ONE HUNDREDTH DAY

MORNING SESSION

Senate Chamber, Olympia, Tuesday, April 21, 2015

The Senate was called to order at 10:00 a.m. by President Owen. The Secretary called the roll and announced to the President that all Senators were present.

The Sergeant at Arms Color Guard consisting of Pages Carlos Alvarez and Bryce Asberg, presented the Colors.

Senate Page Zoe DeBroux led the Senate in the Pledge of Allegiance.

Senator Angel offered the prayer.

MOTION

On motion of Senator Fain, the reading of the Journal of the previous day was dispensed with and it was approved.

MOTION

On motion of Senator Fain, the Senate advanced to the fourth order of business.

April 20, 2015

MR. PRESIDENT:
The House concurred in the Senate amendments to the following bills and passed the bills as amended by the Senate:
HOUSE BILL NO. 1059,
SUBSTITUTE HOUSE BILL NO. 1069,
ENGROSSED HOUSE BILL NO. 1091,
SECOND SUBSTITUTE HOUSE BILL NO. 1281,
ENGROSSED SECOND SUBSTITUTE HOUSE BILL NO. 1450,
ENGROSSED SECOND SUBSTITUTE HOUSE BILL NO. 1471,
ENGROSSED SECOND SUBSTITUTE HOUSE BILL NO. 1485,
HOUSE BILL NO. 1622,
HOUSE BILL NO. 1652,
SUBSTITUTE HOUSE BILL NO. 1896,
HOUSE BILL NO. 1940.
and the same are herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

On motion of Senator Fain, Senate Rule 20 was suspended for the remainder of the day to allow consideration of additional floor resolutions.

EDITOR'S NOTE: Senate Rule 20 limits consideration of floor resolutions not essential to the operation of the Senate to one per day during regular daily sessions.

MOTION

On motion of Senator Fain, the Senate advanced to the eighth order of business.

MOTION

Senator Hargrove moved adoption of the following resolution:

SENATE RESOLUTION
8670

By Senators Hargrove and Hatfield

WHEREAS, Starting as a paperboy and eventually becoming an award-winning editor and highly respected publisher of The Daily World in Aberdeen, John C. Hughes is a story teller, a mentor to generations of today's journalists and communications professionals, and a pioneer of journalism; and

WHEREAS, Hughes spent his free time in high school working at what was then the Aberdeen World, delivering papers, running copy, and filling paste pots until he started reporting; and

WHEREAS, Hughes drew from mentors all over Grays Harbor in almost every facet of the community, from librarians, to firefighters, to legislators; and

WHEREAS, During his time writing for The Daily World, Hughes earned awards for his investigative reporting, historical features, editorials, and columns; and

WHEREAS, Every piece Hughes wrote, no matter how seemingly simple, reflected his dedication to accuracy and quality, and blended statistics with emotion for optimum clarity; and

WHEREAS, In addition to his 42-year career in journalism, Hughes accumulated countless achievements, from serving in the Air Force overseas, to writing six books, to sitting on the board of trustees for the Washington State Historical Society, to writing a one-man play; and

WHEREAS, Hughes has written biographies for former United States Senator Slade Gorton, former Governors Booth Gardner and John Spellman, civil rights pioneer Lillian Walker, reporter Adele Ferguson, and First Lady Nancy Evans; and

WHEREAS, Hughes used two decades of research to write "On The Harbor," an extensive narrative history of Grays Harbor; and

WHEREAS, Hughes serves as the Chief Oral Historian for the Washington State Legacy Project, overseen by the Secretary of State; and

WHEREAS, The Legacy Project aims to record and preserve life stories of influential people that shaped Washington's history; and

WHEREAS, Hughes helped capture significant stories about people who may have been otherwise forgotten, has helped preserve Washington's history, and is devoting his life to keeping history alive; and

WHEREAS, Hughes has frequently been praised for his ability to bring history to life and for being a treasure to his community and to his state; and

WHEREAS, Washington is fortunate to have John C. Hughes as a citizen and a story teller, as he loves the state dearly and is committed to carrying on its stories;

NOW, THEREFORE, BE IT RESOLVED, That the Washington State Senate honor John C. Hughes for his dedication to journalism and his commitment to preserving the great history of Washington and its people.

Senators Hatfield and Hargrove spoke in favor of adoption of the resolution.

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The President declared the question before the Senate to be the adoption of Senate Resolution No. 8670.

The motion by Senator Hargrove carried and the resolution was adopted by voice vote.

INTRODUCTION OF SPECIAL GUESTS

The President welcomed and introduced John Hughes, wife Patsy and daughter Claire who were seated in the gallery.

INTRODUCTION OF SPECIAL GUESTS

The President welcomed and introduced members of the former governor John Spellman' former Secretary of State Sam Reed and former Representative Lynn Kessler who were seated in the gallery.

MOTION

Senator Keiser moved adoption of the following resolution:

SENATE RESOLUTION
8671

By Senators Keiser, Fain, and Hasegawa

WHEREAS, In the 1860s, Westerners first settled permanently in Titusville along the fertile banks of the White River, now called the Green River; and

WHEREAS, Hop production was the major source of income for Titusville residents during the 1880s, and in 1889, Titusville was renamed Kent for Kent County, the major hop producing region in England; and

WHEREAS, Just six months after Washington State was founded, Kent became the second city in King County to be incorporated, with a population of 793; and

WHEREAS, The Kent Valley has some of the most fertile land in Washington, and hundreds of early immigrants were attracted to the Valley to farm fruits and vegetables; and

WHEREAS, The first telephone was installed in Kent in 1902 and the first automobile arrived in 1905; and

WHEREAS, West Valley Highway was partially paved in 1912, and four years later the Kent City Council passed the first speed limit law; and

WHEREAS, The first lunar rover was developed at Boeing's Kent Space Center, followed by the creation of next generation rockets at Blue Origin in Kent, and brilliant scientists and engineers today are developing the world's most advanced vehicles in Kent; and

WHEREAS, The Kent Valley is now the fourth largest manufacturing and distribution center in the United States, making it an economic engine that generates $49 billion annually, one-eighth of Washington State's entire gross domestic product; and

WHEREAS, Kent is home to constituents in Washington State's 11th, 33rd, and 47th Legislative Districts; and

WHEREAS, From its roots in hops and lettuce farming to aerospace and high-tech manufacturing, Kent has come a long way since it was first incorporated on May 28, 1890; and

WHEREAS, Kent is now a globally connected hub of innovation, with nearly 125,000 residents, making it the sixth largest city in Washington, and home to a culturally fluent population who collectively speak 137 different languages;

NOW, THEREFORE, BE IT RESOLVED, That the Washington State Senate celebrate the City of Kent's 125th anniversary, and the many contributions that Kent makes to our state and region.

Senators Keiser and Fain spoke in favor of adoption of the resolution.

The President declared the question before the Senate to be the adoption of Senate Resolution No. 8671.

The motion by Senator Keiser carried and the resolution was adopted by voice vote.

INTRODUCTION OF SPECIAL GUESTS

The President welcomed and introduced the Mayor of Kent Suzette Cooke; City Council President Dana Ralph; City Clerk Ronald Moore; Community & Legislative Affairs Director Michelle Wilmont and Gina Hungerford, Conservation Specialist who were seated in the gallery.

MOTION

On motion of Senator Fain, the Senate advanced to the seventh order of business.

THIRD READING
CONFIRMATION OF GUBERNATORIAL APPOINTMENTS

MOTION

Senator Sheldon moved that Marc D. Daudon, Gubernatorial Appointment No. 9032, be confirmed as a member of the Energy Northwest.

Senator Sheldon spoke in favor of the motion.

MOTION

On motion of Senator Habib, Senator Hargrove was excused.

APPOINTMENT OF MARC D. DAUDON

The President declared the question before the Senate to be the confirmation of Marc D. Daudon, Gubernatorial Appointment No. 9032, as a member of the Energy Northwest.

The Secretary called the roll on the confirmation of Marc D. Daudon, Gubernatorial Appointment No. 9032, as a member of the Energy Northwest and the appointment was confirmed by the following vote: Yeas, 48; Nays, 0; Absent, 0; Excused, 1.

Voting yea: Senators Angel, Bailey, Baumgartner, Becker, Benton, Billig, Braun, Brown, Chase, Cleveland, Conway, Dammeier, Dansel, Darneille, Ericksen, Fain, Fraser, Frockt, Habib, Hasegawa, Hatfield, Hewitt, Hill, Hobbs, Honeyford, Jayapal, Keiser, King, Kohl-Welles, Liias, Litzow, McAuliffe, McCoy, Miloscia, Mullet, Nelson, O'Ban, Padden, Parlette, Pearson, Pedersen, Ranker, Rivers, Roach, Rolfes, Schoesler, Sheldon and Warnick

Excused: Senator Hargrove

Marc D. Daudon, Gubernatorial Appointment No. 9032, having received the constitutional majority was declared confirmed as a member of the Energy Northwest.

MOTION

On motion of Senator Fain, the Senate reverted to the fourth order of business.

SIGNED BY THE PRESIDENT

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Pursuant to Article 2, Section 32 of the State Constitution and Senate Rule 1(5), the President announced the signing of and thereupon did sign in open session:

SUBSTITUTE SENATE BILL NO. 5004,
SENATE BILL NO. 5011,
SENATE BILL NO. 5024,
SUBSTITUTE SENATE BILL NO. 5027,
SUBSTITUTE SENATE BILL NO. 5030,
SENATE BILL NO. 5070,
ENGROSSED SUBSTITUTE SENATE BILL NO. 5084,
SENATE BILL NO. 5085,
SENATE BILL NO. 5100,
SENATE BILL NO. 5107,
SUBSTITUTE SENATE BILL NO. 5147,
SUBSTITUTE SENATE BILL NO. 5163,
SUBSTITUTE SENATE BILL NO. 5166,
SUBSTITUTE SENATE BILL NO. 5202,
SUBSTITUTE SENATE BILL NO. 5276,
SUBSTITUTE SENATE BILL NO. 5280,
SUBSTITUTE SENATE BILL NO. 5292,
SENATE BILL NO. 5297,
SUBSTITUTE SENATE BILL NO. 5299,
SENATE BILL NO. 5307,
SUBSTITUTE SENATE BILL NO. 5328,
ENGROSSED SECOND SUBSTITUTE SENATE BILL NO. 5353,
SUBSTITUTE SENATE BILL NO. 5362,
SUBSTITUTE SENATE BILL NO. 5381,
ENGROSSED SUBSTITUTE SENATE BILL NO. 5441,
ENGROSSED SUBSTITUTE SENATE BILL NO. 5460,
ENGROSSED SENATE BILL NO. 5471.

MESSAGE FROM THE HOUSE

April 9, 2015

MR. PRESIDENT:
The House passed SENATE BILL NO. 5603 with the following amendment(s): 5603 AMH AGNR H2329.1

Strike everything after the enacting clause and insert the following:

"**Sec. 1.** RCW 69.22.050 and 2011 c 281 s 5 are each amended to read as follows:

(1) The annual gross sales of cottage food products may not exceed ((~~an annual amount set by the department~~)) twenty-five thousand dollars. The determination of the maximum annual gross sales must be computed on the basis of the amount of gross sales within or at a particular domestic residence and may not be computed on a per person basis within or at an individual domestic residence.

(2) If gross sales exceed the maximum allowable annual gross sales amount, the cottage food operation must either obtain a food processing plant license under chapter 69.07 RCW or cease operations.

(3) A cottage food operation exceeding the maximum allowable annual gross sales amount is not entitled to a full or partial refund of any fees paid under RCW 69.22.030 or 69.22.040.

(4) ((~~The maximum annual gross sales amount must be established in rule by the department consistent with this subsection. The amount must be set at fifteen thousand dollars until December 31, 2012. Beginning January 1, 2013, the department must increase the fifteen thousand dollar annual gross sales limit biennially to reflect inflation. The department may determine inflation-based increases in any matter it deems most efficient.~~

~~(5)~~)) The director may request in writing documentation to verify the annual gross sales figure."

Correct the title.

and the same are herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

Senator Warnick moved that the Senate concur in the House amendment(s) to Senate Bill No. 5603.

Senators Warnick and Rolfes spoke in favor of the motion.

The President declared the question before the Senate to be the motion by Senator Warnick that the Senate concur in the House amendment(s) to Senate Bill No. 5603.

The motion by Senator Warnick carried and the Senate concurred in the House amendment(s) to Senate Bill No. 5603 by voice vote.

The President declared the question before the Senate to be the final passage of Senate Bill No. 5603, as amended by the House.

ROLL CALL

The Secretary called the roll on the final passage of Senate Bill No. 5603, as amended by the House, and the bill passed the Senate by the following vote: Yeas, 48; Nays, 0; Absent, 0; Excused, 1.

Voting yea: Senators Angel, Bailey, Baumgartner, Becker, Benton, Billig, Braun, Brown, Chase, Cleveland, Conway, Dammeier, Dansel, Darneille, Ericksen, Fain, Fraser, Frockt, Habib, Hasegawa, Hatfield, Hewitt, Hill, Hobbs, Honeyford, Jayapal, Keiser, King, Kohl-Welles, Liias, Litzow, McAuliffe, McCoy, Miloscia, Mullet, Nelson, O'Ban, Padden, Parlette, Pearson, Pedersen, Ranker, Rivers, Roach, Rolfes, Schoesler, Sheldon and Warnick

Excused: Senator Hargrove

SENATE BILL NO. 5603, as amended by the House, having received the constitutional majority, was declared passed. There being no objection, the title of the bill was ordered to stand as the title of the act.

MESSAGE FROM THE HOUSE

April 9, 2015

MR. PRESIDENT:
The House passed SUBSTITUTE SENATE BILL NO. 5733 with the following amendment(s): 5733-S AMH AGNR H2400.2

Strike everything after the enacting clause and insert the following:

"NEW SECTION. **Sec. 1.** A new section is added to chapter 16.57 RCW to read as follows:

(1)(a) The director may establish an electronic cattle transaction reporting system as a mechanism for reporting transactions involving unbranded dairy cattle to the department. The system may be used as an alternative to mandatory inspections under RCW 16.57.160. However, it may only be used as an alternative for unbranded dairy cattle that are individually identified through an identification method authorized by the department. All other livestock transactions are subject to the provisions of RCW 16.57.160.

(b) Pursuant to criteria established by the director by rule, a cattle transaction described in (a) of this subsection, that would

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otherwise trigger a mandatory inspection under rules adopted pursuant to RCW 16.57.160, is eligible to report electronically under this section.

(c) Transactions that may be reported electronically include any sale, trade, gift, barter, or any other transaction that constitutes a change of ownership of unbranded dairy cattle.

(2) A person may not electronically report transactions involving unbranded dairy cattle under this section without first obtaining an electronic cattle transaction reporting license from the director. Applicants for an electronic cattle transaction reporting license must submit an application to the department on a form provided by the department and must include an application fee. The amount of the application fee must be established by the director by rule consistent with subsection (8) of this section.

(3) All holders of an electronic cattle transaction reporting license must transmit to the department a record of each transaction containing the unique identification of each individual animal included in the transaction as assigned through a department-authorized identification method. The transmission required under this subsection must be completed no more than twenty-four hours after a qualifying transaction involving unbranded dairy cattle.

(4) All holders of an electronic cattle transaction reporting license must keep accurate records of all transactions involving unbranded dairy cattle and make those records available for inspection by the department upon reasonable request during normal business hours. All records of the licensed property must be retained for at least three years.

(5)(a) The director may enter the property of the holder of an electronic cattle transaction reporting license at any reasonable time to conduct examinations and inspections of cattle and any associated records for movement verification purposes.

(b) It is unlawful for any person to interfere with an examination and inspection of cattle and records performed under this subsection.

(c) If the director is denied access to a property or cattle for the purposes of this subsection, or a person fails to comply with an order of the director, the director may apply to a court of competent jurisdiction for a search warrant. To show that access is denied, the director must file with the court an affidavit or declaration containing a description of all attempts to notify and locate the owner or owner's agent and secure consent.

(6)(a) The director may deny, suspend, or revoke an electronic cattle transaction reporting license issued under this section if the director finds that an electronic cattle transaction reporting license holder:

(i) Fails to satisfy the reporting requirements as provided in this section;

(ii) Knowingly makes false or inaccurate statements;

(iii) Has previously had an electronic cattle transaction reporting license revoked;

(iv) Denies entry to property, cattle, or records as provided in subsection (5) of this section; or

(v) Violates any other provision of this chapter or any rules adopted under this chapter.

(b) Any action taken under this subsection must be consistent with the provisions of chapter 34.05 RCW, the administrative procedure act.

(c) If an electronic cattle transaction reporting license is denied, suspended, or revoked, then the mandatory cattle inspection requirements under RCW 16.57.160 apply to any future transactions.

(7) The department must submit an annual report to the legislature, consistent with RCW 43.01.036, that documents all examinations and inspections of cattle and records of electronic cattle transaction reporting license holders performed by the department either since the department's last report or since the adoption of the electronic cattle transaction reporting system. The annual report must also include details regarding any actions the department took following the examinations and inspections. All reports required under this section must be submitted by July 31st of each year.

(8)(a) The director may adopt rules:

(i) Designating the conditions of licensure under this section and the use of the electronic cattle transaction reporting system authorized by this section;

(ii) Establishing an initial application fee and a license renewal fee applicable to the electronic cattle transaction reporting license; and

(iii) Establishing any fees that must be paid by the holder of an electronic cattle transaction reporting license for reporting cattle transactions through the electronic cattle transaction reporting system.

(b) All fees established under this section must, as closely as practicable, cover the cost of the development, maintenance, fee collection, and audit and administrative oversight of the electronic cattle transaction reporting system.

Sec. 2. RCW 16.57.160 and 2013 c 313 s 1 are each amended to read as follows:

(1) The director may adopt rules:

(a) Designating any point for mandatory inspection of cattle or horses or the furnishing of proof that cattle or horses passing or being transported through the point have been inspected or identified and are lawfully being transported;

(b) Providing for issuance of individual horse and cattle identification certificates or other means of horse and cattle identification;

(c) Designating the documents that constitute other satisfactory proof of ownership for cattle and horses. A bill of sale may not be designated as documenting satisfactory proof of ownership for cattle; and

(d) Designating when inspection certificates, certificates of permit, or other transportation documents required by law or rule must designate a physical address of a destination. Cattle and horses must be delivered or transported directly to the physical address of that destination.

(2) The director may establish a process to electronically report transactions involving unbranded dairy cattle under section 1 of this act as an alternative to the mandatory cattle inspections required by department rule adopted pursuant to this section.

(3) A self-inspection certificate may be accepted as satisfactory proof of ownership for cattle if the director determines that the self-inspection certificate, together with other available documentation, sufficiently establishes ownership. Self-inspection certificates completed after June 10, 2010, are not satisfactory proof of ownership for cattle.

((~~(3)~~)) (4)(a) Upon request by a milk producer licensed under chapter 15.36 RCW, the department must issue an official individual identification tag to be placed by the producer before the first point of sale on bull calves and free-martins (infertile female calves) under thirty days of age. The fee for each tag is the cost to the department for manufacture, purchase, and distribution of the tag plus the applicable beef commission assessment. As used in this subsection ((~~(3)~~)) (4), "green tag" means the official individual identification issued by the department.

(b) Transactions involving unbranded dairy breed bull calves or free-martins (infertile female calves) not being moved or transported out of Washington are exempt from inspection requirements under this chapter only if:

(i) The animal is under thirty days old and has not been previously bought or sold;

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(ii) The seller holds a valid milk producer's license under chapter 15.36 RCW;

(iii) The sale does not take place at or through a public livestock market or special sale authorized by chapter 16.65 RCW;

(iv) Each animal is officially identified as provided in (a) of this subsection; and

(v) A certificate of permit and a bill of sale listing each animal's green tag accompanies the animal to the buyer's location. These documents do not constitute proof of ownership under this chapter.

(c) All fees received under (a) of this subsection, except for the beef commission assessment, must be deposited in the animal disease traceability account in the agricultural local fund created in RCW 43.23.230."

Correct the title.

EFFECT: (1) Narrows the scope of the authorization for the electronic cattle transaction reporting system (system) so that the system may be used only to report transactions involving unbranded dairy cattle that are individually identified through an identification method authorized by the Washington state department of agriculture (WSDA), rather than transactions involving all cattle;

(2) Requires the holder of an electronic cattle transaction reporting license to transmit to the WSDA, within twenty-four hours of each qualifying transaction involving unbranded dairy cattle, a record of each transaction containing the unique identification of each individual animal included in the transaction as assigned through a WSDA-authorized identification method; and

(3) Requires the WSDA to submit an annual report to the legislature that documents the examinations and inspections of cattle and records belonging to holders of electronic cattle transaction reporting licenses that the department performed that year and to include details regarding any actions the WSDA took following the examinations and inspections.

and the same are herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

Senator Warnick moved that the Senate concur in the House amendment(s) to Substitute Senate Bill No. 5733.

Senator Warnick spoke in favor of the motion.

The President declared the question before the Senate to be the motion by Senator Warnick that the Senate concur in the House amendment(s) to Substitute Senate Bill No. 5733.

The motion by Senator Warnick carried and the Senate concurred in the House amendment(s) to Substitute Senate Bill No. 5733 by voice vote.

The President declared the question before the Senate to be the final passage of Substitute Senate Bill No. 5733, as amended by the House.

ROLL CALL

The Secretary called the roll on the final passage of Substitute Senate Bill No. 5733, as amended by the House, and the bill passed the Senate by the following vote: Yeas, 48; Nays, 0; Absent, 0; Excused, 1.

Voting yea: Senators Angel, Bailey, Baumgartner, Becker, Benton, Billig, Braun, Brown, Chase, Cleveland, Conway, Dammeier, Dansel, Darneille, Ericksen, Fain, Fraser, Frockt, Habib, Hasegawa, Hatfield, Hewitt, Hill, Hobbs, Honeyford, Jayapal, Keiser, King, Kohl-Welles, Liias, Litzow, McAuliffe, McCoy, Miloscia, Mullet, Nelson, O'Ban, Padden, Parlette, Pearson, Pedersen, Ranker, Rivers, Roach, Rolfes, Schoesler, Sheldon and Warnick

Excused: Senator Hargrove

SUBSTITUTE SENATE BILL NO. 5733, as amended by the House, having received the constitutional majority, was declared passed. There being no objection, the title of the bill was ordered to stand as the title of the act.

INTRODUCTION OF SPECIAL GUESTS

The President welcomed and introduced members of the Miss Yakima County, Miss Jocelyn Baca; Miss Yakima County outstanding teen Emily Spicer who were seated in the gallery.

SIGNED BY THE PRESIDENT

Pursuant to Article 2, Section 32 of the State Constitution and Senate Rule 1(5), the President announced the signing of and thereupon did sign in open session:

SUBSTITUTE SENATE BILL NO. 5481,
SUBSTITUTE SENATE BILL NO. 5501,
ENGROSSED SENATE BILL NO. 5510,
SUBSTITUTE SENATE BILL NO. 5534,
SUBSTITUTE SENATE BILL NO. 5538,
ENGROSSED SUBSTITUTE SENATE BILL NO. 5550,
ENGROSSED SUBSTITUTE SENATE BILL NO. 5557,
ENGROSSED SECOND SUBSTITUTE SENATE BILL NO. 5564,
SUBSTITUTE SENATE BILL NO. 5596,
SUBSTITUTE SENATE BILL NO. 5600,
SUBSTITUTE SENATE BILL NO. 5633,
SENATE BILL NO. 5647,
ENGROSSED SECOND SUBSTITUTE SENATE BILL NO. 5649,
SENATE BILL NO. 5650,
SENATE BILL NO. 5692,
SUBSTITUTE SENATE BILL NO. 5719,
SUBSTITUTE SENATE BILL NO. 5740,
SECOND SUBSTITUTE SENATE BILL NO. 5851,
ENGROSSED SENATE BILL NO. 5863,
SUBSTITUTE SENATE BILL NO. 5877,
SECOND SUBSTITUTE SENATE BILL NO. 5888,
ENGROSSED SENATE BILL NO. 5893,
ENGROSSED SENATE BILL NO. 5923,
ENGROSSED SENATE BILL NO. 5935,
SUBSTITUTE SENATE BILL NO. 5957,
SENATE BILL NO. 5958.

MESSAGE FROM THE HOUSE

April 14, 2015

MR. PRESIDENT:
The House passed ENGROSSED SUBSTITUTE SENATE BILL NO. 5785 with the following amendment(s): 5785-S.E AMH SG H2654.1

Strike everything after the enacting clause and insert the following:

"**Sec. 1.** RCW 42.52.010 and 2011 c 60 s 28 are each reenacted and amended to read as follows:

Unless the context clearly requires otherwise, the definitions in this section apply throughout this chapter.

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(1) "Agency" means any state board, commission, bureau, committee, department, institution, division, or tribunal in the legislative, executive, or judicial branch of state government. "Agency" includes all elective offices, the state legislature, those institutions of higher education created and supported by the state government, and those courts that are parts of state government.

(2) "Assist" means to act, or offer or agree to act, in such a way as to help, aid, advise, furnish information to, or otherwise provide assistance to another person, believing that the action is of help, aid, advice, or assistance to the person and with intent so to assist such person.

(3) "Beneficial interest" has the meaning ascribed to it under the Washington case law. However, an ownership interest in a mutual fund or similar investment pooling fund in which the owner has no management powers does not constitute a beneficial interest in the entities in which the fund or pool invests.

(4) "Compensation" means anything of economic value, however designated, that is paid, loaned, granted, or transferred, or to be paid, loaned, granted, or transferred for, or in consideration of, personal services to any person.

(5) "Confidential information" means (a) specific information, rather than generalized knowledge, that is not available to the general public on request or (b) information made confidential by law.

(6) "Contract" or "grant" means an agreement between two or more persons that creates an obligation to do or not to do a particular thing. "Contract" or "grant" includes, but is not limited to, an employment contract, a lease, a license, a purchase agreement, or a sales agreement.

(7) "Ethics boards" means the commission on judicial conduct, the legislative ethics board, and the executive ethics board.

(8) "Family" has the same meaning as "immediate family" in RCW 42.17A.005.

(9) "Gift" means anything of economic value for which no consideration is given. "Gift" does not include:

(a) Items from family members or friends where it is clear beyond a reasonable doubt that the gift was not made as part of any design to gain or maintain influence in the agency of which the recipient is an officer or employee;

(b) Items related to the outside business of the recipient that are customary and not related to the recipient's performance of official duties;

(c) Items exchanged among officials and employees or a social event hosted or sponsored by a state officer or state employee for coworkers;

(d) Payments by a governmental or nongovernmental entity of reasonable expenses incurred in connection with a speech, presentation, appearance, or trade mission made in an official capacity. As used in this subsection, "reasonable expenses" are limited to travel, lodging, and subsistence expenses incurred the day before through the day after the event;

(e) Items a state officer or state employee is authorized by law to accept;

(f) Payment of enrollment and course fees and reasonable travel expenses attributable to attending seminars and educational programs sponsored by a bona fide governmental or nonprofit professional, educational, trade, or charitable association or institution. As used in this subsection, "reasonable expenses" are limited to travel, lodging, and subsistence expenses incurred the day before through the day after the event;

(g) Items returned by the recipient to the donor within thirty days of receipt or donated to a charitable organization within thirty days of receipt;

(h) Campaign contributions reported under chapter 42.17A RCW;

(i) Discounts available to an individual as a member of an employee group, occupation, or similar broad-based group; and

(j) Awards, prizes, scholarships, or other items provided in recognition of academic or scientific achievement.

(10) "Head of agency" means the chief executive officer of an agency. In the case of an agency headed by a commission, board, committee, or other body consisting of more than one natural person, agency head means the person or board authorized to appoint agency employees and regulate their conduct.

(11) "Honorarium" means money or thing of value offered to a state officer or state employee for a speech, appearance, article, or similar item or activity in connection with the state officer's or state employee's official role.

(12) "Official duty" means: (a) For a state officer holding an elective office, those duties ((~~within the specific scope of employment of the state officer or state employee as defined by the officer's or employee's agency or by statute or the state Constitution~~)) prescribed in the state Constitution, state statutes, or agency rules, legislatively funded or mandated authority and responsibilities, activities described in an agency's publicly released strategic plan or similar document, and tasks or actions directly related to carrying out the state officer's other official duties; and (b) for a state employee or a state officer who is not holding an elective office, those duties within the specific scope of employment of the state officer or state employee as defined by the officer's or employee's agency or by statute or the state Constitution.

(13) "Participate" means to participate in state action or a proceeding personally and substantially as a state officer or state employee, through approval, disapproval, decision, recommendation, the rendering of advice, investigation, or otherwise but does not include preparation, consideration, or enactment of legislation or the performance of legislative duties.

(14) "Person" means any individual, partnership, association, corporation, firm, institution, or other entity, whether or not operated for profit.

(15) "Regulatory agency" means any state board, commission, department, or officer, except those in the legislative or judicial branches, authorized by law to conduct adjudicative proceedings, issue permits or licenses, or to control or affect interests of identified persons.

(16) "Responsibility" in connection with a transaction involving the state, means the direct administrative or operating authority, whether intermediate or final, and either exercisable alone or through subordinates, effectively to approve, disapprove, or otherwise direct state action in respect of such transaction.

(17) "State action" means any action on the part of an agency, including, but not limited to:

(a) A decision, determination, finding, ruling, or order; and

(b) A grant, payment, award, license, contract, transaction, sanction, or approval, or the denial thereof, or failure to act with respect to a decision, determination, finding, ruling, or order.

(18) "State employee" means an individual who is employed by an agency in any branch of state government. For purposes of this chapter, employees of the superior courts are not state officers or state employees.

(19) "State officer" means every person holding a position of public trust in or under an executive, legislative, or judicial office of the state. "State officer" includes judges of the superior court, judges of the court of appeals, justices of the supreme court, members of the legislature together with the secretary of the senate and the chief clerk of the house of representatives, holders of elective offices in the executive branch of state government, chief executive officers of state agencies, members of boards, commissions, or committees with authority over one or more state agencies or institutions, and employees of the state who are

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engaged in supervisory, policy-making, or policy-enforcing work. For the purposes of this chapter, "state officer" also includes any person exercising or undertaking to exercise the powers or functions of a state officer.

(20) "Thing of economic value," in addition to its ordinary meaning, includes:

(a) A loan, property interest, interest in a contract or other chose in action, and employment or another arrangement involving a right to compensation;

(b) An option, irrespective of the conditions to the exercise of the option; and

(c) A promise or undertaking for the present or future delivery or procurement.

(21)(a) "Transaction involving the state" means a proceeding, application, submission, request for a ruling or other determination, contract, claim, case, or other similar matter that the state officer, state employee, or former state officer or state employee in question believes, or has reason to believe:

(i) Is, or will be, the subject of state action; or

(ii) Is one to which the state is or will be a party; or

(iii) Is one in which the state has a direct and substantial proprietary interest.

(b) "Transaction involving the state" does not include the following: Preparation, consideration, or enactment of legislation, including appropriation of moneys in a budget, or the performance of legislative duties by an officer or employee; or a claim, case, lawsuit, or similar matter if the officer or employee did not participate in the underlying transaction involving the state that is the basis for the claim, case, or lawsuit.

(22) "University" includes "state universities" and "regional universities" as defined in RCW 28B.10.016 and also includes any research or technology institute affiliated with a university, including without limitation, the Spokane intercollegiate research and technology institute and the Washington technology center.

(23) "University research employee" means a state officer or state employee employed by a university, but only to the extent the state officer or state employee is engaged in research, technology transfer, approved consulting activities related to research and technology transfer, or other incidental activities."

Correct the title.

and the same are herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

Senator Rivers moved that the Senate concur in the House amendment(s) to Engrossed Substitute Senate Bill No. 5785.

Senator Rivers spoke in favor of the motion.

The President declared the question before the Senate to be the motion by Senator Rivers that the Senate concur in the House amendment(s) to Engrossed Substitute Senate Bill No. 5785.

The motion by Senator Rivers carried and the Senate concurred in the House amendment(s) to Engrossed Substitute Senate Bill No. 5785 by voice vote.

The President declared the question before the Senate to be the final passage of Engrossed Substitute Senate Bill No. 5785, as amended by the House.

ROLL CALL

The Secretary called the roll on the final passage of Engrossed Substitute Senate Bill No. 5785, as amended by the House, and the bill passed the Senate by the following vote: Yeas, 46; Nays, 1; Absent, 1; Excused, 1.

Voting yea: Senators Angel, Bailey, Baumgartner, Becker, Benton, Billig, Braun, Brown, Chase, Cleveland, Conway, Dammeier, Dansel, Darneille, Ericksen, Fain, Fraser, Frockt, Habib, Hasegawa, Hatfield, Hewitt, Hill, Hobbs, Honeyford, Jayapal, Keiser, King, Kohl-Welles, Liias, Litzow, McCoy, Miloscia, Mullet, Nelson, O'Ban, Padden, Parlette, Pearson, Pedersen, Ranker, Rivers, Rolfes, Schoesler, Sheldon and Warnick

Voting nay: Senator Roach

Absent: Senator McAuliffe

Excused: Senator Hargrove

ENGROSSED SUBSTITUTE SENATE BILL NO. 5785, as amended by the House, having received the constitutional majority, was declared passed. There being no objection, the title of the bill was ordered to stand as the title of the act.

MOTION

On motion of Senator Habib, Senator McAuliffe was excused.

MESSAGE FROM THE HOUSE

April 15, 2015

MR. PRESIDENT:

The House passed SUBSTITUTE SENATE BILL NO. 5593 with the following amendment(s): 5593-S AMH JUDI H2451.1

Strike everything after the enacting clause and insert the following:

"NEW SECTION. **Sec. 1.** Any individual in custody for a violent offense or a sex offense as those terms are defined in RCW 9.94A.030 who is brought by, or accompanied by, an officer to a hospital must continue to be accompanied or otherwise secured by an officer during the time that the individual is receiving care at the hospital. However, this section does not apply to an individual being supervised by the department of corrections if the individual's custody is the result solely of a sanction imposed by the department of corrections, the indeterminate sentence review board, or the court, in response to a violation of conditions.

NEW SECTION. **Sec. 2.** (1) An individual receiving medical care under this section need not continue to be accompanied or otherwise secured if:

(a) The individual's medical care provider so indicates; or

(b) The officer determines, using his or her best judgment, that:

(i) The individual does not present an imminent and significant risk of causing physical harm to themselves or another person;

(ii) There is no longer sufficient evidentiary basis to maintain the individual in custody; or

(iii) In the interest of public safety, the presence of the officer is urgently required at another location and the officer determines, using his or her best judgment and in consultation with his or her supervisor, if available on duty, that the public safety interest outweighs the need to accompany or secure the individual in the hospital.

(2)(a) In the event that a medical care provider determines the individual need not be accompanied or otherwise secured pursuant to subsection (1)(a) of this section, the officer has no ongoing duty to accompany or otherwise secure the individual for the duration of their treatment by the hospital. When a medical care provider indicates that a person need not be accompanied or

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otherwise secured, the hospital must notify the officer or the officer's designee when the individual is expected to be released by the hospital.

(b) If, after a medical provider indicates that the individual need not be accompanied or otherwise secured pursuant to subsection (1)(a) of this section, the individual demonstrates behavior that presents an imminent and significant risk of causing physical harm to themselves or others and the physical condition of the individual renders the individual capable of causing physical harm to themselves or others, the hospital may request the presence of an officer to guard or otherwise accompany the individual, in which case subsection (1)(a) and (b) of this section still apply.

(3) In the event the officer determines the individual need not be accompanied or otherwise secured pursuant to subsection (1)(b)(i) or (ii) of this section, the officer must notify the medical care provider that the officer is leaving the individual unattended or unsecured, in which case the hospital has no duty to notify the officer when the individual is, or expected to be, released from the hospital.

(4) In the event that the officer is urgently required at another location pursuant to subsection (1)(b)(iii) of this section, the officer must notify the medical care provider or, if an immediate departure is required, other hospital staff member that the officer is leaving the individual unattended or unsecured and make a reasonable effort to ensure a replacement officer or other means of accompanying or securing the individual as soon as reasonably possible under the circumstances. The hospital must notify the officer or the officer's designee if the individual is, or is expected to be, released from the hospital prior to the officer or a replacement officer returning to resume accompanying or otherwise securing the individual.

(5) Except for actions or omissions constituting gross negligence or willful misconduct, the hospital and health care providers as defined in chapter 18.130 RCW are immune from liability, including civil liability, professional conduct sanctions, and administrative actions resulting from the individual not being accompanied or secured.

NEW SECTION. **Sec. 3.** In a case where an individual accompanied or otherwise secured by an officer pursuant to this act is waiting for treatment in a hospital emergency department, the hospital shall see the patient in as expeditious a manner as possible, while taking into consideration best triage practices and federal and state legal obligations regarding appropriate screening and treatment of patients.

NEW SECTION. **Sec. 4.** The provisions of this act do not constitute a special relationship exception to the public duty doctrine. Officers and their employing departments and agencies and representatives are immune from civil liability arising out of the failure to comply with this act, unless it is shown that, in the totality of the circumstances, the officer, employing department, agency, or representative acted with gross negligence or bad faith.

NEW SECTION. **Sec. 5.** Nothing in this chapter changes the standards of care with regard to the use of restraints on pregnant women or youth in custody as codified in chapters 70.48 and 72.09 RCW.

NEW SECTION. **Sec. 6.** For purposes of this chapter, "officer" means a law enforcement officer, corrections officer, or guard supplied by a law enforcement or corrections agency.

Sec. 7. RCW 70.02.200 and 2014 c 220 s 7 are each amended to read as follows:

(1) In addition to the disclosures authorized by RCW 70.02.050 and 70.02.210, a health care provider or health care facility may disclose health care information, except for information and records related to sexually transmitted diseases and information related to mental health services which are addressed by RCW 70.02.220 through 70.02.260, about a patient without the patient's authorization, to:

(a) Any other health care provider or health care facility reasonably believed to have previously provided health care to the patient, to the extent necessary to provide health care to the patient, unless the patient has instructed the health care provider or health care facility in writing not to make the disclosure;

(b) Immediate family members of the patient, including a patient's state registered domestic partner, or any other individual with whom the patient is known to have a close personal relationship, if made in accordance with good medical or other professional practice, unless the patient has instructed the health care provider or health care facility in writing not to make the disclosure;

(c) A health care provider or health care facility who is the successor in interest to the health care provider or health care facility maintaining the health care information;

(d) A person who obtains information for purposes of an audit, if that person agrees in writing to:

(i) Remove or destroy, at the earliest opportunity consistent with the purpose of the audit, information that would enable the patient to be identified; and

(ii) Not to disclose the information further, except to accomplish the audit or report unlawful or improper conduct involving fraud in payment for health care by a health care provider or patient, or other unlawful conduct by the health care provider;

(e) Provide directory information, unless the patient has instructed the health care provider or health care facility not to make the disclosure;

(f) Fire, police, sheriff, or other public authority, that brought, or caused to be brought, the patient to the health care facility or health care provider if the disclosure is limited to the patient's name, residence, sex, age, occupation, condition, diagnosis, estimated or actual discharge date, or extent and location of injuries as determined by a physician, and whether the patient was conscious when admitted;

(g) Federal, state, or local law enforcement authorities and the health care provider, health care facility, or third-party payor believes in good faith that the health care information disclosed constitutes evidence of criminal conduct that occurred on the premises of the health care provider, health care facility, or third-party payor;

(h) Another health care provider, health care facility, or third-party payor for the health care operations of the health care provider, health care facility, or third-party payor that receives the information, if each entity has or had a relationship with the patient who is the subject of the health care information being requested, the health care information pertains to such relationship, and the disclosure is for the purposes described in RCW 70.02.010(17) (a) and (b); ((~~and~~))

(i) An official of a penal or other custodial institution in which the patient is detained; and

(j) Any law enforcement officer, corrections officer, or guard supplied by a law enforcement or corrections agency who is accompanying a patient pursuant to section 1 of this act, only to the extent the disclosure is incidental to the fulfillment of the role of the law enforcement officer, corrections officer, or guard under section 1 of this act.

(2) In addition to the disclosures required by RCW 70.02.050 and 70.02.210, a health care provider shall disclose health care information, except for information related to sexually transmitted diseases and information related to mental health services which are addressed by RCW 70.02.220 through

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70.02.260, about a patient without the patient's authorization if the disclosure is:

(a) To federal, state, or local law enforcement authorities to the extent the health care provider is required by law;

(b) To federal, state, or local law enforcement authorities, upon receipt of a written or oral request made to a nursing supervisor, administrator, or designated privacy official, in a case in which the patient is being treated or has been treated for a bullet wound, gunshot wound, powder burn, or other injury arising from or caused by the discharge of a firearm, or an injury caused by a knife, an ice pick, or any other sharp or pointed instrument which federal, state, or local law enforcement authorities reasonably believe to have been intentionally inflicted upon a person, or a blunt force injury that federal, state, or local law enforcement authorities reasonably believe resulted from a criminal act, the following information, if known:

(i) The name of the patient;

(ii) The patient's residence;

(iii) The patient's sex;

(iv) The patient's age;

(v) The patient's condition;

(vi) The patient's diagnosis, or extent and location of injuries as determined by a health care provider;

(vii) Whether the patient was conscious when admitted;

(viii) The name of the health care provider making the determination in (b)(v), (vi), and (vii) of this subsection;

(ix) Whether the patient has been transferred to another facility; and

(x) The patient's discharge time and date;

(c) Pursuant to compulsory process in accordance with RCW 70.02.060.

Sec. 8. RCW 70.48.130 and 2011 1st sp.s. c 15 s 85 are each amended to read as follows:

(1) It is the intent of the legislature that all jail inmates receive appropriate and cost-effective emergency and necessary medical care. Governing units, the health care authority, and medical care providers shall cooperate to achieve the best rates consistent with adequate care.

(2) Payment for emergency or necessary health care shall be by the governing unit, except that the health care authority shall directly reimburse the provider pursuant to chapter 74.09 RCW, in accordance with the rates and benefits established by the authority, if the confined person is eligible under the authority's medical care programs as authorized under chapter 74.09 RCW. After payment by the authority, the financial responsibility for any remaining balance, including unpaid client liabilities that are a condition of eligibility or participation under chapter 74.09 RCW, shall be borne by the medical care provider and the governing unit as may be mutually agreed upon between the medical care provider and the governing unit. In the absence of mutual agreement between the medical care provider and the governing unit, the financial responsibility for any remaining balance shall be borne equally between the medical care provider and the governing unit. Total payments from all sources to providers for care rendered to confined persons eligible under chapter 74.09 RCW shall not exceed the amounts that would be paid by the authority for similar services provided under Title XIX medicaid, unless additional resources are obtained from the confined person.

(3) For inpatient, outpatient, and ancillary services for confined persons that are not paid by the medicaid program pursuant to subsection (2) of this section, unless other rates are agreed to by the governing unit and the hospital, providers of hospital services that are hospitals licensed under chapter 70.41 RCW must accept as payment in full by the governing units the applicable facility's percent of allowed charges rate or fee schedule as determined, maintained, and posted by the Washington state department of labor and industries pursuant to chapter 51.04 RCW.

(4) As part of the screening process upon booking or preparation of an inmate into jail, general information concerning the inmate's ability to pay for medical care shall be identified, including insurance or other medical benefits or resources to which an inmate is entitled. The inmate may also be evaluated for medicaid eligibility and, if deemed potentially eligible, enrolled in medicaid. This information shall be made available to the authority, the governing unit, and any provider of health care services. To the extent that federal law allows, a jail or the jail's designee is authorized to act on behalf of a confined person for purposes of applying for medicaid.

((~~(4)~~)) (5) The governing unit or provider may obtain reimbursement from the confined person for the cost of health care services not provided under chapter 74.09 RCW, including reimbursement from any insurance program or from other medical benefit programs available to the confined person. Nothing in this chapter precludes civil or criminal remedies to recover the costs of medical care provided jail inmates or paid for on behalf of inmates by the governing unit. As part of a judgment and sentence, the courts are authorized to order defendants to repay all or part of the medical costs incurred by the governing unit or provider during confinement.

((~~(5)~~)) (6) To the extent that a confined person is unable to be financially responsible for medical care and is ineligible for the authority's medical care programs under chapter 74.09 RCW, or for coverage from private sources, and in the absence of an interlocal agreement or other contracts to the contrary, the governing unit may obtain reimbursement for the cost of such medical services from the unit of government whose law enforcement officers initiated the charges on which the person is being held in the jail: PROVIDED, That reimbursement for the cost of such services shall be by the state for state prisoners being held in a jail who are accused of either escaping from a state facility or of committing an offense in a state facility.

((~~(6)~~)) (7) There shall be no right of reimbursement to the governing unit from units of government whose law enforcement officers initiated the charges for which a person is being held in the jail for care provided after the charges are disposed of by sentencing or otherwise, unless by intergovernmental agreement pursuant to chapter 39.34 RCW.

((~~(7)~~)) (8) Under no circumstance shall necessary medical services be denied or delayed because of disputes over the cost of medical care or a determination of financial responsibility for payment of the costs of medical care provided to confined persons.

((~~(8)~~)) (9) Nothing in this section shall limit any existing right of any party, governing unit, or unit of government against the person receiving the care for the cost of the care provided.

NEW SECTION. **Sec. 9.** Sections 1 through 6 of this act constitute a new chapter in Title 10 RCW."

Correct the title.

and the same are herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

Senator Padden moved that the Senate concur in the House amendment(s) to Substitute Senate Bill No. 5593.

Senator Padden spoke in favor of the motion.

The President declared the question before the Senate to be the motion by Senator Padden that the Senate concur in the House amendment(s) to Substitute Senate Bill No. 5593.

The motion by Senator Padden carried and the Senate concurred in the House amendment(s) to Substitute Senate Bill No. 5593 by voice vote.

The President declared the question before the Senate to be the final passage of Substitute Senate Bill No. 5593, as amended by the House.

ROLL CALL

The Secretary called the roll on the final passage of Substitute Senate Bill No. 5593, as amended by the House, and the bill passed the Senate by the following vote: Yeas, 47; Nays, 0; Absent, 0; Excused, 2.

Voting yea: Senators Angel, Bailey, Baumgartner, Becker, Benton, Billig, Braun, Brown, Chase, Cleveland, Conway, Dammeier, Dansel, Darneille, Ericksen, Fain, Fraser, Frockt, Habib, Hasegawa, Hatfield, Hewitt, Hill, Hobbs, Honeyford, Jayapal, Keiser, King, Kohl-Welles, Liias, Litzow, McCoy, Miloscia, Mullet, Nelson, O'Ban, Padden, Parlette, Pearson, Pedersen, Ranker, Rivers, Roach, Rolfes, Schoesler, Sheldon and Warnick

Excused: Senators Hargrove and McAuliffe

SUBSTITUTE SENATE BILL NO. 5593, as amended by the House, having received the constitutional majority, was declared passed. There being no objection, the title of the bill was ordered to stand as the title of the act.

MESSAGE FROM THE HOUSE

April 14, 2015

MR. PRESIDENT:
The House passed ENGROSSED SENATE BILL NO. 5262 with the following amendment(s): 5262.E AMH JUDI H2431.2

Strike everything after the enacting clause and insert the following:

"**Sec. 1.** RCW 13.50.010 and 2014 c 175 s 2 and 2014 c 117 s 5 are each reenacted and amended to read as follows:

(1) For purposes of this chapter:

(a) "Juvenile justice or care agency" means any of the following: Police, diversion units, court, prosecuting attorney, defense attorney, detention center, attorney general, the legislative children's oversight committee, the office of the family and children's ombuds, the department of social and health services and its contracting agencies, schools; persons or public or private agencies having children committed to their custody; and any placement oversight committee created under RCW 72.05.415;

(b) "Official juvenile court file" means the legal file of the juvenile court containing the petition or information, motions, memorandums, briefs, findings of the court, and court orders;

(c) "Records" means the official juvenile court file, the social file, and records of any other juvenile justice or care agency in the case;

(d) "Social file" means the juvenile court file containing the records and reports of the probation counselor.

(2) Each petition or information filed with the court may include only one juvenile and each petition or information shall be filed under a separate docket number. The social file shall be filed separately from the official juvenile court file.

(3) It is the duty of any juvenile justice or care agency to maintain accurate records. To this end:

(a) The agency may never knowingly record inaccurate information. Any information in records maintained by the department of social and health services relating to a petition filed pursuant to chapter 13.34 RCW that is found by the court to be false or inaccurate shall be corrected or expunged from such records by the agency;

(b) An agency shall take reasonable steps to assure the security of its records and prevent tampering with them; and

(c) An agency shall make reasonable efforts to insure the completeness of its records, including action taken by other agencies with respect to matters in its files.

(4) Each juvenile justice or care agency shall implement procedures consistent with the provisions of this chapter to facilitate inquiries concerning records.

(5) Any person who has reasonable cause to believe information concerning that person is included in the records of a juvenile justice or care agency and who has been denied access to those records by the agency may make a motion to the court for an order authorizing that person to inspect the juvenile justice or care agency record concerning that person. The court shall grant the motion to examine records unless it finds that in the interests of justice or in the best interests of the juvenile the records or parts of them should remain confidential.

(6) A juvenile, or his or her parents, or any person who has reasonable cause to believe information concerning that person is included in the records of a juvenile justice or care agency may make a motion to the court challenging the accuracy of any information concerning the moving party in the record or challenging the continued possession of the record by the agency. If the court grants the motion, it shall order the record or information to be corrected or destroyed.

(7) The person making a motion under subsection (5) or (6) of this section shall give reasonable notice of the motion to all parties to the original action and to any agency whose records will be affected by the motion.

(8) The court may permit inspection of records by, or release of information to, any clinic, hospital, or agency which has the subject person under care or treatment. The court may also permit inspection by or release to individuals or agencies, including juvenile justice advisory committees of county law and justice councils, engaged in legitimate research for educational, scientific, or public purposes. Each person granted permission to inspect juvenile justice or care agency records for research purposes shall present a notarized statement to the court stating that the names of juveniles and parents will remain confidential.

(9) The court shall release to the caseload forecast council the records needed for its research and data-gathering functions. Access to caseload forecast data may be permitted by the council for research purposes only if the anonymity of all persons mentioned in the records or information will be preserved.

(10) Juvenile detention facilities shall release records to the caseload forecast council upon request. The commission shall not disclose the names of any juveniles or parents mentioned in the records without the named individual's written permission.

(11) Requirements in this chapter relating to the court's authority to compel disclosure shall not apply to the legislative children's oversight committee or the office of the family and children's ombuds.

(12) For the purpose of research only, the administrative office of the courts shall maintain an electronic research copy of all records in the judicial information system related to juveniles. Access to the research copy is restricted to the Washington state center for court research. The Washington state center for court research shall maintain the confidentiality of all confidential records and shall preserve the anonymity of all persons identified in the research copy. The research copy may not be subject to any

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records retention schedule and must include records destroyed or removed from the judicial information system pursuant to RCW 13.50.270 and 13.50.100(3).

(13) The court shall release to the Washington state office of public defense records needed to implement the agency's oversight, technical assistance, and other functions as required by RCW 2.70.020. Access to the records used as a basis for oversight, technical assistance, or other agency functions is restricted to the Washington state office of public defense. The Washington state office of public defense shall maintain the confidentiality of all confidential information included in the records.

(14) The court shall release to the Washington state office of civil legal aid records needed to implement the agency's oversight, technical assistance, and other functions as required by RCW 2.53.045. Access to the records used as a basis for oversight, technical assistance, or other agency functions is restricted to the Washington state office of civil legal aid. The Washington state office of civil legal aid shall maintain the confidentiality of all confidential information included in the records, and shall, as soon as possible, destroy any retained notes or records obtained under this section that are not necessary for its functions related to RCW 2.53.045."

Correct the title.

and the same are herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

Senator O'Ban moved that the Senate concur in the House amendment(s) to Engrossed Senate Bill No. 5262.

Senator O'Ban spoke in favor of the motion.

The President declared the question before the Senate to be the motion by Senator O'Ban that the Senate concur in the House amendment(s) to Engrossed Senate Bill No. 5262.

The motion by Senator O'Ban carried and the Senate concurred in the House amendment(s) to Engrossed Senate Bill No. 5262 by voice vote.

The President declared the question before the Senate to be the final passage of Engrossed Senate Bill No. 5262, as amended by the House.

ROLL CALL

The Secretary called the roll on the final passage of Engrossed Senate Bill No. 5262, as amended by the House, and the bill passed the Senate by the following vote: Yeas, 44; Nays, 3; Absent, 0; Excused, 2.

Voting yea: Senators Angel, Bailey, Baumgartner, Becker, Billig, Braun, Brown, Chase, Cleveland, Conway, Dammeier, Dansel, Darneille, Ericksen, Fain, Fraser, Frockt, Habib, Hasegawa, Hatfield, Hewitt, Hill, Hobbs, Honeyford, Jayapal, Keiser, King, Kohl-Welles, Liias, Litzow, McCoy, Miloscia, Mullet, Nelson, O'Ban, Parlette, Pearson, Pedersen, Ranker, Rivers, Rolfes, Schoesler, Sheldon and Warnick

Voting nay: Senators Benton, Padden and Roach

Excused: Senators Hargrove and McAuliffe

ENGROSSED SENATE BILL NO. 5262, as amended by the House, having received the constitutional majority, was declared passed. There being no objection, the title of the bill was ordered to stand as the title of the act.

MESSAGE FROM THE HOUSE

April 9, 2015

MR. PRESIDENT:
The House passed SENATE BILL NO. 5203 with the following amendment(s): 5203 AMH WALK H2601.1

On page 1, at the beginning of line 10, strike "and" and insert ";"

On page 1, line 10, after "one million" insert ", and cities with a population of more than four hundred thousand"

and the same are herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

Senator Warnick moved that the Senate concur in the House amendment(s) to Senate Bill No. 5203.

Senator Warnick spoke in favor of the motion.

MOTION

On motion of Senator Hatfield, Senator Hobbs was excused.

The President declared the question before the Senate to be the motion by Senator Warnick that the Senate concur in the House amendment(s) to Senate Bill No. 5203.

The motion by Senator Warnick carried and the Senate concurred in the House amendment(s) to Senate Bill No. 5203 by voice vote.

The President declared the question before the Senate to be the final passage of Senate Bill No. 5203, as amended by the House.

ROLL CALL

The Secretary called the roll on the final passage of Senate Bill No. 5203, as amended by the House, and the bill passed the Senate by the following vote: Yeas, 44; Nays, 4; Absent, 0; Excused, 1.

Voting yea: Senators Angel, Bailey, Baumgartner, Benton, Billig, Braun, Brown, Chase, Cleveland, Conway, Darneille, Ericksen, Fain, Fraser, Frockt, Habib, Hargrove, Hasegawa, Hatfield, Hewitt, Hill, Hobbs, Honeyford, Jayapal, Keiser, King, Kohl-Welles, Liias, Litzow, McCoy, Miloscia, Mullet, Nelson, O'Ban, Padden, Parlette, Pearson, Pedersen, Ranker, Roach, Rolfes, Schoesler, Sheldon and Warnick

Voting nay: Senators Becker, Dammeier, Dansel and Rivers

Excused: Senator McAuliffe

SENATE BILL NO. 5203, as amended by the House, having received the constitutional majority, was declared passed. There being no objection, the title of the bill was ordered to stand as the title of the act.

MESSAGE FROM THE HOUSE

April 13, 2015

MR. PRESIDENT:
The House passed ENGROSSED SUBSTITUTE SENATE BILL NO. 5048 with the following amendment(s): 5048-S.E AMH ENGR H2385.E

Strike everything after the enacting clause and insert the following:

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"NEW SECTION. **Sec. 1.** A new section is added to chapter 35.13A RCW to read as follows:

(1) Except as provided otherwise by subsection (4) of this section, a resolution or ordinance adopted by the legislative body of a city to assume jurisdiction of all or part of a water-sewer district under this chapter is subject to a referendum. Any referendum petition to repeal the assumption resolution or ordinance must be filed with the county auditor within ten days of passage of the resolution or ordinance. Within ten days of the filing of a petition, the county auditor must confer with the petitioner concerning the form and style of the petition and issue a petition identification number. The ballot title must be prepared by the applicable city attorney in accordance with this section and RCW 29A.36.071, and the question posed to the voters must be written so that an affirmative answer to the question and a majority affirmative vote on the measure results in approval of the proposed assumption, and a negative answer to the question and a majority negative vote on the measure results in the assumption being barred. The petitioner must be notified of the identification number and ballot title within this ten-day period. After this notification, the petitioner has forty-five days in which to secure on petition forms the signatures of at least ten percent of the number of voters residing in the part of the water-sewer district subject to the assumption resolution or ordinance who voted in the most recent general election, and file the signed petitions with the county auditor. Each petition form must contain the ballot title and full text of the measure to be referred. The county auditor must verify the sufficiency of the signatures on the petitions.

(2) If sufficient valid signatures on the petitions are properly submitted, the county auditor must submit the referendum measure to the registered voters residing in the part of the water-sewer district subject to the assumption resolution or ordinance in a general or special election no later than one hundred twenty days after the signed petition has been filed with the county auditor. Elections must be conducted in accordance with general election law, and the cost of the election must be borne by the city seeking approval to assume jurisdiction of all or part of the water-sewer district.

(3) When a referendum petition is filed with the county auditor, the assumption resolution or ordinance sought to be referred to the voters, and any proceedings before a boundary review board under chapter 36.93 RCW, are suspended from taking effect. Such suspension terminates when: (a) There is a final determination of insufficiency or untimeliness of the referendum petition; or (b) the assumption resolution or ordinance so referred is approved by the voters at a referendum election.

(4) If a city legislative authority assumes jurisdiction of all or part of a water-sewer district through a contract with a water-sewer district, or through an interlocal agreement with a water-sewer district under chapter 39.34 RCW, the provisions of this section do not apply.

NEW SECTION. **Sec. 2.** A new section is added to chapter 35.13A RCW to read as follows:

A resolution or ordinance adopted by a city in accordance with this chapter to assume jurisdiction of all or part of a district may not take effect until ninety or more days after its adoption.

Sec. 3. RCW 29A.36.071 and 2006 c 311 s 9 are each amended to read as follows:

(1) Except as provided to the contrary in RCW 82.14.036, 82.46.021, or 82.80.090, the ballot title of any referendum filed on an enactment or portion of an enactment of a local government and any other question submitted to the voters of a local government consists of three elements: (a) An identification of the enacting legislative body and a statement of the subject matter; (b) a concise description of the measure; and (c) a question. The ballot title must conform with the requirements and be displayed substantially as provided under RCW 29A.72.050, except that the concise description must not exceed seventy-five words; however, a concise description submitted on behalf of a proposed or existing regional transportation investment district may exceed seventy-five words. If the local governmental unit is a city or a town, or if the ballot title is for a referendum under section 1 of this act, the concise statement shall be prepared by the city or town attorney. If the local governmental unit is a county, the concise statement shall be prepared by the prosecuting attorney of the county. If the unit is a unit of local government other than a city, town, or county, the concise statement shall be prepared by the prosecuting attorney of the county within which the majority area of the unit is located.

(2) A referendum measure on the enactment of a unit of local government shall be advertised in the manner provided for nominees for elective office.

(3) Subsection (1) of this section does not apply if another provision of law specifies the ballot title for a specific type of ballot question or proposition."

Correct the title.

and the same are herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

Senator Roach moved that the Senate concur in the House amendment(s) to Engrossed Substitute Senate Bill No. 5048.

Senator Roach spoke in favor of the motion.

The President declared the question before the Senate to be the motion by Senator Roach that the Senate concur in the House amendment(s) to Engrossed Substitute Senate Bill No. 5048.

The motion by Senator Roach carried and the Senate concurred in the House amendment(s) to Engrossed Substitute Senate Bill No. 5048 by voice vote.

The President declared the question before the Senate to be the final passage of Engrossed Substitute Senate Bill No. 5048, as amended by the House.

ROLL CALL

The Secretary called the roll on the final passage of Engrossed Substitute Senate Bill No. 5048, as amended by the House, and the bill passed the Senate by the following vote: Yeas, 43; Nays, 6; Absent, 0; Excused, 0.

Voting yea: Senators Angel, Bailey, Baumgartner, Becker, Benton, Billig, Braun, Chase, Cleveland, Conway, Dammeier, Dansel, Darneille, Ericksen, Fain, Fraser, Hargrove, Hasegawa, Hatfield, Hewitt, Hill, Hobbs, Honeyford, Jayapal, Keiser, King, Kohl-Welles, Liias, Litzow, McAuliffe, McCoy, Miloscia, Nelson, O'Ban, Parlette, Pearson, Pedersen, Ranker, Roach, Rolfes, Schoesler, Sheldon and Warnick

Voting nay: Senators Brown, Frockt, Habib, Mullet, Padden and Rivers

ENGROSSED SUBSTITUTE SENATE BILL NO. 5048, as amended by the House, having received the constitutional majority, was declared passed. There being no objection, the title of the bill was ordered to stand as the title of the act.

MOTION

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On motion of Senator Fain, the Senate advanced to the eighth order of business.

MOTION

Senator Fraser moved adoption of the following resolution:

SENATE RESOLUTION
8650

By Senators Fraser, Schoesler, Chase, McCoy, Honeyford, Jayapal, Kohl-Welles, Hasegawa, Keiser, Hill, Parlette, Nelson, Frockt, Hewitt, and Bailey

WHEREAS, Dr. Thomas L. "Les" Purce is retiring from his position as president of The Evergreen State College in August 2015, after serving fifteen years in the position and two prior years as interim president; and

WHEREAS, Dr. Purce previously served at Washington State University as Vice President of Extended University Affairs and Dean of Extended Academic Programs; and

WHEREAS, Dr. Purce is an exemplar of a public servant in higher education, with his twenty-six year career in Washington state preceded by public service at the University of Idaho as the Special Assistant to the President and Director of the Research Park and Economic Development; election as the first African American elected official in the state of Idaho, where he served as a mayor and council member for the City of Pocatello; and service as the director of Idaho's departments of Administration and Health and Welfare under Governor John Evans; and

WHEREAS, Under Dr. Purce's leadership, Evergreen has been consistently recognized as a national leader and model in the development of interdisciplinary learning communities that combine and coordinate several academic subjects in an innovative approach to study of the arts and sciences; and

WHEREAS, Dr. Purce guided Evergreen's strong promotion and pursuit of community engagement, curricular innovation, and development of academic programs that encourage students to apply classroom learning to practical problems in their professional, civic, academic, and artistic pursuits; and

WHEREAS, Under Dr. Purce's leadership, Evergreen has emerged as a leader in reducing the length of time and cost required to earn a bachelor's degree, and has been repeatedly recognized as a top public liberal arts and science institution by U.S. News and World Report, the Princeton Review, and Washington Monthly; and

WHEREAS, Dr. Purce worked actively with faculty and staff to achieve above average student engagement on many benchmark measures of the National Survey of Student Engagement, including level of academic challenge, active and collaborative learning, student-faculty interaction, enriching educational experiences, and supportive campus environment; and

WHEREAS, Dr. Purce strengthened Evergreen's commitment to serving, educating, and graduating underrepresented students by establishing the College as a leader for historically underrepresented, first-generation, and low-income students, and expanding partnerships with Washington's tribes and military partners; and

WHEREAS, Dr. Purce has overseen the growth of Evergreen's main campus in Olympia; program in Tacoma; partnerships with Grays Harbor College, South Puget Sound Community College, and Centralia College; unique reservation-based program for Native American students at six locations in the Puget Sound; and more than 400 articulation agreements with over thirty Washington community colleges; and

WHEREAS, Dr. Purce successfully guided Evergreen through the economic crisis of the Great Recession, while still strengthening the College's commitment to serving underrepresented students in the liberal arts and sciences; and

WHEREAS, Dr. Purce's professional legacy of true dedication towards higher education will continue to live on through the students and faculty he inspired and worked with;

NOW, THEREFORE, BE IT RESOLVED, That the Washington State Senate recognize and congratulate Dr. Thomas L. "Les" Purce for his twenty-eight years of service to higher education in Washington, and for his dedication to quality, efficiency, diversity, equity, and sustainability in the liberal arts and sciences; and

BE IT FURTHER RESOLVED, That copies of this resolution be immediately transmitted by the Secretary of the Senate to Dr. Purce and the Board of Trustees of The Evergreen State College.

Senators Fraser, Schoesler, Ranker, Hewitt, Kohl-Welles, Honeyford, Darneille, Parlette and Sheldon spoke in favor of adoption of the resolution.

The President declared the question before the Senate to be the adoption of Senate Resolution No. 8650.

The motion by Senator Fraser carried and the resolution was adopted by voice vote.

INTRODUCTION OF SPECIAL GUESTS

The President welcomed and introduced Dr. Thomas Purce, wife Jane Sherman; daughter Miriam Purce; nephew Kalif Purce; sister and brother-in-law Kellie and Svein Braseth who were seated in the gallery.

INTRODUCTION OF SPECIAL GUESTS

The President welcomed and introduced members of the Marty Brown, Executive Director, State Board for Community and Technical Colleges; Grant Sharratt, Executive Director, Washington Student Achievement Council; Paul Francis, Executive Director, Council of Presidents; Garrett Havens, Executive Director, Washington Student Association; Marcie Maxwell, Senior Policy Advisor, Office of Governor Jay Inslee; Craig Chance, Past Chair, The Evergreen College; Lee Hoemann, Vice President for Advancement, The Evergreen State College; Wendy Endress, Vice President for Student Affairs, The Evergreen State College; John Hurley, Vice President of Finance and Administration, The Evergreen College; and Amanda Walker, Associate Vice President for Advancement and Executive Director of The Evergreen State College Foundation who were seated in the gallery.

MOTION

On motion of Senator Fain, the Senate reverted to the fourth order of business.

MESSAGE FROM THE HOUSE

April 14, 2015

MR. PRESIDENT:
The House passed ENGROSSED SUBSTITUTE SENATE BILL NO. 5158 with the following amendment(s): 5158-S.E AMH ENGR H2489.E

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Strike everything after the enacting clause and insert the following:

"NEW SECTION. **Sec. 1.** A new section is added to chapter 80.36 RCW to read as follows:

(1) A wireless telecommunications provider must provide information in its possession concerning the current or most recent location of a telecommunications device and call information of a user of the device when requested by a law enforcement agency. A law enforcement agency must meet the following requirements:

(a) The law enforcement officer making the request on behalf of the law enforcement agency must be on duty during the course of his or her official duties at the time of the request;

(b) The law enforcement agency must verify there is no relationship or conflict of interest between the law enforcement officer responding, investigating or making the request, and either the person requesting the call location information or the person for whom the call location information is being requested;

(c) A law enforcement agency may only request this information when, in the law enforcement officer's exercise of reasonable judgment, he or she believes that the individual is in an emergency situation that involves the risk of death or serious physical harm and requires disclosure without a delay of information relating to the emergency;

(d) Concurrent to making a request, the responding law enforcement agency must check the federal bureau of investigation's national crime information center and any other available databases to identify if either the person requesting the call location information or the person for whom the call location information is being requested has any history of domestic violence or any court order restricting contact by a respondent;

(e) Concurrent to making a request, the responding law enforcement agency must also check with the Washington state patrol to identify if either the person requesting the call location information or the person for whom the call location information is being requested is participating in the address confidentiality program established in chapter 40.24 RCW. The secretary of state must make name information available to the Washington state patrol from the address confidentiality program as required under RCW 40.24.070. The Washington state patrol must not further disseminate list information except on an individual basis to respond to a request under this section;

(f) If the responding law enforcement agency identifies or has reason to believe someone has a history of domestic violence or stalking, has a court order restricting contact, or if the Washington state patrol identifies someone as participating in the address confidentiality program, then the law enforcement agency must not provide call location information to the individual who requested the information, unless pursuant to the order of a court of competent jurisdiction. A law enforcement agency may not disclose information obtained under this section to any other party except first responders responding to the emergency situation; and

(g) A law enforcement agency may not request information under this section for any purpose other than responding to a call for emergency services or in an emergency situation that involves the risk of death or serious physical harm.

(2) A wireless telecommunications provider may establish protocols by which the carrier discloses call location information to law enforcement.

(3) No cause of action may be brought in any court against any wireless telecommunications provider, its officers, employees, agents, or other specified persons for providing call location information while acting in good faith and in accordance with the provisions of this section.

