

(b) The right to the full enjoyment of any of the accommodations, advantages, facilities, or privileges of any place of public resort, accommodation, assemblage, or amusement;

(c) The right to engage in real estate transactions without discrimination;

(d) The right to engage in credit transactions without discrimination;

(e) The right to engage in insurance transactions without discrimination: **PROVIDED HOWEVER**, That different insurance rates may be continued and/or applied on the basis of sex when bona fide statistical differences in risk or exposure are substantiated; and

(f) The right to engage in commerce free from any discriminatory boycotts or blacklists. Discriminatory boycotts or blacklists for purposes of this section shall be defined as the formation or execution of any express or implied agreement, understanding, policy or contractual arrangement for economic benefit between any persons which is not specifically authorized by the laws of the United States and which is required or imposed, either directly or indirectly, overtly or covertly, by a foreign government or foreign person in order to restrict, condition, prohibit, or interfere with or in order to exclude any person or persons from any business relationship on the basis of race, color, creed, religion, sex, national origin or lawful business relationship: PROVIDED HOWEVER, That nothing herein contained shall prohibit the use of boycotts as authorized by law pertaining to labor disputes and unfair labor practices.

(2) Any person deeming himself injured by any act in violation of this chapter shall have a civil action in a court of competent jurisdiction to enjoin further violations, to recover the actual damages sustained by him, or both, together with the cost of suit including a reasonable attorney's fees or any other remedy authorized by this chapter or the United States Civil Rights Act of 1964; and

(3) Notwithstanding any other provisions of this chapter, any act prohibited by this chapter related to sex discrimination or discriminatory boycotts or blacklists which is committed in the course of trade or commerce in the state of Washington as defined in the Consumer Protection Act, chapter 19.86 RCW, shall be deemed an unfair practice within the meaning of RCW 19.86.020 and 19.86.030 and subject to all the provisions of chapter 19.86 RCW as now or hereafter amended.

Passed the House May 27, 1977.

Passed the Senate May 25, 1977.

Approved by the Governor June 8, 1977.

Filed in Office of Secretary of State June 8, 1977.

CHAPTER 193

[House Bill No. 842]

BUSINESS CORPORATIONS

AN ACT Relating to business corporations; amending section 13, chapter 53, Laws of 1965 as amended by section 1, chapter 190, Laws of 1967 and RCW 23A.08.100; amending section 16, chapter 53, Laws of 1965 as amended by section 5, chapter 264, Laws of 1975 1st ex. sess and RCW 23A.08.130; amending section 51, chapter 53, Laws of 1965 as last amended by section 1, chapter 71, Laws of 1973 and RCW 23A.08.480; amending section 56, chapter 53, Laws of 1965 and RCW 23A.12.030; amending section 63, chapter 53, Laws of 1965 and RCW 23A.16.040; amending section 64, chapter 53, Laws of 1965 as amended by section 4, chapter 190, Laws of 1967 and RCW 23A.16.050; amending section 66, chapter 53, Laws of 1965 as amended by section 5, chapter 190,

Laws of 1967 and RCW 23A.16.070; amending section 67, chapter 53, Laws of 1965 and RCW 23A.16.080; amending section 69, chapter 53, Laws of 1965 and RCW 23A.16.100; amending section 70, chapter 53, Laws of 1965 and RCW 23A.16.110; amending section 71, chapter 53, Laws of 1965 and RCW 23A.16.120; amending section 76, chapter 53, Laws of 1965 and RCW 23A.20.040; amending section 77, chapter 53, Laws of 1965 as amended by section 4, chapter 38, Laws of 1971 ex. sess. and RCW 23A.20.050; amending section 84, chapter 53, Laws of 1965 and RCW 23A.28.010; amending section 85, chapter 53, Laws of 1965 and RCW 23A.28.020; amending section 86, chapter 53, Laws of 1965 and RCW 23A.28.030; amending section 87, chapter 53, Laws of 1965 and RCW 23A.28.040; amending section 90, chapter 53, Laws of 1965 and RCW 23A.28.070; amending section 91, chapter 53, Laws of 1965 and RCW 23A.28.080; amending section 92, chapter 53, Laws of 1965 and RCW 23A.28.090; amending section 94, chapter 53, Laws of 1965 and RCW 23A.28.110; amending section 95, chapter 53, Laws of 1965 and RCW 23A.28.120; amending section 137, chapter 53, Laws of 1965 and RCW 23A.40.040; and declaring an emergency.

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

Section 1. Section 13, chapter 53, Laws of 1965 as amended by section 1, chapter 190, Laws of 1967 and RCW 23A.08.100 are each amended to read as follows:

A corporation may change its registered office or change its registered agent or both, by executing and filing in the manner hereinafter provided a statement setting forth:

- (1) The name of the corporation.
- (2) The address of its then registered office.
- (3) If the address of its registered office be changed, the address to which the registered office is to be changed.
- (4) The name of its then registered agent.
- (5) If its registered agent be changed, the name of its successor registered agent.
- (6) That the address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
- (7) That such change was authorized by resolution duly adopted by its board of directors.
- (8) The date such change is to become effective.

