

ninety-nine million dollars to carry out the purposes of section 2 of this act. Not more than ninety million dollars may be spent for the acquisition, design, and construction of the state convention and trade center.

NEW SECTION. Sec. 13. If any provision of this act or its application to any municipality, person, or circumstance is held invalid, the remainder of the act or the application of the provision to other municipalities, persons, or circumstances is not affected.

NEW SECTION. Sec. 14. This act is necessary for the immediate preservation of the public peace, health, and safety, the support of the state government and its existing public institutions, and shall take effect immediately.

Passed the House March 4, 1982.

Passed the Senate March 2, 1982.

Approved by the Governor March 19, 1982.

Filed in Office of Secretary of State March 19, 1982.

## CHAPTER 35

[Substitute Senate Bill No. 4716]

### SECRETARY OF STATE—CORPORATIONS LAWS—FILING SCHEDULES— FEES

AN ACT Relating to state government; amending section 3, chapter 53, Laws of 1965 as amended by section 1, chapter 16, Laws of 1979 and RCW 23A.04.010; amending section 9, chapter 53, Laws of 1965 as last amended by section 6, chapter 16, Laws of 1979 and RCW 23A.08.060; amending section 12, chapter 53, Laws of 1965 and RCW 23A.08.090; amending section 13, chapter 53, Laws of 1965 as last amended by section 7, chapter 16, Laws of 1979 and RCW 23A.08.100; amending section 14, chapter 53, Laws of 1965 as amended by section 2, chapter 190, Laws of 1967 and RCW 23A.08.110; amending section 16, chapter 53, Laws of 1965 as last amended by section 2, chapter 193, Laws of 1977 ex. sess. and RCW 23A.08.130; amending section 37, chapter 53, Laws of 1965 as amended by section 4, chapter 99, Laws of 1980 and RCW 23A.08.340; amending section 48, chapter 53, Laws of 1965 as last amended by section 8, chapter 99, Laws of 1980 and RCW 23A.08.450; amending section 51, chapter 53, Laws of 1965 as last amended by section 9, chapter 99, Laws of 1980 and RCW 23A.08.480; amending section 55, chapter 53, Laws of 1965 as amended by section 27, chapter 16, Laws of 1979 and RCW 23A.12.020; amending section 56, chapter 53, Laws of 1965 as amended by section 4, chapter 193, Laws of 1977 ex. sess. and RCW 23A.12.030; amending section 57, chapter 53, Laws of 1965 as amended by section 28, chapter 16, Laws of 1979 and RCW 23A.12.040; amending section 63, chapter 53, Laws of 1965 as last amended by section 31, chapter 16, Laws of 1979 and RCW 23A.16.040; amending section 64, chapter 53, Laws of 1965 as last amended by section 6, chapter 193, Laws of 1977 ex. sess. and RCW 23A.16.050; amending section 65, chapter 53, Laws of 1965 as amended by section 32, chapter 16, Laws of 1979 and RCW 23A.16.060; amending section 33, chapter 16, Laws of 1979 and RCW 23A.16.075; amending section 67, chapter 53, Laws of 1965 as last amended by section 34, chapter 16, Laws of 1979 and RCW 23A.16.080; amending section 69, chapter 53, Laws of 1965 as amended by section 9, chapter 193, Laws of 1977 ex. sess. and RCW 23A.16.100; amending section 70, chapter 53, Laws of 1965 as amended by section 10, chapter 193, Laws of 1977 ex. sess. and RCW 23A.16.110; amending section 71, chapter 53, Laws of 1965 as amended by section 11, chapter 193, Laws of 1977 ex. sess. and RCW 23A.16.120; amending section 76, chapter 53, Laws of 1965 as last amended by section 37, chapter 16, Laws of 1979 and RCW 23A.20.040; amending section 77, chapter 53, Laws of 1965 as last amended by section 38, chapter 16, Laws of 1979 and RCW

