
SUBSTITUTE SENATE BILL 5471

State of Washington

53rd Legislature

1993 Regular Session

By Senate Committee on Law & Justice (originally sponsored by Senators A. Smith, Quigley, Nelson and Snyder; by request of Secretary of State)

Read first time 02/19/93.

1 AN ACT Relating to nonprofit corporations; amending RCW 24.03.046,
2 24.03.047, 24.03.055, 24.03.240, 24.03.302, 24.03.345, 24.03.370,
3 24.03.386, 24.03.388, 24.03.395, 24.03.400, 24.03.410, 24.06.046,
4 24.06.047, 24.06.050, 24.06.055, 24.06.275, 24.06.290, 24.06.380,
5 24.06.415, 24.06.440, 24.06.445, and 24.06.455; adding a new section to
6 chapter 24.06 RCW; providing an effective date; and declaring an
7 emergency.

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

9 **Sec. 1.** RCW 24.03.046 and 1982 c 35 s 77 are each amended to read
10 as follows:

11 The exclusive right to the use of a corporate name may be reserved
12 by:

13 (1) Any person intending to organize a corporation under this
14 title.

15 (2) Any domestic corporation intending to change its name.

16 (3) Any foreign corporation intending to make application for a
17 certificate of authority to transact business in this state.

18 (4) Any foreign corporation authorized to transact business in this
19 state and intending to change its name.

1 (5) Any person intending to organize a foreign corporation and
2 intending to have such corporation make application for a certificate
3 of authority to transact business in this state.

4 The reservation shall be made by filing with the secretary of state
5 an application to reserve a specified corporate name, executed by or on
6 behalf of the applicant. If the secretary of state finds that the name
7 is available for corporate use, the secretary of state shall reserve
8 the same for the exclusive use of the applicant for a period of one
9 hundred and eighty days. Such reservation shall be limited to one
10 filing (~~and one renewal for a like period~~).

11 The right to the exclusive use of a specified corporate name so
12 reserved may be transferred to any other person or corporation by
13 filing in the office of the secretary of state, a notice of such
14 transfer, executed by the applicant for whom the name was reserved, and
15 specifying the name and address of the transferee.

16 **Sec. 2.** RCW 24.03.047 and 1987 c 55 s 40 are each amended to read
17 as follows:

18 Any corporation, organized and existing under the laws of any state
19 or territory of the United States may register its corporate name under
20 this title, provided its corporate name is not the same as, or
21 deceptively similar to, the name of any domestic corporation existing
22 under the laws of this state, the name of any foreign corporation
23 authorized to transact business in this state, the name of any limited
24 partnership on file with the secretary, or any corporate name reserved
25 or registered under this title.

26 Such registration shall be made by:

27 (1) Filing with the secretary of state: (a) An application for
28 registration executed by the corporation by an officer thereof, setting
29 forth the name of the corporation, the state or (~~territory~~) country
30 under the laws of which it is incorporated, the date of its
31 incorporation, (~~a statement that it is carrying on or doing business,~~
32 ~~and a brief statement of the business in which it is engaged,~~) and (b)
33 a certificate setting forth that such corporation is in good standing
34 under the laws of the state or territory wherein it is organized,
35 executed by the secretary of state of such state or (~~territory~~)
36 country or by such other official as may have custody of the records
37 pertaining to corporations, and

1 (2) Paying to the secretary of state the applicable registration
2 fee.

3 The registration shall be effective until the close of the calendar
4 year in which the application for registration is filed.

5 **Sec. 3.** RCW 24.03.055 and 1986 c 240 s 10 are each amended to read
6 as follows:

7 A corporation may change its registered office or change its
8 registered agent, or both, upon filing in the office of the secretary
9 of state in the form prescribed by the secretary of state a statement
10 setting forth:

11 (1) The name of the corporation.

12 (2) If the ~~((address of its))~~ current registered office is to be
13 changed, the street address to which the registered office is to be
14 changed.

15 (3) If ~~((its))~~ the current registered agent is to be changed, the
16 name of ~~((its successor))~~ the new registered agent.

17 (4) That the address of its registered office and the address of
18 the office of its registered agent, as changed, will be identical.

19 ~~((5) That such change was authorized by resolution duly adopted by
20 its board of directors.))~~

21 Such statement shall be executed by the corporation by an officer
22 of the corporation, and delivered to the secretary of state, together
23 with a written consent of the registered agent to his or its
24 appointment, if applicable. If the secretary of state finds that such
25 statement conforms to the provisions of this chapter, the secretary of
26 state shall endorse thereon the word "Filed," and the month, day, and
27 year of the filing thereof, and file the statement. The change of
28 address of the registered office, or the appointment of a new
29 registered agent, or both, as the case may be, shall become effective
30 upon filing unless a later date is specified.

31 Any registered agent of a corporation may resign as such agent upon
32 filing a written notice thereof, executed in duplicate, with the
33 secretary of state, who shall forthwith mail a copy thereof to the
34 corporation in care of an officer, who is not the resigning registered
35 agent, at the address of such officer as shown by the most recent
36 annual report of the corporation. The appointment of such agent shall
37 terminate upon the expiration of thirty days after receipt of such
38 notice by the secretary of state.

