

CERTIFICATION OF ENROLLMENT

**HOUSE BILL 1264**

Chapter 202, Laws of 2009

61st Legislature  
2009 Regular Session

REGISTRATION OF BUSINESS ENTITIES--GOVERNMENTAL AGENTS

EFFECTIVE DATE: 07/26/09

Passed by the House February 23, 2009  
Yeas 96 Nays 1

FRANK CHOPP

\_\_\_\_\_  
**Speaker of the House of Representatives**

Passed by the Senate April 14, 2009  
Yeas 44 Nays 0

BRAD OWEN

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**President of the Senate**

Approved April 24, 2009, 1:44 p.m.

CHRISTINE GREGOIRE

\_\_\_\_\_  
**Governor of the State of Washington**

CERTIFICATE

I, Barbara Baker, Chief Clerk of the House of Representatives of the State of Washington, do hereby certify that the attached is **HOUSE BILL 1264** as passed by the House of Representatives and the Senate on the dates hereon set forth.

BARBARA BAKER

\_\_\_\_\_  
**Chief Clerk**

FILED

April 27, 2009

**Secretary of State  
State of Washington**

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HOUSE BILL 1264

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Passed Legislature - 2009 Regular Session

State of Washington                      61st Legislature                      2009 Regular Session

By Representatives Springer, Rodne, and Eddy

Read first time 01/16/09. Referred to Committee on Judiciary.

1            AN ACT Relating to creation and registration of entities formed by  
2 public agencies; amending RCW 24.03.050, 24.06.050, 25.05.005,  
3 25.10.040, and 25.15.020; and reenacting RCW 39.34.030.

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

5            **Sec. 1.** RCW 24.03.050 and 2004 c 265 s 8 are each amended to read  
6 as follows:

7            Each corporation shall have and continuously maintain in this  
8 state:

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

1 (2) A registered agent, which agent may be either an individual  
2 resident in this state whose business office is identical with such  
3 registered office, or a domestic corporation, whether for profit or not  
4 for profit, or a governmental body or agency, or a foreign corporation,  
5 whether for profit or not for profit, authorized to transact business  
6 or conduct affairs in this state, having an office identical with such  
7 registered office, or a domestic limited liability company whose  
8 business office is identical with the registered office, or a foreign  
9 limited liability company authorized to conduct affairs in this state  
10 whose business address is identical with the registered office. A  
11 registered agent shall not be appointed without having given prior  
12 consent to the appointment, in the form of a record. The consent shall  
13 be filed with the secretary of state in such form as the secretary may  
14 prescribe. The consent shall be filed with or as a part of the record  
15 first appointing a registered agent. In the event any individual,  
16 corporation, or limited liability company has been appointed agent  
17 without consent, that person, corporation, or limited liability company  
18 may file a notarized statement attesting to that fact, and the name  
19 shall immediately be removed from the records of the secretary of  
20 state.

21 No Washington corporation or foreign corporation authorized to  
22 conduct affairs in this state may be permitted to maintain any action  
23 in any court in this state until the corporation complies with the  
24 requirements of this section.

25 **Sec. 2.** RCW 24.06.050 and 1993 c 356 s 15 are each amended to read  
26 as follows:

27 Each domestic corporation and foreign corporation authorized to do  
28 business in this state shall have and continuously maintain in this  
29 state:

30 (1) A registered office which may be, but need not be, the same as  
31 its principal office. The registered office shall be at a specific  
32 geographic location in this state, and be identified by number, if any,  
33 and street, or building address or rural route, or, if a commonly known  
34 street or rural route address does not exist, by legal description. A  
35 registered office may not be identified by post office box number or  
36 other nongeographic address. For purposes of communicating by mail,  
37 the secretary of state may permit the use of a post office address in

1 conjunction with the registered office address if the corporation also  
2 maintains on file the specific geographic address of the registered  
3 office where personal service of process may be made.

4 (2) A registered agent, which agent may be either an individual  
5 resident in this state whose business office is identical with such  
6 registered office, or a domestic corporation existing under any act of  
7 this state, or a governmental body or agency, or a foreign corporation  
8 authorized to transact business or conduct affairs in this state under  
9 any act of this state having an office identical with such registered  
10 office. The resident agent and registered office shall be designated  
11 by duly adopted resolution of the board of directors; and a statement  
12 of such designation, executed by an officer of the corporation, shall  
13 be filed with the secretary of state. A registered agent shall not be  
14 appointed without having given prior written consent to the  
15 appointment. The written consent shall be filed with the secretary of  
16 state in such form as the secretary may prescribe. The written consent  
17 shall be filed with or as a part of the document first appointing a  
18 registered agent. In the event any individual or corporation has been  
19 appointed agent without consent, that person or corporation may file a  
20 notarized statement attesting to that fact, and the name shall  
21 forthwith be removed from the records of the secretary of state.

