

CHAPTER 302

[Senate Bill No. 3784]

FILING AND RECORDING DOCUMENTS

AN ACT Relating to filing and recording documents; amending section 1, chapter 38, Laws of 1897 and RCW 19.76.100; amending section 3, chapter 19, Laws of 1913 and RCW 23-.86.060; amending section 4, chapter 220, Laws of 1959 as last amended by section 88, chapter 158, Laws of 1979 and RCW 23.90.040; amending section 54, chapter 53, Laws of 1965 as amended by section 36, chapter 292, Laws of 1971 ex. sess. and RCW 23A-.12.010; amending section 34, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.170; amending section 39, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.195; amending section 40, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.200; amending section 45, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.225; amending section 56, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.280; amending section 3, chapter 79, Laws of 1915 and RCW 24.12.030; amending section 1, chapter 80, Laws of 1903 as amended by section 1, chapter 63, Laws of 1925 ex. sess. and RCW 24.20.010; amending section 1, chapter 190, Laws of 1927 and RCW 24.24.010; amending section 1, page 97, Laws of 1875 as amended by section 1, chapter 207, Laws of 1959 and RCW 24.28.010; amending section 2, page 97, Laws of 1875 and RCW 24.28.020; amending section 30.08.040, chapter 33, Laws of 1955 as amended by section 6, chapter 104, Laws of 1973 1st ex. sess. and RCW 30.08.040; amending section 30.08.050, chapter 33, Laws of 1955 as amended by section 2, chapter 248, Laws of 1957 and RCW 30.08.050; amending section 30.08.060, chapter 33, Laws of 1955 as amended by section 7, chapter 104, Laws of 1973 1st ex. sess. and RCW 30.08.060; amending section 30.08.070, chapter 33, Laws of 1955 and RCW 30.08.070; amending section 30.08.095, chapter 33, Laws of 1955 as last amended by section 8, chapter 104, Laws of 1973 1st ex. sess. and RCW 30.08.095; amending section 3, chapter 172, Laws of 1923 as amended by section 1, chapter 71, Laws of 1929 and RCW 31.04.040; amending section 4, chapter 172, Laws of 1923 and RCW 31.04.050; amending section 5, chapter 172, Laws of 1923 and RCW 31.04.070; amending section 3, chapter 173, Laws of 1933 as last amended by section 82, chapter 81, Laws of 1971 and RCW 31.12.050; amending section 6, chapter 121, Laws of 1921 and RCW 31.16.040; amending section 9, chapter 121, Laws of 1921 and RCW 31.16.070; amending section 32.08.060, chapter 13, Laws of 1955 as amended by section 1, chapter 80, Laws of 1957 and RCW 32.08.060; amending section 8, chapter 80, Laws of 1957 as amended by section 1, chapter 176, Laws of 1963 and RCW 32.08.061; amending section 32.08.070, chapter 13, Laws of 1955 and RCW 32.08.070; amending section 32.24.020, chapter 13, Laws of 1955 and RCW 32.24.020; amending section 6, chapter 235, Laws of 1945 and RCW 33.08.050; amending section 9, chapter 235, Laws of 1945 and RCW 33-.08.080; amending section 10, chapter 235, Laws of 1945 as amended by section 2, chapter 113, Laws of 1979 and RCW 33.08.090; amending section 76, chapter 235, Laws of 1945 and RCW 33.28.010; amending section 1, chapter 154, Laws of 1917 as last amended by section 7, chapter 57, Laws of 1979 ex. sess. and RCW 33.44.020; amending section 5, chapter 83, Laws of 1975 1st ex. sess. and RCW 33.46.050; amending section 6, chapter 83, Laws of 1975 1st ex. sess. and RCW 33.46.060; amending section .06.20, chapter 79, Laws of 1947 as last amended by section 1, chapter 60, Laws of 1963 and RCW 48.06.200; amending section .07.07, chapter 79, Laws of 1947 and RCW 48.07.070; and amending section 93, chapter 35, Laws of 1945 as last amended by section 2, chapter 190, Laws of 1979 ex. sess. and RCW 50.24.050.

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

Section 1. Section 1, chapter 38, Laws of 1897 and RCW 19.76.100 are each amended to read as follows:

All persons engaged in the manufacture, bottling or selling of ale, porter, lager beer, soda, mineral water, or other beverages in casks, kegs, bottles or boxes, with their names or other marks of ownership stamped or

marked thereon, may file in the office of the secretary of state(~~(, and also in the office of the auditor of the county in which such articles are manufactured, bottled or sold;))~~) a description of names or marks so used by them, and cause the same to be printed for six successive weeks in a weekly newspaper, printed in the English language, in counties where no daily newspaper is printed or published; and in counties where a daily newspaper is printed and published, the same shall be published in a daily newspaper of general circulation, printed in the English language, six times a week for six successive weeks, in counties where such articles are manufactured, bottled or sold.

Sec. 2. Section 3, chapter 19, Laws of 1913 and RCW 23.86.060 are each amended to read as follows:

The original articles of associations organized under this chapter or a true copy thereof verified to be such by the affidavits of two of the signers thereof, shall be filed with the secretary of state(~~(. Whenever a certified copy of the same accompanied by a certificate of the secretary of state showing that the same has been filed in his office, is filed with the county auditor of the county in which is located the principal place of business of said association)), at which time the said association shall be deemed to be legally organized.~~

Sec. 3. Section 4, chapter 220, Laws of 1959 as last amended by section 88, chapter 158, Laws of 1979 and RCW 23.90.040 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 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(~~(; and it shall also file true copies of the foregoing with the county auditor in the county in which it has its principal place of business in this state, and also in any county in which it owns any real property)).~~

(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(~~(, and the several county auditors in which any such Massachusetts trust shall have its principal place of business or own any real property))~~) are each authorized and directed to prescribe binding rules and regulations applicable to said Massachusetts trusts consistent with this chapter.

