

CERTIFICATION OF ENROLLMENT
ENGROSSED SUBSTITUTE SENATE BILL 6168

Chapter 231, Laws of 1996

54th Legislature
1996 Regular Session

LIMITED LIABILITY COMPANIES ACT--REVISIONS

EFFECTIVE DATE: 6/6/96

Passed by the Senate March 4, 1996
YEAS 49 NAYS 0

JOEL PRITCHARD

President of the Senate

Passed by the House March 1, 1996
YEAS 97 NAYS 0

CLYDE BALLARD

**Speaker of the
House of Representatives**

Approved March 28, 1996

CERTIFICATE

I, Marty Brown, Secretary of the Senate of the State of Washington, do hereby certify that the attached is **ENGROSSED SUBSTITUTE SENATE BILL 6168** as passed by the Senate and the House of Representatives on the dates hereon set forth.

MARTY BROWN

Secretary

FILED

March 28, 1996 - 5:06 p.m.

MIKE LOWRY

Governor of the State of Washington

**Secretary of State
State of Washington**

ENGROSSED SUBSTITUTE SENATE BILL 6168

AS AMENDED BY THE HOUSE

Passed Legislature - 1996 Regular Session

State of Washington 54th Legislature 1996 Regular Session

By Senate Committee on Law & Justice (originally sponsored by Senators Smith, Johnson, Newhouse and Winsley)

Read first time 01/25/96.

1 AN ACT Relating to limited liability companies; amending RCW
2 1.16.080, 19.80.005, 19.80.010, 25.04.720, 25.15.010, 25.15.020,
3 25.15.045, 25.15.150, 25.15.270, and 25.15.325; adding new sections to
4 chapter 25.15 RCW; and creating a new section.

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

6 **Sec. 1.** RCW 1.16.080 and 1891 c 23 s 1, part are each amended to
7 read as follows:

8 (1) The term "person" may be construed to include the United
9 States, this state, or any state or territory, or any public or private
10 corporation or limited liability company, as well as an individual.

11 (2) Unless the context clearly indicates otherwise, the terms
12 "association," "unincorporated association," and "person, firm, or
13 corporation" or substantially identical terms shall, without limiting
14 the application of any term to any other type of legal entity, be
15 construed to include a limited liability company.

16 **Sec. 2.** RCW 19.80.005 and 1984 c 130 s 2 are each amended to read
17 as follows:

1 Unless the context clearly requires otherwise, the definitions in
2 this section apply throughout this chapter:

3 (1) "Trade name" means a word or name, or any combination of a word
4 or name, used by a person to identify the person's business which:

5 (a) Is not, or does not include, the true and real name of all
6 persons conducting the business; or

7 (b) Includes words which suggest additional parties of interest
8 such as "company," "and sons," or "and associates."

9 (2) "Business" means an occupation, profession, or employment
10 engaged in for the purpose of seeking a profit.

11 (3) "Executed" by a person means that a document signed by such
12 person is signed by that person under penalties of perjury and in an
13 official and authorized capacity on behalf of the person submitting the
14 document to the department of licensing.

15 (4) "Person" means any individual, partnership, limited liability
16 company, or corporation conducting or having an interest in a business
17 in the state.

18 (5) "True and real name" means:

19 (a) The surname of an individual coupled with one or more of the
20 individual's other names, one or more of the individual's initials, or
21 any combination;

22 (b) The designation or appellation by which an individual is best
23 known and called in the business community where that individual
24 transacts business, if this is used as that individual's legal
25 signature;

26 (c) The registered corporate name of a domestic corporation as
27 filed with the secretary of state;

28 (d) The registered corporate name of a foreign corporation
29 authorized to do business within the state of Washington as filed with
30 the secretary of state;

31 (e) The registered partnership name of a domestic limited
32 partnership as filed with the secretary of state;

33 (f) The registered partnership name of a foreign limited
34 partnership as filed with the secretary of state; or

35 (g) The name of a general partnership which includes in its name
36 the true and real names, as defined in (a) through (f) of this
37 subsection, of each general partner as required in RCW 19.80.010.