22 No Washington corporation or foreign corporation authorized to  
23 transact business in this state may be permitted to maintain any action  
24 in any court in this state until the corporation complies with the  
25 requirements of this section.

26 **Sec. 3.** RCW 25.05.005 and 1998 c 103 s 101 are each amended to  
27 read as follows:

28 The definitions in this section apply throughout this chapter  
29 unless the context clearly requires otherwise:

30 (1) "Business" includes every trade, occupation, and profession.

31 (2) "Debtor in bankruptcy" means a person who is the subject of:

32 (a) An order for relief under Title 11 of the United States Code or  
33 a comparable order under a successor statute of general application; or

34 (b) A comparable order under federal, state, or foreign law  
35 governing insolvency.

36 (3) "Distribution" means a transfer of money or other property from

1 a partnership to a partner in the partner's capacity as a partner or to  
2 the partner's transferee.

3 (4) "Foreign limited liability partnership" means a partnership  
4 that:

- 5 (a) Is formed under laws other than the laws of this state; and
- 6 (b) Has the status of a limited liability partnership under those  
7 laws.

8 (5) "Limited liability partnership" means a partnership that has  
9 filed (~~a statement of qualification~~) an application under RCW  
10 25.05.500 and does not have a similar statement in effect in any other  
11 jurisdiction.

12 (6) "Partnership" means an association of two or more persons to  
13 carry on as co-owners a business for profit formed under RCW 25.05.055,  
14 predecessor law, or comparable law of another jurisdiction.

15 (7) "Partnership agreement" means the agreement, whether written,  
16 oral, or implied, among the partners concerning the partnership,  
17 including amendments to the partnership agreement.

18 (8) "Partnership at will" means a partnership in which the partners  
19 have not agreed to remain partners until the expiration of a definite  
20 term or the completion of a particular undertaking.

21 (9) "Partnership interest" or "partner's interest in the  
22 partnership" means all of a partner's interests in the partnership,  
23 including the partner's transferable interest and all management and  
24 other rights.

25 (10) "Person" means an individual, corporation, business trust,  
26 estate, trust, partnership, limited liability company, association,  
27 joint venture, government, governmental subdivision, agency, or  
28 instrumentality, or any other legal or commercial entity.

29 (11) "Property" means all property, real, personal, or mixed,  
30 tangible or intangible, or any interest therein.

31 (12) "Registered agent" means an individual resident of this state,  
32 a domestic corporation, a government, governmental subdivision, agency,  
33 or instrumentality, or a foreign corporation authorized to do business  
34 in this state.

35 (13) "State" means a state of the United States, the District of  
36 Columbia, the Commonwealth of Puerto Rico, or any territory or insular  
37 possession subject to the jurisdiction of the United States.

1       (~~(13)~~) (14) "Statement" means a statement of partnership  
2 authority under RCW 25.05.110, a statement of denial under RCW  
3 25.05.115, a statement of dissociation under RCW 25.05.265, a statement  
4 of dissolution under RCW 25.05.320, or an amendment or cancellation of  
5 any statement under these sections.

6       (~~(14)~~) (15) "Transfer" includes an assignment, conveyance, lease,  
7 mortgage, deed, and encumbrance.

8       **Sec. 4.** RCW 25.10.040 and 1987 c 55 s 3 are each amended to read  
9 as follows:

10       (1) Each limited partnership shall continuously maintain in this  
11 state an office which may but need not be a place of its business in  
12 this state, at which shall be kept the records required by RCW  
13 25.10.050 to be maintained. The office shall be at a specific  
14 geographical location in this state and be identified by number, if  
15 any, and street or building address or rural route or other  
16 geographical address. The office shall not be identified only by post  
17 office box number or other nongeographic address. For purposes of  
18 communicating by mail, the secretary of state may permit the use of a  
19 post office address in conjunction with the office address.

20       (2) Each limited partnership shall continuously maintain in this  
21 state an agent for service of process on the limited partnership, which  
22 agent must be an individual resident of this state, a domestic  
23 corporation, a government, governmental subdivision, agency, or  
24 instrumentality, or a foreign corporation authorized to do business in  
25 this state. The agent may, but need not, be located at the office  
26 identified in RCW 25.10.040(1). The agent's address shall be at a  
27 specific geographical location in this state and be identified by  
28 number, if any, and street or building address or rural route or other  
29 geographical address. The agent's address shall not be identified only  
30 by post office box number or other nongeographic address. For purposes  
31 of communicating by mail, the secretary of state may permit the use of  
32 a post office address in conjunction with the agent's geographic  
33 address.