(4) All wireless telecommunications providers registered to do business in the state of Washington and all resellers of wireless telecommunications services shall submit their emergency contact information to the Washington state patrol in order to facilitate requests from a law enforcement agency for call location information in accordance with this section. Any change in contact information must be submitted immediately.

(5) The Washington state patrol must maintain a database containing emergency contact information for all wireless telecommunications providers registered to do business in the state of Washington and must make the information immediately available upon request to facilitate a request from law enforcement for call location information under this section.

(6) The Washington state patrol may adopt by rule criteria for fulfilling the requirements of this section.

Sec. 2. RCW 40.24.070 and 2008 c 18 s 5 are each amended to read as follows:

The secretary of state may not make any records in a program participant's file available for inspection or copying, other than the address designated by the secretary of state, except under the following circumstances:

(1) If requested by a law enforcement agency, to the law enforcement agency; and

(a) The participant's application contains no indication that he or she has been a victim of domestic violence, sexual assault, or stalking perpetrated by a law enforcement employee; and

(b) The request is in accordance with official law enforcement duties and is in writing on official law enforcement letterhead stationery and signed by the law enforcement agency's chief officer, or his or her designee; or

(2) If directed by a court order, to a person identified in the order; and

(a) The request is made by a nonlaw enforcement agency; or

(b) The participant's file indicates he or she has reason to believe he or she is a victim of domestic violence, sexual assault, or stalking perpetrated by a law enforcement employee.

(3) To the Washington state patrol solely for the use authorized in section 1 of this act, provided that participant information must clearly distinguish between those participants requesting disclosure to a law enforcement agency of the location of a telecommunications device and call information of the user, and those participants who request nondisclosure to a law enforcement agency of the location of a telecommunications device and call information of the user. The Washington state patrol may not use the information or make the information available for inspection and copying for any other purpose than authorized in section 1 of this act. The secretary of state may adopt rules to make available the information required for the purposes of this section and section 1 of this act. The secretary of state and the secretary of state's officers, employees, or custodian, are not liable, nor shall a cause of action exist, for any loss or damage based upon the release of information, or the nondisclosure of information, from the address confidentiality program to the Washington state patrol if the agency, officer, employee, or custodian acted in good faith in attempting to comply with the provisions of this section and section 1 of this act.

NEW SECTION. **Sec. 3.** This act may be known and cited as the Kelsey Smith act."

Correct the title.

and the same are herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

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Senator McCoy moved that the Senate concur in the House amendment(s) to Engrossed Substitute Senate Bill No. 5158.

Senators McCoy and Padden spoke in favor of the motion.

The President declared the question before the Senate to be the motion by Senator McCoy that the Senate concur in the House amendment(s) to Engrossed Substitute Senate Bill No. 5158.

The motion by Senator McCoy carried and the Senate concurred in the House amendment(s) to Engrossed Substitute Senate Bill No. 5158 by voice vote.

The President declared the question before the Senate to be the final passage of Engrossed Substitute Senate Bill No. 5158, as amended by the House.

ROLL CALL

The Secretary called the roll on the final passage of Engrossed Substitute Senate Bill No. 5158, as amended by the House, and the bill passed the Senate by the following vote: Yeas, 49; Nays, 0; Absent, 0; Excused, 0.

Voting yea: Senators Angel, Bailey, Baumgartner, Becker, Benton, Billig, Braun, Brown, Chase, Cleveland, Conway, Dammeier, Dansel, Darneille, Ericksen, Fain, Fraser, Frockt, Habib, Hargrove, Hasegawa, Hatfield, Hewitt, Hill, Hobbs, Honeyford, Jayapal, Keiser, King, Kohl-Welles, Liias, Litzow, McAuliffe, McCoy, Miloscia, Mullet, Nelson, O'Ban, Padden, Parlette, Pearson, Pedersen, Ranker, Rivers, Roach, Rolfes, Schoesler, Sheldon and Warnick

ENGROSSED SUBSTITUTE SENATE BILL NO. 5158, as amended by the House, having received the constitutional majority, was declared passed. There being no objection, the title of the bill was ordered to stand as the title of the act.

MESSAGE FROM THE HOUSE

April 8, 2015

MR. PRESIDENT:
The House passed SENATE BILL NO. 5387 with the following amendment(s): 5387 AMH JUDI H2405.2

Strike everything after the enacting clause and insert the following:

"PART I
ARTICLE 1
GENERAL PROVISIONS

NEW SECTION. **Sec. 1101.** SHORT TITLE. This chapter may be known and cited as the uniform business organizations code—general provisions.

NEW SECTION. **Sec. 1102.** DEFINITIONS. The definitions in this section apply throughout this chapter unless the context clearly requires otherwise or as set forth in section 1401 or 1601 of this act.

(1) "Annual report" means the report required by section 1212 of this act.

(2) "Business corporation" means a domestic business corporation incorporated under or subject to Title 23B RCW or a foreign business corporation.

(3) "Commercial registered agent" means a person listed under section 1405 of this act.

(4) "Domestic," with respect to an entity, means governed as to its internal affairs by the law of this state.

(5) "Electronic transmission" means an electronic communication:

(a) Not directly involving the physical transfer of a record in a tangible medium; and

(b) That may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by such a sender and recipient.

(6) "Entity" means:

(a) A business corporation;

(b) A nonprofit corporation;

(c) A limited liability partnership;

(d) A limited partnership;

(e) A limited liability company; or

(f) A general cooperative association.

(7) "Entity filing" means a record delivered to the secretary of state for filing pursuant to this chapter.

(8) "Execute," "executes," or "executed" means:

(a) Signed with respect to a written record;

(b) Electronically transmitted along with sufficient information to determine the sender's identity with respect to an electronic transmission; or

(c) With respect to a record to be filed with the secretary of state, in compliance with the standards for filing with the office of the secretary of state as prescribed by the secretary of state.

(9) "Filed record" means a record filed by the secretary of state pursuant to this chapter.

(10) "Foreign," with respect to an entity, means governed as to its internal affairs by the law of a jurisdiction other than this state.

(11) "General cooperative association" means a domestic general cooperative association formed under or subject to chapter 23.86 RCW.

(12) "Governor" means:

(a) A director of a business corporation;

(b) A director of a nonprofit corporation;

(c) A partner of a limited liability partnership;

(d) A general partner of a limited partnership;

(e) A manager of a manager-managed limited liability company;

(f) A member of a member-managed limited liability company;

(g) A director of a general cooperative association; or

(h) Any other person under whose authority the powers of an entity are exercised and under whose direction the activities and affairs of the entity are managed pursuant to the organic law and organic rules of the entity.

(13) "Interest" means:

(a) A share in a business corporation;

(b) A membership in a nonprofit corporation;

(c) A share in a nonprofit corporation formed under chapter 24.06 RCW;

(d) A partnership interest in a limited liability partnership;

(e) A partnership interest in a limited partnership;

(f) A limited liability company interest; or

(g) A share or membership in a general cooperative association.

(14) "Interest holder" means:

(a) A shareholder of a business corporation;

(b) A member of a nonprofit corporation;

(c) A shareholder of a nonprofit corporation formed under chapter 24.06 RCW;

(d) A partner of a limited liability partnership;

(e) A general partner of a limited partnership;

(f) A limited partner of a limited partnership;

(g) A member of a limited liability company; or

(h) A shareholder or member of a general cooperative association.

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(15) "Jurisdiction" when used to refer to a political entity, means the United States, a state, a foreign country, or a political subdivision of a foreign country.

(16) "Jurisdiction of formation" means the jurisdiction whose law includes the organic law of an entity.

(17) "Limited liability company" means a domestic limited liability company formed under or subject to chapter 25.15 RCW or a foreign limited liability company.

(18) "Limited liability limited partnership" means a domestic limited liability limited partnership formed under or subject to chapter 25.10 RCW or a foreign limited liability limited partnership.

(19) "Limited liability partnership" means a domestic limited liability partnership registered under or subject to chapter 25.05 RCW or a foreign limited liability partnership.

(20) "Limited partnership" means a domestic limited partnership formed under or subject to chapter 25.10 RCW or a foreign limited partnership. "Limited partnership" includes a limited liability limited partnership.

(21) "Noncommercial registered agent" means a person that is not a commercial registered agent and is:

(a) An individual or domestic or foreign entity that serves in this state as the registered agent of an entity;

(b) An individual who holds the office or other position in an entity which is designated as the registered agent pursuant to section 1404(1)(b)(ii) of this act; or

(c) A government, governmental subdivision, agency, or instrumentality, or a separate legal entity comprised of two or more of these entities, that serves as the registered agent of an entity.

(22) "Nonprofit corporation" means a domestic nonprofit corporation incorporated under or subject to chapter 24.03 or 24.06 RCW or a foreign nonprofit corporation.

(23) "Nonregistered foreign entity" means a foreign entity that is not registered to do business in this state pursuant to a statement of registration filed by the secretary of state.

(24) "Organic law" means the law of an entity's jurisdiction of formation governing the internal affairs of the entity.

(25) "Organic rules" means the public organic record and private organic rules of an entity.

(26) "Person" means an individual, business corporation, nonprofit corporation, partnership, limited partnership, limited liability company, general cooperative association, limited cooperative association, unincorporated nonprofit association, statutory trust, business trust, common-law business trust, estate, trust, association, joint venture, public corporation, government or governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.

(27) "Principal office" means the principal executive office of an entity, whether or not the office is located in this state.

(28) "Private organic rules" means the rules, whether or not in a record, that govern the internal affairs of an entity, are binding on all its interest holders, and are not part of its public organic record, if any. "Private organic rules" includes:

(a) The bylaws of a business corporation and any agreement among shareholders pursuant to RCW 23B.07.320;

(b) The bylaws of a nonprofit corporation;

(c) The partnership agreement of a limited liability partnership;

(d) The partnership agreement of a limited partnership;

(e) The limited liability company agreement; and

(f) The bylaws of a general cooperative association.

(29) "Proceeding" means civil suit and criminal, administrative, and investigatory action.

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

(31) "Public organic record" means the record the filing of which by the secretary of state is required to form an entity and any amendment to or restatement of that record. The term includes:

(a) The articles of incorporation of a business corporation;

(b) The articles of incorporation of a nonprofit corporation;

(c) The certificate of limited partnership of a limited partnership;

(d) The certificate of formation of a limited liability company;

(e) The articles of incorporation of a general cooperative association; and

(f) The document under the laws of another jurisdiction that is equivalent to a document listed in this subsection.

(32) "Receipt," as used in this chapter, means actual receipt. "Receive" has a corresponding meaning.

(33) "Record" means information inscribed on a tangible medium or contained in an electronic transmission.

(34) "Registered agent" means an agent of an entity which is authorized to receive service of any process, notice, or demand required or permitted by law to be served on the entity. The term includes a commercial registered agent and a noncommercial registered agent.

(35) "Registered foreign entity" means a foreign entity that is registered to do business in this state pursuant to a certificate of registration filed by the secretary of state.

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

(37) "Transfer" includes:

(a) An assignment;

(b) A conveyance;

(c) A sale;

(d) A lease;

(e) An encumbrance, including a mortgage or security interest;

(f) A change of record owner of interest;

(g) A gift; and

(h) A transfer by operation of law.

(38) "Type of entity" means a generic form of entity:

(a) Recognized at common law; or

(b) Formed under an organic law, whether or not some entities formed under that law are subject to provisions of that law that create different categories of the form of entity.

(39) "Writing" does not include an electronic transmission.

(40) "Written" means embodied in a tangible medium.

NEW SECTION. **Sec. 1103.** DELIVERY OF RECORD. (1) Except as otherwise provided in this chapter, permissible means of delivery of a record include delivery by hand, United States mail, private courier service, and electronic transmission.

(2) Records may be delivered to the secretary of state by electronic transmission as authorized by the secretary of state pursuant to section 1104(2) of this act. The secretary of state may deliver a record to an entity by electronic transmission if the entity has designated an address, location, or system to which the record may be electronically transmitted.

NEW SECTION. **Sec. 1104.** RULES AND PROCEDURES. (1) The secretary of state has the power reasonably necessary to perform the duties required by this chapter, including adoption, amendment, or repeal of rules under chapter 34.05 RCW for the efficient administration of this chapter.

(2) The secretary of state may adopt rules to facilitate electronic filing. The rules will detail the circumstances under which the electronic filing of documents will be permitted, how

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the documents will be filed, and how the secretary of state will return filed documents. The rules may also impose additional requirements related to implementation of electronic filing processes, including but not limited to file formats, signature technologies, delivery, and the types of entities, records, or documents permitted.

ARTICLE 2
FILING

NEW SECTION. **Sec. 1201.** ENTITY FILING REQUIREMENTS. (1) To be filed by the secretary of state pursuant to this chapter, an entity filing must be received by the secretary of state, comply with this chapter, and satisfy the following:

(a) The entity filing must be required or permitted by Title 23, 23B, 24, or 25 RCW.

(b) The entity filing must be delivered in written form unless and to the extent the secretary of state permits electronic delivery of entity filings pursuant to section 1104(2) of this act.

(c) The words in the entity filing must be in English, and numbers must be in Arabic or Roman numerals, but the name of the entity need not be in English if written in English letters or Arabic or Roman numerals.

(d) The entity filing must be executed by or on behalf of a person authorized or required under this chapter or the entity's organic law to execute the filing.

(e) The entity filing must state the name and capacity, if any, of each individual who executed it, on behalf of either the individual or the person authorized or required to execute the filing, but need not contain a seal, attestation, acknowledgment, or verification.

(2) When an entity filing is delivered to the secretary of state for filing, any fee required under this chapter and any fee, interest, or penalty required to be paid under this chapter or law other than this chapter must be paid in a manner permitted by the secretary of state or by that law.

(3) The secretary of state may require that an entity filing delivered in written form be accompanied by an identical or conformed copy.

(4) A record filed under this chapter may be executed by an individual acting in a valid representative capacity.

NEW SECTION. **Sec. 1202.** FORMS. (1) The secretary of state may provide forms for entity filings required or permitted to be made by Title 23, 23B, 24, or 25 RCW, but, except as otherwise provided in subsection (2) of this section, their use is not required.

(2) The secretary of state may require that a cover sheet for an entity filing and an annual report be on forms prescribed by the secretary of state.

NEW SECTION. **Sec. 1203.** EFFECTIVE DATE AND TIME. Except as otherwise provided in this chapter and subject to section 1205(4) of this act, an entity filing is effective:

(1) On the date of filing and at the time specified in the entity filing as its effective time;

(2) Unless prohibited by the entity's organic law, at a specified delayed effective date and time, which may not be more than ninety days after the date of filing;

(3) If a delayed effective date is specified, but no time is specified, at 12:01 a.m. on the date specified; or

(4) If subsection (1), (2), or (3) of this section does not apply, on the date and at the time of its filing by the secretary of state as provided in section 1206 of this act.

NEW SECTION. **Sec. 1204.** WITHDRAWAL OF FILED RECORD BEFORE EFFECTIVENESS. (1) Except as otherwise provided in this chapter, a filed record may be withdrawn before it takes effect by delivering to the secretary of state for filing a statement of withdrawal.

(2) A statement of withdrawal must:

(a) Be executed by an individual acting in a valid representative capacity; and

(b) Identify the filed record to be withdrawn.

(3) On filing by the secretary of state of a statement of withdrawal, the action or transaction evidenced by the original filed record shall not take effect.

NEW SECTION. **Sec. 1205.** CORRECTING FILED RECORD. (1) An entity may correct a filed record if:

(a) The filed record at the time of filing contained an inaccurate statement;

(b) The filed record was defectively executed; or

(c) The electronic transmission of the filed record to the secretary of state was defective.

(2) To correct a filed record, the entity must deliver to the secretary of state for filing a statement of correction.

(3) A statement of correction:

(a) May not state a delayed effective date;

(b) Must be executed by the individual correcting the filed record;

(c) Must identify the filed record to be corrected;

(d) Must specify the inaccuracy or defect to be corrected; and

(e) Must correct the inaccuracy or defect.

(4) A statement of correction is effective as of the effective date of the filed record that it corrects except as to persons relying on the uncorrected filed record and adversely affected by the correction. As to those persons, the statement of correction is effective when filed.

NEW SECTION. **Sec. 1206.** DUTY OF SECRETARY OF STATE TO FILE; REVIEW OF REFUSAL TO FILE. (1) The secretary of state shall file an entity filing that satisfies this chapter. The duty of the secretary of state under this section is ministerial.

(2) The secretary of state shall record an entity filing on the date and at the time of its receipt. After filing an entity filing, the secretary of state shall deliver to the person that submitted the filing a copy of the filed record with an acknowledgment of the date and time of filing.

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

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

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

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

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

(a) Affect the validity or invalidity of the entity filing in whole or in part;

(b) Relate to the correctness or incorrectness of information contained in the entity filing; or

(c) Create a presumption that the information contained in the filing is correct or incorrect.

NEW SECTION. **Sec. 1207.** EVIDENTIARY EFFECT OF COPY OF FILED RECORD. A certification from the secretary of state accompanying a copy of a filed record is

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conclusive evidence that the copy is an accurate representation of the original record on file with the secretary of state.

NEW SECTION. **Sec. 1208.** CERTIFICATE OF EXISTENCE OR REGISTRATION. (1) On request of any person, the secretary of state shall issue a certificate of existence for a domestic entity or a certificate of registration for a registered foreign entity.

(2) A certificate under subsection (1) of this section must state:

(a) The domestic entity's name or the registered foreign entity's name used in this state;

(b) In the case of a domestic entity:

(i) That its public organic record has been filed and has taken effect;

(ii) The date the public organic record became effective;

(iii) The period of the entity's duration if the records of the secretary of state reflect that the entity's period of duration is less than perpetual; and

(iv) That the records of the secretary of state do not reflect that the entity has been dissolved;

(c) In the case of a registered foreign entity, that it is registered to do business in this state;

(d) That all fees, interest, and penalties owed to this state by the domestic or foreign entity and collected through the secretary of state have been paid, if:

(i) Payment is reflected in the records of the secretary of state; and

(ii) Nonpayment affects the existence or registration of the domestic or foreign entity;

(e) That the most recent annual report required by section 1212 of this act has been delivered to the secretary of state for filing;

(f) That a proceeding is not pending under section 1603 of this act; and

(g) Other facts reflected in the records of the secretary of state pertaining to the domestic or foreign entity which the person requesting the certificate reasonably requests.

(3) Subject to any qualification stated in the certificate, a certificate issued by the secretary of state under subsection (1) of this section may be relied upon as conclusive evidence of the facts stated in the certificate.

NEW SECTION. **Sec. 1209.** EXECUTION OF ENTITY FILING. (1) Any person who executes a record the person knows is false in any material respect with the intent the record be an entity filing is guilty of a gross misdemeanor punishable under chapter 9A.20 RCW.

(2) A person that executes an entity filing as an agent or legal representative thereby affirms as a fact that the person is authorized to execute the entity filing.

NEW SECTION. **Sec. 1210.** EXECUTION AND FILING PURSUANT TO JUDICIAL ORDER. (1) If a person required by the entity's organic law to execute a record that is to be an entity filing or to make an entity filing does not do so, any other person that is aggrieved may petition the superior court to order:

(a) The person to execute the record;

(b) The person to make the entity filing; or

(c) The secretary of state to file the entity filing unexecuted.

(2) If the petitioner under subsection (1) of this section is not the entity to which the entity filing pertains, the petitioner shall make the entity a party to the action.

(3) A filed record created under subsection (1)(c) of this section is effective without being executed.

NEW SECTION. **Sec. 1211.** DELIVERY BY SECRETARY OF STATE. Except as otherwise provided by section 1411 of this act or by law of this state other than this chapter, the secretary of state may deliver a record to a person by delivering it:

(1) In person to the person that submitted it for filing;

(2) To the address of the person's registered agent;

(3) To the principal office address of the person; or

(4) To another address the person provides to the secretary of state for delivery.

NEW SECTION. **Sec. 1212.** ANNUAL REPORT FOR SECRETARY OF STATE. (1) A domestic entity other than a limited liability partnership or nonprofit corporation shall, within one hundred twenty days of the date on which its public organic record became effective, deliver to the secretary of state for filing an initial report that states the information required under subsection (2) of this section.

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

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

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

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

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

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

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

(g) In the case of a business corporation, the names and addresses of the chairperson of its board of directors, if any, president, secretary, and treasurer, or individuals, however designated, performing the functions of such officers; and

(h) The entity's unified business identifier number.

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

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

(5) If an initial or annual report does not contain the information required by this section, the secretary of state promptly shall notify the reporting entity in a record and return the report for correction.

(6) If an initial or annual report contains the name or address of a registered agent that differs from the information shown in the records of the secretary of state immediately before the annual report becomes effective, the differing information in the initial or annual report is considered a statement of change under section 1407 of this act.

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

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NEW SECTION. **Sec. 1213.** FEES. (1) Except as provided in subsection (2) of this section, the secretary of state shall adopt rules in accordance with chapter 34.05 RCW setting:

(a) Fees for:

(i) Filing entity filings;

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

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

(b) License or renewal fees authorized under Title 23, 23B, 24, or 25 RCW;

(c) Penalty fees; and

(d) Other miscellaneous charges.

(2) There is no fee for:

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

(b) Filing articles of dissolution;

(c) Filing certificates of judicial dissolution;

(d) Filing statements of withdrawal; and

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

(3) The withdrawal under section 1204 of this act of a filed record before it is effective or the correction of a filed record under section 1205 of this act does not entitle the person on whose behalf the record was filed to a refund of the filing fee.

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

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

NEW SECTION. **Sec. 1214.** WAIVER OF PENALTY FEES. The secretary of state may, where exigent or mitigating circumstances are presented, waive penalty fees due from any entity previously in good standing which would otherwise be penalized or lose its active status. An entity desiring to seek relief under this section must, within fifteen days of discovery of the missed filing or lapse, notify the secretary of state in writing. The notification must include the name and mailing address of the entity, the governor or other entity official to whom correspondence should be sent, and a statement under oath by a governor or other entity official, setting forth the nature of the missed filing or lapse, the circumstances giving rise to the missed filing or lapse, and the relief sought. If the secretary of state is satisfied that sufficient exigent or mitigating circumstances exist, that the entity has demonstrated good faith and a reasonable attempt to comply with the applicable statutes of this state, the secretary of state may issue an order allowing relief from the penalty. If the secretary of state determines the request does not comply with the requirements for relief, the secretary of state shall deny the relief and state the reasons for the denial. Any denial of relief by the secretary of state is not reviewable notwithstanding the provisions of chapter 34.05 RCW.

ARTICLE 3
NAME OF ENTITY

NEW SECTION. **Sec. 1301.** PERMITTED NAMES. (1) The name of a domestic entity and the name under which a foreign entity may register to do business in this state, must be distinguishable on the records of the secretary of state from any:

(a) Name of an existing domestic entity which at the time is not administratively dissolved;

(b) Name of a foreign entity registered to do business in this state under part I, Article 5 of this act;

(c) Name reserved under section 1303 of this act; or

(d) Name registered under section 1304 of this act.

(2) If an entity consents in a record to the use of its name and submits an undertaking in a form satisfactory to the secretary of state to change its name to a name that is distinguishable on the records of the secretary of state from any name in any category of names in subsection (1) of this section, the name of the consenting entity may be used by the person to which the consent was given.

(3) A name may not be considered distinguishable on the records of the secretary of state from the name of another entity by virtue of:

(a) A variation in the words, phrases, or abbreviations indicating the type of entity, such as "corporation," "corp.," "incorporated," "Inc.," "company," "co.," "social purpose corporation," "SPC," "S.P.C.," "professional corporation," "PC," "P.C.," "professional service," "PS," "P.S.," "Limited," "Ltd.," "limited partnership," "LP," "L.P.," "limited liability partnership," "LLP," "L.L.P.," "registered limited liability partnership," "RLLP," "R.L.L.P.," "limited liability limited partnership," "LLLP," "L.L.L.P.," "registered limited liability limited partnership," "RLLLP," "R.L.L.L.P.," "limited liability company," "LLC," "L.L.C.," "professional limited liability company," "PLLC," or "P.L.L.C.";

(b) The addition or deletion of an article or conjunction such as "the" or "and" from the same name;

(c) Punctuation, capitalization, or special characters or symbols in the same name; or

(d) Use of abbreviation or the plural form of a word in the same name.

(4) An entity name may not contain language stating or implying that the entity is organized for a purpose other than those permitted by the entity's public organic record.

(5) This chapter does not control the use of assumed business names or "trade names."

(6) An entity may use a name that is not distinguishable from a name described in subsection (1) of this section if the entity delivers to the secretary of state a certified copy of a final judgment of a court of competent jurisdiction establishing the right of the entity to use the name in this state.

(7) An entity may use the name, including the fictitious name, of another entity that is used in this state if the other entity is formed or authorized to transact business in this state and the proposed user entity:

(a) Has merged with the other entity; or

(b) Has been formed by reorganization of the other entity.

NEW SECTION. **Sec. 1302.** NAME REQUIREMENTS FOR CERTAIN TYPES OF ENTITIES. (1)(a) The name of a business corporation:

(i)(A) Except in the case of a social purpose corporation, must contain the word "corporation," "incorporated," "company," or "limited," or the abbreviation "Corp.," "Inc.," "Co.," or "Ltd.," or words or abbreviations of similar import in another language; or

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(B) In the case of a social purpose corporation, must contain the words "social purpose corporation" or the abbreviation "SPC" or "S.P.C."; and

(ii) Must not contain any of the following words or phrases: "Bank," "banking," "banker," "trust," "cooperative," or any combination of the words "industrial" and "loan," or any combination of any two or more of the words "building," "savings," "loan," "home," "association," and "society," or any other words or phrases prohibited by any statute of this state.

(b) The name of a professional service corporation must contain either the words "professional service" or "professional corporation" or the abbreviation "P.S." or "P.C." The name may also contain either the words "corporation," "incorporated," "company," or "limited," or the abbreviation "Corp.," "Inc.," "Co.," or "Ltd." The name of a professional service corporation organized to render dental services must contain the full names or surnames of all shareholders and no other word than "chartered" or the words "professional services" or the abbreviation "P.S." or "P.C."

(2) The name of a nonprofit corporation:

(a) May include "club," "league," "association," "services," "committee," "fund," "society," "foundation," "guild," ". . . . . ., a nonprofit corporation," ". . . . . ., a nonprofit mutual corporation," or any name of like import;

(b) Except for nonprofit corporations formed prior to January 1, 1969, must not include or end with "incorporated," "company," "corporation," "partnership," "limited partnership," or "Ltd.," or any abbreviation thereof; and

(c) May only include the term "public benefit" or names of like import if the nonprofit corporation has been designated as a public benefit nonprofit corporation by the secretary of state in accordance with chapter 24.03 RCW.

(3) The name of a limited partnership may contain the name of any partner. The name of a partnership that is not a limited liability limited partnership must contain the words "limited partnership" or the abbreviation "LP" or "L.P." and may not contain the words "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P." If the limited partnership is a limited liability limited partnership, the name must contain the words "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P." and may not contain the abbreviation "LP" or "L.P."

(4) The name of a limited liability partnership must contain the words "limited liability partnership" or the abbreviation "LLP" or "L.L.P." If the name of a foreign limited liability partnership contains the words "registered limited liability partnership" or the abbreviation "R.L.L.P." or "RLLP," it may include those words or abbreviations in its foreign registration statement.

(5)(a) The name of a limited liability company:

(i) Must contain the words "limited liability company," the words "limited liability" and abbreviation "Co.," or the abbreviation "L.L.C." or "LLC"; and

(ii) May not contain any of the following words or phrases: "Cooperative," "partnership," "corporation," "incorporated," or the abbreviations "Corp.," "Ltd.," or "Inc.," or "LP," "L.P.," "LLP," "L.L.P.," "LLLP," "L.L.L.P," or any words or phrases prohibited by any statute of this state.

(b) The name of a professional limited liability company must contain either the words "professional limited liability company," or the words "professional limited liability" and the abbreviation "Co.," or the abbreviation "P.L.L.C." or "PLLC," provided that the name of a professional limited liability company organized to render dental services must contain the full names or surnames of all members and no other word than "chartered" or the words "professional services" or the abbreviation "P.L.L.C." or "PLLC".

(6) The name of a cooperative association organized under chapter 23.86 RCW may contain the words "corporation," "incorporated," or "limited," or the abbreviation "Corp.," "Inc.," or "Ltd."

NEW SECTION. **Sec. 1303.** RESERVATION OF NAME. (1) A person may reserve the exclusive use of an entity name including the alternate name adopted pursuant to section 1506 of this act by delivering an application to the secretary of state for filing. The application must state the name and address of the applicant and the name to be reserved. If the secretary of state finds that the entity name is available, the secretary of state shall reserve the name for the applicant's exclusive use for one hundred eighty days.

(2) The owner of a reserved entity name may transfer the reservation to another person that is not an individual by delivering to the secretary of state an executed notice in a record of the transfer which states the name and address of the transferee.

NEW SECTION. **Sec. 1304.** REGISTRATION OF NAME. (1) A foreign entity not registered to do business in this state under part I, Article 5 of this act may register its name, or an alternate name adopted pursuant to section 1506 of this act, if the name is distinguishable on the records of the secretary of state from the names that are not available under section 1301 of this act.

(2) To register its name or an alternate name adopted pursuant to section 1506 of this act, a foreign entity must deliver to the secretary of state for filing an application stating the entity's name, the jurisdiction and date of its formation, and any alternate name adopted pursuant to section 1506 of this act. The application must be accompanied by a certificate of existence, or a document of similar import, from the entity's jurisdiction of formation. If the secretary of state finds that the name applied for is available, the secretary of state shall register the name for the applicant's exclusive use.

(3) The registration of a name under this section is effective upon the effective date of the application and until the close of the calendar year in which the application for registration is filed.

(4) A foreign entity whose name registration is effective may renew the registration for successive one-year periods by delivering, not earlier than three months before the expiration of the registration, to the secretary of state for filing a renewal application that complies with this section. When filed, the renewal application renews the registration for the following calendar year.

(5) A foreign entity whose name registration is effective may register as a foreign entity under the registered name or consent in an executed record to the use of that name by another entity.

ARTICLE 4
REGISTERED AGENT OF ENTITY

NEW SECTION. **Sec. 1401.** DEFINITIONS. The definitions in this section apply throughout this section and sections 1402 through 1413 of this act unless the context clearly requires otherwise.

(1) "Registered agent filing" means:

(a) The public organic record of a domestic entity;

(b) An application of a domestic limited liability partnership; or

(c) A registration statement filed pursuant to section 1503 of this act.

(3) "Represented entity" means:

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(a) A domestic entity; or

(b) A registered foreign entity.

NEW SECTION. **Sec. 1402.** ENTITIES REQUIRED TO DESIGNATE AND MAINTAIN REGISTERED AGENT. The following shall designate and maintain a registered agent in this state:

(1) A domestic entity; and

(2) A registered foreign entity.

NEW SECTION. **Sec. 1403.** ADDRESSES IN FILING. If a provision of this chapter other than section 1410(1)(d) of this act requires that a record state an address, the record must state:

(1) A street address in this state; and

(2) A mailing address in this state, if different from the address described in subsection (1) of this section.

NEW SECTION. **Sec. 1404.** DESIGNATION OF REGISTERED AGENT. (1) A registered agent filing must be executed by the represented entity and state:

(a) The name of the entity's commercial registered agent; or

(b) If the entity does not have a commercial registered agent:

(i) The name and address of the entity's noncommercial registered agent; or

(ii) The title of an office or other position with the entity, if service of process, notices, and demands are to be sent to whichever individual is holding that office or position, and the address to which process, notices, or demands are to be sent.

(2) A registered agent shall not be appointed without having given prior consent in a record to the appointment. The consent shall be delivered to the secretary of state in such form as the secretary of state may prescribe. The consent shall be filed with or as a part of the record first appointing a registered agent. In the event any individual or entity has been appointed registered agent without consent, that individual or entity may deliver to the secretary of state a notarized statement attesting to that fact, and the name shall immediately be removed from the records of the secretary of state.

NEW SECTION. **Sec. 1405.** LISTING OF COMMERCIAL REGISTERED AGENT. (1) A person may become listed as a commercial registered agent by delivering to the secretary of state for filing a commercial-registered-agent listing statement executed by the person which states:

(a) The name of the individual or the name of the entity, type of entity, and jurisdiction of formation of the entity;

(b) That the person is in the business of serving as a commercial registered agent in this state; and

(c) The address of a place of business of the person in this state to which service of process, notices, and demands being served on or sent to entities represented by the person may be delivered.

(2) A commercial-registered-agent listing statement may include the information regarding acceptance by the agent of service of process, notices, and demands in a form other than a written record as provided in section 1411(5) of this act.

(3) If the name of a person delivering to the secretary of state for filing a commercial-registered-agent listing statement is not distinguishable on the records of the secretary of state from the name of another commercial registered agent listed under this section, the person shall adopt a fictitious name that is distinguishable and use that name in its statement and when it does business in this state as a commercial registered agent.

(4) The secretary of state shall note the filing of a commercial-registered-agent listing statement in the records maintained by the secretary of state for each entity represented by the agent at the time of the filing. The statement has the effect of amending the registered agent filing for each of those entities to:

(a) Designate the person becoming listed as a commercial registered agent as the commercial registered agent of each of those entities; and

(b) Delete the name and address of the former agent from the registered agent filing of each of those entities.

NEW SECTION. **Sec. 1406.** TERMINATION OF LISTING OF COMMERCIAL REGISTERED AGENT. (1) A commercial registered agent may terminate its listing as a commercial registered agent by delivering to the secretary of state for filing a commercial-registered-agent termination statement executed by the agent which states:

(a) The name of the agent as listed under section 1405 of this act; and

(b) That the agent is no longer in the business of serving as a commercial registered agent in this state.

(2) A commercial-registered-agent termination statement takes effect at 12:01 a.m. on the 31st day after the day on which it is delivered to the secretary of state for filing.

(3) The commercial registered agent promptly shall furnish each entity represented by the agent notice in a record of the filing of the commercial-registered-agent termination statement.

(4) When a commercial-registered-agent termination statement takes effect, the commercial registered agent ceases to be the registered agent for each entity formerly represented by it. Until an entity formerly represented by a terminated commercial registered agent designates a new registered agent, service of process may be made on the entity pursuant to section 1411 of this act. Termination of the listing of a commercial registered agent under this section does not affect any contractual rights a represented entity has against the agent or that the agent has against the entity.

NEW SECTION. **Sec. 1407.** CHANGE OF REGISTERED AGENT BY ENTITY. (1) A represented entity may change its registered agent or other information on file under section 1404(1) of this act by delivering to the secretary of state for filing a statement of change executed by the entity which states:

(a) The name of the entity; and

(b) The information required under section 1404(1) of this act.

(2) The interest holders or governors of a domestic entity need not approve the filing of:

(a) A statement of change under this section; or

(b) A similar filing changing the registered agent or registered office, if any, of the entity in any other jurisdiction.

(3) A statement of change under this section designating a new registered agent must be accompanied by the new registered agent's consent in a record, either on the statement or attached to it in a manner and form as the secretary of state may prescribe, to the appointment.

NEW SECTION. **Sec. 1408.** CHANGE OF NAME, ADDRESS, TYPE OF ENTITY, OR JURISDICTION OF FORMATION BY NONCOMMERCIAL REGISTERED AGENT. (1) If a noncommercial registered agent changes its name or its address in effect with respect to a represented entity under section 1404(1) of this act, the agent shall deliver to the secretary of state for filing, with respect to each entity represented by the agent, a statement of change executed by the agent which states:

(a) The name of the entity;

(b) The name and address of the agent in effect with respect to the entity;

(c) If the name of the agent has changed, the new name; and

(d) If the address of the agent has changed, the new address.

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(2) A noncommercial registered agent promptly shall furnish the represented entity with notice in a record of the delivery to the secretary of state for filing of a statement of change and the changes made in the statement.

NEW SECTION. **Sec. 1409.** CHANGE OF NAME, ADDRESS, TYPE OF ENTITY, OR JURISDICTION OF FORMATION BY COMMERCIAL REGISTERED AGENT. (1) If a commercial registered agent changes its name, its address as listed under section 1405(1) of this act, its type of entity, or its jurisdiction of formation, the agent shall deliver to the secretary of state for filing a statement of change executed by the agent which states:

(a) The name of the agent as listed under section 1405(1) of this act;

(b) If the name of the agent has changed, the new name;

(c) If the address of the agent has changed, the new address; and

(d) If the agent is an entity:

(i) If the type of entity of the agent has changed, the new type of entity; and

(ii) If the jurisdiction of formation of the agent has changed, the new jurisdiction of formation.

(2) The filing by the secretary of state of a statement of change under subsection (1) of this section is effective to change the information regarding the agent with respect to each entity represented by the agent.

(3) A commercial registered agent promptly shall furnish to each entity represented by it a notice in a record of the filing by the secretary of state of a statement of change relating to the name or address of the agent and the changes made in the statement.

(4) If a commercial registered agent changes its address without delivering for filing a statement of change as required by this section, the secretary of state may cancel the listing of the agent under section 1405 of this act. A cancellation under this subsection has the same effect as a termination under section 1406 of this act. Promptly after canceling the listing of an agent, the secretary of state shall serve notice in a record in the manner provided in section 1411 (2) or (3) of this act on:

(a) Each entity represented by the agent, stating that the agent has ceased to be the registered agent for the entity and that, until the entity designates a new registered agent, service of process may be made on the entity as provided in section 1411 of this act; and

(b) The agent, stating that the listing of the agent has been canceled under this section.

NEW SECTION. **Sec. 1410.** RESIGNATION OF REGISTERED AGENT. (1) A registered agent may resign as agent for a represented entity by delivering to the secretary of state for filing a statement of resignation executed by the agent which states:

(a) The name of the entity;

(b) The name of the agent;

(c) That the agent resigns from serving as registered agent for the entity; and

(d) The address of the entity to which the agent will send the notice required by subsection (3) of this section.

(2) A statement of resignation takes effect on the earlier of:

(a) The 31st day after the day on which it is filed by the secretary of state; or

(b) The designation of a new registered agent for the represented entity.

(3) A registered agent promptly shall furnish to the represented entity notice in a record of the date on which a statement of resignation was filed.

NEW SECTION. **Sec. 1411.** SERVICE OF PROCESS, NOTICE, OR DEMAND ON ENTITY. (1) A represented entity may be served with any process, notice, or demand required or permitted by law by serving its registered agent.

(2) If a represented entity ceases to have a registered agent, or if its registered agent cannot with reasonable diligence be served, the entity may be served by registered or certified mail, return receipt requested, or by similar commercial delivery service, addressed to the entity at the entity's principal office. The address of the principal office must be as shown in the entity's most recent annual report filed by the secretary of state. Service is effected under this subsection on the earliest of:

(a) The date the entity receives the mail or delivery by the commercial delivery service;

(b) The date shown on the return receipt, if executed by the entity; or

(c) Five days after its deposit with the United States Postal Service or commercial delivery service, if correctly addressed and with sufficient postage or payment.

(3) If process, notice, or demand cannot be served on an entity pursuant to subsection (1) or (2) of this section, service may be made by handing a copy to the individual in charge of any regular place of business or activity of the entity if the individual served is not a plaintiff in the action.

(4) The secretary of state shall be an agent of the entity for service of process if process, notice, or demand cannot be served on an entity pursuant to subsection (1), (2), or (3) of this section.

(5) Service of process, notice, or demand on a registered agent must be in a written record, but service may be made on a commercial registered agent in other forms, and subject to such requirements, as the agent has stated in its listing under section 1405 of this act that it will accept.

(6) Service of process, notice, or demand may be made by other means under law other than this chapter.

NEW SECTION. **Sec. 1412.** DUTIES OF REGISTERED AGENT. The only duties under this chapter of a registered agent that has complied with this chapter are:

(1) To forward to the represented entity at the address most recently supplied to the agent by the entity any process, notice, or demand pertaining to the entity which is served on or received by the agent;

(2) To provide the notices required by this chapter to the entity at the address most recently supplied to the agent by the entity;

(3) If the agent is a noncommercial registered agent, to keep current the information required by section 1404(1) of this act in the most recent registered agent filing for the entity; and

(4) If the agent is a commercial registered agent, to keep current the information listed for it under section 1405(1) of this act.

NEW SECTION. **Sec. 1413.** JURISDICTION AND VENUE. The designation or maintenance in this state of a registered agent does not by itself create the basis for personal jurisdiction over the represented entity in this state. The address of the agent does not determine venue in an action or a proceeding involving the entity.

ARTICLE 5
FOREIGN ENTITIES

NEW SECTION. **Sec. 1501.** GOVERNING LAW. (1) Part I of this act does not authorize this state to regulate the organization or internal affairs of a foreign entity registered to do business in this state, or govern the liability that a person has as an interest holder or governor for a debt, obligation, or other liability of the foreign entity.

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(2) A foreign entity is not precluded from registering to do business in this state because of any difference between the law of the entity's jurisdiction of formation and the law of this state.

(3) Registration of a foreign entity to do business in this state does not authorize the foreign entity to engage in any activity or exercise any power that a domestic entity of the same type may not engage in or exercise in this state. Except as otherwise provided in this chapter or other applicable law of this state, a foreign entity is subject to the same duties, restrictions, penalties, and liabilities now or later imposed on a domestic entity of the same type.

NEW SECTION. **Sec. 1502.** REGISTRATION TO DO BUSINESS IN THIS STATE. (1) A foreign entity may not do business in this state until it registers with the secretary of state under this chapter.

(2) A foreign entity doing business in this state may not maintain an action or proceeding in this state unless it is registered to do business in this state and has paid to this state all fees and penalties for the years, or parts thereof, during which it did business in this state without having registered.

(3) The successor to a foreign entity that transacted business in this state without a certificate of registration and the assignee of a cause of action arising out of that business may not maintain a proceeding based on that cause of action in any court in this state until the foreign entity, or its successor, obtains a certificate of registration.

(4) A court may stay a proceeding commenced by a foreign entity, its successor, or assignee until it determines whether the foreign entity, or its successor, requires a certificate of registration. If it so determines, the court may further stay the proceeding until the foreign entity, or its successor, obtains the certificate of registration.

(5) A foreign entity that transacts business in this state without a certificate of registration is liable to this state, for the years or parts thereof during which it transacted business in this state without a certificate of registration, in an amount equal to all fees which would have been imposed by this chapter upon the entity had it applied for and received a certificate of registration to transact business in this state and thereafter filed all reports required by this chapter, plus all penalties imposed by this chapter for failure to pay such fees.

(6) The failure of a foreign entity to register to do business in this state does not: (a) Impair the validity of a contract or act of the foreign entity; (b) impair the right of any other party to the contract to maintain any action, suit, or proceeding on the contract; or (c) preclude the foreign entity from defending an action or proceeding in this state.

(7) A limitation on the liability of an interest holder or governor of a foreign entity is not waived solely because the foreign entity does business in this state without registering.

(8) Section 1501 (1) and (2) of this act applies even if a foreign entity fails to register under this Article 5.

NEW SECTION. **Sec. 1503.** FOREIGN REGISTRATION STATEMENT. (1) To register to do business in this state, a foreign entity must deliver a foreign registration statement to the secretary of state for filing. The statement must be executed by the entity and state:

(a) The name of the foreign entity and, if the name does not comply with section 1301 of this act, an alternate name adopted pursuant to section 1506 of this act;

(b) The type of entity and, if it is a foreign limited partnership, whether it is a foreign limited liability limited partnership;

(c) The entity's jurisdiction of formation;

(d) The street and mailing addresses of the entity's principal office and, if the law of the entity's jurisdiction of formation requires the entity to maintain an office in that jurisdiction, the street and mailing addresses of the office;

(e) The information required by section 1404(1) of this act;

(f) The names and addresses of the entity's governors, and if the entity is a business corporation or nonprofit corporation, the names and addresses of its officers;

(g) The date of the entity's formation and period of duration;

(h) The nature of the entity's business or purposes to be conducted or promoted in this state; and

(i) The date on which the entity first did, or intends to do, business in this state.

(2) The foreign entity shall deliver with the registration statement a certificate of existence or a document of similar import, issued no more than sixty days before the date of submission of the registration statement and duly authenticated by the secretary of state or other official having custody of the entity's records in the entity's jurisdiction of formation.

NEW SECTION. **Sec. 1504.** AMENDMENT OF FOREIGN REGISTRATION STATEMENT. A registered foreign entity shall promptly deliver to the secretary of state for filing an amendment to its foreign registration statement if there is a change in:

(1) The name of the entity;

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

(3) The entity's jurisdiction of formation;

(4) An address required by section 1503(1)(d) of this act; or

(5) The information required by section 1404(1) of this act.

NEW SECTION. **Sec. 1505.** ACTIVITIES NOT CONSTITUTING DOING BUSINESS. (1) Activities of a foreign entity that do not constitute doing business in this state under this chapter include, but are not limited to:

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

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

(c) Maintaining accounts in financial institutions;

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

(e) Selling through independent contractors;

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

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

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

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

(j) Owning, without more, property;

(k) Doing business in interstate commerce; and

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

(2) In addition to those acts that are specified in subsection (1) of this section, a foreign degree-granting institution that establishes an approved branch campus in the state under chapter

28B.90 RCW shall not be deemed to transact business in the state solely because it:

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

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

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

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

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

NEW SECTION. **Sec. 1506.** NONCOMPLYING NAME OF FOREIGN ENTITY. (1) A foreign entity whose name does not comply with section 1301 of this act for an entity of its type may not register to do business in this state until it adopts, for the purpose of doing business in this state, an alternate name that complies with section 1301 of this act. A registered foreign entity that registers under an alternate name under this subsection need not comply with chapter 19.80 RCW. After registering to do business in this state with an alternate name, a registered foreign entity shall do business in this state under:

(a) The alternate name;

(b) Its entity name, with the addition of its jurisdiction of formation clearly identified; or

(c) An assumed or fictitious name the entity is authorized to use under chapter 19.80 RCW.

(2) If a registered foreign entity changes its name to one that does not comply with section 1301 of this act, it may not do business in this state until it complies with subsection (1) of this section by amending its foreign registration statement to adopt an alternate name that complies with section 1301 of this act.

NEW SECTION. **Sec. 1507.** WITHDRAWAL OF REGISTRATION OF REGISTERED FOREIGN ENTITY. (1) A registered foreign entity may withdraw its registration by delivering a statement of withdrawal to the secretary of state for filing. The statement of withdrawal must be executed by the entity and state:

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

(b) That the entity is not doing business in this state and that it withdraws its registration to do business in this state;

(c) That the entity revokes the authority of its registered agent to accept service on its behalf in this state; and

(d) An address to which service of process may be made under subsection (3) of this section.

(2) The statement of withdrawal must be accompanied by a copy of a revenue clearance certificate issued pursuant to RCW 82.32.260.

(3) After the withdrawal of the registration of an entity, service of process in any action or proceeding based on a cause of action arising during the time the entity was registered to do business in this state may be made pursuant to section 1411 of this act.

NEW SECTION. **Sec. 1508.** WITHDRAWAL DEEMED ON CONVERSION TO DOMESTIC ENTITY. A registered foreign entity that converts to any type of domestic entity is deemed to have withdrawn its registration on the effective date of the conversion.

NEW SECTION. **Sec. 1509.** WITHDRAWAL ON DISSOLUTION OR CONVERSION. (1) A registered foreign entity that has dissolved and completed winding up or has converted to a domestic or foreign person not subject to this chapter shall deliver a statement of withdrawal to the secretary of state for filing. The statement must be executed by the dissolved or converted entity and state:

(a) In the case of a foreign entity that has completed winding up:

(i) Its name and jurisdiction of formation; and

(ii) That the foreign entity surrenders its registration to do business in this state; and

(b) In the case of a foreign entity that has converted to a domestic or foreign person not subject to this act:

(i) The name of the converting foreign entity and its jurisdiction of formation;

(ii) The type of person to which it has converted and its jurisdiction of formation;

(iii) That it surrenders its registration to do business in this state and revokes the authority of its registered agent to accept service on its behalf; and

(iv) A mailing address to which service of process may be made under subsection (2) of this section.

(2) After a withdrawal is effective under this section, service of process in any action or proceeding based on a cause of action arising during the time the foreign entity was registered to do business in this state may be made pursuant to section 1411 of this act.

NEW SECTION. **Sec. 1510.** TRANSFER OF REGISTRATION. (1) If a registered foreign entity merges into a nonregistered foreign entity or converts to a foreign entity required to register with the secretary of state to do business in this state, the foreign entity shall deliver to the secretary of state for filing an application for transfer of registration. The application must be executed by the surviving or converted entity and state:

(a) The name of the registered foreign entity before the merger or conversion;

(b) The type of entity it was before the merger or conversion;

(c) The name of the applicant entity and, if the name does not comply with section 1301 of this act, an alternate name adopted pursuant to section 1506(1) of this act;

(d) The type of entity of the applicant entity and its jurisdiction of formation; and

(e) The following information regarding the applicant entity, if different than the information for the foreign entity before the merger or conversion:

(i) The street and mailing addresses of the principal office of the entity and, if the law of the entity's jurisdiction of formation requires it to maintain an office in that jurisdiction, the street and mailing addresses of that office; and

(ii) The information required pursuant to section 1404(1) of this act.

(2) When an application for transfer of registration takes effect, the registration of the registered foreign entity to do business in this state is transferred without interruption to the entity into which it has merged or to which it has been converted.

NEW SECTION. **Sec. 1511.** TERMINATION OF REGISTRATION. (1) The secretary of state may terminate the registration of a registered foreign entity in the manner provided in subsections (2) and (3) of this section if:

(a) The entity does not pay any fee, interest, or penalty required to be paid to the secretary of state under this chapter or law of this state other than this chapter;

(b) The entity does not deliver to the secretary of state for filing an annual report when it is due;

(c) The entity does not have a registered agent as required by section 1402 of this act;

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(d) The entity does not deliver to the secretary of state for filing a statement of change under section 1407 of this act if change occurs in the name or address of the entity's registered agent;

(e) A governor, officer, or agent of the entity executed a document knowing it was false in any material respect with intent that the document be delivered to the secretary of state for filing; or

(f) The secretary of state receives a duly authenticated certificate from the secretary of state or other official having custody of the entity's records in the entity's jurisdiction of formation stating that it has been dissolved or disappeared as the result of a merger.

(2) If the secretary of state determines that one or more grounds for termination exist under subsection (1) of this section, the secretary of state shall deliver a notice of the determination to the registered foreign entity's registered agent or, if the entity does not have a registered agent, to the entity's principal office. The notice must state the grounds for termination under subsection (1) of this section.

(3) If the entity does not cure each ground for termination stated in the notice within sixty days after the notice is effective, the secretary of state shall terminate the registration of the foreign entity by filing a statement of termination that recites the ground or grounds for termination and the effective date of termination and delivering a copy of the statement of termination to the foreign entity.

(4) The authority of a registered foreign entity to do business in this state ceases on the effective date of termination shown on the statement of termination.

(5) The termination of a foreign entity's registration does not terminate the authority of the registered agent of the foreign entity.

NEW SECTION. **Sec. 1512.** ACTION BY ATTORNEY GENERAL. The attorney general may maintain an action to enjoin a foreign entity from doing business in this state in violation of this chapter.

ARTICLE 6
ADMINISTRATIVE DISSOLUTION

NEW SECTION. **Sec. 1601.** For the purposes of this Article 6, the term "domestic entity" does not include a domestic limited liability partnership.

NEW SECTION. **Sec. 1602.** GROUNDS. The secretary of state may commence a proceeding under section 1603 of this act to dissolve a domestic entity administratively if:

(1) The entity does not pay any fee, interest, or penalty required to be paid to the secretary of state when due;

(2) The entity does not deliver an annual report to the secretary of state not later than one hundred twenty days after it is due;

(3) The entity does not have a registered agent in this state for thirty consecutive days; or

(4) The entity's period of duration stated in its public organic record expired.

NEW SECTION. **Sec. 1603.** PROCEDURE AND EFFECT. (1) If the secretary of state determines that one or more grounds exist under section 1602 of this act for administratively dissolving a domestic entity, the secretary of state shall serve the entity pursuant to section 1211 of this act with notice in a record of the secretary of state's determination.

(2) If a domestic entity, not later than sixty days after service of the notice required by subsection (1) of this section, does not cure or demonstrate to the satisfaction of the secretary of state the nonexistence of each ground determined by the secretary of state, the secretary of state shall administratively dissolve the entity by executing a statement of administrative dissolution that recites the grounds for dissolution and the effective date of dissolution. The secretary of state shall file the statement and serve a copy on the entity pursuant to section 1211 of this act.

(3) A domestic entity that is dissolved administratively continues its existence as an entity but may not carry on any activities except as necessary to wind up its activities and affairs and liquidate its assets in the manner provided in its organic law or to apply for reinstatement under section 1604 of this act.

(4) The administrative dissolution of a domestic entity does not terminate the authority of its registered agent.

NEW SECTION. **Sec. 1604.** REINSTATEMENT. (1) A domestic entity that is dissolved administratively under section 1603 of this act may apply to the secretary of state for reinstatement not later than five years after the effective date of dissolution. The application must be executed by the entity and state:

(a) The name of the entity and a statement that the name satisfies section 1301 of this act; if the name does not satisfy section 1301 of this act, the entity must deliver with its application an amendment to its public organic record changing its name;

(b) The address of the principal office of the entity and the name and address of its registered agent;

(c) The effective date of the entity's administrative dissolution; and

(d) That the grounds for dissolution did not exist or have been cured.

(2) To be reinstated, an entity must pay the full amount of all annual license or renewal fees which would have been assessed during the period of administrative dissolution had the entity been in active status, plus a penalty fee established by the secretary of state by rule, and the license or renewal fee for the year of reinstatement.

(3) If the secretary of state determines that an application under subsection (1) of this section contains the information required by subsection (1) of this section, is satisfied that the information is correct, and determines that all payments required to be made to the secretary of state by subsection (2) of this section have been made, the secretary of state shall:

(a) Cancel the statement of administrative dissolution and prepare a statement of reinstatement that states the secretary of state's determination and the effective date of reinstatement;

(b) File the statement; and

(c) Serve a copy of the statement on the entity.

(4) When reinstatement under this section is effective as provided in section 1203 of this act:

(a) It relates back to and takes effect as of the effective date of the administrative dissolution; and

(b) The domestic entity resumes carrying on its activities and affairs as if the administrative dissolution had never occurred, except for the rights of a person arising out of an act or omission in reliance on the dissolution before the person knew or had reason to know of the reinstatement.

NEW SECTION. **Sec. 1605.** JUDICIAL REVIEW OF DENIAL OF REINSTATEMENT. (1) If the secretary of state denies a domestic entity's application for reinstatement following administrative dissolution, the secretary of state shall serve the entity with a notice in a record that explains the reasons for denial.

(2) An entity may seek judicial review of denial of reinstatement in the superior court not later than thirty days after service of the notice of denial.

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NEW SECTION. **Sec. 1606.** ENTITY NAME NOT DISTINGUISHABLE FROM NAME OF GOVERNMENTAL ENTITY. (1) Any county, city, town, district, or other political subdivision of the state, or the state of Washington or any department or agency of the state, may apply to the secretary of state for the administrative dissolution, or the termination of registration, of any entity using a name that is not distinguishable from the name of the applicant for dissolution. The application must state the precise legal name of the governmental entity and its date of formation and the applicant shall mail a copy to the entity's registered agent. If the name of the entity is not distinguishable from the name of the applicant, then, except as provided in subsection (4) of this section, the secretary of state shall commence proceedings for administrative dissolution under section 1603 of this act or termination of registration under section 1511 of this act.

(2) A name may not be considered distinguishable by virtue of the items specified in section 1301(3) of this act.

(3)(a) The following are not distinguishable for purposes of this section:

(i) "City of Anytown" and "City of Anytown, Inc."; and

(ii) "City of Anytown" and "Anytown City."

(b) The following are distinguishable for purposes of this section:

(i) "City of Anytown" and "Anytown, Inc.";

(ii) "City of Anytown" and "The Anytown Company"; and

(iii) "City of Anytown" and "Anytown Cafe, Inc."

(4) If the entity that is the subject of the application was formed or registered before the formation of the applicant as a governmental entity, then this section applies only if the applicant for dissolution provides a certified copy of a final judgment of a court of competent jurisdiction determining that the applicant holds a superior property right to the name than does the entity.

(5) The duties of the secretary of state under this section are ministerial.

ARTICLE 7
MISCELLANEOUS PROVISIONS

NEW SECTION. **Sec. 1701.** RESERVATION OF POWER TO AMEND OR REPEAL. The legislature has power to amend or repeal all or part of this chapter at any time, and all domestic and foreign entities subject to this chapter are governed by the amendment or repeal.

NEW SECTION. **Sec. 1702.** SUPPLEMENTAL PRINCIPLES OF LAW. Unless displaced by particular provisions of this chapter, the principles of law and equity supplement this chapter.

NEW SECTION. **Sec. 1703.** RELATION TO ELECTRONIC SIGNATURES IN GLOBAL AND NATIONAL COMMERCE ACT. This chapter modifies, limits, and supersedes the electronic signatures in global and national commerce act, 15 U.S.C. Sec. 7001 et seq., but does not modify, limit, or supersede Sec. 101(c) of that act, 15 U.S.C. Sec. 7001(c), or authorize electronic delivery of any of the notices described in section 103(b) of that act, 15 U.S.C. Sec. 7003(b).

NEW SECTION. **Sec. 1704.** SAVINGS CLAUSE. The repeal of a statute by this act does not affect:

(1) The operation of the statute or any action taken under it before its repeal;

(2) Any ratification, right, remedy, privilege, obligation, or liability acquired, accrued, or incurred under the statute before its repeal;

(3) Any violation of the statute or any penalty, forfeiture, or punishment incurred because of the violation before its repeal; or

(4) Any proceeding, reorganization, or dissolution commenced under the statute before its repeal, and the proceeding, reorganization, or dissolution may be completed in accordance with the statute as if it had not been repealed.

ARTICLE 8
IMPLEMENTATION

NEW SECTION. **Sec. 1801.** Sections 1101 through 1704 of this act constitute a new chapter in Title 23 RCW.

NEW SECTION. **Sec. 1802.** If any provision of this act or its application to any person or circumstance is held invalid, the remainder of the act or the application of the provision to other persons or circumstances is not affected.

NEW SECTION. **Sec. 1803.** (1) Parts I, II, III, IV, V, VI, VIII, and IX of this act take effect January 1, 2016.

(2) Part VII of this act takes effect upon the effective date of chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015.

PART II
BUSINESS CORPORATION ACT REVISIONS

Sec. 2101. RCW 23B.01.200 and 2002 c 297 s 1 are each amended to read as follows:

(1) A record required or permitted by this title to be filed in the office of the secretary of state must satisfy the requirements of part I, Article 2 of this act, this section, and ((~~of~~)) any other section that adds to or varies from these requirements, to be entitled to filing by the secretary of state.

(2) ((~~The secretary of state may permit records to be filed through electronic transmission. The secretary of state may adopt rules varying from these requirements to facilitate electronic filing. These rules shall detail the circumstances under which the electronic filing of records shall be permitted and how such records shall be filed. These rules may also impose additional requirements related to implementation of electronic filing processes including but not limited to: File formats; signature technologies; the manner of delivery; and the types of entities or records permitted.~~

~~(3) This title must require or permit filing the record in the office of the secretary of state.~~

~~(4) The record must contain the information required by this title. It may contain other information as well.~~

~~(5) The record must: (a) Be typewritten or printed, and must meet such legibility or other standards as may be prescribed by the secretary of state; or (b) meet the standards for electronic filing as may be prescribed by the secretary of state.~~

~~(6) The record must be in the English language. A corporate name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.~~

~~(7)~~)) Unless otherwise indicated in this title, all records ((~~submitted~~)) delivered to the secretary of state for filing must be executed:

(a) By the chairperson of the board of directors of a domestic or foreign corporation, by its president, or by another of its officers;

(b) If directors have not been selected or the corporation has not been formed, by an incorporator; or

(c) If the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

((~~(8) The person executing the record shall sign it and state beneath or opposite the signature the name of the person and the capacity in which the person signs. The record may but need not contain: (a) The corporate seal; (b) an attestation by the secretary~~

~~or an assistant secretary; or (c) an acknowledgment, verification, or proof.~~

~~(9) If the secretary of state has prescribed a mandatory form for the record under RCW 23B.01.210, the record must be in or on the prescribed form.~~

~~(10) The record must be received by the office of the secretary of state for filing and, except in the case of an electronic filing, must be accompanied by one exact or conformed copy, the correct filing fee or charge, including license fee, penalty and service fee, and any attachments which are required for the filing.~~))

Sec. 2102. RCW 23B.01.220 and 2002 c 297 s 3 are each amended to read as follows:

((~~(1)~~)) Corporations are subject to the applicable fees, charges, and penalties established by the secretary of state ((~~shall collect in accordance with the provisions of this title:~~

~~(a) Fees for filing records and issuing certificates;~~

~~(b) Miscellaneous charges;~~

~~(c) License fees as provided in RCW 23B.01.500 through 23B.01.550;~~

~~(d) Penalty fees; and~~

~~(e) Other fees as the secretary of state may establish by rule adopted under chapter 34.05 RCW.~~

~~(2) The secretary of state shall collect the following fees when the records described in this subsection are delivered for filing:~~

~~One hundred seventy-five dollars, pursuant to RCW 23B.01.520 and 23B.01.540, for:~~

~~(a) Articles of incorporation; and~~

~~(b) Application for certificate of authority.~~

~~(3) The secretary of state shall establish by rule, fees for the following:~~

~~(a) Application for reinstatement;~~

~~(b) Articles of correction;~~

~~(c) Amendment of articles of incorporation;~~

~~(d) Restatement of articles of incorporation, with or without amendment;~~

~~(e) Articles of merger or share exchange;~~

~~(f) Articles of revocation of dissolution;~~

~~(g) Application for amended certificate of authority;~~

~~(h) Application for reservation, registration, or assignment of reserved name;~~

~~(i) Corporation's statement of change of registered agent or registered office, or both, except where this information is provided in conjunction with and on an initial report or an annual report form filed under RCW 23B.01.530, 23B.01.550, 23B.02.050, or 23B.16.220;~~

~~(j) Agent's resignation, or statement of change of registered office, or both, for each affected corporation;~~

~~(k) Initial report; and~~

~~(l) Any record not listed in this subsection that is required or permitted to be filed under this title.~~

~~(4) Fees shall be adjusted by rule only in an amount that does not exceed the average biennial increase in the cost of providing service. This shall be determined in a biennial cost study performed by the secretary of state.~~

~~(5) The secretary of state shall not collect fees for:~~

~~(a) Agent's consent to act as agent;~~

~~(b) Agent's resignation, if appointed without consent;~~

~~(c) Articles of dissolution;~~

~~(d) Certificate of judicial dissolution;~~

~~(e) Application for certificate of withdrawal; and~~

~~(f) Annual report when filed concurrently with the payment of annual license fees.~~

~~(6) The secretary of state shall collect a fee in an amount established by the secretary of state by rule per defendant served, upon being served process under this title. The party to a proceeding causing service of process is entitled to recover this fee as costs if such party prevails in the proceeding.~~

~~(7) The secretary of state shall establish by rule and collect a fee from every person or organization:~~

~~(a) For furnishing a certified copy of any record, instrument, or paper relating to a corporation;~~

~~(b) For furnishing a certificate, under seal, attesting to the existence of a corporation, or any other certificate; and~~

~~(c) For furnishing copies of any record, instrument, or paper relating to a corporation, other than of an initial report or an annual report.~~

~~(8) For annual license fees for domestic and foreign corporations, see RCW 23B.01.500, 23B.01.510, 23B.01.530, and 23B.01.550. For penalties for nonpayment of annual license fees and failure to complete annual report, see RCW 23B.01.570~~)) under section 1213 of this act and RCW 43.07.120.

Sec. 2103. RCW 23B.01.230 and 2002 c 297 s 4 are each amended to read as follows:

((~~(1) Except as provided in subsection (2) of this section and RCW 23B.01.240(3), a record accepted for filing is effective on the date it is filed by the secretary of state and at the time on that date specified in the record. If no time is specified in the record, the record is effective at the close of business on the date it is filed by the secretary of state.~~

~~(2) If a record specifies a delayed effective time and date, the record becomes effective at the time and date specified. If a record specifies a delayed effective date but no time is specified, the record is effective at the close of business on that date. A delayed effective date for a record may not be later than the ninetieth day after the date it is filed.~~

~~(3) When a record is received for filing by the secretary of state in a form which complies with the requirements of this title and which would entitle the record to be filed on receipt, but the secretary of state's approval action occurs subsequent to the date of receipt, the secretary of state's filing date shall relate back to and be shown as the date on which the secretary of state first received the record in acceptable form~~)) A record filed with the secretary of state is effective as provided in section 1203 of this act, and may state a delayed effective date and time in accordance with section 1203 of this act.

Sec. 2104. RCW 23B.01.240 and 2002 c 297 s 5 are each amended to read as follows:

((~~(1)~~)) A domestic or foreign corporation may correct a record filed by the secretary of state ((~~if the record (a) contains an incorrect statement; or (b) was defectively executed, attested, sealed, verified, or acknowledged.~~

~~(2) A record is corrected:~~

~~(a) By preparing articles of correction that (i) describe the record, including its filing date, or attach a copy of it to the articles of correction, (ii) specify the incorrect statement and the reason it is incorrect or the manner in which the execution was defective, and (iii) correct the incorrect statement or defective execution; and~~

~~(b) By delivering the articles of correction to the secretary of state for filing.~~

~~(3) Articles of correction are effective on the effective date of the record they correct except as to persons relying on the uncorrected record and adversely affected by the correction. As to those persons, articles of correction are effective when filed~~)) in accordance with section 1205 of this act.

Sec. 2105. RCW 23B.01.250 and 2002 c 297 s 6 are each amended to read as follows:

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(((~~(1) If a record delivered to the office of the secretary of state for filing satisfies the requirements of RCW 23B.01.200, the secretary of state shall file it.~~

~~(2)(a) The secretary of state files a record: (i) In the case of a record in a tangible medium, by stamping or otherwise endorsing "Filed," together with the secretary of state's name and official title and the date of filing, on both the original and the record copy; and (ii) in the case of an electronically transmitted record, by the electronic processes as may be prescribed by the secretary of state from time to time that result in the information required by (a)(i) of this subsection being permanently attached to or associated with such electronically transmitted record.~~

~~(b) After filing a record, the secretary of state shall deliver a record of the filing to the domestic or foreign corporation or its representative either: (i) In a written copy of the filing; or (ii) if the corporation has designated an address, location, or system to which the record may be electronically transmitted and the secretary of state elects to provide the record by electronic transmission, in an electronically transmitted record of the filing.~~

~~(3) If the secretary of state refuses to file a record, the secretary of state shall return it to the domestic or foreign corporation or its representative, together with a brief explanation of the reason for the refusal. The explanation shall be either: (a) In a written record or (b) if the corporation has designated an address, location, or system to which the explanation may be electronically transmitted and the secretary of state elects to provide the explanation by electronic transmission, in an electronically transmitted record.~~

~~(4) The secretary of state's duty to file records under this section is ministerial. Filing or refusal to file a record does not:~~

~~(a) Affect the validity or invalidity of the record in whole or part;~~

~~(b) Relate to the correctness or incorrectness of information contained in the record; or~~

~~(c) Create a presumption that the record is valid or invalid or that information contained in the record is correct or incorrect~~)) Section 1206 of this act governs the secretary of state's duty to file records delivered to the secretary of state for filing, the manner and effect of filing, and procedures that apply when the secretary of state refuses to file a record.

Sec. 2106. RCW 23B.01.280 and 1991 c 72 s 27 are each amended to read as follows:

(((~~(1)~~)) Any person may apply to the secretary of state under section 1208 of this act to furnish a certificate of existence for a domestic corporation or a certificate of ((~~authorization~~)) registration for a foreign corporation.

