

(2) The regulator of the foreign association believes that no adequate merger candidates exist within the regulator's jurisdiction;

(3) The regulator of the foreign association believes that it is appropriate for the foreign association to be acquired by a domestic association; and

(4) The supervisor believes that it is appropriate for the domestic association to acquire the foreign association.

Any acquisition made under this authority shall be conducted in the same manner so outlined in RCW 33.24.350 - 33.24.380. [Statutory Authority: RCW 33.12.014. 82-08-023 (Order 82-1), § 419-52-020, filed 3/30/82.]

WAC 419-52-030 Acquisition of a troubled domestic association by a foreign association. Pursuant to RCW 33.12.012 and 33.12.014, and notwithstanding any other law to the contrary, a foreign savings and loan association may acquire a domestic association under the following circumstances:

(1) The supervisor believes that a merger is necessary to prevent the failure of the domestic association;

(2) The supervisor believes that no adequate merger candidates exist in Washington;

(3) The supervisor believes that it is appropriate for the domestic association to be acquired by a foreign association; and

(4) The regulator of the foreign association believes that it is appropriate for the foreign association to acquire the domestic association.

Any acquisition made under this authority shall be subject to RCW 33.24.350 - 33.24.380. [Statutory Authority: RCW 33.12.014. 82-08-023 (Order 82-1), § 419-52-030, filed 3/30/82.]

Title 434 WAC

SECRETARY OF STATE

Chapters

- 434-16 Filing under Uniform Commercial Code.
- 434-50 Corporation filing procedures and special fees.
- 434-55 Limited partnership filings--Centralized system.
- 434-91 Special elections for major public energy project bond measures.

Chapter 434-16 WAC

FILING UNDER UNIFORM COMMERCIAL CODE

WAC

434-16-010 through 434-16-090 Repealed.

DISPOSITION OF SECTIONS FORMERLY CODIFIED IN THIS CHAPTER

434-16-010 Authority and purpose. [Regulation 1, § 1, filed 5/18/67.] Repealed by 82-05-014 (Order 659-

434-16-020

434-16-030

434-16-040

434-16-050

434-16-060

434-16-070

434-16-080

434-16-090

DOL), filed 2/9/82. Statutory Authority: 1977 ex.s. c 117 § 2. Later promulgation, see WAC 308-400-010. Applicable statute. [Regulation 1, § 2, filed 5/18/67.] Repealed by 82-05-014 (Order 659-DOL), filed 2/9/82. Statutory Authority: 1977 ex.s. c 117 § 2. Later promulgation, see WAC 308-400-020.

Definitions. [Regulation 1, § 3, filed 5/18/67.] Repealed by 82-05-014 (Order 659-DOL), filed 2/9/82. Statutory Authority: 1977 ex.s. c 117 § 2. Later promulgation, see WAC 308-400-030.

Standard forms. [Regulation 1, § 4, filed 5/18/67.] Repealed by 82-05-014 (Order 659-DOL), filed 2/9/82. Statutory Authority: 1977 ex.s. c 117 § 2. Later promulgation, see WAC 308-400-040, 308-400-044, 308-400-046, and 308-400-048.

Official approval of forms. [Regulation 1, § 5, filed 5/18/67.] Repealed by 82-05-014 (Order 659-DOL), filed 2/9/82. Statutory Authority: 1977 ex.s. c 117 § 2. Later promulgation, see WAC 308-400-050.

Rejection of filings. [Regulation 1, § 6, filed 5/18/67.] Repealed by 82-05-014 (Order 659-DOL), filed 2/9/82. Statutory Authority: 1977 ex.s. c 117 § 2. Later promulgation, see WAC 308-400-060.

Prefiled financing statements. [Regulation 1, § 7, filed 5/18/67.] Repealed by 82-05-014 (Order 659-DOL), filed 2/9/82. Statutory Authority: 1977 ex.s. c 117 § 2.

Request for information or copies. [Regulation 1, § 8, filed 5/18/67.] Repealed by 82-05-014 (Order 659-DOL), filed 2/9/82. Statutory Authority: 1977 ex.s. c 117 § 2. Later promulgation, see WAC 308-400-070.

Amendment fees. [Regulation 1, § 9, filed 5/18/67.] Repealed by 82-05-014 (Order 659-DOL), filed 2/9/82. Statutory Authority: 1977 ex.s. c 117 § 2. Later promulgation, see WAC 308-400-090.

WAC 434-16-010 through 434-16-090 Repealed.
See Disposition Table at beginning of this chapter.

Chapter 434-50 WAC

CORPORATION FILING PROCEDURES AND SPECIAL FEES

WAC

- 434-50-010 Purpose.
- 434-50-015 Office address.
- 434-50-020 Office hours.
- 434-50-025 Telephone services.
- 434-50-030 Mail-in service.
- 434-50-035 In-person or expedited counter service--Special fees.
- 434-50-040 Miscellaneous charges--Special service fees.
- 434-50-045 Fee prepayment, when required.
- 434-50-050 Original signature requirement--Original retained.
- 434-50-055 Registered office address--Requirements.

WAC 434-50-010 Purpose. These rules are adopted to establish certain procedures and fee schedules applicable to filings made at the corporations, trademarks and limited partnerships division of the office of the secretary of state, and to provide general information concerning that division. These rules are adopted pursuant to the corporations laws of Washington, including sections 67, 114, 159 and 187, chapter 35, Laws of 1982. [Statutory Authority: 1982 c 35 §§ 67, 114, 159 and 187. 82-16-059 (Order 82-1), § 434-50-010, filed 7/30/82.]

WAC 434-50-015 Office address. (1) Mailing address for the corporations division is: Corporations Division, Office of the Secretary of State, Olympia, Washington 98504. Use of any other address may delay mail delivery.