23A.20.050; amending section 78, chapter 53, Laws of 1965 as amended by section 39, chapter 16, Laws of 1979 and RCW 23A.20.060; amending section 79, chapter 53, Laws of 1965 as amended by section 40, chapter 16, Laws of 1979 and RCW 23A.20.070; amending section 84, chapter 53, Laws of 1965 as last amended by section 45, chapter 16, Laws of 1979 and RCW 23A.28.010; amending section 85, chapter 53, Laws of 1965 as amended by section 15, chapter 193, Laws of 1977 ex. sess. and RCW 23A.28.020; amending section 86, chapter 53, Laws of 1965 as amended by section 16, chapter 193, Laws of 1977 ex. sess. and RCW 23A.28.030; amending section 87, chapter 53, Laws of 1965 as amended by section 17, chapter 193, Laws of 1977 ex. sess. and RCW 23A.28.040; amending section 89, chapter 53, Laws of 1965 and RCW 23A.28.060; amending section 90, chapter 53, Laws of 1965 as amended by section 18, chapter 193, Laws of 1977 ex. sess. and RCW 23A.28.070; amending section 91, chapter 53, Laws of 1965 as amended by section 19, chapter 193, Laws of 1977 ex. sess. and RCW 23A.28.080; amending section 92, chapter 53, Laws of 1965 as amended by section 20, chapter 193, Laws of 1977 ex. sess. and RCW 23A.28.090; amending section 94, chapter 53, Laws of 1965 as amended by section 21, chapter 193, Laws of 1977 ex. sess. and RCW 23A.28.110; amending section 95, chapter 53, Laws of 1965 as amended by section 22, chapter 193, Laws of 1977 ex. sess. and RCW 23A.28.120; amending section 10, chapter 99, Laws of 1980 and RCW 23A.28.125; amending section 96, chapter 53, Laws of 1965 as amended by section 1, chapter 92, Laws of 1969 ex. sess. and RCW 23A.28.130; amending section 108, chapter 53, Laws of 1965 as amended by section 11, chapter 99, Laws of 1980 and RCW 23A.28.250; amending section 113, chapter 53, Laws of 1965 as last amended by section 49, chapter 16, Laws of 1979 and RCW 23A.32.050; amending section 114, chapter 53, Laws of 1965 as last amended by section 50, chapter 16, Laws of 1979 and RCW 23A.32.060; amending section 115, chapter 53, Laws of 1965 and RCW 23A.32.070; amending section 51, chapter 16, Laws of 1979 as amended by section 1, chapter 230, Laws of 1981 and RCW 23A.32.073; amending section 52, chapter 16, Laws of 1979 as amended by section 2, chapter 230, Laws of 1981 and RCW 23A.32.075; amending section 116, chapter 53, Laws of 1965 as amended by section 3, chapter 22, Laws of 1971 and RCW 23A.32.080; amending section 117, chapter 53, Laws of 1965 as amended by section 54, chapter 16, Laws of 1979 and RCW 23A.32.090; amending section 118, chapter 53, Laws of 1965 and RCW 23A.32.100; amending section 122, chapter 53, Laws of 1965 as amended by section 55, chapter 16, Laws of 1979 and RCW 23A.32.140; amending section 123, chapter 53, Laws of 1965 and RCW 23A.32.150; amending section 124, chapter 53, Laws of 1965 as amended by section 12, chapter 99, Laws of 1980 and RCW 23A.32.160; amending section 125, chapter 53, Laws of 1965 and RCW 23A.32.170; amending section 132, chapter 53, Laws of 1965 as amended by section 2, chapter 133, Laws of 1971 ex. sess. and RCW 23A.36.050; amending section 134, chapter 53, Laws of 1965 and RCW 23A.40.010; amending section 135, chapter 53, Laws of 1965 as last amended by section 3, chapter 230, Laws of 1981 and RCW 23A.40.020; amending section 136, chapter 53, Laws of 1965 as last amended by section 1, chapter 133, Laws of 1979 ex. sess. and RCW 23A.40.030; amending section 14, chapter 99, Laws of 1980 and RCW 23A.40.035; amending section 137, chapter 53, Laws of 1965 as amended by section 23, chapter 193, Laws of 1977 ex. sess. and RCW 23A.40.040; amending section 138, chapter 53, Laws of 1965 and RCW 23A.40.050; amending section 139, chapter 53, Laws of 1965 as amended by section 2, chapter 92, Laws of 1969 ex. sess. and RCW 23A.40.060; amending section 140, chapter 53, Laws of 1965 as last amended by section 15, chapter 99, Laws of 1980 and RCW 23A.40.070; amending section 148, chapter 53, Laws of 1965 and RCW 23A.44.010; amending section 149, chapter 53, Laws of 1965 and RCW 23A.44.020; amending section 151, chapter 53, Laws of 1965 and RCW 23A.44.040; amending section 152, chapter 53, Laws of 1965 and RCW 23A.44.050; amending section 153, chapter 53, Laws of 1965 and RCW 23A.44.060; amending section 4, chapter 58, Laws of 1969 ex. sess. and RCW 23A.44.146; amending section 165, chapter 53, Laws of 1965 as amended by section 59, chapter 16, Laws of 1979 and RCW 23A.98.030; amending section 2, chapter 235, Laws of 1967 and RCW 24.03.005; amending section 2, chapter 53, Laws of 1971 ex. sess. and RCW 24.03.017; amending section 5, chapter 235, Laws of 1967 and RCW 24.03.020; amending section 6, chapter 235, Laws of 1967 and RCW 24.03.025; amending section 10, chapter 235, Laws of 1967 and RCW 24.03.045; amending section 11, chapter 235, Laws of 1967 as amended by section 1, chapter 163, Laws of 1969 ex. sess. and RCW 24.03.050; amending section 12, chapter 235, Laws of 1967 and RCW 24.03.055; amending section 13, chapter 235, Laws of 1967