1 **Sec. 3.** RCW 19.80.010 and 1984 c 130 s 3 are each amended to read
2 as follows:

3 Each person or persons who shall carry on, conduct, or transact
4 business in this state under any trade name shall register that trade
5 name with the department of licensing as set forth in this section:

6 (1) Sole proprietorship or general partnership: The registration
7 shall set forth the true and real name or names of each person
8 conducting the same, together with the post office address or addresses
9 of each such person and the name of the general partnership, if
10 applicable.

11 (2) Foreign or domestic limited partnership: The registration
12 shall set forth the limited partnership name as filed with the office
13 of the secretary of state.

14 (3) Foreign or domestic limited liability company: The
15 registration shall set forth the limited liability company name as
16 filed with the office of the secretary of state.

17 (4) Foreign or domestic corporation: The registration shall set
18 forth the corporate name as filed with the office of the secretary of
19 state.

20 (~~(4)~~) (5) The registration shall be executed by:

21 (a) The sole proprietor of a sole proprietorship;

22 (b) A general partner of a domestic or foreign general or limited
23 partnership; or

24 (c) An officer of a domestic or foreign corporation.

25 **Sec. 4.** RCW 25.04.720 and 1995 c 337 s 5 are each amended to read
26 as follows:

27 (1) A person or group of persons licensed or otherwise legally
28 authorized to render professional services, as defined in RCW
29 18.100.030, within this state may organize and become a member or
30 members of a limited liability partnership under the provisions of this
31 chapter for the purposes of rendering professional service. Nothing in
32 this section prohibits a person duly licensed or otherwise legally
33 authorized to render professional services in any jurisdiction other
34 than this state from becoming a member of a limited liability
35 partnership organized for the purpose of rendering the same
36 professional services. Nothing in this section prohibits a limited
37 liability partnership from rendering professional services outside this
38 state through individuals who are not duly licensed or otherwise

1 legally authorized to render such professional services within this
2 state.

3 (2)(a) Notwithstanding any other provision of this chapter, health
4 care professionals who are licensed or certified pursuant to chapters
5 18.06, 18.19, 18.22, 18.25, 18.29, 18.34, 18.35, 18.36A, 18.50, 18.53,
6 18.55, 18.64, 18.79, 18.83, 18.89, 18.108, and 18.138 RCW may join and
7 render their individual professional services through one limited
8 liability partnership and are to be considered, for the purpose of
9 forming a limited liability partnership, as rendering the "same
10 specific professional services" or "same professional services" or
11 similar terms.

12 (b) Notwithstanding any other provision of this chapter, health
13 care professionals who are licensed pursuant to chapters 18.57 and
14 18.71 RCW may join and render their individual professional services
15 through one limited liability partnership and are to be considered, for
16 the purpose of forming a limited liability partnership, as rendering
17 the "same specific professional services" or "same professional
18 services" or similar terms.

19 (c) Formation of a limited liability partnership under this
20 subsection does not restrict the application of the uniform
21 disciplinary act under chapter 18.130 RCW, or any applicable health
22 care professional statutes under Title 18 RCW, including but not
23 limited to restrictions on persons practicing a health profession
24 without being appropriately credentialed and persons practicing beyond
25 the scope of their credential.

26 **Sec. 5.** RCW 25.15.010 and 1994 c 211 s 102 are each amended to
27 read as follows:

28 (1) The name of each limited liability company as set forth in its
29 certificate of formation:

30 (a) Must contain (~~either~~) the words "Limited Liability Company,"
31 the words "Limited Liability" and abbreviation "Co.," or the
32 abbreviation "L.L.C." or "LLC";

33 (b) Except as provided in subsection (1)(d) of this section, may
34 contain the name of a member or manager;

35 (c) Must not contain language stating or implying that the limited
36 liability company is organized for a purpose other than those permitted
37 by RCW 25.15.030;