Such statement shall be executed in ~~((triplicate))~~ duplicate by the corporation by its president or a vice-president, and verified by him and delivered to the secretary of state on or before the date such change is to become effective. If the secretary of state finds that such statement conforms to the provisions of this title he shall endorse on each of such ~~((triplicate))~~ duplicate originals the word "Filed," and the month, day, and year of the filing thereof, file one original in his office, and return the other ~~((two))~~ original~~((s))~~ to the corporation or its representative.

~~((On or before the day when such change is to become effective an original of such statement shall be filed with the auditor of the county in which the registered office is then located, and, if the registered office is to be moved to another county, an original of such statement, together with a certified copy of the corporation's articles of incorporation and all amendments thereto, shall also be filed with the auditor of such other county.))~~

Any registered agent of a corporation may resign as such agent upon filing a written notice thereof, executed in ~~((triplicate))~~ duplicate, with the secretary of state, who shall forthwith mail one copy thereof to the ~~((auditor of the county in which the registered office is then located, and one copy to the))~~ corporation ~~((at its~~

~~registered office~~) or its representative. The appointment of such agent shall terminate upon the expiration of thirty days after receipt of such notice by the secretary of state.

Sec. 2. Section 16, chapter 53, Laws of 1965 as amended by section 5, chapter 264, Laws of 1975 1st ex. sess and RCW 23A.08.130 are each amended to read as follows:

(1) If the articles of incorporation so provide, the shares of any preferred or special class may be divided into and issued in series. If the shares of any such class are to be issued in series, then each series shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. Any or all of the series of any such class and the variations in the relative rights and preferences as between different series may be fixed and determined by the articles of incorporation, but all shares of the same class shall be identical except as to the following relative rights and preferences, as to which there may be variations between different series:

- (a) The rate of dividend.
- (b) Whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption.
- (c) The amount payable upon shares in event of voluntary and involuntary liquidation.
- (d) Sinking fund provisions, if any, for the redemption or purchase of shares.
- (e) The terms and conditions, if any, on which shares may be converted.
- (f) Voting rights, if any.

(2) If the articles of incorporation shall expressly vest authority in the board of directors, then, to the extent that the articles of incorporation shall not have established series and fixed and determined the variations in the relative rights and preferences as between series, the board of directors shall have authority to divide any or all of such classes into series and, within the limitations set forth in this section and in the articles of incorporation, fix and determine the relative rights and preferences of the shares of any series so established.

(3) In order for the board of directors to establish a series, where authority so to do is contained in the articles of incorporation, the board of directors shall adopt a resolution setting forth the designation of the series and fixing and determining the relative rights and preferences thereof, or so much thereof as shall not be fixed and determined by the articles of incorporation.

(4) Prior to the issue of any shares of a series established by resolution adopted by the board of directors, the corporation shall file and execute in the manner hereinafter provided a statement setting forth:

- (a) The name of the corporation.
- (b) A copy of the resolution establishing and designating the series, and fixing and determining the relative rights and preferences thereof.
- (c) The date of adoption of such resolution.
- (d) That such resolution was duly adopted by the board of directors.

(5) Such statement shall be executed in ~~((triplicate))~~ 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 statement, and shall be

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

(a) Endorse on each of such ~~((triplicate))~~ duplicate originals the word "Filed," and the month, day, and year of the filing thereof.

(b) File one of such originals in his office.

(c) Return the other ~~((two such))~~ original~~((s))~~ to the corporation or its representative.

~~(6) ((One of such other originals shall then be filed in the office of the auditor of the county in which the registered office of the corporation is located and the other shall be retained by the corporation.~~

~~(7))~~ Upon the filing of such statement by the secretary of state, the resolution establishing and designating the series and fixing and determining the relative rights and preferences thereof shall become effective and shall constitute an amendment of the articles of incorporation.

Sec. 3. Section 51, chapter 53, Laws of 1965 as last amended by section 1, chapter 71, Laws of 1973 and RCW 23A.08.480 are each amended to read as follows:

(1) Every corporation hereafter organized under this title and any foreign corporation authorized to do business in the state of Washington, shall (a) within thirty days after ~~((it shall have filed its articles))~~ issuance of its certificate of incorporation ~~((with the county auditor of the county in which the corporation has its registered office)),~~ or (b) within thirty days of the issuance of its certificate of authority, file an annual report with the ~~((officials and))~~ secretary of state containing the information described in subsections (2)(a) through (2)(d) of this section.