1 If a registered agent changes the agent's business address to
2 another place within the state, the agent may change such address and
3 the address of the registered office of any corporation of which the
4 agent is a registered agent, by filing a statement as required by this
5 section except that it need be signed only by the registered agent, it
6 need not be responsive to subsection (3) (~~or (5)~~) of this section,
7 and it must recite that a copy of the statement has been mailed to the
8 secretary of the corporation.

9 **Sec. 4.** RCW 24.03.240 and 1982 c 35 s 93 are each amended to read
10 as follows:

11 If voluntary dissolution proceedings have not been revoked, then
12 when all debts, liabilities and obligations of the corporation shall
13 have been paid and discharged, or adequate provision shall have been
14 made therefor, and all of the remaining property and assets of the
15 corporation shall have been transferred, conveyed or distributed in
16 accordance with the provisions of this chapter, articles of dissolution
17 shall be executed in duplicate by the corporation by an officer of the
18 corporation and shall set forth:

19 (1) The name of the corporation.

20 (2) Where there are members having voting rights, (a) a statement
21 setting forth the date of the meeting of members at which the
22 resolution to dissolve was adopted, that a quorum was present at such
23 meeting, and that such resolution received at least two-thirds of the
24 votes which members present at such meeting or represented by proxy
25 were entitled to cast, or (b) a statement that such resolution was
26 adopted by a consent in writing signed by all members entitled to vote
27 with respect thereto.

28 (3) Where there are no members, or no members having voting rights,
29 a statement of such fact, the date of the meeting of the board of
30 directors at which the resolution to dissolve was adopted and a
31 statement of the fact that such resolution received the vote of a
32 majority of the directors in office.

33 (4) That all debts, obligations, and liabilities of the corporation
34 have been paid and discharged or that adequate provision has been made
35 therefor.

36 (5) (~~If a copy of any revenue clearance form under chapter 82.32~~
37 ~~RCW is issued, it shall be attached to the articles of dissolution~~) A

1 copy of a revenue clearance certificate issued pursuant to chapter
2 82.32 RCW.

3 (6) That all the remaining property and assets of the corporation
4 have been transferred, conveyed or distributed in accordance with the
5 provisions of this chapter.

6 (7) That there are no suits pending against the corporation in any
7 court, or that adequate provision has been made for the satisfaction of
8 any judgment, order or decree which may be entered against it in any
9 pending suit.

10 **Sec. 5.** RCW 24.03.302 and 1987 c 117 s 3 are each amended to read
11 as follows:

12 A corporation shall be administratively dissolved by the secretary
13 of state upon the conditions prescribed in this section when the
14 corporation:

15 (1) Has failed to file or complete its annual report within the
16 time required by law; or

17 (2) Has failed for thirty days to appoint or maintain a registered
18 agent in this state; or

19 (3) Has failed for thirty days, after change of its registered
20 agent or registered office, to file in the office of the secretary of
21 state a statement of such change.

22 A corporation shall not be dissolved under this section unless the
23 secretary of state has given the corporation not less than ((~~forty-~~
24 ~~five~~)) sixty days' notice of its delinquency or omission, by first
25 class mail, postage prepaid, addressed to the registered office, or, if
26 there is no registered office, to the last known address of any officer
27 or director as shown by the records of the secretary of state, and
28 unless the corporation has failed to correct the omission or
29 delinquency before expiration of the ((~~forty-five~~)) sixty-day period.

30 When a corporation has given cause for dissolution under this
31 section, and has failed to correct the delinquency or omission as
32 provided in this section, the secretary of the state shall dissolve the
33 corporation by issuing a certificate of administrative dissolution
34 containing a statement that the corporation has been dissolved and the
35 date and reason for which it was dissolved. The original certificate
36 of administrative dissolution shall be filed in the records of the
37 secretary of state, and a copy of the certificate shall forthwith be
38 mailed to the corporation at its registered office or, if there is no

1 registered office, to the last known address of the corporation or any
2 officer, director, or incorporator of the corporation, as shown by the
3 records of the secretary of state. Upon the filing of the certificate
4 of administrative dissolution, the existence of the corporation shall
5 cease, except as otherwise provided in this chapter, and its name shall
6 be available to and may be adopted by another corporation after the
7 dissolution.

8 Any notice provided by the secretary of state under this section
9 shall be designed to clearly identify and warn the recipient of the
10 contents thereof. A delinquency notice shall provide a succinct and
11 readable description of the delinquency or omission, the date on which
12 dissolution will occur, and the action necessary to cure the
13 delinquency or omission prior to dissolution.