1 (d) Must not contain any of the words or phrases: "Bank,"
2 "banking," "banker," "trust," "cooperative," "partnership,"
3 "corporation," "incorporated," or the abbreviations "corp.," "ltd.," or
4 "inc.," or "L.P.," or any combination of the words "industrial" and
5 "loan," or any combination of any two or more of the words "building,"
6 "savings," "loan," "home," "association," and "society," or any other
7 words or phrases prohibited by any statute of this state; and

8 (e) Must be distinguishable upon the records of the secretary of
9 state from the names described in RCW 23B.04.010(1)(d) and
10 25.10.020(1)(d), and the names of any limited liability company
11 reserved, registered, or formed under the laws of this state or
12 qualified to do business as a foreign limited liability company in this
13 state.

14 (2) A limited liability company may apply to the secretary of state
15 for authorization to use any name which is not distinguishable upon the
16 records of the secretary of state from one or more of the names
17 described in subsection (1)(e) of this section. The secretary of state
18 shall authorize use of the name applied for if the other corporation,
19 limited partnership, or limited liability company consents in writing
20 to the use and files with the secretary of state documents necessary to
21 change its name or the name reserved or registered to a name that is
22 distinguishable upon the records of the secretary of state from the
23 name of the applying limited liability company.

24 (3) A name shall not be considered distinguishable upon the records
25 of the secretary of state by virtue of:

26 (a) A variation in the designation, under subsection (1)(a) of this
27 section, used for the same name;

28 (b) The addition or deletion of an article or conjunction such as
29 "the" or "and" from the same name;

30 (c) Punctuation, capitalization, or special characters or symbols
31 in the same name; or

32 (d) Use of abbreviation or the plural form of a word in the same
33 name.

34 (4) This chapter does not control the use of assumed business names
35 or "trade names."

36 **Sec. 6.** RCW 25.15.020 and 1994 c 211 s 104 are each amended to
37 read as follows:

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

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

15 (b) A registered agent for service of process on the limited
16 liability company, which agent may be either an individual resident of
17 this state whose business office is identical with the limited
18 liability company's registered office, or a domestic corporation,
19 limited partnership, or limited liability company, or a foreign
20 corporation, limited partnership, or limited liability company
21 authorized to do business in this state having a business office
22 identical with such registered office; and

23 (c) A registered agent who shall not be appointed without having
24 given prior written consent to the appointment. The written consent
25 shall be filed with the secretary of state in such form as the
26 secretary may prescribe. The written consent shall be filed with or as
27 a part of the document first appointing a registered agent.

28 (2) ~~((A registered agent may change the address of the registered
29 office of the limited liability company or companies for which such
30 registered agent is registered agent to another address in this state
31 by filing with the secretary of state a certificate, executed by such
32 registered agent, setting forth the names of all the limited liability
33 companies represented by such registered agent, and the address at
34 which such registered agent has maintained the registered office for
35 each of such limited liability companies, and further certifying to the
36 new address to which each such registered office will be changed on a
37 given day, and at which new address such registered agent will
38 thereafter maintain the registered office for each of the limited
39 liability companies recited in the certificate. Upon the filing of~~

1 such certificate, the secretary of state shall furnish to the
2 registered agent a certified copy of the same, and thereafter, or until
3 further change of address, as authorized by law, the registered office
4 in this state of each of the limited liability companies recited in the
5 certificate shall be located at the new address of the registered agent
6 thereof as given in the certificate. In the event of a change of name
7 of any person acting as a registered agent of a limited liability
8 company, such registered agent shall file with the secretary of state
9 a certificate, executed by such registered agent, setting forth the new
10 name of such registered agent, the name of such registered agent before
11 it was changed, the names of all the limited liability companies
12 represented by such registered agent, and the address at which such
13 registered agent has maintained the registered office for each of such
14 limited liability companies. Upon the filing of such certificate, the
15 secretary of state shall furnish to the registered agent a certified
16 copy of the certificate. Filing a certificate under this section shall
17 be deemed to be an amendment of the certificate of formation of each
18 limited liability company affected thereby and each such limited
19 liability company shall not be required to take any further action with
20 respect thereto, to amend its certificate of formation under RCW
21 25.15.075. Any registered agent filing a certificate under this
22 section shall promptly, upon such filing, deliver a copy of any such
23 certificate to each limited liability company affected thereby.

