

the price at which oysters and other shellfish shall be sold from the reserves, the director shall take into consideration such policy. It is further declared to be the policy of the state to maintain the oyster reserves for the purpose of furnishing a supply of shellfish to growers and processors and for the stocking of public beaches: PROVIDED, That shellfish may be harvested for personal use as prescribed by the director.

The director shall protect all reserves, reseed, replant, issue cultch permits and do such other things as in his judgment are necessary for their care and protection.

Sec. 2. Section 75.28.290, chapter 12, Laws of 1955 and RCW 75.28.290 are each amended to read as follows:

An oyster reserve license is required of any person taking shellfish for commercial purposes from the reserves of this state. The fee for such license is fifteen dollars per annum.

Passed the House March 14, 1969  
Passed the Senate April 8, 1969  
Approved by the Governor April 17, 1969  
Filed in office of Secretary of State April 17, 1969

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CHAPTER 92  
[Engrossed House Bill No. 632]  
CORPORATIONS

AN ACT Relating to corporations; amending section 96, chapter 53, Laws of 1965 and RCW 23A.28.130; amending section 139, chapter 53, Laws of 1965 and RCW 23A.40.060; amending section 140, chapter 53, Laws of 1965 and RCW 23A.40.070; adding a new section to chapter 53, Laws of 1965 and to chapter 23A.40 RCW; repealing section 97, chapter 53, Laws of 1965 and RCW 23A.28-.140; and repealing section 143, chapter 53, Laws of 1965 and RCW 23A.40.100.

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

Section 1. Section 96, chapter 53, Laws of 1965 and RCW 23A-.28.130 are each amended to read as follows:

A corporation may be dissolved involuntarily by a decree of the superior court in an action filed by the attorney general when it is established that:

~~((1))~~ ~~The corporation has failed to pay its annual license fee when the same becomes due and payable, or~~

~~((2))~~ (1) The corporation procured its articles of incorporation through fraud; or

~~((3))~~ (2) The corporation has continued to exceed or abuse the authority conferred upon it by law; or

~~((4))~~ (3) The corporation has failed for thirty days to appoint and maintain a registered agent in this state; or

~~((5))~~ (4) The corporation has filed for thirty days after change of its registered office or registered agent to file in the office of the secretary of state a statement of such change.

Sec. 2. Section 139, chapter 53, Laws of 1965 and RCW 23A.40-.060 are amended to read as follows:

For the privilege of doing business, every corporation organized under the laws of this state, except the corporations for which existing law provides a different fee schedule, shall make and file an affidavit as to the amount of its authorized capital stock, and shall pay, on or before the first day of July of each and every year, to the secretary of state, and it shall be the duty of the secretary of state to collect, for the use of the state, an annual license fee of thirty dollars for the first fifty thousand dollars or less of its authorized capital stock; and one-twentieth of one percent additional on all amounts in excess of fifty thousand dollars, and not exceeding one million dollars; and one-fiftieth of one percent additional on all amounts in excess of one million dollars, and not exceeding four million dollars; and one one-hundredth of one percent additional on all amounts in excess of four million dollars; but in no case shall an annual license fee exceed the sum of two thousand five hundred dollars.

Sec. 3. Section 140, chapter 53, Laws of 1965 and RCW 23A.40-.070 are each amended to read as follows:

In the event any corporation, foreign or domestic, shall ~~((fail to pay))~~ do business in this state without having paid its annual license fee when due, there shall become due and owing the state of Washington an additional license fee equivalent to one percent per month or fraction thereof computed upon each annual license fee from the date it should have been paid to the date when it is paid: PROVIDED, That the minimum additional license fee due under the provisions of this section shall be two dollars and fifty cents.

~~((Corporations incorporated prior to the effective date of this title shall be deemed to have been incorporated on July 1st of the year of their incorporation.~~

~~No action for dissolution by the attorney general for failure to pay any fees under this section shall be commenced sooner than four months after the date when the fees shall have become due and payable under this section.)~~

NEW SECTION. Sec. 4. There is added to chapter 53, Laws of 1965 and to chapter 23A.40 RCW a new section to read as follows:

The annual license fee required by RCW 23A.40.060, as now or hereafter amended, and RCW 23A.40.140 is a tax on the privilege of doing business as a corporation in the state of Washington, but is not a tax on the privilege of existing as a corporation. No corporation shall do business in this state without first having paid its annual license fee, except as provided in RCW 23A.36.010 and 23A.36.020.

Failure of the corporation to pay its annual license fees shall not derogate from the rights of its creditors, or prevent the corporation from being sued and from defending lawsuits, nor shall it release the corporation from any of the duties or liabilities of a corporation under law.

Every domestic corporation which shall fail for three consecutive years to acquire an annual license for the privilege of doing

business in this state shall cease to exist as a corporation on the third anniversary of the date it was last licensed to do business in this state or in the case of a corporation which has never been licensed, on the third anniversary of the date of filing its articles of incorporation. When a corporation has ceased to exist by operation of this section, remedies available to or against it shall survive in the manner provided in RCW 23A.28.250 and the directors of the corporation shall hold the title to the property of the corporation as trustees for the benefit of its creditors and shareholders.

A domestic corporation which has not ceased to exist by operation of law may restore its privilege to do business by paying the current annual license fee and a restoration fee which shall include a sum equivalent to the amount of annual license fees the corporation would have paid had it continuously maintained its privilege to do business plus an additional fee equivalent to one percent per month or fraction thereof computed upon each annual license fee from the time it would have been paid had the corporation maintained its privilege to do business to the date when the corporation restored its privilege to do business: PROVIDED, That the minimum additional license fee due under this section shall be two dollars and fifty cents. Upon payment of the above fees, restoration shall be effective, and the corporation shall have all the rights and privileges it would have possessed had it continually maintained its privilege to do business.

When any domestic corporation loses its privilege to do business for failure to pay its annual license fee when due, the secretary of state shall mail to the corporation at its registered office, by certified mail, return receipt requested, a notice that the corporation no longer has the privilege of doing business in this state, and that the corporation's privilege may be restored as provided in this section, and a notice that, if the privilege is not restored for three consecutive years, the existence of the corporation shall cease without further notice.

NEW SECTION. Sec. 5. Section 97, chapter 53, Laws of 1965 and RCW 23A.28.140; section 143, chapter 53, Laws of 1965 and RCW 23A.40-.100 are each repealed.

Passed the House March 24, 1969  
Passed the Senate April 9, 1969  
Approved by the Governor April 17, 1969  
Filed in office of Secretary of State April 17, 1969

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CHAPTER 93  
[House Bill No. 638]  
IRRIGATION DISTRICT LANDS--  
ASSESSMENT PRIOR TO WATER AVAILABILITY

AN ACT Relating to irrigation; and amending section 9, chapter 13, Laws of 1939 as amended by section 9, chapter 192, Laws of 1961 and RCW 87.04.090.

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

Section 1. Section 9, chapter 13, Laws of 1939 as amended by section 9, chapter 192, Laws of 1961 and RCW 87.04.090 are each amended to read as follows:

Lands in a district so divided into director divisions, which are to receive water from a system of works to be constructed by the federal government or under a contract between the district and the federal government shall not be assessed more than ((~~two~~)) five cents an acre in any one calendar year until the secretary of the interior announces that water is ready for delivery to the land: PROVIDED, That this section shall not be applicable to districts comprising less than two hundred thousand acres.

Passed the House March 14, 1969  
Passed the Senate April 9, 1969  
Approved by the Governor April 17, 1969  
Filed in office of Secretary of State April 17, 1969