(((~~(2) A certificate of existence or authorization means that as of the date of its issuance:~~

~~(a) The domestic corporation is duly incorporated under the laws of this state, or that the foreign corporation is authorized to transact business in this state;~~

~~(b) All fees and penalties owed to this state under this title have been paid, if (i) payment is reflected in the records of the secretary of state, and (ii) nonpayment affects the existence or authorization of the domestic or foreign corporation;~~

~~(c) The corporation's initial report or its most recent annual report required by RCW 23B.16.220 has been delivered to the secretary of state; and~~

~~(d) Articles of dissolution or an application for withdrawal have not been filed by the secretary of state.~~

~~(3) A person may apply to the secretary of state to issue a certificate covering any fact of record.~~

~~(4) Subject to any qualification stated in the certificate, a certificate of existence or authorization issued by the secretary of state may be relied upon as conclusive evidence that the domestic or foreign corporation is in existence or is authorized to transact business in the corporate form in this state.~~))

Sec. 2107. RCW 23B.01.290 and 1989 c 165 s 12 are each amended to read as follows:

((~~Any person who signs a document such person knows is false in any material respect with intent that the document be delivered to the secretary of state for filing is guilty of a gross misdemeanor punishable under chapter 9A.20 RCW~~)) Section 1209 of this act governs the penalty that applies for executing a false record that is intended to be delivered to the secretary of state for filing.

Sec. 2108. RCW 23B.01.410 and 2009 c 189 s 2 are each amended to read as follows:

(1) Notice under this title must be provided in the form of a record, except that oral notice of any meeting of the board of directors may be given if expressly authorized by the articles of incorporation or bylaws.

(2) Permissible means of transmission.

(a) Oral notice. Oral notice may be communicated in person, by telephone, wire, or wireless equipment which does not transmit a facsimile of the notice, or by any electronic means which does not create a record. If these forms of oral notice are impracticable, oral notice may be communicated by radio, television, or other form of public broadcast communication.

(b) Notice provided in a tangible medium. Notice may be provided in a tangible medium and be transmitted by mail, private carrier, or personal delivery; telegraph or teletype; or telephone, wire, or wireless equipment which transmits a facsimile of the notice. If these forms of notice in a tangible medium are impracticable, notice in a tangible medium may be transmitted by an advertisement in a newspaper of general circulation in the area where published.

(c) Notice provided in an electronic transmission.

(i) Notice may be provided in an electronic transmission and be electronically transmitted.

(ii) Notice to shareholders or directors in an electronic transmission is effective only with respect to shareholders and directors that have consented, in the form of a record, to receive electronically transmitted notices under this title and designated in the consent the address, location, or system to which these notices may be electronically transmitted and with respect to a notice that otherwise complies with any other requirements of this title and applicable federal law.

(A) Notice to shareholders or directors for this purpose includes material that this title requires to accompany the notice.

(B) A shareholder or director who has consented to receipt of electronically transmitted notices may revoke this consent by delivering a revocation to the corporation in the form of a record.

(C) The consent of any shareholder or director is revoked if (I) the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and (II) this inability becomes known to the secretary of the corporation, the transfer agent, or any other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other corporate action.

(iii) Notice to shareholders or directors who have consented to receipt of electronically transmitted notices may be provided by (A) posting the notice on an electronic network and (B) delivering to the shareholder or director a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

(iv) Notice to a domestic or foreign corporation, authorized to transact business in this state, in an electronic transmission is effective only with respect to a corporation that has designated in

a record an address, location, or system to which the notices may be electronically transmitted.

(d) Materials accompanying notice to shareholders of public companies. Notwithstanding anything to the contrary in this section or any other section of this title, if this title requires that a notice to shareholders be accompanied by certain material, a public company may satisfy such a requirement, whether or not a shareholder has consented to receive electronically transmitted notice, by (i) posting the material on an electronic network (either separate from, or in combination or as part of, any other materials the public company has posted on the electronic network in compliance with applicable federal law) at or prior to the time that the notice is delivered to the public company's shareholders entitled to receive the notice, and (ii) delivering to the public company's shareholders entitled to receive the notice a separate record of the posting (which record may accompany, or be contained in, the notice), together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. In such a case, the material is deemed to have been delivered to the public company's shareholders at the time the notice to the shareholders is effective under this section. A public company that elects pursuant to this section to post on an electronic network any material required by this title to accompany a notice to shareholders is required, at its expense, to provide a copy of the material in a tangible medium (alone or in combination or as part of any other materials the public company has posted on the electronic network in compliance with federal law) to any shareholder entitled to such a notice who so requests.

(3) Effective time and date of notice.

(a) Oral notice. Oral notice is effective when received.

(b) Notice provided in a tangible medium.

(i) Notice in a tangible medium, if in a comprehensible form, is effective at the earliest of the following:

(A) If expressly authorized by the articles of incorporation or bylaws, and if notice is sent to the person's address, telephone number, or other number appearing on the records of the corporation, when dispatched by telegraph, teletype, or facsimile equipment;

(B) When received;

(C) Except as provided in (b)(ii) of this subsection, five days after its deposit in the United States mail, as evidenced by the postmark, if mailed with first-class postage, prepaid and correctly addressed; or

(D) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

(ii) Notice in a tangible medium by a domestic or foreign corporation to its shareholder, if in a comprehensible form and correctly addressed to the shareholder's address shown in the corporation's current record of shareholders, is effective:

(A) When mailed, if mailed with first-class postage prepaid; and

(B) When dispatched, if prepaid, by air courier.

(iii) Notice in a tangible medium to a domestic or foreign corporation, authorized to transact business in this state, may be addressed to the corporation's registered agent ((~~at its registered office~~)) or to the corporation or its secretary at its principal office shown in its most recent annual report, or in the case of a foreign corporation that has not yet delivered its annual report in its ((~~application for a certificate of authority~~)) foreign registration statement.

(c) Notice provided in an electronic transmission. Notice provided in an electronic transmission, if in comprehensible form, is effective when it: (i) Is electronically transmitted to an address, location, or system designated by the recipient for that purpose; or (ii) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

(4) If this title prescribes notice requirements for particular circumstances, those requirements govern. If articles of incorporation or bylaws prescribe notice requirements, not inconsistent with this section or other provisions of this title, those requirements govern.

Sec. 2109. RCW 23B.01.520 and 1989 c 165 s 18 are each amended to read as follows:

For the privilege of doing business, every domestic corporation, except one for which existing law provides a different fee schedule, shall pay a fee for the filing of its articles of incorporation and its first year's license ((~~a fee of one hundred seventy-five dollars~~)), and an annual license fee for each year following incorporation on or before the expiration of its corporate license, in an amount established by the secretary of state under section 1213 of this act.

Sec. 2110. RCW 23B.01.540 and 1989 c 165 s 20 are each amended to read as follows:

A foreign corporation doing an intrastate business or seeking to do an intrastate business in the state of Washington shall ((~~qualify so to do in the manner prescribed in this title and shall~~)) pay for the privilege of so doing the same filing and annual license fees prescribed in ((~~this title for domestic corporations, including the same fees as are prescribed in~~)) RCW 23B.01.520((~~, for the filing of articles of incorporation of a domestic corporation~~)) for domestic corporations.

Sec. 2111. RCW 23B.01.570 and 1994 c 287 s 6 are each amended to read as follows:

In the event any corporation, foreign or domestic, fails to file a full and complete initial report under ((~~RCW 23B.02.050(4) and 23B.16.220(3)~~)) section 1212 of this act or does business in this state without having paid its annual corporate license fee and without having filed a substantially complete annual report under ((~~RCW 23B.16.220(1)~~)) section 1212 of this act when either is due, there shall become due and owing the state of Washington a penalty as established by rule by the secretary under section 1213 of this act.

A corporation organized under this title may at any time prior to its dissolution as provided in ((~~RCW 23B.14.200~~)) part I, Article 6 of this act, and a foreign corporation ((~~qualified~~)) registered to do business in this state may at any time prior to the ((~~revocation of its certificate of authority~~)) termination of its registration as provided in ((~~RCW 23B.15.300~~)) section 1511 of this act, pay to the state of Washington its current annual license fee, provided it also pays an amount equal to all previously unpaid annual license fees plus the penalty established by rule by the secretary under section 1213 of this act.

Sec. 2112. RCW 23B.02.020 and 2009 c 189 s 3 are each amended to read as follows:

(1) The articles of incorporation must set forth:

(a) A corporate name for the corporation that satisfies the requirements of ((~~RCW 23B.04.010~~)) part I, Article 3 of this act;

(b) The number of shares the corporation is authorized to issue in accordance with RCW 23B.06.010 and 23B.06.020;

(c) The ((~~street address of the corporation's initial registered office and the~~)) name and address of its initial registered agent ((~~at that office~~)) designated in accordance with ((~~RCW 23B.05.010~~)) part I, Article 4 of this act; and

(d) The name and address of each incorporator in accordance with RCW 23B.02.010.

(2) The articles of incorporation or bylaws must either specify the number of directors or specify the process by which

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the number of directors will be fixed, unless the articles of incorporation dispense with a board of directors pursuant to RCW 23B.08.010.

(3) Unless its articles of incorporation provide otherwise, a corporation is governed by the following provisions:

(a) The board of directors may adopt bylaws to be effective only in an emergency as provided by RCW 23B.02.070;

(b) A corporation has the purpose of engaging in any lawful business under RCW 23B.03.010;

(c) A corporation has perpetual existence and succession in its corporate name under RCW 23B.03.020;

(d) A corporation has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including itemized powers under RCW 23B.03.020;

(e) All shares are of one class and one series, have unlimited voting rights, and are entitled to receive the net assets of the corporation upon dissolution under RCW 23B.06.010 and 23B.06.020;

(f) If more than one class of shares is authorized, all shares of a class must have preferences, limitations, and relative rights identical to those of other shares of the same class under RCW 23B.06.010;

(g) If the board of directors is authorized to designate the number of shares in a series, the board may, after the issuance of shares in that series, reduce the number of authorized shares of that series under RCW 23B.06.020;

(h) The board of directors must approve any issuance of shares under RCW 23B.06.210;

(i) Shares may be issued pro rata and without consideration to shareholders under RCW 23B.06.230;

(j) Shares of one class or series may not be issued as a share dividend with respect to another class or series, unless there are no outstanding shares of the class or series to be issued, or a majority of votes entitled to be cast by such class or series approve as provided in RCW 23B.06.230;

(k) A corporation may issue rights, options, or warrants for the purchase of shares of the corporation under RCW 23B.06.240;

(l) A shareholder has, and may waive, a preemptive right to acquire the corporation's unissued shares as provided in RCW 23B.06.300;

(m) Shares of a corporation acquired by it may be reissued under RCW 23B.06.310;

(n) The board may authorize and the corporation may make distributions not prohibited by statute under RCW 23B.06.400;

(o) The preferential rights upon dissolution of certain shareholders will be considered a liability for purposes of determining the validity of a distribution under RCW 23B.06.400;

(p) Corporate action may be approved by shareholders by unanimous consent of all shareholders entitled to vote on the corporate action, unless the approval of a lesser number of shareholders is permitted as provided in RCW 23B.07.040, which shareholder consent shall be in the form of a record;

(q) Unless this title requires otherwise, the corporation is required to give notice only to shareholders entitled to vote at a meeting and the notice for an annual meeting need not include the purpose for which the meeting is called under RCW 23B.07.050;

(r) A corporation that is a public company shall hold a special meeting of shareholders if the holders of at least ten percent of the votes entitled to be cast on any issue proposed to be considered at the meeting demand a meeting under RCW 23B.07.020;

(s) Subject to statutory exceptions, each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a shareholders' meeting under RCW 23B.07.210;

(t) A majority of the votes entitled to be cast on a matter by a voting group constitutes a quorum, unless the title provides otherwise under RCW 23B.07.250 and 23B.07.270;

(u) Corporate action on a matter, other than election of directors, by a voting group is approved if the votes cast within the voting group favoring the corporate action exceed the votes cast opposing the corporate action, unless this title requires a greater number of affirmative votes under RCW 23B.07.250;

(v) All shares of one or more classes or series that are entitled to vote will be counted together collectively on any matter at a meeting of shareholders under RCW 23B.07.260;

(w) Directors are elected by cumulative voting under RCW 23B.07.280;

(x) Directors are elected by a plurality of votes cast by shares entitled to vote under RCW 23B.07.280, except as otherwise provided in the articles of incorporation or a bylaw adopted pursuant to RCW 23B.10.205;

(y) A corporation must have a board of directors under RCW 23B.08.010;

(z) All corporate powers must be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors under RCW 23B.08.010;

(aa) The shareholders may remove one or more directors with or without cause under RCW 23B.08.080;

(bb) A vacancy on the board of directors may be filled by the shareholders or the board of directors under RCW 23B.08.100;

(cc) A corporation shall indemnify a director who was wholly successful in the defense of any proceeding to which the director was a party because the director is or was a director of the corporation against reasonable expenses incurred by the director in connection with the proceeding under RCW 23B.08.520;

(dd) A director of a corporation who is a party to a proceeding may apply for indemnification of reasonable expenses incurred by the director in connection with the proceeding to the court conducting the proceeding or to another court of competent jurisdiction under RCW 23B.08.540;

(ee) An officer of the corporation who is not a director is entitled to mandatory indemnification under RCW 23B.08.520, and is entitled to apply for court-ordered indemnification under RCW 23B.08.540, in each case to the same extent as a director under RCW 23B.08.570;

(ff) The corporation may indemnify and advance expenses to an officer, employee, or agent of the corporation who is not a director to the same extent as to a director under RCW 23B.08.570;

(gg) A corporation may indemnify and advance expenses to an officer, employee, or agent who is not a director to the extent, consistent with law, that may be provided by its articles of incorporation, bylaws, general or specific approval of its board of directors, or contract under RCW 23B.08.570;

(hh) A corporation's board of directors may adopt certain amendments to the corporation's articles of incorporation without shareholder approval under RCW 23B.10.020;

(ii) Unless this title or the board of directors requires a greater vote or a vote by voting groups, an amendment to the corporation's articles of incorporation must be approved by each voting group entitled to vote on the proposed amendment by two-thirds, or, in the case of a public company, a majority, of all the votes entitled to be cast by that voting group under RCW 23B.10.030;

(jj) A corporation's board of directors may amend or repeal the corporation's bylaws unless this title reserves this power exclusively to the shareholders in whole or in part, or unless the shareholders in amending or repealing a bylaw provide expressly

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that the board of directors may not amend or repeal that bylaw under RCW 23B.10.200;

(kk) Unless this title or the board of directors require a greater vote or a vote by voting groups, a plan of merger or share exchange must be approved by each voting group entitled to vote on the merger or share exchange by two-thirds of all the votes entitled to be cast by that voting group under RCW 23B.11.030;

(ll) Approval by the shareholders of the sale, lease, exchange, or other disposition of all, or substantially all, the corporation's property in the usual and regular course of business is not required under RCW 23B.12.010;

(mm) Approval by the shareholders of the mortgage, pledge, dedication to the repayment of indebtedness, or other encumbrance of any or all of the corporation's property, whether or not in the usual and regular course of business, is not required under RCW 23B.12.010;

(nn) Unless the board of directors requires a greater vote or a vote by voting groups, a sale, lease, exchange, or other disposition of all or substantially all of the corporation's property, other than in the usual and regular course of business, must be approved by each voting group entitled to vote on such transaction by two-thirds of all votes entitled to be cast by that voting group under RCW 23B.12.020; and

(oo) Unless the board of directors requires a greater vote or a vote by voting groups, a proposal to dissolve must be approved by each voting group entitled to vote on the dissolution by two-thirds of all votes entitled to be cast by that voting group under RCW 23B.14.020.

(4) Unless its articles of incorporation or its bylaws provide otherwise, a corporation is governed by the following provisions:

(a) The board of directors may approve the issuance of some or all of the shares of any or all of the corporation's classes or series without certificates under RCW 23B.06.260;

(b) A corporation that is not a public company shall hold a special meeting of shareholders if the holders of at least ten percent of the votes entitled to be cast on any issue proposed to be considered at the meeting demand a meeting under RCW 23B.07.020;

(c) A director need not be a resident of this state or a shareholder of the corporation under RCW 23B.08.020;

(d) The board of directors may fix the compensation of directors under RCW 23B.08.110;

(e) Members of the board of directors may participate in a meeting of the board by any means of similar communication by which all directors participating can hear each other during the meeting under RCW 23B.08.200;

(f) Corporate action permitted or required by this title to be taken at a board of directors' meeting may be approved without a meeting if approved by all members of the board under RCW 23B.08.210;

(g) Regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting under RCW 23B.08.220;

(h) Special meetings of the board of directors must be preceded by at least two days' notice of the date, time, and place of the meeting, and the notice need not describe the purpose of the special meeting under RCW 23B.08.220;

(i) A quorum of a board of directors consists of a majority of the number of directors under RCW 23B.08.240;

(j) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors under RCW 23B.08.240;

(k) A board of directors may create one or more committees and appoint members of the board of directors to serve on them under RCW 23B.08.250; and

(l) Unless approved by the shareholders, a corporation may indemnify, or make advances to, a director for reasonable expenses incurred in the defense of any proceeding to which the director was a party because of being a director only to the extent such action is consistent with RCW 23B.08.500 through 23B.08.580.

(5) The articles of incorporation may contain the following provisions:

(a) The names and addresses of the individuals who are to serve as initial directors;

(b) The par value of any authorized shares or classes of shares;

(c) Provisions not inconsistent with law related to the management of the business and the regulation of the affairs of the corporation;

(d) Any provision that under this title is required or permitted to be set forth in the bylaws;

(e) Provisions not inconsistent with law defining, limiting, and regulating the powers of the corporation, its board of directors, and shareholders;

(f) Provisions authorizing corporate action to be approved by consent of less than all of the shareholders entitled to vote on the corporate action, in accordance with RCW 23B.07.040;

(g) If the articles of incorporation authorize dividing shares into classes, the election of all or a specified number of directors may be effected by the holders of one or more authorized classes of shares under RCW 23B.08.040;

(h) The terms of directors may be staggered under RCW 23B.08.060;

(i) Shares may be redeemable or convertible (i) at the option of the corporation, the shareholder, or another person, or upon the occurrence of a designated event; (ii) for cash, indebtedness, securities, or other property; or (iii) in a designated amount or in an amount determined in accordance with a designated formula or by reference to extrinsic data or events under RCW 23B.06.010; and

(j) A director's personal liability to the corporation or its shareholders for monetary damages for conduct as a director may be eliminated or limited under RCW 23B.08.320.

(6) The articles of incorporation or the bylaws may contain the following provisions:

(a) A restriction on the transfer or registration of transfer of the corporation's shares under RCW 23B.06.270;

(b) Shareholders may participate in a meeting of shareholders by any means of communication by which all persons participating in the meeting can hear each other under RCW 23B.07.080;

(c) A quorum of the board of directors may consist of as few as one-third of the number of directors under RCW 23B.08.240;

(d) If the corporation is registered as an investment company under the investment company act of 1940, a provision limiting the requirement to hold an annual meeting of shareholders as provided in RCW 23B.07.010(2); and

(e) If the corporation is registered as an investment company under the investment company act of 1940, a provision establishing terms of directors which terms may be longer than one year as provided in RCW 23B.05.050.

(7) The articles of incorporation need not set forth any of the corporate powers enumerated in this title.

Sec. 2113. RCW 23B.02.050 and 2009 c 189 s 4 are each amended to read as follows:

(1) After incorporation:

(a) If initial directors are named in the articles of incorporation, the initial directors shall hold an organizational meeting, at the call of a majority of the directors, to complete the

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organization of the corporation by appointing officers, adopting bylaws, and carrying on any other business brought before the meeting;

(b) If initial directors are not named in the articles, the incorporator or incorporators shall hold an organizational meeting at the call of a majority of the incorporators:

(i) To elect directors and complete the organization of the corporation; or

(ii) To elect a board of directors who shall complete the organization of the corporation.

(2) Corporate action required or permitted by this title to be approved by incorporators at an organizational meeting may be approved without a meeting if the approval is evidenced by the consent of each of the incorporators in the form of a record describing the corporate action so approved and executed by each incorporator.

(3) An organizational meeting may be held in or out of this state.

(4) A ((~~corporation's initial report containing the information described in RCW 23B.16.220(1)~~)) corporation must ((~~be delivered~~)) deliver an initial report to the secretary of state ((~~within one hundred twenty days of the date on which the corporation's articles of incorporation were filed~~)) in accordance with section 1212 of this act.

Sec. 2114. RCW 23B.04.010 and 2012 c 215 s 18 are each amended to read as follows:

((~~(1)~~)) A corporate name((~~:~~

~~(a) Must contain the word "corporation," "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.";~~

~~(b) Must not contain language stating or implying that the corporation is organized for a purpose other than those permitted by RCW 23B.03.010 and its articles of incorporation;~~

~~(c) Must not contain any of the following words or phrases: "Bank," "banking," "banker," "trust," "cooperative," or any combination of the words "industrial" and "loan," or any combination of any two or more of the words "building," "savings," "loan," "home," "association," and "society," or any other words or phrases prohibited by any statute of this state; and~~

~~(d) Except as authorized by subsections (2) and (3) of this section, must be distinguishable upon the records of the secretary of state from:~~

~~(i) The corporate name of a corporation incorporated or authorized to transact business in this state;~~

~~(ii) A corporate name reserved or registered under chapter 23B.04 RCW;~~

~~(iii) The fictitious name adopted under RCW 23B.15.060 by a foreign corporation authorized to transact business in this state because its real name is unavailable;~~

~~(iv) The corporate name or reserved name of a not-for-profit corporation incorporated or authorized to conduct affairs in this state under chapter 24.03 RCW;~~

~~(v) The name or reserved name of a mutual corporation or miscellaneous corporation incorporated or authorized to do business under chapter 24.06 RCW;~~

~~(vi) The name or reserved name of a foreign or domestic limited partnership formed or registered under chapter 25.10 RCW;~~

~~(vii) The name or reserved name of a limited liability company organized or registered under chapter 25.15 RCW;~~

~~(viii) The name or reserved name of a limited liability partnership registered under chapter 25.04 RCW; and~~

~~(ix) The name or reserved name of a social purpose corporation registered under chapter 23B.25 RCW.~~

~~(2) A corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the records from one or more of the names described in subsection (1) of this section. The secretary of state shall authorize use of the name applied for if:~~

~~(a) The other corporation, company, holder, limited liability partnership, or limited partnership consents to the use in writing and files with the secretary of state documents necessary to change its name or the name reserved or registered to a name that is distinguishable upon the records of the secretary of state from the name of the applying corporation; or~~

~~(b) The applicant delivers to the secretary of state a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in this state.~~

~~(3) A corporation may use the name, including the fictitious name, of another domestic or foreign corporation, limited liability company, limited partnership, or limited liability partnership, that is used in this state if the other entity is formed or authorized to transact business in this state, and the proposed user corporation:~~

~~(a) Has merged with the other corporation, limited liability company, or limited partnership; or~~

~~(b) Has been formed by reorganization of the other corporation.~~

~~(4) This title does not control the use of assumed business names or "trade names."~~

~~(5) A name shall not be considered distinguishable upon the records of the secretary of state by virtue of:~~

~~(a) A variation in any of the following designations for the same name: "Corporation," "incorporated," "company," "limited," "partnership," "limited partnership," "limited liability company," "limited liability partnership," or "social purpose corporation," or the abbreviations "corp.," "inc.," "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," "L.L.C." "SPC," or "S.P.C.";~~

~~(b) The addition or deletion of an article or conjunction such as "the" or "and" from the same name;~~

~~(c) Punctuation, capitalization, or special characters or symbols in the same name; or~~

~~(d) Use of abbreviation or the plural form of a word in the same name~~)) must comply with the requirements of part I, Article 3 of this act.

Sec. 2115. RCW 23B.04.020 and 1989 c 165 s 38 are each amended to read as follows:

((~~(1)~~)) A person may reserve the exclusive use of a corporate name((~~, including a fictitious name adopted pursuant to RCW 23B.15.060 for a foreign corporation whose corporate name is not available, by delivering an application to the secretary of state for filing. The application must set forth the name and address of the applicant and the name proposed to be reserved. If the secretary of state finds that the corporate name applied for is available, the secretary of state shall reserve the name for the applicant's exclusive use for a nonrenewable one hundred eighty-day period.~~

~~(2) The owner of a reserved corporate name may transfer the reservation to another person by delivering to the secretary of state a signed notice of the transfer that states the name and address of the transferee~~)) in accordance with section 1303 of this act.

Sec. 2116. RCW 23B.04.030 and 1989 c 165 s 39 are each amended to read as follows:

((~~(1)~~)) A foreign corporation may register its corporate name((~~, or its corporate name with any addition required by RCW 23B.15.060, if the name is distinguishable upon the records of the secretary of state from the names specified in RCW 23B.04.010(1).~~

~~(2) A foreign corporation registers its corporate name, or its corporate name with any addition required by RCW 23B.15.060,~~

~~by delivering to the secretary of state for filing an application that:~~

~~(a) Sets forth its corporate name, or its corporate name with any addition required by RCW 23B.15.060, and the state or country and date of its incorporation; and~~

~~(b) Is accompanied by a certificate of existence, or a document of similar import, from the state or country of incorporation.~~

~~(3) The name is registered for the applicant's exclusive use upon the effective date of the application and until the close of the calendar year in which the application for registration is filed.~~

~~(4) A foreign corporation whose registration is effective may renew it for successive years by delivering to the secretary of state for filing a renewal application, which complies with the requirements of subsection (2) of this section, between October 1 and December 31 of the preceding year. The renewal application when filed renews the registration for the following calendar year.~~

~~(5) A foreign corporation whose registration is effective may thereafter qualify as a foreign corporation under the registered name, or consent in writing to the use of that name by a corporation thereafter incorporated under this title, by a limited partnership thereafter formed under chapter 25.10 RCW, or by another foreign corporation or limited partnership thereafter authorized to transact business in this state. The registration terminates when the domestic corporation is incorporated or the domestic limited partnership is formed, or the foreign corporation qualifies or consents to the qualification of another foreign corporation or limited partnership under the registered name~~)) in accordance with section 1304 of this act.

Sec. 2117. RCW 23B.05.010 and 2002 c 297 s 15 are each amended to read as follows:

((~~(1)~~)) Each corporation must continuously maintain in this state((~~:~~

~~(a) A registered office that may be the same as any of its places of business. The registered office shall be at a specific geographic location in this state, and be identified by number, if any, and street, or building address or rural route, or, if a commonly known street or rural route address does not exist, by legal description. A registered office may not be identified by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in conjunction with the registered office address if the corporation also maintains on file the specific geographic address of the registered office where personal service of process may be made;~~

~~(b) A registered agent that may be:~~

~~(i) An individual residing in this state whose business office is identical with the registered office;~~

~~(ii) A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office;~~

~~(iii) A foreign corporation or not-for-profit foreign corporation authorized to conduct affairs in this state whose business office is identical with the registered office;~~

~~(iv) A domestic limited liability company whose business office is identical with the registered office; or~~

~~(v) A foreign limited liability company authorized to conduct affairs in this state whose business office is identical with the registered office.~~

~~(2) A registered agent shall not be appointed without having given prior consent in a record to the appointment. The consent shall be filed with the secretary of state in such form as the secretary of state may prescribe. The consent shall be filed with or as a part of the record first appointing a registered agent. In the event any individual, corporation, or limited liability company has been appointed agent without consent, that person, corporation, or limited liability company may file a notarized statement attesting to that fact, and the name shall immediately be removed from the records of the secretary of state~~)) a registered agent in accordance with part I, Article 4 of this act.

Sec. 2118. RCW 23B.05.020 and 2002 c 297 s 16 are each amended to read as follows:

(1) A corporation may change its ((~~registered office or~~)) registered agent ((~~by delivering to the secretary of state for filing a statement of change that sets forth:~~

~~(a) The name of the corporation;~~

~~(b) If the current registered office is to be changed, the street address of the new registered office in accord with RCW 23B.05.010(1)(a);~~

~~(c) If the current registered agent is to be changed, the name of the new registered agent and the new agent's consent in a record, either on the statement or attached to it in a manner and form as the secretary of state may prescribe, to the appointment; and~~

~~(d) That after the change or changes are made, the street addresses of its registered office and the business office of its registered agent will be identical~~)) in accordance with section 1407 of this act.

(2) ((~~If~~)) A registered agent ((~~changes the street address of the agent's business office, the registered agent may change the street address of the registered office of any corporation for which the agent is the registered agent by notifying the corporation of the change either (a) in a written record, or (b) if the corporation has designated an address, location, or system to which the notices may be electronically transmitted and the registered agent electronically transmits the notice to the corporation at the designated address, location, or system, in an electronically transmitted record and delivering to the secretary of state for filing a statement that complies with the requirements of subsection (1) of this section and recites that the corporation has been notified of the change~~)) may change its information on file with the secretary of state in accordance with section 1408 or 1409 of this act.

Sec. 2119. RCW 23B.05.030 and 1989 c 165 s 42 are each amended to read as follows:

((~~(1)~~)) A registered agent may resign as agent by ((~~signing and~~)) delivering to the secretary of state for filing a statement of resignation in accordance with section 1410 of this act. ((~~The statement may include a statement that the registered office is also discontinued.~~

~~(2) After filing the statement the secretary of state shall mail a copy of the statement to the corporation at its principal office.~~

~~(3) The agency appointment is terminated, and the registered office discontinued if so provided, on the 31st day after the date on which the statement was filed.~~))

Sec. 2120. RCW 23B.05.040 and 1989 c 165 s 43 are each amended to read as follows:

((~~(1) A corporation's registered agent is the corporation's agent for~~)) Service of process, notice, or demand required or permitted by law to be served on the corporation may be made in accordance with section 1411 of this act.

((~~(2) The secretary of state shall be an agent of a corporation upon whom any such process, notice, or demand may be served if:~~

~~(a) The corporation fails to appoint or maintain a registered agent in this state; or~~

~~(b) The registered agent cannot with reasonable diligence be found at the registered office.~~

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~~(3) Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with the secretary of state, or with any duly authorized clerk of the corporation department of the secretary of state's office, the process, notice, or demand. In the event any such process, notice, or demand is served on the secretary of state, the secretary of state shall immediately cause a copy thereof to be forwarded by certified mail, addressed to the secretary of the corporation at the corporation's principal office as shown on the records of the secretary of state. Any service so had on the secretary of state shall be returnable in not less than thirty days.~~

~~(4) The secretary of state shall keep a record of all processes, notices, and demands served upon the secretary of state under this section, and shall record therein the time of such service and the secretary of state's action with reference thereto.~~

~~(5) This section does not limit or affect the right to serve any process, notice, or demand required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.~~))

Sec. 2121. RCW 23B.09.040 and 2014 c 83 s 12 are each amended to read as follows:

(1) After a plan of entity conversion by a domestic corporation converting into an other entity has been adopted and approved as required by this chapter, articles of entity conversion must be signed on behalf of the domestic corporation by any officer or other duly authorized representative and must be delivered to the secretary of state for filing.

(2) After the conversion of an other entity into a domestic corporation has been adopted and approved as required by the organic law of the converting entity, articles of entity conversion must be signed on behalf of the converting entity by any officer or other duly authorized representative and must be delivered to the secretary of state for filing.

(3) The articles of entity conversion must set forth:

(a) A statement that the converting entity has been converted into the surviving entity;

(b) The name and form of the converting entity before conversion;

(c) The name and form of the surviving entity after conversion, which must be a name that satisfies the requirements of ((~~RCW 23B.04.010~~)) part I, Article 3 of this act if the surviving entity after conversion is a domestic corporation;

(d) Articles of incorporation that comply with RCW 23B.02.020 if the surviving entity after conversion is a domestic corporation;

(e) The date the conversion is effective under the organic law of the surviving entity;

(f) If the converting entity is a domestic corporation, a statement that the conversion was duly approved by the shareholders of the domestic corporation pursuant to RCW 23B.09.030;

(g) If the converting entity is an other entity, a statement that the conversion was duly approved as required by the organic law of the converting entity; and

(h) If the surviving entity is a foreign other entity not authorized to transact business in this state: (i) A statement that the surviving entity ((~~appoints the secretary of state as its agent for~~)) consents to service of process pursuant to section 1411 of this act in a proceeding to enforce any obligation or the rights of dissenting shareholders of the domestic corporation; and (ii) the street and mailing address of ((~~an office which the secretary of state may use for the purposes of RCW 23B.15.100~~)) the entity's principal office that may be used for service of process under section 1411 of this act.

(4) The articles of entity conversion take effect at the effective time provided in ((~~RCW 23B.01.230~~)) section 1203 of this act. Articles of entity conversion under subsection (1) or (2) of this section may be combined with any required conversion filing under the organic law of the other entity if the combined filing satisfies the requirements of both this section and the organic law of the other entity.

Sec. 2122. RCW 23B.09.050 and 2014 c 83 s 13 are each amended to read as follows:

(1) An entity that has been converted pursuant to this chapter is, for all purposes of the laws of the state of Washington, deemed to be the same entity that existed before the conversion and, unless otherwise agreed or as required under applicable non-Washington law, the converting entity is not required to wind up its affairs or pay its liabilities and distribute its assets, and the conversion is not deemed to constitute a dissolution of the converting entity.

(2) When any conversion becomes effective under this chapter:

(a) The title to all real estate and other property, both tangible and intangible, owned by the converting entity remains vested in the surviving entity without reversion or impairment;

(b) All rights of creditors and all liens upon any property of the converting entity must be preserved unimpaired, and all debts, liabilities, and other obligations of the converting entity continue as obligations of the surviving entity, remain attached to the surviving entity, and may be enforced against it to the same extent as if the debts, liabilities, and other obligations had originally been incurred or contracted by it in its capacity as the surviving entity;

(c) An action or proceeding pending by or against the converting entity may be continued by or against the surviving entity as if the conversion had not occurred;

(d) Except as prohibited by other law, all of the rights, privileges, immunities, powers, and purposes of the converting entity remain vested in the surviving entity; and

(e) Except as otherwise provided in the plan of entity conversion, the terms and conditions of the plan of entity conversion take effect.

(3) When a conversion of a domestic corporation to a foreign other entity becomes effective, the surviving entity is deemed:

(a) To consent to the jurisdiction of the courts of this state to enforce any obligation owed by the converting entity, if before the conversion the converting entity was subject to suit in this state on the obligation;

(b) To ((~~appoint the secretary of state as its agent for~~)) consent to service of process pursuant to section 1411 of this act in a proceeding to enforce any obligation or the rights of dissenting shareholders of the domestic corporation in connection with the conversion; and

(c) To agree that it will promptly pay to the dissenting shareholders of the domestic corporation the amount, if any, to which they are entitled under chapter 23B.13 RCW.

((~~(4) Service of process on the secretary of state under this section is made in the same manner and with the same consequences as in RCW 23B.15.100.~~))

Sec. 2123. RCW 23B.09.060 and 2014 c 83 s 14 are each amended to read as follows:

(1) Unless otherwise provided in a plan of entity conversion of a domestic corporation, after the plan of entity conversion has been adopted and approved as required by this chapter, and at any time before the articles of entity conversion have become effective, the planned conversion may be abandoned by the board of directors without action by the shareholders.

(2) If any entity conversion is abandoned after articles of entity conversion have been filed with the secretary of state but before the entity conversion has become effective, a statement that the entity conversion has been abandoned in accordance with

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this section, signed by an officer or other duly authorized representative, must be delivered to the secretary of state for filing prior to the effective date of the entity conversion and in accordance with section 1204 of this act. Upon filing, the statement takes effect and the entity conversion is deemed abandoned and may not become effective.

Sec. 2124. RCW 23B.11.070 and 1989 c 165 s 137 are each amended to read as follows:

(1) One or more foreign corporations may merge or enter into a share exchange with one or more domestic corporations if:

(a) In a merger, the merger is permitted by the law of the state or country under whose law each foreign corporation is incorporated and each foreign corporation complies with that law in effecting the merger;

(b) In a share exchange, the corporation whose shares will be acquired is a domestic corporation, whether or not a share exchange is permitted by the law of the state or country under whose law the acquiring corporation is incorporated;

(c) The foreign corporation complies with RCW 23B.11.050 if it is the surviving corporation of the merger or acquiring corporation of the share exchange; and

(d) Each domestic corporation complies with the applicable provisions of RCW 23B.11.010 through 23B.11.040 and, if it is the surviving corporation of the merger or acquiring corporation of the share exchange, with RCW 23B.11.050.

(2) Upon the merger or share exchange taking effect, the surviving foreign corporation of a merger and the acquiring foreign corporation of a share exchange is deemed:

(a) To ((~~appoint the secretary of state as its agent for~~)) consent to service of process pursuant to section 1411 of this act in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation party to the merger or share exchange; and

(b) To agree that it will promptly pay to the dissenting shareholders of each domestic corporation party to the merger or share exchange the amount, if any, to which they are entitled under chapter 23B.13 RCW.

(3) This section does not limit the power of a foreign corporation to acquire all or part of the shares of one or more classes or series of a domestic corporation through a voluntary exchange or otherwise.

Sec. 2125. RCW 23B.11.110 and 2009 c 188 s 1403 are each amended to read as follows:

(1) One or more foreign limited partnerships, foreign corporations, foreign partnerships, and foreign limited liability companies may merge with one or more domestic partnerships, domestic limited liability companies, domestic limited partnerships, or domestic corporations, provided that:

(a) The merger is permitted by the law of the jurisdiction under which each foreign limited partnership was organized and the law of the state or country under which each foreign corporation was incorporated and each foreign limited partnership or foreign corporation complies with that law in effecting the merger;

(b) If the surviving entity is a foreign or domestic corporation, that corporation complies with RCW 23B.11.090;

(c) If the surviving entity is a foreign or domestic limited partnership, that limited partnership complies with RCW 25.10.786;

(d) Each domestic corporation complies with RCW 23B.11.080;

(e) Each domestic limited partnership complies with RCW 25.10.781;

(f) Each domestic limited liability company complies with RCW 25.15.400; and

(g) Each domestic partnership complies with RCW 25.05.375.

(2) Upon the merger taking effect, a surviving foreign corporation, foreign limited partnership, foreign limited liability corporation, or foreign partnership is deemed:

(a) To ((~~appoint the secretary of state as its agent for~~)) consent to service of process pursuant to section 1411 of this act in a proceeding to enforce any obligation or the rights of dissenting shareholders or partners of each domestic corporation, domestic limited partnership, domestic limited liability company, or domestic partnership party to the merger; and

(b) To agree that it will promptly pay to the dissenting shareholders or partners of each domestic corporation, domestic limited partnership, domestic limited liability company, or domestic partnership party to the merger the amount, if any, to which they are entitled under chapter 23B.13 RCW, in the case of dissenting shareholders, or under chapter 25.10, 25.15, or 25.05 RCW, in the case of dissenting partners.

Sec. 2126. RCW 23B.14.040 and 2009 c 189 s 52 are each amended to read as follows:

(1) A corporation may revoke its dissolution within one hundred twenty days of its effective date.

(2) Revocation of dissolution must be approved in the same manner as the dissolution was approved unless that approval permitted revocation upon approval by the board of directors alone, in which event the board of directors may revoke the dissolution without shareholder approval.

(3) After the revocation of dissolution is approved, the corporation may revoke the dissolution by delivering to the secretary of state for filing articles of revocation of dissolution, together with a copy of its articles of dissolution, that set forth:

(a) The name of the corporation and a statement that such name satisfies the requirements of ((~~RCW 23B.04.010~~)) part I, Article 3 of this act; if the name is not available, the corporation must ((~~file~~)) deliver to the secretary of state for filing articles of amendment changing its name with the articles of revocation of dissolution;

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

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

(d) If the corporation's board of directors, or incorporators, revoked the dissolution, a statement to that effect;

(e) If the corporation's board of directors revoked a dissolution authorized by the shareholders, a statement that revocation was permitted by action by the board of directors alone pursuant to that authorization; and

(f) If shareholder approval was required to revoke the dissolution, a statement that revocation of the dissolution was duly approved by the shareholders in accordance with ((~~RCW 23B.14.040(2) M:\Documents\SenateJournal\2015 Journal\Journal2015\LegDay100\subsection (2) of this section.doc~~)) subsection (2) of this section and RCW 23B.14.020.

(4) Revocation of dissolution is effective upon the effective date of the articles of revocation of dissolution.

(5) When the revocation of dissolution is effective, it relates back to and takes effect as of the effective date of the dissolution and the corporation resumes carrying on its business as if dissolution had never occurred.

Sec. 2127. RCW 23B.14.200 and 1994 c 287 s 7 are each amended to read as follows:

The secretary of state may administratively dissolve a corporation under ((~~RCW 23B.14.210 if:~~

~~(1) The corporation does not pay any license fees or penalties, imposed by this title, when they become due;~~

~~(2) The corporation does not deliver its completed initial report or annual report to the secretary of state when it is due;~~

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~~(3) The corporation is without a registered agent or registered office in this state;~~

~~(4) The corporation does not notify the secretary of state that its registered agent or registered office has been changed, that its registered agent has resigned, or that its registered office has been discontinued;~~

~~(5) The corporation's period of duration stated in its articles of incorporation expired after July 1, 1990; or~~

~~(6) The corporation's period of duration stated in its articles of incorporation expired prior to July 1, 1990, but the corporation has timely paid all license fees imposed by this title and set by rule by the secretary, has timely filed annual reports with the secretary of state, has never been without a registered agent or registered office in this state for sixty days or more, and has never failed to notify the secretary of state of changes in a registered agent or registered office within sixty days of such change~~)) the circumstances and procedures provided in part I, Article 6 of this act.

Sec. 2128. RCW 23B.14.220 and 2006 c 52 s 13 are each amended to read as follows:

(1) A corporation administratively dissolved under ((~~RCW 23B.14.210~~)) section 1603 of this act may apply to the secretary of state for reinstatement ((~~within five years after the effective date of dissolution. The application must:~~

~~(a) Recite the name of the corporation and the effective date of its administrative dissolution;~~

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

~~(c) State that the corporation's name satisfies the requirements of RCW 23B.04.010.~~

~~(2) If the secretary of state determines that the application contains the information required by subsection (1) of this section and that the name is available, the secretary of state shall reinstate the corporation and give the corporation written notice of the reinstatement that recites the effective date of reinstatement. If the name is not available, the corporation must file articles of amendment changing its name with its application for reinstatement.~~

~~(3) When the reinstatement is effective, it relates back to and takes effect as of the effective date of the administrative dissolution and the corporation resumes carrying on its business as if the administrative dissolution had never occurred~~)) in accordance with section 1604 of this act.

Sec. 2129. RCW 23B.14.390 and 1995 c 47 s 8 are each amended to read as follows:

On the first day of each month, the secretary of state shall prepare a list of corporations dissolved during the preceding month pursuant to RCW 23B.14.030, ((~~23B.14.210, and~~)) 23B.14.330, and section 1603 of this act.

Sec. 2130. RCW 23B.15.010 and 1993 c 181 s 11 are each amended to read as follows:

(1) Unless it is otherwise authorized to transact business pursuant to a state or federal statute, a foreign corporation may not transact business in this state until it ((~~obtains a certificate of authority from~~)) registers with the secretary of state in accordance with part I, Article 5 of this act.

(2) ((~~The following activities, among others,~~)) A nonexhaustive list of activities that do not constitute transacting business ((~~within the meaning of subsection (1) of this section:~~

~~(a) Maintaining or defending any action or suit or any administrative or arbitration proceeding, or effecting the settlement thereof or the settlement of claims or disputes;~~

~~(b) Holding meetings of the board of directors or shareholders or carrying on other activities concerning internal corporate affairs;~~

~~(c) Maintaining bank accounts, share accounts in savings and loan associations, custodian or agency arrangements with a bank or trust company, or stock or bond brokerage accounts;~~

~~(d) Maintaining offices or agencies for the transfer, exchange, and registration of the corporation's own securities or maintaining trustees or depositaries with respect to those securities;~~

~~(e) Selling through independent contractors;~~

~~(f) Soliciting or procuring orders, whether by mail or through employees or agents or otherwise, where the orders require acceptance outside this state before becoming binding contracts and where the contracts do not involve any local performance other than delivery and installation;~~

~~(g) Making loans or creating or acquiring evidences of debt, mortgages, or liens on real or personal property, or recording same;~~

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

~~(i) Owning, without more, real or personal property;~~

~~(j) Conducting an isolated transaction that is completed within thirty days and that is not one in the course of repeated transactions of a like nature;~~

~~(k) Transacting business in interstate commerce;~~

~~(l) Owning and controlling a subsidiary corporation incorporated in or transacting business within this state; or~~

~~(m) Operating an approved branch campus of a foreign degree-granting institution in compliance with chapter 28B.90 RCW and in accordance with RCW 23B.15.015.~~

~~(3) The list of activities in subsection (2) of this section is not exhaustive~~)) in this state is provided in section 1505 of this act.

Sec. 2131. RCW 23B.15.020 and 1990 c 178 s 8 are each amended to read as follows:

((~~(1)~~)) Unless it is otherwise authorized to transact business pursuant to a state or federal statute, a foreign corporation transacting business in this state without ((~~a certificate of authority may not maintain a proceeding in any court in this state until it obtains a certificate of authority.~~

~~(2) The successor to a foreign corporation that transacted business in this state without a certificate of authority and the assignee of a cause of action arising out of that business may not maintain a proceeding based on that cause of action in any court in this state until the foreign corporation or its successor obtains a certificate of authority.~~

~~(3) A court may stay a proceeding commenced by a foreign corporation, its successor, or assignee until it determines whether the foreign corporation or its successor requires a certificate of authority. If it so determines, the court may further stay the proceeding until the foreign corporation or its successor obtains the certificate.~~

~~(4) A foreign corporation which transacts business in this state without a certificate of authority is liable to this state, for the years or parts thereof during which it transacted business in this state without a certificate of authority, in an amount equal to all fees which would have been imposed by this title upon such corporation had it applied for and received a certificate of authority to transact business in this state as required by this title and thereafter filed all reports required by this title, plus all penalties imposed by this title for failure to pay such fees.~~

~~(5) Notwithstanding subsections (1) and (2) of this section, the failure of a foreign corporation to obtain a certificate of authority does not impair the validity of its corporate acts or prevent it from defending any proceeding in this state~~)) registering with the secretary of state is subject to section 1502 of this act.

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Sec. 2132. RCW 23B.15.030 and 1989 c 165 s 171 are each amended to read as follows:

(((~~(1)~~)) A foreign corporation may ((~~apply for a certificate of authority~~)) register to transact business in this state by delivering ((~~an application~~)) a foreign registration statement to the secretary of state for filing in accordance with section 1503 of this act. ((~~The application must state:~~

~~(a) That the name of the foreign corporation meets the requirements stated in RCW 23B.15.060;~~

~~(b) The name of the state or country under whose law it is incorporated;~~

~~(c) Its date of incorporation and period of duration;~~

~~(d) The street address of its principal office;~~

~~(e) The street address of its registered office in this state and the name of its registered agent at that office, in accordance with RCW 23B.15.070; and~~

~~(f) The names and usual business addresses of its current directors and officers.~~

~~(2) The foreign corporation shall deliver with the completed application a certificate of existence, or a document of similar import, issued no more than sixty days before the date of the application and duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose law it is incorporated.~~))

Sec. 2133. RCW 23B.15.040 and 1991 c 72 s 38 are each amended to read as follows:

(((~~(1)~~)) A foreign corporation ((~~authorized~~)) registered to transact business in this state must ((~~obtain an amended certificate of authority from the secretary of state if it changes:~~

~~(a) Its corporate name; or~~

~~(b) The period of its duration.~~

~~(2) A foreign corporation may apply for an amended certificate of authority by delivering an application to the secretary of state for filing that sets forth:~~

~~(a) The name of the foreign corporation and the name in which the corporation is authorized to transact business in Washington, if different;~~

~~(b) The name of the state or country under whose law it is incorporated;~~

~~(c) The date it was authorized to transact business in this state;~~

~~(d) A statement of the change or changes being made;~~

~~(e) In the event the change or changes include a name change to a name that does not meet the requirements of RCW 23B.15.060, a fictitious name for use in Washington, and a copy of the resolution of the board of directors, certified by the corporation's secretary, adopting the fictitious name; and~~

~~(f) A copy of the document filed in the state or country of incorporation showing that jurisdiction's "filed" stamp~~)) amend its foreign registration statement under the circumstances specified in section 1504 of this act.

Sec. 2134. RCW 23B.15.050 and 1989 c 165 s 173 are each amended to read as follows:

(1) A ((~~certificate of authority authorizes the~~)) registered foreign corporation ((~~to which it is issued to~~)) may transact business in this state subject, however, to the right of the state to ((~~revoke the certificate~~)) terminate the registration as provided in ((~~this title~~)) part I, Article 5 of this act.

(2) ((~~A foreign corporation holding a valid certificate of authority shall have no greater rights and privileges than a domestic corporation of like character. Except as otherwise provided by this title, a foreign corporation is subject to the same duties, restrictions, penalties, and liabilities now or later imposed on a domestic corporation of like character.~~

~~(3) Except as otherwise provided in chapter 23B.19 RCW, this title does not authorize this state to regulate the organization or internal affairs of a foreign corporation authorized to transact business in this state~~)) A foreign corporation registered to transact business in this state is subject to section 1501 of this act relating to the effect of registration and the governing law for registered foreign corporations.

Sec. 2135. RCW 23B.15.060 and 1998 c 102 s 2 are each amended to read as follows:

(((~~(1) No certificate of authority shall be issued to a foreign corporation unless the corporate name of such corporation:~~

~~(a) Contains the word "corporation," "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.";~~

~~(b) Does not contain language stating or implying that the corporation is organized for a purpose other than that permitted by RCW 23B.03.010 and its articles of incorporation;~~

~~(c) Does not contain any of the following words or phrases: "Bank," "banking," "banker," "trust," "cooperative," or any combination of the words "industrial" and "loan," or any combination of any two or more words "building," "savings," "loan," "home," "association," and "society," or any other words or phrases prohibited by any statute of this state; and~~

~~(d) Except as authorized by subsections (4) and (5) of this section, is distinguishable upon the records of the secretary of state from:~~

~~(i) The corporate name of a corporation incorporated or authorized to transact business in this state;~~

~~(ii) A corporate name reserved or registered under chapter 23B.04 RCW;~~

~~(iii) The fictitious name adopted pursuant to subsection (3) of this section by a foreign corporation authorized to transact business in this state because its real name is unavailable;~~

~~(iv) The corporate name or reserved name of a not-for-profit corporation incorporated or authorized to conduct affairs in this state under chapter 24.03 RCW;~~

~~(v) The name or reserved name of a mutual corporation or miscellaneous corporation incorporated or authorized to do business under chapter 24.06 RCW;~~

~~(vi) The name or reserved name of a foreign or domestic limited partnership formed or registered under chapter 25.10 RCW;~~

~~(vii) The name or reserved name of any limited liability company organized or registered under chapter 25.15 RCW; and~~

~~(viii) The name or reserved name of any limited liability partnership registered under chapter 25.04 RCW.~~

~~(2) A name shall not be considered distinguishable under the same grounds as provided under RCW 23B.04.010.~~

~~(3) If the corporate name of a foreign corporation does not satisfy the requirements of subsection (1) of this section, the foreign corporation to obtain or maintain a certificate of authority to transact business in this state:~~

~~(a) May add the word "corporation," "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.," to its corporate name for use in this state; or~~

~~(b) May use a fictitious name to transact business in this state if its real name is unavailable and it delivers to the secretary of state for filing a copy of the resolution of its board of directors, certified by its secretary, adopting the fictitious name.~~

~~(4) A foreign corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the records from one or more of the names described in subsection (1)(d) of this section. The secretary of state shall authorize use of the name applied for if:~~

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~~(a) The other corporation, company, holder, limited liability partnership, or limited partnership consents to the use in writing and files with the secretary of state documents necessary to change its name or the name reserved or registered to a name that is distinguishable upon the records of the secretary of state from the name of the applying corporation; or~~

~~(b) The applicant delivers to the secretary of state a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in this state.~~

~~(5) A foreign corporation may use in this state the name, including the fictitious name, of another domestic or foreign corporation that is used in this state if the other corporation is incorporated or authorized to transact business in this state and the foreign corporation:~~

~~(a) Has merged with the other corporation; or~~

~~(b) Has been formed by reorganization of the other corporation.~~

~~(6) If a foreign corporation authorized to transact business in this state changes its corporate name to one that does not satisfy the requirements of subsection (1) of this section, it may not transact business in this state under the changed name until it adopts a name satisfying such requirements and obtains an amended certificate of authority under RCW 23B.15.040~~)) The corporate name of a foreign corporation registered in this state must comply with the provisions of section 1506 of this act and part I, Article 3 of this act.

Sec. 2136. RCW 23B.15.070 and 2002 c 297 s 43 are each amended to read as follows:

((~~(1)~~)) Each foreign corporation ((~~authorized~~)) registered to transact business in this state must continuously maintain in this state((~~:~~

~~(a) A registered office which may be, but need not be, the same as its place of business in this state. The registered office shall be at a specific geographic location in this state, and be identified by number, if any, and street, building address, or rural route, or, if a commonly known street or rural route address does not exist, by legal description. A registered office may not be identified by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in the same city as the registered office to be used in conjunction with the registered office address if the corporation also maintains on file the specific geographic address of the registered office where personal service of process may be made.~~

~~(b) A registered agent, who may be:~~

~~(i) An individual who resides in this state and whose business office is identical with the registered office;~~

~~(ii) A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office;~~

~~(iii) A foreign corporation or foreign not-for-profit corporation authorized to transact business or conduct affairs in this state whose business office is identical with the registered office;~~

~~(iv) A domestic limited liability company whose business office is identical with the registered office; or~~

~~(v) A foreign limited liability company authorized to conduct affairs in this state whose business office is identical with the registered office.~~

~~(2) A registered agent shall not be appointed without having given prior consent in a record to the appointment. The consent shall be filed with the secretary of state in such form as the secretary of state may prescribe. The consent shall be filed with or as a part of the record first appointing a registered agent. In the event any individual, corporation, or limited liability company has been appointed agent without consent, that person, corporation, or limited liability company may file a notarized statement attesting to that fact, and the name shall forthwith be removed from the records~~)) a registered agent in accordance with part I, Article 4 of this act.

Sec. 2137. RCW 23B.15.080 and 2002 c 297 s 44 are each amended to read as follows:

(1) A foreign corporation ((~~authorized~~)) registered to transact business in this state may change its registered ((~~office or registered~~)) agent by delivering to the secretary of state for filing a statement of change ((~~that sets forth:~~

~~(a) Its name;~~

~~(b) If the current registered office is to be changed, the street address of its new registered office;~~

~~(c) If the current registered agent is to be changed, the name of its new registered agent and the new agent's consent, either on the statement or attached to it in the manner and form as the secretary of state may prescribe, to the appointment; and~~

~~(d) That, after the change or changes are made, the street addresses of its registered office and the business office of its registered agent will be identical~~)) in accordance with section 1407 of this act.

(2) ((~~If~~)) A registered agent ((~~changes the street address of the agent's business office, the registered agent may change the street address of the registered office of any foreign corporation for which the agent is the registered agent by notifying the corporation of the change either (a) in a record or (b) if the corporation has designated an address, location, or system to which the notices may be electronically transmitted and the registered agent electronically transmits the notice to the corporation at the designated address, location, or system, in an electronically transmitted record, and delivering to the secretary of state for filing a statement of change that complies with the requirements of subsection (1) of this section and recites that the corporation has been notified of the change~~)) of a foreign corporation may change its information on file with the secretary of state in accordance with section 1408 or 1409 of this act.

Sec. 2138. RCW 23B.15.090 and 1989 c 165 s 177 are each amended to read as follows:

((~~(1)~~)) The registered agent of a foreign corporation may resign as agent by signing and delivering to the secretary of state for filing a statement of resignation((~~. The statement of resignation may include a statement that the registered office is also discontinued.~~

~~(2) After filing the statement, the secretary of state shall mail a copy of the statement to the foreign corporation at its principal office address shown in its most recent annual report, or in the application for certificate of authority if no annual report has been filed.~~

~~(3) The agency appointment is terminated, and the registered office discontinued if so provided, on the thirty-first day after the date on which the statement was filed~~)) in accordance with section 1410 of this act.

Sec. 2139. RCW 23B.15.100 and 1989 c 165 s 178 are each amended to read as follows:

((~~(1) The registered agent appointed by a foreign corporation authorized to transact business in this state shall be an agent of such corporation upon whom~~)) Service of any process, notice, or demand required or permitted by law to be served upon the foreign corporation may be ((~~served.~~

~~(2) The secretary of state shall be an agent of a foreign corporation upon whom any process, notice, or demand may be served, if:~~

~~(a) The corporation is authorized to transact business in this state, and it fails to appoint or maintain a registered agent in this~~

~~state, or its registered agent cannot with reasonable diligence be found at the registered office;~~

~~(b) The corporation's authority to transact business in this state has been revoked under RCW 23B.15.310; or~~

~~(c) The corporation has been authorized to transact business in this state and has withdrawn under RCW 23B.15.200.~~

~~(3) Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with the secretary of state, or with any duly authorized clerk of the corporation department of the secretary of state's office, the process, notice, or demand. In the event any such process, notice, or demand is served on the secretary of state, the secretary of state shall immediately cause a copy thereof to be forwarded by certified mail, addressed to the secretary of the corporation at its principal office as shown on the records of the secretary of state. Any service so had on the secretary of state shall be returnable in not less than thirty days.~~

~~(4) The secretary of state shall keep a record of all processes, notices, and demands served upon the secretary of state under this section, and shall record therein the time of such service and the secretary of state's action with reference thereto.~~

~~(5) This section does not limit or affect the right to serve any process, notice, or demand, required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law~~)) made in accordance with section 1411 of this act.

Sec. 2140. RCW 23B.15.200 and 1989 c 165 s 179 are each amended to read as follows:

(((~~(1)~~)) A foreign corporation ((~~authorized~~)) registered to transact business in this state may not withdraw from this state until it ((~~obtains a certificate~~)) delivers a statement of withdrawal ((~~from~~)) to the secretary of state((~~.~~

~~(2) A foreign corporation authorized to transact business in this state may apply for a certificate of withdrawal by delivering an application to the secretary of state for filing. The application must be accompanied by a copy of a revenue clearance certificate issued pursuant to RCW 82.32.260, and must set forth:~~

~~(a) The name of the foreign corporation and the name of the state or country under whose law it is incorporated;~~

~~(b) That it is not transacting business in this state and that it surrenders its authority to transact business in this state;~~

~~(c) That it revokes the authority of its registered agent to accept service on its behalf and appoints the secretary of state as its agent for service of process in any proceeding based on a cause of action arising during the time it was authorized to transact business in this state;~~

~~(d) A mailing address to which the secretary of state may mail a copy of any process served on the secretary of state under (c) of this subsection; and~~

~~(e) A commitment to notify the secretary of state in the future of any change in its mailing address.~~

~~(3) After the withdrawal of the corporation is effective, service of process on the secretary of state under RCW 23B.15.100 is service on the foreign corporation~~)) for filing in accordance with section 1507 of this act.

Sec. 2141. RCW 23B.15.300 and 1991 c 72 s 39 are each amended to read as follows:

The secretary of state may ((~~revoke the certificate of authority~~)) terminate the registration of a registered foreign corporation ((~~authorized to transact business in this state if:~~

~~(1) The foreign corporation does not deliver its completed initial report or annual report to the secretary of state when it is due;~~

~~(2) The foreign corporation does not pay any license fees or penalties, imposed by this title, when they become due;~~

~~(3) The foreign corporation is without a registered agent or registered office in this state;~~

~~(4) The foreign corporation does not inform the secretary of state under RCW 23B.15.080 or 23B.15.090 that its registered agent or registered office has changed, that its registered agent has resigned, or that its registered office has been discontinued;~~

~~(5) An incorporator, director, officer, or agent of the foreign corporation signed a document knowing it was false in any material respect with intent that the document be delivered to the secretary of state for filing; or~~

~~(6) The secretary of state receives a duly authenticated certificate from the secretary of state or other official having custody of corporate records in the state or country under whose law the foreign corporation is incorporated stating that it has been dissolved or disappeared as the result of a merger~~)) under the circumstances and procedures specified in section 1511 of this act.

Sec. 2142. RCW 23B.16.010 and 2009 c 189 s 54 are each amended to read as follows:

(1) A corporation shall keep as permanent records minutes of all meetings of its shareholders and board of directors, a record of all corporate actions approved by the shareholders or board of directors by executed consent without a meeting, and a record of all corporate actions approved by a committee of the board of directors exercising the authority of the board of directors on behalf of the corporation.

(2) A corporation shall maintain appropriate accounting records.

(3) A corporation or its agent shall maintain a record of its shareholders, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each.

(4) A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(5) A corporation shall keep a copy of the following records at its principal office:

(a) Its articles or restated articles of incorporation and all amendments to them currently in effect;

(b) Its bylaws or restated bylaws and all amendments to them currently in effect;

(c) The minutes of all shareholders' meetings, and records of all corporate actions approved by shareholders without a meeting, for the past three years;

(d) The financial statements described in RCW 23B.16.200(1), for the past three years;

(e) All communications in the form of a record to shareholders generally within the past three years;

(f) A list of the names and business addresses of its current directors and officers; and

(g) Its initial report or most recent annual report delivered to the secretary of state under ((~~RCW 23B.16.220~~)) section 1212 of this act.

Sec. 2143. RCW 23B.16.220 and 2001 c 307 s 1 are each amended to read as follows:

(((~~(1)~~)) Each domestic corporation, and each foreign corporation ((~~authorized~~)) registered to transact business in this state, shall deliver to the secretary of state for filing initial and annual reports ((~~that set forth:~~

~~(a) The name of the corporation and the state or country under whose law it is incorporated;~~

~~(b) The street address of its registered office and the name of its registered agent at that office in this state;~~

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~~(c) In the case of a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated;~~

~~(d) The address of the principal place of business of the corporation in this state;~~

~~(e) The names and addresses of its directors, if the corporation has dispensed with or limited the authority of its board of directors pursuant to RCW 23B.08.010, in an agreement authorized under RCW 23B.07.320, or analogous authority, the names and addresses of persons who will perform some or all of the duties of the board of directors;~~

~~(f) A brief description of the nature of its business; and~~

~~(g) The names and addresses of its chairperson of the board of directors, if any, president, secretary, and treasurer, or of individuals, however designated, performing the functions of such officers.~~

~~(2) Information in an initial report or an annual report must be current as of the date the report is executed on behalf of the corporation.~~

~~(3) A corporation's initial report must be delivered to the secretary of state within one hundred twenty days of the date on which the articles of incorporation for a domestic corporation were filed, or on which a foreign corporation's certificate of authority was filed. Subsequent annual reports must be delivered to the secretary of state on, or prior to, the date on which the domestic or foreign corporation is required to pay its annual corporate license fee, and at such additional times as the corporation elects.~~

~~(4)(a) The secretary of state may allow a corporation to file an annual report through electronic means. If allowed, the secretary of state shall adopt rules detailing the circumstances under which the electronic filing of such reports shall be permitted and how such reports may be filed.~~

~~(b) For purposes of this section only, a person executing an electronically filed annual report may deliver the report to the office of the secretary of state without a signature and without an exact or conformed copy, but the person's name must appear in the electronic filing as the person executing the filing, and the filing must state the capacity in which the person is executing the filing~~)) in accordance with section 1212 of this act.

Sec. 2144. RCW 23B.18.020 and 1989 c 165 s 192 are each amended to read as follows:

Such nonadmitted organizations shall have the right to foreclose such mortgages under the laws of this state or to receive voluntary conveyance in lieu of foreclosure, and in the course of such foreclosure or of such receipt of conveyance in lieu of foreclosure, to acquire the mortgaged property, and to hold and own such property and to dispose thereof. Such nonadmitted organizations however, shall not be allowed to hold, own, and operate said property for a period exceeding five years. In the event said nonadmitted organizations do hold, own, and operate said property for a period in excess of five years, it shall be forthwith required to appoint an agent as required by RCW 23B.15.070 and part I, Article 4 of this act for foreign corporations doing business in this state.

Sec. 2145. RCW 23B.18.030 and 1989 c 165 s 193 are each amended to read as follows:

The activities authorized by RCW 23B.18.010 and 23B.18.020 by such nonadmitted organizations shall not constitute "transacting business" within the meaning of chapter 23B.15 RCW or part I, Article 5 of this act.

Sec. 2146. RCW 23B.18.040 and 1989 c 165 s 194 are each amended to read as follows:

In any action in law or equity commenced by the obligor or obligors, it, his, her, or their assignee or assignees against the said nonadmitted organizations on the said notes secured by said real estate mortgages purchased by said nonadmitted organizations, service of all legal process may be ((~~had by serving the secretary of state of the state of Washington~~)) made in accordance with section 1411 of this act.

Sec. 2147. RCW 23B.19.020 and 1996 c 155 s 1 are each amended to read as follows:

The definitions in this section apply throughout this chapter.

(1) "Acquiring person" means a person or group of persons, other than the target corporation or a subsidiary of the target corporation, who beneficially owns ten percent or more of the outstanding voting shares of the target corporation. The term "acquiring person" does not include a person who (a) beneficially owned ten percent or more of the outstanding voting shares of the target corporation on March 23, 1988; (b) acquires its shares by gift, inheritance, or in a transaction in which no consideration is exchanged; (c) exceeds the ten percent threshold as a result of action taken solely by the target corporation, such as redemption of shares, unless that person, by its own action, acquires additional shares of the target corporation; (d) beneficially was the owner of ten percent or more of the outstanding voting shares prior to the time the target corporation had a class of voting shares registered with the securities and exchange commission pursuant to section 12 or 15 of the exchange act; or (e) beneficially was the owner of ten percent or more of the outstanding voting shares prior to the time the target corporation amended its articles of incorporation to provide that the corporation shall be subject to the provisions of this chapter. An agent, bank, broker, nominee, or trustee for another person, if the other person is not an acquiring person, who acts in good faith and not for the purpose of circumventing this chapter, is not an acquiring person. For the purpose of determining whether a person is an acquiring person, the number of voting shares of the target corporation that are outstanding shall include shares beneficially owned by the person through application of subsection (4) of this section, but shall not include any other unissued voting shares of the target corporation which may be issuable pursuant to any agreement, arrangement, or understanding; or upon exercise of conversion rights, warrants, or options; or otherwise.

(2) "Affiliate" means a person who directly or indirectly controls, or is controlled by, or is under common control with, a person.

(3) "Announcement date," when used in reference to any significant business transaction, means the date of the first public announcement of the final, definitive proposal for such a significant business transaction.

(4) "Associate" means (a) a domestic or foreign corporation or organization of which a person is an officer, director, member, or partner or in which a person performs a similar function; (b) a direct or indirect beneficial owner of ten percent or more of any class of equity securities of a person; (c) a trust or estate in which a person has a beneficial interest or as to which a person serves as trustee or in a similar fiduciary capacity; and (d) the spouse or a parent or sibling of a person or a child, grandchild, sibling, parent, or spouse of any thereof, of a person or an individual having the same home as a person.

(5) "Beneficial ownership," when used with respect to any shares, means ownership by a person:

(a) Who, individually or with or through any of its affiliates or associates, beneficially owns such shares, directly or indirectly; or

(b) Who, individually or with or through any of its affiliates or associates, has (i) the right to acquire the shares, whether the right is exercisable immediately or only after the passage of time, pursuant to any agreement, arrangement, or understanding, whether or not in writing, or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise. A

person is not the beneficial owner of shares tendered pursuant to a tender or exchange offer made by the person or any of the person's affiliates or associates until the tendered shares are accepted for purchase or exchange; or (ii) the right to vote the shares pursuant to any agreement, arrangement, or understanding, whether or not in writing. A person is not the beneficial owner of any shares under (b)(ii) of this subsection if the agreement, arrangement, or understanding to vote the shares arises solely from a revocable proxy or consent given in response to a proxy or consent solicitation made in accordance with the applicable rules and regulations under the exchange act and is not then reportable on schedule 13D under the exchange act, or any comparable or successor report; or

(c) Who has any agreement, arrangement, or understanding, whether or not in writing, for the purpose of acquiring, holding, voting, except voting pursuant to a revocable proxy or consent as described in (b)(ii) of this subsection, or disposing of the shares with any other person who beneficially owns, or whose affiliates or associates beneficially own, directly or indirectly, the shares.

(6) "Common shares" means any shares other than preferred shares.

(7) "Consummation date," with respect to any significant business transaction, means the date of consummation of such a significant business transaction, or, in the case of a significant business transaction as to which a shareholder vote is taken, the later of the business day prior to the vote or twenty days prior to the date of consummation of such a significant business transaction.