24 (3) The registered agent of one or more limited liability companies
25 may resign and appoint a successor registered agent by filing a
26 certificate with the secretary of state, stating that it resigns and
27 the name and address of the successor registered agent. There shall be
28 attached to such certificate a statement executed by each affected
29 limited liability company ratifying and approving such change of
30 registered agent. Upon such filing, the successor registered agent
31 shall become the registered agent of such limited liability companies
32 as have ratified and approved such substitution and the successor
33 registered agent's address, as stated in such certificate, shall become
34 the address of each such limited liability company's registered office
35 in this state. The secretary of state shall furnish to the successor
36 registered agent a certified copy of the certificate of resignation.
37 Filing of such certificate of resignation shall be deemed to be an
38 amendment of the certificate of formation of each limited liability
39 company affected thereby and each such limited liability company shall

1 not be required to take any further action with respect thereto, to
2 amend its certificate of formation under RCW 25.15.075.

3 (4) The registered agent of a limited liability company may resign
4 without appointing a successor registered agent by filing a certificate
5 with the secretary of state stating that it resigns as registered agent
6 for the limited liability company identified in the certificate, but
7 such resignation shall not become effective until one hundred twenty
8 days after the certificate is filed. There shall be attached to such
9 certificate an affidavit of such registered agent, that at least thirty
10 days prior to and on or about the date of the filing of said
11 certificate, notices were sent by certified or registered mail to the
12 limited liability company for which such registered agent is resigning
13 as registered agent, at the principal office thereof within or outside
14 this state, if known to such registered agent or, if not, to the last
15 known address of the attorney or other individual at whose request such
16 registered agent was appointed for such limited liability company, of
17 the resignation of such registered agent. After receipt of the notice
18 of the resignation of its registered agent, the limited liability
19 company for which such registered agent was acting shall obtain and
20 designate a new registered agent, to take the place of the registered
21 agent so resigning)) A limited liability company may change its
22 registered office or registered agent by delivering to the secretary of
23 state for filing a statement of change that sets forth:

24 (a) The name of the limited liability company;

25 (b) If the current registered office is to be changed, the street
26 address of the new registered office in accord with subsection (1) of
27 this section;

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

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

34 (3) If a registered agent changes the street address of the agent's
35 business office, the registered agent may change the street address of
36 the registered office of any limited liability company for which the
37 agent is the registered agent by notifying the limited liability
38 company in writing of the change and signing, either manually or in
39 facsimile, and delivering to the secretary of state for filing a

1 statement that complies with the requirements of subsection (2) of this
2 section and recites that the limited liability company has been
3 notified of the change.

4 (4) A registered agent may resign as agent by signing and
5 delivering to the secretary of state for filing a statement that the
6 registered office is also discontinued. After filing the statement the
7 secretary of state shall mail a copy of the statement to the limited
8 liability company at its principal office. The agency appointment is
9 terminated, and the registered office discontinued is so provided, on
10 the thirty-first day after the date on which the statement was filed.

11 **Sec. 7.** RCW 25.15.045 and 1995 c 337 s 14 are each amended to read
12 as follows:

13 (1) A person or group of persons licensed or otherwise legally
14 authorized to render professional services within this state may
15 organize and become a member or members of a professional limited
16 liability company under the provisions of this chapter for the purposes
17 of rendering professional service. A "professional limited liability
18 company" is subject to all the provisions of chapter 18.100 RCW that
19 apply to a professional corporation, and its managers, members, agents,
20 and employees shall be subject to all the provisions of chapter 18.100
21 RCW that apply to the directors, officers, shareholders, agents, or
22 employees of a professional corporation, except as provided otherwise
23 in this section. Nothing in this section prohibits a person duly
24 licensed or otherwise legally authorized to render professional
25 services in any jurisdiction other than this state from becoming a
26 member of a professional limited liability company organized for the
27 purpose of rendering the same professional services. Nothing in this
28 section prohibits a professional limited liability company from
29 rendering professional services outside this state through individuals
30 who are not duly licensed or otherwise legally authorized to render
31 such professional services within this state. Notwithstanding RCW
32 18.100.065, persons engaged in a profession and otherwise meeting the
33 requirements of this chapter may operate under this chapter as a
34 professional limited liability company so long as each member
35 personally engaged in the practice of the profession in this state is
36 duly licensed or otherwise legally authorized to practice the
37 profession in this state and:

1 (a) At least one manager of the company is duly licensed or
2 otherwise legally authorized to practice the profession in this state;
3 or

4 (b) Each member in charge of an office of the company in this state
5 is duly licensed or otherwise legally authorized to practice the
6 profession in this state.

7 (2) If the company's members are required to be licensed to
8 practice such profession, and the company fails to maintain for itself
9 and for its members practicing in this state a policy of professional
10 liability insurance, bond, or other evidence of financial
11 responsibility of a kind designated by rule by the state insurance
12 commissioner and in the amount of at least one million dollars or such
13 greater amount as the state insurance commissioner may establish by
14 rule for a licensed profession or for any specialty within a
15 profession, taking into account the nature and size of the business,
16 then the company's members shall be personally liable to the extent
17 that, had such insurance, bond, or other evidence of responsibility
18 been maintained, it would have covered the liability in question.

19 (3) For purposes of applying the provisions of chapter 18.100 RCW
20 to a professional limited liability company, the terms "director" or
21 "officer" shall mean manager, "shareholder" shall mean member,
22 "corporation" shall mean professional limited liability company,
23 "articles of incorporation" shall mean certificate of formation,
24 "shares" or "capital stock" shall mean a limited liability company
25 interest, "incorporator" shall mean the person who executes the
26 certificate of formation, and "bylaws" shall mean the limited liability
27 company agreement.

28 (4) The name of a professional limited liability company must
29 contain either the words "Professional Limited Liability Company," or
30 the words "Professional Limited Liability" and the abbreviation "Co.,"
31 or the abbreviation "P.L.L.C." or "PLLC" provided that the name of a
32 professional limited liability company organized to render dental
33 services shall contain the full names or surnames of all members and no
34 other word than "chartered" or the words "professional services" or the
35 abbreviation "P.L.L.C." or PLLC.

36 (5) Subject to the provisions in article VII of this chapter, the
37 following may be a member of a professional limited liability company
38 and may be the transferee of the interest of an ineligible person or
39 deceased member of the professional limited liability company:

1 (a) A professional corporation, if its shareholders, directors, and
2 its officers other than the secretary and the treasurer, are licensed
3 or otherwise legally authorized to render the same specific
4 professional services as the professional limited liability company;
5 and

6 (b) Another professional limited liability company, if the managers
7 and members of both professional limited liability companies are
8 licensed or otherwise legally authorized to render the same specific
9 professional services.

10 **Sec. 8.** RCW 25.15.150 and 1994 c 211 s 401 are each amended to
11 read as follows:

12 (1) Unless the certificate of formation vests management of the
13 limited liability company in a manager or managers((7)): (a)
14 Management of the business or affairs of the limited liability company
15 shall be vested in the members; and (b) each member is an agent of the
16 limited liability company for the purpose of its business and the act
17 of any member for apparently carrying on in the usual way the business
18 of the limited liability company binds the limited liability company
19 unless the member so acting has in fact no authority to act for the
20 limited liability company in the particular matter and the person with
21 whom the member is dealing has knowledge of the fact that the member
22 has no such authority. Subject to any provisions in the limited
23 liability company agreement or this chapter restricting or enlarging
24 the management rights and duties of any person or group or class of
25 persons, the members shall have the right and authority to manage the
26 affairs of the limited liability company and to make all decisions with
27 respect thereto.