Sec. 4. Section 54, chapter 53, Laws of 1965 as amended by section 36, chapter 292, Laws of 1971 ex. sess. and RCW 23A.12.010 are each amended to read as follows:

One or more persons of the age of eighteen years, or more, or a domestic or foreign corporation, may act as incorporator or incorporators of a corporation by signing and delivering in ~~((triplicate))~~ duplicate to the secretary of state articles of incorporation for such corporation.

Sec. 5. Section 34, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.170 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 or she shall, when all fees have been paid as in this chapter 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 or her office.

(3) Issue a certificate of incorporation to which he or she shall affix one of such originals.

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 representatives(~~((The third remaining original shall then be filed in the office of the county auditor of the county in which the registered office is situated or in such other office as may be designated in a charter county for the filing of articles of incorporation. The original affixed to the certificate of incorporation))~~) and shall be retained by the corporation.

Sec. 6. Section 39, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.195 are each amended to read as follows:

The articles of amendment shall be executed in ~~((triplicate))~~ duplicate originals 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) A statement setting forth the date of the meeting of members and shareholders at which the amendment was adopted, that a quorum was present at such meeting, and that such amendment received at least two-thirds of the votes which members or shareholders of the corporation, and of each class entitled to vote thereon as a class, present at such meeting in person, by mail, 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 and shareholders entitled to vote with respect thereto.

Sec. 7. Section 40, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.200 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 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 month, day and year 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 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 (~~(The last remaining original shall then be filed in the office of the county auditor of the county in which the registered office is situated or in such other office as may be designated in a charter county for the filing of articles of incorporation. The original affixed to the certificate of amendment)~~) and shall be retained by the corporation.

Sec. 8. Section 45, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.225 are each amended to read as follows:

(1) Upon approval, articles of merger or articles of consolidation shall be executed in (~~(triplicate))~~ duplicate originals 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) 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 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) (~~(TriPLICATE)~~) 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 month, day and year 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 (~~(and the other remaining original)~~) shall be returned to the surviving or new corporation, as the case may be, or its representative (~~(. The remaining original shall be filed in the office of the county auditor of the county in which the registered office is situated or in such other office as may be designated in a charter county for the filing of articles of incorporation. The original affixed to the certificate of merger or consolidation)~~), and shall be retained by the corporation.

Sec. 9. Section 56, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.280 are each amended to read as follows:

(~~(TriPLICATE)~~) Duplicate originals of 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 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 month, day and year 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, (~~(and the other remaining original)~~) shall be returned to the representative of the dissolved corporation (~~(, who shall file such remaining original in the office of the county auditor of the county in which the registered agent is situated or in such other county office as may be designated in a charter county for the filing of articles of incorporation. The other original with affixed certificate of dissolution)~~) and shall be retained with the corporation minutes.

Upon the issuance of a certificate 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. 10. Section 3, chapter 79, Laws of 1915 and RCW 24.12.030 are each amended to read as follows:

Articles of incorporation shall be filed in like manner as provided by law for corporations aggregate, and therein shall be set forth the facts authorizing such incorporation, and declare the manner in which any vacancy occurring in the incumbency of such bishop, overseer or presiding elder, as the case may be, is required by the constitution, canons, rules, regulations or discipline of such church or denomination to be filled, which statement shall be verified by affidavit, and for proof of the appointment or election of such bishop, overseer or presiding elder, as the case may be, or any succeeding incumbent of such corporation, it shall be sufficient to file with the secretary of state (~~and in the office of the county auditor of the county in which such bishop, overseer or presiding elder, as the case may be, resides,~~) the original or a copy of his commission, or certificate, or letters of election or appointment, duly attested: PROVIDED, All property held in such official capacity by such bishop, overseer or presiding elder, as the case may be, shall be in trust for the use, purpose, benefit and behoof of his religious denomination, society or church.

Sec. 11. Section 1, chapter 80, Laws of 1903 as amended by section 1, chapter 63, Laws of 1925 ex. sess. and RCW 24.20.010 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 articles of incorporation in (~~triplicate~~) duplicate, and file one of such articles in the office of the secretary of state (~~and another in the office of the county auditor of the county in which the meetings of such lodge, chapter or encampment are held~~); 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. 12. Section 1, chapter 190, Laws of 1927 and RCW 24.24.010 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 ~~((triplicate))~~ duplicate, and shall be subscribed by each of the persons so associating themselves together, and shall be acknowledged before some officer authorized to take the acknowledgment of deeds; 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, accompanied by a filing fee of five dollars ~~((; another of such articles shall be filed and recorded in the office of the auditor of the county where the organization is located))~~, and the ~~((third))~~ other of such articles shall be preserved in the records of the corporation.

Sec. 13. Section 1, page 97, Laws of 1875 as amended by section 1, chapter 207, Laws of 1959 and RCW 24.28.010 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, ~~((and in the office of the county auditor of the county wherein such grange holds its meetings of business;))~~ 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 ~~((and the county auditor of the proper county))~~.

(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. 14. Section 2, page 97, Laws of 1875 and RCW 24.28.020 are each amended to read as follows:

Said grange may engage in any industrial pursuit, manufacturing, mining, milling, wharfing, docking, commercial, mechanical, mercantile, building, farming, building, equipping or running railroads, or generally engage

in any species of trade or industry; loan money on security, purchase and sell on real estate, but when desiring to engage in either or any of the above pursuits or industries, said grange shall be subject to all the conditions and liabilities imposed by the provisions of the general corporation laws, and in addition to the conditions to be performed as recited in RCW 24.28.010, shall file additional articles with said secretary of state(~~(; and the county auditor of the proper county;)~~) stating the object, business or industry proposed to be pursued or engaged in; the amount of capital stock, the time of its existence, not to exceed fifty years; the number of shares of which the capital stock shall consist, and price per share, and the names of officers necessary to manage said business, and the places where said officers shall pursue the same.