and RCW 24.03.060; amending section 30, chapter 235, Laws of 1967 and RCW 24.03-.145; amending section 31, chapter 235, Laws of 1967 and RCW 24.03.150; amending section 35, chapter 235, Laws of 1967 and RCW 24.03.170; amending section 36, chapter 235, Laws of 1967 and RCW 24.03.175; amending section 37, chapter 235, Laws of 1967 and RCW 24.03.180; amending section 41, chapter 235, Laws of 1967 and RCW 24.03-.200; amending section 42, chapter 235, Laws of 1967 and RCW 24.03.205; amending section 45, chapter 235, Laws of 1967 and RCW 24.03.220; amending section 49, chapter 235, Laws of 1967 and RCW 24.03.240; amending section 50, chapter 235, Laws of 1967 and RCW 24.03.245; amending section 52, chapter 235, Laws of 1967 as amended by section 3, chapter 163, Laws of 1969 ex. sess. and RCW 24.03.255; amending section 61, chapter 235, Laws of 1967 and RCW 24.03.300; amending section 9, chapter 163, Laws of 1969 ex. sess. as amended by section 1, chapter 128, Laws of 1971 ex. sess. and RCW 24.03.302; amending section 64, chapter 235, Laws of 1967 and RCW 24.03.315; amending section 67, chapter 235, Laws of 1967 as amended by section 4, chapter 163, Laws of 1969 ex. sess. and RCW 24.03.330; amending section 68, chapter 235, Laws of 1967 and RCW 24.03.335; amending section 69, chapter 235, Laws of 1967 and RCW 24.03.340; amending section 70, chapter 235, Laws of 1967 and RCW 24.03.345; amending section 71, chapter 235, Laws of 1967 and RCW 24.03.350; amending section 75, chapter 235, Laws of 1967 and RCW 24.03.370; amending section 76, chapter 235, Laws of 1967 and RCW 24.03.375; amending section 77, chapter 235, Laws of 1967 and RCW 24.03.380; amending section 78, chapter 235, Laws of 1967 and RCW 24.03.385; amending section 80, chapter 235, Laws of 1967 and RCW 24.03.395; amending section 81, chapter 235, Laws of 1967 as amended by section 1, chapter 90, Laws of 1973 and RCW 24.03.400; amending section 82, chapter 235, Laws of 1967 as last amended by section 5, chapter 230, Laws of 1981 and RCW 24.03.405; amending section 83, chapter 235, Laws of 1967 as last amended by section 2, chapter 133, Laws of 1979 ex. sess. and RCW 24.03.410; amending section 87, chapter 235, Laws of 1967 and RCW 24.03.430; amending section 88, chapter 235, Laws of 1967 and RCW 24.03.435; amending section 89, chapter 235, Laws of 1967 and RCW 24.03.440; amending section 90, chapter 235, Laws of 1967 and RCW 24.03.445; amending section 91, chapter 235, Laws of 1967 and RCW 24.03.450; amending section 98, chapter 235, Laws of 1967 as amended by section 8, chapter 163, Laws of 1969 ex. sess. and RCW 24.03.915; amending section 1, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.005; amending section 4, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.020; amending section 5, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.025; amending section 9, chapter 120, Laws of 1969 ex. sess. as amended by section 1, chapter 113, Laws of 1973 and RCW 24.06.045; amending section 10, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.050; amending section 11, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.055; amending section 12, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.060; amending section 34, chapter 120, Laws of 1969 ex. sess. as amended by section 5, chapter 302, Laws of 1981 and RCW 24.06.170; amending section 35, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.175; amending section 39, chapter 120, Laws of 1969 ex. sess. as amended by section 6, chapter 302, Laws of 1981 and RCW 24.06.195; amending section 40, chapter 120, Laws of 1969 ex. sess. as amended by section 7, chapter 302, Laws of 1981 and RCW 24.06.200; amending section 41, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.205; amending section 45, chapter 120, Laws of 1969 ex. sess. as amended by section 8, chapter 302, Laws of 1981 and RCW 24.06-.225; amending section 46, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.230; amending section 52, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.260; amending section 55, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.275; amending section 56, chapter 120, Laws of 1969 ex. sess. as amended by section 9, chapter 302, Laws of 1981 and RCW 24.06.280; amending section 57, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.285; amending section 58, chapter 120, Laws of 1969 ex. sess. as amended by section 1, chapter 70, Laws of 1973 and RCW 24.06.290; amending section 67, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.335; amending section 70, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.350; amending section 73, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.365; amending section 74, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.370; amending section 76, chapter 120, Laws of 1969 ex. sess. and RCW 24-.06.380; amending section 79, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.395; amending section 83, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.415; amending section 84, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.420; amending section 85, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.425; amending section 86, chapter