(2) In addition, every corporation heretofore or hereafter organized under the laws of the territory or state of Washington and any foreign corporation authorized to do business in Washington shall at the time it is required to pay its annual license fee and at such additional times as it may elect, file with the secretary of state ~~((and with the county auditor of the county in which said corporation has its registered office))~~ an annual report, sworn to by its president and attested by its secretary, containing, as of the date of execution of the report:

(a) The name of the corporation and the state or country under the laws of which it is incorporated.

(b) 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 in the state or country under the laws of which it is incorporated.

(c) 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.

(d) The names and respective addresses of the directors and officers of the corporation.

(3) The secretary of state shall file such annual report in his office for the fee of two dollars. If any corporation shall fail to comply with the foregoing provisions of this section and more than one year shall have elapsed from the date of the filing of the last report, service of process against such corporation may be made by serving duplicate copies upon the secretary of state. Upon such service being made, the

secretary of state shall forthwith mail one of such duplicate copies of such process to such corporation at its registered office or its last known address, as shown by the records of his office.

(4) For every violation of this section there shall become due and owing to the state of Washington the sum of five dollars which sum shall be collected by the secretary of state.

Sec. 4. Section 56, chapter 53, Laws of 1965 and RCW 23A.12.030 are each amended to read as follows:

~~((TriPLICATE))~~ Duplicate originals of 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, he shall, when all the fees have been paid as in this title described:

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

(2) File one of such originals in his office.

(3) Issue a certificate of incorporation to which he shall affix ~~((one of such))~~ the other original(s).

The certificate of incorporation together with the original of the articles of incorporation affixed thereto by the secretary of state ~~((, and the other remaining original))~~ shall be returned to the incorporators or their representative. ~~((Such remaining original shall then be filed in the office of the county auditor of the county in which the registered office is situated. The original affixed to the certificate of incorporation shall be retained by the corporation.))~~

Sec. 5. Section 63, chapter 53, Laws of 1965 and RCW 23A.16.040 are each amended to read as follows:

The articles of amendment shall be executed in ~~((triplicate))~~ 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 articles, and shall set forth:

(1) The name of the corporation.

(2) The amendment so adopted.

(3) The date of the adoption of the amendment by the shareholders.

(4) The number of shares outstanding, and the number of shares entitled to vote thereon, and if the shares of any class are entitled to vote thereon as a class, the designation and number of outstanding shares entitled to vote thereon of each such class.

(5) The number of shares voted for and against such amendment, respectively, and, if the shares of any class are entitled to vote thereon as a class, the number of shares of each such class voted for and against such amendment, respectively.

(6) If such amendment provides for an exchange, reclassification, or cancellation of issued shares, and if the manner in which the same shall be effected is not set forth in the amendment, then a statement of the manner in which the same shall be effected.

(7) If such amendment effects a change in the amount of stated capital, then a statement of the manner in which the same is effected and a statement, expressed in dollars, of the amount of stated capital as changed by such amendment.

Sec. 6. Section 64, chapter 53, Laws of 1965 as amended by section 4, chapter 190, Laws of 1967 and RCW 23A.16.050 are each amended to read as follows:

~~((TriPLICATE))~~ Duplicate 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, when all fees have been paid as in this title prescribed:

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

(2) File one of such originals in his office.

(3) Issue a certificate of amendment to which he shall affix ~~((one of such))~~ the other original(s).

The certificate of amendment, together with the original of the articles of amendment affixed thereto by the secretary of state, ~~((and the other remaining original;))~~ shall be returned to the corporation or its representative. ~~((Such remaining original shall then be filed in the office of the county auditor of the county in which the registered office of the corporation is situated. The original affixed to the certificate of amendment shall be retained by the corporation.))~~

Sec. 7. Section 66, chapter 53, Laws of 1965 as amended by section 5, chapter 190, Laws of 1967 and RCW 23A.16.070 are each amended to read as follows:

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

(2) The restated articles of incorporation shall not alter or amend the original articles or any amendment thereto in any substantive respect and shall contain all the statements required by this title to be included in the original articles of incorporation, except that in lieu of setting forth the names and addresses of the first board of directors, the restated articles shall set forth the names and addresses of the directors in office at the time of the adoption of the restated articles; and no statement need be made with respect to the names and addresses of the incorporators or shares subscribed by them.

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

(4) ~~((TriPLICATE))~~ Duplicate originals of the restated articles of incorporation shall be delivered to the secretary of state. If the secretary of state finds that the restated articles of incorporation conform to law, he shall, when all fees have been paid as in this title prescribed:

(a) Endorse on each of such ~~((triplicate))~~ duplicate originals the word "Filed," and the month, day, and year of the filing thereof.

(b) File one of such originals in his office.

(c) Issue a certificate of restated articles of incorporation to which he shall affix ~~((one of such))~~ the other original~~(s))~~.

