

CERTIFICATION OF ENROLLMENT

**SUBSTITUTE HOUSE BILL 2657**

Chapter 196, Laws of 2010

61st Legislature  
2010 Regular Session

LIMITED LIABILITY COMPANIES--DISSOLUTION

EFFECTIVE DATE: 06/10/10

Passed by the House March 6, 2010  
Yeas 95 Nays 0

FRANK CHOPP

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

Passed by the Senate March 2, 2010  
Yeas 46 Nays 0

BRAD OWEN

\_\_\_\_\_  
**President of the Senate**

Approved March 24, 2010, 1:56 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 **SUBSTITUTE HOUSE BILL 2657** as passed by the House of Representatives and the Senate on the dates hereon set forth.

BARBARA BAKER

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

FILED

March 24, 2010

**Secretary of State  
State of Washington**

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**SUBSTITUTE HOUSE BILL 2657**

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AS AMENDED BY THE SENATE

Passed Legislature - 2010 Regular Session

**State of Washington                      61st Legislature                      2010 Regular Session**

**By** House Judiciary (originally sponsored by Representative Pedersen)

READ FIRST TIME 02/03/10.

1            AN ACT Relating to the dissolution of limited liability companies;  
2 amending RCW 25.15.005, 25.15.070, 25.15.085, 25.15.095, 25.15.270,  
3 25.15.290, 25.15.293, 25.15.295, 25.15.303, 25.15.340, and 25.15.805;  
4 adding new sections to chapter 25.15 RCW; and repealing RCW 25.15.080.

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

6            **Sec. 1.** RCW 25.15.005 and 2008 c 198 s 4 are each amended to read  
7 as follows:

8            The definitions in this section apply throughout this chapter  
9 unless the context clearly requires otherwise.

10            (1) "Certificate of formation" means the certificate referred to in  
11 RCW 25.15.070, and the certificate as amended.

12            (2) "Event of dissociation" means an event that causes a person to  
13 cease to be a member as provided in RCW 25.15.130.

14            (3) "Foreign limited liability company" means an entity that is  
15 formed under:

16            (a) The limited liability company laws of any state other than this  
17 state; or

18            (b) The laws of any foreign country that is: (i) An unincorporated  
19 association, (ii) formed under a statute pursuant to which an

1 association may be formed that affords to each of its members limited  
2 liability with respect to the liabilities of the entity, and (iii) not  
3 required, in order to transact business or conduct affairs in this  
4 state, to be registered or qualified under Title 23B or 24 RCW, or any  
5 other chapter of the Revised Code of Washington authorizing the  
6 formation of a domestic entity and the registration or qualification in  
7 this state of similar entities formed under the laws of a jurisdiction  
8 other than this state.

9 (4) "Limited liability company" and "domestic limited liability  
10 company" means a limited liability company having one or more members  
11 that is organized and existing under this chapter.

12 (5) "Limited liability company agreement" means any written  
13 agreement of the members, or any written statement of the sole member,  
14 as to the affairs of a limited liability company and the conduct of its  
15 business which is binding upon the member or members.

16 (6) "Limited liability company interest" means a member's share of  
17 the profits and losses of a limited liability company and a member's  
18 right to receive distributions of the limited liability company's  
19 assets.

20 (7) "Manager" or "managers" means, with respect to a limited  
21 liability company that has set forth in its certificate of formation  
22 that it is to be managed by managers, the person, or persons designated  
23 in accordance with RCW 25.15.150(2).

24 (8) "Member" means a person who has been admitted to a limited  
25 liability company as a member as provided in RCW 25.15.115 and who has  
26 not been dissociated from the limited liability company.

27 (9) "Person" means an individual, corporation, business trust,  
28 estate, trust, partnership, limited liability company, association,  
29 joint venture, government, governmental subdivision, agency, or  
30 instrumentality, or a separate legal entity comprised of two or more of  
31 these entities, or any other legal or commercial entity.

32 (10) "Professional limited liability company" means a limited  
33 liability company which is organized for the purpose of rendering  
34 professional service and whose certificate of formation sets forth that  
35 it is a professional limited liability company subject to RCW  
36 25.15.045.