(2) The offices of the corporations division are located at 500-A State Modular Office Building, Airdustrial Way and Armstrong Street SW, Tumwater, Washington. To reach the division's offices, take Exit 102, Interstate 5 (Trosper Road exit), go east two blocks to Capitol Boulevard, turn south on Capitol Boulevard, drive one mile to Airdustrial Way, turn on Airdustrial Way, go one-half mile. The state modular office building is on the south side of Airdustrial Way; the division is located in the northwest corner of the building. [Statutory Authority: 1982 c 35 §§ 67, 114, 159 and 187. 82-16-059 (Order 82-1), § 434-50-015, filed 7/30/82.]

WAC 434-50-020 Office hours. (1) Hours of operation for personnel in the division are from 8:00 a.m. to 12:00 noon and 1:00 to 4:30 p.m. daily, Monday through Friday.

(2) Over-the-counter or walk-in, same-day processing of documents, or inspection of public records is available between 8:30 to 11:30 a.m. and 1:00 to 3:30 p.m. each day. Counter service at other times is available only under exigent circumstances or by approval of the supervisor of corporations.

(3) Certain expedited or over-the-counter services are subject to the special service fees established elsewhere in these regulations.

(4) Documents, including substitute service-of-process on the secretary of state, which are delivered after normal working hours will be deemed to have been received on the next working day. As used in this section, "received after normal working hours" includes delivery by posting/taping/tacking documents to the office's doors, placing documents on doormats or in office mailboxes, or other forms of delivery not physically received by an employee of the office of the secretary of state during working hours. [Statutory Authority: 1982 c 35 §§ 67, 114, 159 and 187. 82-16-059 (Order 82-1), § 434-50-020, filed 7/30/82.]

WAC 434-50-025 Telephone services. (1) The telephone number for corporation information is (206) 753-7115.

(2) The following information on active corporations is available by telephone:

- (a) Exact name of corporation according to secretary of state's records;
- (b) Expiration date of corporate license;
- (c) Registered agent's name;
- (d) Registered office address;
- (e) Date Washington firm incorporated;
- (f) Date out-of-state corporation qualified to do business in Washington;
- (g) Amount of capital corporation is authorized to issue;
- (h) Filing period of most recent annual report (list of officers and directors).

(3) Name availability review is not available by telephone. Names and addresses of officers and directors, records of very recent incorporations, dissolutions or other information requiring file and/or archival research cannot be responded to immediately by telephone.

(4) The corporations division receptionist does not have access to corporate information records. Receptionist's phone number, for general information, is (206) 753-7120. [Statutory Authority: 1982 c 35 §§ 67, 114, 159 and 187. 82-16-059 (Order 82-1), § 434-50-025, filed 7/30/82.]

WAC 434-50-030 Mail-in service. (1) Expedited services for mail-in requests are currently not available.

(2) Documents for filing are processed in order of date of receipt. If acceptable, documents will be marked "filed" as of the date of receipt, under RCW 23A.04.010(18). If requested in a cover letter, personnel will call (collect) and advise when documents are filed. Requests for specific filing dates not more than thirty days in advance will be observed; documents must be received in proper order with correct fees by the specified date.

(3) Information requests are processed in order of date of receipt, when related to active files. However, inquiries requiring search of nonactive or archived files are processed on a time-available basis. [Statutory Authority: 1982 c 35 §§ 67, 114, 159 and 187. 82-16-059 (Order 82-1), § 434-50-030, filed 7/30/82.]

WAC 434-50-035 In-person or expedited counter service—Special fees. (1) Same-day processing of corporate documents is available during counter-service hours (8:30-11:30 a.m., 1:00-3:30 p.m.) at the offices of the corporations division. Expedited services available include charter document review and filing, name reservation review and filing, document certification, document copying, processing of service-of-process filings, trademark filings and other services related to corporation records and filings. Special service fees apply to same-day services.

(2) Fees for same-day services provided in-person, over-the-counter at the corporations division are as follows:

(a) A copy of corporate or other records: Five dollars expedited service fee plus statutory fees (one dollar for first page copied, twenty cents per page thereafter);

(b) Certificate or certified copies: Five dollars expedited service fee, plus statutory fee (\$5.00 each certificate, plus twenty cents per page copied);

(c) Same-day processing of corporate charter documents, such as articles of incorporation, amendments, mergers, dissolutions, qualification of foreign corporation: Ten dollars expedited service fee per document, plus statutory fees for the form of the filing;

(d) Same-day processing of name reservation or registration requests: Ten dollars expedited service fee, plus regular statutory filing fee for each action or document processed;

(e) Processing of trademark filing, same-day basis: Ten dollars expedited service fee, plus statutory fee for

the form of the filing, for each action or document processed;

(f) Processing of service-of-process on the secretary of state under Title 23A RCW or RCW 46.64.040, on a same-day basis: Ten dollars expedited service fee, plus statutory \$25.00 service-of-process fee, for each action or document filed;

(g) Same-day processing of any other documents or materials submitted for filing under the corporations, trademarks or limited partnership laws: Ten dollars expedited service fee, plus any other applicable statutory fee, for each action or document processed;

(h) Search of nonactive corporation or trademark archival files (corporations dissolved, merged out of existence or otherwise defunct): Ten dollars expedited search fee, for each request.

(3) (a) Special service fees, as established above, will be charged when same-day, over-the-counter service is requested. (Allow four-hour turn-around time for same-day service.) If the office of the secretary of state is unable to complete the requested action, by approval, denial or other definite disposition of the matter, by 4:30 p.m. of the day of receipt, the documents or other work will be processed first on the following business day.

(b) If special emergency services beyond same-day or over-the-counter services are provided by the division, including but not limited to delivery of documents, employee overtime, special copying, certifying or approval of materials, special research, or making long-distance phone calls related to the emergency situation, a special emergency fee of \$75.00 per hour will be charged, in addition to regular fees which may be due for the form of the filing. When a request qualifying as an emergency is received by the agency, the agency will notify the requestor of the emergency service fee. The requestor must agree to the fee and any other reasonable conditions set by the agency before emergency services will be provided. Emergency requests require intensive amounts of agency effort for a short period, and will not be accepted by the agency except under exigent and compelling circumstances.

