

CERTIFICATION OF ENROLLMENT

**SUBSTITUTE SENATE BILL 5471**

Chapter 356, Laws of 1993

(partial veto)

53rd Legislature  
1993 Regular Session

NONPROFIT CORPORATIONS--REVISIONS

EFFECTIVE DATE: 7/1/93

Passed by the Senate March 13, 1993  
YEAS 46 NAYS 0

JOEL PRITCHARD

**President of the Senate**

Passed by the House April 15, 1993  
YEAS 92 NAYS 0

BRIAN EBERSOLE

**Speaker of the  
House of Representatives**

Approved May 15, 1993, with the  
exceptions of sections 12 and 24, which  
are vetoed.

MIKE LOWRY

**Governor of the State of Washington**

CERTIFICATE

I, Marty Brown, Secretary of the  
Senate of the State of Washington, do  
hereby certify that the attached is  
**SUBSTITUTE SENATE BILL 5471** as passed  
by the Senate and the House of  
Representatives on the dates hereon  
set forth.

MARTY BROWN

**Secretary**

FILED

May 15, 1993 - 10:57 a.m.

**Secretary of State  
State of Washington**

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**SUBSTITUTE SENATE BILL 5471**

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**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.))i~~

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

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.))i 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. 12 was vetoed, see message at end of chapter.

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

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

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

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

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

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

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

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

36 The right to the exclusive use of a specified corporate name so  
37 reserved may be transferred to any other person or corporation by  
38 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 \*Sec. 24 was vetoed, see message at end of chapter.

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

Passed the Senate March 13, 1993.

Passed the House April 15, 1993.

Approved by the Governor May 15, 1993, with the exception of  
certain items which were vetoed.

Filed in Office of Secretary of State May 15, 1993.

1 Note: Governor's explanation of partial veto is as follows:

2 "I am returning herewith, without my approval as to sections 12 and  
3 24, Substitute Senate Bill No. 5471, entitled:

4 "AN ACT Relating to nonprofit corporations;"

1       Sections 12 and 24 amend current law and duplicate language  
2 contained in sections 6 and 8 of Substitute Senate Bill No. 5492 which  
3 I signed into law on May 7, 1993. For this reason, I have vetoed  
4 sections 12 and 24 of Substitute Senate Bill No. 5471.

5       With the exceptions of sections 12 and 24, Substitute Senate Bill  
6 No. 5471 is approved."