

Chapter 434-55 WAC

LIMITED PARTNERSHIP FILINGS—CENTRALIZED SYSTEM

WAC

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DISPOSITION OF SECTIONS FORMERLY CODIFIED IN THIS CHAPTER

434-55-015	Official address and telephone number. [Statutory Authority: Chapters 25.15, 43.07 RCW. 00-21-083, § 434-55-015, filed 10/17/00, effective 11/17/00. Statutory Authority: Chapter 25.10 RCW. 94-19-003, § 434-55-015, filed 9/8/94, effective 10/9/94. Statutory Authority: RCW 25.10.610 and 1987 c 55. 87-17-002 (Order 87-04), § 434-55-015, filed 8/6/87. 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.] Repealed by 10-04-046, filed 1/28/10, effective 2/28/10. Statutory Authority: RCW 25.10.171, 25.10.916, and 43.07.120.
434-55-020	Domestic limited partnerships—Requirements for filing. [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.] Repealed by 87-17-002 (Order 87-04), filed 8/6/87. Statutory Authority: RCW 25.10.610 and 1987 c 55.
434-55-030	Filing domestic limited partnerships—Optional index sheet. [Statutory Authority: RCW 25.10.610 and 1987 c 55. 87-17-002 (Order 87-04), § 434-55-030, filed 8/6/87. 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.] Repealed by 94-19-003, filed 9/8/94, effective 10/9/94. Statutory Authority: Chapter 25.10 RCW.
434-55-035	Foreign (out-of-state) limited partnerships—Requirements for filing. [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.] Repealed by 87-17-002 (Order 87-04), filed 8/6/87. Statutory Authority: RCW 25.10.610 and 1987 c 55.
434-55-070	Telephone services. [Statutory Authority: Chapter 25.10 RCW. 94-19-003, § 434-55-070, filed 9/8/94, effective 10/9/94.] Repealed by 10-04-046, filed 1/28/10, effective 2/28/10. Statutory Authority: RCW 25.10.171, 25.10.916, and 43.07.120.

WAC 434-55-010 Purpose and authority. These regulations are adopted pursuant to chapter 188, Laws of 2009, to implement a centralized system for limited partnership filings at the office of the secretary of state.

[Statutory Authority: RCW 25.10.171, 25.10.916, and 43.07.120. 10-04-046, § 434-55-010, filed 1/28/10, effective 2/28/10. Statutory Authority: RCW 25.10.610 and 1987 c 55. 87-17-002 (Order 87-04), § 434-55-010, filed 8/6/87. 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.]

(1/28/10)

WAC 434-55-016 Office hours. (1) Normal business hours of the corporations division are 8:00 a.m. to 5:00 p.m., Monday through Friday except holidays.

(2) Documents, including substitute service-of-process on the secretary of state, delivered after 5:00 p.m. will be deemed to be received on the next working day. The secretary assumes no responsibility for any form of delivery other than that received personally by an employee of the office of the secretary of state.

(3) Certain expedited and over-the-counter services are subject to the special service fees established in WAC 434-112-080 through 434-112-090.

[Statutory Authority: RCW 25.10.171, 25.10.916, and 43.07.120. 10-04-046, § 434-55-016, filed 1/28/10, effective 2/28/10. Statutory Authority: Chapter 25.10 RCW. 94-19-003, § 434-55-016, filed 9/8/94, effective 10/9/94. Statutory Authority: RCW 25.10.610 and 1987 c 55. 87-17-002 (Order 87-04), § 434-55-016, filed 8/6/87. 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 434-55-040 Document filing standards. 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 micro-filming or digital reproduction. The secretary of state will not accept documents for filing which are illegible.