(8) "Control," "controlling," "controlled by," and "under common control with," means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting shares, by contract, or otherwise. A person's beneficial ownership of ten percent or more of a domestic or foreign corporation's outstanding voting shares shall create a rebuttable presumption that such person has control of such corporation. However, a person does not have control of a domestic or foreign corporation if the person holds voting shares, in good faith and not for the purpose of circumventing this chapter, as an agent, bank, broker, nominee, custodian, or trustee for one or more beneficial owners who do not individually or as a group have control of such corporation.

(9) "Domestic corporation" means an issuer of voting shares which is organized under chapter 23B.02 RCW or any predecessor provision.

(10) "Exchange act" means the federal securities exchange act of 1934, as amended.

(11) "Market value," in the case of property other than cash or shares, means the fair market value of the property on the date in question as determined by the board of directors of the target corporation in good faith.

(12) "Person" means an individual, domestic or foreign corporation, partnership, trust, unincorporated association, or other entity; an affiliate or associate of any such person; or any two or more persons acting as a partnership, syndicate, or other group for the purpose of acquiring, holding, or dispersing of securities of a domestic or foreign corporation.

(13) "Preferred shares" means any class or series of shares of a target corporation which under the bylaws or articles of incorporation of such a corporation is entitled to receive payment of dividends prior to any payment of dividends on some other class or series of shares, or is entitled in the event of any voluntary liquidation, dissolution, or winding up of the target corporation to receive payment or distribution of a preferential amount before any payments or distributions are received by some other class or series of shares.

(14) "Shares" means any:

(a) Shares or similar security, any certificate of interest, any participation in any profit sharing agreement, any voting trust certificate, or any certificate of deposit for shares; and

(b) Security convertible, with or without consideration, into shares, or any warrant, call, or other option or privilege of buying shares without being bound to do so, or any other security carrying any right to acquire, subscribe to, or purchase shares.

(15) "Significant business transaction" means:

(a) A merger, share exchange, or consolidation of a target corporation or a subsidiary of a target corporation with (i) an acquiring person, or (ii) any other domestic or foreign corporation which is, or after the merger, share exchange, or consolidation would be, an affiliate or associate of the acquiring person;

(b) A sale, lease, exchange, mortgage, pledge, transfer, or other disposition or encumbrance, whether in one transaction or a series of transactions, to or with an acquiring person or an affiliate or associate of an acquiring person of assets of a target corporation or a subsidiary of a target corporation (i) having an aggregate market value equal to five percent or more of the aggregate market value of all the assets, determined on a consolidated basis, of the target corporation, (ii) having an aggregate market value equal to five percent or more of the aggregate market value of all the outstanding shares of the target corporation, or (iii) representing five percent or more of the earning power or net income, determined on a consolidated basis, of the target corporation;

(c) The termination, while the corporation has an acquiring person and as a result of the acquiring person's acquisition of ten percent or more of the shares of the corporation, of five percent or more of the employees of the target corporation or its subsidiaries employed in this state, whether at one time or over the five-year period following the share acquisition time. For the purposes of (c) of this subsection, a termination other than an employee's death or disability or bona fide voluntary retirement, transfer, resignation, termination for cause under applicable common law principles, or leave of absence shall be presumed to be a termination resulting from the acquiring person's acquisition of shares, which presumption is rebuttable. A bona fide voluntary transfer of employees between the target corporation and its subsidiaries or between its subsidiaries is not a termination for the purposes of (c) of this subsection;

(d) The issuance, transfer, or redemption by a target corporation or a subsidiary of a target corporation, whether in one transaction or a series of transactions, of shares or of options, warrants, or rights to acquire shares of a target corporation or a subsidiary of a target corporation to or beneficially owned by an acquiring person or an affiliate or associate of an acquiring person except pursuant to the exercise of warrants or rights to purchase shares offered, or a dividend, distribution, or redemption paid or made pro rata to, all shareholders or holders of options, warrants, or rights to acquire shares of the target corporation, and except for involuntary redemptions permitted by the target corporation's charter or by the law of this state or the state of incorporation;

(e) The liquidation or dissolution of a target corporation proposed by, or pursuant to an agreement, arrangement, or understanding, whether or not in writing, with an acquiring person or an affiliate or associate of an acquiring person;

(f) A reclassification of securities, including, without limitation, any shares split, shares dividend, or other distribution of shares in respect of stock, or any reverse shares split, or recapitalization of a target corporation, or a merger or consolidation of a target corporation with a subsidiary of the

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target corporation, or any other transaction, whether or not with or into or otherwise involving an acquiring person, proposed by, or pursuant to an agreement, arrangement, or understanding, whether or not in writing, with an acquiring person or an affiliate or associate of an acquiring person, that has the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of a class or series of voting shares or securities convertible into voting shares of a target corporation or a subsidiary of the target corporation that is directly or indirectly owned by an acquiring person or an affiliate or associate of an acquiring person, except as a result of immaterial changes due to fractional share adjustments; or

(g) A receipt by an acquiring person or an affiliate or associate of an acquiring person of the benefit, directly or indirectly, except proportionately as a shareholder of a target corporation, of loans, advances, guarantees, pledges, or other financial assistance or tax credits or other tax advantages provided by or through a target corporation.

(16) "Share acquisition time" means the time at which a person first becomes an acquiring person of a target corporation.

(17) "Subsidiary" means a domestic or foreign corporation that has a majority of its outstanding voting shares owned, directly or indirectly, by another domestic or foreign corporation.

(18) "Tangible assets" means tangible real and personal property of all kinds. It shall also include leasehold interests in tangible real and personal property.

(19) "Target corporation" means:

(a) Every domestic corporation, if:

(i) The corporation has a class of voting shares registered with the securities and exchange commission pursuant to section 12 or 15 of the exchange act; or

(ii) The corporation's articles of incorporation have been amended to provide that such a corporation shall be subject to the provisions of this chapter, if the corporation did not have a class of voting shares registered with the securities and exchange commission pursuant to section 12 or 15 of the exchange act on the effective date of that amendment; and

(b) Every foreign corporation required to ((~~have a certificate of authority~~)) register to transact business in this state pursuant to chapter 23B.15 RCW and part I, Article 5 of this act, if:

(i) The corporation has a class of voting shares registered with the securities and exchange commission pursuant to section 12 or 15 of the exchange act;

(ii) The corporation's principal executive office is located in the state;

(iii) The corporation has: (A) More than ten percent of its shareholders of record resident in the state; or (B) more than ten percent of its shares owned of record by state residents; or (C) one thousand or more shareholders of record resident in the state;

(iv) A majority of the corporation's employees, together with those of its subsidiaries, are residents of the state or the corporation, together with its subsidiaries, employs more than one thousand residents of the state; and

(v) A majority of the corporation's tangible assets, together with those of its subsidiaries, measured by market value, are located in the state or the corporation, together with its subsidiaries, has more than fifty million dollars' worth of tangible assets located in the state.

For purposes of this subsection, the record date for determining the percentages and numbers of shareholders and shares shall be the last shareholder record date before the event requiring that the determination be made. A shareholder record date shall be determined pursuant to the comparable provision to RCW 23B.07.070 of the law of the state in which a foreign corporation is incorporated. If a shareholder record date has not been fixed by the board of directors within the preceding four months, the determination shall be made as of the end of the corporation's most recent fiscal quarter.

The residence of each shareholder is presumed to be the address appearing in the records of the corporation. Shares held of record by brokers or nominees shall be disregarded for purposes of calculating the percentages and numbers specified in this subsection. Shares of a corporation allocated to the account of an employee or former employee or beneficiaries of employees or former employees of a corporation and held in a plan that is qualified under section 401(a) of the federal internal revenue code of 1986, as amended, and is a defined contribution plan within the meaning of section 414(i) of the code shall be deemed, for the purposes of this subsection, to be held of record by the employee to whose account such shares are allocated.

A domestic or foreign corporation shall be deemed to be a target corporation if the domestic or foreign corporation's failure to satisfy the requirements of this subsection is caused by the action of, or is the result of a proposal by, an acquiring person or affiliate or associate of an acquiring person.

(20) "Voting shares" means shares of a corporation entitled to vote generally in the election of directors.

Sec. 2148. RCW 23B.01.400 and 2012 c 215 s 17 are each amended to read as follows:

Unless the context clearly requires otherwise, the definitions in this section apply throughout this title.

(1) "Articles of incorporation" include amended and restated articles of incorporation and articles of merger.

(2) "Authorized shares" means the shares of all classes a domestic or foreign corporation is authorized to issue.

(3) "Conspicuous" means so prepared that a reasonable person against whom the record is to operate should have noticed it. For example, printing in italics or boldface or contrasting color, or typing in capitals or underlined, is conspicuous.

(4) "Corporate action" means any resolution, act, policy, contract, transaction, plan, adoption or amendment of articles of incorporation or bylaws, or other matter approved by or submitted for approval to a corporation's incorporators, board of directors or a committee thereof, or shareholders.

(5) "Corporation" or "domestic corporation" means a corporation for profit, including a social purpose corporation, which is not a foreign corporation, incorporated under or subject to the provisions of this title.

(6) "Deliver" includes (a) mailing, (b) for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its officers, directors, or shareholders, transmission by facsimile equipment, and (c) for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its officers, directors, or shareholders under RCW 23B.01.410 or chapter 23B.07, 23B.08, 23B.11, 23B.13, 23B.14, or 23B.16 RCW delivery by electronic transmission.

(7) "Distribution" means a direct or indirect transfer of money or other property, except its own shares, or incurrence of indebtedness by a corporation to or for the benefit of its shareholders in respect to any of its shares. A distribution may be in the form of a declaration or payment of a dividend; a distribution in partial or complete liquidation, or upon voluntary or involuntary dissolution; a purchase, redemption, or other acquisition of shares; a distribution of indebtedness; or otherwise.

(8) "Effective date of notice" has the meaning provided in RCW 23B.01.410.

(9) "Electronic transmission" means an electronic communication (a) not directly involving the physical transfer of a record in a tangible medium and (b) that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by such a sender and recipient.

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(10) "Electronically transmitted" means the initiation of an electronic transmission.

(11) "Employee" includes an officer but not a director. A director may accept duties that make the director also an employee.

(12) "Entity" includes a corporation and foreign corporation, not-for-profit corporation, business trust, estate, trust, partnership, limited liability company, association, joint venture, two or more persons having a joint or common economic interest, the state, United States, and a foreign governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.

(13) "Execute," "executes," or "executed" means (a) signed with respect to a written record or (b) electronically transmitted along with sufficient information to determine the sender's identity with respect to an electronic transmission, or (c) with respect to a record to be filed with the secretary of state, in compliance with the standards for filing with the office of the secretary of state as prescribed by the secretary of state.

(14) "Foreign corporation" means a corporation for profit incorporated under a law other than the law of this state.

(15) "Foreign limited partnership" means a partnership formed under laws other than of this state and having as partners one or more general partners and one or more limited partners.

(16) "General social purpose" means the general social purpose for which a social purpose corporation is organized as set forth in the articles of incorporation of the corporation in accordance with RCW 23B.25.040(1)(c).

(17) "Governmental subdivision" includes authority, county, district, and municipality.

(18) "Includes" denotes a partial definition.

(19) "Individual" includes the estate of an incompetent or deceased individual.

(20) "Limited partnership" or "domestic limited partnership" means a partnership formed by two or more persons under the laws of this state and having one or more general partners and one or more limited partners.

(21) "Means" denotes an exhaustive definition.

(22) "Notice" has the meaning provided in RCW 23B.01.410.

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

(24) "Principal office" means the office, in or out of this state, so designated in the annual report where the principal executive offices of a domestic or foreign corporation are located.

(25) "Proceeding" includes civil suit and criminal, administrative, and investigatory action.

(26) "Public company" means a corporation that has a class of shares registered with the federal securities and exchange commission pursuant to section 12 or 15 of the securities exchange act of 1934, or section 8 of the investment company act of 1940, or any successor statute.

(27) "Record" means information inscribed on a tangible medium or contained in an electronic transmission.

(28) "Record date" means the date established under chapter 23B.07 RCW on which a corporation determines the identity of its shareholders and their shareholdings for purposes of this title. The determinations shall be made as of the close of business on the record date unless another time for doing so is specified when the record date is fixed.

(29) "Secretary" means the corporate officer to whom the board of directors has delegated responsibility under RCW 23B.08.400(3) for custody of the minutes of the meetings of the board of directors and of the shareholders and for authenticating records of the corporation.

(30) "Shares" means the units into which the proprietary interests in a corporation are divided.

(31) "Shareholder" means the person in whose name shares are registered in the records of a corporation or the beneficial owner of shares to the extent of the rights granted by a nominee certificate on file with a corporation.

(32) "Social purpose" includes any general social purpose and any specific social purpose.

(33) "Social purpose corporation" means a corporation that has elected to be governed as a social purpose corporation under chapter 23B.25 RCW.

(34) "Specific social purpose" means the specific social purpose or purposes for which a social purpose corporation is organized as set forth in the articles of incorporation of the corporation in accordance with RCW 23B.25.040(2)(a).

(35) "State," when referring to a part of the United States, includes a state and commonwealth, and their agencies and governmental subdivisions, and a territory and insular possession, and their agencies and governmental subdivisions, of the United States.

(36) "Subscriber" means a person who subscribes for shares in a corporation, whether before or after incorporation.

(37) "Tangible medium" means a writing, copy of a writing, or facsimile, or a physical reproduction, each on paper or on other tangible material.

(38) "United States" includes a district, authority, bureau, commission, department, and any other agency of the United States.

(39) "Voting group" means all shares of one or more classes or series that under the articles of incorporation or this title are entitled to vote and be counted together collectively on a matter at a meeting of shareholders. All shares entitled by the articles of incorporation or this title to vote generally on the matter are for that purpose a single voting group.

(40) "Writing" does not include an electronic transmission.

(41) "Written" means embodied in a tangible medium.

(42) "Registered office" means the address of the corporation's registered agent.

NEW SECTION. **Sec. 2149.** The following acts or parts of acts are each repealed:

(1) RCW 23B.01.210 (Forms) and 1991 c 72 s 25 & 1989 c 165 s 4;

(2) RCW 23B.01.260 (Judicial review of secretary of state's refusal to file a record) and 2002 c 297 s 7 & 1989 c 165 s 9;

(3) RCW 23B.01.270 (Evidentiary effect of copy of filed record) and 2002 c 297 s 8 & 1989 c 165 s 10;

(4) RCW 23B.01.500 (Domestic corporations—Notice of due date for payment of annual license fee and filing annual report) and 2011 c 183 s 3 & 1989 c 165 s 16;

(5) RCW 23B.01.510 (Foreign corporations—Notice of due date for payment of annual license fee and filing annual report) and 2011 c 183 s 4, 1990 c 178 s 3, & 1989 c 165 s 17;

(6) RCW 23B.01.530 (Domestic corporations—Inactive corporation defined—Annual license fee) and 2010 1st sp.s. c 29 s 2, 1993 c 269 s 3, & 1989 c 165 s 19;

(7) RCW 23B.01.550 (Foreign corporations—Annual license fees) and 1989 c 165 s 21;

(8) RCW 23B.01.560 (License fees for reinstated corporation) and 1993 c 269 s 4 & 1989 c 165 s 22;

(9) RCW 23B.01.580 (Waiver of penalty fees) and 1990 c 178 s 4 & 1989 c 165 s 24;

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(10) RCW 23B.14.203 (Administrative dissolution or revocation of a certificate of authority—Corporation name not distinguishable from name of governmental entity—Application by governmental entity) and 1997 c 12 s 1;

(11) RCW 23B.14.210 (Administrative dissolution—Procedure and effect) and 2006 c 52 s 12 & 1989 c 165 s 161;

(12) RCW 23B.15.015 (Foreign degree-granting institution branch campus—Acts not deemed transacting business in state) and 1993 c 181 s 5;

(13) RCW 23B.15.310 (Revocation—Procedure and effect) and 1989 c 165 s 181; and

(14) RCW 23B.18.050 (Service of process—Procedure) and 1989 c 165 s 195.

PART III
NONPROFIT CORPORATION ACT REVISIONS

Sec. 3101. RCW 24.03.005 and 2004 c 265 s 1 are each amended to read as follows:

As used in this chapter, unless the context otherwise requires, the term:

(1) "Corporation" or "domestic corporation" means a corporation not for profit subject to the provisions of this chapter, except a foreign corporation.

(2) "Foreign corporation" means a corporation not for profit organized under laws other than the laws of this state.

(3) "Not for profit corporation" or "nonprofit corporation" means a corporation no part of the income of which is distributable to its members, directors or officers.

(4) "Articles of incorporation" and "articles" mean the original articles of incorporation and all amendments thereto, and includes articles of merger and restated articles.

(5) "Bylaws" means the code or codes of rules adopted for the regulation or management of the affairs of the corporation irrespective of the name or names by which such rules are designated.

(6) "Member" means an individual or entity having membership rights in a corporation in accordance with the provisions of its articles ((~~or [of]~~)) of incorporation or bylaws.

(7) "Board of directors" means the group of persons vested with the management of the affairs of the corporation irrespective of the name by which such group is designated in the articles or bylaws.

(8) "Insolvent" means inability of a corporation to pay debts as they become due in the usual course of its affairs.

(9) "Deliver" means: (a) Mailing; (b) transmission by facsimile equipment, for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its officers, directors, or members; (c) electronic transmission, in accordance with the officer's, director's, or member's consent, for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its officers, directors, or members under RCW 24.03.009; and (d) as prescribed by the secretary of state for purposes of submitting a record for filing with the secretary of state.

(10) "Conforms to law" as used in connection with duties of the secretary of state in reviewing records for filing under this chapter, means the secretary of state has determined that the record complies as to form with the applicable requirements of this chapter and part I, Article 2 of this act.

(11) "Effective date" means, in connection with a record filing made by the secretary of state, the date ((~~which is shown by affixing a "filed" stamp on the records. When a record is received for filing by the secretary of state in a form which complies with the requirements of this chapter and which would entitle the record to be filed immediately upon receipt, but the secretary of state's approval action occurs subsequent to the date of receipt, the secretary of state's filing date shall relate back to the date on which the secretary of state first received the record in acceptable form. An applicant may request a specific effective date no more than thirty days later than the receipt date which might otherwise be applied as the effective date~~)) on which the filing becomes effective under section 1203 of this act.

(12) "Electronic transmission" means an electronic communication (a) not directly involving the physical transfer of a record in a tangible medium and (b) that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by a sender and recipient.

(13) "Electronically transmitted" means the initiation of an electronic transmission.

(14) "Execute," "executes," or "executed" means (a) signed, with respect to a written record or (b) electronically transmitted along with sufficient information to determine the sender's identity, with respect to an electronic transmission, or (c) filed in compliance with the standards for filing with the office of the secretary of state as prescribed by the secretary of state, with respect to a record to be filed with the secretary of state.

(15) "Executed by an officer of the corporation," or words of similar import, means that any record executed by such person shall be and is executed by that person under penalties of perjury and in an official and authorized capacity on behalf of the corporation or person making the record submission with the secretary of state and, for the purpose of records filed electronically with the secretary of state, in compliance with the rules adopted by the secretary of state for electronic filing.

(16) "An officer of the corporation" means, in connection with the execution of records submitted for filing with the secretary of state, the president, a vice president, the secretary, or the treasurer of the corporation.

(17) "Public benefit not for profit corporation" or "public benefit nonprofit corporation" means a corporation no part of the income of which is distributable to its members, directors, or officers and that holds a current tax exempt status as provided under 26 U.S.C. Sec. 501(c)(3) or is specifically exempted from the requirement to apply for its tax exempt status under 26 U.S.C. Sec. 501(c)(3).

(18) "Record" means information inscribed on a tangible medium or contained in an electronic transmission.

(19) "Tangible medium" means a writing, copy of a writing, facsimile, or a physical reproduction, each on paper or on other tangible material.

(20) "Writing" does not include an electronic transmission.

(21) "Written" means embodied in a tangible medium.

(22) "Registered office" means the address of the corporation's registered agent.

Sec. 3102. RCW 24.03.017 and 2004 c 265 s 5 are each amended to read as follows:

Any corporation organized under any act of the state of Washington for any one or more of the purposes for which a corporation may be organized under this chapter and for no purpose other than those permitted by this chapter, and to which this chapter does not otherwise apply, may elect to have this chapter and the provisions thereof apply to such corporation. Such corporation may so elect by having a resolution to do so adopted by the governing body of such corporation and by delivering to the secretary of state a statement of election in accordance with this section. Such statement of election shall be executed by the corporation by an officer of the corporation, and shall set forth:

(1) The name of the corporation;

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(2) The act which created the corporation or pursuant to which it was organized;

(3) That the governing body of the corporation has elected to have this chapter and the provisions thereof apply to the corporation.

The statement of election shall be delivered to the secretary of state((~~. If the secretary of state finds that the statement of election conforms to law, the secretary of state shall, when fees in the same amount as required by this chapter for filing articles of incorporation have been paid, endorse on the statement the word "filed" and the effective date of the filing thereof, shall file the statement, and shall issue a certificate of elective coverage to which an exact or conformed copy of the statement shall be affixed.~~

~~The certificate of elective coverage together with the exact or conformed copy of the statement affixed thereto by the secretary of state shall be returned to the corporation or its representative~~)) for filing in accordance with part I, Article 2 of this act. Upon the filing of the statement of elective coverage, the provisions of this chapter shall apply to the corporation which thereafter shall be subject to and shall have the benefits of this chapter and the provisions thereof as they exist on the date of filing such statement of election and as they may be amended from time to time thereafter, including, without limiting the generality of the foregoing, the power to amend its charter or articles of incorporation, whether or not created by special act of the legislature, delete provisions therefrom and add provisions thereto in any manner and to any extent it may choose to do from time to time so long as its amended articles shall not be inconsistent with the provisions of this chapter.

Sec. 3103. RCW 24.03.045 and 2004 c 265 s 7 are each amended to read as follows:

The corporate name((~~:~~

~~(1) Shall not contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation.~~

~~(2)(a) Except as provided in (b) and (c) of this subsection, must be distinguishable upon the records of the secretary of state from:~~

~~(i) The corporate name or reserved name of a corporation or domestic corporation organized or authorized to transact business under this chapter;~~

~~(ii) A corporate name reserved or registered under chapter 23B.04 RCW;~~

~~(iii) The fictitious name adopted under RCW 23B.15.060 by a foreign corporation authorized to transact business in this state because its real name is unavailable;~~

~~(iv) The name or reserved name of a mutual corporation or miscellaneous corporation incorporated or authorized to do business under chapter 24.06 RCW;~~

~~(v) The name or reserved name of a foreign or domestic limited partnership formed or registered under chapter 25.10 RCW;~~

~~(vi) The name or reserved name of a limited liability company organized or registered under chapter 25.15 RCW; and~~

~~(vii) The name or reserved name of a limited liability partnership registered under chapter 25.04 RCW.~~

~~(b) A corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the records from one or more of the names described in (a) of this subsection. The secretary of state shall authorize use of the name applied for if:~~

~~(i) The other corporation, company, holder, limited liability partnership, or limited partnership consents to the use in the form of a record and files with the secretary of state records necessary to change its name or the name reserved or registered to a name that is distinguishable upon the records of the secretary of state from the name of the applying corporation; or~~

~~(ii) The applicant delivers to the secretary of state a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in this state.~~

~~(c) A corporation may use the name, including the fictitious name, of another domestic or foreign corporation, limited liability company, limited partnership, or limited liability partnership, that is used in this state if the other entity is formed or authorized to transact business in this state, and the proposed user corporation:~~

~~(i) Has merged with the other corporation, limited liability company, or limited partnership; or~~

~~(ii) Has been formed by reorganization of the other corporation.~~

~~(3) Shall be transliterated into letters of the English alphabet, if it is not in English.~~

~~(4) Shall not include or end with "incorporated," "company," "corporation," "partnership," "limited partnership," or "Ltd.," or any abbreviation thereof, but may use "club," "league," "association," "services," "committee," "fund," "society," "foundation," ". . . . . ., a nonprofit corporation," or any name of like import.~~

~~(5) May only include the term "public benefit" or names of like import if the corporation has been designated as a public benefit nonprofit corporation by the secretary in accordance with this chapter.~~

~~(6) A name shall not be considered distinguishable upon the records of the secretary of state by virtue of:~~

~~(a) A variation in any of the following designations for the same name: "Corporation," "incorporated," "company," "limited," "partnership," "limited partnership," "limited liability company," or "limited liability partnership," or the abbreviations "corp.," "inc.," "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or "L.L.C.";~~

~~(b) The addition or deletion of an article or conjunction such as "the" or "and" from the same name;~~

~~(c) Punctuation, capitalization, or special characters or symbols in the same name; or~~

~~(d) Use of abbreviation or the plural form of a word in the same name.~~

~~(7) This title does not control the use of assumed business names or "trade names."~~)) must comply with the provisions of part I, Article 3 of this act.

Sec. 3104. RCW 24.03.046 and 1993 c 356 s 1 are each amended to read as follows:

A person may reserve the exclusive right to the use of a corporate name ((~~may be reserved by:~~

~~(1) Any person intending to organize a corporation under this title.~~

~~(2) Any domestic corporation intending to change its name.~~

~~(3) Any foreign corporation intending to make application for a certificate of authority to transact business in this state.~~

~~(4) Any foreign corporation authorized to transact business in this state and intending to change its name.~~

~~(5) Any person intending to organize a foreign corporation and intending to have such corporation make application for a certificate of authority to transact business in this state.~~

~~The reservation shall be made by filing with the secretary of state an application to reserve a specified corporate name, executed by or on behalf of the applicant. If the secretary of state finds that the name is available for corporate use, the secretary of state shall reserve the same for the exclusive use of the applicant~~

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~~for a period of one hundred and eighty days. Such reservation shall be limited to one filing.~~

~~The right to the exclusive use of a specified corporate name so reserved may be transferred to any other person or corporation by filing in the office of the secretary of state, a notice of such transfer, executed by the applicant for whom the name was reserved, and specifying the name and address of the transferee~~)) in accordance with section 1303 of this act.

Sec. 3105. RCW 24.03.047 and 1994 c 211 s 1306 are each amended to read as follows:

Any corporation((~~,~~)) organized and existing under the laws of any state or territory of the United States may register its corporate name ((~~under this title, provided its corporate name is not the same as, or deceptively similar to, the name of any domestic corporation existing under the laws of this state, the name of any foreign corporation authorized to transact business in this state, the name of any domestic limited liability company organized under the laws of this state, the name of any foreign limited liability company authorized to transact business in this state, the name of any limited partnership on file with the secretary, or any corporate name reserved or registered under this title.~~

~~Such registration shall be made by:~~

~~(1) Filing with the secretary of state: (a) An application for registration executed by the corporation by an officer thereof, setting forth the name of the corporation, the state or country under the laws of which it is incorporated, [and] the date of its incorporation, and (b) a certificate setting forth that such corporation is in good standing under the laws of the state or territory wherein it is organized, executed by the secretary of state of such state or country or by such other official as may have custody of the records pertaining to corporations, and~~

~~(2) Paying to the secretary of state the applicable registration fee.~~

~~The registration shall be effective until the close of the calendar year in which the application for registration is filed~~)) in accordance with section 1304 of this act.

Sec. 3106. RCW 24.03.048 and 1986 c 240 s 8 are each amended to read as follows:

A corporation which has in effect a registration of its corporate name((~~,~~)) may renew such registration ((~~from year to year by annually filing an application for renewal setting forth the facts required to be set forth in an original application for registration and a certificate of good standing as required for the original registration and by paying the applicable fee. A renewal application may be filed between the first day of October and the thirty-first day of December in each year, and shall extend the registration for the following calendar year~~)) in accordance with section 1304 of this act.

Sec. 3107. RCW 24.03.050 and 2009 c 202 s 1 are each amended to read as follows:

Each corporation shall have and continuously maintain in this state((~~:~~

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

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

~~No Washington corporation or foreign corporation authorized to conduct affairs in this state may be permitted to maintain any action in any court in this state until the corporation complies with the requirements of this section~~)) a registered agent in accordance with part I, Article 4 of this act.

Sec. 3108. RCW 24.03.055 and 2004 c 265 s 9 are each amended to read as follows:

A corporation may change its registered ((~~office or change its registered~~)) agent((~~, or both, upon~~)) by filing in the office of the secretary of state ((~~in the form prescribed by the secretary of state a statement setting forth:~~

~~(1) The name of the corporation.~~

~~(2) If the current registered office is to be changed, the street address to which the registered office is to be changed.~~

~~(3) If the current registered agent is to be changed, the name of the new registered agent.~~

~~(4) That the address of its registered office and the address of the office of its registered agent, as changed, will be identical.~~

~~Such statement shall be executed by the corporation by an officer of the corporation, and delivered to the secretary of state, together with a consent, in the form of a record, of the registered agent to the appointment, if applicable. If the secretary of state finds that such statement conforms to the provisions of this chapter, the secretary of state shall endorse thereon the word "Filed," and the month, day, and year of the filing thereof, and file the statement. The change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective upon filing unless a later date is specified~~)) a statement of change in accordance with section 1407 of this act.

Any registered agent of a corporation may resign as such agent upon filing a notice thereof, in the form of a record, with the secretary of state((~~, who shall immediately deliver an exact or conformed copy thereof to the corporation in care of an officer, who is not the resigning registered agent, at the address of such officer as shown by the most recent annual report of the corporation. The appointment of such agent shall terminate upon the expiration of thirty days after receipt of such notice by the secretary of state~~)) in accordance with section 1410 of this act.

((~~If~~)) A registered agent ((~~changes the agent's business address to another place within the state, the agent may change such address and the address of the registered office of any corporation of which the agent is a registered agent, by filing a statement as required by this section except that it need be executed only by the registered agent, it need not be responsive to~~

~~subsection (3) of this section, and it must recite that a copy of the statement has been delivered to the secretary of the corporation~~)) may change its information on file with the secretary of state in accordance with section 1408 or 1409 of this act.

Sec. 3109. RCW 24.03.060 and 1986 c 240 s 11 are each amended to read as follows:

((~~The registered agent so appointed by a corporation shall be an agent of such corporation upon whom any~~)) Service of process, notice, or demand required or permitted by law to be served upon the corporation may be ((~~served.~~

~~Whenever a corporation shall fail to appoint or maintain a registered agent in this state, or whenever its registered agent cannot with reasonable diligence be found at the registered office, then the secretary of state shall be an agent of such corporation upon whom any such process, notice, or demand may be served. Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with the secretary of state, or with any duly authorized clerk of the corporation department of the secretary of state's office, duplicate copies of such process, notice or demand. In the event any such process, notice or demand is served on the secretary of state, the secretary of state shall immediately cause one of the copies thereof to be forwarded by certified mail, addressed to the secretary of the corporation as shown on the records of the secretary of state. Any service so had on the secretary of state shall be returnable in not less than thirty days.~~

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

~~Nothing herein contained shall limit or affect the right to serve any process, notice or demand required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law~~)) made in accordance with section 1411 of this act.

Sec. 3110. RCW 24.03.145 and 2002 c 74 s 7 are each amended to read as follows:

The articles of incorporation shall be delivered to the secretary of state((~~. If the secretary of state finds that the articles of incorporation conform to law, the secretary of state shall, when all fees have been paid as in this chapter prescribed:~~

~~(1) Endorse on the articles the word "Filed" and the effective date of the filing.~~

~~(2) File the articles.~~

~~(3) Issue a certificate of incorporation.~~

~~The certificate of incorporation together with an exact or conformed copy of the articles of incorporation will be returned to the incorporators or their representative~~)) for filing in accordance with part I, Article 2 of this act.

Sec. 3111. RCW 24.03.175 and 2002 c 74 s 8 are each amended to read as follows:

The articles of amendment shall be delivered to the secretary of state((~~. If the secretary of state finds that the articles of amendment conform to law, the secretary of state shall, when all fees have been paid as in this chapter prescribed:~~

~~(1) Endorse on the articles the word "Filed," and the effective date of the filing.~~

~~(2) File the articles.~~

~~The exact or conformed copy of the articles of amendment bearing the filing endorsement affixed thereto by the secretary of state, shall be returned to the corporation or its representative~~)) for filing in accordance with part I, Article 2 of this act.

Sec. 3112. RCW 24.03.180 and 1986 c 240 s 28 are each amended to read as follows:

((~~Upon the filing of the articles of amendment by the secretary of state, or on such later date, not more than thirty days subsequent to the filing thereof by the secretary of state, as may be provided in the articles of amendment, the amendment shall become effective and the articles of incorporation shall be deemed to be amended accordingly~~)) Articles of amendment are effective as provided in section 1203 of this act and may state a delayed effective date in accordance with section 1203 of this act.

No amendment shall affect any existing cause of action in favor of or against such corporation, or any pending action to which such corporation shall be a party, or the existing rights of persons other than members; and, in the event the corporate name shall be changed by amendment, no action brought by or against such corporation under its former name shall abate for that reason.

Sec. 3113. RCW 24.03.183 and 2004 c 265 s 18 are each amended to read as follows:

A domestic corporation may at any time restate its articles of incorporation by a resolution adopted by the board of directors. A corporation may amend and restate in one resolution, but may not present the amendments and restatement for filing by the secretary in a single record. Separate articles of amendment, under RCW 24.03.165 and articles of restatement, under this section, must be presented notwithstanding the corporation's adoption of a single resolution of amendment and restatement.

Upon the adoption of the resolution, restated articles of incorporation shall be executed by the corporation by one of its officers. The restated articles shall set forth all of the operative provisions of the articles of incorporation together with a statement that the restated articles of incorporation correctly set forth without change the provisions of the articles of incorporation as amended and that the restated articles of incorporation supersede the original articles of incorporation and all amendments thereto.

The restated articles of incorporation shall be delivered to the secretary of state((~~. If the secretary of state finds that the restated articles of incorporation conform to law, the secretary of state shall, when all fees required by this title have been paid:~~

~~(1) Endorse on the articles the word "Filed" and the date of the filing;~~

~~(2) File the restated articles.~~

~~An exact or conformed copy of the restated articles of incorporation bearing the endorsement affixed thereto by the secretary of state, shall be returned to the corporation or its representative~~)) for filing in accordance with part I, Article 2 of this act.

Upon the filing of the restated articles of incorporation by the secretary of state, the restated articles of incorporation shall become effective and shall supersede the original articles of incorporation and all amendments thereto.

Sec. 3114. RCW 24.03.200 and 2004 c 265 s 20 are each amended to read as follows:

(1) Upon such approval, articles of merger or articles of consolidation shall be executed by each corporation by an officer of each corporation, and shall set forth:

(a) The plan of merger or the plan of consolidation;

(b) Where the members of any merging or consolidating corporation have voting rights, then as to each such corporation (i) a statement setting forth the date of the meeting of members at which the plan was adopted, that a quorum was present at such meeting, and that such plan received at least two-thirds of the votes which members present at such meeting or represented by proxy were entitled to cast, or (ii) a statement that such amendment was adopted by a consent in the form of a record executed by all members entitled to vote with respect thereto;

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(c) Where any merging or consolidating corporation has no members, or no members having voting rights, then as to each such corporation a statement of such fact, the date of the meeting of the board of directors at which the plan was adopted and a statement of the fact that such plan received the vote of a majority of the directors in office.

(2) The articles of merger or articles of consolidation shall be delivered to the secretary of state((~~. If the secretary of state finds that such articles conform to law, the secretary of state shall, when all fees have been paid as in this chapter prescribed:~~

~~(a) Endorse on the articles of merger or consolidation the word "Filed," and the date of the filing;~~

~~(b) File the articles of merger or consolidation.~~

~~An exact or conformed copy of the articles of merger or articles of consolidation bearing the filing endorsement affixed thereto by the secretary of state, shall be returned to the surviving or new corporation, as the case may be, or its representative~~)) for filing in accordance with part I, Article 2 of this act.

Sec. 3115. RCW 24.03.205 and 1986 c 240 s 34 are each amended to read as follows:

A merger or consolidation shall become effective upon the filing of the articles of merger or articles of consolidation with the secretary of state((~~, or on such later date, not more than thirty days after the filing thereof with the secretary of state, as shall be provided for in the plan~~)) as provided in section 1203 of this act, and may state a delayed effective date as provided in section 1203 of this act.

Sec. 3116. RCW 24.03.207 and 2004 c 265 s 21 are each amended to read as follows:

One or more foreign corporations and one or more domestic corporations may be merged or consolidated in the following manner, if such merger or consolidation is permitted by the laws of the state under which each such foreign corporation is organized:

(1) Each domestic corporation shall comply with the provisions of this title with respect to the merger or consolidation as the case may be, of domestic corporations and each foreign corporation shall comply with the applicable provisions of the laws of the state under which it is organized.

(2) If the surviving or new corporation in a merger or consolidation is to be governed by the laws of any state other than this state, it shall comply with the provisions of this title and part I, Article 5 of this act with respect to foreign corporations if it is to transact business in this state, and in every case it shall file with the secretary of state of this state((~~:~~

~~(a)~~)) an agreement that it may be served with process in ((~~this state~~)) accordance with section 1411 of this act in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to the merger or consolidation and in any proceeding for the enforcement of the rights, if any, of a member of any such domestic corporation against the surviving or new corporation((~~; and~~

~~(b) An irrevocable appointment of the secretary of state of this state as its agent to accept service of process in any such proceeding~~)).

The effect of the merger or consolidation shall be the same as in the case of the merger or consolidation of domestic corporations, if the surviving or new corporation is to be governed by the laws of this state. If the surviving or new corporation is to be governed by the laws of any state other than this state, the effect of the merger or consolidation shall be the same as in the case of the merger or consolidation of domestic corporations except as the laws of the other state provide otherwise.

(3) At any time prior to the effective date of the articles of merger or consolidation, the merger or consolidation may be abandoned pursuant to provision therefor, if any, set forth in the plan of merger or consolidation. In the event the merger or consolidation is abandoned, the parties thereto shall execute a notice of abandonment ((~~in triplicate~~)) executed by an officer for each corporation executing the notice, which must be in the form of a record, and deliver the notice to the secretary of state for filing in accordance with part I, Article 2 of this act. ((~~If the secretary of state finds the notice conforms to law, the secretary of state shall:~~

~~(a) Endorse on each of the originals the word "Filed" and the date of the filing;~~

~~(b) File one of the triplicate originals in the secretary of state's office; and~~

~~(c) Issue the other triplicate originals to the respective parties or their representatives.~~))

Sec. 3117. RCW 24.03.245 and 2002 c 74 s 11 are each amended to read as follows:

Articles of dissolution shall be delivered to the secretary of state for filing in accordance with part I, Article 2 of this act. ((~~If the secretary of state finds that such articles of dissolution conform to law, the secretary of state shall, when all requirements have been met as in this chapter prescribed:~~

~~(1) Endorse on the articles of dissolution the word "Filed," and the effective date of the filing.~~

~~(2) File the articles of dissolution.~~

~~The exact or conformed copy of the articles of dissolution, bearing the filing endorsement affixed thereto by the secretary of state, shall be returned to the representative of the dissolved corporation.~~)) Upon the filing of such articles of dissolution the existence of the corporation shall cease, except for the purpose of suits, other proceedings and appropriate corporate action by members, directors, and officers as provided in this chapter.

Sec. 3118. RCW 24.03.300 and 1986 c 240 s 41 are each amended to read as follows:

The dissolution of a corporation either (1) by the filing and issuance of a certificate of dissolution, voluntary or administrative, by the secretary of state, or (2) by a decree of court when the court has not liquidated the assets and affairs of the corporation as provided in this chapter, or (3) by expiration of its period of duration, shall not take away or impair any remedy available to or against such corporation, its directors, officers, or members, for any right or claim existing, or any liability incurred, prior to such dissolution if action or other proceeding thereon is commenced within two years after the date of such dissolution. Any such action or proceeding by or against the corporation may be prosecuted or defended by the corporation in its corporate name. The members, directors and officers shall have power to take such corporate or other action as shall be appropriate to protect such remedy, right or claim. If such corporation was dissolved by the expiration of its period of duration, such corporation may amend its articles of incorporation at any time during such period of two years after expiration so as to extend its period of duration. If, during the period of dissolution, another person or corporation has reserved or adopted a corporate name which is identical to or deceptively similar to the dissolved corporation's name, the corporation extending its period of duration shall be required to adopt another name consistent with the requirements of ((~~this chapter~~)) part I, Article 3 of this act and to amend its articles of incorporation accordingly. The corporation shall also pay to the state all fees and penalties which would otherwise have been due if the corporate charter had not expired, plus a reinstatement fee as ((~~provided in this chapter~~)) established by the secretary of state under section 1213 of this act.

Sec. 3119. RCW 24.03.302 and 1994 c 287 s 8 are each amended to read as follows:

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A corporation shall be administratively dissolved by the secretary of state ((~~upon the conditions prescribed in this section when the corporation:~~

~~(1) Has failed to file or complete its annual report within the time required by law; or~~

~~(2) Has failed for thirty days to appoint or maintain a registered agent in this state; or~~

~~(3) Has failed for thirty days, after change of its registered agent or registered office, to file in the office of the secretary of state a statement of such change.~~

~~A corporation shall not be dissolved under this section unless the secretary of state has given the corporation not less than sixty days' notice of its delinquency or omission, by first-class mail, postage prepaid, addressed to the registered office, or, if there is no registered office, to the last known address of any officer or director as shown by the records of the secretary of state, and unless the corporation has failed to correct the omission or delinquency before expiration of the sixty-day period.~~

~~When a corporation has given cause for dissolution under this section, and has failed to correct the delinquency or omission as provided in this section, the secretary of the state shall dissolve the corporation by issuing a certificate of administrative dissolution containing a statement that the corporation has been dissolved and the date and reason for which it was dissolved. The original certificate of administrative dissolution shall be filed in the records of the secretary of state, and a copy of the certificate shall forthwith be mailed to the corporation at its registered office or, if there is no registered office, to the last known address of the corporation or any officer, director, or incorporator of the corporation, as shown by the records of the secretary of state. Upon the filing of the certificate of administrative dissolution, the existence of the corporation shall cease, except as otherwise provided in this chapter, and its name shall be available to and may be adopted by another corporation after the dissolution.~~

~~Any notice provided by the secretary of state under this section shall be designed to clearly identify and warn the recipient of the contents thereof. A delinquency notice shall provide a succinct and readable description of the delinquency or omission, the date on which dissolution will occur, and the action necessary to cure the delinquency or omission prior to dissolution~~)) under the circumstances and procedures provided in part I, Article 6 of this act.

A corporation which has been administratively dissolved ((~~by operation of this section may be reinstated within a period of three years following its administrative dissolution if it completes and files a current annual report for the reinstatement year or if it appoints or maintains a registered agent, or if it files with the secretary of state a required statement of change of registered agent or registered office and in addition, if it pays a reinstatement fee as set by rule by the secretary plus the full amount of all annual fees that would have been assessed for the years of administrative dissolution had the corporation been in active status, including the reinstatement year plus any penalties established by rule by the secretary of state. If, during the period of dissolution, another person or corporation has reserved or adopted a corporate name which is identical to or deceptively similar to the dissolved corporation's name, the dissolved corporation seeking reinstatement shall be required to adopt another name consistent with the requirements of this chapter and to amend its articles of incorporation accordingly~~)) under section 1603 of this act may apply to the secretary of state for reinstatement in accordance with section 1604 of this act.

When a corporation has been administratively dissolved ((~~by operation of this section~~)) under section 1603 of this act, remedies available to or against it shall survive in the manner provided in RCW 24.03.300 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 members.

Sec. 3120. RCW 24.03.305 and 1993 c 181 s 12 are each amended to read as follows:

((~~No~~)) (1) A foreign corporation shall ((~~have the right to~~)) not conduct affairs in this state until it ((~~shall have procured a certificate of authority so to do from~~)) registers with the secretary of state in accordance with part I, Article 5 of this act. ((~~No foreign corporation shall be entitled to procure a certificate of authority under this chapter to conduct in this state any affairs which a corporation organized under this chapter is not permitted to conduct. A foreign corporation shall not be denied a certificate of authority by reason of the fact that the laws of the state or country under which such corporation is organized governing its organization and internal affairs differ from the laws of this state, and nothing in this chapter contained shall be construed to authorize this state to regulate the organization or the internal affairs of such corporation.~~

~~Without excluding other activities which may~~)) (2) A nonexhaustive list of activities that do not constitute conducting affairs in this state((~~, a foreign corporation shall not be considered to be conducting affairs in this state, for the purposes of this chapter, by reason of carrying on in this state any one or more of the following activities:~~

~~(1) Maintaining or defending any action or suit or any administrative or arbitration proceeding, or effecting the settlement thereof or the settlement of claims or disputes.~~

~~(2) Holding meetings of its directors or members or carrying on other activities concerning its internal affairs.~~

~~(3) Maintaining bank accounts.~~

~~(4) Creating evidences of debt, mortgages or liens on real or personal property.~~

~~(5) Securing or collecting debts due to it or enforcing any rights in property securing the same.~~

~~(6) Effecting sales through independent contractors.~~

~~(7) Soliciting or procuring orders, whether by mail or through employees or agents or otherwise, where such orders require acceptance without this state before becoming binding contracts.~~

~~(8) Creating as borrower or lender, or acquiring, indebtedness or mortgages or other security interests in real or personal property.~~

~~(9) Securing or collecting debts or enforcing any rights in property securing the same.~~

~~(10) Transacting any business in interstate commerce.~~

~~(11) Conducting an isolated transaction completed within a period of thirty days and not in the course of a number of repeated transactions of like nature.~~

~~(12) Operating an approved branch campus of a foreign degree-granting institution in compliance with chapter 28B.90 RCW and in accordance with RCW 24.03.307~~)) is provided in section 1505 of this act.

Sec. 3121. RCW 24.03.310 and 1967 c 235 s 63 are each amended to read as follows:

A foreign corporation ((~~which shall have received a certificate of authority under this chapter shall, until a certificate of revocation or of withdrawal shall have been issued as provided in this chapter, enjoy the same, but no greater, rights and privileges as a domestic corporation organized for the purposes set forth in the application pursuant to which such certificate of authorization is issued; and, except as in this chapter otherwise provided, shall be subject to the same duties, restrictions, penalties and liabilities now or hereafter imposed upon a~~

~~domestic corporation of like character~~)) that registers to conduct affairs in this state is subject to section 1501 of this act relating to the effect of registration and the governing law for registered foreign corporations.

Sec. 3122. RCW 24.03.315 and 1982 c 35 s 98 are each amended to read as follows:

((~~No certificate of authority shall be issued to a foreign corporation unless the corporate name of such corporation complies with the provisions of RCW 24.03.045. However, a foreign corporation applying for a certificate of authority may file with the secretary of state a resolution of its board of directors adopting a fictitious name for use in transacting business in this state, if the fictitious name complies with RCW 24.03.045~~)) The corporate name of a foreign corporation registered in this state must comply with the provisions of section 1506 of this act and part I, Article 3 of this act.

Sec. 3123. RCW 24.03.325 and 2002 c 74 s 12 are each amended to read as follows:

A foreign corporation((~~, in order to procure a certificate of authority~~)) may register to conduct affairs in this state((~~, shall make application therefor~~)) by delivering to the secretary of state((~~, which application shall set forth:~~

~~(1) The name of the corporation and the state or country under the laws of which it is incorporated.~~

~~(2) If the name of the corporation contains the word "corporation," "company," "incorporated," or "limited," or contains an abbreviation of one of such words, then the name of the corporation which it elects for use in this state.~~

~~(3) The date of incorporation and the period of duration of the corporation.~~

~~(4) The address of the principal office of the corporation.~~

~~(5) A statement that a registered agent has been appointed and the name and address of such agent, and that a registered office exists and the address of such registered office is identical to that of the registered agent.~~

~~(6) The purpose or purposes of the corporation which it proposes to pursue in conducting its affairs in this state.~~

~~(7) The names and respective addresses of the directors and officers of the corporation.~~

~~(8) Such additional information as may be necessary or appropriate in order to enable the secretary of state to determine whether such corporation is entitled to a certificate of authority to conduct affairs in this state.~~

~~The application shall be made in the form prescribed by the secretary of state and shall~~)) for filing a foreign registration statement in accordance with section 1503 of this act. The statement must be executed by the corporation by one of its officers.

((~~The application shall be accompanied by a certificate of good standing which has been issued no more than sixty days before the date of filing of the application for a certificate of authority to do business in this state and has been certified to by the proper officer of the state or country under the laws of which the corporation is incorporated.~~))

Sec. 3124. RCW 24.03.335 and 1982 c 35 s 100 are each amended to read as follows:

Upon the filing of the ((~~application for certificate of authority~~)) foreign registration statement by the secretary of state, the corporation shall be authorized to conduct affairs in this state for those purposes set forth in its application, subject, however, to the right of this state to ((~~suspend or to revoke such authority~~)) terminate the registration as provided in ((~~this chapter~~)) section 1511 of this act.

Sec. 3125. RCW 24.03.340 and 2004 c 265 s 29 are each amended to read as follows:

Each foreign corporation ((~~authorized~~)) registered to conduct affairs in this state shall have and continuously maintain in this state((~~:~~

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

~~(2) A registered agent, which agent may be either an individual resident in this state whose business office is identical with such registered office, or a domestic corporation, whether for profit or not for profit, or a foreign corporation, whether for profit or not for profit, authorized to transact business or conduct affairs in this state, having an office identical with such registered office or a domestic limited liability company whose business office is identical with the registered office or a foreign limited liability company authorized to conduct affairs in this state whose business address is identical with the registered office. A registered agent shall not be appointed without having given prior consent in the form of a record to the appointment. The consent shall be filed with the secretary of state in such form as the secretary may prescribe. The consent shall be filed with or as a part of the record first appointing a registered agent. In the event any individual, corporation, or limited liability company has been appointed agent without consent, that person, corporation, or limited liability company may file a notarized statement attesting to that fact, and the name shall immediately be removed from the records of the secretary of state.~~

~~No foreign corporation authorized to transact business in this state may be permitted to maintain any action in any court in this state until the corporation complies with the requirements of this section~~)) a registered agent in accordance with part I, Article 4 of this act.

Sec. 3126. RCW 24.03.345 and 2004 c 265 s 30 are each amended to read as follows:

A foreign corporation ((~~authorized~~)) registered to conduct affairs in this state may change its ((~~registered office or change its~~)) registered agent((~~, or both, upon filing in the office of~~)) by delivering to the secretary of state ((~~in a form approved by the secretary of state~~)) for filing a statement ((~~setting forth:~~

~~(1) The name of the corporation.~~

~~(2) If the current registered office is to be changed, the street address to which the registered office is to be changed.~~

~~(3) If the current registered agent is to be changed, the name of the new registered agent.~~

~~(4) That the address of its registered office and the address of the office of its registered agent, as changed, will be identical.~~

~~Such~~)) of change in accordance with section 1407 of this act. The statement shall be executed by the corporation by an officer of the corporation((~~, and delivered to the secretary of state, together with a consent, in the form of a record, of the registered agent to the appointment, if applicable. If the secretary of state finds that such statement conforms to the provisions of this chapter, the secretary of state shall endorse thereon the word "Filed," and the month, day, and year of the filing thereof, and file the statement. The change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective upon filing unless a later date is specified~~)).

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Any registered agent in this state appointed by a foreign corporation may resign as such agent ((~~upon filing a notice thereof, in the form of a record, executed in duplicate, with~~)) by executing and delivering to the secretary of state ((~~who shall immediately deliver a copy thereof to the secretary of the foreign corporation at its principal office as shown by its most recent annual report. The appointment of such agent shall terminate upon the expiration of thirty days after receipt of such notice by the secretary of state~~)) for filing a statement of resignation in accordance with section 1410 of this act.

((~~If~~)) A registered agent ((~~changes his or her business address to another place within the state, the registered agent may change such address and the address of the registered office of any corporation of which the registered agent is a registered agent by filing a statement as required by this section, except that it need be executed only by the registered agent, it need not be responsive to subsection (3) of this section, and it must recite that a copy of the statement has been delivered to the corporation~~)) of a foreign corporation may change its information on file with the secretary of state in accordance with section 1408 or 1409 of this act.

Sec. 3127. RCW 24.03.350 and 2011 c 336 s 658 are each amended to read as follows:

((~~The registered agent so appointed by a foreign corporation authorized to conduct affairs in this state shall be an agent of such corporation upon whom~~)) Service of any process, notice, or demand required or permitted by law to be served upon the corporation may be ((~~served.~~

~~Whenever a foreign corporation authorized to conduct affairs in this state shall fail to appoint or maintain a registered agent in this state, or whenever any such registered agent cannot with reasonable diligence be found at the registered office, or whenever the certificate of authority of a foreign corporation shall be suspended or revoked, then the secretary of state shall be an agent of such corporation upon whom any such process, notice, or demand may be served. Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with the secretary of state, or with any duly authorized clerk of the corporation department of the secretary of state's office, duplicate copies of such process, notice or demand. In the event any such process, notice, or demand is served on the secretary of state, the secretary of state shall immediately cause one of such copies thereof to be forwarded by certified mail, addressed to the secretary of the corporation as shown on the records of the secretary of state. Any service so had on the secretary of state shall be returnable in not less than thirty days.~~

~~The secretary of state shall keep a record of all processes, notices, and demands served upon the secretary of state under this section, and shall record therein the time of such service and his or her action with reference thereto~~)) made in accordance with section 1411 of this act.

Nothing herein contained shall limit or affect the right to serve any process, notice, or demand, required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.

Sec. 3128. RCW 24.03.365 and 2004 c 265 s 31 are each amended to read as follows:

A foreign corporation ((~~authorized~~)) registered to conduct affairs in this state shall ((~~procure an amended certificate of authority in the event it changes its corporate name, or desires to pursue in this state other or additional purposes than those set forth in its prior application for a certificate of authority, by making application therefor to the secretary of state.~~

~~The requirements in respect to the form and contents of such application, the manner of its execution, the filing of the application with the secretary of state, the issuance of an amended certificate of authority and the effect thereof, shall be the same as in the case of an original application for a certificate of authority~~)) amend its foreign registration statement under the circumstances specified in section 1504 of this act.

Sec. 3129. RCW 24.03.370 and 1993 c 356 s 7 are each amended to read as follows:

A foreign corporation ((~~authorized~~)) registered to conduct affairs in this state may withdraw from this state ((~~upon procuring from~~)) by delivering a statement of withdrawal to the secretary of state ((~~a certificate of withdrawal. In order to procure such certificate of withdrawal, such foreign corporation shall deliver to the secretary of state an application for withdrawal, which shall set forth:~~

~~(1) The name of the corporation and the state or country under the laws of which it is incorporated.~~

~~(2) That the corporation is not conducting affairs in this state.~~

~~(3) That the corporation surrenders its authority to conduct affairs in this state.~~

~~(4) That the corporation revokes the authority of its registered agent in this state to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in this state during the time the corporation was authorized to conduct affairs in this state may thereafter be made on such corporation by service thereof on the secretary of state.~~

~~(5) A copy of a revenue clearance certificate issued pursuant to chapter 82.32 RCW.~~

~~(6) A post office address to which the secretary of state may mail a copy of any process against the corporation that may be served on the secretary of state.~~

~~The application for withdrawal shall be made on forms prescribed and furnished by the secretary of state and shall be executed by the corporation by an officer of the corporation, or, if the corporation is in the hands of a receiver or trustee, shall be executed on behalf of the corporation by such receiver or trustee~~)) for filing in accordance with section 1507 of this act.

Sec. 3130. RCW 24.03.380 and 2004 c 265 s 32 are each amended to read as follows:

(1) The ((~~certificate of authority~~)) registration of a foreign corporation to conduct affairs in this state ((~~shall be revoked~~)) may be terminated by the secretary of state ((~~upon the conditions prescribed in this section when:~~

~~(a) The corporation has failed to file its annual report within the time required by this chapter, or has failed to pay any fees or penalties prescribed by this chapter when they have become due and payable; or~~

~~(b) The corporation has failed for thirty days to appoint and maintain a registered agent in this state as required by this chapter; or~~

~~(c) The corporation has failed, for thirty days after change of its registered agent or registered office, to file in the office of the secretary of state a statement of such change as required by this chapter; or~~

~~(d) The corporation has continued to exceed or abuse the authority conferred upon it by this chapter; or~~

~~(e) A misrepresentation has been made of any material matter in any application, report, affidavit, or other record submitted by such corporation pursuant to this chapter.~~

~~(2) Prior to revoking a certificate of authority under subsection (1) of this section, the secretary of state shall give the corporation written notice of the corporation's delinquency or~~

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~~omission by first-class mail, postage prepaid, addressed to the corporation's registered agent. If, according to the records of the secretary of state, the corporation does not have a registered agent, the notice may be given by mail addressed to the corporation at its last known address or at the address of any officer or director of the corporation, as shown by the records of the secretary of state. Notice is deemed to have been given five days after the date deposited in the United States mail, correctly addressed, and with correct postage affixed. The notice shall inform the corporation that its certificate of authority shall be revoked at the expiration of sixty days following the date the notice had been deemed to have been given, unless it corrects the delinquency or omission within the sixty-day period.~~

~~(3) Any notice provided by the secretary of state under this section shall be designed to clearly identify and warn the recipient of the contents thereof. A delinquency notice shall provide a succinct and readable description of the delinquency or omission, the date on which dissolution will occur, and the action necessary to cure the delinquency or omission prior to dissolution.~~

~~(4) The attorney general may take such action regarding revocation of a certificate of authority as is provided by RCW 24.03.250 for the dissolution of a domestic corporation. The procedures of RCW 24.03.250 shall apply to any action under this section. The clerk of any superior court entering a decree of revocation of a certificate of authority shall file a certified copy, without cost or filing fee, with the office of the secretary of state~~)) in accordance with section 1511 of this act.

Sec. 3131. RCW 24.03.390 and 1986 c 240 s 52 are each amended to read as follows:

((~~No~~)) A foreign corporation which is conducting affairs in this state without ((~~a certificate of authority shall be permitted to maintain any action, suit or proceeding in any court of this state until such corporation shall have obtained a certificate of authority. Nor shall any action, suit or proceeding be maintained in any court of this state by any successor or assignee of such corporation on any right, claim or demand arising out of the conduct of affairs by such corporation in this state, until a certificate of authority shall have been obtained by such corporation or by a corporation which has acquired all or substantially all of its assets.~~

~~The failure of a foreign corporation to obtain a certificate of authority to conduct affairs in this state shall not impair the validity of any contract or act of such corporation, and shall not prevent such corporation from defending any action, suit or proceeding in any court of this state.~~

~~A foreign corporation which transacts business in this state without a certificate of authority shall be liable to this state, for the years or parts thereof during which it transacted business in this state without a certificate of authority, in an amount equal to all fees which would have been imposed by this chapter upon such corporation had it duly applied for and received a certificate of authority to transact business in this state as required by this chapter and thereafter filed all reports required by this chapter, plus all penalties imposed by this chapter for failure to pay such fees. The attorney general shall bring proceedings to recover all amounts due this state under the provisions of this section~~)) registering with the secretary of state is subject to section 1502 of this act.

Sec. 3132. RCW 24.03.395 and 1993 c 356 s 10 are each amended to read as follows:

Each domestic corporation, and each foreign corporation ((~~authorized~~)) registered to conduct affairs in this state, shall ((~~file, within the time prescribed by this chapter,~~)) deliver an annual report ((~~in the form prescribed by~~)) to the secretary of state((~~. The secretary may by rule provide that a biennial filing meets this requirement. The report shall set forth:~~

~~(1) The name of the corporation and the state or country under the laws of which it is incorporated;~~

~~(2) The address of the registered office of the corporation in this state including street and number and the name of its registered agent in this state at such address, and, in the case of a foreign corporation, the address of its principal office;~~

~~(3) A brief statement of the character of the affairs which the corporation is actually conducting, or, in the case of a foreign corporation, which the corporation is actually conducting in this state;~~

~~(4) The names and respective addresses of the directors and officers of the corporation; and~~

~~(5) The corporation's unified business identifier number.~~

~~The information shall be given as of the date of the execution of the report. It shall be executed by the corporation by an officer of the corporation, or, if the corporation is in the hands of a receiver or trustee, it shall be executed on behalf of the corporation by such receiver or trustee.~~

~~The secretary of state may provide that correction or updating of information appearing on previous annual or biennial filings is sufficient to constitute the current filing~~)) in accordance with section 1212 of this act.

Sec. 3133. RCW 24.03.405 and 2010 1st sp.s. c 29 s 3 are each amended to read as follows:

((~~(1)~~)) Nonprofit corporations are subject to the applicable fees, charges, and penalties established by the secretary of state ((~~must establish by rule, fees for the following:~~

~~(a) Filing articles of incorporation.~~

~~(b) Filing an annual report of a domestic or foreign corporation.~~

~~(c) Filing an application of a foreign corporation for a certificate of authority to conduct affairs in this state.~~

~~(d) An application for reinstatement under RCW 24.03.386.~~

~~(e) Filing articles of amendment or restatement or an amendment or supplement to an application for reinstatement.~~

~~(f) Filing articles of merger or consolidation.~~

~~(g) Filing a statement of change of address of registered office or change of registered agent, or revocation, resignation, or any combination of these.~~

~~(h) Filing articles of dissolution.~~

~~(i) Filing an application of a foreign corporation for an amended certificate of authority to conduct affairs in this state.~~

~~(j) Filing an application for withdrawal of a foreign corporation and issuing a certificate of withdrawal.~~

~~(k) Filing a certificate by a foreign corporation of the appointment of a registered agent.~~

~~(l) Filing a certificate of election adopting the provisions of chapter 24.03 RCW.~~

~~(m) Filing an application to reserve a corporate name.~~

~~(n) Filing a notice of transfer of a reserved corporate name.~~

~~(o) Filing a name registration.~~

~~(p) Filing any other statement or report authorized for filing under this chapter.~~

~~(2) Fees are adjusted by rule only in an amount that does not exceed the average biennial increase in the cost of providing service. This must be determined in a biennial cost study performed by the secretary~~)) under section 1213 of this act and RCW 43.07.120.

Sec. 3134. RCW 24.03.425 and 2004 c 265 s 34 are each amended to read as follows:

Each director and officer of a corporation, domestic or foreign, who fails or refuses within the time prescribed by this chapter to answer truthfully and fully interrogatories propounded to him or her by the secretary of state in accordance with the provisions of this chapter((~~, or who signs any articles, statement, report, application or other record filed with the secretary of state~~

~~which is known to such officer or director to be false in any material respect,~~)) shall be deemed to be guilty of a misdemeanor, and upon conviction thereof may be fined in any amount not exceeding five hundred dollars.

Sec. 3135. RCW 24.03.445 and 2004 c 265 s 36 are each amended to read as follows:

((~~If the secretary of state shall fail to approve any articles of incorporation, amendment, merger, consolidation or dissolution, or any other record required by this chapter to be approved by the secretary of state before the same shall be filed in his or her office, the secretary of state shall give written notice of disapproval to the person or corporation, domestic or foreign, delivering the same, specifying the reasons therefor. Within thirty days from such disapproval such person or corporation may appeal to the superior court pursuant to the provisions of the administrative procedure act, chapter 34.05 RCW~~)) Section 1206 of this act governs the secretary of state's duty to file records delivered to the secretary of state for filing, the manner and effect of filing, and procedures that apply when the secretary of state refuses to file a record.

NEW SECTION. **Sec. 3136.** The following acts or parts of acts are each repealed:

(1) RCW 24.03.007 (Standards for electronic filing—Rules) and 2004 c 265 s 2 & 2002 c 74 s 5;

(2) RCW 24.03.008 (Records submitted for filing—Exact or conformed copies) and 2004 c 265 s 3 & 2002 c 74 s 6;

(3) RCW 24.03.3025 (Administrative dissolution or revocation of a certificate of authority—Corporation name not distinguishable from name of governmental entity—Application by governmental entity) and 1997 c 12 s 2;

(4) RCW 24.03.303 (Reinstatement under certain circumstances—Request for relief) and 1987 c 117 s 6;

(5) RCW 24.03.307 (Foreign degree-granting institution branch campus—Acts not deemed transacting business in state) and 1993 c 181 s 6;

(6) RCW 24.03.320 (Change of name by foreign corporation) and 1986 c 240 s 44 & 1967 c 235 s 65;

(7) RCW 24.03.330 (Filing of application for certificate of authority) and 2004 c 265 s 27, 2002 c 74 s 13, 1986 c 240 s 46, 1982 c 35 s 99, 1969 ex.s. c 163 s 4, & 1967 c 235 s 67;

(8) RCW 24.03.375 (Filing of application for withdrawal) and 2002 c 74 s 14, 1982 c 35 s 105, & 1967 c 235 s 76;

(9) RCW 24.03.385 (Issuance of certificate of revocation) and 1986 c 240 s 51, 1982 c 35 s 107, & 1967 c 235 s 78;

(10) RCW 24.03.386 (Foreign corporations—Application for reinstatement) and 1993 c 356 s 8, 1987 c 117 s 1, & 1986 c 240 s 57;

(11) RCW 24.03.388 (Foreign corporations—Fees for application for reinstatement—Filing current annual report—Penalties established by rule) and 1994 c 287 s 9, 1993 c 356 s 9, 1991 c 223 s 3, 1987 c 117 s 2, & 1986 c 240 s 58;

(12) RCW 24.03.400 (Filing of annual or biennial report of domestic and foreign corporations—Notice—Reporting dates) and 2011 c 183 s 5, 1993 c 356 s 11, 1986 c 240 s 54, 1982 c 35 s 109, 1973 c 90 s 1, & 1967 c 235 s 81;

(13) RCW 24.03.410 (Miscellaneous fees) and 2004 c 265 s 33, 1993 c 269 s 6, 1982 c 35 s 111, 1979 ex.s. c 133 s 2, 1969 ex.s. c 163 s 6, & 1967 c 235 s 83;

(14) RCW 24.03.415 (Disposition of fees) and 2011 c 336 s 659 & 1967 c 235 s 84; and

(15) RCW 24.03.450 (Certificates and certified copies to be received in evidence) and 2004 c 265 s 37, 1982 c 35 s 116, & 1967 c 235 s 91.

PART IV

NONPROFIT MISCELLANEOUS AND MUTUAL CORPORATIONS ACT REVISIONS

Sec. 4101. RCW 24.06.005 and 2001 c 271 s 1 are each amended to read as follows:

As used in this chapter, unless the context otherwise requires, the term:

(1) "Corporation" or "domestic corporation" means a mutual corporation or miscellaneous corporation subject to the provisions of this chapter, except a foreign corporation.

(2) "Foreign corporation" means a mutual or miscellaneous corporation or other corporation organized under laws other than the laws of this state which would be subject to the provisions of this chapter if organized under the laws of this state.

(3) "Mutual corporation" means a corporation organized to accomplish one or more of its purposes on a mutual basis for members and other persons.

(4) "Miscellaneous corporation" means any corporation which is organized for a purpose or in a manner not provided for by the Washington business corporation act or by the Washington nonprofit corporation act, and which is not required to be organized under other laws of this state.

(5) "Articles of incorporation" includes the original articles of incorporation and all amendments thereto, and includes articles of merger.

(6) "Bylaws" means the code or codes of rules adopted for the regulation or management of the affairs of the corporation irrespective of the name or names by which such rules are designated.

(7) "Member" means one having membership rights in a corporation in accordance with provisions of its articles of incorporation or bylaws.

(8) "Stock" or "share" means the units into which the proprietary interests of a corporation are divided in a corporation organized with stock.

(9) "Stockholder" or "shareholder" means one who is a holder of record of one or more shares in a corporation organized with stock.

(10) "Board of directors" means the group of persons vested with the management of the affairs of the corporation irrespective of the name by which such group is designated.

(11) "Insolvent" means inability of a corporation to pay debts as they become due in the usual course of its affairs.

(12) "Duplicate originals" means two copies, original or otherwise, each with original signatures, or one original with original signatures and one copy thereof.

(13) "Conforms to law" as used in connection with duties of the secretary of state in reviewing documents for filing under this chapter, means the secretary of state has determined the document complies as to form with the applicable requirements of this chapter.

(14) "Effective date" means, in connection with a document filing made by the secretary of state, the date ((~~which is shown by affixing a "filed" stamp on the documents. When a document is received for filing by the secretary of state in a form which complies with the requirements of this chapter and which would entitle the document to be filed immediately upon receipt, but the secretary of state's approval action occurs subsequent to the date of receipt, the secretary of state's filing date shall relate back to the date on which the secretary of state first received the document in acceptable form. An applicant may request a specific effective date no more than thirty days later than the receipt date which might otherwise be applied as the effective date~~)) on which the filing becomes effective under section 1203 of this act.