14 A corporation which has been dissolved by operation of this section
15 may be reinstated within a period of three years following its
16 administrative dissolution if it ~~((shall))~~ completes and files ~~((all~~
17 ~~the))~~ a current annual report~~((s which would have been required for the~~
18 ~~years of the period of administrative dissolution including those))~~ for
19 the reinstatement year or if it ~~((shall))~~ appoints or maintains a
20 registered agent, or if it ~~((shall))~~ files with the secretary of state
21 a required statement of change of registered agent or registered office
22 and in addition, if it ~~((shall))~~ pays a reinstatement fee of twenty-
23 five dollars plus ~~((any other fees that may be due and owing the~~
24 ~~secretary of state))~~ the full amount of all annual fees that would have
25 been assessed for the years of administrative dissolution had the
26 corporation been in active status, including the reinstatement year.
27 If, during the period of dissolution, another person or corporation has
28 reserved or adopted a corporate name which is identical to or
29 deceptively similar to the dissolved corporation's name, the dissolved
30 corporation seeking reinstatement shall be required to adopt another
31 name consistent with the requirements of this chapter and to amend its
32 articles of incorporation accordingly. When a corporation has been
33 dissolved by operation of this section, remedies available to or
34 against it shall survive in the manner provided in RCW 24.03.300 and
35 the directors of the corporation shall hold the title to the property
36 of the corporation as trustees for the benefit of its creditors and
37 members.

1 **Sec. 6.** RCW 24.03.345 and 1986 c 240 s 47 are each amended to read
2 as follows:

3 A foreign corporation authorized to conduct affairs in this state
4 may change its registered office or change its registered agent, or
5 both, upon filing in the office of the secretary of state in a form
6 approved by the secretary of state a statement setting forth:

7 (1) The name of the corporation.

8 (2) If the ~~((address of its))~~ current registered office is to be
9 changed, the street address to which the registered office is to be
10 changed.

11 (3) If ~~((its))~~ the current registered agent is to be changed, the
12 name of ~~((its successor))~~ the new registered agent.

13 (4) That the address of its registered office and the address of
14 the office of its registered agent, as changed, will be identical.

15 ~~((5) That such change was authorized by resolution duly adopted by
16 its board of directors.))~~

17 Such statement shall be executed by the corporation by an officer
18 of the corporation, and delivered to the secretary of state, together
19 with a written consent of the registered agent to his or its
20 appointment, if applicable. If the secretary of state finds that such
21 statement conforms to the provisions of this chapter, the secretary of
22 state shall endorse thereon the word "Filed," and the month, day, and
23 year of the filing thereof, and file the statement. The change of
24 address of the registered office, or the appointment of a new
25 registered agent, or both, as the case may be, shall become effective
26 upon filing unless a later date is specified.

27 Any registered agent in this state appointed by a foreign
28 corporation may resign as such agent upon filing a written notice
29 thereof, executed in duplicate, with the secretary of state who shall
30 forthwith mail a copy thereof to the secretary of the foreign
31 corporation at its principal office as shown by its most recent annual
32 report. The appointment of such agent shall terminate upon the
33 expiration of thirty days after receipt of such notice by the secretary
34 of state.

35 If a registered agent changes his business address to another place
36 within the state, the registered agent may change such address and the
37 address of the registered office of any corporation of which the
38 registered agent is a registered agent by filing a statement as
39 required by this section, except that it need be signed only by the

1 registered agent, it need not be responsive to subsection (3) ((or
2 (5))) of this section, and it must recite that a copy of the statement
3 has been mailed to the corporation.

4 **Sec. 7.** RCW 24.03.370 and 1982 c 35 s 104 are each amended to read
5 as follows:

6 A foreign corporation authorized to conduct affairs in this state
7 may withdraw from this state upon procuring from the secretary of state
8 a certificate of withdrawal. In order to procure such certificate of
9 withdrawal, such foreign corporation shall deliver to the secretary of
10 state an application for withdrawal, which shall set forth:

11 (1) The name of the corporation and the state or country under the
12 laws of which it is incorporated.

13 (2) That the corporation is not conducting affairs in this state.

14 (3) That the corporation surrenders its authority to conduct
15 affairs in this state.

16 (4) That the corporation revokes the authority of its registered
17 agent in this state to accept service of process and consents that
18 service of process in any action, suit or proceeding based upon any
19 cause of action arising in this state during the time the corporation
20 was authorized to conduct affairs in this state may thereafter be made
21 on such corporation by service thereof on the secretary of state.

22 (5) ~~((If a copy of a revenue clearance form under chapter 82.32 RCW
23 is issued, it shall be attached to the application for withdrawal))~~ A
24 copy of a revenue clearance certificate issued pursuant to chapter
25 82.32 RCW.

26 (6) A post office address to which the secretary of state may mail
27 a copy of any process against the corporation that may be served on the
28 secretary of state.

29 The application for withdrawal shall be made on forms prescribed
30 and furnished by the secretary of state and shall be executed by the
31 corporation by an officer of the corporation, or, if the corporation is
32 in the hands of a receiver or trustee, shall be executed on behalf of
33 the corporation by such receiver or trustee.

34 **Sec. 8.** RCW 24.03.386 and 1987 c 117 s 1 are each amended to read
35 as follows:

36 (1) A corporation revoked under RCW 24.03.380 may apply to the
37 secretary of state for reinstatement within ~~((five))~~ three years after

1 the effective date of revocation. An application filed within such
2 (~~five~~) three-year period may be amended or supplemented and any such
3 amendment or supplement shall be effective as of the date of original
4 filing. The application filed under this section shall be filed under
5 and by authority of an officer of the corporation.

