

CHAPTER 21
[House Bill No. 55]
DRIVER'S LICENSES--
ADMINISTRATIVE PROCEDURE ACT

AN ACT Relating to administrative procedures; amending section 15, chapter 234, Laws of 1959 as last amended by section 1, chapter 71, Laws of 1967 ex. sess. and RCW 34.04.150; and declaring an emergency.

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

Section 1. Section 15, chapter 234, Laws of 1959 as last amended by section 1, chapter 71, Laws of 1967 ex. sess. and RCW 34.04.150 are each amended to read as follows:

This chapter shall not apply to the state militia, or the board of prison terms and paroles. The provisions of RCW 34.04.090 through 34.04.130 shall not apply to the board of industrial insurance appeals or the board of tax appeals unless an election is made pursuant to RCW 82.03.140 or 82.03.190. The provisions of RCW 34.04.090 through 34.04.130 and the provisions of RCW 34.04.170 shall not apply to the denial, suspension or revocation of a driver's license by the department of motor vehicles. All other agencies, whether or not formerly specifically excluded from the provisions of all or any part of the administrative procedure act, shall be subject to the entire act.

NEW SECTION. Sec. 2. This act is necessary for the immediate preservation of the public peace, health and safety, the support of the state government and its existing public institutions, and shall take effect immediately.

Passed the House February 16, 1971.

Passed the Senate March 6, 1971.

Approved by the Governor March 22, 1971.

Filed in Office of Secretary of State March 22, 1971.

CHAPTER 22
[House Bill No. 220]
FOREIGN CORPORATIONS--
CERTIFICATES--
REGISTERED OFFICE, REGISTERED AGENT

AN ACT Relating to foreign corporations; amending section 113, chapter 53, Laws of 1965 and RCW 23A.32.050; amending section 114, chapter 53, Laws of 1965 and RCW 23A.32.060; and amending

section 116, chapter 53, Laws of 1965 and RCW 23A.32.080.

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

Section 1. Section 113, chapter 53, Laws of 1965 and RCW 23A.32.050 are each amended to read as follows:

A foreign corporation, in order to procure a certificate of authority to transact business in this state, shall make application therefor 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 does not contain the word "corporation", "company", "incorporated", or "limited", or does not contain an abbreviation of one of such words, then the name of the corporation with the word or abbreviation which it elects to add thereto 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 in the state or country under the laws of which it is incorporated.

(5) The purpose or purposes of the corporation which it proposes to pursue in the transaction of business in this state.

(6) The names and respective addresses of the (~~directors and officers~~) president and secretary of the corporation.

(7) A statement of the aggregate number of shares which the corporation has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class.

(8) (~~A statement of the aggregate number of issued shares itemized by classes, par value of shares, shares without par value, and series, if any, within a class.~~

~~(9) A statement, expressed in dollars, of the amount of stated capital of the corporation, as defined in this title.~~

~~(10) An estimate, expressed in dollars, of the value of all property to be owned by the corporation for the following year, wherever located, and an estimate of the value of the property of the corporation to be located within this state during such year, and an estimate, expressed in dollars, of the gross amount of business which will be transacted by the corporation during such year, and an estimate of the gross amount thereof which will be transacted by the corporation at or from places of business in this state during such year.)~~ 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.

((4)) (9) 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 transact business in this state and to determine and assess the fees payable as in this title prescribed.

Such application shall be made on forms prescribed and furnished by the secretary of state and shall be executed in duplicate by the corporation by its president or a vice-president and by its secretary or an assistant secretary, and verified by one of the officers signing such application.

Such application shall be accompanied by a ((certified copy of the foreign corporation's charter, articles of incorporation, memorandum of association, or certificate of incorporation, and a certified copy of each and all of the amendments or supplements to such charter, articles, memorandum or certificate and a certified copy of each of its certificates of increase or decrease of its authorized shares, each of said instruments to be certified to by the officer who is the custodian of the same according to the laws of such foreign governmental authority:

If under the laws of the place where the corporation is incorporated, restated, consolidated or composite articles of incorporation have the same effect as the original articles of incorporation and all amendments and supplements thereto, then a foreign corporation may, in lieu thereof, file restated, consolidated or composite articles of incorporation duly authenticated by the officer who is the custodian of the same according to the laws of the place of its incorporation or the officer who is authorized to issue the restated, consolidated or composite articles of incorporation) certificate of good standing to be certified to by the proper officer of the state or country under the laws of which it is incorporated.

Sec. 2. Section 114, chapter 53, Laws of 1965 and RCW 23A.32.060 are each amended to read as follows:

Duplicate originals of the application of the corporation for a certificate of authority shall be delivered to the secretary of state, together with a copy of ((its articles of incorporation and all amendments thereto) the certificate of good standing, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

If the secretary of state finds that such application conforms to law, he shall, when all fees have been paid as in this title prescribed:

(1) Endorse on each of such documents the word "Filed", and the month, day and year of the filing thereof.

(2) File in his office one of such duplicate originals of the application and the copy of the articles of incorporation and amendments thereto.

(3) Issue a certificate of authority to transact business in

this state to which he shall affix the other duplicate original application.

The certificate of authority, together with the duplicate original of the application affixed thereto by the secretary of state, shall be returned to the corporation or its representative.

Sec. 3. Section 116, chapter 53, Laws of 1965 and RCW 23A.32.080 are each amended to read as follows:

Each foreign corporation authorized to transact 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 place of business in this state.

(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, or a foreign corporation authorized to transact business in this state, having a business office identical with such registered office. ((The corporation appointing such resident agent shall file a certificate of such appointment with the appointee's name and business address contained therein in the office of the secretary of state.))

Passed the House February 9, 1971.

Passed the Senate March 8, 1971.

Approved by the Governor March 22, 1971.

Filed in Office of Secretary of State March 22, 1971

CHAPTER 23

[Engrossed House Bill No. 206]

UNIFORM COMMERCIAL CODE--

BULK TRANSFERS

AN ACT Relating to bulk transfers under the Uniform Commercial Code; and amending section 6-105, chapter 157, Laws of 1965 ex. sess. and RCW 62A.6-105.

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

Section 1. Section 6-105, chapter 157, Laws of 1965 ex. sess. and RCW 62A.6-105 are each amended to read as follows:

In addition to the requirements of the preceding section, any bulk transfer subject to this Article except:

(1) One made by auction sale (RCW 62A.6-108), or

(2) If the sale proceeds are impounded in gross in the hands of a bank or licensed escrow agent or attorney, to be held until directed by the transferee for application under section 6-106, and in any event so to be held in escrow for not less than thirty days following the date of giving of notice under section 6-107,