34       (3) A registered agent shall not be appointed without having given  
35 prior written consent to the appointment. The written consent shall be  
36 filed with the secretary of state in such form as the secretary may  
37 prescribe. The written consent shall be filed with or as a part of the

1 document first appointing a registered agent. In the event any  
2 individual or corporation has been appointed agent without consent,  
3 that person or corporation may file a notarized statement attesting to  
4 that fact, and the name shall forthwith be removed from the records of  
5 the secretary of state. The registered agent so appointed by a limited  
6 partnership shall be an agent of such limited partnership upon whom any  
7 process, notice, or demand required or permitted by law to be served  
8 upon the limited partnership may be served. If a limited partnership  
9 fails to appoint or maintain a registered agent in this state, or if  
10 its registered agent cannot with reasonable diligence be found, then  
11 the secretary of state shall be an agent of such limited partnership  
12 upon whom any such process, notice, or demand may be served. Service  
13 on the secretary of state of any such process, notice, or demand shall  
14 be made by delivering to and leaving with the secretary of state, or  
15 with any authorized clerk of the corporation department of the  
16 secretary of state's office, duplicate copies of such process, notice,  
17 or demand. In the event any such process, notice, or demand is served  
18 on the secretary of state, the secretary of state shall immediately  
19 cause one of the copies thereof to be forwarded by certified mail,  
20 addressed to the limited partnership at the office referred to in RCW  
21 25.10.040(1). Any service so had on the secretary of state shall be  
22 returnable in no fewer than thirty days.

23 The secretary of state shall keep a record of all processes,  
24 notices, and demands served upon the secretary of state under this  
25 section, and shall record therein the time of such service and the  
26 secretary of state's action with reference thereto.

27 Nothing in this section limits or affects the right to serve any  
28 process, notice, or demand required or permitted by law to be served  
29 upon a limited partnership in any other manner now or hereafter  
30 permitted by law.

31 Any registered agent may resign as such agent upon filing a written  
32 notice thereof, executed in duplicate, with the secretary of state, who  
33 shall forthwith mail one copy thereof to the limited partnership. The  
34 appointment of such agent shall terminate upon the expiration of thirty  
35 days after receipt of such notice by the secretary of state.

36 **Sec. 5.** RCW 25.15.020 and 2002 c 74 s 16 are each amended to read  
37 as follows:

1 (1) Each limited liability company shall continuously maintain in  
2 this state:

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

14 (b) A registered agent for service of process on the limited  
15 liability company, which agent may be either an individual resident of  
16 this state whose business office is identical with the limited  
17 liability company's registered office, or a domestic corporation,  
18 limited partnership, or limited liability company, or a government,  
19 governmental subdivision, agency, or instrumentality, or a separate  
20 legal entity comprised of two or more of these entities, or a foreign  
21 corporation, limited partnership, or limited liability company  
22 authorized to do business in this state having a business office  
23 identical with such registered office; and

24 (c) A registered agent who shall not be appointed without having  
25 given prior written consent to the appointment. The written consent  
26 shall be filed with the secretary of state in such form as the  
27 secretary may prescribe. The written consent shall be filed with or as  
28 a part of the document first appointing a registered agent.

29 (2) A limited liability company may change its registered office or  
30 registered agent by delivering to the secretary of state for filing a  
31 statement of change that sets forth:

32 (a) The name of the limited liability company;

33 (b) If the current registered office is to be changed, the street  
34 address of the new registered office in accord with subsection (1) of  
35 this section;

36 (c) If the current registered agent is to be changed, the name of  
37 the new registered agent and the new agent's written consent, either on  
38 the statement or attached to it, to the appointment; and



1 (d) That after the change or changes are made, the street addresses  
2 of its registered office and the business office of its registered  
3 agent will be identical.

4 (3) If a registered agent changes the street address of the agent's  
5 business office, the registered agent may change the street address of  
6 the registered office of any limited liability company for which the  
7 agent is the registered agent by notifying the limited liability  
8 company in writing of the change and signing, either manually or in  
9 facsimile, and delivering to the secretary of state for filing a  
10 statement that complies with the requirements of subsection (2) of this  
11 section and recites that the limited liability company has been  
12 notified of the change.