6 (2) The application shall:

7 (a) State the name of the corporation and, if applicable, the name
8 the corporation had elected to use in this state at the time of
9 revocation, and the effective date of its revocation;

10 (b) Provide an explanation to show that the grounds for revocation
11 either did not exist or have been eliminated;

12 (c) State the name of the corporation at the time of reinstatement
13 and, if applicable, the name the corporation elects to use in this
14 state at the time of reinstatement which may be reserved under RCW
15 24.03.046;

16 (d) Appoint a registered agent and state the registered office
17 address under RCW 24.03.340; and

18 (e) Be accompanied by payment of applicable fees and penalties.

19 (3) If the secretary of state determines that the application
20 conforms to law, and that all applicable fees have been paid, the
21 secretary of state shall cancel the certificate of revocation, prepare
22 and file a certificate of reinstatement, and mail a copy of the
23 certificate of reinstatement to the corporation.

24 (4) Reinstatement under this section relates back to and takes
25 effect as of the date of revocation. The corporate authority shall be
26 deemed to have continued without interruption from that date.

27 (5) In the event the application for reinstatement states a
28 corporate name which the secretary of state finds to be contrary to the
29 requirements of RCW 24.03.046, the application, amended application, or
30 supplemental application shall be amended to adopt another corporate
31 name which is in compliance with RCW 24.03.046. In the event the
32 reinstatement application so adopts a new corporate name for use in
33 Washington, the application for authority shall be deemed to have been
34 amended to change the corporation's name to the name so adopted for use
35 in Washington, effective as of the effective date of the certificate of
36 reinstatement.

37 **Sec. 9.** RCW 24.03.388 and 1991 c 223 s 3 are each amended to read
38 as follows:

1 (1) An application processing fee as provided in RCW 24.03.405
2 shall be charged for an application for reinstatement under RCW
3 24.03.386.

4 (2) An application processing fee as provided in RCW 24.03.405
5 shall be charged for each amendment or supplement to an application for
6 reinstatement.

7 (3) The corporation seeking reinstatement shall file ~~((all))~~ a
8 current annual report~~((s))~~ and pay the full amount of all annual
9 corporation fees which would have been assessed for the years of the
10 period of administrative revocation, had the corporation been in active
11 status, including the reinstatement year.

12 **Sec. 10.** RCW 24.03.395 and 1989 c 291 s 2 are each amended to read
13 as follows:

14 Each domestic corporation, and each foreign corporation authorized
15 to conduct affairs in this state, shall file, within the time
16 prescribed by this chapter, an annual report in the form prescribed by
17 the secretary of state ~~((setting))~~. The secretary may by rule provide
18 that a biennial filing meets this requirement. The report shall set
19 forth:

20 (1) The name of the corporation and the state or country under the
21 laws of which it is incorporated;

22 (2) The address of the registered office of the corporation in this
23 state including street and number and the name of its registered agent
24 in this state at such address, and, in the case of a foreign
25 corporation, the address of its principal office;

26 (3) A brief statement of the character of the affairs which the
27 corporation is actually conducting, or, in the case of a foreign
28 corporation, which the corporation is actually conducting in this
29 state;

30 (4) The names and respective addresses of the directors and
31 officers of the corporation; and

32 ~~((An affirmative indication whether or not any change has been
33 made in the corporation's purpose and if so, the nature and reason for
34 the change along with accompanying documentation;~~

35 ~~(6) Whether the corporation has filed an internal revenue service
36 form 990 with the internal revenue service, which if filed, shall be
37 made available upon request to the secretary of state's office;~~

1 ~~(7) The gross revenue and any unrelated business income as required~~
2 ~~to be reported under federal law; and~~

3 (8)) The corporation's unified business identifier number.

4 The information shall be given as of the date of the execution of
5 the report. It shall be executed by the corporation by an officer of
6 the corporation, or, if the corporation is in the hands of a receiver
7 or trustee, it shall be executed on behalf of the corporation by such
8 receiver or trustee.

9 The secretary of state may provide that correction or updating of
10 information appearing on previous annual or biennial filings is
11 sufficient to constitute the current (~~annual~~) filing.

12 **Sec. 11.** RCW 24.03.400 and 1986 c 240 s 54 are each amended to
13 read as follows:

14 Not less than thirty days prior to a corporation's renewal date, or
15 by December 1 of each year for a nonstaggered renewal, the secretary of
16 state shall mail to each domestic and foreign corporation, by first
17 class mail addressed to its registered office, a notice that its annual
18 or biennial report must be filed as required by this chapter, and
19 stating that if it fails to file its annual or biennial report it shall
20 be dissolved or its certificate of authority revoked, as the case may
21 be. Failure of the secretary of state to mail any such notice shall
22 not relieve a corporation from its obligation to file the annual or
23 biennial reports required by this chapter.

24 Such (~~annual~~) report of a domestic or foreign corporation shall
25 be delivered to the secretary of state between the first day of January
26 and the first day of March of each year, or on an annual or biennial
27 renewal date as the secretary of state may establish. The secretary of
28 state may adopt rules to establish biennial reporting dates and to
29 stagger reporting dates.

30 If the secretary of state finds that such report substantially
31 conforms to the requirements of this chapter, the secretary of state
32 shall file the same.