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(15) "Executed by an officer of the corporation," or words of similar import, means that any document signed by such person shall be and is signed by that person under penalties of perjury and in an official and authorized capacity on behalf of the corporation or person making the document submission with the secretary of state.

(16) "An officer of the corporation" means, in connection with the execution of documents submitted for filing with the secretary of state, the president, a vice president, the secretary, or the treasurer of the corporation.

(17) "Electronic transmission" or "electronically transmitted" means any process of electronic communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of the transmitted information by the recipient. However, such an electronic transmission must either set forth or be submitted with information, including any security or validation controls used, from which it can reasonably be determined that the electronic transmission was authorized by, as applicable, the corporation or shareholder or member by or on behalf of which the electronic transmission was sent.

(18) "Consumer cooperative" means a corporation engaged in the retail sale, to its members and other consumers, of goods or services of a type that are generally for personal, living, or family use.

(19) "Registered office" means the address of the corporation's registered agent.

Sec. 4102. RCW 24.06.032 and 2012 c 216 s 1 are each amended to read as follows:

(1) In addition to any other rights and powers granted under this chapter, any mutual or miscellaneous corporation that was organized under this chapter prior to June 10, 2004, and conducts its business on a cooperative basis is entitled, by means of an express election contained in its articles of incorporation or bylaws, to avail itself of part or all of the additional rights and powers granted to cooperative associations under RCW 23.86.105(1), 23.86.160, and 23.86.170, and, if the corporation is a consumer cooperative, under section 1302(6) of this act and RCW 23.86.030 (((~~(1) and~~)) (2).

(2) Any other provision of this chapter notwithstanding:

(a) A consumer cooperative organized under this chapter may give notice to its members of the place, day, and hour of its annual meeting not less than ten nor more than one hundred twenty days before the date of the annual meeting.

(b) A consumer cooperative organized under this chapter may satisfy any provisions of this chapter requiring that certain information or materials must be set forth in a writing accompanying or contained in the notice of a meeting of its members, by: (i) Posting the information or materials on an electronic network not less than thirty days prior to the meeting at which such information or materials will be considered by members; and (ii) delivering to those members who are eligible to vote a notification, either in a meeting notice authorized under this chapter or in such other reasonable form as the board of directors may specify, setting forth the address of the electronic network at which and the date after which such information or materials will be posted and available for viewing by members eligible to vote, together with comprehensible instructions regarding how to obtain access to the information and materials posted on the electronic network. A consumer cooperative that elects to post information or materials required by this chapter on an electronic network shall, at its expense, provide a copy of such information or materials in a written or other tangible medium to any member who is eligible to vote and so requests.

(c) The articles of incorporation or bylaws of a consumer cooperative organized under this chapter may provide that the annual meeting of its members need not involve a physical assembly at a particular geographic location if the meeting is held by means of electronic or other remote communications with its members, in a fashion that its board of directors determines will afford members a reasonable opportunity to read or hear the proceedings substantially concurrently with their occurrence, to vote by electronic transmission on matters submitted to a vote by members, and to pose questions of and make comments to management, subject to such procedural guidelines and limitations as its board of directors may adopt. Members participating in an annual meeting by means of electronic or other remote communications technology in accordance with any such procedural guidelines and limitations shall be deemed present at the meeting for all purposes under this chapter. For any annual meeting of members that is conducted by means of electronic or other remote communications without a physical assembly at a geographic location, the address of the electronic network or other communications site or connection specified in the notice of the meeting shall be deemed to be the place of the meeting.

Sec. 4103. RCW 24.06.045 and 1998 c 102 s 4 are each amended to read as follows:

The corporate name((~~:~~

~~(1) Shall not contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation.~~

~~(2)(a) Except as provided in (b) and (c) of this subsection, must be distinguishable upon the records of the secretary of state from:~~

~~(i) The corporate name of a corporation organized or authorized to transact business in this state;~~

~~(ii) A corporate name reserved or registered under chapter 23B.04 RCW;~~

~~(iii) The name or reserved name of a mutual corporation or miscellaneous corporation incorporated or authorized to do business under this chapter;~~

~~(iv) The fictitious name adopted under RCW 23B.15.060 by a foreign corporation authorized to transact business in this state because its real name is unavailable;~~

~~(v) The corporate name or reserved name of a not-for-profit corporation incorporated or authorized to conduct affairs in this state under chapter 24.03 RCW;~~

~~(vi) The name or reserved name of a foreign or domestic limited partnership formed or registered under chapter 25.10 RCW;~~

~~(vii) The name or reserved name of a limited liability company organized or registered under chapter 25.15 RCW; and~~

~~(viii) The name or reserved name of a limited liability partnership registered under chapter 25.04 RCW.~~

~~(b) A corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the records from one or more of the names described in (a) of this subsection. The secretary of state shall authorize use of the name applied for if:~~

~~(i) The other corporation, company, holder, limited liability partnership, or limited partnership consents to the use in writing and files with the secretary of state documents necessary to change its name or the name reserved or registered to a name that is distinguishable upon the records of the secretary of state from the name of the applying corporation; or~~

~~(ii) The applicant delivers to the secretary of state a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in this state.~~

~~(c) A corporation may use the name, including the fictitious name, of another domestic or foreign corporation, limited liability company, limited partnership, or limited liability partnership, that~~

~~is used in this state if the other entity is incorporated, organized, formed, or authorized to transact business in this state, and the proposed user corporation:~~

~~(i) Has merged with the other corporation, limited liability company, or limited partnership; or~~

~~(ii) Has been formed by reorganization of the other corporation.~~

~~(3) Shall be transliterated into letters of the English alphabet if it is not in English.~~

~~(4) The name of any corporation formed under this section shall not include nor end with "incorporated", "company", or "corporation" or any abbreviation thereof, but may use "club", "league", "association", "services", "committee", "fund", "society", "foundation", ". . . . . ., a nonprofit mutual corporation", or any name of like import.~~

~~(5) A name shall not be considered distinguishable upon the records of the secretary of state by virtue of:~~

~~(a) A variation in any of the following designations for the same name: "Corporation," "incorporated," "company," "limited," "partnership," "limited partnership," "limited liability company," or "limited liability partnership," or the abbreviations "corp.," "inc.," "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or "L.L.C.";~~

~~(b) The addition or deletion of an article or conjunction such as "the" or "and" from the same name;~~

~~(c) Punctuation, capitalization, or special characters or symbols in the same name; or~~

~~(d) Use of abbreviation or the plural form of a word in the same name.~~

~~(6) This title does not control the use of assumed business names or "trade names.")~~) must comply with the requirements of part I, Article 3 of this act.

Sec. 4104. RCW 24.06.046 and 1993 c 356 s 13 are each amended to read as follows:

The exclusive right to the use of a corporate name may be reserved ((~~by:~~

~~(1) Any person intending to organize a corporation under this title.~~

~~(2) Any domestic corporation intending to change its name.~~

~~(3) Any foreign corporation intending to make application for a certificate of authority to transact business in this state.~~

~~(4) Any foreign corporation authorized to transact business in this state and intending to change its name.~~

~~(5) Any person intending to organize a foreign corporation and intending to have such corporation make application for a certificate of authority to transact business in this state.~~

~~The reservation shall be made by filing with the secretary of state an application to reserve a specified corporate name, executed by or on behalf of the applicant. If the secretary of state finds that the name is available for corporate use, the secretary of state shall reserve the same for the exclusive use of the applicant for a period of one hundred and eighty days. Such reservation shall be limited to one filing.~~

~~The right to the exclusive use of a specified corporate name so reserved may be transferred to any other person or corporation by filing in the office of the secretary of state, a notice of such transfer, executed by the applicant for whom the name was reserved, and specifying the name and address of the transferee~~)) in accordance with section 1303 of this act.

Sec. 4105. RCW 24.06.047 and 1994 c 211 s 1308 are each amended to read as follows:

Any corporation, organized and existing under the laws of any state or territory of the United States may register its corporate name ((~~under this title, provided its corporate name is not the same as, or deceptively similar to, the name of any domestic corporation existing under the laws of this state, or the name of any foreign corporation authorized to transact business in this state, the name of any domestic limited liability company organized under the laws of this state, or the name of any foreign limited liability company authorized to transact business in this state, the name of any domestic or foreign limited partnership on file with the secretary, or any corporate name reserved or registered under this title.~~

~~Such registration shall be made by:~~

~~(1) Filing with the secretary of state: (a) An application for registration executed by the corporation by an officer thereof, setting forth the name of the corporation, the state or country under the laws of which it is incorporated, and the date of its incorporation, and (b) a certificate setting forth that such corporation is in good standing under the laws of the state or country wherein it is organized, executed by the secretary of state of such state or territory or by such other official as may have custody of the records pertaining to corporations, and~~

~~(2) Paying to the secretary of state the applicable annual registration fee.~~

~~The registration shall be effective until the close of the calendar year in which the application for registration is filed~~)) in accordance with section 1304 of this act.

Sec. 4106. RCW 24.06.048 and 1982 c 35 s 124 are each amended to read as follows:

A corporation which has in effect a registration of its corporate name, may renew such registration ((~~from year to year by annually filing an application for renewal setting forth the facts required to be set forth in an original application for registration and a certificate of good standing as required for the original registration and by paying a fee of ten dollars. A renewal application may be filed between the first day of October and the thirty-first day of December in each year, and shall extend the registration for the following calendar year~~)) in accordance with section 1304 of this act.

Sec. 4107. RCW 24.06.050 and 2009 c 202 s 2 are each amended to read as follows:

Each domestic corporation and foreign corporation authorized to do business in this state shall have and continuously maintain in this state((~~:~~

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

~~(2) A registered agent, which agent may be either an individual resident in this state whose business office is identical with such registered office, or a domestic corporation existing under any act of this state, or a governmental body or agency, or a foreign corporation authorized to transact business or conduct affairs in this state under any act of this state having an office identical with such registered office. The resident agent and registered office shall be designated by duly adopted resolution of the board of directors; and a statement of such designation, executed by an officer of the corporation, shall be filed with the secretary of state. A registered agent shall not be appointed without having given prior written consent to the appointment. The written consent shall be filed with the secretary of state in~~

~~such form as the secretary may prescribe. The written consent shall be filed with or as a part of the document first appointing a registered agent. In the event any individual or corporation has been appointed agent without consent, that person or corporation may file a notarized statement attesting to that fact, and the name shall forthwith be removed from the records of the secretary of state.~~

~~No Washington corporation or foreign corporation authorized to transact business in this state may be permitted to maintain any action in any court in this state until the corporation complies with the requirements of this section~~)) a registered agent in accordance with part I, Article 4 of this act.

Sec. 4108. RCW 24.06.055 and 2011 c 336 s 661 are each amended to read as follows:

A corporation may change its ((~~registered office or change its~~)) registered agent((~~, or both, upon filing in the office of the secretary of state a statement in the form prescribed by the secretary of state setting forth:~~

~~(1) The name of the corporation.~~

~~(2) If the address of its registered office is to be changed, the address to which the registered office is to be changed, including street and number.~~

~~(3) If the current registered agent is to be changed, the name of its successor registered agent.~~

~~(4) That the address of its registered office and the address of the office of its registered agent, as changed, will be identical.~~

~~Such statement shall be executed by the corporation by an officer of the corporation, and delivered to the secretary of state, together with a written consent of the registered office to his, her, or its appointment, if applicable. If the secretary of state finds that such statement conforms to the provisions of this chapter, the secretary of state shall file such statement, and upon such filing, the change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective~~)) by delivering to the secretary of state for filing a statement of change in accordance with section 1407 of this act.

Any registered agent of a corporation may resign as ((~~such~~)) agent ((~~upon filing a written notice thereof, executed in duplicate, with the secretary of state, who shall forthwith mail a copy thereof to the corporation in care of an officer, who is not the resigning registered agent, at the address of such officer as shown by the most recent annual report of the corporation. The appointment of such agent shall terminate upon the expiration of thirty days after receipt of such notice by the secretary of state~~)) by delivering to the secretary of state for filing a statement of resignation in accordance with section 1410 of this act.

Sec. 4109. RCW 24.06.060 and 1982 c 35 s 127 are each amended to read as follows:

((~~The registered agent so appointed by a corporation shall be an agent of such corporation upon whom~~)) Service of any process, notice or demand required or permitted by law to be served upon the corporation may be ((~~served.~~

~~Whenever a corporation shall fail to appoint or maintain a registered agent in this state, or whenever its registered agent cannot with reasonable diligence be found at the registered office, then the secretary of state shall be an agent of such corporation upon whom any such process, notice, or demand may be served. Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with the secretary of state, or with any duly authorized clerk of the corporation department of his or her office, duplicate copies of such process, notice or demand. In the event any such process, notice or demand is served on the secretary of state, the secretary of state shall immediately cause one of the copies thereof to be forwarded by certified mail, addressed to the corporation at its registered office. Any service so had on the secretary of state shall be returnable in not less than thirty days.~~

~~The secretary of state shall keep a record of all processes, notices and demands served upon the secretary of state under this section, and shall record therein the time of such service and his action with reference thereto.~~

~~Nothing herein contained shall limit or affect the right to serve any process, notice or demand required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law~~)) made in accordance with section 1411 of this act.

Sec. 4110. RCW 24.06.200 and 1982 c 35 s 131 are each amended to read as follows:

((~~Duplicate originals of~~)) The articles of amendment shall be delivered to the secretary of state for filing in accordance with part I, Article 2 of this act. ((~~If the secretary of state finds that the articles of amendment conform to law, he or she shall, when all fees have been paid as prescribed in this chapter:~~

~~(1) Endorse on each of such originals the word "filed", and the effective date of the filing thereof.~~

~~(2) File one of such originals in his or her office.~~

~~(3) Issue a certificate of amendment to which he or she shall affix one of such originals.~~

~~The certificate of amendment, together with the other duplicate original of the articles of amendment affixed thereto by the secretary of state shall be returned to the corporation or its representative and shall be retained by the corporation.~~))

Sec. 4111. RCW 24.06.205 and 1982 c 35 s 132 are each amended to read as follows:

Upon the filing of the articles of amendment by the secretary of state, the amendment shall become effective as provided in section 1203 of this act and the articles of incorporation shall be deemed to be amended accordingly.

No amendment shall affect any existing cause of action in favor of or against such corporation, nor any pending action to which such corporation shall be a party, nor the existing rights of persons other than members; and, in the event the corporate name shall be changed by amendment, no action brought by or against such corporation under its former name shall abate for that reason.

Sec. 4112. RCW 24.06.207 and 1982 c 35 s 133 are each amended to read as follows:

A domestic corporation may at any time restate its articles of incorporation as theretofore amended, by a resolution adopted by the board of directors.

Upon the adoption of the resolution, restated articles of incorporation shall be executed ((~~in duplicate~~)) by the corporation by one of its officers and shall set forth all of the operative provisions of the articles of incorporation as theretofore amended together with a statement that the restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as theretofore amended and that the restated articles of incorporation supersede the original articles of incorporation and all amendments thereto.

((~~Duplicate originals of~~)) The restated articles of incorporation shall be delivered to the secretary of state for filing in accordance with part I, Article 2 of this act. ((~~If the secretary of state finds that the restated articles of incorporation conform to law, the secretary of state shall, when all fees required by this title have been paid:~~

~~(1) Endorse on each duplicate original the word "Filed" and the effective date of the filing thereof;~~

~~(2) File one duplicate original; and~~

~~(3) Issue a restated certificate of incorporation, to which the other duplicate original shall be affixed.~~

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~~The restated certificate of incorporation, together with the duplicate original of the restated articles of incorporation affixed thereto by the secretary of state, shall be returned to the corporation or its representative.~~))

Upon the filing of the restated articles of incorporation by the secretary of state, the restated articles of incorporation shall become effective as provided in section 1203 of this act and shall supersede the original articles of incorporation and all amendments thereto.

Sec. 4113. RCW 24.06.225 and 2000 c 167 s 9 are each amended to read as follows:

(1) Upon approval, articles of merger or articles of consolidation shall be executed ((~~in duplicate originals~~)) by each corporation, by an officer of each corporation, and shall set forth:

(a) The plan of merger or the plan of consolidation;

(b) A statement setting forth the date of the meeting of members or shareholders at which the plan was adopted, that a quorum was present at such meeting, and that such plan received at least two-thirds of the votes which members and shareholders of the corporation and of each class entitled to vote thereon as a class, present at such meeting in person or by mail or by electronic transmission or represented by proxy were entitled to cast, or a statement that such amendment was adopted by a consent in writing signed by all members;

(2) ((~~Duplicate originals of~~)) The articles of merger or articles of consolidation shall be delivered to the secretary of state((~~. If the secretary of state finds that such articles conform to law, he or she shall, when all fees have been paid as prescribed in this chapter:~~

~~(a) Endorse on each of such originals the word "filed", and the effective date of the filing thereof;~~

~~(b) File one of such originals in his or her office;~~

~~(c) Issue a certificate of merger or a certificate of consolidation to which he or she shall affix one of such originals.~~

~~The certificate of merger or certificate of consolidation, together with the original of the articles of merger or articles of consolidation affixed thereto by the secretary of state shall be returned to the surviving or new corporation, as the case may be, or its representative, and shall be retained by the corporation~~)) for filing in accordance with part I, Article 2 of this act.

Sec. 4114. RCW 24.06.233 and 1982 c 35 s 136 are each amended to read as follows:

One or more foreign corporations and one or more domestic corporations may be merged or consolidated or participate in an exchange in the following manner, if such merger, consolidation, or exchange is permitted by the laws of the state under which each such foreign corporation is organized:

(1) Each domestic corporation shall comply with the provisions of this title with respect to the merger, consolidation, or exchange, as the case may be, of domestic corporations and each foreign corporation shall comply with the applicable provisions of the laws of the state under which it is organized.

(2) If the surviving or new corporation in a merger or consolidation is to be governed by the laws of any state other than this state, it shall comply with the provisions of this title and part I, Article 5 of this act with respect to foreign corporations if it is to transact business in this state, and in every case it shall file with the secretary of state of this state:

(a) An agreement that it may be served with process in ((~~this state~~)) accordance with section 1411 of this act in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to such merger or consolidation and in any proceeding for the enforcement of the rights, if any, of a dissenting shareholder of any such domestic corporation against the surviving or new corporation; and

(b) ((~~An irrevocable appointment of the secretary of state of this state as its agent to accept service of process in any such proceeding; and~~

~~(c)~~)) An agreement that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of this title with respect to the rights of dissenting shareholders.

The effect of such merger or consolidation shall be the same as in the case of the merger or consolidation of domestic corporations, if the surviving or new corporation is to be governed by the laws of this state. If the surviving or new corporation is to be governed by the laws of any state other than this state, the effect of such merger or consolidation shall be the same as in the case of the merger or consolidation of domestic corporations except insofar as the laws of such other state provide otherwise.

(3) At any time prior to the effective date of the articles of merger, consolidation, or exchange, the merger, consolidation, or exchange, may be abandoned pursuant to provision therefor, if any, set forth in the plan of merger, consolidation or exchange. In the event the merger, consolidation, or exchange is abandoned, the parties thereto shall execute a notice of abandonment ((~~in triplicate~~)) signed by an officer for each corporation signing the notice and deliver the notice to the secretary of state for filing in accordance with part I, Article 2 of this act. ((~~If the secretary of state finds the notice conforms to law, the secretary of state shall:~~

~~(a) Endorse on each of the originals the word "Filed" and the effective date of the filing thereof;~~

~~(b) File one of the triplicate originals in the secretary of state's office; and~~

~~(c) Issue the other triplicate originals to the respective parties or their representatives.~~))

Sec. 4115. RCW 24.06.280 and 1982 c 35 s 139 are each amended to read as follows:

((~~Duplicate originals of~~)) The articles of dissolution shall be delivered to the secretary of state for filing in accordance with part I, Article 2 of this act. ((~~If the secretary of state finds that such articles of dissolution conform to law, he or she shall, when all requirements have been met as prescribed in this chapter:~~

~~(1) Endorse on each of such originals the word "filed", and the effective date of the filing thereof.~~

~~(2) File one of the originals in his or her office.~~

~~(3) Issue a certificate of dissolution which he or she shall affix to one of such originals.~~

~~The certificate of dissolution, together with the original of the articles of dissolution affixed thereto by the secretary of state, shall be returned to the representative of the dissolved corporation and shall be retained with the corporation minutes.~~))

Upon the filing of the articles of dissolution, the corporate existence shall cease, except for the purpose of determining such suits, other proceedings and appropriate corporate action by members, directors and officers as are authorized in this chapter.

Sec. 4116. RCW 24.06.290 and 1994 c 287 s 10 are each amended to read as follows:

Failure of the corporation to file its annual report within the time required 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.

A corporation shall be administratively dissolved by the secretary of state ((~~upon the conditions prescribed in this section when the corporation:~~

~~(1) Has failed to file or complete its annual report within the time required by law;~~

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~~(2) Has failed for thirty days to appoint or maintain a registered agent in this state; or~~

~~(3) Has failed for thirty days, after change of its registered agent or registered office, to file in the office of the secretary of state a statement of such change.~~

~~A corporation shall not be dissolved under this section unless the secretary of state has given the corporation not less than sixty days' notice of its delinquency or omission, by first class mail, postage prepaid, addressed to the registered office, or, if there is no registered office, to the last known address of any officer or director as shown by the records of the secretary of state, and unless the corporation has failed to correct the omission or delinquency before expiration of the sixty-day period.~~

~~When a corporation has given cause for dissolution under this section, and has failed to correct the delinquency or omission as provided in this section, the secretary of state shall dissolve the corporation by issuing a certificate of involuntary dissolution containing a statement that the corporation has been dissolved and the date and reason for which it was dissolved. The original certificate of involuntary dissolution shall be filed in the records of the secretary of state, and a copy of the certificate shall forthwith be mailed to the corporation at its registered office or, if there is no registered office, to the last known address of the corporation or any officer, director, or incorporator of the corporation, as shown by the records of the secretary of state. Upon the filing of the certificate of involuntary dissolution, the existence of the corporation shall cease, except as otherwise provided in this chapter, and its name shall be available to and may be adopted by another corporation after the dissolution~~)) under the circumstances and procedures provided in part I, Article 6 of this act.

A corporation which has been administratively dissolved ((~~by operation of this section may be reinstated within a period of three years following its dissolution if it completes and files a current annual report for the current reinstatement year or it appoints or maintains a registered agent, or files a required statement of change of registered agent or registered office and in addition pays the reinstatement fee as set by rule by the secretary of state, plus the full amount of all annual fees that would have been assessed for the years of administrative dissolution had the corporation been in active status, including the reinstatement year plus any penalties as established by rule by the secretary of state. If during the period of dissolution another person or corporation has reserved or adopted a corporate name which is identical or deceptively similar to the dissolved corporation's name, the dissolved corporation seeking reinstatement shall be required to adopt another name consistent with the requirements of this chapter and to amend its articles accordingly~~)) under section 1603 of this act may apply to the secretary of state for reinstatement in accordance with section 1604 of this act.

When a corporation has been administratively dissolved ((~~by operation of this section~~)) under section 1603 of this act, remedies available to or against it shall survive in the manner provided by RCW 24.06.335 and thereafter the directors of the corporation shall hold title to the property of the corporation as trustees for the benefit of its creditors and shareholders.

Sec. 4117. RCW 24.06.340 and 1969 ex.s. c 120 s 68 are each amended to read as follows:

(1) No foreign corporation shall have the right to conduct affairs in this state until it ((~~shall have procured a certificate of authority from~~)) registers with the secretary of state ((~~to do so~~)) in accordance with the requirements of part I, Article 5 of this act. ((~~No foreign corporation shall be entitled to procure a certificate of authority under this chapter to conduct in this state any affairs which a corporation organized under this chapter is not permitted to conduct: PROVIDED, That no foreign corporation shall be denied a certificate of authority by reason of the fact that the laws of the state or country under which such corporation is organized governing its organization and internal affairs differ from the laws of this state: PROVIDED FURTHER, That nothing in this chapter contained shall be construed to authorize this state to regulate the organization or the internal affairs of such corporation.~~))

(2) ((~~Without excluding other activities not constituting the conduct of affairs in this state, a foreign corporation shall, for purposes of this chapter, not be considered to be~~)) A nonexhaustive list of activities that do not constitute conducting affairs in this state ((~~by reason of carrying on in this state any one or more of the following activities:~~

~~(a) Maintaining or defending any action or suit or any administrative or arbitration proceeding, or effecting the settlement thereof, or the settlement of claims or disputes.~~

~~(b) Holding meetings of its directors, members, or shareholders, or carrying on other activities concerning its internal affairs.~~

~~(c) Maintaining bank accounts.~~

~~(d) Creating evidences of debt, mortgages or liens on real or personal property.~~

~~(e) Securing or collecting debts due to it or enforcing any rights in property securing the same~~)) is provided in section 1505 of this act.

Sec. 4118. RCW 24.06.345 and 1969 ex.s. c 120 s 69 are each amended to read as follows:

A foreign corporation ((~~which shall have received a certificate of authority under this chapter shall, until a certificate of revocation or of withdrawal shall have been issued as provided in this chapter, enjoy the same but no greater rights and privileges as a domestic corporation organized for the purposes set forth in the application pursuant to which such certificate of authorization is issued, and shall be subject to the same duties, restrictions, penalties and liabilities now or hereafter imposed upon a domestic corporation of like character~~)) that registers to conduct affairs in this state is subject to section 1501 of this act relating to the effect of registration and the governing law for registered foreign corporations.

Sec. 4119. RCW 24.06.350 and 1982 c 35 s 143 are each amended to read as follows:

((~~No certificate of authority shall be issued to a foreign corporation unless the corporate name of such corporation complies with the provisions of RCW 24.06.045. However, a foreign corporation applying for a certificate of authority may file with the secretary of state a resolution of its board of directors adopting a fictitious name for use in transacting business in this state, if the fictitious name complies with RCW 24.06.045.~~)) The corporate name of a foreign corporation registered in this state must comply with the provisions of section 1506 and part I, Article 3 of this act.

Sec. 4120. RCW 24.06.360 and 1989 c 307 s 38 are each amended to read as follows:

A foreign corporation((~~, in order to procure a certificate of authority~~)) may register to conduct affairs in this state((~~, shall make application therefor~~)) by delivering to the secretary of state((~~, which application shall set forth:~~

~~(1) The name of the corporation and the state or country under the laws of which it is incorporated.~~

~~(2) The date of incorporation and the period of duration of the corporation.~~

~~(3) The address of the principal office of the corporation in the state or country under the laws of which it is incorporated.~~

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~~(4) The address of the proposed registered office of the corporation in this state, and the name of its proposed registered agent in this state at such address.~~

~~(5) For the purpose or purposes of the corporation which it proposes to pursue in conducting its affairs in this state.~~

~~(6) The names and respective addresses of the directors and officers of the corporation.~~

~~(7) Such additional information as may be necessary or appropriate in order to enable the secretary of state to determine whether such corporation is entitled to a certificate of authority to conduct affairs in this state~~)) for filing a foreign registration statement in accordance with section 1503 of this act.

Sec. 4121. RCW 24.06.370 and 1982 c 35 s 145 are each amended to read as follows:

Upon the filing of the ((~~application for certificate of authority~~)) foreign registration statement by the secretary of state, the corporation shall be authorized to conduct affairs in this state for those purposes set forth in its application((~~: PROVIDED, That the state may suspend or revoke such authority as provided in this chapter for revocation and suspension of domestic corporation franchises~~)) subject to the right of the state to terminate the registration as provided in section 1511 of this act.

Sec. 4122. RCW 24.06.375 and 1969 ex.s. c 120 s 75 are each amended to read as follows:

Every foreign corporation ((~~authorized~~)) registered to conduct affairs in this state shall have and continuously maintain in this state((~~:~~

~~(1) A registered office which may but need not be the same as its principal office.~~

~~(2) A registered agent, who may be:~~

~~(a) An individual resident of this state whose business office is identical with the registered office; or~~

~~(b) A domestic corporation organized under any law of this state; or~~

~~(c) A foreign corporation authorized under any law of this state to transact business or conduct affairs in this state, having an office identical with the registered office~~)) a registered agent in accordance with part I, Article 4 of this act.

Sec. 4123. RCW 24.06.380 and 1993 c 356 s 19 are each amended to read as follows:

A foreign corporation ((~~authorized~~)) registered to conduct affairs in this state may change its ((~~registered office or change its~~)) registered agent((~~, or both, upon filing in the office of~~)) by delivering to the secretary of state ((~~in a form approved by the secretary of state a statement setting forth:~~

~~(1) The name of the corporation.~~

~~(2) If the address of the current registered office is to be changed, such new address.~~

~~(3) If the current registered agent is to be changed, the name of the new registered agent.~~

~~(4) That the address of its registered office and the address of the office of its registered agent, as changed, will be identical.~~

~~Such~~)) for filing a statement of change in accordance with section 1407 of this act. The statement shall be executed by the corporation, by an officer of the corporation((~~, and delivered to the secretary of state, together with a written consent of the registered agent to his or its appointment, if applicable. If the secretary of state finds that such statement conforms to the provisions of this chapter, he or she shall file such statement in his or her office, and upon such filing the change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective~~)).

((~~If~~)) A registered agent ((~~changes his or her business address to another place within the state, the registered agent may change such address and the address of the registered office of any corporation of which the registered agent is registered agent by filing a statement as required by this section, except that it need be signed only by the registered agent, it need not be responsive to subsection (3) of this section, and it shall recite that a copy of the statement has been mailed to the corporation~~)) may change its information on file with the secretary of state in accordance with sections 1408 or 1409 of this act.

Sec. 4124. RCW 24.06.385 and 1969 ex.s. c 120 s 77 are each amended to read as follows:

Any registered agent in this state appointed by a foreign corporation may resign as such agent ((~~upon filing a written notice thereof, executed in duplicate, with~~)) by executing and delivering to the secretary of state((~~, who shall forthwith mail a copy thereof to the foreign corporation at its principal office in the state or country under the laws of which it is incorporated as shown by its most recent annual report. The appointment of such agent shall terminate upon the expiration of thirty days after receipt of such notice by the secretary of state~~)) for filing a statement of resignation in accordance with section 1410 of this act.

Sec. 4125. RCW 24.06.390 and 1969 ex.s. c 120 s 78 are each amended to read as follows:

((~~The registered agent so appointed by a foreign corporation authorized to conduct affairs in this state shall be an agent of such corporation upon whom~~)) Service of any process, notice or demand required or permitted by law to be served upon the corporation may be ((~~served~~)) made in accordance with section 1411 of this act.

Sec. 4126. RCW 24.06.395 and 1982 c 35 s 147 are each amended to read as follows:

Whenever a foreign corporation authorized to conduct affairs in this state shall fail to appoint or maintain a registered agent in this state, or whenever any such registered agent cannot with reasonable diligence be found at the registered office, or whenever the certificate of authority of a foreign corporation shall be suspended or revoked((~~, then the secretary of state shall be an agent of such corporation upon whom any such~~)) service of any process, notice, or demand upon the corporation may be ((~~served. Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with the secretary of state, or with any duly authorized clerk of the corporation department of the secretary of state's office, duplicate copies of such process, notice or demand. In the event any such process, notice or demand is served on the secretary of state, the secretary of state shall immediately cause one of such copies thereof to be forwarded by certified mail, addressed to the corporation at its principal office in the state or country under the laws of which it is incorporated. Any service so had on the secretary of state shall be returnable in not less than thirty days.~~

~~The secretary of state shall keep a record of all processes, notices and demands served upon the secretary of state under this action, and shall record therein the time of such service and his or her action with reference thereto: PROVIDED, That~~)) made in accordance with section 1411 of this act. Nothing contained in this section shall limit or affect the right to serve any process, notice or demand, required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.

Sec. 4127. RCW 24.06.410 and 1969 ex.s. c 120 s 82 are each amended to read as follows:

A foreign corporation ((~~authorized~~)) registered to conduct affairs in this state shall ((~~apply for an amended certificate of authority in the event that it wishes to change its corporate name, or desires to pursue in this state purposes other or additional to~~

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~~those set forth in its initial application for a certificate of authority.~~

~~The requirements with respect to the form and content of such application, the manner of its execution, the filing, the issuance of an amended certificate of authority, and the effect thereof shall be the same as in the case of an original application for a certificate of authority~~)) amend its foreign registration statement under the circumstances specified in section 1504 of this act.

Sec. 4128. RCW 24.06.415 and 1993 c 356 s 20 are each amended to read as follows:

A foreign corporation ((~~authorized~~)) registered to conduct affairs in this state may withdraw from this state ((~~upon procuring from~~)) by delivering a statement of withdrawal to the secretary of state ((~~a certificate of withdrawal. In order to procure such certificate of withdrawal, the foreign corporation shall deliver to the secretary of state an application for withdrawal, which shall set forth:~~

~~(1) The name of the corporation and the state or country under whose laws it is incorporated.~~

~~(2) A declaration that the corporation is not conducting affairs in this state.~~

~~(3) A surrender of its authority to conduct affairs in this state.~~

~~(4) A notice that the corporation revokes the authority of its registered agent in this state to accept service of process and consents that service of process in any action, suit or proceeding, based upon any cause of action arising in this state during the time the corporation was authorized to conduct affairs in this state, may thereafter be made upon such corporation by service thereof on the secretary of state.~~

~~(5) A copy of the revenue clearance certificate issued pursuant to chapter 82.32 RCW.~~

~~(6) A post office address to which the secretary of state may mail a copy of any process that may be served on the secretary of state as agent for the corporation.~~

~~The application for withdrawal shall be made on forms prescribed and furnished by the secretary of state and shall be executed by the corporation, by one of the officers of the corporation, or, if the corporation is in the hands of a receiver or trustee, shall be executed on behalf of the corporation by such receiver or trustee~~)) for filing in accordance with section 1507 of this act.

Sec. 4129. RCW 24.06.425 and 1982 c 35 s 150 are each amended to read as follows:

((~~(1)~~)) The ((~~certificate of authority~~)) registration of a foreign corporation to conduct affairs in this state may be ((~~revoked~~)) terminated by the secretary of state ((~~upon the conditions prescribed in this section when:~~

~~(a) The corporation has failed to file its annual report within the time required by this chapter or has failed to pay any fees or penalties prescribed by this chapter as they become due and payable; or~~

~~(b) The corporation has failed for thirty days to appoint and maintain a registered agent in this state as required by this chapter; or~~

~~(c) The corporation has failed, for thirty days after change of its registered agent or registered office, to file in the office of the secretary of state a statement of such change as required by this chapter; or~~

~~(d) The corporation has failed to file in the office of the secretary of state any amendment to its articles of incorporation or any articles of merger within the time prescribed by this chapter; or~~

~~(e) The certificate of authority of the corporation was procured through fraud practiced upon the state; or~~

~~(f) The corporation has continued to exceed or abuse the authority conferred upon it by this chapter; or~~

~~(g) A misrepresentation has been made as to any material matter in any application, report, affidavit, or other document, submitted by such corporation pursuant to this chapter.~~

~~(2) No certificate of authority of a foreign corporation shall be revoked by the secretary of state unless the secretary of state shall have given the corporation not less than sixty days' notice thereof by first-class mail addressed to its registered office in this state, or, if there is no registered office, to the last known address of any officer or director of the corporation as shown by the records of the secretary of state, and the corporation shall have failed prior to revocation to (a) file such annual report, (b) pay such fees or penalties, (c) file the required statement of change of registered agent or registered office, (d) file such articles of amendment or articles of merger, or (e) correct any delinquency, omission, or material misrepresentation in its application, report, affidavit, or other document~~)) in accordance with section 1511 of this act.

Sec. 4130. RCW 24.06.435 and 1969 ex.s. c 120 s 87 are each amended to read as follows:

((~~No~~)) A foreign corporation conducting affairs in this state without ((~~a certificate of authority shall be permitted to maintain any action, suit, or proceeding in any court of this state until such corporation shall have obtained a certificate of authority. Nor shall any action, suit or proceeding be maintained in any court of this state by any successor or assignee of such corporation on any right, claim, or demand arising out of the conduct of affairs by such corporation in this state until a certificate of authority shall have been obtained by the corporation or by a valid corporation which has (1) acquired all or substantially all of its assets and (2) assumed all of its liabilities: PROVIDED, That the failure of a foreign corporation to obtain a certificate of authority to conduct affairs in this state shall not impair the substantive validity of any contract or act of such corporation, and shall not prevent such corporation from defending any action, suit or proceeding in any court of this state under such terms and conditions as a court may find just~~)) registering with the secretary of state is subject to section 1502 of this act.

Sec. 4131. RCW 24.06.440 and 1993 c 356 s 22 are each amended to read as follows:

Each domestic corporation, and each foreign corporation ((~~authorized~~)) registered to conduct affairs in this state, shall ((~~file, within the time prescribed by this chapter,~~)) deliver an annual ((~~or biennial~~)) report((~~, established by~~)) to the secretary of state ((~~by rule, in the form prescribed by the secretary of state setting forth:~~

~~(1) The name of the corporation and the state or country under whose laws it is incorporated.~~

~~(2) The address of the registered office of the corporation in this state, including street and number, the name of its registered agent in this state at such address, and, in the case of a foreign corporation, the address of its principal office in the state or country under whose laws it is incorporated.~~

~~(3) A brief statement of the character of the affairs in which the corporation is engaged, or, in the case of a foreign corporation, engaged in this state.~~

~~(4) The names and respective addresses of the directors and officers of the corporation.~~

~~(5) The corporation's unified business identifier number.~~

~~The information shall be given as of the date of the execution of the report. It shall be executed by the corporation by an officer of the corporation, or, if the corporation is in the hands of a receiver or trustee, it shall be executed on behalf of the corporation by such receiver or trustee.~~

~~The secretary of state may by rule adopted under chapter 34.05 RCW provide that correction or updating of information appearing on previous annual or biennial filings is sufficient to constitute the current filing~~)) in accordance with section 1212 of this act.

Sec. 4132. RCW 24.06.450 and 2010 1st sp.s. c 29 s 4 are each amended to read as follows:

((~~(1)~~)) Corporations are subject to the applicable fees, charges, and penalties established by the secretary of state ((~~must establish by rule, fees for the following:~~

~~(a) Filing articles of incorporation.~~

~~(b) Filing an annual report.~~

~~(c) Filing an application of a foreign corporation for a certificate of authority to conduct affairs in this state.~~

~~(d) Filing articles of amendment or restatement.~~

~~(e) Filing articles of merger or consolidation.~~

~~(f) Filing a statement of change of address of registered office or change of registered agent, or revocation, resignation, or any combination of these.~~

~~(g) Filing articles of dissolution, no fee.~~

~~(h) Filing an application of a foreign corporation for an amended certificate of authority to conduct affairs in this state.~~

~~(i) Filing a copy of an amendment to the articles of incorporation of a foreign corporation holding a certificate of authority to conduct affairs in this state.~~

~~(j) Filing a copy of articles of merger of a foreign corporation holding a certificate of authority to conduct affairs in this state.~~

~~(k) Filing an application for withdrawal of a foreign corporation and issuing a certificate of withdrawal.~~

~~(l) Filing a certificate by a foreign corporation of the appointment of a registered agent.~~

~~(m) Filing a certificate by a foreign corporation of the revocation of the appointment of a registered agent.~~

~~(n) Filing an application to reserve a corporate name.~~

~~(o) Filing a notice of transfer of a reserved corporate name.~~

~~(p) Filing any other statement or report of a domestic or foreign corporation.~~

~~(2) Fees are adjusted by rule in an amount that does not exceed the average biennial increase in the cost of providing service. This must be determined in a biennial cost study performed by the secretary~~)) under section 1213 of this act and RCW 43.07.120.

Sec. 4133. RCW 24.06.470 and 2011 c 336 s 669 are each amended to read as follows:

Each director and officer of a corporation, domestic or foreign, who fails or refuses within the time prescribed by this chapter, to answer truthfully and fully any interrogatories propounded to him or her by the secretary of state in accordance with the provisions of this chapter, ((~~or who signs any articles, statement, report, application, or other document filed with the secretary of state,~~)) which is known to such officer or director to be false in any material respect, shall be deemed to be guilty of a misdemeanor, and upon conviction thereof shall be fined in an amount not to exceed five hundred dollars on each count.

Sec. 4134. RCW 24.06.490 and 1982 c 35 s 160 are each amended to read as follows:

((~~(1) If the secretary of state shall fail to approve any articles of incorporation, amendment, merger, consolidation, or dissolution, or any other document required by this chapter to be approved by the secretary of state before the same shall be filed in his or her office, the secretary of state shall, within ten days after the delivery of such document to him or her, give written notice of disapproval to the person or corporation, domestic or foreign, delivering the same, specifying the reasons therefor. The person or corporation may apply to the superior court of the county in which the registered office of such corporation is situated, or is proposed, in the document, by filing a petition with the clerk of such court setting forth a copy of the articles or other document tendered to the secretary of state, together with a copy of the written disapproval thereof by the secretary of state; whereupon the matter shall be tried to the court on all questions of fact and law; and the court shall either sustain or overrule the action of the secretary of state.~~

~~(2) If the secretary of state shall revoke the certificate of authority to conduct affairs in this state of any foreign corporation, such foreign corporation may likewise apply to the superior court of the county where the registered office of such corporation in this state is situated, by filing with the clerk of such court a petition setting forth a copy of its certificate of authority to conduct affairs in this state and a copy of the notice of revocation given by the secretary of state; whereupon the matter shall be tried to the court on all questions of fact and law; and the court shall either sustain or overrule the action of the secretary of state.~~

~~(3) Appeals from all final orders and judgments entered by the superior court under this section, in the review of any ruling or decision of the secretary of state may be taken as in other civil actions.~~)) Section 1206 of this act governs the secretary of state's duty to file records delivered to the secretary of state for filing, the manner and effect of filing, and procedures that apply when the secretary of state refuses to file a record.

NEW SECTION. **Sec. 4135.** The following acts or parts of acts are each repealed:

(1) RCW 24.06.170 (Filing of articles of incorporation) and 1982 c 35 s 128, 1981 c 302 s 5, & 1969 ex.s. c 120 s 34;

(2) RCW 24.06.293 (Administrative dissolution or revocation of a certificate of authority—Corporation name not distinguishable from name of governmental entity—Application by governmental entity) and 1997 c 12 s 3;

(3) RCW 24.06.355 (Change of name by foreign corporation) and 1969 ex.s. c 120 s 71;

(4) RCW 24.06.365 (Filing of application for certificate of authority—Issuance) and 1982 c 35 s 144 & 1969 ex.s. c 120 s 73;

(5) RCW 24.06.420 (Filing of application for withdrawal—Issuance of certificate of withdrawal) and 1982 c 35 s 149 & 1969 ex.s. c 120 s 84;

(6) RCW 24.06.430 (Issuance and filing of certificate of revocation—Effect) and 1982 c 35 s 151 & 1969 ex.s. c 120 s 86;

(7) RCW 24.06.433 (Foreign corporations—Application for reinstatement) and 1993 c 356 s 21;

(8) RCW 24.06.445 (Filing of annual or biennial report of domestic and foreign corporations) and 2011 c 183 s 6, 1993 c 356 s 23, 1982 c 35 s 153, 1973 c 146 s 1, & 1969 ex.s. c 120 s 89;

(9) RCW 24.06.455 (Miscellaneous fees) and 1993 c 269 s 8, 1982 c 35 s 155, 1979 ex.s. c 133 s 3, 1973 c 70 s 3, & 1969 ex.s. c 120 s 91;

(10) RCW 24.06.460 (Disposition of fees) and 1982 c 35 s 156 & 1969 ex.s. c 120 s 92;

(11) RCW 24.06.495 (Certificates and certified copies to be received in evidence) and 1982 c 35 s 161 & 1969 ex.s. c 120 s 99; and

(12) RCW 24.06.915 (Notice to existing corporations) and 1982 c 35 s 164 & 1969 ex.s. c 120 s 109.

PART V
GENERAL AND LIMITED LIABILITY PARTNERSHIPS AND REVISED UNIFORM PARTNERSHIP ACT REVISIONS

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Sec. 5101. RCW 25.05.005 and 2009 c 202 s 3 are each amended to read as follows:

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

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

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

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

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

(3) "Distribution" means a transfer of money or other property from a partnership to a partner in the partner's capacity as a partner or to the partner's transferee.

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

(a) Is formed under laws other than the laws of this state; and

(b) Has the status of a limited liability partnership under those laws.

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

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

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

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

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

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

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

(12) "Registered agent" means ((~~an individual resident of this state, a domestic corporation, a government, governmental subdivision, agency, or instrumentality, or a foreign corporation authorized to do business in this state~~)) the person designated under part I, Article 4 of this act to serve as the agent of the entity authorized to receive service of any process, notice, or demand required or permitted by law to be served on the entity.

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

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

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

Sec. 5102. RCW 25.05.025 and 1998 c 103 s 105 are each amended to read as follows:

(1) A statement may be ((~~filed in~~)) delivered to the office of the secretary of state for filing in accordance with part I, Article 2 of this act. A certified copy of a statement that is filed in an office in another state may be ((~~filed in~~)) delivered to the office of the secretary of state for filing in accordance with part I, Article 2 of this act. Either filing has the effect provided in this chapter with respect to partnership property located in or transactions that occur in this state.

(2) A statement ((~~filed~~)) delivered by a partnership to the secretary of state for filing must be executed by at least two partners. Other statements must be executed by a partner or other person authorized by this chapter. An individual who executes a statement as, or on behalf of, a partner or other person shall personally declare under penalty of perjury that the contents of the statement are accurate.

(3) A person authorized by this chapter to ((~~file~~)) deliver a statement to the secretary of state for filing may amend or cancel the statement by delivering to the secretary of state for filing an amendment or cancellation that names the partnership, identifies the statement, and states the substance of the amendment or cancellation.

(4) A person who ((~~files~~)) delivers a statement ((~~pursuant to this section~~)) to the secretary of state for filing shall promptly send a copy of the statement to every nonfiling partner and to any other person named as a partner in the statement. Failure to send a copy of a statement to a partner or other person does not limit the effectiveness of the statement as to a person not a partner.

Sec. 5103. RCW 25.05.110 and 1998 c 103 s 303 are each amended to read as follows:

(1) A partnership may ((~~file~~)) deliver to the secretary of state for filing a statement of partnership authority, which:

(a) Must include:

(i) The name of the partnership; and

(ii) The street address of its chief executive office and of one office in this state, if there is one; and

(b) May state the names of all of the partners, the names of the partners authorized to execute an instrument transferring real property held in the name of the partnership, the authority, or limitations on the authority, of some or all of the partners to enter into other transactions on behalf of the partnership and any other matter.

(2) A grant of authority contained in a filed statement of partnership authority is conclusive in favor of a person not a partner who gives value without knowledge to the contrary, so long as and to the extent that a limitation on that authority is not then contained in a subsequently filed statement. A filed cancellation of a limitation on authority revives the previous grant of authority.

(3) A person not a partner is deemed to know of a limitation on the authority of a partner to transfer real property held in the name of the partnership if the limitation is contained in a filed statement of partnership authority.

(4) Except as otherwise provided in subsection (3) of this section and RCW 25.05.265 and 25.05.320, a person not a partner is not deemed to know of a limitation on the authority of a partner merely because the limitation is contained in a filed statement.

(5) Unless earlier canceled, a filed statement of partnership authority is canceled by operation of law five years after the date on which the statement, or the most recent amendment, was filed ((~~with~~)) by the secretary of state.

Sec. 5104. RCW 25.05.115 and 1998 c 103 s 304 are each amended to read as follows:

A partner, or other person named as a partner in a filed statement of partnership authority, may ((~~file~~)) deliver to the secretary of state for filing a statement of denial stating the name of the partnership and the fact that is being denied, which may include denial of a person's authority or status as a partner. A

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statement of denial is a limitation on authority as provided in RCW 25.05.110 (2) and (3).

Sec. 5105. RCW 25.05.355 and 2009 c 188 s 1405 are each amended to read as follows:

(1) A partnership may be converted to a limited partnership pursuant to this section.

(2) The terms and conditions of a conversion of a partnership to a limited partnership must be approved by all of the partners or by a number or percentage specified for conversion in the partnership agreement.

(3) After the conversion is approved by the partners, the partnership shall file a certificate of limited partnership in the jurisdiction in which the limited partnership is to be formed. The certificate must include:

(a) A statement that the partnership was converted to a limited partnership from a partnership;

(b) Its former name; and

(c) A statement of the number of votes cast by the partners for and against the conversion and, if the vote is less than unanimous, the number or percentage required to approve the conversion under the partnership agreement.

(4) If the partnership was converted to a domestic limited partnership, the certificate must also include:

(a) The name of the limited partnership;

(b) The address of the office for records and the name and address of the registered agent for service of process ((~~appointed pursuant to RCW 25.10.121~~)) designated in accordance with part I, Article 4 of this act;

(c) The name and the geographical and mailing address of each general partner;

(d) The latest date upon which the limited partnership is to dissolve; and

(e) Any other matters the general partners determine to include therein.

(5) The conversion takes effect when the certificate of limited partnership is filed or at any later date specified in the certificate in accordance with section 1203 of this act.

(6) A general partner who becomes a limited partner as a result of the conversion remains liable as a general partner for an obligation incurred by the partnership before the conversion takes effect. If the other party to a transaction with the limited partnership reasonably believes when entering the transaction that the limited partner is a general partner, the limited partner is liable for an obligation incurred by the limited partnership within ninety days after the conversion takes effect. The limited partner's liability for all other obligations of the limited partnership incurred after the conversion takes effect is that of a limited partner as provided in the Washington uniform limited partnership act.

Sec. 5106. RCW 25.05.370 and 1998 c 103 s 905 are each amended to read as follows:

(1) One or more domestic partnerships may merge with one or more domestic partnerships, domestic limited partnerships, domestic limited liability companies, or domestic corporations pursuant to a plan of merger approved or adopted as provided in RCW 25.05.375.

(2) The plan of merger must set forth:

(a) The name of each partnership, limited liability company, limited partnership, and corporation planning to merge and the name of the surviving partnership, limited liability company, limited partnership, or corporation into which the other partnership, limited liability company, limited partnership, or corporation plans to merge;

(b) The terms and conditions of the merger; and

(c) The manner and basis of converting the interests of each member of each limited liability company, the partnership interests in each partnership and each limited partnership, and the shares of each corporation party to the merger into the interests, shares, obligations, or other securities of the surviving or any other partnership, limited liability company, limited partnership, or corporation or into cash or other property in whole or part.

(3) The plan of merger may set forth:

(a) Amendments to the certificate of formation of the surviving limited liability company;

(b) Amendments to the certificate of limited partnership of the surviving limited partnership;

(c) Amendments to the articles of incorporation of the surviving corporation; and

(d) Other provisions relating to the merger.

(4) If the plan of merger does not specify a delayed effective date, it shall become effective upon the filing of articles of merger as provided in section 1203 of this act. ((~~If the~~)) A plan of merger ((~~specifies~~)) may specify a delayed effective time and date((~~, the plan of merger becomes effective at the time and date specified. If the plan of merger specifies a delayed effective date but no time is specified, the plan of merger is effective at the close of business on that date. A delayed effective date for a plan of merger may not be later than the ninetieth day after the date it is filed~~)) in accordance with section 1203 of this act.

Sec. 5107. RCW 25.05.390 and 2009 c 188 s 1408 are each amended to read as follows:

(1) One or more foreign partnerships, foreign limited liability companies, foreign limited partnerships, and foreign corporations may merge with one or more domestic partnerships, domestic limited liability companies, domestic limited partnerships, or domestic corporations if:

(a) The merger is permitted by the law of the jurisdiction under which each foreign partnership was organized, each foreign limited liability company was formed, each foreign limited partnership was organized, and each foreign corporation was incorporated, and each foreign partnership, foreign limited liability company, foreign limited partnership, and foreign corporation complies with that law in effecting the merger;

(b) The surviving entity complies with RCW 25.05.380;

(c) Each domestic limited liability company complies with RCW 25.15.400;

(d) Each domestic limited partnership complies with RCW 25.10.781; and

(e) Each domestic corporation complies with RCW 23B.11.080.

(2) Upon the merger taking effect, a surviving foreign limited liability company, limited partnership, or corporation ((~~is deemed to appoint the secretary of state as its agent for service of~~)) may be served with process in accordance with section 1411 of this act in a proceeding to enforce any obligation or the rights of dissenting members, partners, or shareholders of each domestic limited liability company, domestic limited partnership, or domestic corporation party to the merger.

Sec. 5108. RCW 25.05.500 and 2010 1st sp.s. c 29 s 5 are each amended to read as follows:

(1) A partnership which is not a limited liability partnership on June 11, 1998, may become a limited liability partnership upon the approval of the terms and conditions upon which it becomes a limited liability partnership by the vote necessary to amend the partnership agreement except, in the case of a partnership agreement that expressly considers obligations to contribute to the partnership, the vote necessary to amend those provisions, and by delivering to the secretary of state for filing the applications required by subsection (2) of this section. A

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partnership which is a limited liability partnership on June 11, 1998, continues as a limited liability partnership under this chapter.

(2)(a) To become and to continue as a limited liability partnership, a partnership must ((~~file with~~)) deliver to the secretary of state for filing an application stating the name of the partnership; ((~~the location of a registered office, which need not be a place of its activity in this state;~~)) the address of its principal office; ((~~if the partnership's principal office is not located in this state, the address of a registered office and~~)) the name and address of a registered agent for service of process in this state which the partnership will be required to continuously maintain in accordance with part I, Article 4 of this act; the number of partners; a brief statement of the business in which the partnership engages; any other matters that the partnership determines to include; and that the partnership thereby applies for status as a limited liability partnership.

(b) A registered agent for service of process under (a) of this subsection ((~~must be an individual who is a resident of this state or other person authorized to do business in this state~~)) may be any person authorized under part I, Article 4 of this act to serve as registered agent.

(3) The application must be accompanied by a fee for each partnership as established by the secretary of state ((~~in rule~~)) under section 1213 of this act.

(4) The secretary of state must register as a limited liability partnership any partnership that submits a completed application with the required fee.

(5) A partnership registered under this section must pay an annual fee, in each year following the year in which its application is filed, on a date and in an amount specified by the secretary of state under section 1213 of this act. The fee must be accompanied by a notice, on a form provided by the secretary of state, of the number of partners currently in the partnership and of any material changes in the information contained in the partnership's application for registration.

(6) Registration is effective ((~~immediately after the date an application is filed~~)) as specified in section 1203 of this act, and remains effective until:

(a) It is voluntarily withdrawn by ((~~filing with~~)) delivering to the secretary of state for filing a written withdrawal notice executed by a majority of the partners or by one or more partners or other persons authorized to execute a withdrawal notice; or

(b) Thirty days after receipt by the partnership of a notice from the secretary of state, which notice must be sent by first-class mail, postage prepaid, that the partnership has failed to make timely payment of the annual fee specified in subsection (5) of this section, unless the fee is paid within such a thirty-day period.

(7) The status of a partnership as a limited liability partnership, and the liability of the partners thereof, is not affected by: (a) Errors in the information stated in an application under subsection (2) of this section or a notice under subsection (6) of this section; or (b) changes after the filing of such an application or notice in the information stated in the application or notice.

((~~(8) The secretary of state may provide forms for the application under subsection (2) of this section or a notice under subsection (6) of this section.~~))

Sec. 5109. RCW 25.05.505 and 1998 c 103 s 1102 are each amended to read as follows:

The name of a limited liability partnership ((~~shall contain the words "limited liability partnership" or the abbreviation "L.L.P." or "LLP" as the last words or letters of its name~~)) must comply with part I, Article 3 of this act.

Sec. 5110. RCW 25.05.530 and 2009 c 437 s 5 are each amended to read as follows:

((~~(1) In order to~~)) A limited liability partnership may change its ((~~registered office,~~)) registered agent for service of process((~~, or the address of its registered agent for service of process, a limited liability partnership must deliver to the secretary of state for filing a statement of change containing:~~

~~(a) The name of the limited liability partnership;~~

~~(b) The street and mailing address of its current registered office;~~

~~(c) If the current registered office is to be changed, the street and mailing address of the new registered office;~~

~~(d) The name and street and mailing address of its current registered agent for service of process; and~~

~~(e) If the current registered agent for service of process or an address of the registered agent is to be changed, the new information.~~

~~(2) A statement of change is effective when filed by the secretary of state~~)) by delivering to the secretary of state for filing a statement of change in accordance with section 1407 of this act.

Sec. 5111. RCW 25.05.533 and 2009 c 437 s 6 are each amended to read as follows:

((~~(1) In order to resign as~~)) A registered agent for service of process of a limited liability partnership((~~, the registered agent must deliver to the secretary of state for filing a statement of resignation containing the name of the limited liability partnership.~~

~~(2) After receiving a statement of resignation, the secretary of state shall file it and mail a copy to the registered office of the limited liability partnership and another copy to the principal office if the address of the office appears in the records of the secretary of state and is different from the address of the registered office.~~

~~(3) A registered agent for service of process is terminated on the thirty-first day after the secretary of state files the statement of resignation~~)) may resign as agent by delivering to the secretary of state for filing a statement of resignation in accordance with section 1410 of this act.

Sec. 5112. RCW 25.05.536 and 2009 c 437 s 7 are each amended to read as follows:

((~~(1) A registered agent for service of process appointed by a limited liability partnership is a registered agent of the limited liability partnership for~~)) Service of any process, notice, or demand required or permitted by law to be served upon the limited liability partnership may be made in accordance with section 1411 of this act.

((~~(2) If a limited liability partnership does not appoint or maintain a registered agent for service of process in this state or the registered agent for service of process cannot with reasonable diligence be found at the registered agent's address, the secretary of state is an agent of the limited liability partnership upon whom process, notice, or demand may be served.~~

~~(3) Service of any process, notice, or demand on the secretary of state may be made by delivering to and leaving with the secretary of state duplicate copies of the process, notice, or demand. If a process, notice, or demand is served on the secretary of state, the secretary of state shall forward one of the copies by registered or certified mail, return receipt requested, to the limited liability partnership at its registered office.~~

~~(4) Service is effected under subsection (3) of this section at the earliest of:~~

~~(a) The date the limited liability partnership receives the process, notice, or demand;~~

~~(b) The date shown on the return receipt, if signed on behalf of the limited liability partnership; or~~

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~~(c) Five days after the process, notice, or demand is deposited in the mail, if mailed postpaid and correctly addressed.~~

~~(5) The secretary of state shall keep a record of each process, notice, and demand served pursuant to this section and record the time of, and the action taken regarding, the service.~~

~~(6) This section does not affect the right to serve process, notice, or demand in any other manner provided by law.~~))

Sec. 5113. RCW 25.05.550 and 1998 c 103 s 1201 are each amended to read as follows:

((~~(1) The law under which a foreign limited liability partnership is formed governs relations among the partners and between the partners and the partnership and, except as otherwise provided in RCW 25.05.125(4), the liability of partners for obligations of the partnership.~~

~~(2) A foreign limited liability partnership may not be denied a statement of foreign qualification by reason of any difference between the law under which the partnership was formed and the law of this state.~~

~~(3) A statement of foreign qualification does not authorize a foreign limited liability partnership to engage in any business or exercise any power that a partnership may not engage in or exercise in this state as a limited liability partnership~~)) A foreign limited liability partnership that registers to transact business in this state is subject to section 1501 of this act relating to the effect of registration and the governing law for registered foreign limited liability partnerships.

Sec. 5114. RCW 25.05.555 and 1998 c 103 s 1202 are each amended to read as follows:

Before transacting business in this state, a foreign limited liability partnership must register with the secretary of state ((~~under this chapter in the same manner as a limited liability partnership, except that if the foreign limited liability partnership's name contains the words "registered limited liability partnership" or the abbreviation "R.L.L.P." or "RLLP," it may include those words or abbreviations in its application with the secretary of state~~)) in accordance with part I, Article 5 of this act.

Sec. 5115. RCW 25.05.560 and 2009 c 437 s 12 are each amended to read as follows:

((~~(1)~~)) A foreign limited liability partnership transacting business in this state ((~~may not maintain an action or proceeding in this state unless it has in effect a registration as a foreign limited liability partnership.~~

~~(2) The failure of a foreign limited liability partnership to have in effect a registration as a foreign limited liability partnership does not impair the validity of a contract or act of the foreign limited liability partnership or preclude it from defending an action or proceeding in this state.~~

~~(3) A limitation on personal liability of a partner is not waived solely by transacting business in this state without registration as a foreign limited liability partnership~~)) without registering with the secretary of state is subject to section 1502 of this act.

((~~(4)~~)) If a foreign limited liability partnership transacts business in this state without a registration as a foreign limited liability partnership, ((~~the secretary of state is its agent, as set forth under RCW 25.05.589, for~~)) service of process with respect to a right of action arising out of the transaction of business in this state may be made on the foreign limited liability partnership in accordance with section 1411 of this act.

Sec. 5116. RCW 25.05.565 and 1998 c 103 s 1204 are each amended to read as follows:

((~~(1)~~)) A nonexhaustive list of activities of a foreign limited liability partnership ((~~which~~)) that do not constitute transacting business ((~~for the purpose of this article include:~~

~~(a) Maintaining, defending, or settling an action or proceeding;~~

~~(b) Holding meetings of its partners or carrying on any other activity concerning its internal affairs;~~

~~(c) Maintaining bank accounts;~~

~~(d) Maintaining offices or agencies for the transfer, exchange, and registration of the partnership's own securities or maintaining trustees or depositories with respect to those securities;~~

~~(e) Selling through independent contractors;~~

~~(f) Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts;~~

~~(g) Creating or acquiring indebtedness, with or without a mortgage, or other security interest in property;~~

~~(h) Collecting debts or foreclosing mortgages or other security interests in property securing the debts, and holding, protecting, and maintaining property so acquired;~~

~~(i) Conducting an isolated transaction that is completed within thirty days and is not one in the course of similar transactions; and~~

~~(j) Transacting business in interstate commerce.~~

~~(2) For purposes of this article, the ownership in this state of income producing real property or tangible personal property, other than property excluded under subsection (1) of this section, constitutes transacting business in this state.~~

~~(3) This section does not apply in determining the contacts or activities that may subject a foreign limited liability partnership to service of process, taxation, or regulation under any other law of this state~~)) in this state is provided in section 1505 of this act.

Sec. 5117. RCW 25.05.580 and 2009 c 437 s 8 are each amended to read as follows:

((~~(1)~~)) A foreign limited liability partnership shall designate and continuously maintain in this state((~~:~~

~~(a) A registered office, which need not be a place of its activity in this state; and~~

~~(b) A registered agent for service of process.~~

~~(2) A registered agent for service of process of a foreign limited liability partnership must be an individual who is a resident of this state or other person authorized to do business in this state~~)) a registered agent in accordance with part I, Article 4 of this act.

Sec. 5118. RCW 25.05.583 and 2009 c 437 s 9 are each amended to read as follows:

((~~(1) In order to~~)) A foreign limited liability partnership may change its ((~~registered office,~~)) registered agent for service of process((~~, or the address of its registered agent for service of process, a foreign limited liability partnership must deliver to the secretary of state for filing a statement of change containing:~~

~~(a) The name of the foreign limited liability partnership;~~

~~(b) The street and mailing address of its current registered office;~~

~~(c) If the current registered office is to be changed, the street and mailing address of the new registered office;~~

~~(d) The name and street and mailing address of its current registered agent for service of process; and~~

~~(e) If the current registered agent for service of process or an address of the registered agent is to be changed, the new information.~~

~~(2) A statement of change is effective when filed by the secretary of state~~)) by delivering to the secretary of state for filing a statement of change in accordance with section 1407 of this act.

Sec. 5119. RCW 25.05.586 and 2009 c 437 s 10 are each amended to read as follows:

(((~~(1) In order to resign as a registered agent for service of process of a foreign limited liability partnership, the registered agent must deliver to the secretary of state for filing a statement of resignation containing the name of the foreign limited liability partnership.~~

~~(2) After receiving a statement of resignation, the secretary of state shall file it and mail a copy to the registered office of the foreign limited liability partnership and another copy to the principal office if the address of the office appears in the records of the secretary of state and is different from the address of the registered office.~~

~~(3) A registered agent for service of process is terminated on the thirty-first day after the secretary of state files the statement of resignation~~)) A registered agent of a foreign limited liability partnership may resign as agent by delivering to the secretary of state for filing a statement of resignation in accordance with section 1410 of this act.

Sec. 5120. RCW 25.05.589 and 2009 c 437 s 11 are each amended to read as follows:

(((~~(1) A registered agent for service of process appointed by a foreign limited liability partnership is a registered agent of the foreign limited liability partnership for~~)) Service of any process, notice, or demand required or permitted by law to be served upon the foreign limited liability partnership((~~:~~

~~(2) If a foreign limited liability partnership does not appoint or maintain a registered agent for service of process in this state or the registered agent for service of process cannot with reasonable diligence be found at the registered agent's address, the secretary of state is an agent of the foreign limited liability partnership upon whom process, notice, or demand may be served.~~

~~(3) Service of any process, notice, or demand on the secretary of state may be made by delivering to and leaving with the secretary of state duplicate copies of the process, notice, or demand. If a process, notice, or demand is served on the secretary of state, the secretary of state shall forward one of the copies by registered or certified mail, return receipt requested, to the foreign limited liability partnership at its registered office.~~

~~(4) Service is effected under subsection (3) of this section at the earliest of:~~

~~(a) The date the foreign limited liability partnership receives the process, notice, or demand;~~

~~(b) The date shown on the return receipt, if signed on behalf of the foreign limited liability partnership; or~~

~~(c) Five days after the process, notice, or demand is deposited in the mail, if mailed postpaid and correctly addressed.~~

~~(5) The secretary of state shall keep a record of each process, notice, and demand served pursuant to this section and record the time of, and the action taken regarding, the service.~~

~~(6) This section does not affect the right to serve process, notice, or demand in any other manner provided by law~~)) may be made in accordance with section 1411 of this act.

Sec. 5121. RCW 25.05.902 and 1998 c 103 s 1306 are each amended to read as follows:

(((~~(1)~~)) Partnerships are subject to the applicable fees, charges, and penalties established by the secretary of state ((~~shall adopt rules establishing fees which shall be charged and collected for:~~

~~(a) Filing of a statement;~~

~~(b) Filing of a certified copy of a statement that is filed in an office in another state;~~

~~(c) Filing amendments to any of the foregoing or any other certificate, statement, or report authorized or permitted to be filed; and~~

~~(d) Copies, certified copies, certificates, and expedited filings or other special services.~~

~~(2) In the establishment of a fee schedule, the secretary of state shall, insofar as is possible and reasonable, be guided by the fee schedule provided for corporations covered by Title 23B RCW. Fees for copies, certified copies, and certificates of record shall be as provided for in RCW 23B.01.220.~~

~~(3) All fees collected by the secretary of state shall be deposited with the state treasurer pursuant to law~~)) under section 1213 of this act and RCW 43.07.120.

NEW SECTION. **Sec. 5122.** The following acts or parts of acts are each repealed:

(1) RCW 25.04.716 (Name—Reservation of exclusive right—Filing) and 1998 c 102 s 7; and

(2) RCW 25.05.570 (Action by attorney general) and 1998 c 103 s 1205.

PART VI
UNIFORM LIMITED PARTNERSHIP ACT REVISIONS

Sec. 6101. RCW 25.10.011 and 2009 c 188 s 102 are each amended to read as follows:

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

(1) "Certificate of limited partnership" means the certificate required by RCW 25.10.201, including the certificate as amended or restated.

(2) "Contribution," except in the term "right of contribution," means any benefit provided by a person to a limited partnership in order to become a partner or in the person's capacity as a partner.

(3) "Debtor in bankruptcy" means a person that is the subject of:

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

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

(4) "Designated office" means((~~:~~

~~(a) With respect to a limited partnership, the office that the limited partnership is required to designate and maintain under RCW 25.10.121; and~~

~~(b) With respect to a foreign limited partnership, its principal office~~)) the principal office indicated in the limited partnership's most recent annual report, or if the principal office is not located within this state, the office of the limited partnership's registered agent.

(5) "Distribution" means a transfer of money or other property from a limited partnership to a partner in the partner's capacity as a partner or to a transferee on account of a transferable interest owned by the transferee.