28 (2) If the certificate of formation vests management of the limited
29 liability company in one or more managers, then such persons shall have
30 such power to manage the business or affairs of the limited liability
31 company as is provided in the limited liability company agreement.
32 Unless otherwise provided in the limited liability company agreement,
33 such persons:

34 (a) Shall be designated, appointed, elected, removed, or replaced
35 by a vote, approval, or consent of members contributing, or required to
36 contribute, more than fifty percent of the agreed value (as stated in
37 the records of the limited liability company required to be kept

1 pursuant to RCW 25.15.135) of the contributions made, or required to be
2 made, by all members at the time of such action;

3 (b) Need not be members of the limited liability company or natural
4 persons; and

5 (c) Unless they have been earlier removed or have earlier resigned,
6 shall hold office until their successors shall have been elected and
7 qualified.

8 (3) If the certificate of formation vests management of the limited
9 liability company in a manager or managers, no member, acting solely in
10 the capacity as a member, is an agent of the limited liability company.

11 **Sec. 9.** RCW 25.15.270 and 1994 c 211 s 801 are each amended to
12 read as follows:

13 A limited liability company is dissolved and its affairs shall be
14 wound up upon the first to occur of the following:

15 (1) The dissolution date, if any, specified in a limited liability
16 company agreement (~~(, or thirty years from the date of the formation of~~
17 the limited liability company if no such date is set forth in the
18 limited liability company agreement)). If a date is not specified in
19 the agreement or the agreement does not specify perpetual existence,
20 then the dissolution date is thirty years after the date of formation.
21 If a dissolution date is specified in the agreement, it is renewable by
22 consent of all the members;

23 (2) The happening of events specified in a limited liability
24 company agreement;

25 (3) The written consent of all members;

26 (4) An event of dissociation of a member, unless the business of
27 the limited liability company is continued either by the consent of all
28 the remaining members within ninety days following the occurrence of
29 any such event or pursuant to a right to continue stated in the limited
30 liability company agreement;

31 (5) The entry of a decree of judicial dissolution under RCW
32 25.15.275;

33 (6) At any time there are fewer than two members unless, within
34 ninety days following the event of dissociation upon which the number
35 of members is reduced below two, one or more additional members are
36 admitted so that there are at least two members; or

1 (7) The expiration of two years after the effective date of
2 dissolution under RCW 25.15.285 without the reinstatement of the
3 limited liability company.

4 **Sec. 10.** RCW 25.15.325 and 1994 c 211 s 904 are each amended to
5 read as follows:

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

24 (2) Each foreign limited liability company shall continuously
25 maintain in this state:

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

1 (b) A registered agent for service of process on the foreign
2 limited liability company, which agent may be either an individual
3 resident of this state whose business office is identical with the
4 foreign limited liability company's registered office, or a domestic
5 corporation, a limited partnership or limited liability company, or a
6 foreign corporation authorized to do business in this state having a
7 business office identical with such registered office; and

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

18 (3) (~~A registered agent may change the address of the registered
19 office of the foreign limited liability company or companies for which
20 the registered agent is registered agent to another address in this
21 state by filing with the secretary of state a certificate, executed by
22 such registered agent, setting forth the names of all the foreign
23 limited liability companies represented by such registered agent, and
24 the address at which such registered agent has maintained the
25 registered office for each of such foreign limited liability companies,
26 and further certifying to the new address to which each such registered
27 office will be changed on a given day, and at which new address such
28 registered agent will thereafter maintain the registered office for
29 each of the foreign limited liability companies recited in the
30 certificate. Upon the filing of such certificate, the secretary of
31 state shall furnish to the registered agent a certified copy of the
32 same, and thereafter, or until further change of address, as authorized
33 by law, the registered office in this state of each of the foreign
34 limited liability companies recited in the certificate shall be located
35 at the new address of the registered agent thereof as given in the
36 certificate. In the event of a change of name of any person acting as
37 a registered agent of a foreign limited liability company, such
38 registered agent shall file with the secretary of state a certificate,
39 executed by such registered agent, setting forth the new name of such~~

