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**SECOND SUBSTITUTE HOUSE BILL 2248**

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**State of Washington**

**69th Legislature**

**2026 Regular Session**

**By** House Appropriations (originally sponsored by Representatives Salahuddin, Hill, Leavitt, Reed, Ormsby, Fosse, and Thai; by request of Secretary of State)

READ FIRST TIME 02/09/26.

1 AN ACT Relating to corporate filings and other documents  
2 processed by the secretary of state's corporations and charities  
3 division; and amending RCW 19.77.060, 19.166.040, 23.95.225,  
4 23.95.255, 23.95.260, 23.95.515, 23.95.520, and 43.07.032.

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

6 **Sec. 1.** RCW 19.77.060 and 1994 c 60 s 4 are each amended to read  
7 as follows:

8 Any trademark and its registration or application for  
9 registration hereunder shall be assignable with the good will of the  
10 business in which the trademark is used, or with that part of the  
11 good will of the business connected with the use of and symbolized by  
12 the trademark. An assignment by an instrument in writing duly  
13 executed and acknowledged, or the designation of a legal  
14 representative, successor, or agent for service shall be recorded by  
15 the secretary of state on request when accompanied by a fee, as set  
16 by rule by the secretary of state, payable to the secretary of state.  
17 (~~On request, upon recording of the assignment and payment of a~~  
18 ~~further fee of five dollars, the secretary of state shall issue in~~  
19 ~~the name of the assignee a new certificate for the remainder of the~~  
20 ~~unexpired original or renewal term of the registration.)) An  
21 assignment of any registration or application for registration under~~

1 this chapter shall be void as against any subsequent purchaser for a  
2 valuable consideration without notice, unless it is recorded with the  
3 secretary of state within three months after the date thereof or  
4 prior to such subsequent purchase.

5 **Sec. 2.** RCW 19.166.040 and 1997 c 58 s 854 are each amended to  
6 read as follows:

7 (1) An application for registration as an international student  
8 exchange visitor placement organization shall be submitted in the  
9 form prescribed by the secretary of state. The application shall  
10 include:

11 (a) Evidence that the organization meets the standards  
12 established by the secretary of state under RCW 19.166.050;

13 (b) The name, address, and telephone number of the organization,  
14 its chief executive officer, and the person within the organization  
15 who has primary responsibility for supervising placements within the  
16 state;

17 (c) The organization's unified business identification number, if  
18 any;

19 (d) The organization's United States Information Agency number,  
20 if any;

21 (e) Evidence of council on standards for international  
22 educational travel listing, if any;

23 (f) Whether the organization is exempt from federal income tax;  
24 and

25 (g) A list of the organization's placements in Washington for the  
26 previous academic year including the number of students placed, their  
27 home countries, the school districts in which they were placed, and  
28 the length of their placements.

29 (2) The application shall be signed by the chief executive  
30 officer of the organization and the person within the organization  
31 who has primary responsibility for supervising placements within  
32 Washington. If the secretary of state determines that the application  
33 is complete, the secretary of state shall file the application and  
34 the applicant is registered.

35 (3) International student exchange visitor placement  
36 organizations that have registered shall inform the secretary of  
37 state of any changes in the information required under subsection (1)  
38 of this section within thirty days of the change.

1 (4) Registration shall be renewed annually as established by rule  
2 by the office of the secretary of state.

3 (5) Reinstatement procedures shall be established by rule by the  
4 office of the secretary of state.

5 (6) The office of the secretary of state shall immediately  
6 suspend the license or certificate of a person who has been certified  
7 pursuant to RCW 74.20A.320 by the department of social and health  
8 services as a person who is not in compliance with a support order or  
9 a residential or visitation order. If the person has continued to  
10 meet all other requirements for reinstatement during the suspension,  
11 reissuance of the license or certificate shall be automatic upon the  
12 office of the secretary of state's receipt of a release issued by the  
13 department of social and health services stating that the licensee is  
14 in compliance with the order.

15 **Sec. 3.** RCW 23.95.225 and 2015 c 176 s 1206 are each amended to  
16 read as follows:

17 (1) The secretary of state shall file an entity filing that  
18 satisfies this chapter. The duty of the secretary of state under this  
19 section is ministerial.

20 (2) The secretary of state shall (~~record an entity filing on the~~  
21 ~~date and at the time of its~~) document the date of receipt of an  
22 entity filing. After (~~filing~~) processing and accepting an entity  
23 filing, the secretary of state shall deliver to the person that  
24 submitted the filing a copy of the filed record with an  
25 acknowledgment of the date and time of (~~filing~~) processing.

26 (3) If the secretary of state refuses to file an entity filing,  
27 the secretary of state not later than fifteen business days after the  
28 filing is received, shall:

29 (a) Return the entity filing or notify the person that submitted  
30 the filing of the refusal; and

31 (b) Provide a brief explanation in a record of the reason for the  
32 refusal.

33 (4) If the secretary of state refuses to file an entity filing,  
34 the person that submitted the entity filing may petition the superior  
35 court to compel its filing. The entity filing and the explanation of  
36 the secretary of state of the refusal to file must be attached to the  
37 petition. The court may decide the matter in a summary proceeding.

