

RCW 24.03A.670 Restated articles of incorporation. (1) The board of a nonprofit corporation may restate its articles of incorporation at any time, without approval by the members or any other person, to consolidate all amendments into a single document without substantive change.

(2) A restatement of the articles may include one or more amendments to the articles. If restated articles of incorporation of a nonmembership corporation include one or more new amendments, then these amendments must have been adopted and approved as provided in RCW 24.03A.645. If restated articles of incorporation of a membership corporation include one or more new amendments that require member approval, then the amendments must have been adopted and approved as provided in RCW 24.03A.650 or 24.03A.655, as appropriate.

(3) A nonprofit corporation that restates its articles of incorporation shall deliver to the secretary of state for filing articles of restatement setting forth the name of the nonprofit corporation and the text of the restated articles of incorporation together with a certificate setting forth:

(a) If the restatement does not include any amendments to the articles, a statement of that fact;

(b) If the restatement contains one or more amendments to the articles, the information required by RCW 24.03A.665 (1) through (4).

(4) The articles of restatement and the certificate must be executed by an officer or other authorized representative.

(5) Duly adopted restated articles of incorporation supersede the original articles and all amendments thereto.

(6) The secretary of state shall certify restated articles of incorporation as the articles currently in effect. [2021 c 176 § 3107.]

Effective date—2021 c 176: See note following RCW 24.03A.005.