(4) Because of limited staff, the corporations division reserves the right to limit the availability of counter service or to limit the number of service requests submitted by one person during one day. Generally, the agency will limit to three the separate service requests which may be submitted by one person in one day. In the case of documents submitted by courier services or document-handling companies, no more than five separate service requests may be submitted per day for handling the same day unless alternate arrangements have been made with the agency or unless agency workload permits.

(5) There are no special fees or other expedited service charges for:

(a) In-person inspection or review of corporate or other public records located at the corporation division offices;

(b) Documents or other service requests left at the corporations division for regular, nonexpedited processing. Such documents will be receipt-stamped only, and

reviewed and processed as if otherwise received in the mail. [Statutory Authority: 1982 c 35 §§ 67, 114, 159 and 187. 82-16-059 (Order 82-1), § 434-50-035, filed 7/30/82.]

WAC 434-50-040 Miscellaneous charges--Special service fees. (1) Dishonored checks. If a person, corporation or other submitting entity has attempted to pay any fee due to the secretary of state by means of a check, and the check is dishonored by the financial institution when presented, the secretary of state will impose a seven-dollar reprocessing fee, payable to the secretary of state.

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

(2) Error in document—Resubmission fees. If a person, corporation or other entity submits a document for filing to the office of the secretary of state and the document contains one or more of the errors listed below, subsections (a)–(e), a three-dollar resubmittal fee to cover postage and handling will be charged each time the office of the secretary of state must return the documents to sender for correction or completion and the corrected documents are subsequently resubmitted to the office of the secretary of state for action. Reasons for document rejection which will trigger a resubmission fee are:

(a) Submission corporate charter document(s) lacking required signature(s) on any copy of the document, or not accompanied by supportive documents, such as certificate of good standing, second set of charter documents;

(b) Submission of corporate charter document(s) without required filing or license fees;

(c) Submission of corporate charter documents which fail to state a registered office address or to appoint a registered agent, if the document filing is of a type which requires such designation (i.e., articles of incorporation), or if agent's signed consent to serve is not included;

(d) Submission of articles of incorporation wherein the name of the corporation is not consistently spelled in the same manner throughout the articles (i.e., where page one refers to the "ABC Company," but page six refers to "ABCD Company").

(e) Submission of documents wherein the capital value is inconsistent or which fail to set an aggregate value for nonpar shares.

(3) The office of the secretary of state may provide certain photocopies or services free of charge as a cost-effective measure and convenience of office administration. [Statutory Authority: 1982 c 35 §§ 67, 114, 159 and 187. 82-16-059 (Order 82-1), § 434-50-040, filed 7/30/82.]

WAC 434-50-045 Fee prepayment, when required.

(1) The following fees due to the office of the secretary

of state must be prepaid (check or money submitted concurrently with the document(s)) before action can be taken:

- (a) Filing fees, under Titles 23A, 18, 23 and 24 RCW;
- (b) Corporate annual license fees;
- (c) Trademark filing fees;
- (d) Special service fees for expedited document processing;
- (e) Service-of-process fees;
- (f) Copy or copying charges;
- (g) Certificate or certified copy charges;
- (h) Special archival search service fees;
- (i) Document resubmission fees or dishonored check fees;
- (j) Purchase of publications, such as the corporate laws or microfiche subscription.

(2) Anyone desiring a certificate, certified copies or photocopies or other service for which the statutes have set a variable rate may send in his request accompanied by a check made payable to the "secretary of state," with the phrase "not to exceed (specified dollar amount)" above the space intended for the written dollar amount. The clerk who processes the request will fill in the exact fee amount, and a memo indicating the exact amount filled in on the check will accompany the returned certificate or other document. [Statutory Authority: 1982 c 35 §§ 67, 114, 159 and 187. 82-16-059 (Order 82-1), § 434-50-045, filed 7/30/82.]

WAC 434-50-050 Original signature requirement--Original retained. RCW 23A.04.010(16) and related sections in the Washington profit and nonprofit corporation statutes permit documents which are to be submitted to the office of the secretary of state in duplicate original form to be submitted as "one original with original signatures and one copy thereof." In the case of documents submitted with only one original-signature version and one copy thereof, the office of the secretary of state will retain as its official file copy the document version bearing the original signature(s), and will return to the submitter that document version bearing the copy of the signature(s). [Statutory Authority: 1982 c 35 §§ 67, 114, 159 and 187. 82-16-059 (Order 82-1), § 434-50-050, filed 7/30/82.]

WAC 434-50-055 Registered office address--Requirements. By law, the registered office address for a corporation registered in Washington state must be at a geographic location in this state. However, a post office box address may be used in conjunction with the registered office address. A post office address may be used when: (1) The U. S. Postal Service cannot or will not deliver to the "street address," and the agent will therefore not receive mail communications from the office of the secretary of state, including the annual license fee billing; and

(2) The post office box address the agent desires to use is in the same Washington city or town as the registered office address; and

(3) The agent notifies the office of the secretary of state and the corporation of any changes in address, whether of the official registered office address or of the mail (post office box) address. [Statutory Authority: 1982 c 35 §§ 67, 114, 159 and 187. 82-16-059 (Order 82-1), § 434-50-055, filed 7/30/82.]

**Chapter 434-55 WAC
LIMITED PARTNERSHIP FILINGS--
CENTRALIZED SYSTEM**

<p>WAC 434-55-010 434-55-015 434-55-016 434-55-020 434-55-030 434-55-035 434-55-040 434-55-050 434-55-055 434-55-060 434-55-065 434-55-066</p>	<p>Purpose and authority. Filing office location and address. Office hours. Domestic limited partnerships--Requirements for filing. Filing domestic limited partnerships--Optional index sheet. Foreign (out-of-state) limited partnerships--Requirements for filing. Execution of documents, duplicate originals and reproduction quality. Name reservation or registration. Pre-October 1, 1982, limited partnership filings. Document filing fees--Limited partnerships. In-person or expedited counter service--Special fees. Miscellaneous charges--Special service fees.</p>
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WAC 434-55-010 Purpose and authority. These regulations are adopted pursuant to RCW 25.10.600 - 25.10.610 and sections 187(2), 191, 193, chapter 35, Laws of 1982, to implement a centralized system for limited partnership filings at the office of the secretary of state. [Statutory Authority: RCW 25.10.600 - 25.10.610, 1982 c 35 §§ 187(2), 191 and 193. 82-20-075 (Order 82-7), § 434-55-010, filed 10/6/82.]