37 (11) "Professional service" means the same as defined under RCW  
38 18.100.030.

1       (12) "Record" means information that is inscribed on a tangible  
2 medium or that is stored in an electronic or other medium and is  
3 retrievable in perceivable form.

4       (13) "State" means the District of Columbia or the Commonwealth of  
5 Puerto Rico or any state, territory, possession, or other jurisdiction  
6 of the United States other than the state of Washington.

7       **Sec. 2.** RCW 25.15.070 and 1994 c 211 s 201 are each amended to  
8 read as follows:

9       (1) In order to form a limited liability company, one or more  
10 persons must execute a certificate of formation. The certificate of  
11 formation shall be filed in the office of the secretary of state and  
12 set forth:

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

14       (b) The address of the registered office and the name and address  
15 of the registered agent for service of process required to be  
16 maintained by RCW 25.15.020;

17       (c) The address of the principal place of business of the limited  
18 liability company;

19       (d) If the limited liability company is to have a specific date of  
20 dissolution, the latest date on which the limited liability company is  
21 to dissolve;

22       (e) If management of the limited liability company is vested in a  
23 manager or managers, a statement to that effect;

24       (f) Any other matters the members decide to include therein; and

25       (g) The name and address of each person executing the certificate  
26 of formation.

27       (2) Effect of filing:

28       (a) Unless a delayed effective date is specified, a limited  
29 liability company is formed when its certificate of formation is filed  
30 by the secretary of state. A delayed effective date for a certificate  
31 of formation may be no later than the ninetieth day after the date it  
32 is filed.

33       (b) The secretary of state's filing of the certificate of formation  
34 is conclusive proof that the persons executing the certificate  
35 satisfied all conditions precedent to the formation (~~except in a~~  
36 ~~proceeding by the state to cancel the certificate)).~~

1 (c) A limited liability company formed under this chapter shall be  
2 a separate legal entity(~~(, the existence of which as a separate legal~~  
3 ~~entity shall continue until cancellation of the limited liability~~  
4 ~~company's certificate of formation)~~).

5 **Sec. 3.** RCW 25.15.085 and 2002 c 74 s 17 are each amended to read  
6 as follows:

7 (1) Each document required by this chapter to be filed in the  
8 office of the secretary of state shall be executed in the following  
9 manner, or in compliance with the rules established to facilitate  
10 electronic filing under RCW 25.15.007, except as set forth in RCW  
11 25.15.105(4)(b):

12 (a) Each original certificate of formation must be signed by the  
13 person or persons forming the limited liability company;

14 (b) A reservation of name may be signed by any person;

15 (c) A transfer of reservation of name must be signed by, or on  
16 behalf of, the applicant for the reserved name;

17 (d) A registration of name must be signed by any member or manager  
18 of the foreign limited liability company;

19 (e) A certificate of amendment or restatement must be signed by at  
20 least one manager, or by a member if management of the limited  
21 liability company is reserved to the members;

22 (f) A certificate of (~~cancellation~~) dissolution must be signed by  
23 the person or persons authorized to wind up the limited liability  
24 company's affairs pursuant to RCW 25.15.295(~~(+1)~~) (3);

25 (g) If a surviving domestic limited liability company is filing  
26 articles of merger, the articles of merger must be signed by at least  
27 one manager, or by a member if management of the limited liability  
28 company is reserved to the members, or if the articles of merger are  
29 being filed by a surviving foreign limited liability company, limited  
30 partnership, or corporation, the articles of merger must be signed by  
31 a person authorized by such foreign limited liability company, limited  
32 partnership, or corporation; and

33 (h) A foreign limited liability company's application for  
34 registration as a foreign limited liability company doing business  
35 within the state must be signed by any member or manager of the foreign  
36 limited liability company.

1 (2) Any person may sign a certificate, articles of merger, limited  
2 liability company agreement, or other document by an attorney-in-fact  
3 or other person acting in a valid representative capacity, so long as  
4 each document signed in such manner identifies the capacity in which  
5 the signator signed.