38 (5) The filing of or refusal to file an entity filing does not:

- 1 (a) Affect the validity or invalidity of the entity filing in  
2 whole or in part;
- 3 (b) Relate to the correctness or incorrectness of information  
4 contained in the entity filing; or
- 5 (c) Create a presumption that the information contained in the  
6 filing is correct or incorrect.

7 **Sec. 4.** RCW 23.95.255 and 2021 c 176 s 5102 are each amended to  
8 read as follows:

9 (1) A domestic entity (~~other than a limited liability~~  
10 ~~partnership or nonprofit corporation~~)) shall, within one hundred  
11 twenty days of the date on which its public organic record became  
12 effective, deliver to the secretary of state for filing an initial  
13 report that states the information required under subsection (2) of  
14 this section.

15 (2) A domestic entity or registered foreign entity shall deliver  
16 to the secretary of state for filing an annual report that states:

17 (a) The name of the entity and its jurisdiction of formation;

18 (b) The name and street and mailing addresses of the entity's  
19 registered agent in this state;

20 (c) The street and mailing addresses of the entity's principal  
21 office;

22 (d) In the case of a registered foreign entity, the street and  
23 mailing address of the entity's principal office in the state or  
24 country under the laws of which it is incorporated;

25 (e) The names of the entity's governors;

26 (f) A brief description of the nature of the entity's business;

27 (g) The entity's unified business identifier number;

28 (h) In the case of a nonprofit corporation, the corporation's  
29 federal employer identification number; and

30 (i) In the case of a nonprofit corporation, any information  
31 required under RCW 24.03A.075.

32 (3) Information in an initial or annual report must be current as  
33 of the date the report is executed by the entity.

34 (4) Annual reports must be delivered to the secretary of state on  
35 a date determined by the secretary of state and at such additional  
36 times as the entity elects.

37 (5) If an initial or annual report does not contain the  
38 information required by this section, the secretary of state promptly

1 shall notify the reporting entity in a record and return the report  
2 for correction.

3 (6) If an initial or annual report contains the name or address  
4 of a registered agent that differs from the information shown in the  
5 records of the secretary of state immediately before the annual  
6 report becomes effective, the differing information in the initial or  
7 annual report is considered a statement of change under RCW  
8 23.95.430.

9 (7) The secretary of state shall send to each domestic entity and  
10 registered foreign entity, not less than thirty or more than ninety  
11 days prior to the expiration date of the entity's annual renewal, a  
12 notice that the entity's annual report must be filed as required by  
13 this chapter and that any applicable annual renewal fee must be paid,  
14 and stating that if the entity fails to file its annual report or pay  
15 the annual renewal fee it will be administratively dissolved. The  
16 notice may be sent by postal or email as elected by the entity,  
17 addressed to its registered agent within the state, or to an  
18 electronic address designated by the entity in a record retained by  
19 the secretary of state. Failure of the secretary of state to provide  
20 any such notice does not relieve a domestic entity or registered  
21 foreign entity from its obligations to file the annual report  
22 required by this chapter or to pay any applicable annual renewal fee.  
23 The option to receive the notice provided under this section by email  
24 may be selected only when the secretary of state makes the option  
25 available.

26 **Sec. 5.** RCW 23.95.260 and 2015 c 176 s 1213 are each amended to  
27 read as follows:

28 (1) Except as provided in subsection (2) of this section, the  
29 secretary of state shall adopt rules in accordance with chapter 34.05  
30 RCW setting:

31 (a) Fees for:

32 (i) Filing entity filings;

33 (ii) Furnishing copies or certified copies of any filed record  
34 under this chapter; and

35 (iii) Furnishing a certificate of existence or registration of an  
36 entity, or any other certificate;

37 (b) (i) License or renewal fees authorized under Title 23, 23B,  
38 24, or 25 RCW.

1        (ii) The secretary of state must collect the annual license or  
2 renewal fees established by rule. The annual license or renewal fee  
3 must be deposited in the state treasury;

4        (c) Penalty fees; and

5        (d) Other miscellaneous charges.

6        (2) There is no fee for:

7        (a) A registered agent's consent to act as agent or statement of  
8 resignation;

9        (b) Filing articles of dissolution;

10       (c) Filing certificates of judicial dissolution;

11       (d) Filing statements of withdrawal; and

12       (e) Filing annual reports when submitted concurrently with the  
13 payment of annual license fees.

14       (3) The withdrawal under RCW 23.95.215 of a filed record before  
15 it is effective or the correction of a filed record under RCW  
16 23.95.220 does not entitle the person on whose behalf the record was  
17 filed to a refund of the filing fee.

18       (4) The secretary of state shall establish the fee schedule  
19 authorized under this section in a manner that is consistent with the  
20 fee schedule applicable to the various entities that is in effect on  
21 January 1, 2016. The amounts of fees, charges, and penalties  
22 established under this section may be no greater than the amounts  
23 applicable to entity filings, penalties, and other charges in effect  
24 on January 1, 2016. Fees may be adjusted by rule only in an amount  
25 that does not exceed the average biennial increase in the cost of  
26 providing service. This must be determined in a biennial cost study  
27 performed by the secretary of state.

