

SEC. 24. *Recommended legislation.* The agency and the council shall study, formulate, and recommend to the legislature from time to time specific recommendations to further the purposes of this act.

SEC. 25. *Section headings not part of law.* Section headings as used in this act do not constitute any part of the law.

Passed the Senate March 4, 1961.

Passed the House March 8, 1961.

Approved by the Governor March 20, 1961.

CHAPTER 208.

[S. B. 430.]

CORPORATIONS—RESTATEMENT OF ARTICLES.

AN ACT relating to private business corporations; providing for a restatement of the articles of incorporation and the filing and effect thereof; adding a new section to chapter 185, Laws of 1933 and to chapter 23.01 RCW; and amending section 17, chapter 70, Laws of 1937 and RCW 23.52.040.

Be it enacted by the Legislature of the State of Washington:

New section

SECTION 1. There is added to chapter 185, Laws of 1933 and to chapter 23.01 RCW a new section to read as follows:

Business corporations act.
Restatement of articles of incorporation
—Procedure
—Effect.

(1) A domestic corporation may, at any time, by resolution of its board of directors and without the necessity of approval by its shareholders, restate in a single document the entire text of its articles of incorporation, as previously amended, supplemented or restated, by filing in the office of the secretary of state a document entitled "Restated Articles of Incorporation of (insert name of corporation)" which shall set forth the articles as amended and supplemented to the date of the restated articles.

(2) The restated articles of incorporation shall not alter or amend the original articles or any amendment thereto in any substantive respect and shall

contain all the statements required by this chapter to be included in the original articles of incorporation, except that in lieu of setting forth the names and addresses of the first board of directors, the restated articles shall set forth the names and addresses of the directors in office at the time of the adoption of the restated articles; and no statement need be made with respect to the names and addresses of the incorporators or shares subscribed by them.

(3) The restated articles of incorporation shall be prepared in triplicate originals, signed by the president or vice president and by the treasurer, secretary or assistant secretary, of the corporation and shall be verified by their signed affidavits, (a) that they have been authorized to execute such restated articles by resolution of the board of directors adopted on the date stated, (b) that the restated articles correctly set forth the text of the articles of incorporation as amended and supplemented to the date of the restated articles and (c) that the restated articles supersede and take the place of theretofore existing articles of incorporation and amendments thereto.

(4) The triplicate originals of the restated articles of incorporation shall be delivered to the secretary of state. If the secretary of state finds that the restated articles conform to law, he shall put an endorsement of his approval upon each set, and when all taxes, fees and charges therefor have been paid as required by law, he shall file one of such sets in his office and record the same and shall issue a certificate of restated articles of incorporation. Thereupon the restated articles of incorporation shall become effective.

(5) The certificate of restated articles of incorporation, together with the two remaining sets of the restated articles of incorporation bearing the endorsement of the fact and time of filing in the office of the secretary of state, shall be returned to the

corporation. One of the sets of the restated articles of incorporation shall then be filed in the office of the auditor of the county in which the registered office of the corporation is located, and the other shall be retained by the corporation.

(6) The restated articles of incorporation shall supersede and take the place of theretofore existing articles of incorporation and amendments thereto and shall have the same effect and may be used for the same purposes as original articles of incorporation.

RCW 23.52.040
amended.

SEC. 2. Section 17, chapter 70, Laws of 1937 and RCW 23.52.040 are each amended to read as follows:

Foreign cor-
porations.
Filing and
recording
copy of
foreign ar-
ticles or
restatement of
articles.

Every foreign corporation, before it shall be authorized or permitted to transact any business in this state, or to continue business herein if already established, shall cause to be filed and recorded in the office of the secretary of state a certified copy of its charter, articles of incorporation, memorandum of association, or certificate of incorporation, and a certified copy of each and all of the amendments or supplements to such charter, articles of incorporation, memorandum of association or certificate of incorporation, and a certified copy of each and all of its certificates of increase or decrease of its capital stock, each of said instruments to be certified to by the officer who is the custodian of the same according to the laws of the state or territory, country or colony, where such corporation is incorporated, or who is authorized to issue certificates of incorporation according to the laws of such state, territory, or foreign country or colony. If under the laws of the state, territory, foreign country or colony under which the corporation is incorporated, restated, consolidated or composite articles of incorporation have the same effect as the original articles of incorporation and all amendments and supplements thereto, then a foreign corporation may, in lieu thereof, file a restated, consolidated or com-

posite articles of incorporation duly authenticated by the officer who is the custodian of the same according to the laws of the state, territory, country or colony where such corporation is incorporated or who is authorized to issue restated, consolidated or composite articles of incorporation according to the laws of such state, territory, foreign country or colony. The instruments herein required to be filed and recorded shall be attested by such certifying officer under his hand and seal of office, which attestation shall be prima facie proof of the facts therein stated, and of the genuineness of the certificate. If such officer has no official seal, his certificate shall state that fact over his signature, and thereupon the secretary of state, or of the territory, in case of corporations within the United States, and the consul-general, consul, vice consul, deputy consul, consular agent, or commercial agent of the United States, at or nearest to the place where such certificate is made, in the case of corporations not within the United States, shall certify under his hand and seal of office to the genuineness of the signature of the officer making the certificate, and to the fact that at the time of making such certificate the person making the same held the office described in the certificate.

Passed the Senate March 3, 1961.

Passed the House March 8, 1961.

Approved by the Governor March 20, 1961.