6 (3) The person executing the document shall sign it and state  
7 beneath or opposite the signature the name of the person and capacity  
8 in which the person signs. The document must be typewritten or  
9 printed, and must meet such legibility or other standards as may be  
10 prescribed by the secretary of state.

11 (4) The execution of a certificate or articles of merger by any  
12 person constitutes an affirmation under the penalties of perjury that  
13 the facts stated therein are true.

14 **Sec. 4.** RCW 25.15.095 and 2002 c 74 s 18 are each amended to read  
15 as follows:

16 (1) The original signed copy, together with a duplicate copy that  
17 may be either a signed, photocopied, or conformed copy, of the  
18 certificate of formation or any other document required to be filed  
19 pursuant to this chapter, except as set forth under RCW 25.15.105 or  
20 unless a duplicate is not required under rules adopted under RCW  
21 25.15.007, shall be delivered to the secretary of state. If the  
22 secretary of state determines that the documents conform to the filing  
23 provisions of this chapter, he or she shall, when all required filing  
24 fees have been paid:

25 (a) Endorse on each signed original and duplicate copy the word  
26 "filed" and the date of its acceptance for filing;

27 (b) Retain the signed original in the secretary of state's files;  
28 and

29 (c) Return the duplicate copy to the person who filed it or the  
30 person's representative.

31 (2) If the secretary of state is unable to make the determination  
32 required for filing by subsection (1) of this section at the time any  
33 documents are delivered for filing, the documents are deemed to have  
34 been filed at the time of delivery if the secretary of state  
35 subsequently determines that:

36 (a) The documents as delivered conform to the filing provisions of  
37 this chapter; or

1 (b) Within twenty days after notification of nonconformance is  
2 given by the secretary of state to the person who delivered the  
3 documents for filing or the person's representative, the documents are  
4 brought into conformance.

5 (3) If the filing and determination requirements of this chapter  
6 are not satisfied completely within the time prescribed in subsection  
7 (2)(b) of this section, the documents shall not be filed.

8 (4) Upon the filing of a certificate of amendment (or judicial  
9 decree of amendment) or restated certificate in the office of the  
10 secretary of state, or upon the future effective date or time of a  
11 certificate of amendment (or judicial decree thereof) or restated  
12 certificate, as provided for therein, the certificate of formation  
13 shall be amended or restated as set forth therein. ~~((Upon the filing  
14 of a certificate of cancellation (or a judicial decree thereof), or  
15 articles of merger which act as a certificate of cancellation, or upon  
16 the future effective date or time of a certificate of cancellation (or  
17 a judicial decree thereof) or of articles of merger which act as a  
18 certificate of cancellation, as provided for therein, or as specified  
19 in RCW 25.15.290, the certificate of formation is canceled.))~~

20 **Sec. 5.** RCW 25.15.270 and 2009 c 437 s 1 are each amended to read  
21 as follows:

22 A limited liability company is dissolved and its affairs shall be  
23 wound up upon the first to occur of the following:

24 (1)(a) The dissolution date, if any, specified in the certificate  
25 of formation. If a dissolution date is not specified in the  
26 certificate of formation, the limited liability company's existence  
27 will continue until the first to occur of the events described in  
28 subsections (2) through (6) of this section. If a dissolution date is  
29 specified in the certificate of formation, the certificate of formation  
30 may be amended and the existence of the limited liability company may  
31 be extended by vote of all the members.

32 (b) This subsection does not apply to a limited liability company  
33 formed under RCW 30.08.025 or 32.08.025;

34 (2) The happening of events specified in a limited liability  
35 company agreement;

36 (3) The written consent of all members;

1 (4) Unless the limited liability company agreement provides  
2 otherwise, ninety days following an event of dissociation of the last  
3 remaining member, unless those having the rights of assignees in the  
4 limited liability company under RCW 25.15.130(1) have, by the ninetieth  
5 day, voted to admit one or more members, voting as though they were  
6 members, and in the manner set forth in RCW 25.15.120(1);

7 (5) The entry of a decree of judicial dissolution under RCW  
8 25.15.275; or

9 (6) The ~~((expiration of five years after the effective date of  
10 dissolution — under — RCW — 25.15.285 — without — the — reinstatement))~~  
11 administrative dissolution of the limited liability company by the  
12 secretary of state under RCW 25.15.285(2), unless the limited liability  
13 company is reinstated by the secretary of state under RCW 25.15.290.