[Statutory Authority: RCW 25.10.171, 25.10.916, and 43.07.120. 10-04-046, § 434-55-040, filed 1/28/10, effective 2/28/10. Statutory Authority: Chapter 25.10 RCW. 94-19-003, § 434-55-040, filed 9/8/94, effective 10/9/94. Statutory Authority: RCW 25.10.610 and 1987 c 55. 87-17-002 (Order 87-04), § 434-55-040, filed 8/6/87. 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 Statement of name reservation. A name for a limited partnership may be reserved by filing an application and paying the applicable fee per WAC 434-112-085. 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 to be reserved and which of the following subsections apply:

(1) A person intending to organize a limited partnership under this chapter and to adopt the name;

(2) A limited partnership or a foreign limited partnership authorized to transact business in this state intending to adopt the name;

(3) A foreign limited partnership intending to obtain a certificate of authority to transact business in this state and adopt the name;

(4) A person intending to organize a foreign limited partnership and intending to have it obtain a certificate of authority to transact business in this state and adopt the name;

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(5) A foreign limited partnership formed under the name;
or

(6) A foreign limited partnership formed under a name that does not comply with RCW 25.10.061 (2) or (3), but the name reserved under RCW 25.10.071 (1)(f) may differ from the foreign limited partnership's name only to the extent necessary to comply with RCW 25.10.061 (2) and (3). The request must also include the name of the agent making the request and street and mailing 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 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 25.10.171, 25.10.916, and 43.07.120. 10-04-046, § 434-55-050, filed 1/28/10, effective 2/28/10. 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 434-55-052 Transfer of name reservation. A person who has reserved a name may transfer that name by filing with the applicable fee from WAC 434-112-085 a notice of transfer that includes the reserved name to be transferred, and the name and street and mailing address of the person transferring the reserved name as well as the person to which reservation is to be transferred. It must also include which of the following subsections apply:

(1) A person intending to organize a limited partnership under this chapter and to adopt the name;

(2) A limited partnership or a foreign limited partnership authorized to transact business in this state intending to adopt the name;

(3) A foreign limited partnership intending to obtain a certificate of authority to transact business in this state and adopt the name;

(4) A person intending to organize a foreign limited partnership and intending to have it obtain a certificate of authority to transact business in this state and adopt the name;

(5) A foreign limited partnership formed under the name;
or

(6) A foreign limited partnership formed under a name that does not comply with RCW 25.10.061 (2) or (3), but the name reserved under RCW 25.10.071 (1)(f) may differ from the foreign limited partnership's name only to the extent necessary to comply with RCW 25.10.061 (2) and (3).

[Statutory Authority: RCW 25.10.171, 25.10.916, and 43.07.120. 10-04-046, § 434-55-052, filed 1/28/10, effective 2/28/10.]

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.

(2) Pre-October 1, 1982, conflicts between limited partnership names in the separate 39 counties' files, between fil-

ings 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 and limited liability companies filed, registered or reserved 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. However, a "refiling" limited partnership is not guaranteed the use of its pre-October 1, 1982, name.

[Statutory Authority: Chapter 25.10 RCW. 94-19-003, § 434-55-055, filed 9/8/94, effective 10/9/94. Statutory Authority: RCW 25.10.610 and 1987 c 55. 87-17-002 (Order 87-04), § 434-55-055, filed 8/6/87. 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 434-55-056 Filing a certificate of limited partnership—Designation as a limited liability limited partnership. In order for a limited partnership to form, a certificate of limited partnership must be delivered to the secretary of state for filing that includes:

(1) Name of limited partnership that complies with section 108, chapter 188, Laws of 2009.

(2) Street and mailing address of initial designated office in Washington.

(3) Name and street and mailing address of the initial agent for service of process.

(4) Name and street and mailing address of each general partner of the limited partnership.

(5) A statement whether it is a limited liability limited partnership.

(6) Additional information is required by Article 11, chapter 188, Laws of 2009.

[Statutory Authority: RCW 25.10.171, 25.10.916, and 43.07.120. 10-04-046, § 434-55-056, filed 1/28/10, effective 2/28/10.]

WAC 434-55-057 Electronic filing. See WAC 434-112-065 through 434-112-075.

[Statutory Authority: RCW 25.10.171, 25.10.916, and 43.07.120. 10-04-046, § 434-55-057, filed 1/28/10, effective 2/28/10.]