13 (4) A registered agent may resign as agent by signing and  
14 delivering to the secretary of state for filing a statement that the  
15 registered office is also discontinued. After filing the statement the  
16 secretary of state shall mail a copy of the statement to the limited  
17 liability company at its principal office. The agency appointment is  
18 terminated, and the registered office discontinued is so provided, on  
19 the thirty-first day after the date on which the statement was filed.

20 **Sec. 6.** RCW 39.34.030 and 2008 c 198 s 2 are each reenacted to  
21 read as follows:

22 (1) Any power or powers, privileges or authority exercised or  
23 capable of exercise by a public agency of this state may be exercised  
24 and enjoyed jointly with any other public agency of this state having  
25 the power or powers, privilege or authority, and jointly with any  
26 public agency of any other state or of the United States to the extent  
27 that laws of such other state or of the United States permit such joint  
28 exercise or enjoyment. Any agency of the state government when acting  
29 jointly with any public agency may exercise and enjoy all of the  
30 powers, privileges and authority conferred by this chapter upon a  
31 public agency.

32 (2) Any two or more public agencies may enter into agreements with  
33 one another for joint or cooperative action pursuant to the provisions  
34 of this chapter, except that any such joint or cooperative action by  
35 public agencies which are educational service districts and/or school  
36 districts shall comply with the provisions of RCW 28A.320.080.

1 Appropriate action by ordinance, resolution or otherwise pursuant to  
2 law of the governing bodies of the participating public agencies shall  
3 be necessary before any such agreement may enter into force.

4 (3) Any such agreement shall specify the following:

5 (a) Its duration;

6 (b) The precise organization, composition and nature of any  
7 separate legal or administrative entity created thereby together with  
8 the powers delegated thereto, provided such entity may be legally  
9 created. Such entity may include a nonprofit corporation organized  
10 pursuant to chapter 24.03 or 24.06 RCW whose membership is limited  
11 solely to the participating public agencies or a partnership organized  
12 pursuant to chapter 25.04 or 25.05 RCW whose partners are limited  
13 solely to participating public agencies, or a limited liability company  
14 organized under chapter 25.15 RCW whose membership is limited solely to  
15 participating public agencies, and the funds of any such corporation,  
16 partnership, or limited liability company shall be subject to audit in  
17 the manner provided by law for the auditing of public funds;

18 (c) Its purpose or purposes;

19 (d) The manner of financing the joint or cooperative undertaking  
20 and of establishing and maintaining a budget therefor;

21 (e) The permissible method or methods to be employed in  
22 accomplishing the partial or complete termination of the agreement and  
23 for disposing of property upon such partial or complete termination;  
24 and

25 (f) Any other necessary and proper matters.

26 (4) In the event that the agreement does not establish a separate  
27 legal entity to conduct the joint or cooperative undertaking, the  
28 agreement shall contain, in addition to provisions specified in  
29 subsection (3)(a), (c), (d), (e), and (f) of this section, the  
30 following:

31 (a) Provision for an administrator or a joint board responsible for  
32 administering the joint or cooperative undertaking. In the case of a  
33 joint board, public agencies that are party to the agreement shall be  
34 represented; and

35 (b) The manner of acquiring, holding and disposing of real and  
36 personal property used in the joint or cooperative undertaking. Any  
37 joint board is authorized to establish a special fund with a state,

1 county, city, or district treasurer servicing an involved public agency  
2 designated "Operating fund of . . . . . joint board".

3 (5) No agreement made pursuant to this chapter relieves any public  
4 agency of any obligation or responsibility imposed upon it by law  
5 except that:

6 (a) To the extent of actual and timely performance thereof by a  
7 joint board or other legal or administrative entity created by an  
8 agreement made pursuant to this chapter, the performance may be offered  
9 in satisfaction of the obligation or responsibility; and

10 (b) With respect to one or more public agencies purchasing or  
11 otherwise contracting through a bid, proposal, or contract awarded by  
12 another public agency or by a group of public agencies, any statutory  
13 obligation to provide notice for bids or proposals that applies to the  
14 public agencies involved is satisfied if the public agency or group of  
15 public agencies that awarded the bid, proposal, or contract complied  
16 with its own statutory requirements and either (i) posted the bid or  
17 solicitation notice on a web site established and maintained by a  
18 public agency, purchasing cooperative, or similar service provider, for  
19 purposes of posting public notice of bid or proposal solicitations, or  
20 (ii) provided an access link on the state's web portal to the notice.

21 (6) Financing of joint projects by agreement shall be as provided  
22 by law.

Passed by the House February 23, 2009.  
Passed by the Senate April 14, 2009.  
Approved by the Governor April 24, 2009.  
Filed in Office of Secretary of State April 27, 2009.