WAC 434-55-015 Filing office location and address. (1) Effective October 1, 1982, limited partnership filings under chapter 25.10 RCW are to be made at the Office of the Secretary of State, Olympia, Washington, rather than at the offices of the respective county clerks.

(2) Effective October 1, 1982, limited partnership filings will be handled by the corporations division of the office of the secretary of state.

(3) Mail address for the corporations division is: Corporations Division, Office of the Secretary of State, Olympia, WA 98504. Use of any other address may delay mail delivery.

(4) The offices of the corporations division are located at 500-A State Modular Office Building, Airdustrial Way and Armstrong Street SW, Tumwater, Washington. To reach the division's offices, take Exit 102, Interstate 5 (Trospen Road exit), go east two blocks to Capitol Boulevard, turn south on Capitol Boulevard, drive one mile to Airdustrial Way, turn right on Airdustrial Way, go one-half mile. The state modular office building is on the south (airport) side of Airdustrial Way; the division is located in the northwest corner of the building. [Statutory Authority: RCW 25.10.600 - 25.10.610, 1982 c 35 §§ 187(2), 191 and 193. 82-20-075 (Order 82-7), § 434-55-015, filed 10/6/82.]

WAC 434-55-016 Office hours. (1) Hours of operation for personnel in the division are 8:00 a.m. to 12 noon and 1:00 to 4:30 p.m., Monday through Friday.

(2) Over-the-counter or walk-in, same-day processing of documents is available only between 8:30 - 11:30 a.m. and 1:00 to 3:30 p.m. each day. Documents can be received, but not processed on a same-day basis, at other times when the office is open. Same-day or expedited counter service is available at other hours only under exigent circumstances or by approval of the supervisor of corporations.

(3) Certain expedited or over-the-counter services are subject to the special service fees established elsewhere in these regulations. [Statutory Authority: RCW 25.10.600 - 25.10.610, 1982 c 35 §§ 187(2), 191 and 193. 82-20-075 (Order 82-7), § 434-55-016, filed 10/6/82.]

WAC 434-55-020 Domestic limited partnerships--Requirements for filing. (1) A domestic limited partnership certificate will be accepted for filing when duplicate originals thereof which comply with the requirements of the 1981 Washington Uniform Limited Partnership Act are submitted to the secretary of state with applicable fees as established in these regulations. See RCW 25.10.080.

(2) The limited partnership certificate must set forth at a geographic address in this state the specified office at which records will be kept pursuant to RCW 25.10.050. The specified office address may be, but is not required to be, identical to the specified agent's address.

(3) The limited partnership certificate must set forth an address of the specified agent which is at a specific geographic location in this state, identified by number, if any, and street or building address or rural route, or, if a commonly known street or rural route address does not exist, by legal description. A specified agent's address may not be identified solely by post office box number or other nongeographic address. For purposes of mail communications from the secretary of state, the secretary of state will permit the use of a post office address in conjunction with a specified agent's street address, provided the post office box address is in the same Washington city as the street address.

(4) The limited partnership certificate submitted to the secretary of state should leave at least 2.5 vertical inches of space at the top of the first page of the certificate. This space will be used by the secretary of state to indicate the filing acceptance and filing date of the certificate. [Statutory Authority: RCW 25.10.600 - 25.10.610, 1982 c 35 §§ 187(2), 191 and 193. 82-20-075 (Order 82-7), § 434-55-020, filed 10/6/82.]

WAC 434-55-030 Filing domestic limited partnerships--Optional index sheet. A new domestic limited partnership filing may use an index sheet or cover sheet to assist the secretary of state's review of the documents presented for filing.

The index sheet shall list the following in this order, and provide a reference to the page number of the underlying document on which the information requested will be found:

- (1) The name of the limited partnership;
- (2) The general character of its business;
- (3) The specified office address;
- (4) The specified agent's name and address;
- (5) The page or pages of the underlying document whereon the names and addresses of partner(s) are identified;
- (6) The time at which and any earlier events upon the happening of which the limited partnership is to be dissolved and its affairs wound up; and
- (7) The page or pages on which executing signatures are located.

The index cover sheet shall be signed by a partner or agent of the partnership. The index sheet may be, but is not required to be, submitted in duplicate. [Statutory Authority: RCW 25.10.600 - 25.10.610, 1982 c 35 §§ 187(2), 191 and 193. 82-20-075 (Order 82-7), § 434-55-030, filed 10/6/82.]

WAC 434-55-035 Foreign (out-of-state) limited partnerships--Requirements for filing. (1) A foreign limited partnership must identify a specified office and a specified agent in the same manner as set out in WAC 434-55-025.

(2) A foreign limited partnership will be accepted for filing and issuance of a certificate of registration when it submits:

- (a) An application in compliance with the requirements of RCW 25.10.490 - 25.10.510, and
 - (b) The requisite fees for filing.
- (3) The secretary of state does not presently provide forms for the application for a certificate of registration of a foreign limited partnership.

(4) A foreign limited partnership which in its application designates the secretary of state as its only specified agent must maintain at the secretary of state's office a current address of its principal place of business in its home state and current address(es) of its general partner(s). Such addresses must be maintained in a current manner so as to facilitate the secretary of state's forwarding of any documents it receives as specified agent. Failure to maintain such current addresses at the secretary of state's office may be cause for involuntary revocation of the certificate of foreign limited partnership. [Statutory Authority: RCW 25.10.600 - 25.10.610, 1982 c 35 §§ 187(2), 191 and 193. 82-20-075 (Order 82-7), § 434-55-035, filed 10/6/82.]