120, Laws of 1969 ex. sess. and RCW 24.06.430; amending section 88, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.440; amending section 89, chapter 120, Laws of 1969 ex. sess. as amended by section 1, chapter 146, Laws of 1973 and RCW 24.06.445; amending section 90, chapter 120, Laws of 1969 ex. sess. as last amended by section 6, chapter 230, Laws of 1981 and RCW 24.06.450; amending section 91, chapter 120, Laws of 1969 ex. sess. as last amended by section 3, chapter 133, Laws of 1979 ex. sess. and RCW 24.06.455; amending section 92, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.460; amending section 95, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.475; amending section 96, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.480; amending section 97, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.485; amending section 98, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.490; amending section 99, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.495; amending section 106, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.520; amending section 104, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.900; amending section 109, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.915; amending section 2, chapter 80, Laws of 1903 and RCW 24.20.020; amending section 1, chapter 190, Laws of 1927 as amended by section 12, chapter 302, Laws of 1981 and RCW 24.24.010; amending section 10, chapter 190, Laws of 1927 and RCW 24.24.100; amending section 12, chapter 122, Laws of 1969 and RCW 18.100.120; amending section 14, chapter 122, Laws of 1969 and RCW 18.100.140; amending section 2, chapter 19, Laws of 1913 as amended by section 1, chapter 34, Laws of 1961 and RCW 23.86.050; amending section 3, chapter 19, Laws of 1913 as amended by section 2, chapter 302, Laws of 1981 and RCW 23.86.060; amending section 4, chapter 19, Laws of 1913 as last amended by section 2, chapter 263, Laws of 1959 and RCW 23.86.070; amending section 6, chapter 19, Laws of 1913 as last amended by section 32, chapter 297, Laws of 1981 and RCW 23.86.090; amending section 2, chapter 221, Laws of 1971 ex. sess. as amended by section 34, chapter 297, Laws of 1981 and RCW 23.86.210; amending section 3, chapter 221, Laws of 1971 ex. sess. as amended by section 35, chapter 297, Laws of 1981 and RCW 23.86.220; amending section 1, chapter 51, Laws of 1981 and RCW 25.10.010; amending section 13, chapter 51, Laws of 1981 and RCW 25.10.130; amending section 31, chapter 51, Laws of 1981 and RCW 25.10.310; amending section 15.66.010, chapter 11, Laws of 1961 as amended by section 6, chapter 7, Laws of 1975 1st ex. sess. and RCW 15.66.010; amending section 3, chapter 211, Laws of 1955 and RCW 19.77.030; amending section 43.07.030, chapter 8, Laws of 1965 as last amended by section 21, chapter 87, Laws of 1980 and RCW 43.07.030; amending section 43.07.120, chapter 8, Laws of 1965 as amended by section 107, chapter 81, Laws of 1971 and RCW 43.07.120; amending section 1, chapter 122, Laws of 1971 ex. sess. as amended by section 1, chapter 85, Laws of 1973 1st ex. sess. and RCW 43.07.130; amending section 2, chapter 85, Laws of 1973 1st ex. sess. and RCW 43.07.140; amending section 4, chapter 323, Laws of 1959 and RCW 18.08.130; amending section 6, chapter 272, Laws of 1955 as amended by section 35, chapter 141, Laws of 1979 and RCW 26.40.060; amending section 38, chapter 1, Laws of 1973 as amended by section 26, chapter 294, Laws of 1975 1st ex. sess. and RCW 42.17.380; amending section 46.64.040, chapter 12, Laws of 1961 as last amended by section 1, chapter 91, Laws of 1973 and RCW 46.64.040; amending section 21, chapter 165, Laws of 1947 and RCW 47.68.210; amending section 6, chapter 116, Laws of 1947 and RCW 76.40.060; recodifying RCW 23A.08.480; adding new sections to chapter 23A.32 RCW; adding new sections to chapter 24.03 RCW; adding new sections to chapter 24.06 RCW; adding new sections to chapter 43.07 RCW; creating new sections; repealing section 2, chapter 218, Laws of 1937 and RCW 19.24.010; repealing section 3, chapter 218, Laws of 1937 and RCW 19.24.020; repealing section 4, chapter 218, Laws of 1937, section 1, chapter 40, Laws of 1967 and RCW 19.24.040; repealing section 5, chapter 218, Laws of 1937 and RCW 19.24.050; repealing section 6, chapter 218, Laws of 1937 and RCW 19.24.055; repealing section 7, chapter 218, Laws of 1937 and RCW 19.24.060; repealing section 8, chapter 218, Laws of 1937, section 1, chapter 108, Laws of 1973 and RCW 19.24.100; repealing section 9, chapter 218, Laws of 1937, section 1, chapter 82, Laws of 1977 ex. sess. and RCW 19.24.140; repealing section 10, chapter 218, Laws of 1937 and RCW 19.24.280; repealing section 11, chapter 218, Laws of 1937 and RCW 19.24.290; repealing section 13, chapter 218, Laws of 1937 and RCW 19.24.300; repealing section 12, chapter 218, Laws of 1937 and RCW 19.24.900; repealing section 53, chapter 16, Laws of 1979 and RCW 23A.32.078; repealing section 1, chapter 2, Laws of 1971 ex. sess., section 58, chapter 16, Laws of 1979 and RCW 23A.40.150; and providing effective dates.

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

**NEW SECTION.** Section 1. The legislature finds that the secretary of state's office, particularly the corporations division, performs a valuable public service for the business and nonprofit corporate community, and for the state of Washington. The legislature further finds that numerous filing and other requirements of the laws relating to the secretary of state's responsibilities have not been recently updated, thereby causing problems and delays for the corporate community as well as the secretary of state's office.

To provide better service to the corporate community in this state, and to permit the secretary of state to make efficient use of state resources and improve collection of state revenues, statutory changes are necessary. It is the intent of the legislature to provide for the modernization and updating of the corporate laws and other miscellaneous filing statutes and to give the secretary of state the appropriate authority the secretary of state needs to implement the modernization and streamlining effort.