14 NEW SECTION. Sec. 6. A new section is added to chapter 25.15 RCW  
15 to read as follows:

16 (1) After dissolution occurs under RCW 25.15.270, the limited  
17 liability company may deliver to the secretary of state for filing a  
18 certificate of dissolution signed in accordance with RCW 25.15.085.

19 (2) A certificate of dissolution filed under subsection (1) of this  
20 section must set forth:

21 (a) The name of the limited liability company; and

22 (b) A statement that the limited liability company is dissolved  
23 under RCW 25.15.270.

24 Sec. 7. RCW 25.15.290 and 2009 c 437 s 2 are each amended to read  
25 as follows:

26 (1) A limited liability company that has been administratively  
27 dissolved under RCW 25.15.285 may apply to the secretary of state for  
28 reinstatement within five years after the effective date of  
29 dissolution. The application must be delivered to the secretary of  
30 state for filing and state:

31 (a) ~~((Recite))~~ The name of the limited liability company and the  
32 effective date of its administrative dissolution;

33 (b) ~~((State))~~ That the ground or grounds for dissolution either did  
34 not exist or have been eliminated; and

35 (c) ~~((State))~~ That the limited liability company's name satisfies  
36 the requirements of RCW 25.15.010.

1 (2) If the secretary of state determines that ~~((the))~~ an  
2 application contains the information required by subsection (1) of this  
3 section and that the name is available, the secretary of state shall  
4 reinstate the limited liability company and give the limited liability  
5 company written notice, as provided in RCW 25.15.285(1), of the  
6 reinstatement that recites the effective date of reinstatement. If the  
7 name is not available, the limited liability company must file with its  
8 application for reinstatement an amendment to its certificate of  
9 formation reflecting a change of name.

10 (3) When ~~((the))~~ reinstatement ~~((is))~~ becomes effective, it relates  
11 back to and takes effect as of the effective date of the administrative  
12 dissolution and the limited liability company may resume carrying on  
13 its ~~((business))~~ activities as if the administrative dissolution had  
14 never occurred.

15 ~~((4) If an application for reinstatement is not made within the  
16 five-year period set forth in subsection (1) of this section, or if the  
17 application made within this period is not granted, the limited  
18 liability company's certificate of formation is deemed canceled.))~~

19 **Sec. 8.** RCW 25.15.293 and 2009 c 437 s 3 are each amended to read  
20 as follows:

21 (1) A limited liability company ~~((voluntarily))~~ dissolved under RCW  
22 25.15.270 (2) or (3) that has filed a certificate of dissolution under  
23 section 6 of this act may ~~((apply to the secretary of state for~~  
24 ~~reinstatement))~~ revoke its dissolution within one hundred twenty days  
25 ~~((after the effective date))~~ of filing its certificate of dissolution.  
26 ~~((The application must:~~

27 ~~(a) Recite the name of the limited liability company and the~~  
28 ~~effective date of its voluntary dissolution;~~

29 ~~(b) State that the ground or grounds for voluntary dissolution have~~  
30 ~~been eliminated; and~~

31 ~~(c) State that the limited liability company's name satisfies the~~  
32 ~~requirements of RCW 25.15.010.~~

33 ~~(2) If the secretary of state determines that the application~~  
34 ~~contains the information required by subsection (1) of this section and~~  
35 ~~that the name is available, the secretary of state shall reinstate the~~  
36 ~~limited liability company and give the limited liability company~~  
37 ~~written notice of the reinstatement that recites the effective date of~~

1 ~~reinstatement. If the name is not available, the limited liability~~  
2 ~~company must file with its application for reinstatement an amendment~~  
3 ~~to its certificate of formation reflecting a change of name.~~