Sec. 15. Section 30.08.040, chapter 33, Laws of 1955 as amended by section 6, chapter 104, Laws of 1973 1st ex. sess. and RCW 30.08.040 are each amended to read as follows:

After the supervisor shall have satisfied himself of the above facts, and, within six months of the date the notice of intention to organize has been received in his office, he shall notify the incorporators to file executed and acknowledged articles of incorporation with him in ~~((quadruplicate))~~ triplicate. Unless the supervisor otherwise consents in writing, such articles shall be in the same form and shall contain the same information as the proposed articles and shall be filed with him within ten days of such notice. Within thirty days after the receipt of such articles of incorporation, he shall endorse upon each of the ~~((quadruplicates))~~ triplicates thereof, over his official signature, the word "approved," or the word "refused," with the date of such endorsement. In case of refusal he shall forthwith return one of the ~~((quadruplicates))~~ triplicates, so endorsed, together with a statement explaining the reason for refusal to the person from whom the articles were received, which refusal shall be conclusive, unless the incorporators, within ten days of the issuance of such notice of refusal, shall request a hearing pursuant to the Administrative Procedure Act, chapter 34.04 RCW, as now or hereafter amended.

Sec. 16. Section 30.08.050, chapter 33, Laws of 1955 as amended by section 2, chapter 248, Laws of 1957 and RCW 30.08.050 are each amended to read as follows:

In case of approval the supervisor shall forthwith give notice thereof to the proposed incorporators and file one of the ~~((quadruplicate))~~ triplicate articles of incorporation in his own office, and shall transmit another ~~((quadruplicate to the county auditor of the county in which such bank or trust company is located, and another quadruplicate))~~ triplicate to the secretary of state, and the ~~((fourth quadruplicate))~~ last to the incorporators. Upon receipt from the proposed incorporators of the same fees as are required for filing and recording other articles of incorporation the secretary of state ~~((and county auditor))~~ shall file such articles ~~((in their respective offices;~~

~~and the secretary of state shall~~) and record the same. Upon the filing of articles of incorporation in ~~((quadruplicate))~~ triplicate, approved as aforesaid by the supervisor, with the secretary of state ~~((and county auditor))~~, all persons named therein and their successors shall become and be a corporation, which shall have the powers and be subject to the duties and obligations prescribed by this title, and whose existence shall continue from the date of the filing of such articles for the term mentioned in its articles of incorporation unless sooner terminated pursuant to law; but such corporation shall not transact any business except as is necessarily preliminary to its organization until it has received a certificate of authority as provided herein.

Sec. 17. Section 30.08.060, chapter 33, Laws of 1955 as amended by section 7, chapter 104, Laws of 1973 1st ex. sess. and RCW 30.08.060 are each amended to read as follows:

Before any bank or trust company shall be authorized to do business, and within ninety days after approval of the articles of incorporation, it shall furnish proof satisfactory to the supervisor that such corporation has a paid-in capital in the amount fixed by its articles of incorporation and by this title, that the requisite surplus or reserve fund has been accumulated or paid in cash, and that it has in good faith complied with all the requirements of law and fulfilled all the conditions precedent to commencing business imposed by this title. If so satisfied, and within thirty days after receipt of such proof, the supervisor shall issue under his hand and official seal, in ~~((quadruplicate))~~ triplicate, a certificate of authority for such corporation. The certificate shall state that the corporation therein named has complied with the requirements of law, that it is authorized to transact at the place designated in its articles of incorporation the business of a bank or trust company, or both, as the case may be: PROVIDED, HOWEVER, That the supervisor may make his issuance of the certificate conditional upon the granting of deposit insurance by the federal deposit insurance corporation, and in such event, shall set out such condition in a written notice which shall be delivered to the corporation.

One of the ~~((quadruplicate))~~ triplicate certificates shall be transmitted by the supervisor to the corporation and the other ~~((three))~~ two shall be filed by the supervisor in the same offices where the articles of incorporation are filed and shall be attached to said articles of incorporation, and the one filed with the secretary of state shall be recorded: PROVIDED, HOWEVER, That if the issuance of the certificate is made conditional upon the granting of deposit insurance by the federal deposit insurance corporation, the supervisor shall not transmit or file the certificate until such condition is satisfied.

Sec. 18. Section 30.08.070, chapter 33, Laws of 1955 and RCW 30.08-.070 are each amended to read as follows:

Every corporation heretofore or hereafter authorized by the laws of this state to do business as a bank, trust company, mutual savings bank or industrial loan company, which corporation shall have failed to organize and commence business within six months after certificate of authority to commence business has been issued by the supervisor, shall forfeit its rights and privileges as such corporation, which fact the supervisor shall certify to the ~~((county auditor in whose office the certificate of authority was filed, and to the))~~ secretary of state, and such certificate of forfeiture shall be ~~((filed in the office of the county auditor and))~~ filed and recorded in the office of the secretary of state in the same manner as the certificate of authority: PROVIDED, That the supervisor may, upon showing of cause satisfactory to him, issue an order under his hand and seal extending for not more than three months the time within which such organization may be effected and business commenced, such order to be transmitted to the ~~((offices of such county auditor and the))~~ office of the secretary of state and filed and recorded therein.

Sec. 19. Section 30.08.095, chapter 33, Laws of 1955 as last amended by section 8, chapter 104, Laws of 1973 1st ex. sess. and RCW 30.08.095 are each amended to read as follows:

The supervisor shall collect in advance fees for the following services:

For filing application for certificate of authority and attendant investigation as outlined in the law;

For filing application for certificate conferring trust powers upon a state or national bank;

For filing articles of incorporation, or amendments thereof, or other certificates required to be filed in his office;

For filing merger agreement and attendant investigation;

For filing application to relocate main office or branch and attendant investigation;

For issuing a certificate of increase or decrease of capital stock;

For issuing each certificate of authority;

For furnishing copies of papers filed in his office, per page.

The supervisor shall establish the amount of the fee for each of the above transactions, and for other services rendered by the division of banking by rules and regulations promulgated pursuant to the Administrative Procedure Act, chapter 34.04 RCW, as now or hereafter amended.