WAC 434-55-040 Execution of documents, duplicate originals and reproduction quality. (1) At any time that the statute requires a limited partnership document filing with the secretary of state to be in duplicate form, the secretary of state will accept the following:

- (a) Two original copies, each with original signatures; or
- (b) Two original copies, one with original signatures and one with true and correct copies of the original signatures; or
- (c) One original with original signatures and a true and correct photocopy thereof.

In the case of duplicate originals submitted with only one original and one copy thereof, the secretary of state will retain as its official file copy the certificate or document with original signatures and will return to the limited partnership for its records the document version bearing copied signatures.

(2)(a) Certificates for domestic limited partnerships shall be executed as provided in RCW 25.10.110.

(b) Filings for foreign limited partnerships must be signed and sworn to by at least one general partner of the foreign limited partnership. The secretary of state will accept as a "sworn" document an application or amendment witnessed or attested to by an appropriate notary or official of the foreign limited partnership's home state, or a statement that the signature of the general partner is executed under penalties of perjury, and is, to the best of his or her knowledge, true and correct.

(3) All documents presented to the secretary of state for filing under the limited partnership act shall be of no larger size than standard legal paper (8-1/2 x 14). The materials shall be submitted in form and quality which is suitable for future microfilming or reproduction by a similar photographic process. The secretary of state will not accept documents for filing which are not typed, or with illegible text and signatures. [Statutory Authority: RCW 25.10.600 - 25.10.610, 1982 c 35 §§ 187(2), 191 and 193. 82-20-075 (Order 82-7), § 434-55-040, filed 10/6/82.]

WAC 434-55-050 Name reservation or registration.

A name for a limited partnership may be reserved by filing an application therefor and paying the applicable fee. The applicant may use the secretary of state's regular form for reservation of name, or may submit a written request. A written request must identify the name desired, the fact that it is requested for a limited partnership, the entity for which the name is to be reserved, the agent making the request and his/its address, and must be signed by the agent, partner or other authorized representative of the limited partnership.

In view of the increasing competition for business names, persons making name reservation requests are advised to submit up to three prioritized names per request. The secretary of state will review the names requested in order of priority indicated and will reserve the available name of highest priority. If no name reservation can be accepted, the reservation fee is returned to the requestor. [Statutory Authority: RCW 25.10.600 - 25.10.610, 1982 c 35 §§ 187(2), 191 and 193. 82-20-075 (Order 82-7), § 434-55-050, filed 10/6/82.]

WAC 434-55-055 Pre-October 1, 1982, limited partnership filings.

(1) Except as otherwise provided by law or these regulations, limited partnership filings originally made at the respective county clerks' offices before October 1, 1982, shall be deemed to be filings at the secretary of state's office, and shall continue in full force and effect as when previously filed at the respective

county clerks' offices. No additional registration or re-filing shall be required for pre-October 1, 1982, limited partnerships.

(2) Pre-October 1, 1982, conflicts between limited partnership names in the separate 39 counties' files, between filings in the same county, and between pre-October 1, 1982, limited partnership filings and active corporation filings since 1889 render a satisfactory integration of pre-October 1, 1982, limited partnership filings into the corporate name protection system impossible. Except as provided below, the secretary of state will therefore not consider or research the name of any pre-October 1, 1982, limited partnership in determining whether a proposed name for a post-October 1, 1982, limited partnership is acceptable under RCW 25.10.020. The post-October 1, 1982, name will be checked as against other post-October limited partnership names and the names of active profit and nonprofit corporations registered at the office of the secretary of state.

Nothing in this section is intended to limit any judicial remedies which may be available to a pre-October 1, 1982, limited partnership for protection of its business name. In addition, if the probable existence of a name conflict between (a) a specific pre-October 1, 1982, limited partnership, and (b) a post-October 1, 1982, limited partnership filing that would have been filed in that same county if the centralized system had not been established, is brought to the attention of the secretary of state, the secretary of state may determine that an unacceptable conflict exists and/or would be perpetuated if the proposed name of the post-October 1, 1982, limited partnership were accepted. Under those circumstances, the secretary of state may refuse to accept the proposed name without modification, or without consent of the existing pre-October 1, 1982, limited partnership, sufficient to comply with RCW 25.10.020.

(3) Pre-October 1, 1982, limited partnerships are not prohibited from "refiling" under chapter 25.10 RCW. Such optional "refiling" is accomplished by submitting a regular certificate/application as outlined in chapter 25.10 RCW and WAC 434-55-020 - 434-55-035. However, a "refiling" limited partnership is not guaranteed the use of its pre-October 1, 1982, name. [Statutory Authority: RCW 25.10.600 - 25.10.610, 1982 c 35 §§ 187(2), 191 and 193. 82-20-075 (Order 82-7), § 434-55-055, filed 10/6/82.]

WAC 434-55-060 Document filing fees—Limited partnerships.

The following fees are due and must be submitted concurrently with the limited partnership documents presented to the secretary of state for filing under the Washington Uniform Limited Partnership Act:

(1) Filing of a certificate of limited partnership for a domestic or foreign limited partnership: \$65.00 with index sheet, \$100.00 without (domestics); \$65.00 (foreigns)

(2) Filing of a certificate of cancellation for a domestic or foreign limited partnership: \$10.00

(3) Filing of a certificate of amendment for a domestic or foreign limited partnership: \$25.00

(4) Filing an application to reserve or transfer a limited partnership name: \$10.00 to reserve or transfer

(5) Filing any other statement or report: \$10.00

(6) Furnishing a certified copy of any certificate of limited partnership: \$5.00 plus \$.20 per page copied

(7) Furnishing a certified copy of any other document, instrument, or paper relating to a limited partnership: \$5.00, plus \$.20 per page copied

(8) Furnishing a certificate, under seal, attesting to the fact that a limited partnership is on file with the office of the secretary of state, or to facts on record in a particular limited partnership file: \$5.00

(9) Furnishing copies of any document, instrument, or paper relating to a limited partnership: \$1.00 first page. \$.20 each page thereafter

(10) Service of process on the office of the secretary of state as agent of a limited partnership: \$25.00

All fees under this section are general fund fees and do not support services or operations of the office of the secretary of state. [Statutory Authority: RCW 25.10.600 - 25.10.610, 1982 c 35 §§ 187(2), 191 and 193. 82-20-075 (Order 82-7), § 434-55-060, filed 10/6/82.]