WAC 434-55-058 Filing an annual report. As of January 1, 2010, all limited partnerships registered in the secretary of state's office are required to file an annual report with the appropriate fee, each year, in the month they formed. The annual report will include:

- (1) Name of domestic or foreign limited partnership;
- (2) Street and mailing address of designated office;
- (3) Name and street and mailing address of its agent;
- (4) In the case of a domestic limited partnership, the street and mailing address of its principal office;
- (5) In the case of a foreign limited partnership, the state or other jurisdiction under whose law the foreign limited partnership is formed and any alternate name adopted under chapter 188, Laws of 2009; and
- (6) If a filed annual report contains an address of a designated office or the name or address of an agent that differs from the information shown in the records of the secretary immediately before the filing, the differing information in the annual report is considered a statement of change.

[Statutory Authority: RCW 25.10.171, 25.10.916, and 43.07.120. 10-04-046, § 434-55-058, filed 1/28/10, effective 2/28/10.]

WAC 434-55-059 Filing a statement of change. A limited partnership or foreign limited partnership may change its registered office or registered agent by delivering to the secretary of state for filing, with the appropriate fee per WAC 434-112-085, a statement of change that includes:

- (1) Name of the limited partnership or foreign limited partnership;
- (2) The street and mailing address of its current designated office;
- (3) If the current designated office is to be changed, the street and mailing address of the new designated office;
- (4) The name and street and mailing address of its current agent for service of process; and
- (5) If the current agent for service of process or an address of the agent is to be changed, the new information.

[Statutory Authority: RCW 25.10.171, 25.10.916, and 43.07.120. 10-04-046, § 434-55-059, filed 1/28/10, effective 2/28/10.]

WAC 434-55-060 Document filing fees—Limited partnerships. See WAC 434-112-085 and 434-112-090.

[Statutory Authority: RCW 25.10.171, 25.10.916, and 43.07.120. 10-04-046, § 434-55-060, filed 1/28/10, effective 2/28/10. Statutory Authority: RCW 25.10.600, 25.10.610, 23B.01.220 and 43.07.120. 99-12-008, § 434-55-060, filed 5/20/99, effective 6/20/99. Statutory Authority: Chapter 25.10 RCW. 94-19-003, § 434-55-060, filed 9/8/94, effective 10/9/94. Statutory Authority: RCW 25.10.610 and 1987 c 55. 87-17-002 (Order 87-04), § 434-55-060, filed 8/6/87. 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 service—Special fees. See WAC 434-112-080 and 434-112-090.

[Statutory Authority: RCW 25.10.171, 25.10.916, and 43.07.120. 10-04-046, § 434-55-065, filed 1/28/10, effective 2/28/10. Statutory Authority: RCW 25.10.600, 25.10.610, 23B.01.220 and 43.07.120. 99-12-008, § 434-

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55-065, filed 5/20/99, effective 6/20/99. Statutory Authority: RCW 43.07.120. 95-16-130, § 434-55-065, filed 8/2/95, effective 9/2/95. Statutory Authority: Chapter 25.10 RCW. 94-19-003, § 434-55-065, filed 9/8/94, effective 10/9/94. 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. See WAC 434-112-085 and 434-112-090.

[Statutory Authority: RCW 25.10.171, 25.10.916, and 43.07.120. 10-04-046, § 434-55-066, filed 1/28/10, effective 2/28/10. Statutory Authority: Chapter 25.10 RCW. 94-19-003, § 434-55-066, filed 9/8/94, effective 10/9/94. 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.]

WAC 434-55-080 Registered office address—Requirements. The name and street address of a registered office is required. A post office box address may be used in addition to a registered geographic office address.

[Statutory Authority: RCW 25.10.171, 25.10.916, and 43.07.120. 10-04-046, § 434-55-080, filed 1/28/10, effective 2/28/10. Statutory Authority: Chapter 25.10 RCW. 94-19-003, § 434-55-080, filed 9/8/94, effective 10/9/94.]