Every bank or trust company shall also pay to the secretary of state ~~((or county auditor))~~ for filing any instrument with him or her the same fees as are required of general corporations for filing corresponding instruments, and also the same license fees as are required of general corporations.

Sec. 20. Section 3, chapter 172, Laws of 1923 as amended by section 1, chapter 71, Laws of 1929 and RCW 31.04.040 are each amended to read as follows:

The supervisor of banking shall collect in advance the following fees:

For filing application for certificate of authority and attendant investigation as required by the law, the cost thereof, but not less than	\$100.00
(If the cost of such attendant examination shall exceed \$100.00, the applicant shall pay such excess when ascertained by the supervisor of banking.)	
For filing articles of incorporation, or amendments thereof, or other certificates required to be filed in his office	10.00
For issuing a certificate of increase or decrease of capital stock	10.00
For issuing each certificate of authority	10.00
For furnishing copies of papers filed in his office, per folio20

Every industrial loan company shall also pay to the secretary of state (~~or county auditor~~) for filing any instrument with him or her the same fees as are required of general corporations for filing corresponding instruments, and also the same license fees as are required of general corporations.

Sec. 21. Section 4, chapter 172, Laws of 1923 and RCW 31.04.050 are each amended to read as follows:

When articles of incorporation complying with the foregoing requirements have been received by the supervisor of banking, together with the fees required by law, he shall ascertain from the best source of information at his command and by such investigation as he may deem necessary, whether the character, responsibility and general fitness of the persons named in such articles are such as to command confidence and warrant belief that the business of the proposed industrial loan company will be honestly and efficiently conducted in accordance with the intent and purpose of this chapter, whether the resources in the neighborhood of such place and in the surrounding country afford a reasonable promise of adequate support for the proposed company and whether the proposed industrial loan company is being formed for other than legitimate objects covered by this chapter. After the supervisor shall have satisfied himself of the above facts, and, within sixty days after the receipt of such articles of incorporation for examination, he shall endorse upon each of the (~~quadruplicates~~) triplicates thereof, over his official signature, the word "Approved," or the word "Refused," with the date of such endorsement. In case of refusal he shall forthwith return one of the (~~quadruplicates~~) triplicates, so endorsed, to the person from whom the articles were received which refusal shall be conclusive, unless the incorporators, within ten days of the issuance of such notice

of refusal, shall appeal to the superior court of Thurston county, which appeal shall be triable de novo in said court. In case of approval the supervisor shall forthwith give notice thereof to the proposed incorporators, and file one of the ~~((quadruplicate))~~ triplicate articles of incorporation in his own office, and shall transmit another ~~((quadruplicate to the county auditor of the county in which such industrial loan company is located, and another quadruplicate))~~ copy to the secretary of state, and the ~~((fourth quadruplicate))~~ last copy to the incorporators. Upon receipt from the proposed incorporators of the same fees as are required for filing and recording other articles of incorporation the secretary of state ~~((and county auditor))~~ shall file such articles ~~((in their respective offices, and the secretary of state shall))~~ and record the same. Upon the filing of articles of incorporation in ~~((quadruplicate))~~ triplicate, approved as aforesaid by the supervisor of banking, with the secretary of state ~~((and county auditor))~~; all persons named therein and their successors shall become and be a corporation, which shall have the powers and be subject to the duties and obligations prescribed by this chapter, and whose existence shall continue for the period of fifty years from the date of the filing of such articles, unless sooner terminated pursuant to law; but such corporation shall not transact any business except as is necessarily preliminary to its organization until it has received a certificate of authority as provided herein.

Sec. 22. Section 5, chapter 172, Laws of 1923 and RCW 31.04.070 are each amended to read as follows:

Before any industrial loan company shall be authorized to do business, the supervisor of banking shall be satisfied that such corporation has a paid-in capital in the amount fixed by this chapter, and that it has in good faith complied with all the requirements of law and fulfilled all the conditions precedent to commencing business imposed by this chapter. When so satisfied and within ninety days after the date upon which such proposed articles of incorporation were filed with him for examination, but in no case after the expiration of that period, the supervisor of banking shall issue under his hand and official seal, in ~~((quadruplicate))~~ triplicate, a certificate of authority for such corporation. The certificate shall state that the corporation therein named has complied with the requirements of law, that it is authorized to transact at the place designated in its articles of incorporation, the business of an industrial loan company. One of the ~~((quadruplicate))~~ triplicate certificates shall be transmitted by the supervisor, to the corporation and the other ~~((three))~~ two shall be filed by the supervisor in the same offices where the articles of incorporation are filed and shall be attached to said articles of incorporation, and the one filed with the secretary of state shall be recorded.

Sec. 23. Section 3, chapter 173, Laws of 1933 as last amended by section 82, chapter 81, Laws of 1971 and RCW 31.12.050 are each amended to read as follows:

A credit union shall be organized in the following manner:

The applicants shall execute in ((~~quadruplicate~~)) triplicate articles of incorporation and bylaws by the terms of which they agree to be bound, which shall be submitted to and approved by the supervisor.

The articles of incorporation shall state:

- (1) The name and location of the proposed credit union;
- (2) The number of its directors, which shall not be less than five nor more than fifteen;
- (3) The names, occupations and post office address of the subscribers to the articles of incorporation, and a statement of the number of shares which each has agreed to take; and
- (4) The par value of the shares of the credit union, which shall be five dollars.