4 ~~(3) When the reinstatement is effective, it relates back to and~~  
5 ~~takes effect as of the effective date of the voluntary dissolution and~~  
6 ~~the limited liability company may resume carrying on its business as if~~  
7 ~~the voluntary dissolution had never occurred.~~

8 ~~(4) If an application for reinstatement is not made within the one~~  
9 ~~hundred twenty day period set forth in subsection (1) of this section,~~  
10 ~~or if the application made within this period is not granted, the~~  
11 ~~secretary of state shall cancel the limited liability company's~~  
12 ~~certificate of formation.)~~

13 (2)(a) Except as provided in (b) of this subsection, revocation of  
14 dissolution must be approved in the same manner as the dissolution was  
15 approved unless that approval permitted revocation in some other  
16 manner, in which event the dissolution may be revoked in the manner  
17 permitted.

18 (b) If dissolution occurred upon the happening of events specified  
19 in the limited liability company agreement, revocation of dissolution  
20 must be approved in the manner necessary to amend the provisions of the  
21 limited liability company agreement specifying the events of  
22 dissolution.

23 (3) After the revocation of dissolution is approved, the limited  
24 liability company may revoke the dissolution and the certificate of  
25 dissolution by delivering to the secretary of state for filing a  
26 certificate of revocation of dissolution that sets forth:

27 (a) The name of the limited liability company and a statement that  
28 the name satisfies the requirements of RCW 25.15.010; if the name is  
29 not available, the limited liability company must file a certificate of  
30 amendment changing its name with the certificate of revocation of  
31 dissolution;

32 (b) The effective date of the dissolution that was revoked;

33 (c) The date that the revocation of dissolution was approved;

34 (d) If the limited liability company's managers revoked the  
35 dissolution, a statement to that effect;

36 (e) If the limited liability company's managers revoked a  
37 dissolution approved by the company's members, a statement that

1 revocation was permitted by action by the managers alone pursuant to  
2 that approval; and

3 (f) If member approval was required to revoke the dissolution, a  
4 statement that revocation of the dissolution was duly approved by the  
5 members in accordance with subsection (2) of this section.

6 (4) Revocation of dissolution and revocation of the certificate of  
7 dissolution are effective upon the filing of the certificate of  
8 revocation of dissolution.

9 (5) When the revocation of dissolution and revocation of the  
10 certificate of dissolution are effective, they relate back to and take  
11 effect as of the effective date of the dissolution and the limited  
12 liability company resumes carrying on its activities as if the  
13 dissolution had never occurred.

14 **Sec. 9.** RCW 25.15.295 and 1994 c 211 s 806 are each amended to  
15 read as follows:

16 ~~((1) Unless otherwise provided in a limited liability company~~  
17 ~~agreement, a manager who has not wrongfully dissolved a limited~~  
18 ~~liability company or, if none, the members or a person approved by the~~  
19 ~~members or, if there is more than one class or group of members, then~~  
20 ~~by each class or group of members, in either case, by members~~  
21 ~~contributing, or required to contribute, more than fifty percent of the~~  
22 ~~agreed value (as stated in the records of the limited liability company~~  
23 ~~required to be kept pursuant to RCW 25.15.135) of the contributions~~  
24 ~~made, or required to be made, by all members, or by the members in each~~  
25 ~~class or group, as appropriate, may wind up the limited liability~~  
26 ~~company's affairs. The superior courts, upon cause shown, may wind up~~  
27 ~~the limited liability company's affairs upon application of any member~~  
28 ~~or manager, his or her legal representative or assignee, and in~~  
29 ~~connection therewith, may appoint a receiver.~~

30 ~~(2) Upon dissolution of a limited liability company and until the~~  
31 ~~filing of a certificate of cancellation as provided in RCW 25.15.080,~~  
32 ~~the persons winding up the limited liability company's affairs may, in~~  
33 ~~the name of, and for and on behalf of, the limited liability company,~~  
34 ~~prosecute and defend suits, whether civil, criminal, or administrative,~~  
35 ~~gradually settle and close the limited liability company's business,~~  
36 ~~dispose of and convey the limited liability company's property,~~

1 ~~discharge or make reasonable provision for the limited liability~~  
2 ~~company's liabilities, and distribute to the members any remaining~~  
3 ~~assets of the limited liability company.)~~)

4 (1) A limited liability company continues after dissolution only  
5 for the purpose of winding up its activities.