(6) "Foreign limited liability limited partnership" means a foreign limited partnership whose general partners have limited liability for the obligations of the foreign limited partnership under a provision similar to RCW 25.10.401(3).

(7) "Foreign limited partnership" means a partnership formed under the laws of a jurisdiction other than this state and required by those laws to have one or more general partners and one or more limited partners. "Foreign limited partnership" includes a foreign limited liability limited partnership.

(8) "General partner" means:

(a) With respect to a limited partnership, a person that:

(i) Becomes a general partner under RCW 25.10.371; or

(ii) Was a general partner in a limited partnership when the limited partnership became subject to this chapter under RCW 25.10.911 (1) or (2); and

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(b) With respect to a foreign limited partnership, a person that has rights, powers, and obligations similar to those of a general partner in a limited partnership.

(9) "Limited liability limited partnership," except in the term "foreign limited liability limited partnership," means a limited partnership whose certificate of limited partnership states that the limited partnership is a limited liability limited partnership.

(10) "Limited partner" means:

(a) With respect to a limited partnership, a person that:

(i) Becomes a limited partner under RCW 25.10.301; or

(ii) Was a limited partner in a limited partnership when the limited partnership became subject to this chapter under RCW 25.10.911 (1) or (2); and

(b) With respect to a foreign limited partnership, a person that has rights, powers, and obligations similar to those of a limited partner in a limited partnership.

(11) "Limited partnership," except in the terms "foreign limited partnership" and "foreign limited liability limited partnership," means an entity, having one or more general partners and one or more limited partners, that is formed under this chapter by two or more persons or becomes subject to this chapter under article 11 of this chapter or RCW 25.10.911 (1) or (2). "Limited partnership" includes a limited liability limited partnership.

(12) "Partner" means a limited partner or general partner.

(13) "Partnership agreement" means the partners' agreement, whether oral, implied, in a record, or in any combination, concerning the limited partnership. "Partnership agreement" includes the agreement as amended.

(14) "Person" means an individual, corporation, business trust, estate, trust, partnership, limited liability company, association, joint venture, government; governmental subdivision, agency, or instrumentality; public corporation, or any other legal or commercial entity.

(15) "Person dissociated as a general partner" means a person dissociated as a general partner of a limited partnership.

(16) "Principal office" means the office where the principal executive office of a limited partnership or foreign limited partnership is located, whether or not the office is located in this state.

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

(18) "Required information" means the information that a limited partnership is required to maintain under RCW 25.10.091.

(19) "Sign" means:

(a) To sign with respect to a written record;

(b) To electronically transmit along with sufficient information to determine the sender's identity with respect to an electronic transmission; or

(c) With respect to a record to be filed with the secretary of state, to comply with the standard for filing with the office of the secretary of state as prescribed by the secretary of state.

(20) "State" means a state of the United States, the District of Columbia, Puerto Rico, the United States Virgin Islands, or any territory or insular possession subject to the jurisdiction of the United States.

(21) "Transfer" includes an assignment, conveyance, deed, bill of sale, lease, mortgage, security interest, encumbrance, gift, and transfer by operation of law.

(22) "Transferable interest" means a partner's right to receive distributions.

(23) "Transferee" means a person to which all or part of a transferable interest has been transferred, whether or not the transferor is a partner.

Sec. 6102. RCW 25.10.061 and 2009 c 188 s 108 are each amended to read as follows:

((~~(1)~~)) The name of a limited partnership ((~~may contain the name of any partner.~~

~~(2) The name of a limited partnership that is not a limited liability limited partnership must contain the term "limited partnership" or the abbreviation "LP" or "L.P." and may not contain the term "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P."~~

~~(3) The name of a limited liability limited partnership must contain the term "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P." and must not contain the abbreviation "LP" or "L.P."~~

~~(4) Unless authorized by subsection (5) of this section, the name of a limited partnership must be distinguishable in the records of the secretary of state from:~~

~~(a) The name of each person other than an individual incorporated, organized, or authorized to transact business in this state through a filing or registration with the secretary of state; and~~

~~(b) Each name reserved under RCW 25.10.071.~~

~~(5) A limited partnership may apply to the secretary of state for authorization to use a name that does not comply with subsection (4) of this section. The secretary of state shall authorize use of the name applied for if, as to each conflicting name:~~

~~(a) The present user, registrant, or owner of the conflicting name consents in a signed record to the use and submits an undertaking in a form satisfactory to the secretary of state to change the conflicting name to a name that complies with subsection (4) of this section and is distinguishable in the records of the secretary of state from the name applied for;~~

~~(b) The applicant delivers to the secretary of state a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use in this state the name applied for; or~~

~~(c) The applicant delivers to the secretary of state proof satisfactory to the secretary of state that the present user, registrant, or owner of the conflicting name:~~

~~(i) Has merged into the applicant;~~

~~(ii) Has been converted into the applicant; or~~

~~(iii) Has transferred substantially all of its assets, including the conflicting name, to the applicant.~~

~~(6) Subject to RCW 25.10.661, this section applies to any foreign limited partnership transacting business in this state, having a certificate of authority to transact business in this state, or applying for a certificate of authority.~~

~~(7) A name shall not be considered distinguishable upon the records of the secretary of state by virtue of:~~

~~(a) A variation in any of the following designations for the same name: "Corporation," "incorporated," "company," "limited," "partnership," "limited partnership," "limited liability limited partnership," "limited liability company," or "limited liability partnership," or the abbreviations "corp.," "inc.," "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLLP," "L.L.L.P.," "LLC," or "L.L.C.";~~

~~(b) The addition or deletion of an article or conjunction such as "the" or "and" from the same name;~~

~~(c) Punctuation, capitalization, or special characters or symbols in the same name; or~~

~~(d) Use of abbreviation or the plural form of a word in the same name.~~

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~~(8) This chapter does not control the use of assumed business names or trade names~~)) must comply with the provisions of part I, Article 3 of this act.

Sec. 6103. RCW 25.10.071 and 2009 c 188 s 109 are each amended to read as follows:

((~~(1)~~)) A person may reserve the exclusive right to the use of a limited partnership name ((~~that complies with RCW 25.10.061 may be reserved by:~~

~~(a) A person intending to organize a limited partnership under this chapter and to adopt the name;~~

~~(b) A limited partnership or a foreign limited partnership authorized to transact business in this state intending to adopt the name;~~

~~(c) A foreign limited partnership intending to obtain a certificate of authority to transact business in this state and adopt the name;~~

~~(d) A person intending to organize a foreign limited partnership and intending to have it obtain a certificate of authority to transact business in this state and adopt the name;~~

~~(e) A foreign limited partnership formed under the name; or~~

~~(f) A foreign limited partnership formed under a name that does not comply with RCW 25.10.061 (2) or (3), but the name reserved under this subsection (1)(f) may differ from the foreign limited partnership's name only to the extent necessary to comply with RCW 25.10.061 (2) and (3).~~

~~(2) A person may apply to reserve a name under subsection (1) of this section by delivering to the secretary of state for filing an application that states the name to be reserved and the subsection of subsection (1) of this section that applies. If the secretary of state finds that the name is available for use by the applicant, the secretary of state shall file a statement of name reservation and thereby reserve the name for the exclusive use of the applicant for one hundred eighty days.~~

~~(3) An applicant that has reserved a name pursuant to subsection (2) of this section may reserve the same name for additional one hundred eighty-day periods. A person having a current reservation for a name may not apply for another one hundred eighty-day period for the same name until ninety days have elapsed in the current reservation.~~

~~(4) A person that has reserved a name under this section may deliver to the secretary of state for filing a notice of transfer that states the reserved name, the name and street and mailing address of some other person to which the reservation is to be transferred, and the subsection of subsection (1) of this section that applies to the other person. Subject to RCW 25.10.251(3), the transfer is effective when the secretary of state files the notice of transfer~~)) in accordance with section 1303 of this act.

Sec. 6104. RCW 25.10.121 and 2009 c 188 s 114 are each amended to read as follows:

((~~(1)~~)) A limited partnership or foreign limited partnership shall designate and continuously maintain in this state((~~:~~

~~(a) An office, which need not be a place of its activity in this state; and~~

~~(b) An agent for service of process.~~

~~(2) A foreign limited partnership shall designate and continuously maintain in this state an agent for service of process.~~

~~(3) An agent for service of process of a limited partnership or foreign limited partnership must be an individual who is a resident of this state or other person authorized to do business in this state~~)) a registered agent in accordance with part I, Article 4 of this act.

Sec. 6105. RCW 25.10.131 and 2009 c 188 s 115 are each amended to read as follows:

((~~(1) In order to change its designated office, agent for service of process, or the address of its agent for service of process,~~)) A limited partnership or a foreign limited partnership ((~~must deliver~~)) may change its registered agent by delivering to the secretary of state for filing a statement of change ((~~containing:~~

~~(a) The name of the limited partnership or foreign limited partnership;~~

~~(b) The street and mailing address of its current designated office;~~

~~(c) If the current designated office is to be changed, the street and mailing address of the new designated office;~~

~~(d) The name and street and mailing address of its current agent for service of process; and~~

~~(e) If the current agent for service of process or an address of the agent is to be changed, the new information.~~

~~(2) Subject to RCW 25.10.251(3), a statement of change is effective when filed by the secretary of state~~)) in accordance with section 1407 of this act.

Sec. 6106. RCW 25.10.141 and 2009 c 188 s 116 are each amended to read as follows:

((~~(1) In order to~~)) A registered agent may resign as an agent for service of process of a limited partnership or foreign limited partnership((~~, the agent must deliver~~)) by delivering to the secretary of state for filing a statement of resignation ((~~containing the name of the limited partnership or foreign limited partnership.~~

~~(2) After receiving a statement of resignation, the secretary of state shall file it and mail a copy to the designated office of the limited partnership or foreign limited partnership and another copy to the principal office if the address of the office appears in the records of the secretary of state and is different from the address of the designated office.~~

~~(3) An agent for service of process is terminated on the thirty-first day after the secretary of state files the statement of resignation~~)) in accordance with section 1410 of this act.

Sec. 6107. RCW 25.10.151 and 2009 c 188 s 117 are each amended to read as follows:

((~~(1) An agent for service of process appointed by a limited partnership or foreign limited partnership is an agent of the limited partnership or foreign limited partnership for~~)) Service of any process, notice, or demand required or permitted by law to be served upon the limited partnership or foreign limited partnership((~~.~~

~~(2) If a limited partnership or foreign limited partnership does not appoint or maintain an agent for service of process in this state or the agent for service of process cannot with reasonable diligence be found at the agent's address, the secretary of state is an agent of the limited partnership or foreign limited partnership upon whom process, notice, or demand may be served.~~

~~(3) Service of any process, notice, or demand on the secretary of state may be made by delivering to and leaving with the secretary of state duplicate copies of the process, notice, or demand. If a process, notice, or demand is served on the secretary of state, the secretary of state shall forward one of the copies by registered or certified mail, return receipt requested, to the limited partnership or foreign limited partnership at its designated office.~~

~~(4) Service is effected under subsection (3) of this section at the earliest of:~~

~~(a) The date the limited partnership or foreign limited partnership receives the process, notice, or demand;~~

~~(b) The date shown on the return receipt, if signed on behalf of the limited partnership or foreign limited partnership; or~~

~~(c) Five days after the process, notice, or demand is deposited in the mail, if mailed postpaid and correctly addressed.~~

~~(5) The secretary of state shall keep a record of each process, notice, and demand served pursuant to this section and record the time of, and the action taken regarding, the service.~~

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~~(6) This section does not affect the right to serve process, notice, or demand in any other manner provided by law~~)) may be made in accordance with section 1411 of this act.

Sec. 6108. RCW 25.10.201 and 2009 c 188 s 201 are each amended to read as follows:

(1) In order for a limited partnership to be formed, a certificate of limited partnership must be delivered to the secretary of state for filing in accordance with part I, Article 2 of this act. The certificate of limited partnership must state:

(a) The name of the limited partnership, which must comply with ((~~RCW 25.10.061~~)) part I, Article 3 of this act;

(b) The ((~~street and mailing address of the initial designated office and the~~)) name and street and mailing address of the initial agent for service of process;

(c) The name and the street and mailing address of each general partner;

(d) Whether the limited partnership is a limited liability limited partnership; and

(e) Any additional information required by article 11 of this chapter.

(2) A certificate of limited partnership may also contain any other matters but may not vary or otherwise affect the provisions specified in RCW 25.10.081(2) in a manner inconsistent with that section.

(3) If there has been substantial compliance with subsection (1) of this section, subject to ((~~RCW 25.10.251(3)~~)) section 1203 of this act, a limited partnership is formed when the secretary of state files the certificate of limited partnership.

(4) Subject to subsection (2) of this section, if any provision of a partnership agreement is inconsistent with the filed certificate of limited partnership or with a filed statement of dissociation, termination, or change or filed articles of conversion or merger:

(a) The partnership agreement prevails as to partners and transferees; and

(b) The filed certificate of limited partnership, statement of dissociation, termination, or change or articles of conversion or merger prevails as to persons, other than partners and transferees, that reasonably rely on the filed record to their detriment.

Sec. 6109. RCW 25.10.211 and 2009 c 188 s 202 are each amended to read as follows:

(1) In order to amend its certificate of limited partnership, a limited partnership must deliver to the secretary of state for filing an amendment or, pursuant to article 11 of this chapter, articles of merger stating:

(a) The name of the limited partnership;

(b) The date of filing of its initial certificate of limited partnership; and

(c) The changes the amendment makes to the certificate of limited partnership as most recently amended or restated.

(2) A limited partnership shall promptly deliver to the secretary of state for filing an amendment to a certificate of limited partnership to reflect:

(a) The admission of a new general partner;

(b) The dissociation of a person as a general partner; or

(c) The appointment of a person to wind up the limited partnership's activities under RCW 25.10.581 (3) or (4).

(3) A general partner that knows that any information in a filed certificate of limited partnership was false when the certificate was filed or has become false due to changed circumstances shall promptly:

(a) Cause the certificate of limited partnership to be amended; or

(b) If appropriate, deliver to the secretary of state for filing a statement of change pursuant to ((~~RCW 25.10.131~~)) section 1407 of this act or a statement of correction pursuant to ((~~RCW 25.10.261~~)) section 1205 of this act.

(4) A certificate of limited partnership may be amended at any time for any other proper purpose as determined by the limited partnership.

(5) A restated certificate of limited partnership may be delivered to the secretary of state for filing in the same manner as an amendment.

(6) ((~~Subject to RCW 25.10.251(3),~~)) An amendment or restated certificate of limited partnership is effective when filed by the secretary of state as provided in section 1203 of this act, and may state a delayed effective date in accordance with section 1203 of this act.

Sec. 6110. RCW 25.10.231 and 2009 c 188 s 204 are each amended to read as follows:

(1) Each record delivered to the secretary of state for filing pursuant to ((~~this chapter~~)) part I, Article 2 of this act must be signed in the following manner:

(a) An initial certificate of limited partnership must be signed by all general partners listed in the certificate.

(b) An amendment adding or deleting a statement that the limited partnership is a limited liability limited partnership must be signed by all general partners listed in the certificate.

(c) An amendment designating as general partner a person admitted under RCW 25.10.571(3)(b) following the dissociation of a limited partnership's last general partner must be signed by that person.

(d) An amendment required by RCW 25.10.581(3) following the appointment of a person to wind up the dissolved limited partnership's activities must be signed by that person.

(e) Any other amendment must be signed by:

(i) At least one general partner listed in the certificate of limited partnership;

(ii) Each other person designated in the amendment as a new general partner; and

(iii) Each person that the amendment indicates has dissociated as a general partner, unless:

(A) The person is deceased or a guardian or general conservator has been appointed for the person and the amendment so states; or

(B) The person has previously delivered to the secretary of state for filing a statement of dissociation.

(f) A restated certificate of limited partnership must be signed by at least one general partner listed in the certificate, and, to the extent the restated certificate effects a change under any other subsection of this subsection (1), the certificate must be signed in a manner that satisfies that subsection.

(g) A statement of termination must be signed by all general partners listed in the certificate or, if the certificate of a dissolved limited partnership lists no general partners, by the person appointed pursuant to RCW 25.10.581 (3) or (4) to wind up the dissolved limited partnership's activities.

(h) Articles of conversion must be signed by each general partner listed in the certificate of limited partnership.

(i) Articles of merger must be signed as provided in RCW 25.10.786(1).

(j) Any other record delivered on behalf of a limited partnership to the secretary of state for filing must be signed by at least one general partner listed in the certificate of limited partnership.

(k) A statement by a person pursuant to RCW 25.10.531(1)(d) stating that the person has dissociated as a general partner must be signed by that person.

(l) A statement of withdrawal by a person pursuant to RCW 25.10.351 must be signed by that person.

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(m) A record delivered on behalf of a foreign limited partnership to the secretary of state for filing must be signed by at least one general partner of the foreign limited partnership.

(n) Any other record delivered on behalf of any person to the secretary of state for filing must be signed by that person.

(2) Any person may sign by an ((~~attorney-in-fact~~)) agent any record to be ((~~filed pursuant to this chapter~~)) delivered to the secretary of state for filing under part I, Article 2 of this act.

Sec. 6111. RCW 25.10.241 and 2009 c 188 s 205 are each amended to read as follows:

((~~(1)~~)) If a person required by this chapter to sign a record or deliver a record to the secretary of state for filing does not do so, any other person that is aggrieved may petition the appropriate court ((~~to order:~~

~~(a) The person to sign the record;~~

~~(b) Delivery of the record to the secretary of state for filing; or~~

~~(c) The secretary of state to file the record unsigned.~~

~~(2) If the person aggrieved under subsection (1) of this section is not the limited partnership or foreign limited partnership to which the record pertains, the aggrieved person shall make the limited partnership or foreign limited partnership a party to the action. A person aggrieved under subsection (1) of this section may seek the remedies provided in subsection (1) of this section in the same action in combination or in the alternative.~~

~~(3) A record filed unsigned pursuant to this section is effective without being signed~~)) under section 1210 of this act to order the signing or delivery of the record.

Sec. 6112. RCW 25.10.251 and 2009 c 188 s 206 are each amended to read as follows:

(1) A record authorized or required to be delivered to the secretary of state for filing under this chapter must ((~~be captioned to describe the record's purpose, be in a medium permitted by the secretary of state, and be delivered to the secretary of state. Unless the secretary of state determines that a record does not comply with the filing requirements of this chapter, and if all filing fees have been paid,~~)) comply with the requirements of part I, Article 2 of this act. The secretary of state shall ((~~file the record and~~)):

(a) For a statement of dissociation, send:

(i) A copy of the filed statement and a receipt for the fees to the person that the statement indicates has dissociated as a general partner; and

(ii) A copy of the filed statement and receipt to the limited partnership;

(b) For a statement of withdrawal, send:

(i) A copy of the filed statement and a receipt for the fees to the person on whose behalf the record was filed; and

(ii) If the statement refers to an existing limited partnership, a copy of the filed statement and receipt to the limited partnership; and

(c) For all other records, send a copy of the filed record and a receipt for the fees to the person on whose behalf the record was filed.

(2) ((~~Upon request and payment of a fee, the secretary of state shall send to the requester a certified copy of the requested record.~~

~~(3) Except as otherwise provided in RCW 25.10.141 and 25.10.261,~~)) A record delivered to the secretary of state for filing under this chapter may specify an effective time and a delayed effective date in accordance with section 1203 of this act. Except as otherwise provided in this chapter, a record filed by the secretary of state is effective((~~:~~

~~(a) If the record does not specify an effective time and does not specify a delayed effective date, on the date and at the time the record is filed as evidenced by the secretary of state's endorsement of the date and time on the record;~~

~~(b) If the record specifies an effective time but not a delayed effective date, on the date the record is filed at the time specified in the record;~~

~~(c) If the record specifies a delayed effective date but not an effective time, at 12:01 a.m. on the earlier of:~~

~~(i) The specified date; or~~

~~(ii) The ninetieth day after the record is filed; or~~

~~(d) If the record specifies an effective time and a delayed effective date, at the specified time on the earlier of:~~

~~(i) The specified date; or~~

~~(ii) The ninetieth day after the record is filed~~)) as provided in section 1203 of this act.

Sec. 6113. RCW 25.10.261 and 2009 c 188 s 207 are each amended to read as follows:

((~~(1)~~)) A limited partnership or foreign limited partnership may ((~~deliver to the secretary of state for filing a statement of correction to correct a record previously delivered by the limited partnership or foreign limited partnership to the secretary of state and filed by the secretary of state, if at the time of filing the record contained false or erroneous information or was defectively signed.~~

~~(2) A statement of correction may not state a delayed effective date and must:~~

~~(a) Describe the record to be corrected, including its filing date, or attach a copy of the record as filed;~~

~~(b) Specify the incorrect information and the reason it is incorrect or the manner in which the signing was defective; and~~

~~(c) Correct the incorrect information or defective signature.~~

~~(3) When filed by the secretary of state, a statement of correction is effective retroactively as of the effective date of the record the statement corrects, but the statement is effective when filed:~~

~~(a) For the purposes of RCW 25.10.016 (3) and (4); and~~

~~(b) As to persons relying on the uncorrected record and adversely affected by the correction~~)) correct a record filed by the secretary of state in accordance with section 1205 of this act.

Sec. 6114. RCW 25.10.271 and 2009 c 188 s 208 are each amended to read as follows:

(1) If a record delivered to the secretary of state for filing under this chapter and filed by the secretary of state contains false information, a person that suffers loss by reliance on the information may recover damages for the loss from:

(a) A person that signed the record, or caused another to sign it on the person's behalf, and knew the information to be false at the time the record was signed; and

(b) A general partner that has notice that the information was false when the record was filed or has become false because of changed circumstances, if the general partner has notice for a reasonably sufficient time before the information is relied upon to enable the general partner to effect an amendment under RCW 25.10.211, file a petition under RCW 25.10.241, or deliver to the secretary of state for filing a statement of change under ((~~RCW 25.10.131~~)) section 1407 of this act or a statement of correction under ((~~RCW 25.10.261~~)) section 1205 of this act.

(2) A person who signs a record authorized or required to be filed under this chapter that such a person knows is false in any material respect with intent that the record be delivered to the secretary of state for filing is ((~~guilty of a gross misdemeanor punishable under chapter 9A.20 RCW~~)) subject to a criminal penalty under section 1209 of this act.

Sec. 6115. RCW 25.10.281 and 2009 c 188 s 209 are each amended to read as follows:

((~~(1)~~)) Any person may apply to the secretary of state under section 1208 of this act to furnish a certificate of existence for a

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domestic limited partnership or a certificate of ((~~authorization~~)) registration for a foreign limited partnership.

(((~~(2) A certificate of existence or authorization means that as of the date of its issuance:~~

~~(a) The domestic limited partnership is duly formed under the laws of this state, or that the foreign limited partnership is authorized to transact business in this state;~~

~~(b) All fees and penalties owed to this state under this chapter have been paid, if (i) payment is reflected in the records of the secretary of state, and (ii) nonpayment affects the existence or authorization of the domestic or foreign limited partnership;~~

~~(c) The limited partnership's most recent annual report required by RCW 25.10.291 has been delivered to the secretary of state;~~

~~(d) The partnership's certificate of limited partnership has not been amended to state that the limited partnership is dissolved; and~~

~~(e) A statement of termination or an application for withdrawal has not been filed by the secretary of state.~~

~~(3) A person may apply to the secretary of state to issue a certificate covering any fact of record.~~

~~(4) Subject to any qualification stated in the certificate, a certificate of existence or authorization issued by the secretary of state may be relied upon as conclusive evidence that the domestic or foreign limited partnership is in existence or is authorized to transact business in the limited partnership form in this state.~~))

Sec. 6116. RCW 25.10.291 and 2009 c 188 s 210 are each amended to read as follows:

(((~~(1)~~)) A limited partnership or a foreign limited partnership authorized to transact business in this state shall deliver to the secretary of state for filing an annual report ((~~that states:~~

~~(a) The name of the limited partnership or foreign limited partnership;~~

~~(b) The street and mailing address of its designated office and the name and street and mailing address of its agent for service of process in this state;~~

~~(c) In the case of a limited partnership, the street and mailing address of its principal office; and~~

~~(d) In the case of a foreign limited partnership, the state or other jurisdiction under whose law the foreign limited partnership is formed and any alternate name adopted under RCW 25.10.661(1).~~

~~(2) Information in an annual report must be current as of the date the annual report is delivered to the secretary of state for filing.~~

~~(3) Annual reports must be delivered to the secretary of state on a date determined by the secretary of state, and at such additional times as the partnership elects.~~

~~(4) If an annual report does not contain the information required in subsection (1) of this section, the secretary of state shall promptly notify the reporting limited partnership or foreign limited partnership and return the report to it for correction. If the report is corrected to contain the information required in subsection (1) of this section and delivered to the secretary of state within thirty days after the effective date of the notice, it is timely delivered.~~

~~(5) If a filed annual report contains an address of a designated office or the name or address of an agent for service of process that differs from the information shown in the records of the secretary of state immediately before the filing, the differing information in the annual report is considered a statement of change under RCW 25.10.131~~)) in accordance with section 1212 of this act.

Sec. 6117. RCW 25.10.571 and 2009 c 188 s 801 are each amended to read as follows:

Except as otherwise provided in RCW 25.10.576, a limited partnership is dissolved, and its activities must be wound up, only upon the occurrence of any of the following:

(1) The happening of an event specified in the partnership agreement;

(2) The consent of all general partners and of limited partners owning a majority of the rights to receive distributions as limited partners at the time the consent is to be effective;

(3) The passage of ninety days after the dissociation of a person as a general partner if following such dissociation the limited partnership does not have a remaining general partner unless before the end of the period:

(a) Consent to continue the activities of the limited partnership and admit at least one general partner is given by limited partners owning a majority of the rights to receive distributions as limited partners at the time the consent is to be effective; and

(b) At least one person is admitted as a general partner in accordance with the consent;

(4) The passage of ninety days after the dissociation of the limited partnership's last limited partner, unless before the end of the period the limited partnership admits at least one limited partner; or

(5) The signing and filing of a ((~~declaration~~)) statement of administrative dissolution by the secretary of state under ((~~RCW 25.10.611(3)~~)) section 1603 of this act.

Sec. 6118. RCW 25.10.611 and 2009 c 188 s 809 are each amended to read as follows:

(((~~(1)~~)) The secretary of state may dissolve a limited partnership administratively ((~~if the limited partnership does not:~~

~~(a) Within sixty days after the due date:~~

~~(i) Pay any fee, tax, or penalty due to the secretary of state under this chapter or other law; or~~

~~(ii) Deliver its annual report to the secretary of state;~~

~~(b) Maintain a registered agent and registered office as required under RCW 25.10.121; or~~

~~(c) Notify the secretary of state that its registered agent or registered office has been changed, that its registered agent has resigned, or that its registered office has been discontinued.~~

~~(2) If the secretary of state determines that grounds exist for administratively dissolving a limited partnership, the secretary of state shall send notice of the grounds for dissolution to the limited partnership by first-class mail, postage prepaid.~~

~~(3) If within sixty days after service of the copy the limited partnership does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist, the secretary of state shall administratively dissolve the limited partnership. The secretary of state shall send the limited partnership a declaration of administrative dissolution stating the grounds for the dissolution.~~

~~(4) A limited partnership administratively dissolved continues its existence but may carry on only activities necessary to wind up its activities and liquidate its assets under RCW 25.10.581 and 25.10.621 and to notify claimants under RCW 25.10.596 and 25.10.601.~~

~~(5) The administrative dissolution of a limited partnership does not terminate the authority of its agent for service of process~~)) under the circumstances and procedures specified in part I, Article 6 of this act.

Sec. 6119. RCW 25.10.616 and 2009 c 188 s 810 are each amended to read as follows:

(((~~(1)~~)) A limited partnership that has been administratively dissolved may apply to the secretary of state for reinstatement ((~~within five years after the effective date of dissolution. The~~

~~application must be delivered to the secretary of state for filing and state:~~

~~(a) The name of the limited partnership and the effective date of its administrative dissolution;~~

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

~~(c) That the limited partnership's name satisfies the requirements of RCW 25.10.061.~~

~~(2) If the secretary of state determines that an application contains the information required by subsection (1) of this section and that the information is correct, the secretary of state shall prepare a declaration of reinstatement that states this determination, sign and file the original of the declaration of reinstatement, and send a copy of the filed declaration to the limited partnership.~~

~~(3) When reinstatement becomes effective, it relates back to and takes effect as of the effective date of the administrative dissolution and the limited partnership may resume its activities as if the administrative dissolution had never occurred~~)) in accordance with section 1604 of this act.

Sec. 6120. RCW 25.10.641 and 2009 c 188 s 901 are each amended to read as follows:

((~~(1) The laws of the state or other jurisdiction under which a foreign limited partnership is organized govern relations among the partners of the foreign limited partnership and between the partners and the foreign limited partnership and the liability of partners as partners for an obligation of the foreign limited partnership.~~

~~(2) A foreign limited partnership may not be denied a certificate of authority by reason of any difference between the laws of the jurisdiction under which the foreign limited partnership is organized and the laws of this state.~~

~~(3) A certificate of authority does not authorize a foreign limited partnership to engage in any business or exercise any power that a limited partnership may not engage in or exercise in this state~~)) A foreign limited partnership that registers to transact business in this state is subject to section 1501 of this act relating to the effect of registration and the governing law for registered foreign limited partnerships.

Sec. 6121. RCW 25.10.646 and 2009 c 188 s 902 are each amended to read as follows:

((~~(1)~~)) Before transacting business in this state, a foreign limited partnership shall ((~~apply for a certificate of authority to transact business in this state by delivering an application to~~)) register with the secretary of state ((~~for filing. The application must state:~~

~~(a) The name of the foreign limited partnership and, if the name does not comply with RCW 25.10.061, an alternate name adopted pursuant to RCW 25.10.661(1);~~

~~(b) The name of the state or other jurisdiction under whose law the foreign limited partnership is organized;~~

~~(c) The street and mailing address of the foreign limited partnership's principal office and, if the laws of the jurisdiction under which the foreign limited partnership is organized require the foreign limited partnership to maintain an office in that jurisdiction, the street and mailing address of the required office;~~

~~(d) The name and street and mailing address of the foreign limited partnership's initial agent for service of process in this state;~~

~~(e) The name and street and mailing address of each of the foreign limited partnership's general partners; and~~

~~(f) Whether the foreign limited partnership is a foreign limited liability limited partnership.~~

~~(2) A foreign limited partnership shall deliver with the completed application a certificate of existence or a record of similar import signed by the secretary of state or other official having custody of the foreign limited partnership's publicly filed records in the state or other jurisdiction under whose law the foreign limited partnership is organized~~)) in accordance with part I, Article 5 of this act.

Sec. 6122. RCW 25.10.651 and 2009 c 188 s 903 are each amended to read as follows:

((~~(1)~~)) A nonexhaustive list of activities of a foreign limited partnership that do not constitute transacting business in this state ((~~within the meaning of this article include:~~

~~(a) Maintaining, defending, and settling an action or proceeding;~~

~~(b) Holding meetings of its partners or carrying on any other activity concerning its internal affairs;~~

~~(c) Maintaining accounts in financial institutions;~~

~~(d) Maintaining offices or agencies for the transfer, exchange, and registration of the foreign limited partnership's own securities or maintaining trustees or depositories with respect to those securities;~~

~~(e) Selling through independent contractors;~~

~~(f) Soliciting or obtaining orders, whether by mail or electronic means or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts and the contracts do not involve any local performance other than delivery and installation;~~

~~(g) Making loans or creating or acquiring indebtedness, mortgages, or security interests in real or personal property;~~

~~(h) Securing or collecting debts or enforcing mortgages or other security interests in property securing the debts, and holding, protecting, and maintaining property so acquired;~~

~~(i) Owning, without more, real or personal property;~~

~~(j) Conducting an isolated transaction that is completed within thirty days and is not one in the course of similar transactions of a like manner;~~

~~(k) Owning a controlling interest in a domestic or foreign corporation, or participating as a limited partner of a domestic or foreign limited partnership, or participating as a member or a manager of a domestic or foreign limited liability company, that transacts business in this state; and~~

~~(l) Transacting business in interstate commerce.~~

~~(2) The list of activities in subsection (1) of this section is not exhaustive.~~

~~(3) This section does not apply in determining the contacts or activities that may subject a foreign limited partnership to service of process, taxation, or regulation under any other law of this state~~)) is provided in section 1505 of this act.

Sec. 6123. RCW 25.10.661 and 2009 c 188 s 905 are each amended to read as follows:

((~~(1) A foreign limited partnership whose name does not comply with RCW 25.10.061 may not obtain a certificate of authority until it adopts, for the purpose of transacting business in this state, an alternate name that complies with RCW 25.10.061. A foreign limited partnership that adopts an alternate name under this subsection and then obtains a certificate of authority with the name need not comply with RCW 19.80.010. After obtaining a certificate of authority with an alternate name, a foreign limited partnership shall transact business in this state under the name unless the foreign limited partnership is authorized under RCW 19.80.010 to transact business in this state under another name.~~

~~(2) If a foreign limited partnership authorized to transact business in this state changes its name to one that does not comply with RCW 25.10.061, it may not thereafter transact business in this state until it complies with subsection (1) of this section and obtains an amended certificate of authority~~)) The name of a foreign limited partnership registered in this state must comply with the provisions of section 1506 of this act and part I, Article 3 of this act.

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Sec. 6124. RCW 25.10.666 and 2009 c 188 s 906 are each amended to read as follows:

(((~~(1) A certificate of authority of a foreign limited partnership to transact business in this state may be revoked by~~)) The secretary of state may terminate the registration of a registered foreign limited partnership in ((~~the manner provided in subsections (2) and (3) of this section if the foreign limited partnership does not:~~

~~(a) Pay, within sixty days after the due date, any fee, tax, or penalty due to the secretary of state under this chapter or other law;~~

~~(b) Deliver, within sixty days after the due date, its annual report required under RCW 25.10.291;~~

~~(c) Appoint and maintain an agent for service of process as required by RCW 25.10.121; or~~

~~(d) Deliver for filing a statement of a change under RCW 25.10.131 within thirty days after a change has occurred in the name or address of the agent.~~

~~(2) In order to revoke a certificate of authority, the secretary of state must prepare, sign, and file a notice of revocation and send a copy to the foreign limited partnership's agent for service of process in this state, or if the foreign limited partnership does not appoint and maintain a proper agent in this state, to the foreign limited partnership's designated office. The notice must state:~~

~~(a) The revocation's effective date, which must be at least sixty days after the date the secretary of state sends the copy; and~~

~~(b) The foreign limited partnership's failures to comply with subsection (1) of this section that are the reason for the revocation.~~

~~(3) The authority of the foreign limited partnership to transact business in this state ceases on the effective date of the notice of revocation unless before that date the foreign limited partnership cures each failure to comply with subsection (1) of this section stated in the notice. If the foreign limited partnership cures the failures, the secretary of state shall so indicate on the filed notice~~)) accordance with section 1511 of this act.

Sec. 6125. RCW 25.10.671 and 2009 c 188 s 907 are each amended to read as follows:

(((~~(1)~~)) In order to ((~~cancel its certificate of authority to transact business in this state~~)) withdraw its registration, a foreign limited partnership must deliver to the secretary of state for filing a ((~~notice of cancellation. The certificate is canceled when the notice becomes effective under RCW 25.10.251.~~

~~(2) A foreign limited partnership transacting business in this state may not maintain an action or proceeding in this state unless it has a certificate of authority to transact business in this state.~~

~~(3) The failure of a foreign limited partnership to have a certificate of authority to transact business in this state does not impair the validity of a contract or act of the foreign limited partnership or prevent the foreign limited partnership from defending an action or proceeding in this state.~~

~~(4) A partner of a foreign limited partnership is not liable for the obligations of the foreign limited partnership solely by reason of the foreign limited partnership's having transacted business in this state without a certificate of authority.~~

~~(5) If a foreign limited partnership transacts business in this state without a certificate of authority or cancels its certificate of authority, it appoints the secretary of state as its agent for service of process for rights of action arising out of the transaction of business in this state~~)) statement of withdrawal in accordance with section 1507 of this act.

Sec. 6126. RCW 25.10.766 and 2009 c 188 s 1104 are each amended to read as follows:

(1) After a plan of conversion is approved:

(a) A converting limited partnership shall deliver to the secretary of state for filing articles of conversion, which must include:

(i) A statement that the limited partnership has been converted into another organization;

(ii) The name and form of the organization and the jurisdiction of its governing statute;

(iii) The date the conversion is effective under the governing statute of the converted organization;

(iv) A statement that the conversion was approved as required by this chapter;

(v) A statement that the conversion was approved as required by the governing statute of the converted organization; and

(vi) If the converted organization is a foreign organization not ((~~authorized~~)) registered to transact business in this state, the street and mailing address of ((~~an office that the secretary of state may use for the purposes of RCW 25.10.771(3)~~)) the organization's principal office that may be used for service of process under section 1411 of this act; and

(b) If the converting organization is not a converting limited partnership, the converting organization shall deliver to the secretary of state for filing a certificate of limited partnership, which must include, in addition to the information required by RCW 25.10.201:

(i) A statement that the limited partnership was converted from another organization;

(ii) The name and form of the organization and the jurisdiction of its governing statute; and

(iii) A statement that the conversion was approved in a manner that complied with the organization's governing statute.

(2) A conversion becomes effective:

(a) If the converted organization is a limited partnership, when the certificate of limited partnership takes effect; and

(b) If the converted organization is not a limited partnership, as provided by the governing statute of the converted organization.

Sec. 6127. RCW 25.10.771 and 2009 c 188 s 1105 are each amended to read as follows:

(1) An organization that has been converted pursuant to this article is for all purposes the same entity that existed before the conversion.

(2) When a conversion takes effect:

(a) All property owned by the converting organization remains vested in the converted organization;

(b) All debts, liabilities, and other obligations of the converting organization continue as obligations of the converted organization;

(c) An action or proceeding pending by or against the converting organization may be continued as if the conversion had not occurred;

(d) Except as prohibited by other law, all of the rights, privileges, immunities, powers, and purposes of the converting organization remain vested in the converted organization;

(e) Except as otherwise provided in the plan of conversion, the terms and conditions of the plan of conversion take effect; and

(f) Except as otherwise agreed, the conversion does not dissolve a converting limited partnership for the purposes of article 8 of this chapter.

(3) A converted organization that is a foreign organization consents to the jurisdiction of the courts of this state to enforce any obligation owed by the converting limited partnership, if before the conversion the converting limited partnership was subject to suit in this state on the obligation. A converted organization that is a foreign organization and not ((~~authorized~~))

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registered to transact business in this state ((~~appoints the secretary of state as its agent for service of~~)) may be served with process pursuant to section 1411 of this act for purposes of enforcing an obligation under this subsection. ((~~Service on the secretary of state under this subsection is made in the same manner and with the same consequences as in RCW 25.10.151 (3) and (4).~~))

Sec. 6128. RCW 25.10.786 and 2009 c 188 s 1108 are each amended to read as follows:

(1) After each constituent organization has approved a merger, articles of merger must be signed on behalf of:

(a) Each constituent limited partnership, by each general partner listed in the certificate of limited partnership; and

(b) Each other constituent organization, by an authorized representative.

(2) The articles of merger must include:

(a) The name and form of each constituent organization and the jurisdiction of its governing statute;

(b) The name and form of the surviving organization and the jurisdiction of its governing statute;

(c) The date the merger is effective under the governing statute of the surviving organization;

(d) Any amendments provided for in the plan of merger for the organizational document that created the surviving organization;

(e) A statement as to each constituent organization that the merger was approved as required by the organization's governing statute;

(f) If the surviving organization is a foreign organization not ((~~authorized~~)) registered to transact business in this state, the street and mailing address of ((~~an office that the secretary of state may use for the purposes of RCW 25.10.791(2)~~)) the organization's principal office that may be used for service of process under section 1411 of this act; and

(g) Any additional information required by the governing statute of any constituent organization.

(3) Each constituent limited partnership shall deliver the articles of merger for filing in the office of the secretary of state.

(4) A merger becomes effective under this article:

(a) If the surviving organization is a limited partnership, upon the later of:

(i) Compliance with subsection (3) of this section; or

(ii) Subject to RCW 25.10.251((~~(3)~~)) (2), as specified in the articles of merger; or

(b) If the surviving organization is not a limited partnership, as provided by the governing statute of the surviving organization.

Sec. 6129. RCW 25.10.791 and 2009 c 188 s 1109 are each amended to read as follows:

(1) When a merger becomes effective:

(a) The surviving organization continues;

(b) Each constituent organization that merges into the surviving organization ceases to exist as a separate entity;

(c) All property owned by each constituent organization that ceases to exist vests in the surviving organization;

(d) All debts, liabilities, and other obligations of each constituent organization that ceases to exist continue as obligations of the surviving organization;

(e) An action or proceeding pending by or against any constituent organization that ceases to exist may be continued as if the merger had not occurred;

(f) Except as prohibited by other law, all of the rights, privileges, immunities, powers, and purposes of each constituent organization that ceases to exist vest in the surviving organization;

(g) Except as otherwise provided in the plan of merger, the terms and conditions of the plan of merger take effect;

(h) Except as otherwise agreed, if a constituent limited partnership ceases to exist, the merger does not dissolve the limited partnership for the purposes of article 8 of this chapter; and

(i) Any amendments provided for in the articles of merger for the organizational document that created the surviving organization become effective.

(2) A surviving organization that is a foreign organization consents to the jurisdiction of the courts of this state to enforce any obligation owed by a constituent organization, if before the merger the constituent organization was subject to suit in this state on the obligation. A surviving organization that is a foreign organization and not ((~~authorized~~)) registered to transact business in this state ((~~appoints the secretary of state as its agent for service of~~)) may be served with process pursuant to section 1411 of this act for the purposes of enforcing an obligation under this subsection. ((~~Service on the secretary of state under this subsection is made in the same manner and with the same consequences as in RCW 25.10.151 (3) and (4).~~))

Sec. 6130. RCW 25.10.916 and 2009 c 188 s 1307 are each amended to read as follows:

((~~(1)~~)) Limited partnerships are subject to the applicable fees, charges, and penalties adopted by the secretary of state ((~~shall adopt rules establishing fees that shall be charged and collected for:~~

~~(a) Filing of a certificate of limited partnership or an application for a certificate of authority of a foreign limited partnership;~~

~~(b) Filing of an amendment or restatement of a certificate of domestic or foreign limited partnership;~~

~~(c) Filing an application to reserve, register, or transfer a limited partnership name;~~

~~(d) Filing any other certificate, statement, or report authorized or permitted to be filed; and~~

~~(e) Copies, certified copies, certificates, service of process filings, and expedited filings or other special services.~~

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

~~(a) Fees for copies, certified copies, certificates of record, and service of process filings are the same as in RCW 23B.01.220.~~

~~(b) Fees for reinstatement of a foreign or domestic limited partnership are the same as in RCW 23B.01.560.~~

~~(c) All fees collected by the secretary of state shall be deposited with the state treasurer pursuant to law~~)) under section 1213 of this act and RCW 43.07.120.

NEW SECTION. **Sec. 6131.** The following acts or parts of acts are each repealed:

(1) RCW 25.10.040 (Registered office and agent) and 2009 c 202 s 4, 1987 c 55 s 3, & 1981 c 51 s 4;

(2) RCW 25.10.171 (Standards for electronic filing rules) and 2009 c 188 s 119;

(3) RCW 25.10.656 (Filing of certificate of authority) and 2009 c 188 s 904; and

(4) RCW 25.10.676 (Action by attorney general) and 2009 c 188 s 908.

PART VII
LIMITED LIABILITY COMPANIES ACT REVISIONS

Sec. 7101. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 3 are each amended to read as follows:

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(((~~(1)~~)) The name of each limited liability company as set forth in its certificate of formation((~~:~~

~~(a) Must contain the words "Limited Liability Company," the words "Limited Liability" and abbreviation "Co.," or the abbreviation "L.L.C." or "LLC";~~

~~(b) Must not contain language stating or implying that the limited liability company is formed for a purpose other than those permitted by RCW 25.15.--- (section 8, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015);~~

~~(c) Must not contain any of the words or phrases: "Cooperative," "partnership," "corporation," "incorporated," or the abbreviations "corp.," "ltd.," or "inc.," or "LP," "L.P.," "LLP," "L.L.P.," "LLLP," "L.L.L.P.," or any words or phrases prohibited by any statute of this state; and~~

~~(d) Unless authorized by subsection (2) of this section, must be distinguishable in the records of the secretary of state from (i) the name of each person incorporated, formed, or authorized to transact business in this state through a filing or registration with the secretary of state; and (ii) each name reserved under RCW 25.15.--- (section 4, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015) or under other statutes of this state providing for the reservation of names with the secretary of state.~~

~~(2) A limited liability company may apply to the secretary of state for authorization to use any name which is not distinguishable upon the records of the secretary of state from one or more of the names described in subsection (1)(d) of this section. The secretary of state shall authorize use of the name applied for if the other person consents in writing to the use and files with the secretary of state records necessary to change its name or the name reserved to a name that is distinguishable upon the records of the secretary of state from the name of the applying limited liability company.~~

~~(3) A name shall not be considered distinguishable upon the records of the secretary of state by virtue of:~~

~~(a) A variation in any of the following designations for the same name: "Corporation," "incorporated," "company," "professional corporation," "professional service," "limited," "partnership," "limited partnership," "limited liability limited partnership," "limited liability company," "professional limited liability company," or "limited liability partnership," or their permitted abbreviations;~~

~~(b) The addition or deletion of an article or conjunction such as "the" or "and" from the same name;~~

~~(c) Punctuation, capitalization, or special characters or symbols in the same name; or~~

~~(d) Use of abbreviation or the plural form of a word in the same name.~~

~~(4) This chapter does not control the use of assumed business names or "trade names."~~

~~(5) Violation of subsection (1)(c) of this section by a limited liability company whose certificate of formation or amendment thereto has been accepted for filing by the secretary of state shall not, in itself, invalidate the formation or existence of a limited liability company or render this chapter inapplicable to a limited liability company~~)) must comply with part I, Article 3 of this act.

Sec. 7102. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 4 are each amended to read as follows:

(1) Reserved Name—Domestic Limited Liability Company.

(((~~(a)~~)) A person may reserve the exclusive use of a limited liability company name by delivering an application to the secretary of state for filing in accordance with section 1303 of this act. ((~~The application must set forth the name and address of the applicant and the name proposed to be reserved. If the secretary of state finds that the limited liability company name applied for is available, the secretary of state shall reserve the name for the applicant's exclusive use for a nonrenewable one hundred eighty-day period.~~

~~(b) The owner of a reserved limited liability company name may transfer the reservation to another person by delivering to the secretary of state an executed notice of the transfer that states the name and address of the transferee.~~))

(2) Reserved Name—Foreign Limited Liability Company.

(((~~(a)~~)) A foreign limited liability company may reserve its name ((~~if the name is distinguishable upon the records of the secretary of state from the names specified in RCW 25.15.--- (section 3, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015).~~

~~(b) A foreign limited liability company reserves its name~~)) by delivering to the secretary of state for filing an application ((~~that:~~

~~(i) Sets forth its name and the state or country and date of its formation; and~~

~~(ii) Is accompanied by a certificate of existence, or a record of similar import, from the state or country of formation.~~

~~(c) The name is reserved for the applicant's exclusive use upon the effective date of the application and until the close of the calendar year in which the application for name reservation is filed.~~

~~(d) A foreign limited liability company whose name reservation is effective may renew it for successive years by delivering to the secretary of state for filing a renewal application, which complies with the requirements of (b) of this subsection, between October 1st and December 31st of the preceding year. The renewal application when filed renews the name reservation for the following calendar year.~~

~~(e) A foreign limited liability company whose name reservation is effective may thereafter register as a foreign limited liability company under the reserved name, or consent in writing to the use of that name by a domestic limited liability company, domestic corporation, domestic limited partnership, or domestic limited liability partnership thereafter formed, or by another foreign limited liability company, foreign corporation, foreign limited partnership, or foreign limited liability partnership thereafter authorized to transact business in this state. The name reservation terminates when the domestic limited liability company is formed, the domestic corporation is incorporated, the domestic limited liability partnership is formed, or the domestic limited partnership is formed, or the foreign limited liability company registers or consents to the registration of another foreign limited liability company, corporation, limited partnership, or limited liability partnership under the reserved name~~)) in accordance with section 1304 of this act.

Sec. 7103. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 6 are each amended to read as follows:

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

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

~~(b) A registered agent that may be:~~

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~~(i) An individual residing in this state whose business office is identical with the limited liability company's registered office;~~

~~(ii) The limited liability company itself, whose business office is identical with such registered office;~~

~~(iii) A domestic corporation, partnership, limited partnership, or limited liability company whose business office is identical with such registered office; or~~

~~(iv) A government, governmental subdivision, agency, or instrumentality, or a foreign corporation, partnership, limited partnership, or limited liability company authorized to do business in this state having a business office identical with such registered office; and~~

~~(c) A registered agent who shall not be appointed without having given prior consent in a record to the appointment. The consent shall be filed with the secretary of state in such form and at such time as the secretary may prescribe~~)) a registered agent in accordance with part I, Article 4 of this act.

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

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

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

~~(c) If the current registered agent is to be changed, the name of the new registered agent and the new agent's consent in a record, which shall be filed with the secretary of state in such form and at such time as the secretary of state may prescribe; and~~

~~(d) That after the change or changes are made, the street addresses of its registered office and the business office of its registered agent will be identical~~)) in accordance with section 1407 of this act.

(3) ((~~If~~)) A registered agent ((~~changes the street address of the agent's business office, the registered agent may change the street address of the registered office of any limited liability company for which the agent is the registered agent by notifying the limited liability company of the change either (a) in a written record, or (b) if the limited liability company has designated an address, location, or system to which the notices may be electronically transmitted and the registered agent electronically transmits the notice to the limited liability company at the designated address, location, or system in an electronically transmitted record and delivering to the secretary of state for filing a statement that complies with the requirements of subsection (2) of this section and recites that the limited liability company has been notified of the change~~)) may change its information on file with the secretary of state in accordance with section 1408 or 1409 of this act.

(4) A registered agent may resign as agent by executing and delivering to the secretary of state for filing a statement of resignation((~~. The statement may include a statement that the registered office is also discontinued. After filing the statement the secretary of state shall mail a copy of the statement to the limited liability company at its principal office. The agency appointment is terminated, and the registered office discontinued if so provided, on the thirty-first day after the date on which the statement was filed~~)) in accordance with section 1410 of this act.

Sec. 7104. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 7 are each amended to read as follows:

((~~(1) A limited liability company's registered agent is its agent for~~)) Service of process, notice, or demand required or permitted by law to be served on the limited liability company may be made in accordance with section 1411 of this act.

((~~(2) The secretary of state shall be an agent of a limited liability company upon whom any such process, notice, or demand may be served if:~~

~~(a) The limited liability company fails to appoint or maintain a registered agent in this state; or~~

~~(b) The registered agent cannot with reasonable diligence be found at the registered office.~~

~~(3) Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with the secretary of state, or with any duly authorized clerk of the secretary of state's office, the process, notice, or demand. In the event any such process, notice, or demand is served on the secretary of state, the secretary of state shall immediately cause a copy thereof to be forwarded by certified mail, addressed to the limited liability company at its principal office as it appears on the records of the secretary of state. Any service so had on the secretary of state shall be returnable in not less than thirty days.~~

~~(4) The secretary of state shall keep a record of all processes, notices, and demands served upon the secretary of state under this section, and shall record therein the time of such service and the secretary of state's action with reference thereto.~~

~~(5) This section does not limit or affect the right to serve any process, notice, or demand required or permitted by law to be served upon a limited liability company in any other manner now or hereafter permitted by law.~~))

Sec. 7105. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 13 are each amended to read as follows:

(1) A person or group of persons duly licensed or otherwise legally authorized to render the same professional services within this state may form and become a member or members of a professional limited liability company under the provisions of this chapter for the purposes of rendering professional service.

(2) A professional limited liability company is subject to all the provisions of chapter 18.100 RCW that apply to a professional corporation. A professional limited liability company's managers, members, agents, and employees are subject to all the provisions of chapter 18.100 RCW that apply to the directors, officers, shareholders, agents, or employees of a professional corporation, except as provided otherwise in this section and RCW 25.15.--- (section 14, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015).

(3) If the limited liability company's members are required to be licensed to practice such profession, and the limited liability company fails to maintain for itself and for its members practicing in this state a policy of professional liability insurance, bond, or other evidence of financial responsibility of a kind designated by rule by the state insurance commissioner and in the amount of at least one million dollars or a greater amount as the state insurance commissioner may establish by rule for a licensed profession or for any specialty within a profession, taking into account the nature and size of the business, then the limited liability company's members are personally liable to the extent that, had the insurance, bond, or other evidence of responsibility been maintained, it would have covered the liability in question.

(4) For purposes of applying chapter 18.100 RCW to a professional limited liability company, the terms "director" or "officer" means manager, "shareholder" means member, "corporation" means professional limited liability company, "articles of incorporation" means certificate of formation, "shares" or "capital stock" means a limited liability company interest, "incorporator" means the person who executes the certificate of formation, and "bylaws" means the limited liability company agreement.

(5) The name of a professional limited liability company must ((~~contain either the words "Professional Limited Liability Company," or the words "Professional Limited Liability" and the abbreviation "Co.," or the abbreviation "P.L.L.C." or "PLLC" provided that the name of a professional limited liability company formed to render dental services must contain the full~~

~~names or surnames of all members and no other word than "chartered" or the words "professional services" or the abbreviation "P.L.L.C." or "PLLC."~~)) comply with section 1302 of this act.

(6) Subject to Article VII of this chapter, the following may be a member of a professional limited liability company and may be the transferee of the interest of an ineligible person or deceased member of the professional limited liability company:

(a) A professional corporation, if its shareholders, directors, and its officers, other than the secretary and the treasurer, are licensed or otherwise legally authorized to render the same specific professional services as the professional limited liability company; and

(b) Another professional limited liability company, if the managers and members of both professional limited liability companies are licensed or otherwise legally authorized to render the same specific professional services.

(7) Formation of a limited liability company under this section does not restrict the application of the uniform disciplinary act under chapter 18.130 RCW, or any applicable health care professional statutes under Title 18 RCW, including but not limited to restrictions on persons practicing a health profession without being appropriately credentialed and persons practicing beyond the scope of their credential.

Sec. 7106. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 18 are each amended to read as follows:

(1) In order to form a limited liability company, one or more persons must execute a certificate of formation. The certificate of formation must be ((~~filed in~~)) delivered to the office of the secretary of state for filing in accordance with part I, Article 2 of this act and set forth:

(a) The name of the limited liability company;

(b) The ((~~address of the registered office and the~~)) name and address of the registered agent for service of process required to be maintained by RCW 25.15.--- (section 6, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015 and part I, Article 4 of this act;

(c) The address of the principal office of the limited liability company;

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

(e) Any other matters the members decide to include; and

(f) The name and address of each person executing the certificate of formation.

(2)(a) Unless a delayed effective date is specified in accordance with section 1203 of this act, a limited liability company is formed when its certificate of formation is filed by the secretary of state. ((~~A delayed effective date for a certificate of formation may be no later than the ninetieth day after the date it is filed.~~))

(b) The secretary of state's filing of the certificate of formation is conclusive proof that the persons executing the certificate satisfied all conditions precedent to the formation.

(3) A limited liability company formed under this chapter is a separate legal entity and has a perpetual existence.

(4) Any person may apply to the secretary of state under section 1208 of this act to furnish a certificate of existence for a domestic limited liability company or a certificate of ((~~authorization~~)) registration for a foreign limited liability company.

((~~(5) A certificate of existence or authorization means that as of the date of its issuance:~~

~~(a) The domestic limited liability company is duly formed under the laws of this state or that the foreign limited liability company is authorized to transact business in this state;~~

~~(b) All fees and penalties owed to this state under this title have been paid, if (i) payment is reflected in the records of the secretary of state, and (ii) nonpayment affects the existence or authorization of the domestic or foreign limited liability company;~~

~~(c) The limited liability company's initial report or its most recent annual report required by RCW 25.15.--- (section 24, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015) has been delivered to the secretary of state;~~

~~(d) In the case of a domestic limited liability company, a certificate of dissolution has not been filed with the secretary of state, or a filed certificate of dissolution has been revoked in accordance with RCW 25.15.--- (section 57, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015);~~

~~(e) In the case of a foreign limited liability company, a certificate of cancellation has not been filed with the secretary of state; and~~

~~(f) The limited liability company has not been administratively dissolved under RCW 25.15.--- (section 55, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015) or, if administratively dissolved, has been reinstated under RCW 25.15.--- (section 56, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015).~~

~~(6) A person may apply to the secretary of state to issue a certificate covering any fact of record.~~

~~(7) Subject to any qualification stated in the certificate, a certificate of existence or authorization issued by the secretary of state may be relied upon as conclusive evidence that the domestic or foreign limited liability company is in existence or is authorized to transact business in the limited liability company form in this state.~~))

Sec. 7107. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 19 are each amended to read as follows:

(1) A certificate of formation is amended by ((~~filing~~)) delivering a certificate of amendment ((~~thereto with~~)) to the secretary of state for filing. The certificate of amendment shall set forth:

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

(b) The amendment to the certificate of formation.

(2) A manager or, if there is no manager, then any member who becomes aware that any statement in a certificate of formation was false when made, or that any matter described has changed making the certificate of formation false in any material respect, must promptly amend the certificate of formation.

(3) A certificate of formation may be amended at any time for any other proper purpose.

(4) Unless ((~~otherwise provided in this chapter or unless a later~~)) a delayed effective date((~~, which is a date not later than the ninetieth day after the date it is filed,~~)) is provided for in the certificate of amendment in accordance with section 1203 of this act, a certificate of amendment is effective when filed by the secretary of state as provided in section 1203 of this act.

Sec. 7108. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 20 are each amended to read as follows:

(1) A limited liability company may, whenever desired, integrate into a single instrument all of the provisions of its certificate of formation which are then in effect and operative as a result of there having been filed with the secretary of state one or more certificates or other instruments pursuant to any of the sections referred to in this chapter and it may at the same time also further amend its certificate of formation by ((~~filing~~))

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delivering a restated certificate of formation to the secretary of state for filing in accordance with part I, Article 2 of this act.

(2) A restated certificate of formation must state, either in its heading or in an introductory paragraph, the limited liability company's name and, if it is not to be effective upon filing, the future effective date or time, which ((~~is a date not later than the ninetieth day after the date it is filed~~)) must comply with section 1203 of this act. If a restated certificate only restates and integrates and does not further amend a limited liability company's certificate of formation as amended or supplemented, it must state that fact as well.

(3) Upon the filing of a restated certificate of formation ((~~with~~)) by the secretary of state, or upon the future effective date or time of a restated certificate of formation as provided for, the initial certificate of formation, as amended or supplemented, is superseded; and the restated certificate of formation, including any further amendment or changes made thereby, is thereafter the certificate of formation of the limited liability company, but the original effective date of formation remains unchanged.

(4) Any amendment or change effected in connection with the restatement of the certificate of formation is subject to any other provision of this chapter, not inconsistent with this section, which would apply if a separate certificate of amendment were filed to effect such amendment or change.

Sec. 7109. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 21 are each amended to read as follows:

((~~(1)~~)) Each record required or permitted by this chapter to be filed in the office of the secretary of state must comply with the requirements of part I, Article 2 of this act and must be executed in the following manner((~~, or in compliance with the rules established to facilitate electronic filing under RCW 25.15.--- (section 2, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015)~~)):

((~~(a)~~)) (1) Each original certificate of formation must be executed by the person or persons forming the limited liability company;

((~~(b)~~)) (2) A reservation of name may be executed by any person;

((~~(c)~~)) (3) A transfer of reservation of name must be executed by, or on behalf of, the applicant for the reserved name;

((~~(d)~~)) (4) A registration of name must be executed by any member or manager of the foreign limited liability company;

((~~(e)~~)) (5) A certificate of amendment or restatement must be executed by at least one manager, or by a member if management of the limited liability company is reserved to the members;

((~~(f)~~)) (6) A certificate of dissolution must be executed by the person or persons authorized to wind up the limited liability company's affairs pursuant to RCW 25.15.---(3) (section 58, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015);

((~~(g)~~)) (7) If a surviving domestic limited liability company is filing articles of merger, the articles of merger must be executed by at least one manager, or by a member if management of the limited liability company is reserved to the members, or if the articles of merger are being filed by a surviving foreign limited liability company, limited partnership, corporation, or other person, the articles of merger must be executed by a person authorized by such foreign limited liability company, limited partnership, corporation, or other person;

((~~(h)~~)) (8) A foreign limited liability company's application for registration as a foreign limited liability company doing business within the state must be executed by any member or manager of the foreign limited liability company; and

((~~(i)~~)) (9) If a converting limited liability company is filing articles of conversion, the articles of conversion must be executed by at least one manager, or by a member if management of the limited liability company is reserved to the members.

((~~(2) Any person may execute a certificate, articles of merger, articles of conversion, limited liability company agreement, or other record by an attorney-in-fact or other person acting in a valid representative capacity, so long as each record executed in such manner identifies the capacity in which the person is executing the record.~~

~~(3) The person executing the record must indicate, adjacent to or underneath the signature or, if the record is electronically transmitted, identifying information of the person executing the record, as applicable, the capacity in which the person executes the record. The record must meet such legibility or other standards as may be prescribed by the secretary of state.~~

~~(4) The execution of a certificate, articles of merger, or articles of conversion by any person constitutes an affirmation under the penalties of perjury that the facts stated are true.~~))

Sec. 7110. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 22 are each amended to read as follows:

(1) If a person required to execute a certificate required by this chapter fails or refuses to do so, any other person who is adversely affected by the failure or refusal may petition the superior courts to direct the execution of the certificate under section 1210 of this act. ((~~If the court finds that the execution of the certificate is proper and that any person so designated has failed or refused to execute the certificate, it must order the secretary of state to record an appropriate certificate.~~))

(2) If a person required to execute a limited liability company agreement or amendment thereof fails or refuses to do so, any other person who is adversely affected by the failure or refusal may petition the superior courts to direct the execution of the limited liability company agreement or amendment thereof. If the court finds that the limited liability company agreement or amendment thereof should be executed and that any person required to execute the limited liability company agreement or amendment thereof has failed or refused to do so, it shall enter an order granting appropriate relief.

Sec. 7111. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 23 are each amended to read as follows:

((~~(1) The executed certificate of formation or any other record required to be filed pursuant to this chapter must be delivered to the secretary of state. If the secretary of state determines that the records conform to the filing provisions of this chapter, he or she shall, when all required filing fees have been paid:~~

~~(a) Endorse on each executed record the word "filed" and the date of its acceptance for filing;~~

~~(b) Retain the executed record in the secretary of state's files; and~~

~~(c) Return a copy to the person who filed it or the person's representative.~~

~~(2) If the secretary of state is unable to make the determination required for filing by subsection (1) of this section at the time any records are delivered for filing, the records are deemed to have been filed at the time of delivery if the secretary of state subsequently determines that the records as delivered conform to the filing provisions of this chapter.~~

~~(3) If the filing and determination requirements of this chapter are not satisfied completely, the records must not be filed.~~

~~(4) Upon the filing of a certificate of amendment, judicial decree of amendment, or restated certificate in the office of the secretary of state, or upon the future effective date or time of a certificate of amendment, judicial decree thereof, or restated certificate, as provided for therein, the certificate of formation is amended or restated as set forth therein.~~)) Section 1206 of this act governs the secretary of state's duty to file records delivered to the secretary of state for filing, the manner and effect of filing, and

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procedures that apply when the secretary of state refuses to file a record.

Sec. 7112. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 24 are each amended to read as follows:

((~~(1)~~)) Each domestic limited liability company ((~~must deliver to the secretary of state for filing both initial and annual reports~~)), and each foreign limited liability company authorized to transact business in this state, must deliver to the secretary of state for filing initial and annual reports((~~, that set forth:~~

~~(a) The name of the limited liability company and the state, country, or other jurisdiction under whose law it is formed;~~

~~(b) The street address of its registered office and the name of its registered agent at that office in this state;~~

~~(c) The address of its principal office;~~

~~(d) The names and addresses of the limited liability company's members, or if the management of the limited liability company is vested in a manager or managers, then the name and address of its manager or managers; and~~

~~(e) A brief description of the nature of its business.~~

~~(2) Information in an initial report or an annual report must be current as of the date the report is executed on behalf of the limited liability company.~~

~~(3) A limited liability company's initial report must be delivered to the secretary of state within one hundred twenty days of the date on which a limited liability company's certificate of formation was filed. Subsequent annual reports must be delivered to the secretary of state on a date determined by the secretary of state, and at such additional times as the limited liability company elects.~~

~~(4) The secretary of state may allow a limited liability company to file an initial or annual report through electronic means. If allowed, the secretary of state shall adopt rules detailing the circumstances under which the electronic filing of such reports is permitted and how such reports may be filed.~~

~~(5) Each domestic limited liability company and foreign limited liability company authorized to transact business in this state must pay its annual license fee and any applicable penalty fees to the secretary of state at the time such limited liability company is required to file its initial or annual report with the secretary of state~~)) in accordance with section 1212 of this act.

Sec. 7113. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 51 are each amended to read as follows:

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

(1) The dissolution date, if any, specified in the certificate of formation. If a dissolution date is specified in the certificate of formation, the certificate of formation may be amended and the date of dissolution of the limited liability company may be extended by vote of all the members;

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

(3) The written consent of all members;

(4) Ninety days following an event of dissociation of the last remaining member, unless those having the rights of transferees in the limited liability company under RCW 25.15.---(1) (section 28, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015) have, by the ninetieth day, voted to admit one or more members, voting as though they were members, and in the manner set forth in RCW 25.15.---(1) (section 26, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015);

(5) The entry of a decree of judicial dissolution under RCW 25.15.--- (section 53, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015); or

(6) The administrative dissolution of the limited liability company by the secretary of state under ((~~RCW 25.15.--- (2) (section 55, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015)~~)) section 1603 of this act, unless the limited liability company is reinstated by the secretary of state under ((~~RCW 25.15.--- (section 56, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015)~~)) section 1604 of this act.

Sec. 7114. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 54 are each amended to read as follows:

The secretary of state may commence a proceeding ((~~under RCW 25.15.--- (section 55, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015)~~)) to administratively dissolve a limited liability company ((~~if:~~

~~(1) The limited liability company does not pay any license fees or penalties imposed by this chapter when they become due;~~

~~(2) The limited liability company does not deliver its completed initial report or annual report to the secretary of state when it is due; or~~

~~(3) The limited liability company is without a registered agent or registered office in this state for sixty days or more~~)) under the circumstances and procedures provided in part I, Article 6 of this act.

Sec. 7115. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 56 are each amended to read as follows:

((~~(1)~~)) A limited liability company that has been administratively dissolved under ((~~RCW 25.15.--- (section 55, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015)~~)) section 1603 of this act may apply to the secretary of state for reinstatement ((~~within five years after the effective date of dissolution. The application must be delivered to the secretary of state for filing and state:~~

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

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

~~(c) That the limited liability company's name satisfies the requirements of RCW 25.15.--- (section 3, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015).~~

~~(2) A limited liability company seeking reinstatement must pay the full amount of all license fees that would have been due for the years of the period of administrative dissolution had the limited liability company not been dissolved, plus all penalties established by law or by the secretary of state by rule, and the license fee for the year of reinstatement.~~

~~(3) If the secretary of state determines that an application contains the information required by subsection (1) of this section and that the name is available, and that all fees and penalties required by subsection (2) of this section have been paid, the secretary of state shall reinstate the limited liability company and give the limited liability company written notice, as provided in RCW 25.15.--- (1) (section 55, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015), of the reinstatement that recites the effective date of reinstatement. If the name is not available, the limited liability company must file with its application for reinstatement an amendment to its certificate of formation reflecting a change of name.~~

~~(4) When reinstatement and revocation of any certificate of dissolution become effective, they relate back to and take effect as of the effective date of the administrative dissolution and the limited liability company may resume carrying on its activities as if the administrative dissolution had never occurred~~)) in accordance with section 1604 of this act.

Sec. 7116. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 57 are each amended to read as follows:

(1) A limited liability company dissolved under RCW 25.15.--- (2) or (3) (section 51, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015) may revoke its dissolution in

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accordance with this section at any time, except that a limited liability company that has filed a certificate of dissolution may not revoke its dissolution under this section more than one hundred twenty days after the filing of its certificate of dissolution.