When articles of incorporation complying with the foregoing requirements, together with duplicate copies of such bylaws, have been filed with the supervisor, he shall ascertain whether such articles of incorporation and bylaws of such credit union are consistent with the purposes of this chapter and whether the character, responsibility and general fitness of the persons named in such articles are such as to command confidence and warrant belief that the purpose of the proposed credit union will be honestly and efficiently conducted in accordance with the purpose of this chapter, and he shall further determine the economic advisability for such credit union, also taking into consideration all surrounding facts and circumstances pertaining to a successful operation of said credit union, and whether the proposed credit union is being formed for other than the legitimate objects covered by this chapter. After the supervisor shall have satisfied himself of the above facts, and within thirty days after receipt of such certificates and bylaws, he shall endorse upon each of the articles of incorporation his official signature with the word "approved" or the word "refused" with the date thereof. In case of refusal, he shall return one of the ((~~quadruplicate~~)) certificates so endorsed with a copy of the bylaws to the person from whom the same were received, which refusal shall be conclusive unless the incorporators, within ten days of the issuance of such notice of refusal, shall appeal to the superior court of the county in which the credit union is proposed to be located. In case an appeal is taken the supervisor shall prepare, certify and deliver to such credit union a copy of the order of refusal with any documents filed by the applicant, and upon such transcript of proceedings, with any testimony that may be offered by either party, the case shall be tried in the superior court to which the appeal is taken, which shall be heard in the nature of a writ of review and summarily disposed of by the superior court upon such orders and proceedings as the judge may deem best and a judgment rendered, from which an appeal may be taken by either party to the supreme court or the court of appeals; all conditioned that the appellant, upon taking

the appeal, shall pay the reasonable charges for a transcript of the proceedings. In case of approval of the proposed corporation, the supervisor shall give notice thereof to the proposed incorporators, and shall file one of the ~~((quadruplicate))~~ articles of incorporation in his own office, and shall transmit another ~~((quadruplicate))~~ copy to the secretary of state, and shall return ~~((two quadruplicate copies))~~ one copy and one of the duplicate bylaws ~~((of))~~ to the incorporators. ~~((The incorporators shall file one of the quadruplicate copies with the county auditor of the county in which such credit union is to be located, with a filing fee of twenty-five cents.))~~

Upon receipt from the proposed incorporators of a filing fee of five dollars the secretary of state shall file and record the articles of incorporation. Upon the filing of articles of incorporation, approved as aforesaid by the supervisor, with the secretary of state ~~((and county auditor))~~, all persons named therein and their successors shall become and be a corporation, which shall have the powers and be subject to the duties and obligations prescribed by this chapter, and whose existence may be perpetual. In order to simplify the organization of credit unions the supervisor shall cause forms of articles of incorporation and bylaws to be prepared consistent with the provisions of this chapter, and upon written application of any seven residents of this state shall supply them without charge with blank forms of articles of incorporation and form of suggested bylaws.

Sec. 24. Section 6, chapter 121, Laws of 1921 and RCW 31.16.040 are each amended to read as follows:

Any qualified persons desiring to form a crop credit association as herein provided shall execute in ~~((quadruplicate))~~ triplicate and acknowledge before some officer authorized to take the acknowledgment of deeds articles of association, one copy of which shall be filed in the office of the director, one copy in the office of the secretary of state of the state of Washington, ~~((one copy in the office of the county auditor of the county where the principal place of business of such association is located.))~~ and one copy shall be kept as part of the permanent records and files of such association.

Sec. 25. Section 9, chapter 121, Laws of 1921 and RCW 31.16.070 are each amended to read as follows:

If the director shall be convinced that there is a need for the proposed crop credit association and that the business which it is to do, as shown by said articles of association, is in accordance with the provisions of this chapter, he shall issue a certificate authorizing the filing of the said articles of association in the office of the secretary of state of Washington ~~((and in the office of the county auditor of the county wherein is located the principal place of business of said association))~~.

Sec. 26. Section 32.08.060, chapter 13, Laws of 1955 as amended by section 1, chapter 80, Laws of 1957 and RCW 32.08.060 are each amended to read as follows:

In case of approval, the supervisor shall forthwith give notice thereof to the proposed incorporators, and file one of the ~~((triplicate))~~ duplicate certificates in his own office, ~~((shall transmit another triplicate to the county auditor of the county in which such bank is to be located))~~ and shall transmit the ~~((third triplicate))~~ other to the secretary of state. Upon receipt from the proposed incorporators of the same fees as are required for filing and recording other incorporation certificates, ~~((the county auditor and))~~ the secretary of state shall file the certificate ~~((in their respective offices, and the secretary of state shall))~~ and record the same. Upon the filing of said incorporation certificate in ~~((triplicate))~~ duplicate approved as aforesaid in the offices of the supervisor(;) and the secretary of state ~~((and county auditor))~~, the persons named therein and their successors shall thereupon become and be a corporation, which corporation shall have the powers and be subject to the duties and obligations prescribed in this title and its corporate existence shall be perpetual, unless sooner terminated pursuant to law, but such corporation shall not receive deposits or engage in business until authorized so to do by the supervisor as provided in RCW 32.08.070.

Sec. 27. Section 8, chapter 80, Laws of 1957 as amended by section 1, chapter 176, Laws of 1963 and RCW 32.08.061 are each amended to read as follows:

A mutual savings bank may amend its incorporation certificate to extend the period of its corporate existence for a further definite time or perpetually by a resolution adopted by a majority vote of its board of trustees. ~~((Triplicate))~~ Duplicate copies of the resolution, subscribed and acknowledged by the president and secretary of such bank, shall be filed in the office of the supervisor within thirty days after its adoption. If the supervisor finds that the resolution conforms to law he shall, within sixty days after the date of the filing thereof, endorse upon each of the ~~((triplicates))~~ duplicates thereof, over his official signature, his approval and forthwith give notice thereof to the bank and shall file one of the ~~((triplicate))~~ certificates in his own office~~((, shall transmit another triplicate to the county auditor of the county in which the main office of such bank is located))~~ and shall transmit the ~~((third triplicate))~~ other to the secretary of state. Upon receipt from the mutual savings bank of the same fees as are required of general corporations for filing corresponding instruments, ~~((the county auditor and))~~ the secretary of state shall file the resolution ~~((in their respective offices, and the secretary of state shall))~~ and record the same. Upon the filing of said resolution in ~~((triplicate))~~ duplicate, approved as aforesaid in the offices of the supervisor(;) and the secretary of state ~~((and county auditor))~~, the corporate existence of said bank shall continue for the period set forth in said resolution unless sooner terminated pursuant to law.