28       (5) All fees collected by the secretary of state shall be  
29 deposited with the state treasurer pursuant to law or deposited in  
30 the secretary of state's revolving fund as provided in RCW 43.07.130.

31       **Sec. 6.** RCW 23.95.515 and 2015 c 176 s 1504 are each amended to  
32 read as follows:

33       (1) A registered foreign entity shall promptly deliver to the  
34 secretary of state for filing an amendment to its foreign  
35 registration statement if there is a change in:

36       ~~((1))~~ (a) The name of the entity;

37       ~~((2))~~ (b) The type of entity, including, if it is a foreign  
38 limited partnership, whether the entity became or ceased to be a  
39 foreign limited liability limited partnership;

- 1       ~~((3))~~ (c) The entity's jurisdiction of formation;  
2       ~~((4))~~ (d) An address required by RCW 23.95.510(1) (d); or  
3       ~~((5))~~ (e) The information required by RCW 23.95.415(1).

4       (2) If the name of the entity is changed, a copy of the name  
5 change document filed in the entity's jurisdiction of formation is  
6 required to accompany the amendment to the entity's foreign  
7 registration statement.

8       **Sec. 7.** RCW 23.95.520 and 2015 c 176 s 1505 are each amended to  
9 read as follows:

10       (1) Activities of a foreign entity that do not constitute doing  
11 business in this state under this chapter include, but are not  
12 limited to:

13       (a) Maintaining, defending, mediating, arbitrating, or settling  
14 an action or proceeding, or settling claims or disputes;

15       (b) Carrying on any activity concerning its internal affairs,  
16 including holding meetings of its interest holders or governors;

17       (c) Maintaining accounts in financial institutions;

18       (d) Maintaining offices or agencies for the transfer, exchange,  
19 and registration of securities of the entity or maintaining trustees  
20 or depositories with respect to those securities;

21       (e) Selling through independent contractors;

22       (f) Soliciting or obtaining orders by any means if the orders  
23 require acceptance outside this state before they become binding  
24 contracts and where the contracts do not involve any local  
25 performance other than delivery and installation;

26       (g) Creating or acquiring indebtedness, mortgages, or security  
27 interests in property;

28       (h) Securing or collecting debts or enforcing mortgages or  
29 security interests in property securing the debts;

30       (i) Conducting an isolated transaction that is completed within  
31 thirty days and that is not in the course of repeated transactions of  
32 a like nature;

33       (j) Owning, without more, property;

34       (k) Doing business in interstate commerce; ~~(and)~~

35       (l) Operating an approved branch campus of a foreign degree-  
36 granting institution in compliance with chapter 28B.90 RCW and in  
37 accordance with subsection (2) of this section; and

38       (m) Employing a remote worker who resides in Washington state.

1 (2) In addition to those acts that are specified in subsection  
2 (1) of this section, a foreign degree-granting institution that  
3 establishes an approved branch campus in the state under chapter  
4 28B.90 RCW shall not be deemed to transact business in the state  
5 solely because it:

6 (a) Owns and controls an incorporated branch campus in this  
7 state;

8 (b) Pays the expenses of tuition or room and board charged by the  
9 incorporated branch campus for its students enrolled at the branch  
10 campus or contributes to the capital thereof; or

11 (c) Provides personnel who furnish assistance and counsel to its  
12 students while in the state but who have no authority to enter into  
13 any transactions for or on behalf of the foreign degree-granting  
14 institution.

15 (3) A person does not do business in this state solely by being  
16 an interest holder or governor of a domestic entity or foreign entity  
17 that does business in this state.

18 (4) This section does not apply in determining the contacts or  
19 activities that may subject a foreign entity to service of process,  
20 taxation, or regulation under law of this state other than this  
21 chapter.

22 **Sec. 8.** RCW 43.07.032 and 2016 sp.s. c 23 s 1 are each amended  
23 to read as follows:

24 (1) The secretary of state may attest to the authenticity of the  
25 signature of a public official in the state of Washington.

26 (2) The secretary of state may attest to the authenticity  
27 (~~((of))~~) of, or certify a signature of, a notary public except as  
28 noted in subsection (3) of this section.

29 (3) The secretary of state may not certify or attest to the  
30 signature of a notary public on (~~((a document))~~):

31 (a) (~~((Regarding))~~) A document regarding allegiance to a government  
32 or jurisdiction;

33 (b) (~~((Relating))~~) A document relating to the relinquishment or  
34 renunciation of citizenship, sovereignty, military status, or world  
35 service authority; (~~((or))~~)

36 (c) (~~((Setting))~~) A document setting forth or implying for the  
37 bearer a claim of immunity from the laws of the jurisdictions of  
38 Washington, immunity from the laws of the state of Washington, or  
39 immunity from federal law; or

1        (d) An individually created document that can or should be issued  
2 as a certified copy from a city, county, or state entity.

3        (4) The secretary of state may adopt rules to implement this  
4 section.

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