1 registered agent, the name of such registered agent before it was
2 changed, the names of all the foreign limited liability companies
3 represented by such registered agent, and the address at which such
4 registered agent has maintained the registered office for each of such
5 foreign limited liability companies. Upon the filing of such
6 certificate, the secretary of state shall furnish to the registered
7 agent a certified copy of the same. Filing a certificate under this
8 section shall be deemed to be an amendment of the application for
9 registration of each foreign limited liability company affected thereby
10 and each foreign limited liability company shall not be required to
11 take any further action with respect thereto, to amend its application
12 under RCW 25.15.330. Any registered agent filing a certificate under
13 this section shall promptly, upon such filing, deliver a copy of any
14 such certificate to each foreign limited liability company affected
15 thereby.

16 (4) The registered agent of one or more foreign limited liability
17 companies may resign and appoint a successor registered agent by filing
18 a certificate with the secretary of state, stating that it resigns and
19 the name and address of the successor registered agent. There shall be
20 attached to such certificate a statement executed by each affected
21 foreign limited liability company ratifying and approving such change
22 of registered agent. Upon such filing, the successor registered agent
23 shall become the registered agent of such foreign limited liability
24 company as has ratified and approved such substitution and the
25 successor registered agent's address, as stated in such certificate,
26 shall become the address of each such foreign limited liability
27 company's registered office in this state. The secretary of state
28 shall furnish to the successor registered agent a certified copy of the
29 certificate of resignation. Filing of such certificate of resignation
30 shall be deemed to be an amendment of the application for registration
31 of each foreign limited liability company affected thereby and each
32 such foreign limited liability company shall not be required to take
33 any further action with respect thereto, to amend its application under
34 RCW 25.15.330.

35 (5) The registered agent of a foreign limited liability company may
36 resign without appointing a successor registered agent by filing a
37 certificate with the secretary of state stating that it resigns as
38 registered agent for the foreign limited liability company identified
39 in the certificate, but such resignation shall not become effective

1 until one hundred twenty days after the certificate is filed. There
2 shall be attached to such certificate an affidavit of such registered
3 agent, if an individual, or of the president, a vice president, or the
4 secretary thereof if a corporation, that at least thirty days prior to
5 and on or about the date of the filing of said certificate, notices
6 were sent by certified or registered mail to the foreign limited
7 liability companies for which such registered agent is resigning as
8 registered agent, at the principal office thereof within or outside
9 this state, if known to such registered agent or, if not, to the last
10 known address of the attorney or other individual at whose request such
11 registered agent was appointed for such foreign limited liability
12 company, of the resignation of such registered agent. After receipt of
13 the notice of the resignation of its registered agent, the foreign
14 limited liability company for which such registered agent was acting
15 shall obtain and designate a new registered agent, to take the place of
16 the registered agent so resigning. If such foreign limited liability
17 company fails to obtain and designate a new registered agent as
18 aforesaid prior to the expiration of the period of one hundred twenty
19 days after the filing by the registered agent of the certificate of
20 resignation, such foreign limited liability company shall not be
21 permitted to do business in this state and its registration shall be
22 deemed to be canceled. After the resignation of the registered agent
23 shall have become effective as provided in this section and if no new
24 registered agent shall have been obtained and designated in the time
25 and manner aforesaid, service of legal process against the foreign
26 limited liability company for which the resigned registered agent had
27 been acting shall thereafter be upon the secretary of state in
28 accordance with RCW 25.15.360)) A foreign limited liability company may
29 change its registered office or registered agent by delivering to the
30 secretary of state for filing a statement of change that sets forth:

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

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

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

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

4 (4) If a registered agent changes the street address of the agent's
5 business office, the registered agent may change the street address of
6 the registered office of any foreign limited liability company for
7 which the agent is the registered agent by notifying the foreign
8 limited liability company in writing of the change and signing, either
9 manually or in facsimile, and delivering to the secretary of state for
10 filing a statement that complies with the requirements of subsection
11 (3) of this section and recites that the foreign limited liability
12 company has been notified of the change.