33 **Sec. 12.** RCW 24.03.410 and 1982 c 35 s 111 are each amended to
34 read as follows:

35 The secretary of state shall (~~charge and collect~~) establish by
36 rule, fees for the following:

1 (1) For furnishing a certified copy of any charter document or any
2 other document, instrument, or paper relating to a corporation(~~(, five~~
3 ~~dollars for the certificate, plus twenty cents for each page copied.)~~);
4 (2) For furnishing a certificate, under seal, attesting to the
5 status of a corporation; or any other certificate(~~(, five dollars.)~~);
6 (3) For furnishing copies of any document, instrument, or paper
7 relating to a corporation(~~(, one dollar for the first page and twenty~~
8 ~~cents for each page copied thereafter.)~~); and
9 (4) At the time of any service of process on ((him)) the secretary
10 of state as registered agent of a corporation(~~(, twenty five dollars,~~
11 ~~which)~~). This amount may be recovered as taxable costs by the party to
12 the suit or action causing such service to be made if such party
13 prevails in the suit or action.

14 **Sec. 13.** RCW 24.06.046 and 1982 c 35 s 122 are each amended to
15 read as follows:

16 The exclusive right to the use of a corporate name may be reserved
17 by:

18 (1) Any person intending to organize a corporation under this
19 title.

20 (2) Any domestic corporation intending to change its name.

21 (3) Any foreign corporation intending to make application for a
22 certificate of authority to transact business in this state.

23 (4) Any foreign corporation authorized to transact business in this
24 state and intending to change its name.

25 (5) Any person intending to organize a foreign corporation and
26 intending to have such corporation make application for a certificate
27 of authority to transact business in this state.

28 The reservation shall be made by filing with the secretary of state
29 an application to reserve a specified corporate name, executed by or on
30 behalf of the applicant. If the secretary of state finds that the name
31 is available for corporate use, the secretary of state shall reserve
32 the same for the exclusive use of the applicant for a period of one
33 hundred and eighty days. Such reservation shall be limited to one
34 filing (~~(and one renewal for a like period)~~).

35 The right to the exclusive use of a specified corporate name so
36 reserved may be transferred to any other person or corporation by
37 filing in the office of the secretary of state, a notice of such

1 transfer, executed by the applicant for whom the name was reserved, and
2 specifying the name and address of the transferee.

3 **Sec. 14.** RCW 24.06.047 and 1987 c 55 s 42 are each amended to read
4 as follows:

5 Any corporation, organized and existing under the laws of any state
6 or territory of the United States may register its corporate name under
7 this title, provided its corporate name is not the same as, or
8 deceptively similar to, the name of any domestic corporation existing
9 under the laws of this state, or the name of any foreign corporation
10 authorized to transact business in this state, the name of any domestic
11 or foreign limited partnership on file with the secretary, or any
12 corporate name reserved or registered under this title.

13 Such registration shall be made by:

14 (1) Filing with the secretary of state: (a) An application for
15 registration executed by the corporation by an officer thereof, setting
16 forth the name of the corporation, the state or (~~territory~~) country
17 under the laws of which it is incorporated, and the date of its
18 incorporation, (~~a statement that it is carrying on or doing business,~~
19 ~~and a brief statement of the business in which it is engaged,~~) and (b)
20 a certificate setting forth that such corporation is in good standing
21 under the laws of the state or (~~territory~~) country wherein it is
22 organized, executed by the secretary of state of such state or
23 territory or by such other official as may have custody of the records
24 pertaining to corporations, and

25 (2) Paying to the secretary of state (~~a registration fee in the~~
26 ~~amount of one dollar for each month, or fraction thereof, between the~~
27 ~~date of filing the application and December thirty first of the~~
28 ~~calendar year in which the application is filed~~) the applicable annual
29 registration fee.

30 The registration shall be effective until the close of the calendar
31 year in which the application for registration is filed.

32 **Sec. 15.** RCW 24.06.050 and 1982 c 35 s 125 are each amended to
33 read as follows:

34 Each domestic corporation and foreign corporation authorized to do
35 business in this state shall have and continuously maintain in this
36 state:

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

12 (2) A registered agent, which agent may be either an individual
13 resident in this state whose business office is identical with such
14 registered office, or a domestic corporation existing under any act of
15 this state or a foreign corporation authorized to transact business or
16 conduct affairs in this state under any act of this state having an
17 office identical with such registered office. The resident agent and
18 registered office shall be designated by duly adopted resolution of the
19 board of directors; and a statement of such designation, executed by an
20 officer of the corporation, (~~together with a copy of the board of~~
21 ~~directors' designating resolution,~~) shall be filed with the secretary
22 of state. A registered agent shall not be appointed without having
23 given prior written consent to the appointment. The written consent
24 shall be filed with the secretary of state in such form as the
25 secretary may prescribe. The written consent shall be filed with or as
26 a part of the document first appointing a registered agent. In the
27 event any individual or corporation has been appointed agent without
28 consent, that person or corporation may file a notarized statement
29 attesting to that fact, and the name shall forthwith be removed from
30 the records of the secretary of state.

31 No Washington corporation or foreign corporation authorized to
32 transact business in this state may be permitted to maintain any action
33 in any court in this state until the corporation complies with the
34 requirements of this section.