Sec. 28. Section 32.08.070, chapter 13, Laws of 1955 and RCW 32.08-.070 are each amended to read as follows:

Before a mutual savings bank shall be authorized to do any business the supervisor shall be satisfied that the corporation has in good faith complied with all the requirements of law and fulfilled all the conditions precedent to commencing business imposed by this title. If satisfied that the corporation has in good faith complied with all the requirements of law, and fulfilled all the conditions precedent to commencing business imposed by this title, the supervisor shall within six months after the date upon which the proposed organization certificate was filed with him for examination, but in no case after the expiration of that period, issue under his hand and official seal in ~~((quadruplicate))~~ triplicate an authorization certificate to such corporation. Such authorization certificate shall state that the corporation therein named has complied with all the requirements of law, that it is authorized to transact at the place designated in its certificate of incorporation, the business of a mutual savings bank. One of the ~~((quadruplicate))~~ triplicate authorization certificates shall be transmitted by the supervisor to the corporation therein named, and the other ~~((three))~~ two authorization certificates shall be filed by the supervisor in the same public offices where the certificate of incorporation is filed, and shall be attached to said incorporation certificate.

Sec. 29. Section 32.24.020, chapter 13, Laws of 1955 and RCW 32.24-.020 are each amended to read as follows:

When the trustees, acting under the provisions of RCW 32.24.010, have paid the sums due respectively to all creditors and depositors, who, after such notice as the supervisor of banking shall prescribe, claim the money due and their deposits, the trustees shall make a transcript or statement from the books in the bank of the names of all depositors and creditors who have not claimed or have not received the balance of the credit due them, and of the sums due them, respectively, and shall file such transcript with the supervisor and pay over and transfer all such unclaimed and unpaid deposits, credits, and moneys to the supervisor. The trustees shall then report their proceedings, duly verified, to the superior court of the county wherein the bank is located, and upon such report and the petition of the trustees, and after notice to the attorney general and the supervisor, and such other notice as the court may deem necessary, the court shall adjudge the franchise surrendered and the existence of the corporation terminated. Certified copies of the judgment shall be filed in the offices of the secretary of state~~(:)~~ and the supervisor of banking ~~((and auditor of the county wherein the bank is located))~~ and shall be recorded in the office of the secretary of state.

Sec. 30. Section 6, chapter 235, Laws of 1945 and RCW 33.08.050 are each amended to read as follows:

The incorporators shall deliver to the supervisor of savings and loan associations the ~~((quadruplicate))~~ triplicate originals of the articles of incorporation and the duplicate copies of its proposed bylaws.

Sec. 31. Section 9, chapter 235, Laws of 1945 and RCW 33.08.080 are each amended to read as follows:

If the supervisor shall approve the incorporation of said proposed corporation, he shall forthwith return (~~(three)~~) two of said articles of incorporation and one of said bylaws to the incorporators, retaining the others as a part of the files of his office. The incorporators, thereupon, shall file one set of said articles with the secretary of state (~~((and one set with the auditor of the county in which it is to have its principal place of business))~~) and retain the other set of the articles of incorporation and the bylaws as a part of its minute records, paying to the secretary of state (~~((and the county auditor))~~) such fees and charges as are required by law. Upon receiving an original set of such approved articles of incorporation, duly endorsed by the supervisor as herein provided, together with the required fees, the secretary of state shall issue his certificate of incorporation and deliver the same to the incorporators, whereupon the corporate existence of the association shall begin. Unless an association whose articles of incorporation and bylaws have been approved by the supervisor shall engage in business within one year from the date of such approval, its right to engage in business shall be deemed revoked and of no effect.

Sec. 32. Section 10, chapter 235, Laws of 1945 as amended by section 2, chapter 113, Laws of 1979 and RCW 33.08.090 are each amended to read as follows:

The members, at any meeting called for the purpose, may amend the articles of incorporation of the association. Such amended articles shall be filed with the supervisor and be subject to the same procedure of approval, refusal, appeal, and filing with the secretary of state (~~((and county auditor))~~) as provided for the original articles of incorporation. Proposed amendments of the articles of incorporation shall be submitted to the supervisor at least thirty days prior to the meeting of the members.

If the amendments include a change in the association's corporate name, the supervisor shall give notice by mail to all savings and loan associations doing business within the state of the filing of such amended articles. The association shall transmit a check to the supervisor for one hundred dollars when filing the amended articles to cover the expense of notification. Persons interested in protesting an amendment changing the association's corporate name may contact the supervisor in person or by writing prior to a date which shall be given in said notice.

Sec. 33. Section 76, chapter 235, Laws of 1945 and RCW 33.28.010 are each amended to read as follows:

The secretary of state shall collect in advance the following fees from each association: For filing articles of incorporation, or amendments thereof, or other certificates required to be filed in his or her office, ten dollars; for furnishing copies of papers filed in his or her office, per folio, twenty cents.

Every association shall also pay to the secretary of state (~~(or county auditor)~~), for filing any instrument with him or her, the same fees as are required of general corporations for filing similar papers.

Sec. 34. Section 1, chapter 154, Laws of 1917 as last amended by section 7, chapter 57, Laws of 1979 ex. sess. and RCW 33.44.020 are each amended to read as follows:

Any going building and loan or savings and loan association or society organized under the laws of this state, or under the laws of the United States, may, if its contingent fund regularly accumulated, exclusive of any reserve fund stock, amounts to not less than five thousand dollars and if it has obtained the approval, required by law or regulation, of any federal agencies, including the federal home loan bank board and the federal savings and loan insurance corporation, be converted into a mutual savings bank in the following manner:

(1) The board of directors of such association shall pass a resolution declaring their intention to convert the association into a mutual savings bank and shall apply to the supervisor of banking for leave to submit to the shareholders of the association the question whether the same shall be converted into a mutual savings bank. A duplicate of the application to the supervisor of banking shall be filed with the supervisor of savings and loan associations, except that no such filing shall be required in the case of an association organized under the laws of the United States.