Thereupon the restated articles of incorporation shall become effective.

(5) The certificate of restated articles of incorporation, together with the original of restated articles of incorporation affixed thereto by the secretary of state~~((; and the other remaining original;))~~ shall be returned to the corporation or its representative. ~~((Such remaining original shall then be filed in the office of the county auditor of the county in which the registered office of the corporation is situated. The original affixed to the restated certificate of incorporation shall be retained by the corporation.))~~

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

Sec. 8. Section 67, chapter 53, Laws of 1965 and RCW 23A.16.080 are each amended to read as follows:

(1) Whenever a plan of reorganization of a corporation has been confirmed by decree or order of a court of competent jurisdiction in proceedings for the reorganization of such corporation, pursuant to the provisions of any applicable statute of the United States relating to reorganizations of corporations, the articles of incorporation of the corporation may be amended, in the manner provided in this section, in as many respects as may be necessary to carry out the plan and put it into effect, so long as the articles of incorporation as amended contain only such provisions as might be lawfully contained in original articles of incorporation at the time of making such amendment.

In particular and without limitation upon such general power of amendment, the articles of incorporation may be amended for such purpose so as to:

(a) Change the corporate name, period of duration, or corporate purposes of the corporation;

(b) Repeal, alter, or amend the bylaws of the corporation;

(c) Change the aggregate number of shares, or shares of any class, which the corporation has authority to issue;

(d) Change the preferences, limitations, and relative rights in respect of all or any part of the shares of the corporation, and classify, reclassify or cancel all or any part thereof, whether issued or unissued;

(e) Authorize the issuance of bonds, debentures, or other obligations of the corporation, whether or not convertible into shares of any class or bearing warrants or other evidences of optional rights to purchase or subscribe for shares of any class, and fix the terms and conditions thereof; and

(f) Constitute or reconstitute and classify or reclassify the board of directors of the corporation, and appoint directors and officers in place of or in addition to all or any of the directors or officers then in office.

(2) Amendments to the articles of incorporation pursuant to this section shall be made in the following manner:

(a) Articles of amendment approved by decree or order of such court shall be executed and verified in ~~((triplicate))~~ duplicate by such person or persons as the court shall designate or appoint for the purpose, and shall set forth the name of the corporation, the amendments of the articles of incorporation approved by the court, the date of the decree or order approving the articles of amendment, the title of the proceedings in which the decree or order was entered, and a statement that such decree or order was entered by a court having jurisdiction of the proceedings for the reorganization of the corporation pursuant to the provisions of an applicable statute of the United States.

(b) ~~((Triplicate))~~ Duplicate 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, when all fees have been paid as in this title prescribed:

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

(ii) File one of such originals in his office.

(iii) Issue a certificate of amendment to which he shall affix ~~((one of such))~~ the other original(s).

(3) The certificate of amendment, together with the original of the articles of amendment affixed thereto by the secretary of state ~~((and the other remaining original))~~, shall be returned to the corporation or its representative. ~~((Such remaining original shall then be filed in the office of the county auditor of the county in which the registered office is situated. The original affixed to the certificate of amendment shall be retained by the corporation.))~~

(4) Upon the issuance of the certificate of amendment by the secretary of state, the amendment shall become effective and the articles of incorporation shall be deemed to be amended accordingly, without any action thereon by the directors or shareholders of the corporation and with the same effect as if the amendments had been adopted by unanimous action of the directors and shareholders of the corporation.

Sec 9. Section 69, chapter 53, Laws of 1965 and RCW 23A.16.100 are each amended to read as follows:

(1) When redeemable shares of a corporation are redeemed or purchased by the corporation, the redemption or purchase shall effect a cancellation of such shares, and a statement of cancellation shall be filed as provided in this section. Thereupon such shares shall be restored to the status of authorized but unissued shares, unless the articles of incorporation provide that such shares when redeemed or purchased shall not be reissued, in which case the filing of the statement of cancellation shall constitute an amendment to the articles of incorporation and shall reduce the number of shares of the class so canceled which the corporation is authorized to issue by the number of shares so canceled.

(2) The statement of cancellation shall be executed in ~~((triplicate))~~ 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 statement, and shall set forth:

(a) The name of the corporation.

(b) The number of redeemable shares canceled through redemption or purchase, itemized by classes and series.

(c) The aggregate number of issued shares, itemized by classes and series, after giving effect to such cancellation.

(d) The amount, expressed in dollars, of the stated capital of the corporation after giving effect of such cancellation.

(e) If the articles of incorporation provide that the canceled shares shall not be reissued, then the number of shares which the corporation has authority to issue, itemized by classes and series, after giving effect to such cancellation.

(3) (~~(TriPLICATE)~~) Duplicate originals of such statement shall be delivered to the secretary of state. If the secretary of state finds that such statement conforms to law, he shall, when all fees have been paid as in this title prescribed:

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

(b) File one of such originals in his office.