35 **Sec. 16.** RCW 24.06.055 and 1982 c 35 s 126 are each amended to
36 read as follows:

37 A corporation may change its registered office or change its
38 registered agent, or both, upon filing in the office of the secretary

1 of state a statement in the form prescribed by the secretary of state
2 setting forth:

3 (1) The name of the corporation.

4 (2) If the address of its registered office is to be changed, the
5 address to which the registered office is to be changed, including
6 street and number.

7 (3) If ~~((its))~~ the current registered agent is to be changed, the
8 name of its successor registered agent.

9 (4) That the address of its registered office and the address of
10 the office of its registered agent, as changed, will be identical.

11 ~~((5) That such change was authorized by resolution duly adopted by
12 its board of directors.))~~

13 Such statement shall be executed by the corporation by an officer
14 of the corporation, and delivered to the secretary of state, together
15 with a written consent of the registered office to his or its
16 appointment, if applicable. If the secretary of state finds that such
17 statement conforms to the provisions of this chapter, the secretary of
18 state shall file such statement, and upon such filing, the change of
19 address of the registered office, or the appointment of a new
20 registered agent, or both, as the case may be, shall become effective.

21 Any registered agent of a corporation may resign as such agent upon
22 filing a written notice thereof, executed in duplicate, with the
23 secretary of state, who shall forthwith mail a copy thereof to the
24 corporation in care of an officer, who is not the resigning registered
25 agent, at the address of such officer as shown by the most recent
26 annual report of the corporation. The appointment of such agent shall
27 terminate upon the expiration of thirty days after receipt of such
28 notice by the secretary of state.

29 **Sec. 17.** RCW 24.06.275 and 1982 c 35 s 138 are each amended to
30 read as follows:

31 If voluntary dissolution proceedings have not been revoked, then
32 after all debts, liabilities and obligations of the corporation shall
33 have been paid and discharged, or adequate provision shall have been
34 made therefor, and all of the remaining property and assets of the
35 corporation shall have been transferred, conveyed or distributed in
36 accordance with the provisions of this chapter, articles of dissolution
37 shall be executed in duplicate by the corporation, by an officer of the
38 corporation; and such statement shall set forth:

1 (1) The name of the corporation.

2 (2) The date of the meeting of members or shareholders at which the
3 resolution to dissolve was adopted, certifying that:

4 (a) A quorum was present at such meeting;

5 (b) Such resolution received at least two-thirds of the votes which
6 members and shareholders present in person or by mail at such meeting
7 or represented by proxy were entitled to cast or was adopted by a
8 consent in writing signed by all members and shareholders;

9 (c) All debts, obligations, and liabilities of the corporation have
10 been paid and discharged or that adequate provision has been made
11 therefor;

12 (d) All the remaining property and assets of the corporation have
13 been transferred, conveyed or distributed in accordance with the
14 provisions of this chapter;

15 (e) There are no suits pending against the corporation in any court
16 or, if any suits are pending against it, that adequate provision has
17 been made for the satisfaction of any judgment, order or decree which
18 may be entered; and

19 (f) ~~((If a copy of any revenue clearance form under chapter 82.32~~
20 ~~RCW is issued, it shall be attached to the articles of dissolution))~~ A
21 copy of a revenue clearance certificate issued pursuant to chapter
22 82.32 RCW.

23 **Sec. 18.** RCW 24.06.290 and 1982 c 35 s 141 are each amended to
24 read as follows:

25 Failure of the corporation to file its annual report within the
26 time required shall not derogate from the rights of its creditors, or
27 prevent the corporation from being sued and from defending lawsuits,
28 nor shall it release the corporation from any of the duties or
29 liabilities of a corporation under law.

30 A corporation shall be dissolved by the secretary of state upon the
31 conditions prescribed in this section when the corporation:

32 (1) Has failed to file or complete its annual report within the
33 time required by law;

34 (2) Has failed for thirty days to appoint or maintain a registered
35 agent in this state; or

36 (3) Has failed for thirty days, after change of its registered
37 agent or registered office, to file in the office of the secretary of
38 state a statement of such change.

1 A corporation shall not be dissolved under this section unless the
2 secretary of state has given the corporation not less than (~~forty-~~
3 ~~five~~) sixty days' notice of its delinquency or omission, by first
4 class mail, postage prepaid, addressed to the registered office, or, if
5 there is no registered office, to the last known address of any officer
6 or director as shown by the records of the secretary of state, and
7 unless the corporation has failed to correct the omission or
8 delinquency before expiration of the (~~forty-five~~) sixty-day period.

9 When a corporation has given cause for dissolution under this
10 section, and has failed to correct the delinquency or omission as
11 provided in this section, the secretary of state shall dissolve the
12 corporation by issuing a certificate of involuntary dissolution
13 containing a statement that the corporation has been dissolved and the
14 date and reason for which it was dissolved. The original certificate
15 of involuntary dissolution shall be filed in the records of the
16 secretary of state, and a copy of the certificate shall forthwith be
17 mailed to the corporation at its registered office or, if there is no
18 registered office, to the last known address of the corporation or any
19 officer, director, or incorporator of the corporation, as shown by the
20 records of the secretary of state. Upon the filing of the certificate
21 of involuntary dissolution, the existence of the corporation shall
22 cease, except as otherwise provided in this chapter, and its name shall
23 be available to and may be adopted by another corporation after the
24 dissolution.