(2) Thereupon the supervisor of banking shall make the same investigation and determine the same questions as he would be required by law to make and determine in case of the submission to him of a certificate of incorporation of a proposed new mutual savings bank, and he shall also determine after conference with the supervisor of savings and loan associations whether by the proposed conversion the business needs and conveniences of the shareholders of such association would be served with facility and safety, except that no such conference shall be pertinent to such investigation or determination in the case of an association organized under the laws of the United States. After the supervisor of banking shall have satisfied himself by such investigation whether it is expedient and desirable to permit the proposed conversion, he shall, within sixty days after the filing of said application, endorse thereon over his official signature the word "granted" or the word "refused", with the date of such endorsement and shall immediately notify the secretary of such association of his decision: **PROVIDED**, That if the application is granted the supervisor of banking shall require the applicants to enter into such an agreement or undertaking with him as trustee for the depositors with the savings bank to make such contributions in cash to the expense fund of the savings bank as in his judgment will be necessary then and from time to time thereafter to pay the operating expenses of the bank if its earnings should not be sufficient to pay the same in

addition to the payment of such dividends as may be declared and credited to depositors from its earnings.

In case of refusal, said board of directors, or a majority thereof, may, within thirty days after receiving the notice of such refusal appeal to a board of appeal composed of the governor or the governor's designee, the attorney general and the supervisor of banking, in the same manner and under the same procedure as that prescribed by law for an appeal to such board from the supervisor of banking's refusal to permit the original organization of a mutual savings bank.

(3) If such application be granted by the supervisor of banking or by the board of appeal, as the case may be, the board of directors of such association shall, within sixty days thereafter, submit the question of the proposed conversion to the shareholders of the association at a special meeting called for that purpose. Notice of such meeting shall be given in the manner prescribed by the bylaws of the association. Such notice shall state the time, place and purpose of the meeting, and that the only question to be voted upon will be, "shall the (naming the association) be converted into a mutual savings bank under the laws of the state of Washington?" The vote on said question shall be by ballot. Any shareholder may vote by proxy or may transmit his ballot by mail if the bylaws provide a method for so doing. If two-thirds or more in number of the shareholders voting on the question vote affirmatively, then the board of directors shall have power, and it shall be their duty, to proceed to convert such association into a mutual savings bank; otherwise, the proposed conversion shall be abandoned and shall not be again submitted to the shareholders within three years from the date of said meeting.

(4) If authority for the proposed conversion has been voted by the shareholders as hereinabove required, the directors shall, within thirty days thereafter, subscribe and acknowledge and file with the supervisor of banking in ~~((quadruplicate))~~ triplicate a certificate of reincorporation, stating:

(a) The name by which the converted corporation is to be known, which name shall include the words "mutual savings bank."

(b) The place where the bank is to be located and its business transacted, naming the city or town and county, which city or town shall be the same as that where the principal place of business of the corporation has theretofore been located.

(c) The name, occupation, residence and post office address of each signer of the certificate.

(d) The amount of the assets of the corporation, the amount of its liabilities and the amount of its contingent fund as of the first day of the then calendar month.

(e) A declaration that each signer will accept the responsibilities and faithfully discharge the duties of a trustee of the savings bank, and is free

from all the disqualifications specified in the laws applicable to mutual savings banks.

(5) Upon the filing of said certificate in ~~((quadruplicate))~~ triplicate the supervisor of banking shall, within thirty days thereafter, if satisfied that all the provisions of this chapter have been complied with, issue in ~~((quadruplicate))~~ triplicate an authorization certificate stating that the corporation has complied with all the requirements of law, and that it has authority to transact at the place designated in its certificate of incorporation the business of a mutual savings bank. One of the supervisor's ~~((quadruplicate))~~ certificates of authorization shall be attached to each of the ~~((quadruplicate))~~ certificates of reincorporation, and one set of these shall be filed and retained by the supervisor of banking, ~~((one set shall be filed in the office of the county auditor of the county in which such bank is located;))~~ one set shall be filed in the office of the secretary of state, and one set shall be transmitted to the bank for its files. Upon the receipt from the corporation of the same fees as are required for filing and recording other incorporation certificates or articles the ~~((county auditor and))~~ secretary of state shall file said certificates ~~((in their respective offices and the secretary of state shall))~~ and record the same; whereupon the conversion of such association shall be deemed complete, and the signers of said reincorporation certificate and their successors shall thereupon become and be a corporation having the powers and being subject to the duties and obligations prescribed by the laws of this state applicable to mutual savings banks, and the time of existence of such corporation shall continue for the period of fifty years from the date of the filing of such certificate, unless sooner terminated pursuant to law.

Sec. 35. Section 5, chapter 83, Laws of 1975 1st ex. sess. and RCW 33-.46.050 are each amended to read as follows:

If the application is granted by the supervisor of savings and loan associations, or by the court, the trustees of such bank shall, within thirty days thereafter, subscribe, acknowledge, and file with the supervisor of savings and loan associations, in ~~((quadruplicate))~~ triplicate, a certificate of reincorporation stating:

(1) The name by which the association is to be known, which name shall include the words "building and loan" or "savings and loan", and "association" or "society";

(2) The place where the association is to be located and its business transacted, naming the city or town and the county, which city or town shall be the same as that where the principal place of business of the bank has theretofore been located;

(3) The name, occupation, residence, and post office address of each signer of the certificate;

(4) The amount of the assets of the association, the amount of its liabilities, and the amount of its guaranty fund as of the first day of the calendar month during which the certificate is filed; and

(5) A declaration that each signer will accept the responsibilities and faithfully discharge the duties of a director of the association, and is free from all the disqualifications specified in the laws applicable to savings and loan associations.