(c) Return the other original(~~(s)~~) to the corporation or its representative. (~~(One of these originals shall be filed in the office of the county auditor of the county in which the registered office of the corporation is situated, and the other original shall be retained by the corporation.)~~)

(4) Upon the filing by the secretary of state of such statement of cancellation, the stated capital of the corporation shall be deemed to be reduced by that part of the stated capital which was, at the time of such cancellation, represented by the shares so canceled.

(5) Nothing contained in this section shall be construed to forbid a cancellation of shares or a reduction of stated capital in any other manner permitted by this title.

Sec. 10. Section 70, chapter 53, Laws of 1965 and RCW 23A.16.110 are each amended to read as follows:

(1) A corporation may at any time, by resolution of its board of directors, cancel all or any part of the shares of the corporation of any class reacquired by it, other than redeemable shares redeemed or purchased, and in such event a statement of cancellation shall be filed as provided in this section.

(2) The statement of cancellation shall be executed in (~~(triplicate)~~) 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 statement, and shall set forth:

(a) The name of the corporation.

(b) The number of reacquired shares canceled by resolution duly adopted by the board of directors, itemized by classes and series, and the date of its adoption.

(c) The aggregate number of issued shares, itemized by classes and series, after giving effect to such cancellation.

(d) The amount, expressed in dollars, of the stated capital of the corporation after giving effect to such cancellation.

(3) (~~(TriPLICATE)~~) Duplicate originals of such statement shall be delivered to the secretary of state. If the secretary of state finds that such statement conforms to law, he shall, when all fees have been paid as in this title prescribed:

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

(b) File one of such originals in his office.

(c) Return the other original((s)) to the corporation or its representative. (~~One of these originals shall be filed in the office of the county auditor of the county in which the registered office of the corporation is situated, and the other original shall be retained by the corporation.~~)

(4) Upon the filing by the secretary of state of such statement of cancellation, the stated capital of the corporation shall be deemed to be reduced by that part of the stated capital which was, at the time of such cancellation, represented by the shares so canceled, and the shares so canceled shall be restored to the status of authorized but unissued shares.

(5) Nothing contained in this section shall be construed to forbid a cancellation of shares or a reduction of stated capital in any other manner permitted by this title.

Sec. 11. Section 71, chapter 53, Laws of 1965 and RCW 23A.16.120 are each amended to read as follows:

(1) A reduction of the stated capital of a corporation, where such reduction is not accompanied by any action requiring an amendment of the articles of incorporation and not accompanied by a cancellation of shares, may be made in the following manner:

(a) The board of directors shall adopt a resolution setting forth the amount of the proposed reduction and the manner in which the reduction shall be effected, and directing that the question of such reduction be submitted to a vote at a meeting of shareholders, which may be either an annual or a special meeting.

(b) Written notice, stating that the purpose or one of the purposes of such meeting is to consider the question of reducing the stated capital of the corporation in the amount and manner proposed by the board of directors, shall be given to each shareholder of record entitled to vote thereon within the time and in the manner provided in this title for the giving of notice of meetings of shareholders.

(c) At such meeting a vote of the shareholders entitled to vote thereon shall be taken on the question of approving the proposed reduction of stated capital, which shall require for its adoption the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

(2) When a reduction of the stated capital of a corporation has been approved as provided in this section, a statement shall be executed in ~~((triplicate))~~ 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 statement, and shall set forth:

(a) The name of the corporation.

(b) A copy of the resolution of the shareholders approving such reduction, and the date of its adoption.

(c) The number of shares outstanding, and the number of shares entitled to vote thereon.

(d) The number of shares voted for and against such reduction, respectively.

(e) A statement of the manner in which such reduction is effected, and a statement, expressed in dollars, of the amount of stated capital of the corporation after giving effect to such reduction.

(3) (~~(Triplet)~~) Duplicate originals of such statement shall be delivered to the secretary of state. If the secretary of state finds that such statement conforms to law, he shall, when all fees have been paid as in this title prescribed:

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

(b) File one of such originals in his office.

(c) Return the other original(~~(s)~~) to the corporation or its representative. (~~(One of these originals is to be filed in the office of the auditor of the county in which the registered office of the corporation is located, and the other is to be retained by the corporation.)~~)

(4) Upon the filing of such statement by the secretary of state, the stated capital of the corporation shall be reduced as therein set forth.

(5) No reduction of stated capital shall be made under the provisions of this section which would reduce the amount of the aggregate stated capital of the corporation to an amount equal to or less than the aggregate preferential amounts payable upon all issued shares having a preferential right in the assets of the corporation in the event of involuntary liquidation, plus the aggregate par value of all issued shares having a par value but no preferential right in the assets of the corporation in the event of involuntary liquidation.