25 A corporation which has been dissolved by operation of this section
26 may be reinstated within a period of three years following its
27 dissolution if it shall file or complete (~~its~~) a current annual
28 report, appoint and maintain a registered agent, or file a required
29 statement of change of registered agent or registered office and in
30 addition pay (~~a~~) the reinstatement fee of twenty-five dollars plus
31 any other fees that may be due or owing the secretary of state
32 including the full amount of all annual fees that would have been
33 assessed for the years of administrative dissolution had the
34 corporation been in active status, including the reinstatement year.
35 If during the period of dissolution another person or corporation has
36 reserved or adopted a corporate name which is identical or deceptively
37 similar to the dissolved corporation's name, the dissolved corporation
38 seeking reinstatement shall be required to adopt another name
39 consistent with the requirements of this chapter and to amend its

1 articles accordingly. When a corporation has been dissolved by
2 operation of this section, remedies available to or against it shall
3 survive in the manner provided by RCW 24.06.335 and thereafter the
4 directors of the corporation shall hold title to the property of the
5 corporation as trustees for the benefit of its creditors and
6 shareholders.

7 **Sec. 19.** RCW 24.06.380 and 1982 c 35 s 146 are each amended to
8 read as follows:

9 A foreign corporation authorized to conduct affairs in this state
10 may change its registered office or change its registered agent, or
11 both, upon filing in the office of the secretary of state in a form
12 approved by the secretary of state a statement setting forth:

13 (1) The name of the corporation.

14 (2) If the address of ~~((its))~~ the current registered office is to
15 be changed, such new address.

16 (3) If ~~((its))~~ the current registered agent is to be changed, the
17 name of ~~((its successor))~~ the new registered agent.

18 (4) That the address of its registered office and the address of
19 the office of its registered agent, as changed, will be identical.

20 ~~((5) That such change was authorized by resolution duly adopted by
21 its board of directors.))~~

22 Such statement shall be executed by the corporation, by an officer
23 of the corporation, and delivered to the secretary of state, together
24 with a written consent of the registered agent to his or its
25 appointment, if applicable. If the secretary of state finds that such
26 statement conforms to the provisions of this chapter, he or she shall
27 file such statement in his or her office, and upon such filing the
28 change of address of the registered office, or the appointment of a new
29 registered agent, or both, as the case may be, shall become effective.

30 If a registered agent changes his or her business address to
31 another place within the state, the registered agent may change such
32 address and the address of the registered office of any corporation of
33 which the registered agent is registered agent by filing a statement as
34 required by this section, except that it need be signed only by the
35 registered agent, it need not be responsive to subsection (3) of this
36 section, and it shall recite that a copy of the statement has been
37 mailed to the corporation.

1 **Sec. 20.** RCW 24.06.415 and 1982 c 35 s 148 are each amended to
2 read as follows:

3 A foreign corporation authorized to conduct affairs in this state
4 may withdraw from this state upon procuring from the secretary of state
5 a certificate of withdrawal. In order to procure such certificate of
6 withdrawal, the foreign corporation shall deliver to the secretary of
7 state an application for withdrawal, which shall set forth:

8 (1) The name of the corporation and the state or country under
9 whose laws it is incorporated.

10 (2) A declaration that the corporation is not conducting affairs in
11 this state.

12 (3) A surrender of its authority to conduct affairs in this state.

13 (4) A notice that the corporation revokes the authority of its
14 registered agent in this state to accept service of process and
15 consents that service of process in any action, suit or proceeding,
16 based upon any cause of action arising in this state during the time
17 the corporation was authorized to conduct affairs in this state, may
18 thereafter be made upon such corporation by service thereof on the
19 secretary of state.

20 (5) (~~If a copy of any revenue clearance form under chapter 82.32~~
21 ~~RCW is issued, it shall be attached to the application for withdrawal~~)
22 A copy of the revenue clearance certificate issued pursuant to chapter
23 82.32 RCW.

24 (6) A post office address to which the secretary of state may mail
25 a copy of any process that may be served on the secretary of state as
26 agent for the corporation.

27 The application for withdrawal shall be made on forms prescribed
28 and furnished by the secretary of state and shall be executed by the
29 corporation, by one of the officers of the corporation, or, if the
30 corporation is in the hands of a receiver or trustee, shall be executed
31 on behalf of the corporation by such receiver or trustee.

32 NEW SECTION. **Sec. 21.** A new section is added to chapter 24.06 RCW
33 to read as follows:

34 (1) A corporation revoked under RCW 24.06.425 may apply to the
35 secretary of state for reinstatement within three years after the
36 effective date of revocation. An application filed within such three-
37 year period may be amended or supplemented and any such amendment or
38 supplement shall be effective as of the date of original filing. The

1 application filed under this section shall be filed under and by
2 authority of an officer of the corporation.

