

CHAPTER 249.

[ S. B. 242. ]

NON-PROFIT CORPORATIONS.

AN ACT relating to the organization and powers of corporations other than those formed for the purpose of profit; amending sections 5, 7, and 12, chapter 134, Laws of 1907 (secs. 3888 to 3900, Rem. Rev. Stat.; secs. 467-1 to 467-25, PPC) and adding sections 14, 15, 16, and 17 to said chapter to provide for amendments to articles of incorporation, the payment of filing fees, and the extension of the term of existence and reinstatement of corporations.

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

SECTION 1. Section 5, chapter 134, Laws of 1907 (sec. 3892, Rem. Rev. Stat.; sec. 467-9, PPC) is amended to read as follows:

May be formed by five or more.

Section 5. Not less than five individuals, co-partnerships, or corporations shall be required to form a corporation hereunder. Articles of incorporation shall be prepared, executed and acknowledged in triplicate; one copy shall be filed in the office of the Secretary of State, another in the office of the County Auditor of the county in which the principal place of business of the corporation is located, and the third retained in the possession of the corporation. Such articles shall state the name of the corporation, the purposes for which it is formed, the place where its principal place of business will be, its duration, the number of the trustees thereof, and the names of the trustees who shall manage the affairs of the corporation for such length of time, not less than two months, nor more than six months, as may be designated in such articles, until the trustees shall be elected by the members. The formation of the corporation shall be complete upon the filing of the articles as herein provided.

Articles.

Filing.

Contents.

SEC. 2. Section 7, chapter 134, Laws of 1907 (sec. 3894, Rem. Rev. Stat.; sec. 467-13, PPC) is amended to read as follows:

Section 7. Corporations formed under this act shall have power of succession by their corporate name for the time specified in their respective articles of incorporation or, if no such time of existence is specified, then perpetually, and in such name may sue and be sued in any Court, may make and use a common seal and alter the same at pleasure, may receive gifts and devises, may purchase, hold and convey real and personal property, as the purposes of the corporation may require, may appoint such subordinate agents or officers as the business may require, may demand assessments of members and sell or forfeit their interests in the corporation for default with respect to any lawful provision of the by-laws, may enter into any lawful contracts and incur obligations essential to the transaction of its affairs for the purpose for which it was formed, may borrow money and issue notes, bills or evidence of indebtedness, and may mortgage its property to secure the same as its by-laws may provide, and, generally, may do all things necessary or proper to carry out the purpose of its creation.

Corporate powers.

SEC. 3. Section 12, chapter 134, Laws of 1907 (sec. 3899, Rem. Rev. Stat.; sec. 467-23, PPC) is amended to read as follows:

Section 12. Any corporation heretofore formed under any law of this State, the purpose or purposes for the creation of which is such that it might have been formed and carry on business hereunder, may avail itself of the privileges and incur the liabilities prescribed by this act upon a majority vote of all the members to the effect that it desires to reorganize hereunder, the result of such vote to be evidenced by a certificate executed by the president and secretary under the seal of the cor-

Corporations may reorganize hereunder.

Method.

poration and filed in the office of the Secretary of State and of the County Auditor of the county where the principal place of business of the corporation is located. Upon the filing of such certificate it shall be endowed with all the privileges and affected by all the liabilities prescribed hereunder.

SEC. 4. Chapter 134, Laws of 1907 (secs. 3888 to 3900, Rem. Rev. Stat.; secs. 467-1 to 467-25, PPC) is amended by adding thereto a new section, to be designated as section 14, immediately following section 13, which shall read as follows:

Changes in name and corporate structure.

Section 14. Any corporation formed under this act may, by the affirmative vote of a majority of its members, amend its articles of incorporation so as to change its name, its purposes, the place where its principal place of business will be, the number of its trustees, the duration of its existence, or in any other manner not inconsistent with the provisions of this act.

SEC. 5. Chapter 134, Laws of 1907 (secs. 3888 to 3900, Rem. Rev. Stat.; secs. 467-1 to 467-25, PPC) is amended by adding thereto a new section, to be designated as section 15, immediately following the new section 14, which shall read as follows:

Amendments.

Section 15. (1) After an amendment has been adopted, articles of amendment shall be prepared in triplicate originals, setting forth the amendment and the adoption thereof, and shall be signed and sworn to by the president or vice president and the treasurer or secretary or assistant secretary.

Filing with Secretary of State.

(2) The triplicate originals of 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, he shall put an endorsement of his approval on each set; and when the fees therefor have been paid, as required by law, he shall file one of such sets in his office

Approval.

and record the same and shall issue a certificate of amendment. Thereupon, the amendment shall become effective.

(3) The certificate of amendment, together with the two remaining sets of articles of amendment bearing the endorsement of the fact and time of filing in the office of the Secretary of State, shall be returned to the corporation. One of the sets of articles of amendment shall be filed in the office of the auditor of the county in which the principal place of business of the corporation is located and the other shall be retained by the corporation.

Return to  
Corporation.

Filing with  
County  
Auditor.

SEC. 6. Chapter 134, Laws of 1907 (secs. 3888 to 3900, Rem. Rev. Stat.; secs. 467-1 to 467-25, PPC) is amended by adding a new section, to be designated as section 16, immediately following the new section 15, which shall read as follows:

Section 16. If the term of existence of a corporation formed under this act or which has availed itself of the privileges provided by this act has expired or should expire at any time, it may make an application for reinstatement to the Secretary of State within ten years after such expiration. The application shall be accompanied by an amendment to the articles of incorporation, stating the new term of existence of the corporation as extended, together with a reinstatement fee of twenty-five dollars (\$25), which shall be paid in addition to the fee required for filing the amendment to its articles of incorporation. The applicant shall thereupon be reinstated unless its name was given to another corporation within this state during the period subsequent to the expiration of the term of existence of the applicant under its former articles of incorporation.

Application  
for reinstatement  
on  
expiration  
of term.

Fee.

SEC. 7. Chapter 134, Laws of 1907 (secs. 3888 to 3900, Rem. Rev. Stat.; secs. 467-1 to 467-25, PPC) is amended by adding thereto a new section to be

designated as section 17, immediately following the new section 16, which shall read as follows:

Reinstatement.

Section 17. Upon reinstatement of a corporation the Secretary of State shall enter upon his records a notation that such corporation is reinstated, and it shall thereupon be reinstated as of the date on which its term of existence expired; and such corporation shall have the right to sue and shall enjoy the same rights and powers as if its term of existence had been continuous or its term of existence had been extended before the expiration of its stated term of existence, and all things done by it in the exercise of its corporate powers before such reinstatement shall be valid acts of the corporation.

Passed the Senate February 27, 1947.

Passed the House March 9, 1947.

Approved by the Governor March 20, 1947.

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CHAPTER 250.

[ S. B. 248. ]

WASHINGTON STATE PATROL RETIREMENT SYSTEM.

AN Act providing for the Washington State Patrol Retirement System; creating a retirement board and prescribing its powers and duties; establishing certain funds in connection therewith; requiring contributions thereto by commissioned members of the Washington State Patrol and the state; making an appropriation therefor; and providing penalties.

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

Definitions.

SECTION 1. The following words or phrases as used in this act, unless a definite meaning is plainly required by the context, shall have the following meanings:

"Retirement System."

(a) "Retirement System" shall mean the Washington State Patrol Retirement System as used in this act.