WAC 434-55-065 In-person or expedited counter service--Special fees. (1) Same-day processing of limited partnership documents is available during counter-service hours (8:30 - 11:30 a.m., 1:00 - 3:30 p.m.) at the offices of the corporations division.

(2) Fees for same-day services provided in-person, over-the-counter at the corporations division are as follows:

(a) A copy of limited partnership records: Five dollars expedited service fee plus regular fees;

(b) Certificate or certified copies: Five dollars expedited service fee, plus regular fee

(c) Same-day processing of limited partnership charter documents: Ten dollars expedited service fee per document, plus regular fees for the form of the filing;

(d) Same-day processing of name reservation or registration requests: Ten dollars expedited service fee, plus regular filing fee for each action or document processed;

(e) Processing of service-of-process on the secretary of state on a same-day basis: Ten dollars expedited service fee, plus regular \$25.00 service-of-process fee, for each action or document filed;

(f) Same-day processing of any other documents or materials submitted for filing under the limited partnership laws: Ten dollars expedited service fee, plus any other applicable statutory fee, for each action or document processed;

(g) Search of pre-October 1, 1982, limited partnerships: Ten dollars expedited search fee, for each request.

(3) (a) Special service fees, as established above, will be charged when same-day, over-the-counter service is requested. (Allow four-hour turn-around time for same-day service.) If the office of the secretary of state is unable to complete the requested action, by approval, denial or other definite disposition of the matter, by 4:30

p.m. of the day of receipt, the documents or other work will be processed first on the following business day.

(b) If special emergency services beyond same-day or over-the-counter services are provided by the division, including but not limited to delivery of documents, employee overtime, special copying, certifying or approval of materials, special research, or making long-distance phone calls related to the emergency situation, a special emergency fee of \$75.00 per hour will be charged, in addition to regular fees which may be due for the form of the filing. When a request qualifying as an emergency is received by the agency, the agency will notify the requestor of the emergency service fee. The requestor must agree to the fee and any other reasonable conditions set by the agency before emergency services will be provided. Emergency requests require intensive amounts of agency effort for a short period, and will not be accepted by the agency except under exigent and compelling circumstances.

(4) Because of limited staff, the corporations division reserves the right to limit the availability of counter service or to limit the number of service requests submitted by one person during one day.

(5) There are no fees or other expedited service charges for:

(a) In-person inspection or review of limited partnership or other public records located at the corporation division offices;

(b) Documents or other service requests left at the corporations division for regular, nonexpedited processing. Such documents will be receipt stamped only, and reviewed and processed as if otherwise received in the mail. [Statutory Authority: RCW 25.10.600 - 25.10.610, 1982 c 35 §§ 187(2), 191 and 193. 82-20-075 (Order 82-7), § 434-55-065, filed 10/6/82.]

WAC 434-55-066 Miscellaneous charges--Special service fees. (1) Dishonored checks. If a person, corporation or other submitting entity has attempted to pay any fee due to the secretary of state by means of a check, and the check is dishonored by the financial institution when presented, the secretary of state will impose a seven-dollar reprocessing fee, payable to the secretary of state.

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

(2) Error in document - Resubmission fees. If a person or limited partnership submits a limited partnership document for filing to the office of the secretary of state and the document must be returned to sender for correction of one or more of the errors identified below, a resubmission fee of three dollars to cover postage and handling will be assessed by the secretary of state when the documents are returned to sender. Reasons for document rejection which will trigger a resubmission fee are:

(a) Submission of limited partnership document(s) lacking required signature(s), required duplicate copies, information required by the limited partnership statute for the form of the filing, or required supportive documents.

(b) Submission of limited partnership filings without proper document filing fees (WAC 434-55-060) attached. [Statutory Authority: RCW 25.10.600 - 25.10.610, 1982 c 35 §§ 187(2), 191 and 193. 82-20-075 (Order 82-7), § 434-55-066, filed 10/6/82.]

Chapter 434-91 WAC

SPECIAL ELECTIONS FOR MAJOR PUBLIC ENERGY PROJECT BOND MEASURES

WAC

434-91-010	Purpose.
434-91-020	Submission of a preliminary and a final cost-effectiveness study of a major public energy project.
434-91-030	Request for an election pursuant to RCW 80.52.040.
434-91-040	Designation of the bond issue on the ballot.
434-91-050	Ballot title.
434-91-060	Notice of the content of the preliminary cost-effectiveness study, the final cost-effectiveness study, the summary of the final cost-effectiveness study, or the ballot title.
434-91-070	Actions to contest contents of the ballot title or summary of the final cost-effectiveness study.
434-91-080	Certification of the request for a special election to the county auditors.
434-91-090	Recommendations for committees to draft statements for the voters pamphlet.
434-91-100	Appointment of committees.
434-91-110	Advisory committees.
434-91-120	Submission of arguments and rebuttals.
434-91-130	Permissible costs in allocation of election expenses.
434-91-140	Allocation of costs.
434-91-150	Documentation of charges for proportional share of election costs.
434-91-160	Proportional costs of voters pamphlet and other costs to the secretary of state.
434-91-170	Reimbursement to counties for proportional share of election costs.

WAC 434-91-010 Purpose. The regulations in this chapter are adopted to implement the special election provisions of chapter 6, Laws of 1981 2nd ex. sess. (Initiative Measure 394) and chapter 88, Laws of 1982, in a manner reasonably consistent with the laws and procedures for referring initiatives, referendums, and constitutional amendments at a state general election. [Statutory Authority: RCW 29.04.080 and 29.81.070. 82-12-022 (Order 82-1), § 434-91-010, filed 5/25/82.]