Sec. 12. Section 76, chapter 53, Laws of 1965 and RCW 23A.20.040 are each amended to read as follows:

(1) Upon such approval, articles of merger or articles of consolidation shall be executed in (~~(triplicate)~~) duplicate by each corporation by its president or a vice president and by its secretary or an assistant secretary, and verified by one of the officers of each corporation signing such articles, and shall set forth:

(a) The plan of merger or the plan of consolidation.

(b) As to each corporation, the number of shares outstanding, and, if the shares of any class are entitled to vote as a class, the designation and number of outstanding shares of each such class.

(c) As to each corporation, the number of shares voted for and against such plan, respectively, and, if the shares of any class are entitled to vote as a class, the number of shares of each such class voted for and against such plan, respectively.

(2) (~~(Triplet)~~) 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 shall, when all fees have been paid as in this title prescribed:

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

(b) File one of such originals in his office.

(c) Issue a certificate of merger or a certificate of consolidation to which he shall affix (~~(one of such)~~) the other original(~~(s)~~).

(3) The certificate of merger or certificate of consolidation, together with the duplicate original of the articles of merger or articles of consolidation affixed

thereto by the secretary of state, ~~((and the other remaining original,))~~ shall be returned to the surviving or new corporation, or its representative. ~~((Such remaining original shall then be filed in the office of the county auditor of the county in which the registered office is situated. The original affixed to the certificate of merger or consolidation shall be retained by the corporation.))~~

Sec. 13. Section 77, chapter 53, Laws of 1965 as amended by section 4 chapter 38, Laws of 1971 ex. sess. and RCW 23A.20.050 are each amended to read as follows:

(1) Any corporation owning at least ninety-five percent of the outstanding shares of each class of another corporation may merge such other corporation into itself without approval by a vote of the shareholders of either corporation. Its board of directors shall, by resolution, approve a plan of merger setting forth:

(a) The name of the subsidiary corporation and the name of the corporation owning at least ninety-five percent of its shares, which is hereinafter designated as the surviving corporation.

(b) The manner and basis of converting the shares of the subsidiary corporation into shares or other securities or obligations of the surviving corporation or of any other corporation or, in whole or in part, into cash or other property, or the cash or other consideration to be paid or delivered upon surrender of each share of the subsidiary corporation.

(2) A copy of such plan of merger shall be mailed to each shareholder of record of the subsidiary corporation.

(3) Articles of merger shall be executed in ~~((triplicate))~~ duplicate by the surviving corporation by its president or a vice president and by its secretary or an assistant secretary, and verified by one of its officers signing such articles, and shall set forth:

(a) The plan of merger;

(b) The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation; and

(c) The date of the mailing to shareholders of the subsidiary corporation of a copy of the plan of merger.

(4) On and after the thirtieth day after the mailing of a copy of the plan of merger to shareholders of the subsidiary corporation or upon the waiver thereof by the holders of all outstanding shares ~~((triplicate))~~ duplicate originals of the articles of merger shall be delivered to the secretary of state. If the secretary of state finds that such articles conform to law, he shall, when all fees have been paid as in this title prescribed:

(a) Endorse on each of such originals the word "Filed," and the month, day, and year of the filing thereof;

(b) File one of such originals in his office; and

(c) Issue a certificate of merger to which he shall affix ~~((one of such))~~ the other original(s).

(5) The certificate of merger, together with the original of the articles of merger affixed thereto by the secretary of state, ~~((and the other original,))~~ shall be returned to the surviving corporation or its representative. ~~((Such remaining original shall then be filed in the office of the auditor of the county in which the registered~~

~~office of the corporation is situated. The original affixed to the certificate of merger shall be retained by the corporation.))~~

Sec. 14. Section 84, chapter 53, Laws of 1965 and RCW 23A.28.010 are each amended to read as follows:

A corporation which has not commenced business and which has not issued any shares, may be voluntarily dissolved by its incorporators at any time within two years after the date of the issuance of its certificate of incorporation, in the following manner:

(1) Articles of dissolution shall be executed in ~~((triplicate))~~ duplicate by a majority of the incorporators, and verified by them, and shall set forth:

- (a) The name of the corporation.
- (b) The date of issuance of its certificate of incorporation.
- (c) That none of its shares has been issued.
- (d) That the corporation has not commenced business.
- (e) That the amount, if any, actually paid in on subscriptions for its shares, less any part thereof disbursed for necessary expenses, has been returned to those entitled thereto.

(f) That no debts of the corporation remain unpaid.

(g) That a majority of the incorporators elect that the corporation be dissolved.

(2) ~~((TriPLICATE))~~ Duplicate originals of the articles of dissolution shall be delivered to the secretary of state. If the secretary of state finds that the articles of dissolution conform to law, he shall, when all fees have been paid as in this title prescribed:

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

(b) File one of such originals in his office.