**NEW SECTION.** Sec. 2. There is added to chapter 43.07 RCW a new section to read as follows:

The secretary of state may appoint authenticating officers and delegate to the authenticating officers power to sign for the secretary of state any document which, to have legal effect, requires the secretary of state's signature and which is of a class which the secretary of state has authorized for signature by the authenticating officers in a writing on file in the secretary of state's office. Authenticating officers shall sign in the following manner: " . . . . . , Authenticating Officer for the Secretary of State . . . . . "

The secretary of state may also delcgate to the authenticating officers power to use the secretary of state's facsimile signature for signing any document which, to have legal effect, requires the secretary of state's signature and is of a class with respect to which the secretary of state has authorized use of his or her facsimile signature by a writing filed in the secretary of state's office. As used in this section, "facsimile signature" includes, but is not limited to, the reproduction of any authorized signature by a copper plate, a rubber stamp, or by a photographic, photostatic, or mechanical device.

The secretary of state shall effect the appointment and delegation by placing on file in the secretary of state's office in a single document the names of all persons appointed as authenticating officers and each officer's signature, a list of the classes of documents each authenticating officer is authorized to sign for the secretary of state, a copy of the secretary of state's facsimile signature, and a list of the classes of documents which each authenticating officer may sign for the secretary of state by affixing the secretary of state's facsimile signature. The secretary of state may revoke the appointment or delegation or powers by placing on file in the secretary of

state's office a new single document which expressly revokes the authenticating officers and the powers delegated to them. The secretary of state shall record and index documents filed by him or her under this section, and the documents shall be open for public inspection.

The authorized signature of an authenticating officer or an authorized facsimile signature of the secretary of state shall have the same legal effect and validity as the genuine manual signature of the secretary of state.

**NEW SECTION.** Sec. 3. (1) The code reviser shall include a cross-reference section to RCW 43.07.120 in chapters 18.100, 23.86, 23.90, 23A.40, 24.03, 24.06, 24.12, 24.20, 24.24, 24.28, 24.32, 24.36, and 25.10 RCW.

(2) The code reviser shall include a cross-reference section to RCW 23A.08.026 in chapters 18.100, 23.86, 23.90, 24.03, 24.06, 24.12, 24.20, 24.24, 24.28, 24.32, 24.36, and 25.10 RCW.

Sec. 4. Section 3, chapter 53, Laws of 1965 as amended by section 1, chapter 16, Laws of 1979 and RCW 23A.04.010 are each amended to read as follows:

As used in this title, unless the context otherwise requires, the term:

(1) "Corporation" or "domestic corporation" means a corporation for profit subject to the provisions of this title, except a foreign corporation.

(2) "Foreign corporation" means a corporation for profit organized under laws other than the laws of this state for a purpose or purposes for which a corporation may be organized under this title.

(3) "Articles of incorporation" means the original or restated articles of incorporation or articles of consolidation and all amendments thereto including articles of merger.

(4) "Shares" means the units into which the proprietary interests in a corporation are divided.

(5) "Subscriber" means one who subscribes for one or more shares in a corporation, whether before or after incorporation.

(6) "Shareholder" means one who is a holder of record of one or more shares in a corporation. If the articles of incorporation or the bylaws so provide, the board of directors may adopt by resolution a procedure whereby a shareholder of the corporation may certify in writing to the corporation that all or a portion of the shares registered in the name of such shareholder are held for the account of a specified person or persons. The resolution shall set forth:

(a) The classification of shareholder who may certify;

(b) The purpose or purposes for which the certification may be made;

(c) The form of certification and information to be contained therein;

(d) If the certification is with respect to a record date or closing of the stock transfer books within which the certification must be received by the corporation; and

(e) Such other provisions with respect to the procedure as are deemed necessary or desirable.

Upon receipt by the corporation of a certification complying with the procedure, the persons specified in the certification shall be deemed, for the purpose or purposes set forth in the certification, to be the holders of record of the number of shares specified in place of the shareholder making the certification.

(7) "Authorized shares" means the shares of all classes which the corporation is authorized to issue.

(8) "Treasury shares" means shares of a corporation which have been issued, have been subsequently acquired by and belong to the corporation, and have not, either by reason of the acquisition or thereafter, been canceled or restored to the status of authorized but unissued shares. Treasury shares shall be deemed to be "issued" shares but not "outstanding" shares.

(9) "Net assets" means the amount by which the total assets of a corporation exceed the total debts of the corporation.

(10) "Stated capital" means, at any particular time, the sum of (a) the par value of all shares of the corporation having a par value that have been issued, (b) the amount of the consideration received by the corporation for all shares of the corporation without par value that have been issued, except such part of the consideration therefor as may have been allocated to capital surplus in a manner permitted by law, and (c) such amounts not included in clauses (a) and (b) of this paragraph as have been transferred to stated capital of the corporation, whether upon the issue of shares as a share dividend or otherwise, minus all reductions from such sum as have been effected in a manner permitted by law. Irrespective of the manner of designation thereof by the laws under which a foreign corporation is organized, the stated capital of a foreign corporation shall be determined on the same basis and in the same manner as the stated capital of a domestic corporation, for the purpose of computing fees and other charges imposed by this title.

(11) "Surplus" means the excess of the net assets of a corporation over its stated capital.

(12) "Earned surplus" means the portion of the surplus of a corporation equal to the balance of its net profits, income, gains and losses from the date of incorporation, or from the latest date when a deficit was eliminated by an application of its capital surplus or stated capital or otherwise, after deducting subsequent distributions to shareholders and transfers to stated capital and capital surplus to the extent such distributions and transfers are made out of earned surplus. Earned surplus shall include also any portion of surplus allocated to earned surplus in mergers, consolidations or acquisitions of all or substantially all of the outstanding shares or of the property and assets of another corporation, domestic or foreign.