6 (2) In winding up its activities, the limited liability company:

7 (a) May file a certificate of dissolution with the secretary of  
8 state to provide notice that the limited liability company is  
9 dissolved, preserve the limited liability company's business or  
10 property as a going concern for a reasonable time, prosecute and defend  
11 actions and proceedings, whether civil, criminal, or administrative,  
12 transfer the limited liability company's property, settle disputes, and  
13 perform other necessary acts; and

14 (b) Shall discharge the limited liability company's liabilities,  
15 settle and close the limited liability company's activities, and  
16 marshal and distribute the assets of the company.

17 (3) Unless otherwise provided in a limited liability company  
18 agreement, the persons responsible for managing the business and  
19 affairs of a limited liability company under RCW 25.15.150 are  
20 responsible for winding up the activities of a dissolved limited  
21 liability company. If a dissolved limited liability company does not  
22 have any managers or members, the legal representative of the last  
23 person to have been a member may wind up the activities of the  
24 dissolved limited liability company, in which event the legal  
25 representative is a manager for the purposes of RCW 25.15.155.

26 (4) If the persons responsible for winding up the activities of a  
27 dissolved limited liability company under subsection (3) of this  
28 section decline or fail to wind up the limited liability company's  
29 activities, a person to wind up the dissolved limited liability  
30 company's activities may be appointed by the consent of the transferees  
31 owning a majority of the rights to receive distributions as transferees  
32 at the time consent is to be effective. A person appointed under this  
33 subsection:

34 (a) Is a manager for the purposes of RCW 25.15.155; and

35 (b) Shall promptly amend the certificate of formation to state:

36 (i) The name of the person who has been appointed to wind up the  
37 limited liability company; and

38 (ii) The street and mailing address of the person.

1       (5) The superior court may order judicial supervision of the  
2 winding up, including the appointment of a person to wind up the  
3 dissolved limited liability company's activities, if:

4       (a) On application of a member, the applicant establishes good  
5 cause; or

6       (b) On application of a transferee, a limited liability company  
7 does not have any managers or members and within a reasonable time  
8 following the dissolution no person has been appointed pursuant to  
9 subsection (3) or (4) of this section.

10       NEW SECTION. Sec. 10. A new section is added to chapter 25.15 RCW  
11 to read as follows:

12       (1) A dissolved limited liability company that has filed a  
13 certificate of dissolution with the secretary of state may dispose of  
14 the known claims against it by following the procedure described in  
15 subsection (2) of this section.

16       (2) A dissolved limited liability company may notify its known  
17 claimants of the dissolution in a record. The notice must:

18       (a) Specify the information required to be included in a known  
19 claim;

20       (b) Provide a mailing address to which the known claim must be  
21 sent;

22       (c) State the deadline for receipt of the known claim, which may  
23 not be fewer than one hundred twenty days after the date the notice is  
24 received by the claimant; and

25       (d) State that the known claim will be barred if not received by  
26 the deadline.

27       (3) A known claim against a dissolved limited liability company is  
28 barred if the requirements of subsection (2) of this section are met  
29 and:

30       (a) The known claim is not received by the specified deadline; or

31       (b) In the case of a known claim that is timely received but  
32 rejected by the dissolved limited liability company, the claimant does  
33 not commence an action to enforce the known claim against the limited  
34 liability company within ninety days after the receipt of the notice of  
35 rejection.

36       (4) For purposes of this section, "known claim" means any claim or  
37 liability that either:

1 (a)(i) Has matured sufficiently, before or after the effective date  
2 of the dissolution, to be legally capable of assertion against the  
3 dissolved limited liability company, whether or not the amount of the  
4 claim or liability is known or determinable; or (ii) is unmatured,  
5 conditional, or otherwise contingent but may subsequently arise under  
6 any executory contract to which the dissolved limited liability company  
7 is a party, other than under an implied or statutory warranty as to any  
8 product manufactured, sold, distributed, or handled by the dissolved  
9 limited liability company; and

10 (b) As to which the dissolved limited liability company has  
11 knowledge of the identity and the mailing address of the holder of the  
12 claim or liability and, in the case of a matured and legally assertable  
13 claim or liability, actual knowledge of existing facts that either (i)  
14 could be asserted to give rise to, or (ii) indicate an intention by the  
15 holder to assert, such a matured claim or liability.