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

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

(3) A limited liability company that has filed a certificate of dissolution may, at any time after revocation of its dissolution has been approved but not more than one hundred twenty days after the filing of its certificate of dissolution, revoke the dissolution by delivering to the secretary of state for filing a certificate of revocation of dissolution that sets forth:

(a) The name of the limited liability company and a statement that the name satisfies the requirements of ((~~RCW 25.15.--- (section 3, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015)~~)) part I, Article 3 of this act; if the name is not available, the limited liability company must ((~~file~~)) deliver to the secretary of state for filing a certificate of amendment changing its name with the certificate of revocation of dissolution;

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

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

(d) A statement that the revocation was approved in the manner required by subsection (2) of this section.

(4) If a limited liability company has not filed a certificate of dissolution, revocation of dissolution becomes effective upon approval of the revocation as provided in subsection (2) of this section. If a limited liability company has filed a certificate of dissolution, revocation of dissolution becomes effective upon the filing of a certificate of revocation of dissolution. The filing of a certificate of revocation of dissolution automatically revokes any certificate of dissolution previously filed with respect to the limited liability company.

(5) Revocation of dissolution relates back to and takes effect as of the effective date of the dissolution and the limited liability company may resume carrying on its activities as if the dissolution had never occurred.

Sec. 7117. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 62 are each amended to read as follows:

((~~(1) Subject to the Constitution of the state of Washington:~~

~~(a) The laws of the state, territory, possession, or other jurisdiction or country under which a foreign limited liability company is organized govern its organization and internal affairs and the liability of its members and managers; and~~

~~(b) A foreign limited liability company may not be denied registration by reason of any difference between those laws and the laws of this state.~~

~~(2) A foreign limited liability company and its members and managers doing business in this state submit to personal jurisdiction of the courts of this state.~~)) A foreign limited liability company registered to do business in this state is subject to section 1501 of this act relating to the effect of registration and the governing law for registered foreign limited liability companies.

Sec. 7118. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 63 are each amended to read as follows:

Before doing business in this state, a foreign limited liability company must register with the secretary of state in accordance with part I, Article 5 of this act. ((~~In order to register, a foreign limited liability company must submit to the secretary of state an application for registration as a foreign limited liability company executed by any member or manager of the foreign limited liability company, setting forth:~~

~~(1) The name of the foreign limited liability company and, if different, the name under which it proposes to register and do business in this state;~~

~~(2) The state, territory, possession, or other jurisdiction or country where formed, the date of its formation, and a duly authenticated statement from the secretary of state or other official having custody of limited liability company records in the jurisdiction under whose law it was formed, that as of the date of filing the foreign limited liability company validly exists as a limited liability company under the laws of the jurisdiction of its formation;~~

~~(3) The nature of the business or purposes to be conducted or promoted in this state;~~

~~(4) The address of the registered office and the name and address of the registered agent for service of process required to be maintained by RCW 25.15.--- (2) (section 65, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015);~~

~~(5) The address of the principal office of the foreign limited liability company;~~

~~(6) The names and addresses of the foreign limited liability company's members, or if the management of the foreign limited liability company is vested in a manager or managers, then the name and address of its manager or managers;~~

~~(7) A statement that the secretary of state is appointed the agent of the foreign limited liability company for service of process under the circumstances set forth in RCW 25.15.--- (2) (section 71, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015); and~~

~~(8) The date on which the foreign limited liability company first did, or intends to do, business in this state.~~))

Sec. 7119. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 65 are each amended to read as follows:

(1) A foreign limited liability company may register with the secretary of state under any name that ((~~includes the words "Limited Liability Company," the words "Limited Liability" and the abbreviation "Co.," or the abbreviation "L.L.C." or "LLC" and that could be registered by a domestic limited liability company. A foreign limited liability company may apply to the secretary of state for authorization to use a name which is not distinguishable upon the records of the office of the secretary of state from the names described in RCW 23B.04.010 and 25.10.061, and the names of any domestic or foreign limited liability company reserved, registered, or formed under the laws of this state. The secretary of state must authorize use of the name applied for if the other corporation, limited liability company, limited liability partnership, or limited partnership consents in writing to the use and files with the secretary of state documents necessary to change its name, or the name reserved or registered to a name that is distinguishable upon the records of the secretary of state from the name of the applying foreign limited liability company~~)) complies with section 1506 of this act and part I, Article 3 of this act.

(2) Each foreign limited liability company must continuously maintain in this state((~~:~~

~~(a) A registered office, which may but need not be a place of its business in this state. The registered office must be at a specific geographic location in this state, and be identified by number, if any, and street, or building address or rural route, or, if a commonly known street or rural route address does not exist, by~~

~~legal description. A registered office may not be identified by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in conjunction with the registered office address if the foreign limited liability company also maintains on file the specific geographic address of the registered office where personal service of process may be made;~~

~~(b) A registered agent for service of process on the foreign limited liability company, which agent may be either an individual resident of this state whose business office is identical with the foreign limited liability company's registered office, or a domestic corporation, a limited partnership, or limited liability company, or a foreign corporation authorized to do business in this state having a business office identical with such registered office; and~~

~~(c) A registered agent who must not be appointed without having given prior written consent to the appointment. The written consent shall be filed with the secretary of state in such form as the secretary may prescribe. The written consent must be filed with or as a part of the document first appointing a registered agent. In the event any individual, limited liability company, limited partnership, or corporation has been appointed agent without consent, that person or corporation may file a notarized statement attesting to that fact, and the name must be removed from the records of the secretary of state~~)) a registered agent in accordance with part I, Article 4 of this act.

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

~~(a) The name of the foreign limited liability company;~~

~~(b) If the current registered office is to be changed, the street address of the new registered office in accordance with subsection (2)(a) of this section;~~

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

~~(d) That after the change or changes are made, the street addresses of its registered office and the business office of its registered agent will be identical~~)) in accordance with section 1407 of this act.

(4) ((~~If~~)) A registered agent ((~~changes the street address of the agent's business office, the registered agent may change the street address of the registered office of any foreign limited liability company for which the agent is the registered agent by notifying the foreign limited liability company in writing of the change and executing, either manually or in facsimile, and delivering to the secretary of state for filing a statement that complies with the requirements of subsection (3) of this section and recites that the foreign limited liability company has been notified of the change~~)) of a foreign limited liability company may change its information on file with the secretary of state in accordance with section 1408 or 1409 of this act.

(5) A registered agent of any foreign limited liability company may resign as agent by executing and delivering to the secretary of state for filing a statement ((~~that the registered office is also discontinued. After filing the statement the secretary of state must mail a copy of the statement to the foreign limited liability company at its principal office shown in its application for certificate of registration if no annual report has been filed. The agency appointment is terminated, and the registered office discontinued if so provided, on the thirty-first day after the date on which the statement was filed~~)) of resignation in accordance with section 1410 of this act.

Sec. 7120. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 66 are each amended to read as follows:

((~~If any statement in the application for registration of a foreign limited liability company was false when made or any arrangements or other facts described have changed, making the application false in any respect, the foreign limited liability company must promptly file in the office of the secretary of state a certificate, executed by any member or manager, correcting such statement.~~)) A registered foreign limited liability company must amend its foreign registration statement under the circumstances provided in section 1504 of this act.

Sec. 7121. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 67 are each amended to read as follows:

((~~(1)~~)) A foreign limited liability company may ((~~cancel~~)) withdraw its registration by ((~~filing with~~)) delivering to the secretary of state for filing a ((~~certificate of cancellation, executed by any member or manager. A cancellation does not terminate the authority of the secretary of state to accept service of process on the foreign limited liability company with respect to causes of action arising out of the doing of business in this state.~~

~~(2) The certificate of cancellation must set forth:~~

~~(a) The name of the foreign limited liability company;~~

~~(b) The date of filing of its certificate of registration;~~

~~(c) The reason for filing the certificate of cancellation;~~

~~(d) The future effective date, not later than the ninetieth day after the date it is filed, of cancellation if it is not to be effective upon filing of the certificate;~~

~~(e) The address to which service of process may be forwarded; and~~

~~(f) Any other information the person filing the certificate of cancellation desires.~~)) statement of withdrawal in accordance with section 1507 of this act.

Sec. 7122. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 68 are each amended to read as follows:

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

~~(2) Neither the failure of a foreign limited liability company to register in this state nor the issuance of a certificate of cancellation with respect to a foreign limited liability company's registration in this state impairs:~~

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

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

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

~~(3) A member or a manager of a foreign limited liability company is not liable for the obligations of the foreign limited liability company solely by reason of the limited liability company's having done business in this state without registration~~)) without registering with the secretary of state is subject to section 1502 of this act.

Sec. 7123. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 69 are each amended to read as follows:

((~~The superior courts have jurisdiction to enjoin any foreign limited liability company, or any agent thereof, from doing any business in this state if such foreign limited liability company has failed to register under this article or if such foreign limited liability company has secured a certificate of registration from the secretary of state under RCW 25.15.--- (section 64, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015) on the basis of false or misleading representations. The secretary of state must, upon the secretary's own motion or upon the relation of proper parties, proceed for this purpose by complaint in any county in~~

~~which such foreign limited liability company is doing or has done business.~~)) A foreign limited liability company may be enjoined from doing business in this state under section 1512 of this act.

Sec. 7124. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 70 are each amended to read as follows:

((~~(1) The following activities, among others,~~)) A nonexhaustive list of activities that do not constitute transacting business ((~~within the meaning of this article:~~

~~(a) Maintaining or defending any action or suit or any administrative or arbitration proceeding, or effecting the settlement thereof or the settlement of claims or disputes;~~

~~(b) Holding meetings of the members, or managers if any, or carrying on other activities concerning internal limited liability company affairs;~~

~~(c) Maintaining bank accounts, share accounts in savings and loan associations, custodian or agency arrangements with a bank or trust company, or stock or bond brokerage accounts;~~

~~(d) Maintaining offices or agencies for the transfer, exchange, and registration of the foreign limited liability company's own securities or interests or maintaining trustees or depositaries with respect to those securities or interests;~~

~~(e) Selling through independent contractors;~~

~~(f) Soliciting or procuring orders, whether by mail or through employees or agents or otherwise, where the orders require acceptance outside this state before becoming binding contracts and where the contracts do not involve any local performance other than delivery and installation;~~

~~(g) Making loans or creating or acquiring evidences of debt, mortgages, or liens on real or personal property, or recording same;~~

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

~~(i) Owning, without more, real or personal property;~~

~~(j) Conducting an isolated transaction that is completed within thirty days and that is not one in the course of repeated transactions of a like nature;~~

~~(k) Transacting business in interstate commerce;~~

~~(l) Owning a controlling interest in a corporation or a foreign corporation that transacts business within this state;~~

~~(m) Participating as a limited partner of a domestic or foreign limited partnership that transacts business within this state; or~~

~~(n) Participating as a member or a manager of a domestic or foreign limited liability company that transacts business within this state.~~

~~(2) The list of activities in subsection (1) of this section is not exhaustive~~)) in this state is provided in section 1505 of this act.

Sec. 7125. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 71 are each amended to read as follows:

((~~(1) A foreign limited liability company's registered agent is its agent for~~)) Service of process, notice, or demand required or permitted by law to be served on the foreign limited liability company may be made in accordance with section 1411 of this act.

((~~(2) The secretary of state is an agent of a foreign limited liability company upon whom any such process, notice, or demand may be served if:~~

~~(a) The foreign limited liability company fails to appoint or maintain a registered agent in this state; or~~

~~(b) The registered agent cannot with reasonable diligence be found at the registered office.~~

~~(3) Service on the secretary of state of any such process, notice, or demand is made by delivering to and leaving with the secretary of state, or with any duly authorized clerk of the secretary of state's office, the process, notice, or demand. In the event any such process, notice, or demand is served on the secretary of state, the secretary of state must immediately cause a copy thereof to be forwarded by certified mail, addressed to the foreign limited liability company at the address of its principal office as it appears on the records of the secretary of state. Any service so had on the secretary of state is returnable in not less than thirty days.~~

~~(4) The secretary of state must keep a record of all processes, notices, and demands served upon the secretary of state under this section, and must record the time of such service and the secretary of state's action with reference thereto.~~

~~(5) This section does not limit or affect the right to serve any process, notice, or demand required or permitted by law to be served upon a foreign limited liability company in any other manner now or hereafter permitted by law.~~))

Sec. 7126. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 72 are each amended to read as follows:

((~~(1)~~)) Any foreign limited liability company which does business in this state without having registered under ((~~RCW 25.15.--- (section 63, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015)~~)) part I, Article 5 of this act has thereby ((~~appointed and constituted the secretary of state its agent for the acceptance~~)) consented to service of legal process in accordance with section 1411 of this act in any civil action, suit, or proceeding against it in any state or federal court in this state arising or growing out of any business done by it within this state. The doing of business in this state by such foreign limited liability company is a signification of the agreement of such foreign limited liability company that any such process when so served is of the same legal force and validity as if served upon a registered agent personally within this state.

((~~(2) In the event of service upon the secretary of state in accordance with subsection (1) of this section, the secretary of state must notify the foreign limited liability company thereof by letter, certified mail, return receipt requested, directed to the foreign limited liability company at the address furnished to the secretary of state by the plaintiff in such action, suit, or proceeding. Such letter must enclose a copy of the process and any other papers served upon the secretary of state. It is the duty of the plaintiff in the event of such service to serve process and any other papers in duplicate and to notify the secretary of state that service is being made pursuant to this subsection.~~))

Sec. 7127. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 73 are each amended to read as follows:

The secretary of state may ((~~commence a proceeding under RCW 25.15.--- (section 74, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015) to revoke~~)) terminate the registration of a foreign limited liability company ((~~authorized to transact business~~)) registered in this state ((~~if:~~

~~(1) The foreign limited liability company does not pay any license fees or penalties imposed by this chapter when they become due;~~

~~(2) The foreign limited liability company does not deliver its completed annual report to the secretary of state when it is due;~~

~~(3) The foreign limited liability company is without a registered agent or registered office in this state for sixty days or more; or~~

~~(4) The secretary of state receives a duly authenticated certificate from the secretary of state or other official having custody of limited liability company records in the jurisdiction under which the foreign limited liability company was organized stating that the foreign limited liability company has been dissolved or its certificate or articles of formation canceled~~)) under the circumstances and procedures specified in section 1511 of this act.

Sec. 7128. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 82 are each amended to read as follows:

(1) After each constituent organization has approved a merger, articles of merger must be executed on behalf of each constituent organization by an authorized representative.

(2) The articles of merger must include:

(a) The name and form of each constituent organization and the jurisdiction of its governing statute;

(b) The name and form of the surviving organization and the jurisdiction of its governing statute;

(c) The date the merger is effective under the governing statute of the surviving organization;

(d) Any amendments provided for in the plan of merger for the organizational document that created the surviving organization;

(e) A statement as to each constituent organization that the merger was approved as required by the organization's governing statute;

(f) If the surviving organization is a foreign organization not ((~~authorized~~)) registered to transact business in this state, the street and mailing address of ((~~an office that the secretary of state may use~~)) the surviving organization's principal office for the purposes of ((~~RCW 25.15.--- (3) (section 83, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015)~~)) service of process under section 1411 of this act; and

(g) Any additional information required by the governing statute of any constituent organization.

(3) The surviving organization must deliver the articles of merger for filing in the office of the secretary of state.

(4) The effective time of a merger is:

(a) If the surviving organization is a limited liability company, upon the later of:

(i) Filing of the articles of merger in the office of the secretary of state; or

(ii) Subject to subsection (5) of this section, as specified in the articles of merger; or

(b) If the surviving organization is not a limited liability company, as provided by the governing statute of the surviving organization.

(5) If the articles of merger do not specify a delayed effective date, the articles of merger become effective upon filing as provided in section 1203 of this act. ((~~If~~)) The articles of merger may specify a delayed effective time and date((~~, the articles of merger become effective at the time and date specified. If the articles of merger specify a delayed effective date but no time is specified, the articles of merger are effective at the close of business on that date. A delayed effective date for articles of merger may not be later than the ninetieth day after the date they are filed~~)) in accordance with section 1203 of this act.

Sec. 7129. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 83 are each amended to read as follows:

(1) When a merger becomes effective:

(a) The surviving organization continues;

(b) Each constituent organization that merges into the surviving organization ceases to exist as a separate entity;

(c) The title to all real estate and other property owned by each constituent organization is vested in the surviving organization without reversion or impairment;

(d) The surviving organization has all liabilities of each constituent organization;

(e) A proceeding pending by or against any constituent organization may be continued as if the merger did not occur or the surviving organization may be substituted in the proceeding for the constituent organization whose existence ceased;

(f) Except as prohibited by other law, all of the rights, privileges, immunities, powers, and purposes of each constituent organization that ceases to exist vest in the surviving organization;

(g) Except as otherwise provided in the plan of merger, the terms and conditions of the plan of merger take effect;

(h) The organizational documents of the surviving organization are amended to the extent provided in the articles of merger; and

(i) The former holders of interests of every constituent limited liability company are entitled only to the rights provided in the plan of merger and to their rights under article XII of this chapter.

(2) A merger of a limited liability company, including a limited liability company which is not the surviving organization in the merger, does not require the limited liability company to wind up its affairs under RCW 25.15.--- (section 58, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015) or pay its liabilities and distribute its assets under RCW 25.15.--- (section 60, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015).

(3) A surviving organization that is a foreign organization consents to the jurisdiction of the courts of this state to enforce any obligation owed by a constituent organization, if before the merger the constituent organization was subject to suit in this state on the obligation. A surviving organization that is a foreign organization and not ((~~authorized~~)) registered to transact business in this state ((~~appoints the secretary of state as its agent for service of~~)) may be served with process pursuant to section 1411 of this act for the purposes of enforcing an obligation under this subsection. ((~~Service on the secretary of state under this subsection is made in the same manner and with the same consequences as in RCW 25.15.--- (3) (section 7, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015).~~))

Sec. 7130. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 86 are each amended to read as follows:

(1) After a plan of conversion is approved, the converting organization must make one of the following filings to complete the conversion:

(a) A converting limited liability company must deliver to the secretary of state for filing articles of conversion, which must include:

(i) A statement that the limited liability company has been converted into another organization;

(ii) The name and form of the converted organization and the jurisdiction of its governing statute;

(iii) The date the conversion is effective under the governing statute of the converted organization;

(iv) A statement that the conversion was approved as required by this chapter;

(v) A statement that the conversion was approved as required by the governing statute of the converted organization; and

(vi) If the converted organization is a foreign organization not ((~~authorized~~)) registered to transact business in this state, the street and mailing address of ((~~an office that the secretary of state may use~~)) the converted organization's principal office for the purposes of ((~~RCW 25.15.--- (3) (section 87, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015)~~)) service of process under section 1411 of this act; or

(b) A converting organization that is not a limited liability company must deliver to the secretary of state for filing a certificate of formation, together with articles of conversion, which must include:

(i) A statement that the limited liability company was converted from another organization;

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(ii) The name and form of the converting organization and the jurisdiction of its governing statute; and

(iii) A statement that the conversion was approved in a manner that complied with the converting organization's governing statute.

(2) The effective time of a conversion is either:

(a) If the converted organization is a limited liability company, when the certificate of formation takes effect; or

(b) If the converted organization is not a limited liability company, as provided by the governing statute of the converted organization.

(3) If the certificate of formation filed pursuant to this section does not specify a delayed effective date, it becomes effective upon filing as provided in section 1203 of this act. ((~~If~~)) The certificate of formation ((~~specifies~~)) may specify a delayed effective time and date((~~, the certificate of formation becomes effective at the time and date specified. If the certificate of formation specifies a delayed effective date but no time is specified, the certificate of formation is effective at the close of business on that date. A delayed effective date for a certificate of formation may not be later than the ninetieth day after the date it is filed~~)) in accordance with section 1203 of this act.

Sec. 7131. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 87 are each amended to read as follows:

(1) An organization that has been converted pursuant to this article is for all purposes the same entity that existed before the conversion.

(2) When a conversion takes effect:

(a) The title to all real estate and other property owned by the converting organization remains vested in the converted organization without reversion or impairment;

(b) All debts, liabilities, and other obligations of the converting organization continue as obligations of the converted organization;

(c) An action or proceeding pending by or against the converting organization may be continued as if the conversion had not occurred;

(d) Except as prohibited by other law, all of the rights, privileges, immunities, powers, and purposes of the converting organization remain vested in the converted organization;

(e) Except as otherwise provided in the plan of conversion, the terms and conditions of the plan of conversion take effect; and

(f) Except as otherwise agreed, the conversion does not dissolve a converting limited liability company for the purposes of article VIII of this chapter.

(3) A converted organization that is a foreign organization consents to the jurisdiction of the courts of this state to enforce any obligation owed by the converting limited liability company, if before the conversion the converting limited liability company was subject to suit in this state on the obligation. A converted organization that is a foreign organization and not ((~~authorized~~)) registered to transact business in this state ((~~appoints the secretary of state as its agent for service of~~)) may be served with process in accordance with section 1411 of this act for purposes of enforcing an obligation under this subsection. ((~~Service on the secretary of state under this subsection is made in the same manner and with the same consequences as in RCW 25.15.--- (3) (section 7, chapter ..... (Substitute Senate Bill No. 5030), Laws of 2015).~~))

Sec. 7132. RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 102 are each amended to read as follows:

((~~(1) The secretary of state must adopt rules establishing fees which are charged and collected for:~~

~~(a) Filing of a certificate of formation, certificate of amendment, or restated certificate of formation for a domestic limited liability company;~~

~~(b) Filing of an application for registration, or a certificate correcting any statement in an application for registration, of a foreign limited liability company;~~

~~(c) Filing of articles of merger or articles of conversion for a domestic limited liability company;~~

~~(d) Filing of a certificate of dissolution for a domestic limited liability company;~~

~~(e) Filing of a certificate of revocation of dissolution for a domestic limited liability company;~~

~~(f) Filing of an application for reinstatement of a domestic limited liability company;~~

~~(g) Filing of a certificate of cancellation for a foreign limited liability company;~~

~~(h) Filing of an application to reserve, register, or transfer a foreign or domestic limited liability company name;~~

~~(i) Filing of any other certificate, statement, or report authorized or permitted to be filed;~~

~~(j) Copies, certified copies, certificates, service of process filings, and expedited filings or other special services; and~~

~~(k) The initial and annual report for a limited liability company, or the annual report for a foreign limited liability company, and any related penalties.~~

~~(2) In the establishment of a fee schedule, the secretary of state must, insofar as is possible and reasonable, be guided by the fee schedule provided for corporations governed by Title 23B RCW. Fees for copies, certified copies, certificates of record, and service of process filings must be as provided for in RCW 23B.01.220.~~

~~(3) All fees collected by the secretary of state must be deposited with the state treasurer pursuant to law.~~)) Limited liability companies are subject to the applicable fees, charges, and penalties established by the secretary of state under section 1213 of this act and RCW 43.07.120.

NEW SECTION. **Sec. 7133.** The following acts or parts of acts are each repealed:

(1) RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 2;

(2) RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 55;

(3) RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 64; and

(4) RCW 25.15.--- and 2015 c ..... (Substitute Senate Bill No. 5030) s 74.

PART VIII
SECRETARY OF STATE REVISIONS

Sec. 8101. RCW 43.07.120 and 2010 1st sp.s. c 29 s 6 are each amended to read as follows:

(1) The secretary of state must establish by rule and collect the fees in this subsection:

(a) For a copy of any law, resolution, record, or other document or paper on file in the secretary's office;

(b) For any certificate under seal;

(c) For filing and recording trademark;

(d) For each deed or patent of land issued by the governor;

(e) For recording miscellaneous records, papers, or other documents.

(2) The secretary of state may adopt rules under chapter 34.05 RCW establishing reasonable fees for the following services rendered under chapter 23.--- RCW (the new chapter created in section 1801 of this act), Title 23B RCW, chapter 18.100, 19.09, 19.34, 19.77, 23.86, 23.90, 24.03, 24.06, 24.12, 24.20, 24.24, 24.28, 24.36, 25.04, 25.15, 25.10, 25.05, or 26.60 RCW:

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(a) Any service rendered in-person at the secretary of state's office;

(b) Any expedited service;

(c) The electronic or facsimile transmittal of information from corporation records or copies of documents;

(d) The providing of information by micrographic or other reduced-format compilation;

(e) The handling of checks, drafts, or credit or debit cards upon adoption of rules authorizing their use for which sufficient funds are not on deposit; and

(f) Special search charges.

(3) To facilitate the collection of fees, the secretary of state may establish accounts for deposits by persons who may frequently be assessed such fees to pay the fees as they are assessed. The secretary of state may make whatever arrangements with those persons as may be necessary to carry out this section.

(4) The secretary of state may adopt rules for the use of credit or debit cards for payment of fees.

(5) No member of the legislature, state officer, justice of the supreme court, judge of the court of appeals, or judge of the superior court may be charged for any search relative to matters pertaining to the duties of his or her office; nor may such official be charged for a certified copy of any law or resolution passed by the legislature relative to his or her official duties, if such law has not been published as a state law.

Sec. 8102. RCW 43.07.130 and 2010 1st sp.s. c 29 s 7 are each amended to read as follows:

There is created within the state treasury a revolving fund, to be known as the "secretary of state's revolving fund," which must be used by the office of the secretary of state to defray the costs of providing registration and information services authorized by law by the office of the secretary of state, and any other cost of carrying out the functions of the secretary of state under Title 11, 18, 19, 23, 23B, 24, 25, 26, ((~~30~~)) 30A, 30B, 42, 43, or 64 RCW.

The secretary of state is authorized to charge a fee for publications in an amount which will compensate for the costs of printing, reprinting, and distributing such printed matter. Fees recovered by the secretary of state under RCW 43.07.120(2), 19.09.305, 19.09.315, 19.09.440, ((~~23B.01.220 (1)(e), (6) and (7), 23B.18.050, 24.03.410, 24.06.455, 25.10.600(6), 25.10.916(1)(e)~~)) section 1213(1) (a)(ii) and (iii) and (d) of this act, or 46.64.040, and such other moneys as are expressly designated for deposit in the secretary of state's revolving fund must be placed in the secretary of state's revolving fund.

During the 2005-2007 fiscal biennium, the legislature may transfer from the secretary of state's revolving fund to the state general fund such amounts as reflect the excess fund balance of the fund.

PART IX
MISCELLANEOUS REVISIONS

Sec. 9101. RCW 23.78.020 and 1991 c 72 s 9 are each amended to read as follows:

Any corporation organized under the laws of this state may elect to be governed as an employee cooperative under the provisions of this chapter, by so stating in its articles of incorporation, or articles of amendment filed in accordance with Title 23B RCW and part I, Article 2 of this act.

A corporation so electing shall be governed by all provisions of Title 23B RCW, except RCW 23B.07.050, 23B.13.020, and chapter 23B.11 RCW, and except as otherwise provided in this chapter.

Sec. 9102. RCW 23.78.030 and 1991 c 72 s 10 are each amended to read as follows:

An employee cooperative may revoke its election under this chapter by a vote of two-thirds of the members and through articles of amendment ((~~filed with~~)) delivered to the secretary of state for filing in accordance with RCW 23B.01.200 ((~~and~~)), 23B.10.060, and part I, Article 2 of this act.

Sec. 9103. RCW 23.86.030 and 1989 c 307 s 5 are each amended to read as follows:

(1) The name of any association subject to this chapter ((~~may contain the word "corporation," "incorporated," or "limited" or an abbreviation of any such word~~)) must comply with part I, Article 3 of this act.

(2) No corporation or association organized or doing business in this state shall be entitled to use the term "cooperative" as a part of its corporate or other business name or title, unless it: (a) Is subject to the provisions of this chapter, chapter 23.78, or 31.12 RCW; (b) is subject to the provisions of chapter 24.06 RCW and operating on a cooperative basis; (c) is, on July 23, 1989, an organization lawfully using the term "cooperative" as part of its corporate or other business name or title; or (d) is a nonprofit corporation or association the voting members of which are corporations or associations operating on a cooperative basis. Any corporation or association violating the provisions of this section may be enjoined from doing business under such name at the instance of any member or any association subject to this chapter.

(3) A member of the board of directors or an officer of any association subject to this chapter shall have the same immunity from liability as is granted in RCW 4.24.264.

Sec. 9104. RCW 23.86.055 and 1989 c 307 s 8 are each amended to read as follows:

(1) ((~~Duplicate originals of~~)) The articles of incorporation shall be signed by the incorporators ((~~shall be~~)) and delivered to the secretary of state for filing in accordance with part I, Article 2 of this act. ((~~If the secretary of state finds that the articles of incorporation conform to law, the secretary of state shall, when all required fees have been paid:~~

~~(a) Endorse each original with the word "filed" and the effective date of the filing.~~

~~(b) File one original in his or her office.~~

~~(c) Issue a certificate of incorporation with one original attached.~~))

(2) ((~~The certificate of incorporation, with an original of the articles of incorporation affixed by the secretary of state, shall be returned to the incorporators or their representatives and shall be retained by the association.~~

~~(3)~~)) Upon the filing of the articles of incorporation, the corporate existence shall begin, and the certificate of incorporation shall, except as against the state in a proceeding to cancel or revoke the certificate of incorporation, be conclusive evidence that all conditions precedent required to be performed by the incorporators have been complied with and that the corporation has been incorporated under this chapter.

Sec. 9105. RCW 23.86.070 and 2010 1st sp.s. c 29 s 10 are each amended to read as follows:

((~~For filing articles of incorporation of an association organized under this chapter or filing application for a certificate of authority by a foreign corporation, there must be paid to the secretary of state a fee as established by the secretary by rule. Fees for filing an amendment to articles of incorporation must be established by the secretary of state by rule. For filing other documents with the secretary of state and issuing certificates, fees are as prescribed in RCW 23B.01.220. Associations subject to this chapter are not subject to any corporation license fees~~

~~excepting the fees hereinabove enumerated.~~)) Associations organized under or subject to this chapter are subject to the applicable fees, charges, and penalties established by the secretary of state under section 1213 of this act and RCW 43.07.120.

Sec. 9106. RCW 23.86.095 and 1989 c 307 s 13 are each amended to read as follows:

Effective January 1, 1990, every association subject to this chapter shall have and maintain a ((~~registered office and a~~)) registered agent in this state in accordance with the requirements set forth in ((~~RCW 24.06.050~~)) part I, Article 4 of this act.

Sec. 9107. RCW 23.86.210 and 1991 c 72 s 18 are each amended to read as follows:

(1) A cooperative association may be converted to a domestic ordinary business corporation pursuant to the following procedures:

(a) The board of directors of the association shall, by affirmative vote of not less than two-thirds of all such directors, adopt a plan for such conversion setting forth:

(i) The reasons why such conversion is desirable and in the interests of the members of the association;

(ii) The proposed contents of articles of conversion with respect to items (ii) through (ix) of subparagraph (c) below; and

(iii) Such other information and matters as the board of directors may deem to be pertinent to the proposed plan.

(b) After adoption by the board of directors, the plan for conversion shall be submitted for approval or rejection to the members of the association at any regular meetings or at any special meetings called for that purpose, after notice of the proposed conversion has been given to all members entitled to vote thereon, in the manner provided by the bylaws. The notice of the meeting shall be accompanied by a full copy of the proposed plan for conversion or by a summary of its provisions. At the meeting members may vote upon the proposed conversion in person, or by written proxy, or by mailed ballot. The affirmative vote of two-thirds of the members voting thereon shall be required for approval of the plan of conversion. If the total vote upon the proposed conversion shall be less than twenty-five percent of the total membership of the association, the conversion shall not be approved.

(c) Upon approval by the members of the association, the articles of conversion shall be executed in duplicate by the association by one of its officers and shall set forth:

(i) The dates and vote by which the plan for conversion was adopted by the board of directors and members respectively;

(ii) The corporate name of the converted organization. The name shall comply with requirements in part I, Article 3 of this act for names of business corporations formed under Title 23B RCW, and shall not contain the term "cooperative";

(iii) The purpose or purposes for which the converted corporation is to exist;

(iv) The duration of the converted corporation, which may be perpetual or for a stated term of years;

(v) The capitalization of the converted corporation and the class or classes of shares of stock into which divided, together with the par value, if any, of such shares, in accordance with statutory requirements applicable to ordinary business corporations, and the basis upon which outstanding shares of the association are converted into shares of the converted corporation;

(vi) Any provision limiting or denying to shareholders the preemptive right to acquire additional shares of the converted corporation;

(vii) The address of the converted corporation's ((~~initial registered office and its~~)) initial registered agent ((~~at such address~~));

(viii) The names and addresses of the persons who are to serve as directors of the converted corporation until the first annual meeting of shareholders of the converted corporation or until their successors are elected and qualify;

(ix) Any additional provisions, not inconsistent with law, provided for by the plan for conversion for the regulation of the internal affairs of the converted corporation, including any provision restricting the transfer of shares or which under Title 23B RCW is required or permitted to be set forth in bylaws.

(d) The ((~~executed duplicate originals of the~~)) articles of conversion shall be delivered to the secretary of state for filing in accordance with part I, Article 2 of this act. ((~~If the secretary of state finds that the articles of conversion conform to law, the secretary of state shall, when all the fees have been paid as in this section prescribed:~~

~~(i) Endorse on each of such originals the word "Filed", and the effective date of such filing;~~

~~(ii) File one of such originals; and~~

~~(iii) Issue a certificate of conversion to which one of such originals shall be affixed.~~))

(e) ((~~The certificate of conversion, together with the original of the articles of conversion affixed thereto by the secretary of state, shall be returned to the converted corporation or its representative. The original affixed to the certificate of conversion shall be retained by the converted corporation.~~

~~(f)~~)) Upon ((~~filing~~)) delivering the articles of conversion to the secretary of state for filing, the converted corporation shall pay, and the secretary of state shall collect, the same filing and license fees as for filing articles of incorporation of a newly formed business corporation similarly capitalized.

(2) Upon filing by the secretary of state of the articles of conversion, the conversion of the cooperative association to an ordinary business corporation shall become effective as provided in section 1203 of this act; the articles of conversion shall thereafter constitute and be treated in like manner as articles of incorporation; and the converted corporation shall be subject to all laws applicable to corporations formed under Title 23B RCW, and shall not thereafter be subject to laws applying only to cooperative associations. The converted corporation shall constitute and be deemed to constitute a continuation of the corporate substance of the cooperative association and the conversion shall in no way derogate from the rights of creditors of the former association.

Sec. 9108. RCW 23.86.220 and 1991 c 72 s 19 are each amended to read as follows:

(1) A cooperative association may merge with one or more domestic cooperative associations, or with one or more domestic ordinary business corporations, in accordance with the procedures and subject to the conditions set forth or referred to in this section.

(2) If the merger is into another domestic cooperative association, the board of directors of each of the associations shall approve by vote of not less than two-thirds of all the directors, a plan of merger setting forth:

(a) The names of the associations proposing to merge;

(b) The name of the association which is to be the surviving association in the merger;

(c) The terms and conditions of the proposed merger;

(d) The manner and basis of converting the shares of each merging association into shares or other securities or obligations of the surviving association;

(e) A statement of any changes in the articles of incorporation of the surviving association to be effected by such merger; and

(f) Such other provisions with respect to the proposed merger as are deemed necessary or desirable.

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(3) Following approval by the boards of directors, the plan of merger shall be submitted to a vote of the members of each of the associations at any regular meeting or at any special meetings called for that purpose, after notice of the proposed merger has been given to all members entitled to vote thereon, in the manner provided in the bylaws. The notice of the meeting shall be in writing stating the purpose or purposes of the meeting and include or be accompanied by a copy or summary of the plan of merger. At the meeting members may vote upon the proposed merger in person, or by written proxy, or by mailed ballot. The affirmative vote of two-thirds of the members voting thereon, by each association, shall be required for approval of the plan of merger. If the total vote of either association upon the proposed merger shall be less than twenty-five percent of the total membership of such association, the merger shall not be approved.

(4) Upon approval by the members of the associations proposing to merge, articles of merger shall be executed in duplicate by each association by an officer of each association, and shall set forth:

(a) The plan of merger;

(b) As to each association, the number of members and, if there is capital stock, the number of shares outstanding; and

(c) As to each association, the number of members who voted for and against such plan, respectively.

(5) ((~~Duplicate originals of~~)) The articles of merger shall be delivered to the secretary of state for filing in accordance with part I, Article 2 of this act. ((~~If the secretary of state finds that such articles conform to law, the secretary of state shall, when all fees have been paid as in this section prescribed:~~

~~(a) Endorse on each of such originals the word "Filed", and the effective date of such filing;~~

~~(b) File one of such originals; and~~

~~(c) Issue a certificate of merger to which one of such originals shall be affixed.~~))

(6) ((~~The certificate of merger, together with the duplicate original of the articles of merger affixed thereto by the secretary of state shall be returned to the surviving association or its representative.~~

~~(7)~~)) For filing articles of merger hereunder the secretary of state shall charge and collect the same fees as apply to filing of articles of merger of ordinary business corporations.

((~~(8)~~)) (7) If the plan of merger is for merger of the cooperative association into a domestic ordinary business corporation, the association shall follow the same procedures as hereinabove provided for merger of domestic cooperative associations and the ordinary business corporation shall follow the applicable procedures set forth in RCW 23B.07.050 and chapter 23B.11 RCW.

((~~(9)~~)) (8) At any time prior to filing of the articles of merger, the merger may be abandoned pursuant to provisions therefor, if any, set forth in the plan of merger.

Sec. 9109. RCW 23.86.310 and 1989 c 307 s 15 are each amended to read as follows:

((~~Effective January 1, 1990,~~)) Every association subject to this chapter shall ((~~comply with the requirements set forth in RCW 24.06.440~~)) deliver an annual report to the secretary of state in accordance with section 1212 of this act.

Sec. 9110. RCW 23.86.330 and 1991 c 72 s 21 are each amended to read as follows:

The provisions of ((~~RCW 23B.14.200 and 23B.14.210~~)) part I, Article 6 of this act relating to administrative dissolution by the secretary of state shall apply to every association subject to this chapter formed on or after July 23, 1989.

Sec. 9111. RCW 23.86.370 and 1989 c 307 s 33 are each amended to read as follows:

The provisions of ((~~RCW 24.06.340 through 24.06.435~~)) part I, Article 5 of this act and RCW 24.06.367 and 24.06.369 shall apply to every foreign corporation which desires to conduct affairs in this state under the authority of this chapter.

Sec. 9112. RCW 23.90.040 and 1981 c 302 s 3 are each amended to read as follows:

(1) Any Massachusetts trust desiring to do business in this state shall file with the secretary of state, in accordance with part I, Article 2 of this act, a verified copy of the trust instrument creating such a trust and any amendment thereto, the assumed business name, if any, and the names and addresses of its trustees.

(2) Any person dealing with such Massachusetts trust shall be bound by the terms and conditions of the trust instrument and any amendments thereto so filed.

(3) Any Massachusetts trust created under this chapter or entering this state pursuant thereto shall pay such taxes and fees as are imposed by the laws, ordinances, and resolutions of the state of Washington and any counties and municipalities thereof on domestic and foreign corporations, respectively, on an identical basis therewith. In computing such taxes and fees, the shares of beneficial interest of such a trust shall have the character for tax purposes of shares of stock in private corporations.

(4) Any Massachusetts trust shall be subject to such applicable provisions of law, now or hereafter enacted, with respect to domestic and foreign corporations, respectively, as relate to the issuance of securities, filing of required statements or reports, service of process, general grants of power to act, right to sue and be sued, limitation of individual liability of shareholders, rights to acquire, mortgage, sell, lease, operate and otherwise to deal in real and personal property, and other applicable rights and duties existing under the common law and statutes of this state in a manner similar to those applicable to domestic and foreign corporations.

(5) The secretary of state, director of licensing, and the department of revenue of the state of Washington are each authorized and directed to prescribe binding rules and regulations applicable to said Massachusetts trusts consistent with this chapter.

Sec. 9113. RCW 24.12.045 and 2009 c 437 s 13 are each amended to read as follows:

(1) Each corporation sole registered in this state shall ((~~file, with a ten dollar filing fee and within the time prescribed by this chapter,~~)) deliver an annual report ((~~in the form prescribed by~~)) to the secretary of state in accordance with section 1212 of this act. The report shall ((~~set forth:~~

~~(a) The name of the corporation sole and the state or country under the laws of which it is incorporated;~~

~~(b) The address of the principal place of business of the corporation sole in this state including street and number;~~

~~(c) The name and respective address of the bishop, overseer, or presiding elder of the corporation sole; and~~

~~(d) The corporation sole's unified business identifier number.~~

~~(2)(a) The information shall be given as of the date of the execution of the report. It shall~~)) be executed by the corporation sole by an officer of the corporation sole or, if the corporation sole is in the hands of a receiver or trustee, it shall be executed on behalf of the corporation sole by such receiver or trustee.

((~~(b)~~)) (2) The secretary of state may provide that correcting or updating information appearing on previous annual or biennial filings is sufficient to constitute the current filing.

(3) The secretary may administratively dissolve a corporation sole that does not comply with this section in accordance with section 1603 of this act. However, the secretary shall reinstate a corporation sole administratively dissolved under

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this subsection if the corporation sole complies with the requirements of RCW 24.12.055 within five years of the administrative dissolution.

Sec. 9114. RCW 24.12.051 and 2011 c 183 s 7 are each amended to read as follows:

(((~~(1) Not less than thirty days prior to a corporation sole's renewal date,~~)) The secretary of state shall send to each corporation sole((~~, by postal or electronic mail, as elected by the corporation sole, addressed to its registered office, or to an electronic address designated by the corporation sole, in a record retained by the secretary of state,~~)) a notice in accordance with section 1212 of this act that its annual report must be filed as required by this chapter((~~, and stating that if it fails to file its annual report it shall be dissolved or its certificate of authority revoked, as the case may be. Failure of the secretary of state to send the notice does not relieve a corporation sole from its obligation to file the annual reports required by this chapter. The option to receive the notice provided under this section by electronic mail may be selected only when the secretary of state makes the option available.~~

~~(2)(a) The report of a corporation sole shall be delivered to the secretary of state on an annual renewal date as the secretary of state may establish. The secretary of state may adopt rules to establish biennial reporting dates and to stagger reporting dates.~~

~~(b) If the secretary of state finds that the report substantially conforms to the requirements of this chapter, the secretary of state shall file that report~~)).

Sec. 9115. RCW 24.20.010 and 1981 c 302 s 11 are each amended to read as follows:

Any grand lodge, encampment, chapter or any subordinate lodge or body of Free and Accepted Masons, Independent Order of Odd Fellows, Knights of Pythias, or other fraternal society, desiring to incorporate, shall ((~~make~~)) deliver articles of incorporation ((~~in duplicate, and file one of such articles in the office of~~)) to the secretary of state for filing in accordance with part I, Article 2 of this act; such articles shall be signed by the presiding officer and the secretary of such lodge, chapter or encampment, and attested by the seal thereof, and shall specify:

(1) The name of such lodge or other society, and the place of holding its meetings;

(2) The name of the grand body from which it derives its rights and powers as such lodge or society; or if it be a grand lodge, the manner in which its powers as such grand lodge are derived;

(3) The names of the presiding officer and the secretary having the custody of the seal of such lodge or society;

(4) What officers shall join in the execution of any contract by such lodge or society to give it force and effect in accordance with the usages of such lodges or society.

Sec. 9116. RCW 24.20.020 and 1993 c 269 s 10 are each amended to read as follows:

The secretary of state shall file such articles of incorporation in the secretary of state's office and issue a certificate of incorporation to any such lodge or other society upon the payment of the ((~~sum of twenty dollars~~)) filing fee established by the secretary of state under section 1213 of this act.

Sec. 9117. RCW 24.24.010 and 1982 c 35 s 166 are each amended to read as follows:

Any ten or more residents of this state who are members of any chartered body or of different chartered bodies of any fraternal order or society who shall desire to incorporate for the purpose of owning real or personal property or both real and personal property for the purpose and for the benefit of such bodies, may make and execute articles of incorporation, which shall be executed in duplicate, and shall be subscribed by each of the persons so associating themselves together: PROVIDED, That no lodge shall be incorporated contrary to the provisions of the laws and regulations of the order or society of which it is a constituent part. Such articles, at the election of the incorporators, may either provide for the issuing of capital stock or for incorporation as a society of corporation without shares of stock. One of such articles shall be filed in the office of the secretary of state in accordance with part I, Article 2 of this act, accompanied by a filing fee ((~~of twenty dollars~~)) established by the secretary of state under section 1213 of this act, and the other of such articles shall be preserved in the records of the corporation.

Sec. 9118. RCW 24.24.100 and 1993 c 269 s 11 are each amended to read as follows:

The secretary of state shall file such articles of incorporation or amendment thereto in the secretary of state's office and issue a certificate of incorporation or amendment, as the case may be, to such fraternal association upon the payment of a fee ((~~in the sum of twenty dollars~~)) established by the secretary of state under section 1213 of this act.

Sec. 9119. RCW 24.28.010 and 1981 c 302 s 13 are each amended to read as follows:

Any grange of the patrons of husbandry, desiring hereafter to incorporate, may incorporate and become bodies politic in this state, by filing in the office of the secretary of state of Washington in accordance with part I, Article 2 of this act, a certificate or article subscribed and acknowledged by not less than five members of such grange and by the master of the Washington state grange embodying:

(1) The name of such grange and the place of holding its meetings.

(2) What elective officers the said grange will have, when such officers shall be elected; how, and by whom, the business of the grange shall be conducted or managed, and what officers shall join in the execution of any contract by such grange to give force and effect in accordance with the usages of the order of the patrons of husbandry; such articles shall be subscribed by the master of such grange attested by the secretary, with the seal of the grange.

(3) A copy of the bylaws of such grange shall also be filed in the said office of the secretary of state.

(4) The names of all such officers at the time of filing the application, and the time for which they may be respectively elected. When such articles shall be filed, such grange shall be a body politic and corporate, with all the incidents of a corporation, subject nevertheless to the laws and parts of laws now in force or hereafter to be passed regulating corporations.

Sec. 9120. RCW 18.100.120 and 1993 c 290 s 1 are each amended to read as follows:

Corporations organized pursuant to this chapter shall render professional service and exercise its authorized powers under a name permitted by law and the professional ethics of the profession in which the corporation is so engaged. The corporate name of a professional service corporation must ((~~contain either the words "professional service" or "professional corporation" or the abbreviation "P.S." or "P.C." The corporate name may also contain either the words "corporation," "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd."~~)) comply with the requirements of part I, Article 3 of this act. With the filing of its first annual report and any filings thereafter, a professional service corporation shall list its then shareholders((~~: PROVIDED, That notwithstanding the foregoing provisions of this section, the corporate name of a corporation organized to render dental services shall contain the full names or surnames of all shareholders and no other word than "chartered" or the words "professional services" or the abbreviation "P.S." or "P.C."~~)).

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NEW SECTION. **Sec. 9121.** The following acts or parts of acts are each repealed:

(1) RCW 23.86.155 (Failure to appoint registered agent—Removal—Reinstatement) and 1989 c 307 s 35;

(2) RCW 23.86.300 (Application of RCW 24.06.055 and 24.06.060) and 1989 c 307 s 14;

(3) RCW 23.86.320 (Application of RCW 24.06.445) and 1989 c 307 s 16;

(4) RCW 23.86.335 (Application of RCW 23B.14.203—Name not distinguishable from name of governmental entity) and 1997 c 12 s 8;

(5) RCW 23.86.340 (Application of RCW 23B.14.220—Reinstatement) and 1991 c 72 s 22 & 1989 c 307 s 18;

(6) RCW 24.12.060 (Administrative dissolution or revocation of a certificate of authority—Corporation name not distinguishable from name of governmental entity—Application by governmental entity) and 1997 c 12 s 4;

(7) RCW 24.20.040 (Reincorporation) and 1903 c 80 s 4;

(8) RCW 24.20.050 (Administrative dissolution or revocation of a certificate of authority—Corporation name not distinguishable from name of governmental entity—Application by governmental entity) and 1997 c 12 s 5;

(9) RCW 24.24.130 (Administrative dissolution or revocation of a certificate of authority—Corporation name not distinguishable from name of governmental entity—Application by governmental entity) and 1997 c 12 s 6; and

(10) RCW 24.28.045 (Administrative dissolution or revocation of a certificate of authority—Corporation name not distinguishable from name of governmental entity—Application by governmental entity) and 1997 c 12 s 7."

Correct the title.

and the same are herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

Senator Pedersen moved that the Senate concur in the House amendment(s) to Senate Bill No. 5387.

Senator Pedersen spoke in favor of the motion.

The President declared the question before the Senate to be the motion by Senator Pedersen that the Senate concur in the House amendment(s) to Senate Bill No. 5387.

The motion by Senator Pedersen carried and the Senate concurred in the House amendment(s) to Senate Bill No. 5387 by voice vote.

The President declared the question before the Senate to be the final passage of Senate Bill No. 5387, as amended by the House.

ROLL CALL

The Secretary called the roll on the final passage of Senate Bill No. 5387, as amended by the House, and the bill passed the Senate by the following vote: Yeas, 49; Nays, 0; Absent, 0; Excused, 0.

Voting yea: Senators Angel, Bailey, Baumgartner, Becker, Benton, Billig, Braun, Brown, Chase, Cleveland, Conway, Dammeier, Dansel, Darneille, Ericksen, Fain, Fraser, Frockt, Habib, Hargrove, Hasegawa, Hatfield, Hewitt, Hill, Hobbs, Honeyford, Jayapal, Keiser, King, Kohl-Welles, Liias, Litzow, McAuliffe, McCoy, Miloscia, Mullet, Nelson, O'Ban, Padden, Parlette, Pearson, Pedersen, Ranker, Rivers, Roach, Rolfes, Schoesler, Sheldon and Warnick

SENATE BILL NO. 5387, as amended by the House, having received the constitutional majority, was declared passed. There being no objection, the title of the bill was ordered to stand as the title of the act.

MESSAGE FROM THE HOUSE

April 10, 2015

MR. PRESIDENT:

The House passed ENGROSSED SUBSTITUTE SENATE BILL NO. 5498 with the following amendment(s): 5498-S.E AMH SHEA ADAM 049

On page 36, line 6, after "recognize," strike "or base any ruling on, an" and insert "base any ruling on, or enforce any"

On page 36, line 12, after "rights" strike "that are" and insert ", or when the enforcement of any order would result in a violation of any right,"

and the same are herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

Senator Pedersen moved that the Senate concur in the House amendment(s) to Engrossed Substitute Senate Bill No. 5498.

Senator Pedersen spoke in favor of the motion.

The President declared the question before the Senate to be the motion by Senator Pedersen that the Senate concur in the House amendment(s) to Engrossed Substitute Senate Bill No. 5498.

The motion by Senator Pedersen carried and the Senate concurred in the House amendment(s) to Engrossed Substitute Senate Bill No. 5498 by voice vote.

The President declared the question before the Senate to be the final passage of Engrossed Substitute Senate Bill No. 5498, as amended by the House.

ROLL CALL

The Secretary called the roll on the final passage of Engrossed Substitute Senate Bill No. 5498, as amended by the House, and the bill passed the Senate by the following vote: Yeas, 49; Nays, 0; Absent, 0; Excused, 0.

Voting yea: Senators Angel, Bailey, Baumgartner, Becker, Benton, Billig, Braun, Brown, Chase, Cleveland, Conway, Dammeier, Dansel, Darneille, Ericksen, Fain, Fraser, Frockt, Habib, Hargrove, Hasegawa, Hatfield, Hewitt, Hill, Hobbs, Honeyford, Jayapal, Keiser, King, Kohl-Welles, Liias, Litzow, McAuliffe, McCoy, Miloscia, Mullet, Nelson, O'Ban, Padden, Parlette, Pearson, Pedersen, Ranker, Rivers, Roach, Rolfes, Schoesler, Sheldon and Warnick

ENGROSSED SUBSTITUTE SENATE BILL NO. 5498, as amended by the House, having received the constitutional majority, was declared passed. There being no objection, the title of the bill was ordered to stand as the title of the act.

MOTION

On motion of Senator Habib, Senator McAuliffe was excused.

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MESSAGE FROM THE HOUSE

April 10, 2015

MR. PRESIDENT:
The House passed ENGROSSED SUBSTITUTE SENATE BILL NO. 5826 with the following amendment(s): 5826-S.E AMH ENGR H2459.E

Strike everything after the enacting clause and insert the following:

"NEW SECTION. **Sec. 1.** The legislature finds that there is a retirement savings access gap in Washington; that Americans reach the median salary four years later than they did in 1980 and therefore have four fewer years of savings opportunities; and that one in six Americans retire in poverty. Employees who are unable to effectively build their retirement savings risk living on low incomes in their elderly years and are more likely to become dependent on state services. Further, small businesses, which employ more than forty percent of private sector employees in Washington, often choose not to offer retirement plans to employees due to concerns about costs, administrative burdens, and potential liability that they believe such plans would place on their business. In response, the legislature recognizes the work of the federal government in addressing these issues by establishing the myRA program: A safe, affordable, and accessible retirement vehicle designed to remove barriers to retirement savings. In addition, the legislature recognizes that many private financial services firms in Washington currently offer high quality retirement options for small businesses and their employees.

The Washington small business retirement marketplace will remove barriers to entry into the retirement market for small businesses by educating small employers on plan availability and promoting, without mandated participation, qualified, low-cost, low-burden retirement savings vehicles and myRA. The marketplace furthers greater retirement plan access for the residents of Washington while ensuring that individuals participating in these retirement plans will have all the protections offered by the employee retirement income security act. Further, the Washington small business retirement marketplace will not pose any significant financial burden upon taxpayers. The Washington small business retirement marketplace will be the best way for Washington to close the retirement savings access gap, protect the fiscal stability of the state and its citizens well into the future, and further cement its place as a national leader in retirement and investor promotion and protection. The marketplace will educate and promote retirement saving among employees and in particular market to small employers with fifty or fewer employees.

NEW SECTION. **Sec. 2.** The definitions in this section apply throughout this subchapter unless the context clearly requires otherwise.

(1) "Approved plans" means retirement plans offered by private sector financial services firms that meet the requirements of this chapter to participate in the marketplace.

(2) "Balanced fund" means a mutual fund that has an investment mandate to balance its portfolio holdings. The fund generally includes a mix of stocks and bonds in varying proportions according to the fund's investment outlook.

(3) "Eligible employer" means a self-employed individual, sole proprietor, or an employer with fewer than one hundred qualified employees at the time of enrollment.

(4) "Enrollee" means any employee who is voluntarily enrolled in an approved plan offered by an eligible employer through the Washington small business retirement marketplace.

(5) "myRA" means the myRA retirement program administered by the United States department of the treasury that is available to all employers and employees with no fees or no minimum contribution requirements. A myRA is a Roth IRA option and investments in these accounts are backed by the United States department of the treasury.

(6) "Participating employer" means any eligible employer with employees enrolled in an approved plan offered through the Washington small business retirement marketplace who chooses to participate in the marketplace and offers approved plans to employees for voluntary enrollment.

(7) "Private sector financial services firms" or "financial services firms" mean persons or entities licensed or holding a certificate of authority and in good standing by either the department of financial institutions or the office of the insurance commissioner and meeting all federal laws and regulations to offer retirement plans.

(8) "Qualified employee" means those workers who are defined by the federal internal revenue service to be eligible to participate in a specific qualified plan.

(9) "Target date or other similar fund" means a hybrid mutual fund that automatically resets the asset mix of stocks, bonds, and cash equivalents in its portfolio according to a selected time frame that is appropriate for a particular investor. A target date is structured to address a projected retirement date.

(10) "Washington small business retirement marketplace" or "marketplace" means the retirement savings program created to connect eligible employers and their employees with approved plans to increase retirement savings.

NEW SECTION. **Sec. 3.** (1) The Washington small business retirement marketplace is created.

(2) Prior to connecting any eligible employer with an approved plan in the marketplace, the director shall design a plan for the operation of the marketplace.

(3) The director shall consult with the Washington state department of retirement systems, the Washington state investment board, and the department of financial institutions in designing and managing the marketplace.

(4) The director shall approve for participation in the marketplace all private sector financial services firms that meet the requirements of section 2(7) of this act.

(5) A range of investment options must be provided to meet the needs of investors with various levels of risk tolerance and various ages. The director must approve a diverse array of private retirement plan options that are available to employers on a voluntary basis, including life insurance plans that are designed for retirement purposes, and at least two types of plans for eligible employer participation: (a) A SIMPLE IRA-type plan that provides for employer contributions to participating enrollee accounts; and (b) a payroll deduction individual retirement account type plan or workplace-based individual retirement accounts open to all workers in which the employer does not contribute to the employees' account.

(6) Prior to approving a plan to be offered on the marketplace, the department must receive verification from the department of financial institutions and the office of the insurance commissioner (a) that the private sector financial services firm offering the plan meets the requirements of section 2(7) of this act; and (b) that the plan meets the requirements of this section excluding subsection (9) of this section which is subject to federal laws and regulations. The director may remove approved plans that no longer meet the requirements of this chapter.

(7) The financial services firms participating in the marketplace must offer a minimum of two product options: (a) A target date or other similar fund, with asset allocations and maturities designed to coincide with the expected date of retirement and (b) a balanced fund. The marketplace must offer myRA.

(8) In order for the marketplace to operate, there must be at least two financial services firms offering approved plans on the marketplace; however, nothing in this subsection shall be construed to limit the number of private sector financial services firms with approved plans from participating in the marketplace.

(9) Approved plans must meet federal law or regulation for internal revenue service approved retirement plans.

(10) The approved plans must include the option for enrollees to roll pretax contributions into a different individual retirement account or another eligible retirement plan after ceasing participation in a plan approved by the Washington small business retirement marketplace.

(11) Financial services firms selected by the department to offer approved plans on the marketplace may not charge the participating employer an administrative fee and may not charge enrollees more than one hundred basis points in total annual fees and must provide information about their product's historical investment performance.

(12) Participation in the Washington small business retirement marketplace is voluntary for both eligible employers and qualified employees.

(13) Enrollment in any approved plan offered in the marketplace is not an entitlement.

NEW SECTION. **Sec. 4.** (1) The director shall contract with a private sector entity to:

(a) Establish a protocol for reviewing and approving the qualifications of all private sector financial services firms that meet the qualifications to participate in the marketplace;

(b) Design and operate an internet web site that includes information about how eligible employers can voluntarily participate in the marketplace;

(c) Develop marketing materials about the marketplace that can be distributed electronically, posted on agency web sites that interact with eligible employers, or inserted into mail from the department of revenue, department of labor and industries, employment security department, the office of minority and women's business enterprises, department of licensing, and secretary of state's division of corporations;

(d) Identify and promote existing federal and state tax credits and benefits for employers and employees that are related to encouraging retirement savings or participating in retirement plans; and

(e) Promote the benefits of retirement savings and other information that promotes financial literacy.

(2) The director shall address how rollovers are handled for eligible Washington employers that have workers in other states, and whether out-of-state employees with existing IRA's can roll them into the plans offered through the Washington small business retirement marketplace.

(3) The director shall direct the entity retained pursuant to subsection (1) of this section to assure that licensed professionals who assist their eligible business clients or employees to enroll in a plan offered through the Washington small business retirement marketplace may receive routine, market-based commissions or other compensation for their services.

(4) The director shall ensure by rule that there is objective criteria in the protocol provided in subsection (1)(a) of this section and that the protocol does not provide unfair advantage to the private sector entity which establishes the protocol.

(5) The director shall encourage the participation of private sector financial services firms in the marketplace.

NEW SECTION. **Sec. 5.** In addition to any appropriated funds, the director may use private funding sources, including private foundation grants, to pay for marketplace expenses. On behalf of the marketplace, the department shall seek federal and private grants and is authorized to accept any funds awarded to the department for use in the marketplace.

NEW SECTION. **Sec. 6.** The department shall not expose the state of Washington as an employer or through administration of the marketplace to any potential liability under the federal employee retirement income act of 1974. As such, the department is specifically prohibited from offering and operating a state-based retirement plan for businesses or individuals who are not employed by the state of Washington.

NEW SECTION. **Sec. 7.** Using funds specifically appropriated for this purpose, and funds provided by private foundations or other private sector entities, the director may provide incentive payments to participating employers that enroll in the marketplace.

NEW SECTION. **Sec. 8.** The director shall report biennially to the legislature on the effectiveness and efficiency of the Washington small business retirement marketplace, including the levels of enrollment and the retirement savings levels of participating enrollees that are obtained in aggregate on a voluntary basis from private sector financial services firms that participate in the marketplace.

NEW SECTION. **Sec. 9.** The director shall adopt rules necessary to allow the marketplace to operate as authorized by this subchapter. As part of the rule development process, the director shall consult with organizations representing eligible employers, qualified employees, private and nonprofit sector retirement plan administrators and providers, organizations representing private sector financial services firms, and any other individuals or entities that the director determines relevant to the development of an effective and efficient method for operating the marketplace. The rules must be proposed by January 1st of the year of implementation and rules shall not be adopted until after the end of the regular legislative session of that year.

NEW SECTION. **Sec. 10.** A new section is added to chapter 43.320 RCW to read as follows:

The department of financial institutions, annually, or upon request of the department of commerce, must review individual retirement account products proposed for inclusion in the Washington small business retirement marketplace to confirm that the products comply with the requirements of section 3 of this act, except for those requirements that pertain to federal laws and regulations.

NEW SECTION. **Sec. 11.** If any part of this act is found to be in conflict with federal requirements that are a prescribed condition to the allocation of federal funds to the state, the conflicting part of this act is inoperative solely to the extent of the conflict and with respect to the agencies directly affected, and this finding does not affect the operation of the remainder of this act in its application to the agencies concerned. Rules adopted under this act must meet federal requirements that are a necessary condition to the receipt of federal funds by the state.

NEW SECTION. **Sec. 12.** Sections 1 through 9 of this act are each added to chapter 43.330 RCW and codified with the subchapter heading of "Washington small business retirement marketplace.""

Correct the title.

and the same are herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

Senator Mullet moved that the Senate concur in the House amendment(s) to Engrossed Substitute Senate Bill No. 5826.

Senators Mullet and Benton spoke in favor of the motion.

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Senator Angel spoke against the motion.

The President declared the question before the Senate to be the motion by Senator Mullet that the Senate concur in the House amendment(s) to Engrossed Substitute Senate Bill No. 5826.

The motion by Senator Mullet carried and the Senate concurred in the House amendment(s) to Engrossed Substitute Senate Bill No. 5826 by voice vote.

The President declared the question before the Senate to be the final passage of Engrossed Substitute Senate Bill No. 5826, as amended by the House.

ROLL CALL

The Secretary called the roll on the final passage of Engrossed Substitute Senate Bill No. 5826, as amended by the House, and the bill passed the Senate by the following vote: Yeas, 27; Nays, 22; Absent, 0; Excused, 0.

Voting yea: Senators Baumgartner, Billig, Chase, Cleveland, Conway, Darneille, Fain, Fraser, Frockt, Habib, Hargrove, Hasegawa, Hatfield, Hobbs, Jayapal, Keiser, Kohl-Welles, Liias, Litzow, McAuliffe, McCoy, Miloscia, Mullet, Nelson, Pedersen, Ranker and Rolfes

Voting nay: Senators Angel, Bailey, Becker, Benton, Braun, Brown, Dammeier, Dansel, Ericksen, Hewitt, Hill, Honeyford, King, O'Ban, Padden, Parlette, Pearson, Rivers, Roach, Schoesler, Sheldon and Warnick

ENGROSSED SUBSTITUTE SENATE BILL NO. 5826, as amended by the House, having received the constitutional majority, was declared passed. There being no objection, the title of the bill was ordered to stand as the title of the act.

MESSAGE FROM THE HOUSE

April 9, 2015

MR. PRESIDENT:
The House passed ENGROSSED SUBSTITUTE SENATE BILL NO. 5884 with the following amendment(s): 5884-S.E AMH ENGR H2483.E

Strike everything after the enacting clause and insert the following:

"NEW SECTION. **Sec. 1.** (1) The legislature has long been committed to increasing access to support services for human trafficking victims and promoting awareness of human trafficking throughout Washington state. In 2002, Washington was the first state to work on human trafficking by enacting new laws and by creating an antitrafficking task force. In 2003, Washington was the first state to enact a law making human trafficking a crime.

Since 2002, the Washington state legislature has enacted thirty-eight laws to combat human trafficking. In 2013 and 2014, Washington received top marks from two leading nongovernmental organizations for the strength of its antitrafficking laws. The polaris project gave Washington a perfect score of ten and Washington received an "A" report card from shared hope international's protected innocence challenge. In light of the 2010 winter olympic games taking place in Vancouver, British Columbia, the legislature enacted RCW 47.38.080, permitting an approved nonprofit to place informational human trafficking posters in restrooms located in rest areas along Interstate 5. Sporting events, such as the winter olympic games or the upcoming 2015 United States open golf tournament at Chambers Bay, provide lucrative opportunities for human traffickers to exploit adults and children for labor and sexual services. The legislature finds that an effective way to combat human trafficking is to increase awareness of human trafficking for both victims and the general public alike as well as who and how to contact for help and support services, for both victims and the general public alike.

(2) Human trafficking data are primarily obtained through a hotline reporting system in which victims and witnesses can report cases of human trafficking over the phone. Since 2007, there have been one thousand eight hundred fifty human trafficking calls made through the human trafficking victim hotline system in Washington state, and a total of four hundred thirty-two human trafficking cases reported. It is the intent of the legislature to facilitate an even wider scope of communication with human trafficking victims and witnesses by requiring human trafficking information to be posted in all public restrooms.

NEW SECTION. **Sec. 2.** A new section is added to chapter 7.68 RCW to read as follows:

(1) The office of crime victims advocacy is designated as the single point of contact in state government regarding the trafficking of persons.

(2) The Washington state clearinghouse on human trafficking is created as an information portal to share and coordinate statewide efforts to combat the trafficking of persons. The clearinghouse will include an internet web site operated by the office of crime victims advocacy, and will serve the following functions:

(a) Coordinating information regarding all statewide task forces relating to the trafficking of persons including, but not limited to, sex trafficking, commercial sexual exploitation of children, and labor trafficking;

(b) Publishing the findings and legislative reports of all statewide task forces relating to the trafficking of persons;

(c) Providing a comprehensive directory of resources for victims of trafficking; and

(d) Collecting and disseminating up-to-date information regarding the trafficking of persons, including news and legislative efforts, both state and federal.

Sec. 3. RCW 7.68.350 and 2003 c 266 s 1 are each amended to read as follows:

(1) There is created the Washington state task force against the trafficking of persons.

(2)(a) The task force shall consist of the following members:

((~~(a)~~)) (i) One member from each of the two largest caucuses of the senate, appointed by the president of the senate;

(ii) One member from each of the two largest caucuses of the house of representatives, appointed by the speaker of the house of representatives;

(iii) The director of the office of ((~~community development~~)) crime victims advocacy, or the director's designee;

((~~(b)~~)) (iv) The secretary of the department of health, or the secretary's designee;

((~~(c)~~)) (v) The secretary of the department of social and health services, or the secretary's designee;

((~~(d)~~)) (vi) The director of the department of labor and industries, or the director's designee;

((~~(e)~~)) (vii) The commissioner of the employment security department, or the commissioner's designee;

((~~(f) Nine~~)) (viii) The attorney general or the attorney general's designee;

(ix) The superintendent of public instruction or the superintendent of public instruction's designee;

(x) The director of the department of agriculture or the director's designee;

(xi) At least one member who is a survivor of human trafficking;

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(xii) Eleven members, selected by the director of the office of ((~~community development~~)) crime victims advocacy, that represent public, community-based nonprofit, and private sector organizations ((~~that~~)), academic institutions, research-based organizations, faith-based organizations, including organizations that are diverse in viewpoint, geography, ethnicity, and culture, and in the populations served. The members must provide, directly or through their organizations, assistance to persons who are victims and survivors of trafficking, or who work on antitrafficking efforts as part of their organization's work, or both.

(b) Additional members may be selected as determined by the director of the office of crime victims advocacy to ensure representation of interested groups.

(3) The task force shall be chaired by the director of the office of ((~~community development~~)) crime victims advocacy, or the director's designee.