WAC 434-91-020 Submission of a preliminary and a final cost-effectiveness study of a major public energy project. (1) Any public agency which intends to hold a special election pursuant to RCW 80.52.040 shall file with the secretary of state a preliminary, independent cost-effectiveness study of the project under consideration. This study shall be available for public inspection, review, and copying as provided by WAC 434-12A-040 through 434-12A-140.

(2) Any person who wishes to comment on the contents and conclusions of the preliminary cost-effectiveness study shall submit such comments in writing to the

secretary of state no later than thirty days after the preliminary cost-effectiveness study was filed with the secretary of state. Copies of all such comments shall be promptly forwarded to the public agency which filed the preliminary cost-effectiveness study.

(3) After the thirty day period for public comment has expired, the public agency shall prepare a final draft of the cost-effectiveness study which includes any public comment on the preliminary draft of that study. The final cost-effectiveness study and a summary of the final cost-effectiveness study shall be filed with the secretary of state no later than the date on which the public agency requests a special election pursuant to RCW 80.52.040. [Statutory Authority: RCW 29.04.080 and 29.81.070. 82-12-022 (Order 82-1), § 434-91-020, filed 5/25/82.]

WAC 434-91-030 Request for an election pursuant to RCW 80.52.040. Any public agency which desires to hold a special election pursuant to RCW 80.52.040 shall submit to the secretary of state a certified copy of the ordinance, resolution, order, or other evidence of legislative action requesting such an election and specifying:

(1) The name, location, and type of major public energy project, expressed in common terms;

(2) The dollar amount and type of bonds being requested;

(3) If the bond revenues are intended to finance the acquisition of all or a portion of a major public energy project, the anticipated total cost of the acquisition of the project;

(4) If the bond revenues are intended to finance the planning or construction of all or a portion of a major public energy project, the anticipated total cost of construction of the project;

(5) The projected average rate increase for consumers of the electricity to be generated by the project (that amount necessary to repay the total indebtedness incurred for the project, including estimated interest);

(6) A summary of the final cost effectiveness study as required by RCW 80.52.050(4);

(7) The anticipated functional life of the project;

(8) The anticipated decommissioning costs of the project;

(9) The reasons for requesting a special election; and

(10) If the applicant is a joint operating agency, a list of all of the participating public agencies which are a part of that joint operating agency and the names of the counties which contain all or parts of each of these public agencies. [Statutory Authority: RCW 29.04.080 and 29.81.070. 82-12-022 (Order 82-1), § 434-91-030, filed 5/25/82.]

WAC 434-91-040 Designation of the bond issue on the ballot. When a public agency submits a request for a special election pursuant to RCW 80.52.040, the secretary of state shall sequentially number each bond measure to appear on the ballot, beginning with the number "101," and shall designate each bond measure with the title, "Major Public Energy Project Bond Measure ____" to distinguish it from other major public

energy project bond measures and from other types of state measures. Such measure may be further designated on the ballot and in connection with the voters pamphlet arguments for and against the measure by any project name or number by which it is publicly known and identified. [Statutory Authority: RCW 29.04.080 and 29.81.070. 82-12-022 (Order 82-1), § 434-91-040, filed 5/25/82.]

WAC 434-91-050 Ballot title. Within seven days of the receipt of a request to hold a special election pursuant to RCW 80.52.040, the attorney general shall prepare and file with the secretary of state a ballot title for each major public energy project bond measure formulated as required by RCW 80.52.060. [Statutory Authority: RCW 29.04.080 and 29.81.070. 82-12-022 (Order 82-1), § 434-91-050, filed 5/25/82.]

WAC 434-91-060 Notice of the content of the preliminary cost-effectiveness study, the final cost-effectiveness study, the summary of the final cost-effectiveness study, or the ballot title. The secretary of state shall furnish copies of the preliminary cost-effectiveness study, the final cost-effectiveness study, the summary of the final cost-effectiveness study, or the ballot title promptly upon receipt to any individual who has submitted a written request for such notification. [Statutory Authority: RCW 29.04.080 and 29.81.070. 82-12-022 (Order 82-1), § 434-91-060, filed 5/25/82.]

WAC 434-91-070 Actions to contest contents of the ballot title or summary of the final cost-effectiveness study. Any registered voter may appeal to the superior court of Thurston County to review the contents of the ballot title or the summary of the final cost-effectiveness study on a major public energy project bond measure up to ten days following the filing of such document with the secretary of state. Such appeals shall be conducted in the same manner as appeals of ballot titles on initiatives as provided in RCW 29.79.060. [Statutory Authority: RCW 29.04.080 and 29.81.070. 82-12-022 (Order 82-1), § 434-91-070, filed 5/25/82.]

WAC 434-91-080 Certification of the request for a special election to the county auditors. Within ten days of the receipt of a request to hold a special election pursuant to RCW 80.52.040, the secretary of state shall certify the title of the measure and the ballot title to the county auditor in each county containing a portion of the public agency requesting the election. [Statutory Authority: RCW 29.04.080 and 29.81.070. 82-12-022 (Order 82-1), § 434-91-080, filed 5/25/82.]

WAC 434-91-090 Recommendations for committees to draft statements for the voters pamphlet. Any person who wishes to be appointed to serve on a committee to draft the arguments in favor of or in opposition to a major public energy project bond measure or any person who wishes to recommend any individual to serve on such a committee may submit such request or recommendation in writing to the secretary of state up to ten

days following the receipt of a request to hold a special election pursuant to WAC 434-91-030. [Statutory Authority: RCW 29.04.080 and 29.81.070. 82-12-022 (Order 82-1), § 434-91-090, filed 5/25/82.]

WAC 434-91-100 Appointment of committees. Within fifteen days of the receipt of a request to hold a special election pursuant to RCW 80.52.040, the secretary of state shall appoint a committee of three persons to write the arguments and rebuttals in favor of the major public energy project bond measure and a committee of three persons to write the arguments and rebuttals in opposition to the major public energy project bond measure. The secretary of state shall designate one of the members of each committee to serve as the chairperson of that committee. [Statutory Authority: RCW 29.04.080 and 29.81.070. 82-12-022 (Order 82-1), § 434-91-100, filed 5/25/82.]

