.510 and 1989 c 291 s 6;
- 4 (5) RCW 24.03.520 and 1989 c 291 s 7;
- 5 (6) RCW 24.03.530 and 1989 c 291 s 8; and
- 6 (7) RCW 24.03.540 and 1989 c 291 s 9.

7 NEW SECTION. **Sec. 34.** This act is necessary for the immediate  
8 preservation of the public peace, health, or safety, or support of the  
9 state government and its existing public institutions, and shall take  
10 effect July 1, 1993.

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