(13) "Capital surplus" means the entire surplus of a corporation other than its earned surplus.

(14) "Insolvent" means inability of a corporation to pay its debts as they become due in the usual course of its business.

(15) For the purposes of RCW 23A.40.040, 23A.40.050, 23A.40.060, and 23A.32.073 the term or terms:

(a) "Stock" means shares.

(b) "Capital" and "capital stock" and "authorized capital stock" mean the sum of (i) the par value of all shares of the corporation having a par value that the corporation is authorized to issue, and (ii) the amount expected to be allocated to stated capital out of the amount of the consideration expected to be received by the corporation in return for the issuance of all the shares without par value which the corporation is authorized to issue.

(c) "Capitalization" means stated capital.

(d) "Value of the assets received and to be received by such corporation in return for the issuance of its nonpar value stock" and "value of the assets represented by nonpar shares" mean the amount expected to be allocated to stated capital out of the amount of consideration expected to be received by the corporation in return for the issuance of all the shares without par value which the corporation is authorized to issue.

(e) "Value of the assets received in consideration of the issuance of such nonpar value stock" means the stated capital represented by the nonpar value shares issued by the corporation.

(f) "The number of shares of capital stock of the company" means the number of shares of the corporation.

(16) "Duplicate originals" means two copies, original or otherwise, each with original signatures, or one original with original signatures and one copy thereof.

(17) "Conforms to law" as used in this title in connection with duties of the secretary of state in reviewing documents for filing under this title means the secretary of state has determined the document complies as to form with the applicable requirements of this title.

(18) "Effective date" means, in connection with a filing made by the secretary of state, the date which is shown by affixing a "filed" stamp on the documents. When a document is received for filing by the secretary of state in a form which complies with the requirements of this title and which would entitle the document to be filed immediately upon receipt, but the secretary of state's approval action occurs subsequent to the date of receipt, the secretary of state's filing date shall relate back to the date on which the secretary of state first received the document in acceptable form. An applicant may request a specific effective date no more than thirty days later than the date of receipt which might otherwise be applied as the effective date.

(19) "Executed by an officer of the corporation," or words of similar import, means that any document signed by such person shall be and is signed by that person under penalties of perjury and in an official and



authorized capacity on behalf of the corporation or person submitting the document with the secretary of state.

(20) "An officer of the corporation" means, in connection with the execution of documents submitted for filing with the secretary of state, the president, a vicepresident, the secretary or the treasurer of the corporation.

Sec. 5. Section 9, chapter 53, Laws of 1965 as last amended by section 6, chapter 16, Laws of 1979 and RCW 23A.08.060 are each amended to read as follows:

The exclusive right to the use of a corporate name may be reserved by:

- (1) Any person intending to organize a corporation under this title.
- (2) Any domestic corporation intending to change its name.
- (3) Any foreign corporation intending to make application for a certificate of authority to transact business in this state.
- (4) Any foreign corporation authorized to transact business in this state and intending to change its name.
- (5) Any person intending to organize a foreign corporation and intending to have such corporation make application for a certificate of authority to transact business in this state.

The reservation shall be made by filing with the secretary of state an application to reserve a specified corporate name, executed by or on behalf of the applicant. If the secretary of state finds that the name is available for corporate use, ~~((he))~~ the secretary of state shall reserve the same for the exclusive use of the applicant for a period of one hundred and eighty days. Such reservation shall be limited to one filing and one renewal for a like period.

The right to the exclusive use of a specified corporate name so reserved may be transferred to any other person or corporation by filing in the office of the secretary of state, a notice of such transfer, executed by the applicant for whom the name was reserved, and specifying the name and address of the transferee.

Sec. 6. Section 12, chapter 53, Laws of 1965 and RCW 23A.08.090 are each amended to read as follows:

Each corporation shall have and continuously maintain in this state:

- (1) A registered office which may be, but need not be, the same as its place of business. The registered office shall be at a specific geographic location in this state, and be identified by number, if any, and street, or building address or rural route, or, if a commonly known street or rural route address does not exist, by legal description. A registered office may not be identified by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in conjunction with the registered office address if the corporation also maintains on file the specific geographic address of the registered office where personal service of process may be made.

(2) A registered agent, which agent may be either an individual resident in this state whose business office is identical with such registered office, or a domestic corporation, or a foreign corporation authorized to transact business in this state, having a business office identical with such registered office. A registered agent shall not be appointed without having given prior written consent to the appointment. The written consent shall be filed with the secretary of state in such form as the secretary may prescribe. The written consent shall be filed with or as a part of the document first appointing a registered agent. In the event any individual or corporation has been appointed agent without consent, that person or corporation may file a notarized statement attesting to that fact, and the name shall forthwith be removed from the records of the secretary of state.

No Washington corporation or foreign corporation authorized to transact business in Washington may be permitted to maintain any action in any court in this state until the corporation complies with the requirements of this section.