WAC 434-91-110 Advisory committees. The persons appointed to a committee to write arguments and rebuttals on a major public energy project may, within fifteen days of their appointment, select an advisory committee of up to five persons to assist them in drafting the arguments and rebuttals on that measure. The names of the members of the advisory committee shall be certified to the secretary of state by the chairperson of that committee within three days of their selection. [Statutory Authority: RCW 29.04.080 and 29.81.070. 82-12-022 (Order 82-1), § 434-91-110, filed 5/25/82.]

WAC 434-91-120 Submission of arguments and rebuttals. At least sixty days prior to the special election on the major public energy project bond measure, each committee appointed pursuant to WAC 434-91-100 shall submit an argument for or against that measure to the secretary of state in the form and style prescribed for other voters pamphlet statements in WAC 434-81-060 through 434-81-070. As soon as both arguments on a major public energy bond measure have been received, the secretary of state shall transmit each argument to the opposing committee. At least fifty days prior to the special election on the major public energy project bond measure, each committee shall submit a rebuttal of the opposing argument in the form and style prescribed for other voters pamphlet rebuttals in WAC 434-81-060 through 434-81-070. [Statutory Authority: RCW 29.04.080 and 29.81.070. 82-12-022 (Order 82-1), § 434-91-120, filed 5/25/82.]

WAC 434-91-130 Permissible costs in allocation of election expenses. County auditors may include in the election costs to be allocated pursuant to RCW 29.04.047 [29.13.047] any of the following types of charges:

(1) Salaries, wages, and benefits for precinct officers and part-time or temporary employees whose responsibilities are directly attributable to the election, and for that portion of the time of regular employees (other than the county auditor) which is directly attributable to the election;

(2) Supplies specifically required for the election, including stationery, forms, other office supplies, and items for the repair and maintenance of equipment;

(3) Telephone and postage costs which are directly attributable to the election;

(4) Cartage or freight charges for moving or delivering voting machines, voting devices, voting booths, or delivery of precinct supplies and travel expenses for delivery of precinct returns;

(5) Legal notices and published instructions in connection with the election, closing of registration, or canvassing;

(6) Printing of ballots, poll books, tally books, instructions, signs, and other precinct supplies;

(7) Repairs and maintenance of voting and vote tallying equipment;

(8) Rentals for polling places and storage facilities for voting machines or devices;

(10) Depreciation for voting equipment so long as such charges over the useful life of such equipment do not exceed the original value of the equipment;

(11) That portion of the overhead cost of buildings or office space which is equal to the total of such costs multiplied by the ratio of the number of employee hours directly attributable to the major public energy project bond measure and the total number of employee hours for that office;

(12) Data processing costs for programming related to the election and for machine time for program testing, and vote tallying. [Statutory Authority: RCW 29.04.080 and 29.81.070. 82-12-022 (Order 82-1), § 434-91-130, filed 5/25/82.]

WAC 434-91-140 Allocation of costs. The portion of total election costs in each county which shall be allocated to the public agency requesting a special election pursuant to RCW 80.52.040 shall be equal to the total cost of conducting that election multiplied by a quotient the numerator of which is the product of the number of registered voters in that county eligible to vote on the major public energy project bond measure or measures and the number of such measures submitted at that election and the denominator of which is the sum of the products of the number of registered voters in each jurisdiction for which candidates or measures appeared on the ballot at that election and the number of offices or issues attributable to that jurisdiction. [Statutory Authority: RCW 29.04.080 and 29.81.070. 82-12-022 (Order 82-1), § 434-91-140, filed 5/25/82.]

WAC 434-91-150 Documentation of charges for proportional share of election costs. The county auditor of each county in which a major public energy project bond measure appeared on the ballot shall submit to the secretary of state a summary of the total cost of the election in that county, a description of the allocation of that cost among the jurisdiction participating in that

election and an invoice voucher for the proportional share of those costs attributable to the major public energy bond measure or measures. The secretary of state shall review and audit all such claims and combine them into one or more billings for the public agency which requested the election. [Statutory Authority: RCW 29.04.080 and 29.81.070. 82-12-022 (Order 82-1), § 434-91-150, filed 5/25/82.]

WAC 434-91-160 Proportional costs of voters pamphlet and other costs to the secretary of state. The secretary of state may include in the election costs to be allocated pursuant to RCW 80.52.050(5) any of the following types of charges:

(1) That portion of the salaries, wages, and benefits for regular employees (other than the secretary of state) and part-time or temporary employees which is directly attributable to the preparation and distribution of the voters pamphlet or other aspects of the administration and conduct of the major public energy project bond election;

(2) That portion of the cost of office supplies, equipment, telephones, postage, freight, travel, and data processing which is equal to the total of such costs multiplied by the ratio of the number of employee hours of the employees of the administrative division and the elections division of the office of the secretary of state directly attributable to the major public energy project bond measure and the total number of employee hours for such employees over the same period of time;

(3) That portion of the costs of typesetting, composition, printing, postage, and distribution of the voters pamphlet which is equal to the total of such costs multiplied by the ratio of the number of pages of the pamphlet directly attributable to the major public energy project bond measure and the total number of pages in the pamphlet; and

(4) The costs of any litigation related to the administration and conduct of a special election on a major public energy project bond measure other than for such actions which have been commenced prior to July 1, 1982.

The secretary of state shall include a detailed summary of any costs attributable to the major public energy project bond measure in one or more of the billings for the public agency which requested the election. [Statutory Authority: RCW 29.04.080 and 29.81.070. 82-12-022 (Order 82-1), § 434-91-160, filed 5/25/82.]

WAC 434-91-170 Reimbursement to counties for proportional share of election costs. Upon receipt of payment by the applicant, the secretary of state shall disburse the appropriate amounts to each county in the same manner as election costs are reimbursed pursuant to RCW 29.13.047. [Statutory Authority: RCW 29.04.080 and 29.81.070. 82-12-022 (Order 82-1), § 434-91-170, filed 5/25/82.]