(c) Issue a certificate of dissolution to which he shall affix ~~((one of such))~~ the other original((s)).

The certificate of dissolution, together with the duplicate original of the articles of dissolution affixed thereto by the secretary of state, ~~((and the other original,))~~ shall be returned to the incorporators or their representatives. ~~((Such remaining original shall then be filed in the office of the auditor of the county in which the registered office of the corporation is situated.))~~ Upon the issuance of such certificate of dissolution by the secretary of state, the existence of the corporation shall cease.

Sec. 15. Section 85, chapter 53, Laws of 1965 and RCW 23A.28.020 are each amended to read as follows:

A corporation may be voluntarily dissolved by the written consent of all of its shareholders.

Upon the execution of such written consent, a statement of intent to dissolve shall be executed in ~~((triplicate))~~ 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 statement, which statement shall set forth:

- (1) The name of the corporation.
- (2) The names and respective addresses of its officers.
- (3) The names and respective addresses of its directors.
- (4) A copy of the written consent signed by all shareholders of the corporation.

(5) A statement that such written consent has been signed by all shareholders of the corporation or signed in their names by their attorneys thereunto duly authorized.

Sec. 16. Section 86, chapter 53, Laws of 1965 and RCW 23A.28.030 are each amended to read as follows:

A corporation may be dissolved by the act of the corporation, when authorized in the following manner:

(1) The board of directors shall adopt a resolution recommending that the corporation be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of shareholders, which may be either an annual or a special meeting.

(2) Written notice shall be given to each shareholder of record entitled to vote at such meeting within the time and in the manner provided in this title for the giving of notice of meetings of shareholders, and, whether the meeting be an annual or special meeting, shall state that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation.

(3) At such meeting a vote of shareholders entitled to vote thereat shall be taken on a resolution to dissolve the corporation. Such resolution shall be adopted upon receiving the affirmative vote of the holders of two-thirds of the shares of the corporation entitled to vote thereon, unless any class of shares is entitled to vote thereon as a class, in which event the resolution shall be adopted upon receiving the affirmative vote of the holders of two-thirds of the shares of each class of shares entitled to vote thereon as a class and of the total shares entitled to vote thereon.

(4) Upon the adoption of such resolution, a statement of intent to dissolve shall be executed in ((~~triplicate~~)) 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 statement, which statement shall set forth:

(a) The name of the corporation.

(b) The names and respective addresses of its officers.

(c) The names and respective addresses of its directors.

(d) A copy of the resolution adopted by the shareholders authorizing the dissolution of the corporation.

(e) The number of shares outstanding, and, if the shares of any class are entitled to vote as a class, the designation and number of outstanding shares of each such class.

(f) The number of shares voted for and against the resolution, respectively, and, if the shares of any class are entitled to vote as a class, the number of shares of each such class voted for and against the resolution, respectively.

Sec. 17. Section 87, chapter 53, Laws of 1965 and RCW 23A.28.040 are each amended to read as follows:

((~~TriPLICATE~~)) Duplicate originals of the statement of intent to dissolve, whether by consent of shareholders or by act of the corporation, shall be delivered to the secretary of state. If the secretary of state finds that such statement conforms to law, he shall, when all fees have been paid as in this title prescribed:

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

(2) File one of such originals in his office.

(3) Return the other original((s)) to the corporation or its representative. (~~One of these originals shall be filed with the office of the auditor of the county in which the registered office of the corporation is situated, and the other original shall be retained by the corporation.~~)

Sec. 18. Section 90, chapter 53, Laws of 1965 and RCW 23A.28.070 are each amended to read as follows:

By the written consent of all of its shareholders, a corporation may, at any time prior to the issuance of a certificate of dissolution by the secretary of state, revoke voluntary dissolution proceedings theretofore taken, in the following manner:

Upon the execution of such written consent, a statement of revocation of voluntary dissolution proceedings shall be executed in ((triplicate)) 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 statement, which statement shall set forth:

- (1) The name of the corporation.
- (2) The names and respective addresses of its officers.
- (3) The names and respective addresses of its directors.
- (4) A copy of the written consent signed by all shareholders of the corporation revoking such voluntary dissolution proceedings.
- (5) That such written consent has been signed by all shareholders of the corporation or signed in their names by their attorneys thereunto duly authorized.

Sec. 19. Section 91, chapter 53, Laws of 1965 and RCW 23A.28.080 are each amended to read as follows:

By the act of the corporation, a corporation may, at any time prior to the issuance of a certificate of dissolution by the secretary of state, revoke voluntary dissolution proceedings theretofore taken, in the following manner:

(1) The board of directors shall adopt a resolution recommending that the voluntary dissolution proceedings be revoked, and directing that the question of such revocation be submitted to a vote at a special meeting of shareholders.