Sec. 7. Section 13, chapter 53, Laws of 1965 as last amended by section 7, chapter 16, Laws of 1979 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, upon filing in the office of the secretary of state in the form prescribed by the secretary of state a statement setting forth:

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

Such statement shall be executed ~~((in duplicate))~~ by the corporation by ~~((its president or a vice-president, and verified by him))~~ an officer of the corporation and delivered to the secretary of state, together with a written consent of the registered agent to his or its appointment, if applicable. If the secretary of state finds that such statement conforms to the provisions of this title ~~((he))~~ the secretary of state shall endorse ~~((on such duplicate originals))~~ thereon the word "Filed," and the month, day, and year of the filing thereof, and file ~~((one original in his office, and return the other original to the corporation or its representative))~~ the statement. The change of address of the registered office, or the appointment of a new registered

agent, or both, as the case may be, shall become effective upon filing unless a later date is specified.

Any registered agent of a corporation may resign as such agent upon filing a written notice thereof, executed in duplicate, with the secretary of state, who shall forthwith mail one copy thereof to the corporation 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.

If a registered agent changes his or its business address to another place within the ~~((same county))~~ state, he or it may change such address and the address of the registered office of any corporation of which he or it is a registered agent by filing a statement as required by this section, except that it need be signed only by the registered agent, it need not be responsive to subsections ~~((5))~~ (3) or ~~((7))~~ (5) of this section, and it must recite that a copy of the statement has been mailed to the corporation.

Sec. 8. Section 14, chapter 53, Laws of 1965 as amended by section 2, chapter 190, Laws of 1967 and RCW 23A.08.110 are each amended to read as follows:

The registered agent so appointed by a corporation shall be an agent of such corporation upon whom any process, notice or demand required or permitted by law to be served upon the corporation may be served.

Whenever a corporation shall fail to appoint or maintain a registered agent in this state, or whenever its registered agent cannot with reasonable diligence be found at the registered office, then the secretary of state shall be an agent of such corporation upon whom any such process, notice, or demand may be served. Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with ~~((him))~~ the secretary of state, or with any duly authorized clerk ~~((having charge))~~ of the corporation department of ~~((his))~~ the secretary of state's office, duplicate copies of such process, notice or demand. In the event any such process, notice or demand is served on the secretary of state, ~~((he))~~ the secretary of state shall immediately cause one of the copies thereof to be forwarded by certified mail, addressed to the corporation at its registered office. Any service so had on the secretary of state shall be returnable in not less than thirty days.

The secretary of state shall keep a record of all processes, notices and demands served upon ~~((him))~~ the secretary of state under this section, and shall record therein the time of such service and ~~((his))~~ the secretary of state's action with reference thereto.

Nothing herein contained shall limit or affect the right to serve any process, notice or demand required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.

Sec. 9. Section 16, chapter 53, Laws of 1965 as last amended by section 2, chapter 193, Laws of 1977 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 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))~~ one of its officers, and shall be delivered to the secretary of state. If the secretary of

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

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

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

(c) Return the other original to the corporation or its representative.

(6) 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. 10. Section 37, chapter 53, Laws of 1965 as amended by section 4, chapter 99, Laws of 1980 and RCW 23A.08.340 are each amended to read as follows:

All corporate powers shall be exercised by or under authority of, and the business and affairs of a corporation shall be managed under the direction of, a board of directors except as may be otherwise provided in this title or the articles of incorporation. If any such provision is made in the articles of incorporation, the powers and duties conferred or imposed upon the board of directors by this title shall be exercised or performed to such extent and by such person or persons as shall be provided in the articles of incorporation; PROVIDED, That the names and addresses of such person or persons shall be set out in the articles of incorporation in the same manner as names and addresses of directors would be set out. Directors need not be residents of this state or shareholders of the corporation unless the articles of incorporation or bylaws so require. The articles of incorporation or bylaws may prescribe other qualifications for directors. The board of directors shall have authority to fix the compensation of directors unless otherwise provided in the articles of incorporation.

Sec. 11. Section 48, chapter 53, Laws of 1965 as last amended by section 8, chapter 99, Laws of 1980 and RCW 23A.08.450 are each amended to read as follows:

In addition to any other liabilities ~~((imposed by law upon directors of a corporation))~~, directors shall be liable in the following circumstances unless they comply with the standard provided in RCW 23A.08.343 for the performance of the duties of directors:

(1) Directors of a corporation who vote for or assent to the declaration of any dividend or other distribution of the assets of a corporation to its shareholders contrary to the provisions of this title or contrary to any restrictions contained in the articles of incorporation, shall be jointly and severally liable to the corporation for the amount of such dividend which is paid or the value of such assets which are distributed in excess of the amount of such dividend or distribution which could have been paid or distributed without a violation of the provisions of this title or the restrictions in the articles of incorporation.

(2) Directors of a corporation who vote for or assent to the purchase of its own shares contrary to the provisions of this title shall be jointly and severally liable to the corporation for the amount of consideration paid for such shares which is in excess of the maximum amount which could have been paid therefor without a violation of the provisions of this title.

(3) The directors of a corporation who vote for or assent to any distribution of assets of a corporation to its shareholders during the liquidation of the corporation without the payment and discharge of, or making adequate provision for, all known debts, obligations, and liabilities of the corporation shall be jointly and severally liable to the corporation for the value of such assets which are distributed, to the extent that such debts, obligations, and liabilities of the corporation are not thereafter paid and discharged.