Sec. 36. Section 6, chapter 83, Laws of 1975 1st ex. sess. and RCW 33.46.060 are each amended to read as follows:

Upon filing the certificate in (~~quadruplicate~~) triplicate as provided in RCW 33.46.050, the supervisor of savings and loan associations shall, within thirty days thereafter, if satisfied that all the provisions of this chapter have been complied with, issue in (~~quadruplicate~~) triplicate an authorization certificate stating that the association has complied with all of the requirements of law, and that it has authority to transact, at the place or places designated in its certificate, the business of an association. The supervisor of savings and loan associations shall retain one set of the (~~quadruplicate~~) triplicate originals of the certificate of reincorporation and of the certificate of authorization and shall transmit the other (~~three~~) two sets to the association, which shall retain one set, and file one set with the secretary of state, (~~and file one set with the auditor of the county in which the home office of the association is located;~~) paying the required fees. Upon such filings being made, the conversion of such bank to such association shall be deemed complete and consummated, and the association shall thereupon be a corporation having the powers and being subject to the duties and obligations prescribed by the laws of this state applicable to state associations, and the time of existence of such association shall be perpetual, unless sooner terminated.

Sec. 37. Section .06.20, chapter 79, Laws of 1947 as last amended by section 1, chapter 60, Laws of 1963 and RCW 48.06.200 are each amended to read as follows:

(1) This section applies to insurers incorporated in this state, but no insurer heretofore lawfully incorporated in this state is required to reincorporate or change its articles of incorporation by reason of any provisions of this section.

(2) The incorporators shall be individuals who are United States citizens, of whom two-thirds shall be residents of this state. The number of incorporators shall be not less than five if a stock insurer, nor less than ten if a mutual insurer.

(3) The incorporators shall execute articles of incorporation in (~~quadruplicate~~) triplicate and acknowledge their signatures thereunto before an officer authorized to take acknowledgments of deeds.

(4) After approval of the articles by the commissioner, one copy shall be filed in the office of the secretary of state, another in the office of the commissioner, (~~((another in the office of the county auditor of the county in which the insurer's principal offices are to be located;))~~) and the ~~((fourth))~~ third copy shall be retained by the insurer.

(5) The articles of incorporation shall state:

First: The names and addresses of the incorporators.

Second: The name of the insurer. If a mutual insurer the name shall include the word "mutual."

Third: (a) The objects for which the insurer is formed;

(b) whether it is a stock or mutual insurer, and if a mutual property insurer only, whether it will insure on the cash premium or assessment plan;

(c) the kinds of insurance it will issue, according to the designations made in this code.

Fourth: If a stock insurer, the amount of its capital, the aggregate number of shares, and the par value of each share, which par value shall be not less than ten dollars, except that after the corporation has transacted business as an authorized insurer in the state for five years or more, its articles of incorporation may be amended, at the option of its stockholders, to provide for a par value of not less than one dollar per share. If a mutual insurer, the maximum contingent liability of its policyholders for the payment of its expenses and losses occurring under its policies.

Fifth: The duration of its existence, which may be perpetual.

Sixth: The names and addresses of the directors, not less than five in number, who shall constitute the board of directors of the insurer for the initial term, not less than two nor more than six months, as designated in the articles of incorporation.

Seventh: The name of the city or town of this state in which the insurer's principal place of business is to be located.

Eighth: Other provisions not inconsistent with law as may be deemed proper by the incorporators.

Sec. 38. Section .07.07, chapter 79, Laws of 1947 and RCW 48.07.070 are each amended to read as follows:

(1) Amendments to the articles of incorporation of a domestic insurer shall be made by a majority vote of its board of directors and the vote or written assent of two-thirds of its voting capital stock, or two-thirds of the members (if a mutual insurer) voting at a valid meeting of members.

(2) The president and secretary of the insurer shall, under the corporate seal, certify the amendment in (~~((quadruplicate))~~) triplicate, and file it in the offices of the secretary of state, the commissioner, (~~((the county auditor;))~~) and the insurer, as required under this code for original articles of incorporation. Thereupon, subject to the requirements of RCW 48.08.010 relative to increase of capital stock of a stock insurer, the amendment shall become effective.

Sec. 39. Section 93, chapter 35, Laws of 1945 as last amended by section 2, chapter 190, Laws of 1979 ex. sess. and RCW 50.24.050 are each amended to read as follows:

The claim of the employment security department for any contributions, interest, or penalties not paid when due, shall be a lien prior to all other liens or claims and on a parity with prior tax liens against all property and rights to property, whether real or personal, belonging to the employer. In order to avail itself of the lien hereby created, the department shall file with any county auditor where property of the employer is located a statement and claim of lien specifying the amount of delinquent contributions, interest, and penalties claimed by the department. From the time of filing for record, the amount required to be paid shall constitute a lien upon all property and rights to property, whether real or personal, in the county, owned by the employer or acquired by him. The lien shall not be valid against any purchaser, holder of a security interest, mechanic's lien, or judgment lien creditor until notice thereof has been filed with the county auditor. This lien shall be separate and apart from, and in addition to, any other lien or claim created by, or provided for in, this title. When any such notice of lien has been so filed, the commissioner may release the same by filing a certificate of release when it shall appear that the amount of delinquent contributions, interest, and penalties have been paid, or when such assurance of payment shall be made as the commissioner may deem to be adequate. ~~((Any lien filed as provided in this section may also be filed in the office of the secretary of state. Filing in the office of the secretary of state shall be of no effect, however, until the lien or copy thereof shall have been filed with the county auditor in the county where the property is located. When a lien is filed in compliance herewith and with the secretary of state, such filing shall have the same effect as if the lien had been duly filed for record in the office of the auditor in each county of this state.))~~ Fees for filing and releasing the lien provided herein may be charged to the employer and may be collected from the employer utilizing the remedies provided in this title for the collection of contributions.

NEW SECTION. Sec. 40. 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.

Passed the Senate March 30, 1981.

Passed the House April 20, 1981.

Approved by the Governor May 19, 1981.

Filed in Office of Secretary of State May 19, 1981.