(2) Written notice, stating that the purpose or one of the purposes of such meeting is to consider the advisability of revoking the voluntary dissolution proceedings, shall be given to each shareholder of record entitled to vote at such meeting within the time and in the manner provided in this title for the giving of notice of special meetings of shareholders.

(3) At such meeting a vote of the shareholders entitled to vote thereat shall be taken on a resolution to revoke the voluntary dissolution proceedings, which shall require for its adoption the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon.

(4) Upon the adoption of such resolution, a statement of revocation of voluntary dissolution proceedings shall be executed in ((triplicate)) 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 statement, which statement shall set forth:

- (a) The name of the corporation.
- (b) The names and respective addresses of its officers.
- (c) The names and respective addresses of its directors.

(d) A copy of the resolution adopted by the shareholders revoking the voluntary dissolution proceedings.

(e) The number of shares outstanding.

(f) The number of shares voted for and against the resolution, respectively.

Sec. 20. Section 92, chapter 53, Laws of 1965 and RCW 23A.28.090 are each amended to read as follows:

~~((TriPLICATE))~~ Duplicate originals of the statement of revocation of voluntary dissolution proceedings, whether by consent of shareholders or by act of the corporation, shall be delivered to the secretary of state. If the secretary of state finds that such statement conforms to law, he shall, when all fees have been paid as in this title prescribed:

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

(2) File one of such originals in his office.

(3) Return the other original~~((s))~~ to the corporation or its representative. ~~((One of these originals shall be filed in the office of the auditor of the county in which the registered office of the corporation is situated, and the other original shall be retained by the corporation.))~~

Sec. 21. Section 94, chapter 53, Laws of 1965 and RCW 23A.28.110 are each amended to read as follows:

If voluntary dissolution proceedings have not been revoked, then when all debts, liabilities, and obligations of the corporation have been paid and discharged, or adequate provision has been made therefor, and all of the remaining property and assets of the corporation have been distributed to its shareholders, articles of dissolution shall be executed in ~~((triplicate))~~ 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 statement, which statement shall set forth:

(1) The name of the corporation.

(2) That the secretary of state has theretofore filed a statement of intent to dissolve the corporation, and the date on which such statement was filed.

(3) That all debts, obligations, and liabilities of the corporation have been paid and discharged or that adequate provision has been made therefor.

(4) That all the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

(5) That there are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.

Sec. 22. Section 95, chapter 53, Laws of 1965 and RCW 23A.28.120 are each amended to read as follows:

~~((TriPLICATE))~~ Duplicate originals of such articles of dissolution shall be delivered to the secretary of state. If the secretary of state finds that such articles of dissolution conform to law, he shall, when all fees have been paid as in this title prescribed:

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

(2) File one of such originals in his office.

(3) Issue a certificate of dissolution to which he shall affix ~~((one of such))~~ the other original~~((s))~~.

The certificate of dissolution, together with the original of the articles of dissolution affixed thereto by the secretary of state, ~~((and the remaining original))~~ shall be returned to the representative of the dissolved corporation. ~~((The remaining original shall be filed in the office of the auditor of the county in which the registered office of the corporation is situated. The original affixed to the certificate of dissolution shall be retained by the corporation.))~~ Upon the issuance of such certificate the existence of the corporation shall cease, except for the purpose of suits, other proceedings, and appropriate corporate action by shareholders, directors, and officers as provided in this title.

Sec. 23. Section 137, chapter 53, Laws of 1965 and RCW 23A.40.040 are each amended to read as follows:

Every domestic corporation, except one for which existing law provides a different fee schedule, shall pay for filing of its articles of incorporation a fee of fifty dollars for the first fifty thousand dollars or less, of its authorized capital stock; and one-tenth of one percent additional on all amounts in excess of fifty thousand dollars and not exceeding one million dollars; one twenty-fifth of one percent additional on all amounts in excess of one million dollars, and not exceeding four million dollars; and one-fiftieth of one percent additional on all amounts in excess of four million dollars; but in no case shall the amount exceed five thousand dollars.

Every domestic corporation, except one for which existing law provides a different fee schedule, desiring to file in the office of the secretary of state, articles amendatory or supplemental articles increasing its capital stock, or certificates of increase of capital stock, shall pay to the secretary of state the fees hereinabove in this section provided, in proportion to such increased capital stock upon the actual amount of such increase, and every such corporation desiring to file other amendatory or supplemental articles shall pay to the secretary of state a fee of ten dollars.

~~((For filing the articles of incorporation the county auditor shall charge the sum of two dollars. For filing any other paper required to be filed by this title the county auditor shall charge the sum of one dollar.))~~

NEW SECTION. Sec. 24. This 1977 amendatory 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 April 21, 1977.

Passed the Senate May 25, 1977.

Approved by the Governor June 8, 1977.

Filed in Office of Secretary of State June 8, 1977.