3 (2) The application shall:

4 (a) State the name of the corporation and, if applicable, the name
5 the corporation had elected to use in this state at the time of
6 revocation, and the effective date of its revocation;

7 (b) Provide an explanation to show that the grounds for revocation
8 either did not exist or have been eliminated;

9 (c) State the name of the corporation at the time of reinstatement
10 and, if applicable, the name the corporation elects to use in this
11 state at the time of reinstatement which may be reserved under RCW
12 24.06.046;

13 (d) Appoint a registered agent and state the registered office
14 address under RCW 24.06.375; and

15 (e) Be accompanied by payment of applicable fees and penalties.

16 (3) If the secretary of state determines that the application
17 conforms to law, and that all applicable fees have been paid, the
18 secretary of state shall cancel the certificate of revocation, prepare
19 and file a certificate of reinstatement, and mail a copy of the
20 certificate of reinstatement to the corporation.

21 (4) Reinstatement under this section relates back to and takes
22 effect as of the date of revocation. The corporate authority shall be
23 deemed to have continued without interruption from that date.

24 (5) In the event the application for reinstatement states a
25 corporate name that the secretary of state finds to be contrary to the
26 requirements of RCW 24.06.046, the application, amended application, or
27 supplemental application shall be amended to adopt another corporate
28 name that is in compliance with RCW 24.06.046. In the event the
29 reinstatement application so adopts a new corporate name for use in
30 Washington, the application for authority shall be deemed to have been
31 amended to change the corporation's name to the name so adopted for use
32 in Washington, effective as of the effective date of the certificate of
33 reinstatement.

34 **Sec. 22.** RCW 24.06.440 and 1982 c 35 s 152 are each amended to
35 read as follows:

36 Each domestic corporation, and each foreign corporation authorized
37 to conduct affairs in this state, shall file, within the time
38 prescribed by this chapter, an annual or biennial report, established

1 by the secretary of state by rule, in the form prescribed by the
2 secretary of state setting forth:

3 (1) The name of the corporation and the state or country under
4 whose laws it is incorporated.

5 (2) The address of the registered office of the corporation in this
6 state, including street and number, the name of its registered agent in
7 this state at such address, and, in the case of a foreign corporation,
8 the address of its principal office in the state or country under whose
9 laws it is incorporated.

10 (3) A brief statement of the character of the affairs in which the
11 corporation is engaged, or, in the case of a foreign corporation,
12 engaged in this state.

13 (4) The names and respective addresses of the directors and
14 officers of the corporation.

15 (5) The corporation's unified business identifier number.

16 The information shall be given as of the date of the execution of
17 the report. It shall be executed by the corporation by an officer of
18 the corporation, or, if the corporation is in the hands of a receiver
19 or trustee, it shall be executed on behalf of the corporation by such
20 receiver or trustee.

21 The secretary of state may by rule adopted under chapter 34.05 RCW
22 provide that correction or updating of information appearing on
23 previous annual or biennial filings is sufficient to constitute the
24 current (~~annual~~) filing.

25 **Sec. 23.** RCW 24.06.445 and 1982 c 35 s 153 are each amended to
26 read as follows:

27 An annual or biennial report of each domestic or foreign
28 corporation shall be delivered to the secretary of state between the
29 first day of January and the first day of March of each year or on such
30 annual or biennial renewal date as the secretary of state may
31 establish. The secretary of state may adopt rules to establish
32 biennial reporting dates and to stagger reporting dates. Proof to the
33 satisfaction of the secretary of state that the report was deposited in
34 the United States mails, in a sealed envelope, properly addressed to
35 the secretary of state, with postage prepaid thereon, prior to the
36 corporation's annual or biennial renewal date, shall be deemed
37 compliance with this requirement.

1 If the secretary of state finds that a report substantially
2 conforms to the requirements of this chapter, the secretary of state
3 shall file the same.

4 Failure of the secretary of state to mail any such notice shall not
5 relieve a corporation from its obligation to file the annual reports
6 required by this chapter.

7 **Sec. 24.** RCW 24.06.455 and 1982 c 35 s 155 are each amended to
8 read as follows:

9 The secretary of state shall ~~((charge and collect in advance))~~
10 establish by rule, fees for the following:

11 (1) For furnishing a certified copy of any charter document or any
12 other document, instrument, or paper relating to a corporation ~~((, five~~
13 ~~dollars for the certificate, plus twenty cents for each page copied.))~~i

14 (2) For furnishing a certificate, under seal, attesting to the
15 status of a corporation; or any other certificate ~~((, five dollars.))~~i

16 (3) For furnishing copies of any document, instrument, or paper
17 relating to a corporation ~~((, one dollar for the first page and twenty~~
18 ~~cents for each page copied thereafter.))~~i and

19 (4) At the time of any service of process on ~~((him))~~ the secretary
20 of state as resident agent of any corporation ~~((, twenty five dollars,~~
21 ~~which)). This amount may be recovered as taxable costs by the party to~~
22 the suit or action causing such service to be made if such party
23 prevails in the suit or action.

24 NEW SECTION. **Sec. 25.** This act is necessary for the immediate
25 preservation of the public peace, health, or safety, or support of the
26 state government and its existing public institutions, and shall take
27 effect July 1, 1993.

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