(4) The task force shall ((~~carry out~~)) determine the areas of focus and activity including, but not limited to, the following activities:

(a) Measure and evaluate the resource needs of victims and survivors of human trafficking and the progress of the state in trafficking prevention activities, as well as what is being done in other states and nationally to combat human trafficking;

(b) Identify available federal, state, and local programs that provide services to victims and survivors of trafficking that include, but are not limited to, health care, human services, housing, education, legal assistance, job training or preparation, interpreting services, English as a second language classes, and victim's compensation; ((~~and~~))

(c) Make recommendations on methods to provide a coordinated system of support and assistance to persons who are victims of trafficking; and

(d) Review the statutory response to human trafficking, analyze the impact and effectiveness of strategies contained in the current state laws, and make recommendations on legislation to further the state's antitrafficking efforts.

(5) The task force shall report its ((~~supplemental~~)) findings and make recommendations to the governor and legislature ((~~by June 30, 2004~~)) as needed.

(6) The office of ((~~community development~~)) crime victims advocacy shall provide necessary administrative and clerical support to the task force, within available resources.

(7) The members of the task force shall serve without compensation, but shall be reimbursed for travel expenses as provided in RCW 43.03.050 and 43.03.060, within available resources.

((~~(8) The task force expires June 30, 2004.~~))

Sec. 4. RCW 7.68.801 and 2013 c 253 s 1 are each amended to read as follows:

(1) The commercially sexually exploited children statewide coordinating committee is established to address the issue of children who are commercially sexually exploited, to examine the practices of local and regional entities involved in addressing sexually exploited children, and to make recommendations on statewide laws and practices.

(2) The committee is convened by the office of the attorney general ((~~and~~)) with the department of commerce assisting with agenda planning and administrative and clerical support. The committee consists of the following members:

(a) One member from each of the two largest caucuses of the house of representatives appointed by the speaker of the house;

(b) One member from each of the two largest caucuses of the senate appointed by the speaker of the senate;

(c) A representative of the governor's office appointed by the governor;

(d) The secretary of the children's administration or his or her designee;

(e) The secretary of the juvenile rehabilitation administration or his or her designee;

(f) The attorney general or his or her designee;

(g) The superintendent of public instruction or his or her designee;

(h) A representative of the administrative office of the courts appointed by the administrative office of the courts;

(i) The executive director of the Washington association of sheriffs and police chiefs or his or her designee;

(j) The executive director of the Washington state criminal justice training commission or his or her designee;

(k) A representative of the Washington association of prosecuting attorneys appointed by the association;

(l) The executive director of the office of public defense or his or her designee;

(m) Three representatives of community service providers that provide direct services to commercially sexually exploited children appointed by the attorney general;

(n) Two representatives of nongovernmental organizations familiar with the issues affecting commercially sexually exploited children appointed by the attorney general;

(o) The president of the superior court judges' association or his or her designee;

(p) The president of the juvenile court administrators or his or her designee;

(q) Any existing chairs of regional task forces on commercially sexually exploited children;

(r) A representative from the criminal defense bar;

(s) A representative of the center for children and youth justice;

(t) A representative from the office of crime victims advocacy; ((~~and~~))

(u) The executive director of the Washington coalition of sexual assault programs;

(v) A representative of an organization that provides in-patient chemical dependency treatment to youth, appointed by the attorney general;

(w) A representative of an organization that provides mental health treatment to youth, appointed by the attorney general; and

(x) A survivor of human trafficking, appointed by the attorney general.

(3) The duties of the committee include, but are not limited to:

(a) Overseeing and reviewing the implementation of the Washington state model protocol for commercially sexually exploited children at pilot sites;

(b) Receiving reports and data from local and regional entities regarding the incidence of commercially sexually exploited children in their areas as well as data information regarding perpetrators, geographic data and location trends, and any other data deemed relevant;

(c) Receiving reports on local coordinated community response practices and results of the community responses;

(d) Reviewing recommendations from local and regional entities regarding policy and legislative changes that would improve the efficiency and effectiveness of local response practices;

(e) Making recommendations regarding policy and legislative changes that would improve the effectiveness of the state's response to and promote best practices for suppression of the commercial sexual exploitation of children;

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(f) Making recommendations regarding data collection useful to understanding or addressing the problem of commercially sexually exploited children; ((~~and~~))

(g) Reviewing and making recommendations regarding strategic local investments or opportunities for federal and state funding to address the commercial sexual exploitation of children;

(h) Reviewing the extent to which chapter 289, Laws of 2010 (Engrossed Substitute Senate Bill No. 6476) is understood and applied by enforcement authorities;

(i) Researching any barriers that exist to full implementation of chapter 289, Laws of 2010 (Engrossed Substitute Senate Bill No. 6476) throughout the state;

(j) Researching, reviewing, and making recommendations regarding the policy of eliminating prosecution of juveniles for prostitute and prostitution loitering; and

(k) Researching, reviewing, and making recommendations regarding the provision of services to juveniles suspected of prostitution and prostitution loitering in lieu of prosecution.

(4) The committee must meet no less than annually.

(5) The committee shall report its findings to the appropriate committees of the legislature and to any other known statewide committees addressing trafficking or the commercial sex trade by June 30((~~th of each year~~)), 2017.

(6) In addition to its report under subsection (5) of this section, the committee shall report its findings regarding its duties under subsection (3)(h) through (k) of this section to the appropriate committees of the legislature by February 1, 2016.

(7) This section expires June 30, ((~~2015~~)) 2017.

NEW SECTION. **Sec. 5.** A new section is added to chapter 47.38 RCW to read as follows:

(1) Every establishment that maintains restrooms for use by the public may voluntarily, upon availability of the model notice as described in subsection (2) of this section, post a notice that complies with the requirements of this section in a conspicuous place within all restrooms of the establishment in clear view of the public and employees. The office of crime victims advocacy may work with businesses and other establishments and with human trafficking victim advocates to adopt policies for the placement of such notices.

(2)(a) The model notice that may be voluntarily posted pursuant to subsection (1) of this section may be in a variety of languages and include toll-free telephone numbers a person may call for assistance, including the number for the national human trafficking resource center and the number for the Washington state office of crime victims advocacy.

(b) The office of crime victims advocacy shall review and approve the initial form and content of the model notice to ensure the notice is appropriate for public display and likely to be an effective communication to reach human trafficking victims. The office of crime victims advocacy shall review the model notice on a yearly basis to ensure the information provided remains accurate.

(3) The cost of production, printing, and posting of the model notices shall be paid by a participating nonprofit at no cost to the state.

(4) The office of crime victims advocacy must provide a report to the appropriate committees of the legislature no later than December 31, 2016, regarding the voluntary participation in this effort.

NEW SECTION. **Sec. 6.** This act is necessary for the immediate preservation of the public peace, health, or safety, or support of the state government and its existing public institutions, and takes effect immediately."

Correct the title.

and the same are herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

Senator Padden moved that the Senate refuse to concur in the House amendment(s) to Engrossed Substitute Senate Bill No. 5884 and ask the House to recede therefrom.

The President declared the question before the Senate to be the motion by Senator Padden that the Senate refuse to concur in the House amendment(s) to Engrossed Substitute Senate Bill No. 5884 and ask the House to recede therefrom.

The motion by Senator Padden carried and the Senate refused to concur in the House amendment(s) to Engrossed Substitute Senate Bill No. 5884 and asked the House to recede therefrom by voice vote.

MESSAGE FROM THE HOUSE

April 14, 2015

MR. PRESIDENT:
The House passed SUBSTITUTE SENATE BILL NO. 6019 with the following amendment(s): 6019-S AMH JUDI H2561.1

Strike everything after the enacting clause and insert the following:

"**Sec. 1.** RCW 34.05.455 and 1988 c 288 s 416 are each amended to read as follows:

(1) A presiding officer may not communicate, directly or indirectly, regarding any issue in the proceeding other than communications necessary to procedural aspects of maintaining an orderly process, with any person employed by the agency without notice and opportunity for all parties to participate, except as provided in this subsection:

(a) Where the ultimate legal authority of an agency is vested in a multimember body, and where that body presides at an adjudication, members of the body may communicate with one another regarding the proceeding;

(b) Any presiding officer may receive aid from legal counsel, or from staff assistants who are subject to the presiding officer's supervision; and

(c) Presiding officers may communicate with other employees or consultants of the agency who have not participated in the proceeding in any manner, and who are not engaged in any investigative or prosecutorial functions in the same or a factually related case; provided that no other employee or consultant of the agency may attempt to coerce or improperly influence the action of the presiding officer in reaching his or her decision in a proceeding. An agency head's expectation that a presiding officer will consider written agency policies during his or her decision making is not coercion or improper influence.

(d) This subsection does not apply to communications required for the disposition of ex parte matters specifically authorized by statute.

(2) Unless required for the disposition of ex parte matters specifically authorized by statute or unless necessary to procedural aspects of maintaining an orderly process, a presiding officer may not communicate, directly or indirectly, regarding any issue in the proceeding, with any person not employed by the agency who has a direct or indirect interest in the outcome of the proceeding, without notice and opportunity for all parties to participate.

(3) Unless necessary to procedural aspects of maintaining an orderly process, persons to whom a presiding officer may not communicate under subsections (1) and (2) of this section may

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not communicate with presiding officers without notice and opportunity for all parties to participate.

(4) If, before serving as presiding officer in an adjudicative proceeding, a person receives an ex parte communication of a type that could not properly be received while serving, the person, promptly after starting to serve, shall disclose the communication in the manner prescribed in subsection (5) of this section.

(5) A presiding officer who receives an ex parte communication in violation of this section shall place on the record of the pending matter all written communications received, all written responses to the communications, and a memorandum stating the substance of all oral communications received, all responses made, and the identity of each person from whom the presiding officer received an ex parte communication. The presiding officer shall advise all parties that these matters have been placed on the record. Upon request made within ten days after notice of the ex parte communication, any party desiring to rebut the communication shall be allowed to place a written rebuttal statement on the record. Portions of the record pertaining to ex parte communications or rebuttal statements do not constitute evidence of any fact at issue in the matter unless a party moves the admission of any portion of the record for purposes of establishing a fact at issue and that portion is admitted pursuant to RCW 34.05.452.

(6) If necessary to eliminate the effect of an ex parte communication received in violation of this section, a presiding officer who receives the communication may be disqualified, and the portions of the record pertaining to the communication may be sealed by protective order.

(7) The agency shall, and any party may, report any violation of this section to appropriate authorities for any disciplinary proceedings provided by law. In addition, each agency by rule may provide for appropriate sanctions, including default, for any violations of this section."

Correct the title.

and the same are herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

Senator Padden moved that the Senate refuse to concur in the House amendment(s) to Substitute Senate Bill No. 6019 and ask the House to recede therefrom.

Senator Padden spoke in favor of the motion.

The President declared the question before the Senate to be the motion by Senator Padden that the Senate refuse to concur in the House amendment(s) to Substitute Senate Bill No. 6019 and ask the House to recede therefrom.

The motion by Senator Padden carried and the Senate refused to concur in the House amendment(s) to Substitute Senate Bill No. 6019 and asked the House to recede therefrom by voice vote.

MESSAGE FROM THE HOUSE

April 15, 2015

MR. PRESIDENT:
The House passed SUBSTITUTE SENATE BILL NO. 5081 with the following amendment(s): 5081-S AMH HUNS REIL 074; 5081-S AMH HALE REIL 068

On page 1, line 17, after "(2)" strike all material through "(4)" on page 2, line 30

Renumber the remaining subsections consecutively and correct any internal references accordingly.

On page 2, beginning on line 36, strike all of subsection (6)

On page 15, after line 4, insert the following:

"NEW SECTION. **Sec. 13.** A new section is added to chapter 39.26 RCW to read as follows:

In order to facilitate public understanding of state expenditures related to vendors, the following information must be posted on the department of enterprise services website:

(1) Changes to any existing contract that increase the scope of work or cost; and

(2) All cost and efficiency information leading to contracting pursuant to RCW 41.06.142 (1) (e)."

Correct the title.

On page 9, after line 7, insert the following:

"NEW SECTION. **Sec. 9.** A new section is added to chapter 28B.10 RCW to read as follows:

Beginning October 1, 2015, the education data center, established in RCW 43.41.400, shall post on the education data center's data dashboard, established under RCW 28B.77.090, the actual expenditure records of each institution of higher education. "Actual expenditure records" means the college, school, or department-level records of actual expenditures made from general operating funds and designated operating funds. Each institution of higher education must submit to the education data center its actual expenditure records within ninety days of the adoption of its annual fiscal year budget."

Renumber the remaining sections consecutively and correct any internal references accordingly.

Correct the title.

and the same are herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

Senator Miloscia moved that the Senate refuse to concur in the House amendment(s) to Substitute Senate Bill No. 5081 and ask the House to recede therefrom.

Senator Miloscia spoke in favor of the motion.

The President declared the question before the Senate to be the motion by Senator Miloscia that the Senate refuse to concur in the House amendment(s) to Substitute Senate Bill No. 5081 and ask the House to recede therefrom.

The motion by Senator Miloscia carried and the Senate refused to concur in the House amendment(s) to Substitute Senate Bill No. 5081 and asked the House to recede therefrom by voice vote.

MESSAGE FROM THE HOUSE

April 14, 2015

MR. PRESIDENT:
The House passed SUBSTITUTE SENATE BILL NO. 5763 with the following amendment(s): 5763-S AMH LAB TANG 065

Strike everything after the enacting clause and insert the following:

"**Sec. 1.** RCW 41.80.010 and 2013 2nd sp.s. c 4 s 971 are each amended to read as follows:

(1) For the purpose of negotiating collective bargaining agreements under this chapter, the employer shall be represented by the governor or governor's designee, except as provided for institutions of higher education in subsection (4) of this section.

(2)(a) If an exclusive bargaining representative represents more than one bargaining unit, the exclusive bargaining representative shall negotiate with each employer representative as designated in subsection (1) of this section one master collective bargaining agreement on behalf of all the employees in

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bargaining units that the exclusive bargaining representative represents. Except as provided in (d) of this subsection, for those exclusive bargaining representatives who represent fewer than a total of five hundred employees each, negotiation shall be by a coalition of all those exclusive bargaining representatives. The coalition shall bargain for a master collective bargaining agreement covering all of the employees represented by the coalition. The governor's designee and the exclusive bargaining representative or representatives are authorized to enter into supplemental bargaining of agency-specific issues for inclusion in or as an addendum to the master collective bargaining agreement, subject to the parties' agreement regarding the issues and procedures for supplemental bargaining. This section does not prohibit cooperation and coordination of bargaining between two or more exclusive bargaining representatives.

(b) This subsection (2) does not apply to exclusive bargaining representatives who represent employees of institutions of higher education, except when the institution of higher education has elected to exercise its option under subsection (4) of this section to have its negotiations conducted by the governor or governor's designee under the procedures provided for general government agencies in subsections (1) through (3) of this section.

(c) If five hundred or more employees of an independent state elected official listed in RCW 43.01.010 are organized in a bargaining unit or bargaining units under RCW 41.80.070, the official shall be consulted by the governor or the governor's designee before any agreement is reached under (a) of this subsection concerning supplemental bargaining of agency specific issues affecting the employees in such bargaining unit.

(d) For those exclusive bargaining representatives who represent commissioned officers, except for lieutenants and captains, of the department of fish and wildlife, negotiation shall be by a coalition of exclusive bargaining representatives who represent the commissioned officers. When negotiating, the parties must reference the wages, hours, and conditions of employment of like personnel of like state employers on the west coast of the United States for comparables in the bargaining process. If the commission determines that there has been bad faith bargaining or other unfair labor practices by the employer or the employee organizations representing commissioned officers, except for lieutenants and captains, of the department of fish and wildlife, the commission may order interest arbitration, in addition to other remedies provided under RCW 41.80.120, to effectuate the purposes and policy of this chapter.

(3) The governor shall submit a request for funds necessary to implement the compensation and fringe benefit provisions in the master collective bargaining agreement or for legislation necessary to implement the agreement. Requests for funds necessary to implement the provisions of bargaining agreements shall not be submitted to the legislature by the governor unless such requests:

(a) Have been submitted to the director of the office of financial management by October 1 prior to the legislative session at which the requests are to be considered; and

(b) Have been certified by the director of the office of financial management as being feasible financially for the state.

The legislature shall approve or reject the submission of the request for funds as a whole. The legislature shall not consider a request for funds to implement a collective bargaining agreement unless the request is transmitted to the legislature as part of the governor's budget document submitted under RCW 43.88.030 and 43.88.060. If the legislature rejects or fails to act on the submission, either party may reopen all or part of the agreement or the exclusive bargaining representative may seek to implement the procedures provided for in RCW 41.80.090.

(4)(a)(i) For the purpose of negotiating agreements for institutions of higher education, the employer shall be the respective governing board of each of the universities, colleges, or community colleges or a designee chosen by the board to negotiate on its behalf.

(ii) A governing board of a university or college may elect to have its negotiations conducted by the governor or governor's designee under the procedures provided for general government agencies in subsections (1) through (3) of this section, except that:

(A) The governor or the governor's designee and an exclusive bargaining representative shall negotiate one master collective bargaining agreement for all of the bargaining units of employees of a university or college that the representative represents; or

(B) If the parties mutually agree, the governor or the governor's designee and an exclusive bargaining representative shall negotiate one master collective bargaining agreement for all of the bargaining units of employees of more than one university or college that the representative represents.

(iii) A governing board of a community college may elect to have its negotiations conducted by the governor or governor's designee under the procedures provided for general government agencies in subsections (1) through (3) of this section.

(b) Prior to entering into negotiations under this chapter, the institutions of higher education or their designees shall consult with the director of the office of financial management regarding financial and budgetary issues that are likely to arise in the impending negotiations.

(c)(i) In the case of bargaining agreements reached between institutions of higher education other than the University of Washington and exclusive bargaining representatives agreed to under the provisions of this chapter, if appropriations are necessary to implement the compensation and fringe benefit provisions of the bargaining agreements, the governor shall submit a request for such funds to the legislature according to the provisions of subsection (3) of this section, except as provided in (c)(iii) of this subsection.

(ii) In the case of bargaining agreements reached between the University of Washington and exclusive bargaining representatives agreed to under the provisions of this chapter, if appropriations are necessary to implement the compensation and fringe benefit provisions of a bargaining agreement, the governor shall submit a request for such funds to the legislature according to the provisions of subsection (3) of this section, except as provided in this subsection (4)(c)(ii) and as provided in (c)(iii) of this subsection.

(A) If appropriations of less than ten thousand dollars are necessary to implement the provisions of a bargaining agreement, a request for such funds shall not be submitted to the legislature by the governor unless the request has been submitted to the director of the office of financial management by October 1 prior to the legislative session at which the request is to be considered.

(B) If appropriations of ten thousand dollars or more are necessary to implement the provisions of a bargaining agreement, a request for such funds shall not be submitted to the legislature by the governor unless the request:

(I) Has been submitted to the director of the office of financial management by October 1 prior to the legislative session at which the request is to be considered; and

(II) Has been certified by the director of the office of financial management as being feasible financially for the state.

(C) If the director of the office of financial management does not certify a request under (c)(ii)(B) of this subsection as being feasible financially for the state, the parties shall enter into collective bargaining solely for the purpose of reaching a

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mutually agreed upon modification of the agreement necessary to address the absence of those requested funds. The legislature may act upon the compensation and fringe benefit provisions of the modified collective bargaining agreement if those provisions are agreed upon and submitted to the office of financial management and legislative budget committees before final legislative action on the biennial or supplemental operating budget by the sitting legislature.

(iii) In the case of a bargaining unit of employees of institutions of higher education in which the exclusive bargaining representative is certified during or after the conclusion of a legislative session, the legislature may act upon the compensation and fringe benefit provisions of the unit's initial collective bargaining agreement if those provisions are agreed upon and submitted to the office of financial management and legislative budget committees before final legislative action on the biennial or supplemental operating budget by the sitting legislature.

(5) There is hereby created a joint committee on employment relations, which consists of two members with leadership positions in the house of representatives, representing each of the two largest caucuses; the chair and ranking minority member of the house appropriations committee, or its successor, representing each of the two largest caucuses; two members with leadership positions in the senate, representing each of the two largest caucuses; and the chair and ranking minority member of the senate ways and means committee, or its successor, representing each of the two largest caucuses. The governor shall periodically consult with the committee regarding appropriations necessary to implement the compensation and fringe benefit provisions in the master collective bargaining agreements, and upon completion of negotiations, advise the committee on the elements of the agreements and on any legislation necessary to implement the agreements.

(6) If, after the compensation and fringe benefit provisions of an agreement are approved by the legislature, a significant revenue shortfall occurs resulting in reduced appropriations, as declared by proclamation of the governor or by resolution of the legislature, both parties shall immediately enter into collective bargaining for a mutually agreed upon modification of the agreement.

(7) After the expiration date of a collective bargaining agreement negotiated under this chapter, all of the terms and conditions specified in the collective bargaining agreement remain in effect until the effective date of a subsequently negotiated agreement, not to exceed one year from the expiration date stated in the agreement. Thereafter, the employer may unilaterally implement according to law.

(8) For the 2013-2015 fiscal biennium, a collective bargaining agreement related to employee health care benefits negotiated between the employer and coalition pursuant to RCW 41.80.020(3) regarding the dollar amount expended on behalf of each employee shall be a separate agreement for which the governor may request funds necessary to implement the agreement. The legislature may act upon a 2013-2015 collective bargaining agreement related to employee health care benefits if an agreement is reached and submitted to the office of financial management and legislative budget committees before final legislative action on the biennial or supplemental operating appropriations act by the sitting legislature.

Sec. 2. RCW 41.80.120 and 2002 c 354 s 313 are each amended to read as follows:

(1) The commission is empowered and directed to prevent any unfair labor practice and to issue appropriate remedial orders: PROVIDED, That a complaint shall not be processed for any unfair labor practice occurring more than six months before the filing of the complaint with the commission. This power shall not be affected or impaired by any means of adjustment, mediation, or conciliation in labor disputes that have been or may hereafter be established by law.

(2) If the commission determines that any person has engaged in or is engaging in an unfair labor practice, the commission shall issue and cause to be served upon the person an order requiring the person to cease and desist from such unfair labor practice, and to take such affirmative action as will effectuate the purposes and policy of this chapter, such as the payment of damages, the ordering of interest arbitration as provided under RCW 41.80.010(2)(d), and the reinstatement of employees.

(3) The commission may petition the superior court for the county in which the main office of the employer is located or in which the person who has engaged or is engaging in such unfair labor practice resides or transacts business, for the enforcement of its order and for appropriate temporary relief."

Correct the title.

and the same are herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

Senator Warnick moved that the Senate refuse to concur in the House amendment(s) to Substitute Senate Bill No. 5763 and ask the House to recede therefrom.

MOTION

Senator Hasegawa moved that the Senate concur in the House amendment(s) to Substitute Senate Bill No. 5763.

Senator Hasegawa spoke in favor of the motion.

Senator Warnick spoke against the motion.

The President declared the question before the Senate to be the motion by Senator Hasegawa that the Senate concur in the House amendment(s) to Substitute Senate Bill No. 5763.

The motion by Senator Hasegawa failed by voice vote.

The President declared the question before the Senate to be the motion by Senator Warnick that the Senate refuse to concur in the House amendment(s) to Substitute Senate Bill No. 5763 and ask the House to recede therefrom.

The motion by Senator Warnick carried and the Senate refused to concur in the House amendment(s) to Substitute Senate Bill No. 5763 and asked the House to recede therefrom by voice vote.

MESSAGE FROM THE HOUSE

April 15, 2015

MR. PRESIDENT:

The House passed ENGROSSED SECOND SUBSTITUTE SENATE BILL NO. 5179 with the following amendment(s): 5179-S2.E AMH ENGR H2718.E; 5179-S2.E AMH ED WARG 128

Strike everything after the enacting clause and insert the following:

"NEW SECTION. **Sec. 1.** INTENT. Paraeducators provide the majority of instruction in programs designed by the legislature to reduce the opportunity gap. By setting common statewide standards, training, and career development for paraeducators, as well as training for teachers and principals who

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have paraeducators in their classrooms, students in these programs have a better chance of succeeding in the classroom.

NEW SECTION. **Sec. 2.** DEFINITIONS. The definitions in this section apply throughout this chapter unless the context clearly requires otherwise.

(1) "Board" means the professional educator standards board created in RCW 28A.410.200.

(2) "Committee" means the paraeducator professional practices committee established in section 4 of this act.

(3) "English language learner endorsement" means a credential to work with students in English language learner programs.

(4) "English language learner programs" means the English language learners program, the transitional bilingual instruction program, and the federal limited English proficiency program.

(5) "Paraeducator" means a school district employee who works under the supervision of a certificated staff member to support and assist in providing instructional and other services to students and their families.

NEW SECTION. **Sec. 3.** EMPLOYMENT STANDARDS. Effective September 1, 2015, the minimum employment entry standards for a paraeducator who works in the learning assistance program, the federal disadvantaged programs, and the English language learner programs are as provided in this section. The paraeducator must:

(1) Be at least eighteen years of age, hold a high school diploma or its equivalent, and have received a passing grade on the education testing service paraeducator assessment;

(2) Hold an associate of arts degree; or

(3) Have earned seventy-two quarter credits or forty-eight semester credits at an institution of higher education.

NEW SECTION. **Sec. 4.** PARAEDUCATOR PROFESSIONAL PRACTICES COMMITTEE. (1) By September 1, 2015, the board shall establish a paraeducator professional practices committee to advise the board, the state board for community and technical colleges, and the office of the superintendent of public instruction on the training and development of paraeducators.

(2) Appointments to the committee must be made as follows:

(a) The superintendent of public instruction shall appoint a paraeducator, a teacher, a principal, and a human resource director;

(b) The Washington state parent teacher association shall appoint a parent whose child receives instructional support from a paraeducator;

(c) The state board for community and technical colleges shall appoint a representative of the community or technical college system; and

(d) The student achievement council shall appoint a representative of a four-year institution of higher education as defined in RCW 28B.10.016.

(3) The board shall oversee and administer the committee.

NEW SECTION. **Sec. 5.** STANDARDS AND COURSES OF STUDY. (1) The board shall adopt state standards of practice for paraeducators working in the learning assistance program, the federal disadvantaged programs, and the English language learner programs that are based on the recommendations of the paraeducator work group established in chapter 136, Laws of 2014. These standards must include:

(a) Supporting instructional opportunities;

(b) Demonstrating professionalism and ethical practices;

(c) Supporting a positive and safe learning environment;

(d) Communicating effectively and participating in the team process; and

(e) Demonstrating cultural competency aligned with standards developed by the board under RCW 28A.410.270.

(2) The board shall adopt standards and rules for the issuance of an English language learner endorsement, based on the recommendations of the paraeducator work group established in chapter 136, Laws of 2014.

(3) The committee shall propose that the board adopt standards and rules for the issuance of advanced paraeducator endorsement. These standards and the course of study necessary to meet the standards, as approved under subsection (4) of this section, must qualify an advanced paraeducator to fulfill the following responsibilities: Mentor or coach other paraeducators, assist in highly impacted classrooms, assist in specific specialized instruction support or technology applications, and substitute for teachers in short absence situations in districts with substitute teacher shortages.

(4)(a) The committee, in collaboration with the state board for community and technical colleges, the office of the superintendent of public instruction, and the educational service districts, must recommend to the board the course of study necessary to meet the state standards of practice and the endorsement standards adopted by the board under this section.

(b) The courses of study must be made available through various means to limit costs and improve access with providers including the community and technical colleges, the educational service districts, and the office of the superintendent of public instruction.

(c) The deadlines for the board to approve courses of study are as follows:

(i) July 1, 2016, for the course of study necessary to meet the state standards of practice and the English language learner endorsement; and

(ii) September 1, 2017, for the course of study necessary to meet the advanced paraeducator endorsement.

(5) To support the tasks in this section, the committee and the board may consult with experts.

(6) This section is subject to the availability of amounts appropriated for this specific purpose.

NEW SECTION. **Sec. 6.** PILOTS. (1) During the 2016-17 and 2017-18 school years, the board shall distribute grants, as funded by the legislature, to a diverse set of school districts that volunteer to participate in a collaborative process resulting in the development and piloting of the state paraeducator standards of practice and the English language learner endorsement standards adopted by the board under section 5 of this act.

(2) By September 1, 2017, and September 1, 2018, the volunteer districts must report to the committee and the board with the outcomes of year one of the pilot and any recommendations for implementing the paraeducator standards of practice statewide. The outcomes reported must include: An analysis of the costs to the district to implement the state standards of practice and the English language learner endorsement standards and the course of study necessary to meet these standards; any costs to paraeducators to meet the standards; the number of paraeducators in the district that meet the standards; and the impact on the size and assignment of the paraeducator workforce as a result of the pilot.

(3) By December 1, 2017, the committee and the board shall submit a report to the appropriate committees of the legislature that includes: (a) The outcomes of the pilot; (b) recommendations on whether the state should implement the standards of practice and the English language learner endorsement standards statewide with estimated costs of statewide implementation to the state and to districts; and (c) the effects of establishing a system of continuing education, licensure, endorsement, or alternative training verification processes and fees. In developing the report, the committee and the board shall collaborate with the office of

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the superintendent of public instruction, the educational service districts, the state board for community and technical colleges, and the school districts receiving grants under this section.

(4) The committee and the board shall include in the board's 2018 joint report to the legislature under RCW 28A.305.035 an update of the report required in subsection (3) of this section.

(5) This section is subject to the availability of amounts appropriated for this specific purpose.

NEW SECTION. **Sec. 7.** STATEWIDE IMPLEMENTATION. (1) No later than September 1, 2018, all school districts must begin implementing the state standards of practice for paraeducators working in the learning assistance program, the federal disadvantaged programs, and the English language learner programs, according to a phase-in schedule specified by the legislature.

(2) This section is subject to the availability of amounts appropriated for this specific purpose.

Sec. 8. RCW 28A.410.212 and 2009 c 531 s 1 are each amended to read as follows:

The professional educator standards board shall:

(1) Develop and maintain a research base of educator preparation best practices;

(2) Develop and coordinate initiatives for educator preparation in high-demand fields as well as outreach and recruitment initiatives for underrepresented populations;

(3) Provide program improvement technical assistance to providers of educator preparation programs;

(4) Assure educator preparation program compliance; ((~~and~~))

(5) Prepare and maintain a cohesive educator development policy framework; and

(6) Perform the duties related to paraeducators provided in chapter 28A.--- RCW (the new chapter created in section 11 of this act).

Sec. 9. RCW 28A.630.400 and 2011 1st sp.s. c 11 s 132 are each amended to read as follows:

(1) The professional educator standards board and the state board for community and technical colleges, in consultation with the superintendent of public instruction, the state apprenticeship training council, and community colleges, shall adopt rules as necessary under chapter 34.05 RCW to implement the paraeducator associate of arts degree.

(2) As used in this section, a "paraeducator" is an individual who has completed an associate of arts degree for a paraeducator. The paraeducator may be hired by a school district to assist certificated instructional staff in the direct instruction of children in small and large groups, individualized instruction, testing of children, recordkeeping, and preparation of materials. The paraeducator shall work under the direction of instructional certificated staff.

(3)(a) The training program for a paraeducator associate of arts degree shall include, but is not limited to, the general requirements for receipt of an associate of arts degree and training in the areas of introduction to childhood education, orientation to children with disabilities, fundamentals of childhood education, creative activities for children, instructional materials for children, fine art experiences for children, the psychology of learning, introduction to education, child health and safety, child development and guidance, first aid, and a practicum in a school setting.

(b) Subject to the availability of amounts appropriated for this specific purpose, by September 1, 2016, the training program for a paraeducator associate of arts degree must incorporate the state paraeducator standards of practice adopted by the professional educator standards board under section 5 of this act.

(4) Consideration shall be given to transferability of credit earned in this program to teacher preparation programs at colleges and universities.

Sec. 10. RCW 28B.50.891 and 2014 c 136 s 4 are each amended to read as follows:

Beginning with the ((~~2015-16~~)) 2016-17 academic year, any community or technical college that offers an apprenticeship program or certificate program for paraeducators must provide candidates the opportunity to earn transferrable course credits within the program. The programs must also incorporate the standards for cultural competence, including multicultural education and principles of language acquisition, developed by the professional educator standards board under RCW 28A.410.270. Subject to the availability of amounts appropriated for this specific purpose, by September 1, 2016, the paraeducator apprenticeship and certificate programs must also incorporate the state paraeducator standards of practice adopted by the professional educator standards board under section 5 of this act.

NEW SECTION. **Sec. 11.** Sections 1 through 7 of this act constitute a new chapter in Title 28A RCW."

Correct the title.

On page 3, line 11, after "(d)" strike all material through "certificated" on line 13 and insert the following:

"The office of the superintendent of public instruction and all educational service districts shall, in collaboration with the board, develop the courses necessary to meet the certification standards and ensure that paraeducators have multiple methods to access the courses. By January 1, 2017, the board, in collaboration with the office, the educational service districts, and the school districts receiving grants under subsection (4)(a) of this section, shall submit a report to the appropriate committees of the legislature. The report must include an analysis of the cost to the state and the school districts to implement the requirements of subsection (4)(b) of this section, and the cost to paraeducators to meet paraeducator certification and English language learner endorsement requirements"

and the same are herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

Senator Litzow moved that the Senate refuse to concur in the House amendment(s) to Engrossed Second Substitute Senate Bill No. 5179 and ask the House to recede therefrom.

The President declared the question before the Senate to be the motion by Senator Litzow that the Senate refuse to concur in the House amendment(s) to Engrossed Second Substitute Senate Bill No. 5179 and ask the House to recede therefrom.

The motion by Senator Litzow carried and the Senate refused to concur in the House amendment(s) to Engrossed Second Substitute Senate Bill No. 5179 and asked the House to recede therefrom by voice vote.

MOTION

At 11:49 a.m., on motion of Senator Fain, the Senate was declared to be at ease subject to the call of the President.

The Senate was called to order at 3:16 p.m. by President Owen.

MESSAGE FROM THE HOUSE

April 21, 2015

Draft

MR. PRESIDENT:
The House concurred in the Senate amendments to the following bills and passed the bills as amended by the Senate:

SUBSTITUTE HOUSE BILL NO. 1068,
HOUSE BILL NO. 1392,
HOUSE BILL NO. 1620,
ENGROSSED HOUSE BILL NO. 1868,
HOUSE BILL NO. 2140.

and the same are herewith transmitted.

BARBARA BAKER, Chief Clerk

MESSAGE FROM THE HOUSE

April 16, 2015

MR. PRESIDENT:
The House refuses to concur in the Senate amendment(s) to SUBSTITUTE HOUSE BILL NO. 1088 and asks the Senate to recede therefrom.
and the same is herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

Senator Roach moved that the Senate recede from its position on Substitute House Bill No. 1088 and pass the bill without the Senate amendment(s).

The President declared the question before the Senate to be motion by Senator Roach that the Senate recede from its position on 1088-s and pass the bill without Senate amendment(s).

MOTION

On motion of Senator Habib, Senator Hargrove was excused.

The motion by Senator Roach carried and the Senate receded from its position on Substitute House Bill No. 1088 and passed the bill without the Senate amendment(s) by voice vote.

The President declared the question before the Senate to be the final passage of Substitute House Bill No. 1088 without the Senate amendment(s).

ROLL CALL

The Secretary called the roll on the final passage of Substitute House Bill No. 1088, without the Senate amendment(s), and the bill passed the Senate by the following vote: Yeas, 45; Nays, 3; Absent, 0; Excused, 1.

Voting yea: Senators Angel, Bailey, Baumgartner, Becker, Benton, Billig, Braun, Brown, Chase, Cleveland, Conway, Dammeier, Dansel, Darneille, Ericksen, Fain, Frockt, Habib, Hasegawa, Hatfield, Hewitt, Hill, Hobbs, Honeyford, Jayapal, Keiser, King, Kohl-Welles, Liias, Litzow, McAuliffe, Miloscia, Mullet, Nelson, O'Ban, Parlette, Pearson, Pedersen, Ranker, Rivers, Roach, Rolfes, Schoesler, Sheldon and Warnick

Voting nay: Senators Fraser, McCoy and Padden

Excused: Senator Hargrove

SUBSTITUTE HOUSE BILL NO. 1088, without the Senate amendment(s), having received the constitutional majority, was declared passed. There being no objection, the title of the bill was ordered to stand as the title of the act.

MESSAGE FROM THE HOUSE

April 16, 2015

MR. PRESIDENT:
The Speaker ruled that the Senate amendment(s) to SUBSTITUTE HOUSE BILL NO. 1283 to be beyond scope & object of the bill. The House refuses to concur in said amendment and asks the Senate to recede therefrom.
and the same is herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

Senator Benton moved that the Senate recede from its position on Substitute House Bill No. 1283 and pass the bill without the Senate amendment(s).

The President declared the question before the Senate to be motion by Senator Benton that the Senate recede from its position on 1283-s and pass the bill without Senate amendment(s).

The motion by Senator Benton carried and the Senate receded from its position on Substitute House Bill No. 1283 and passed the bill without the Senate amendment(s) by voice vote.

The President declared the question before the Senate to be the final passage of Substitute House Bill No. 1283 without the Senate amendment(s).

ROLL CALL

The Secretary called the roll on the final passage of Substitute House Bill No. 1283, without the Senate amendment(s), and the bill passed the Senate by the following vote: Yeas, 48; Nays, 0; Absent, 0; Excused, 1.

Voting yea: Senators Angel, Bailey, Baumgartner, Becker, Benton, Billig, Braun, Brown, Chase, Cleveland, Conway, Dammeier, Dansel, Darneille, Ericksen, Fain, Fraser, Frockt, Habib, Hasegawa, Hatfield, Hewitt, Hill, Hobbs, Honeyford, Jayapal, Keiser, King, Kohl-Welles, Liias, Litzow, McAuliffe, McCoy, Miloscia, Mullet, Nelson, O'Ban, Padden, Parlette, Pearson, Pedersen, Ranker, Rivers, Roach, Rolfes, Schoesler, Sheldon and Warnick

Excused: Senator Hargrove

SUBSTITUTE HOUSE BILL NO. 1283, without the Senate amendment(s), having received the constitutional majority, was declared passed. There being no objection, the title of the bill was ordered to stand as the title of the act.

MOTION

Senator Liias moved that the Senate refuse to concur in the House amendment(s) to Substitute Senate Bill No. 5870 and ask the House to recede therefrom.

PARLIAMENTARY INQUIRY

Senator Fain: "Is that bill before us at this moment?"

RULING BY THE PRESIDENT

President Owen: "Once again in order to expedite the procedure and not have to go and have you wait until we write this ruling up because it is somewhat of a precedence. The President is going to try to walk through this so bear with me. The question is whether the minority or a member can bring up a bill that is not either listed or brought up by the majority and the reason I say that is because historically and the tradition has been the majority determines which bills is going to be brought before us for consideration. That is understood and of course the

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minority or anybody can move to immediately consider a bill. This is a little different in that we're dealing with a message from the House so we have no precedence on this. We have had one situation where a person did make that motion, no one objected so the President brought it up for and had the message read which then it was defeated by the way. We have no rule on this, there is no rule written on this procedure so the President has historically done and I have rulings relative to this I rely on tradition. The tradition of the body is that the majority will bring up the bills and then we will deal with them and if the minority wishes to deal with a different bill or anybody, I keep saying minority but anybody but then you move to immediately consider. In this case since we did have a situation in the past where a motion was made to consider a message without a motion to immediately consider the President would recognize that motion unless there was an objection. If there is an objection there will be a vote to determine whether or not we immediately consider it. At this point Senator Liias has moved that we do not concur with the amendments to Substitute Senate Bill No. 5870 so unless there is an objection the President will have that message read."

Senator Schoesler objected to the motion by Senator Liias.

The President declared the question before the Senate to be the motion by Senator Liias that the Senate refuse to concur in the House amendment(s) to Substitute Senate Bill No. 5870 and ask the House to recede therefrom.

Senator Liias demanded a roll call.

The President declared that one-sixth of the members supported the demand and the demand was sustained.

Senator Schoesler spoke against the motion.

Senator Pedersen spoke in favor of the motion.

PARLIAMENTARY INQUIRY

Senator Keiser: "Yes. Mr. President, thank you. Are we voting on the motion to not concur?"

REPLY BY THE PRESIDENT

President Owen: "No, we are voting on the motion to bring it up and to consider that message from the House."

The President declared the question before the Senate to be the motion by Senator Liias that immediately consider the message from the House Substitute Senate Bill No. 5870.

The Secretary called the roll on the motion by Senator Liias and the motion failed by the following vote: Yeas, 22; Nays, 27; Absent, 0; Excused, 0.

Voting yea: Senators Billig, Chase, Cleveland, Conway, Darneille, Fraser, Frockt, Habib, Hasegawa, Hatfield, Hobbs, Jayapal, Keiser, Kohl-Welles, Liias, McAuliffe, McCoy, Mullet, Nelson, Pedersen, Ranker and Rolfes

Voting nay: Senators Angel, Bailey, Baumgartner, Becker, Benton, Braun, Brown, Dammeier, Dansel, Ericksen, Fain, Hargrove, Hewitt, Hill, Honeyford, King, Litzow, Miloscia, O'Ban, Padden, Parlette, Pearson, Rivers, Roach, Schoesler, Sheldon and Warnick

MESSAGE FROM THE HOUSE

April 16, 2015

MR. PRESIDENT:
The Speaker ruled that the Senate amendment(s) to SUBSTITUTE HOUSE BILL NO. 1316 to be beyond scope & object of the bill. The House refuses to concur in said amendment and asks the Senate to recede therefrom.
and the same is herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

Senator Padden moved that the Senate recede from its position on Substitute House Bill No. 1316 and pass the bill without the Senate amendment(s).

Senator Padden spoke in favor of the motion.

The President declared the question before the Senate to be motion by Senator Padden that the Senate recede from its position on 1316-s and pass the bill without Senate amendment(s).

The motion by Senator Padden carried and the Senate receded from its position on Substitute House Bill No. 1316 and passed the bill without the Senate amendment(s) by voice vote.

MOTION

On motion of Senator Ranker, Senator Hargrove was excused.

The President declared the question before the Senate to be the final passage of Substitute House Bill No. 1316 without the Senate amendment(s).

ROLL CALL

The Secretary called the roll on the final passage of Substitute House Bill No. 1316, without the Senate amendment(s), and the bill passed the Senate by the following vote: Yeas, 48; Nays, 0; Absent, 0; Excused, 1.

Voting yea: Senators Angel, Bailey, Baumgartner, Becker, Benton, Billig, Braun, Brown, Chase, Cleveland, Conway, Dammeier, Dansel, Darneille, Ericksen, Fain, Fraser, Frockt, Habib, Hasegawa, Hatfield, Hewitt, Hill, Hobbs, Honeyford, Jayapal, Keiser, King, Kohl-Welles, Liias, Litzow, McAuliffe, McCoy, Miloscia, Mullet, Nelson, O'Ban, Padden, Parlette, Pearson, Pedersen, Ranker, Rivers, Roach, Rolfes, Schoesler, Sheldon and Warnick

Excused: Senator Hargrove

SUBSTITUTE HOUSE BILL NO. 1316, without the Senate amendment(s), having received the constitutional majority, was declared passed. There being no objection, the title of the bill was ordered to stand as the title of the act.

MESSAGE FROM THE HOUSE

April 17, 2015

MR. PRESIDENT:
The Speaker ruled that the Senate amendment 1240-S AMS BENT S3009.2 #394 to SUBSTITUTE HOUSE BILL NO. 1240 to be beyond scope & object of the bill. The House refuses to concur in said amendment and asks the Senate to recede therefrom. The House did not consider amendment 1240-S AMS MCAU S2986.1 #371.
and the same is herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

draft

Senator McAuliffe moved that the Senate recede from its position in the Senate amendment(s) to Substitute House Bill No. 1240.

Senators McAuliffe and Benton spoke in favor of passage of the motion.

The President declared the question before the Senate to be motion by Senator McAuliffe that the Senate recede from its position in the Senate amendment(s) to Substitute House Bill No. 1240.

The motion by Senator McAuliffe carried and the Senate receded from its position in the Senate amendment(s) to Substitute House Bill No. 1240 by voice vote.

MOTION

On motion of Senator McAuliffe, the rules were suspended and Substitute House Bill No. 1240 was returned to second reading for the purposes of amendment.

SECOND READING

SUBSTITUTE HOUSE BILL NO. 1240, by House Committee on Education (originally sponsored by Representatives Pollet, Santos, S. Hunt, Orwall, Senn, Lytton, Robinson, Walsh, Griffey, Goodman, Buys and Tarleton)

Concerning restraint or isolation of students, including students with disabilities, in public schools.

The measure was read the second time.

MOTION

Senator McAuliffe moved that the following striking amendment by Senator Litzow and others be adopted:

Strike everything after the enacting clause and insert the following:

"NEW SECTION. **Sec. 1.** The legislature finds that there is no educational or therapeutic benefit to children from physically restraining or isolating them as part of their public school programs when not necessary for immediate safety. The use of seclusion or restraints in nonemergency situations poses significant physical and psychological danger to students and school staff. The legislature declares that it is the policy of the state of Washington to prohibit the planned use of aversive interventions, to promote positive interventions when a student with disabilities is determined to need specially designed instruction to address behavior, and to prohibit schools from physically restraining or isolating any student except when the student's behavior poses an imminent likelihood of serious harm to that student or another person.

Sec. 2. RCW 28A.155.020 and 2007 c 115 s 2 are each amended to read as follows:

There is established in the office of the superintendent of public instruction an administrative section or unit for the education of children with disabilities who require special education.

Students with disabilities are those children whether enrolled in school or not who through an evaluation process are determined eligible for special education due to a disability.

In accordance with part B of the federal individuals with disabilities education improvement act and any other federal or state laws relating to the provision of special education services, the superintendent of public instruction shall require each school district in the state to insure an appropriate educational opportunity for all children with disabilities between the ages of three and twenty-one, but when the twenty-first birthday occurs during the school year, the educational program may be continued until the end of that school year. The superintendent of public instruction, by rule, shall establish for the purpose of excess cost funding, as provided in RCW 28A.150.390, 28A.160.030, and 28A.155.010 through 28A.155.160, functional definitions of special education, the various types of disabling conditions, and eligibility criteria for special education programs for children with disabilities, including referral procedures, use of ((~~aversive~~)) positive behavior interventions, the education curriculum and statewide or district-wide assessments, parent and district requests for special education due process hearings, and procedural safeguards. For the purposes of RCW 28A.155.010 through 28A.155.160, an appropriate education is defined as an education directed to the unique needs, abilities, and limitations of the children with disabilities who are enrolled either full time or part time in a school district. School districts are strongly encouraged to provide parental training in the care and education of the children and to involve parents in the classroom.

Nothing in this section shall prohibit the establishment or continuation of existing cooperative programs between school districts or contracts with other agencies approved by the superintendent of public instruction, which can meet the obligations of school districts to provide education for children with disabilities, or prohibit the continuation of needed related services to school districts by the department of social and health services.

This section shall not be construed as in any way limiting the powers of local school districts set forth in RCW 28A.155.070.

Sec. 3. RCW 28A.600.485 and 2013 c 202 s 2 are each amended to read as follows:

(1) The definitions in this subsection apply throughout this section unless the context clearly requires otherwise.

(a) "Isolation" means ((~~excluding a student from his or her regular instructional area and~~)) restricting the student alone within a room or any other form of enclosure, from which the student may not leave. It does not include a student's voluntary use of a quiet space for self-calming, or temporary removal of a student from his or her regular instructional area to an unlocked area for purposes of carrying out an appropriate positive behavior intervention plan.

(b) "Restraint" means physical intervention or force used to control a student, including the use of a restraint device to restrict a student's freedom of movement. It does not include appropriate use of a prescribed medical, orthopedic, or therapeutic device when used as intended, such as to achieve proper body position, balance, or alignment, or to permit a student to safely participate in activities.

(c) "Restraint device" means a device used to assist in controlling a student, including but not limited to metal handcuffs, plastic ties, ankle restraints, leather cuffs, other hospital-type restraints, pepper spray, tasers, or batons. Restraint device does not mean a seat harness used to safely transport students. This section shall not be construed as encouraging the use of these devices.

(2) The provisions of this section apply ((~~only to any restraint of a student who has an individualized education program or plan developed under section 504 of the rehabilitation act of 1973 that results in a physical injury to a student or a staff member, any restraint of a student who has an individualized education program or plan developed under section 504 of the rehabilitation act of 1973, and any isolation of a student who has~~)) to all students, including those who have an individualized education program or plan developed under section 504 of the rehabilitation act of 1973. The provisions of this section apply

only to incidents of restraint or isolation that occur while a student ((~~who has an individualized education program or plan developed under section 504 of the rehabilitation act of 1973~~)) is participating in school-sponsored instruction or activities.

(3)(a) An individualized education program or plan developed under section 504 of the rehabilitation act of 1973 must not include the use of restraint or isolation as a planned behavior intervention unless a student's individual needs require more specific advanced educational planning and the student's parent or guardian agrees. All other plans may refer to the district policy developed under subsection (3)(b) of this section. Nothing in this section is intended to limit the provision of a free appropriate public education under Part B of the federal individuals with disabilities education improvement act or section 504 of the federal rehabilitation act of 1973.

(b) Restraint or isolation of any student is permitted only when reasonably necessary to control spontaneous behavior that poses an imminent likelihood of serious harm, as defined in RCW 70.96B.010. Restraint or isolation must be closely monitored to prevent harm to the student, and must be discontinued as soon as the likelihood of serious harm has dissipated. Each school district shall adopt a policy providing for the least amount of restraint or isolation appropriate to protect the safety of students and staff under such circumstances.

(4) Following the release of a student from the use of restraint or isolation, the school must implement follow-up procedures. These procedures must include: (a) Reviewing the incident with the student and the parent or guardian to address the behavior that precipitated the restraint or isolation and the appropriateness of the response; and (b) reviewing the incident with the staff member who administered the restraint or isolation to discuss whether proper procedures were followed and what training or support the staff member needs to help the student avoid similar incidents.

((~~(4)~~)) (5) Any school employee, resource officer, or school security officer who uses ((~~any chemical spray, mechanical~~)) isolation or restraint((~~, or physical force~~)) on a student during school-sponsored instruction or activities must inform the building administrator or building administrator's designee as soon as possible, and within two business days submit a written report of the incident to the district office. The written report ((~~should~~)) must include, at a minimum, the following information:

(a) The date and time of the incident;

(b) The name and job title of the individual who administered the restraint or isolation;

(c) A description of the activity that led to the restraint or isolation;

(d) The type of restraint or isolation used on the student, including the duration; ((~~and~~))

(e) Whether the student or staff was physically injured during the restraint or isolation incident and any medical care provided; and

(f) Any recommendations for changing the nature or amount of resources available to the student and staff members in order to avoid similar incidents.

((~~(5)~~)) (6) The principal or principal's designee must make a reasonable effort to verbally inform the student's parent or guardian within twenty-four hours of the incident, and must send written notification as soon as practical but postmarked no later than five business days after the restraint or isolation occurred. If the school or school district customarily provides the parent or guardian with school-related information in a language other than English, the written report under this section must be provided to the parent or guardian in that language.

(7)(a) Beginning January 1, 2016, and by January 1st annually, each school district shall summarize the written reports received under subsection (5) of this section and submit the summaries to the office of the superintendent of public instruction. For each school, the school district shall include the number of individual incidents of restraint and isolation, the number of students involved in the incidents, the number of injuries to students and staff, and the types of restraint or isolation used.

(b) No later than ninety days after receipt, the office of the superintendent of public instruction shall publish to its web site the data received by the districts. The office of the superintendent of public instruction may use this data to investigate the training, practices, and other efforts used by schools and districts to reduce the use of restraint and isolation."

Senator McAuliffe spoke in favor of adoption of the striking amendment.

The President declared the question before the Senate to be the adoption of the striking amendment by Senator Litzow and others to Substitute House Bill No. 1240.

The motion by Senator McAuliffe carried and the striking amendment was adopted by voice vote.

MOTION

There being no objection, the following title amendment was adopted:

On page 1, line 2 of the title, after "schools;" strike the remainder of the title and insert "amending RCW 28A.155.020 and 28A.600.485; and creating a new section."

MOTION

On motion of Senator McAuliffe, the rules were suspended, Substitute House Bill No. 1240 as amended by the Senate was advanced to third reading, the second reading considered the third and the bill was placed on final passage.

The President declared the question before the Senate to be the final passage of Substitute House Bill No. 1240 as amended by the Senate.

ROLL CALL

The Secretary called the roll on the final passage of Substitute House Bill No. 1240 as amended by the Senate and the bill passed the Senate by the following vote: Yeas, 48; Nays, 0; Absent, 0; Excused, 1.

Voting yea: Senators Angel, Bailey, Baumgartner, Becker, Benton, Billig, Braun, Brown, Chase, Cleveland, Conway, Dammeier, Dansel, Darneille, Ericksen, Fain, Fraser, Frockt, Habib, Hasegawa, Hatfield, Hewitt, Hill, Hobbs, Honeyford, Jayapal, Keiser, King, Kohl-Welles, Liias, Litzow, McAuliffe, McCoy, Miloscia, Mullet, Nelson, O'Ban, Padden, Parlette, Pearson, Pedersen, Ranker, Rivers, Roach, Rolfes, Schoesler, Sheldon and Warnick

Excused: Senator Hargrove

SUBSTITUTE HOUSE BILL NO. 1240 as amended by the Senate, having received the constitutional majority, was declared passed. There being no objection, the title of the bill was ordered to stand as the title of the act.

MESSAGE FROM THE HOUSE

April 16, 2015

draft

MR. PRESIDENT:
The House refuses to concur in the Senate amendment(s) to ENGROSSED SUBSTITUTE HOUSE BILL NO. 1671 and asks the Senate to recede therefrom.
and the same is herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

Senator Becker moved that the Senate recede from its position on the Senate amendments to House Bill No. 1671.

Senator Becker spoke in favor of the motion.

The President declared the question before the Senate to be motion by Senator Becker that the Senate recede from its position on the Senate amendments to House Bill No. 1671.

The motion by Senator Becker carried and the Senate receded from its amendments to House Bill No. 1671.

MOTION

On motion of Senator Becker, the rules were suspended and Engrossed Substitute House Bill No. 1671 was returned to second reading for the purposes of amendment.

SECOND READING

ENGROSSED SUBSTITUTE HOUSE BILL NO. 1671, by House Committee on Health Care & Wellness (originally sponsored by Representatives Walkinshaw, Griffey, Cody, Smith, Peterson, Magendanz, Riccelli, Stanford, Appleton, Robinson, Tharinger and Jinkins)

Increasing access to opioid antagonists to prevent opioid-related overdose deaths. Revised for 1st Substitute: Concerning access to opioid overdose medications.

The measure was read the second time.

MOTION

Senator Becker moved that the following striking amendment by Senators Becker and Parlette be adopted:

Strike everything after the enacting clause and insert the following:

"NEW SECTION. **Sec. 1.** (1) The legislature intends to reduce the number of lives lost to drug overdoses by encouraging the prescription, dispensing, and administration of opioid overdose medications.

(2) Overdoses of opioids, such as heroin and prescription painkillers, cause brain injury and death by slowing and eventually stopping a person's breathing. Since 2012, drug poisoning deaths in the United States have risen six percent, and deaths involving heroin have increased a staggering thirty-nine percent. In Washington state, the annual number of deaths involving heroin or prescription opiates increased from two hundred fifty-eight in 1995 to six hundred fifty-one in 2013. Over this period, a total of nine thousand four hundred thirty-nine people died from opioid-related drug overdoses. Opioid-related drug overdoses are a statewide phenomenon.

(3) When administered to a person experiencing an opioid-related drug overdose, an opioid overdose medication can save the person's life by restoring respiration. Increased access to opioid overdose medications reduced the time between when a victim is discovered and when he or she receives lifesaving assistance. Between 1996 and 2010, lay people across the country reversed over ten thousand overdoses.

(4) The legislature intends to increase access to opioid overdose medications by permitting health care practitioners to administer, prescribe, and dispense, directly or by collaborative drug therapy agreement or standing order, opioid overdose medication to any person who may be present at an overdose - law enforcement, emergency medical technicians, family members, or service providers - and to permit those individuals to possess and administer opioid overdose medications prescribed by an authorized health care provider.

NEW SECTION. **Sec. 2.** A new section is added to chapter 69.41 RCW to read as follows:

(1)(a) A practitioner may prescribe, dispense, distribute, and deliver an opioid overdose medication: (i) Directly to a person at risk of experiencing an opioid-related overdose; or (ii) by collaborative drug therapy agreement, standing order, or protocol to a first responder, family member, or other person or entity in a position to assist a person at risk of experiencing an opioid-related overdose. Any such prescription or protocol order is issued for a legitimate medical purpose in the usual course of professional practice.

(b) At the time of prescribing, dispensing, distributing, or delivering the opioid overdose medication, the practitioner shall inform the recipient that as soon as possible after administration of the opioid overdose medication, the person at risk of experiencing an opioid-related overdose should be transported to a hospital or a first responder should be summoned.

(2) A pharmacist may dispense an opioid overdose medication pursuant to a prescription issued in accordance with this section and may administer an opioid overdose medication to a person at risk of experiencing an opioid-related overdose. At the time of dispensing an opioid overdose medication, a pharmacist shall provide written instructions on the proper response to an opioid-related overdose, including instructions for seeking immediate medical attention. The instructions to seek immediate medication attention must be conspicuously displayed.

(3) Any person or entity may lawfully possess, store, deliver, distribute, or administer an opioid overdose medication pursuant to a prescription or order issued by a practitioner in accordance with this section.

(4) The following individuals, if acting in good faith and with reasonable care, are not subject to criminal or civil liability or disciplinary action under chapter 18.130 RCW for any actions authorized by this section or the outcomes of any actions authorized by this section:

(a) A practitioner who prescribes, dispenses, distributes, or delivers an opioid overdose medication pursuant to subsection (1) of this section;

(b) A pharmacist who dispenses an opioid overdose medication pursuant to subsection (2) of this section;

(c) A person who possesses, stores, distributes, or administers an opioid overdose medication pursuant to subsection (3) of this section.

(5) For purposes of this section, the following terms have the following meanings unless the context clearly requires otherwise:

(a) "First responder" means: (i) A career or volunteer firefighter, law enforcement officer, paramedic as defined in RCW 18.71.200, or first responder or emergency medical technician as defined in RCW 18.73.030; and (ii) an entity that employs or supervises an individual listed in (a)(i) of this subsection, including a volunteer fire department.

(b) "Opioid overdose medication" means any drug used to reverse an opioid overdose that binds to opioid receptors and blocks or inhibits the effects of opioids acting on those receptors.

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It does not include intentional administration via the intravenous route.

(c) "Opioid-related overdose" means a condition including, but not limited to, extreme physical illness, decreased level of consciousness, respiratory depression, coma, or death that: (i) Results from the consumption or use of an opioid or another substance with which an opioid was combined; or (ii) a lay person would reasonably believe to be an opioid-related overdose requiring medical assistance.

(d) "Practitioner" means a health care practitioner who is authorized under RCW 69.41.030 to prescribe legend drugs.

(e) "Standing order" or "protocol" means written or electronically recorded instructions, prepared by a prescriber, for distribution and administration of a drug by designated and trained staff or volunteers of an organization or entity, as well as other actions and interventions to be used upon the occurrence of clearly defined clinical events in order to improve patients' timely access to treatment.

Sec. 3. RCW 69.41.040 and 2003 c 53 s 324 are each amended to read as follows:

(1) A prescription, in order to be effective in legalizing the possession of legend drugs, must be issued for a legitimate medical purpose by one authorized to prescribe the use of such legend drugs. Except as provided in section 2 of this act, an order purporting to be a prescription issued to a drug abuser or habitual user of legend drugs, not in the course of professional treatment, is not a prescription within the meaning and intent of this section; and the person who knows or should know that he or she is filling such an order, as well as the person issuing it, may be charged with violation of this chapter. A legitimate medical purpose shall include use in the course of a bona fide research program in conjunction with a hospital or university.

(2) A violation of this section is a class B felony punishable according to chapter 9A.20 RCW.

Sec. 4. RCW 69.50.315 and 2010 c 9 s 2 are each amended to read as follows:

(1)((~~(a)~~)) A person acting in good faith who seeks medical assistance for someone experiencing a drug-related overdose shall not be charged or prosecuted for possession of a controlled substance pursuant to RCW 69.50.4013, or penalized under RCW 69.50.4014, if the evidence for the charge of possession of a controlled substance was obtained as a result of the person seeking medical assistance.

((~~(b) A person acting in good faith may receive a naloxone prescription, possess naloxone, and administer naloxone to an individual suffering from an apparent opiate-related overdose.~~))

(2) A person who experiences a drug-related overdose and is in need of medical assistance shall not be charged or prosecuted for possession of a controlled substance pursuant to RCW 69.50.4013, or penalized under RCW 69.50.4014, if the evidence for the charge of possession of a controlled substance was obtained as a result of the overdose and the need for medical assistance.

(3) The protection in this section from prosecution for possession crimes under RCW 69.50.4013 shall not be grounds for suppression of evidence in other criminal charges.

NEW SECTION. **Sec. 5.** RCW 18.130.345 (Naloxone—Administering, dispensing, prescribing, purchasing, acquisition, possession, or use—Opiate-related overdose) and 2010 c 9 s 3 are each repealed."

Senators Becker and Frockt spoke in favor of adoption of the striking amendment.

The President declared the question before the Senate to be the adoption of the striking amendment by Senators Becker and Parlette to Engrossed Substitute House Bill No. 1671.

The motion by Senator Becker carried and the striking amendment was adopted by voice vote.

MOTION

There being no objection, the following title amendment was adopted:

On page 1, line 2 of the title, after "deaths;" strike the remainder of the title and insert "amending RCW 69.41.040 and 69.50.315; adding a new section to chapter 69.41 RCW; creating a new section; and repealing RCW 18.130.345."

MOTION

On motion of Senator Becker, the rules were suspended, Engrossed Substitute House Bill No. 1671 as amended by the Senate was advanced to third reading, the second reading considered the third and the bill was placed on final passage.

The President declared the question before the Senate to be the final passage of Engrossed Substitute House Bill No. 1671 as amended by the Senate.

ROLL CALL

The Secretary called the roll on the final passage of Engrossed Substitute House Bill No. 1671 as amended by the Senate and the bill passed the Senate by the following vote: Yeas, 48; Nays, 0; Absent, 0; Excused, 1.

Voting yea: Senators Angel, Bailey, Baumgartner, Becker, Benton, Billig, Braun, Brown, Chase, Cleveland, Conway, Dammeier, Dansel, Darneille, Ericksen, Fain, Fraser, Frockt, Habib, Hasegawa, Hatfield, Hewitt, Hill, Hobbs, Honeyford, Jayapal, Keiser, King, Kohl-Welles, Liias, Litzow, McAuliffe, McCoy, Miloscia, Mullet, Nelson, O'Ban, Padden, Parlette, Pearson, Pedersen, Ranker, Rivers, Roach, Rolfes, Schoesler, Sheldon and Warnick

Excused: Senator Hargrove

ENGROSSED SUBSTITUTE HOUSE BILL NO. 1671 as amended by the Senate, having received the constitutional majority, was declared passed. There being no objection, the title of the bill was ordered to stand as the title of the act.

MESSAGE FROM THE HOUSE

April 14, 2015

MR. PRESIDENT:
The House passed ENGROSSED SECOND SUBSTITUTE SENATE BILL NO. 5269 with the following amendment(s): 5269-S2.E AMH APP H2638.1

Strike everything after the enacting clause and insert the following:

"NEW SECTION. **Sec. 1.** This act may be known and cited as Joel's Law.

NEW SECTION. **Sec. 2.** A new section is added to chapter 71.05 RCW to read as follows:

(1) If a designated mental health professional decides not to detain a person for evaluation and treatment under RCW 71.05.150 or 71.05.153 or forty-eight hours have elapsed since a designated mental health professional received a request for investigation and the designated mental health professional has not taken action to have the person detained, an immediate family

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member or guardian or conservator of the person may petition the superior court for the person's initial detention.

(2)(a) The petition must be submitted on forms developed by the administrative office of the courts for this purpose. The petition must be accompanied by a sworn declaration from the petitioner, and other witnesses if desired, describing why the person should be detained for evaluation and treatment. The description of why the person should be detained may contain, but is not limited to, the information identified in RCW 71.05.212.

(b) The petition must contain:

(i) A description of the relationship between the petitioner and the person; and

(ii) The date on which an investigation was requested from the designated mental health professional.

(3) The court shall, within one judicial day, review the petition to determine whether the petition raises sufficient evidence to support the allegation. If the court so finds, it shall provide a copy of the petition to the designated mental health professional agency with an order for the agency to provide the court, within one judicial day, with a written sworn statement describing the basis for the decision not to seek initial detention and a copy of all information collected during the investigation.

(4) Following the filing of the petition and before the court reaches a decision, any person, including a mental health professional, may submit a sworn declaration to the court in support of or in opposition to initial detention.

(5) The court shall dismiss the petition at any time if it finds that a designated mental health professional has filed a petition for the person's initial detention under RCW 71.05.150 or 71.05.153 or that the person has voluntarily accepted appropriate treatment.

(6) The court must issue a final ruling on the petition within five judicial days after it is filed. After reviewing all of the information provided to the court, the court may enter an order for initial detention if the court finds that: (a) There is probable cause to support a petition for detention; and (b) the person has refused or failed to accept appropriate evaluation and treatment voluntarily. The court shall transmit its final decision to the petitioner.

(7) If the court enters an order for initial detention, it shall provide the order to the designated mental health professional agency, which shall execute the order without delay. An order for initial detention under this section expires one hundred eighty days from issuance.

(8) Except as otherwise expressly stated in this chapter, all procedures must be followed as if the order had been entered under RCW 71.05.150. RCW 71.05.160 does not apply if detention was initiated under the process set forth in this section.

(9) For purposes of this section, "immediate family member" means a spouse, domestic partner, child, stepchild, parent, stepparent, grandparent, or sibling.

NEW SECTION. **Sec. 3.** A new section is added to chapter 71.05 RCW to read as follows:

(1) The department and each regional support network or agency employing designated mental health professionals shall publish information in an easily accessible format describing the process for an immediate family member, guardian, or conservator to petition for court review of a detention decision under section 2 of this act.

(2) A designated mental health professional or designated mental health professional agency that receives a request for investigation for possible detention under this chapter must inquire whether the request comes from an immediate family member, guardian, or conservator who would be eligible to petition under section 2 of this act. If the designated mental health professional decides not to detain the person for evaluation and treatment under RCW 71.05.150 or 71.05.153 or forty-eight hours have elapsed since the request for investigation was received and the designated mental health professional has not taken action to have the person detained, the designated mental health professional or designated mental health professional agency must inform the immediate family member, guardian, or conservator who made the request for investigation about the process to petition for court review under section 2 of this act.

Sec. 4. RCW 71.05.130 and 1998 c 297 s 7 are each amended to read as follows:

In any judicial proceeding for involuntary commitment or detention except under section 2 of this act, or in any proceeding challenging ((~~such~~)) involuntary commitment or detention, the prosecuting attorney for the county in which the proceeding was initiated shall represent the individuals or agencies petitioning for commitment or detention and shall defend all challenges to such commitment or detention((~~: PROVIDED~~)), except that the attorney general shall represent and provide legal services and advice to state hospitals or institutions with regard to all provisions of and proceedings under this chapter ((~~except in~~)) other than proceedings initiated by such hospitals and institutions seeking fourteen day detention."

Correct the title.

and the same are herewith transmitted.

BARBARA BAKER, Chief Clerk

MOTION

Senator O'Ban moved that the Senate refuse to concur in the House amendment(s) to Engrossed Second Substitute Senate Bill No. 5269 and ask the House to recede therefrom.

Senator O'Ban spoke in favor of the motion.

The President declared the question before the Senate to be the motion by Senator O'Ban that the Senate refuse to concur in the House amendment(s) to Engrossed Second Substitute Senate Bill No. 5269 and ask the House to recede therefrom.

The motion by Senator O'Ban carried and the Senate refused to concur in the House amendment(s) to Engrossed Second Substitute Senate Bill No. 5269 and asked the House to recede therefrom by voice vote.

MOTION

At 4:08 p.m., on motion of Senator Fain, the Senate adjourned until 10:00 a.m. Wednesday, April 22, 2015.

BRAD OWEN, President of the Senate

HUNTER G. GOODMAN, Secretary of the Senate

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