16 **Sec. 11.** RCW 25.15.303 and 2006 c 325 s 1 are each amended to read  
17 as follows:

18 Except as provided in section 10 of this act, the dissolution of a  
19 limited liability company does not take away or impair any remedy  
20 available to or against that limited liability company, its managers,  
21 or its members for any right or claim existing, or any liability  
22 incurred at any time, whether prior to or after dissolution, unless the  
23 limited liability company has filed a certificate of dissolution under  
24 section 6 of this act, that has not been revoked under RCW 25.15.293,  
25 and an action or other proceeding thereon is not commenced within three  
26 years after the ((effective-date)) filing of the certificate  
27 dissolution. Such an action or proceeding by or against the limited  
28 liability company may be prosecuted or defended by the limited  
29 liability company in its own name.

30 **Sec. 12.** RCW 25.15.340 and 1994 c 211 s 907 are each amended to  
31 read as follows:

32 (1) A foreign limited liability company doing business in this  
33 state may not maintain any action, suit, or proceeding in this state  
34 until it has registered in this state, and has paid to this state all  
35 fees and penalties for the years or parts thereof, during which it did  
36 business in this state without having registered.

1 (2) Neither the failure of a foreign limited liability company to  
2 register in this state (~~((does not impair))~~) nor the issuance of a  
3 certificate of cancellation with respect to a foreign limited liability  
4 company's registration in this state impairs:

5 (a) The validity of any contract or act of the foreign limited  
6 liability company;

7 (b) The right of any other party to the contract to maintain any  
8 action, suit, or proceeding on the contract; or

9 (~~((Prevent))~~) The foreign limited liability company from  
10 defending any action, suit, or proceeding in any court of this state.

11 (3) A member or a manager of a foreign limited liability company is  
12 not liable for the obligations of the foreign limited liability company  
13 solely by reason of the limited liability company's having done  
14 business in this state without registration.

15 **Sec. 13.** RCW 25.15.805 and 1994 c 211 s 1302 are each amended to  
16 read as follows:

17 (1) The secretary of state shall adopt rules establishing fees  
18 which shall be charged and collected for:

19 (a) Filing of a certificate of formation for a domestic limited  
20 liability company or an application for registration of a foreign  
21 limited liability company;

22 (b) Filing of a certificate of (~~((cancellation))~~) dissolution for a  
23 domestic (~~((or foreign))~~) limited liability company;

24 (c) Filing a certificate of cancellation for a foreign limited  
25 liability company;

26 (d) Filing of a certificate of amendment or restatement for a  
27 domestic or foreign limited liability company;

28 (~~((d))~~) (e) Filing an application to reserve, register, or transfer  
29 a limited liability company name;

30 (~~((e))~~) (f) Filing any other certificate, statement, or report  
31 authorized or permitted to be filed;

32 (~~((f))~~) (g) Copies, certified copies, certificates, service of  
33 process filings, and expedited filings or other special services.

34 (2) In the establishment of a fee schedule, the secretary of state  
35 shall, insofar as is possible and reasonable, be guided by the fee  
36 schedule provided for corporations governed by Title 23B RCW. Fees for

1 copies, certified copies, certificates of record, and service of  
2 process filings shall be as provided for in RCW 23B.01.220.

3 (3) All fees collected by the secretary of state shall be deposited  
4 with the state treasurer pursuant to law.

5 NEW SECTION. **Sec. 14.** RCW 25.15.080 (Cancellation of certificate)  
6 and 1994 c 211 s 203 are each repealed.

Passed by the House March 6, 2010.

Passed by the Senate March 2, 2010.

Approved by the Governor March 24, 2010.

Filed in Office of Secretary of State March 24, 2010.