13 (5) A registered agent of any foreign limited liability company may
14 resign as agent by signing and delivering to the secretary of state for
15 filing a statement that the registered office is also discontinued.
16 After filing the statement the secretary of state shall mail a copy of
17 the statement to the foreign limited liability company at its principal
18 office address shown in its most recent annual report, or the address
19 of its principal place of business shown in its application for
20 certificate of registration if no annual report has been filed. The
21 agency appointment is terminated, and the registered office
22 discontinued if so provided, on the thirty-first day after the date on
23 which the statement was filed.

24 NEW SECTION. Sec. 11. A new section is added to chapter 25.15 RCW
25 under "Article IX" to read as follows:

26 The secretary of state may commence a proceeding under section 11
27 of this act to revoke registration of a foreign limited liability
28 company authorized to transact business in this state if:

29 (1) The foreign limited liability company is without a registered
30 agent or registered office in this state for sixty days or more;

31 (2) The foreign limited liability company does not inform the
32 secretary of state under RCW 25.15.330 that its registered agent or
33 registered office has changed, that its registered agent has resigned,
34 or that its registered office has been discontinued within sixty days
35 of the change, resignation, or discontinuance;

36 (3) A manager or other agent of the foreign limited liability
37 company signed a document knowing it was false in any material respect

1 with intent that the document be delivered to the secretary of state
2 for filing; or

3 (4) The secretary of state receives a duly authenticated
4 certificate from the secretary of state or other official having
5 custody of limited liability company records in the jurisdiction under
6 which the foreign limited liability company was organized stating that
7 the foreign limited liability company has been dissolved or its
8 certificate or articles of formation canceled.

9 NEW SECTION. **Sec. 12.** A new section is added to chapter 25.15 RCW
10 under "Article IX" to read as follows:

11 (1) If the secretary of state determines that one or more grounds
12 exist under section 10 of this act for revocation of a foreign limited
13 liability company's registration, the secretary of state shall give the
14 foreign limited liability company written notice of the determination
15 by first class mail, postage prepaid, stating in the notice the ground
16 or grounds for and effective date of the secretary of state's
17 determination, which date shall not be earlier than the date on which
18 the notice is mailed.

19 (2) If the foreign limited liability company does not correct each
20 ground for revocation or demonstrate to the reasonable satisfaction of
21 the secretary of state that each ground determined by the secretary of
22 state does not exist within sixty days after notice is effective, the
23 secretary of state shall revoke the foreign limited liability company's
24 registration by signing a certificate of revocation that recites the
25 ground or grounds for revocation and its effective date. The secretary
26 of state shall file the original of the certificate and mail a copy to
27 the foreign limited liability company.

28 (3) Documents to be mailed by the secretary of state to a foreign
29 limited liability company for which provision is made in this section
30 shall be sent to the foreign limited liability company at the address
31 of the agent for service of process contained in the application or
32 certificate of this limited liability company which is most recently
33 filed with the secretary of state.

34 (4) The authority of a foreign limited liability company to
35 transact business in this state ceases on the date shown on the
36 certificate revoking its registration.

37 (5) The secretary of state's revocation of a foreign limited
38 liability company's registration appoints the secretary of state the

1 foreign limited liability company's agent for service of process in any
2 proceeding based on a cause of action which arose during the time the
3 foreign limited liability company was authorized to transact business
4 in this state.

5 (6) Revocation of a foreign limited liability company's
6 registration does not terminate the authority of the registered agent
7 of the foreign limited liability company.

8 NEW SECTION. **Sec. 13.** Section 8, chapter ..., Laws of 1996
9 (section 8 of this act) does not apply to a limited liability company
10 formed prior to the effective date of this act, unless the certificate
11 of formation of the limited liability company is amended after the
12 effective date of this act to provide that the limited liability
13 company has perpetual duration.

Passed the Senate March 4, 1996.

Passed the House March 1, 1996.

Approved by the Governor March 28, 1996.

Filed in Office of Secretary of State March 28, 1996.