## Chapter 25.15 RCW LIMITED LIABILITY COMPANIES

## Sections

	ARTICLE I. GENERAL PROVISIONS
25.15.006 25.15.011 25.15.016 25.15.018	Definitions. Name of limited liability company. Reserved name. Effect of limited liability company agreement—Nonwaivable provisions.
25.15.021 25.15.026 25.15.031 25.15.033 25.15.036	Registered agent. Service of process, notice, or demand. Purpose and powers. Law of this state governs. Business transactions of member or manager with the limited liability company.
25.15.038 25.15.041 25.15.046 25.15.048 25.15.051 25.15.054 25.15.061	General standards—Limitation of liability. Indemnification. Professional limited liability companies. Professional limited liability company—Licensing. Foreign professional limited liability company. Membership residency. Piercing the veil.
ARTICLE :	II. FORMATION: CERTIFICATE OF FORMATION, AMENDMENT, FILING, AND EXECUTION
25.15.071 25.15.076 25.15.081 25.15.086 25.15.091 25.15.096	Formation—Certificate of formation.  Amendment to certificate of formation.  Restated certificate.  Execution.  Execution or amendment by judicial order.  Duty of secretary of state to file—Review of refusal to file.
25.15.106	Initial and annual reports.
25.15.116 25.15.121 25.15.126 25.15.131 25.15.136 25.15.141	ARTICLE III. MEMBERS  Admission of members.  Voting and classes of membership.  Liability of members and managers to third parties.  Member dissociation.  Records and information.  Remedies for breach of limited liability company agreement by member.
	ARTICLE IV. MANAGEMENT AND MANAGERS
25.15.151 25.15.154 25.15.157 25.15.161 25.15.166 25.15.171	Member-managed limited liability companies.  Manager-managed limited liability companies.  Delegation of rights and powers to manage.  Manager—Member's rights and duties.  Voting and classes of managers.  Remedies for breach of limited liability company agreement by manager.
25.15.176 25.15.181	Resignation of manager. Loss of sole remaining manager.

## ARTICLE V. CONTRIBUTIONS 25.15.191 Form of contribution. 25.15.196 Liability for contribution. ARTICLE VI. DISTRIBUTIONS Allocation of distributions. 25.15.206 25.15.211 Interim distributions. 25.15.216 Distribution following dissociation. 25.15.221 Distribution in-kind. 25.15.226 Right to distribution. Limitations on distribution. 25.15.231 25.15.236 Liability for improper distributions. ARTICLE VII. ASSIGNMENT OF LIMITED LIABILITY COMPANY INTERESTS 25.15.246 Nature of limited liability company interest—Certificate of interest. 25.15.251 Transfer of transferable interest. 25.15.256 Rights of judgment creditor. ARTICLE VIII. DISSOLUTION 25.15.265 Dissolution. After dissolution under RCW 25.15.265. 25.15.269 25.15.274 Judicial dissolution. 25.15.279 Administrative dissolution—Commencement of proceeding. 25.15.289 Administrative dissolution—Reinstatement. 25.15.294 Voluntary dissolution—Revocation of dissolution—When effective—Effect. 25.15.297 Winding up. 25.15.301 Disposition of known claims—Definition. 25.15.305 Distribution of assets. 25.15.309 Remedies available after distribution. ARTICLE IX. FOREIGN LIMITED LIABILITY COMPANIES 25.15.316 Law governing. 25.15.321 Registration required. 25.15.331 Name—Registered agent. 25.15.336 Amendments to application. 25.15.341 Withdrawal of registration. 25.15.346 Doing business without registration. 25.15.351 Enjoinder from doing business in this state. 25.15.356 Activities not constituting transacting business. 25.15.361 Service of process on registered foreign limited liability companies. 25.15.367 Service of process on unregistered foreign limited liability companies. 25.15.371 Termination of registration. ARTICLE X. DERIVATIVE ACTIONS 25.15.386 Right to bring action. 25.15.391 Proper plaintiff. 25.15.396 Complaint. 25.15.401 Expenses. ARTICLE XI. MERGERS AND CONVERSIONS 25.15.411 Definitions.

25.15.416 Merger—Plan. 25.15.421 Merger—Plan—Approval. 25.15.426 Articles of merger—Filing—Effective date. 25.15.431 Effect of merger. 25.15.436 Conversion. 25.15.441 Action on plan of conversion by converting limited liability company. 25.15.446 Filing required for conversion—Effective date. 25.15.451 Effect of conversion. 25.15.456 Restrictions on approval of conversions. ARTICLE XII. DISSENTERS' RIGHTS 25.15.466 Definitions. 25.15.471 Member—Dissent—Payment of fair value. 25.15.476 Dissenters' rights—Notice—Timing. 25.15.481 Member—Dissent—Voting restriction. 25.15.486 Members—Dissenters' notice—Requirement. 25.15.491 Member—Payment demand—Entitlement. 25.15.496 Members' interests—Transfer restriction. 25.15.501 Payment of fair value—Requirements for compliance. 25.15.506 Merger—Not effective within sixty days—Transfer restrictions. 25.15.511 Dissenter's estimate of fair value—Notice. 25.15.516 Unsettled demand for payment—Proceeding—Parties— Appraisers. 25.15.521 Unsettled demand for payment—Costs—Fees and expenses of counsel. ARTICLE XIII. MISCELLANEOUS 25.15.801 Construction and application of chapter and limited liability company agreement. 25.15.806 Applicable fees, charges, and penalties. 25.15.811 Authority to adopt rules. 25.15.903 Effective date—2015 c 188. 25.15.904 Short title. 25.15.905 Chapter application.