(4) The directors of a corporation who vote for or assent to the making of a loan to an officer or director of the corporation, or the making of any loan secured by shares of the corporation, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof, unless approved by the shareholders as provided in RCW 23A.08.440.

Any director against whom a claim shall be asserted under or pursuant to this section for the payment of a dividend or other distribution of assets of a corporation and who shall be held liable thereon, shall be entitled to contribution from the shareholders who accepted or received any such dividend or assets, knowing such dividend or distribution to have been made in violation of this title, in proportion to the amounts received by them respectively.

Any director against whom a claim shall be asserted under or pursuant to this section shall be entitled to contribution from the other directors who voted for or assented to the action upon which the claim is asserted.

Sec. 12. Section 51, chapter 53, Laws of 1965 as last amended by section 9, chapter 99, Laws of 1980 and RCW 23A.08.480 are each amended to read as follows:

(1) ~~((a))~~ Every domestic corporation organized under this title on or after ~~((January 1, 1981))~~ July 1, 1982, shall file an initial report with the secretary of state within thirty days of the date its officers are first electe., containing the information described in subsections (2)(a) through (2)(e) of this section.

~~((b) Every foreign corporation authorized to do business in the state of Washington shall, at the time it files its application for a certificate of authority, file an initial report with the secretary of state containing the information described in subsections (2)(a) through (2)(e) of this section:))~~

(2) In addition, every corporation heretofore or hereafter organized under the laws of the territory or state of Washington and every 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 an annual report 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 description of the business, if any, which the corporation is conducting, or, in the case of a foreign corporation, which the corporation is conducting in this state.

(d) The address of the principal place of business of the corporation in the state.

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

(3) Every report required by this section shall be executed by an officer or director on behalf of the corporation except that the initial report of a domestic corporation may be executed by an incorporator. If the secretary of state finds that the annual report substantially conforms to law, ~~((he))~~ the secretary of state shall, when all the fees have been paid as in this title described, file the same.

~~(4) ((If any corporation shall fail to file a report required by this section, 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))~~ The secretary of state may prescribe, by rule adopted under chapter 34.04 RCW, the form to be used to make the annual report. The secretary of state may provide that correction or updating of information appearing on previous annual filings is sufficient to constitute the current annual filing.

(5) If any corporation shall fail to file or complete a report required by subsection (2) of this section there shall become due and owing to the state of Washington the sum of ((twenty-five dollars if the required report is filed on or before the first of September in the year in which the report is required, or one hundred dollars if the report is not filed on or before that date)) five dollars per month for each month or part of a month that the annual report is delinquent, to a maximum of fifty dollars, which sum shall be paid to the secretary of state.

**NEW SECTION.** Sec. 13. RCW 23A.08.480 as now or hereafter amended is recodified as a new section in chapter 23A.40 RCW.

Sec. 14. Section 55, chapter 53, Laws of 1965 as amended by section 27, chapter 16, Laws of 1979 and RCW 23A.12.020 are each amended to read as follows:

The articles of incorporation shall set forth:

- (1) The name of the corporation.
- (2) The period of duration, which may be perpetual or for a stated term of years.
- (3) The purpose or purposes for which the corporation is organized which may be stated to be, or to include, the transaction of any or all lawful business for which corporations may be incorporated under this title.
- (4) The aggregate number of shares which the corporation shall have authority to issue; if such shares are to consist of one class only, the par value of each of such shares, or a statement that all of such shares are without par value; or, if such shares are to be divided into classes, the number of shares of each class, and a statement of the par value of the shares of each such class or that such shares are to be without par value.
- (5) If all or any portion of the shares have no par value, the aggregate value of those shares, or, such aggregate value shall be stated in the ((affidavit)) statement filed pursuant to RCW 23A.40.050.
- (6) If the shares are to be divided into classes, the designation of each class and a statement of the preferences, limitations and relative rights in respect of the shares of each class.
- (7) If the corporation is to issue the shares of any preferred or special class in series, then the designation of each series and a statement of the variations in the relative rights and preferences as between series insofar as the same are to be fixed in the articles of incorporation, and a statement of any authority to be vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences as between series.
- (8) Any provision limiting or denying to shareholders the preemptive right to acquire additional shares of the corporation.
- (9) Any provision, not inconsistent with law, which the incorporators elect to set forth in the articles of incorporation for the regulation of the internal affairs of the corporation, including any provision restricting the transfer of shares and any provision which under this title is required or permitted to be set forth in the bylaws.
- (10) The address of its initial registered office and the name of its initial registered agent at such address.
- (11) The number of directors constituting the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify.
- (12) The name and address of each incorporator.



It shall not be necessary to set forth in the articles of incorporation any of the corporate powers enumerated in this title.

Sec. 15. Section 56, chapter 53, Laws of 1965 as amended by section 4, chapter 193, Laws of 1977 ex. sess. and RCW 23A.12.030 are each amended to read as follows:

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))~~ the secretary of state 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))~~ effective date of the filing thereof.

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

(3) Issue a certificate of incorporation to which ~~((he shall affix))~~ the other original shall be affixed.

The certificate of incorporation together with the original of the articles of incorporation affixed thereto by the secretary of state shall be returned to the incorporators or their representative.

Sec. 16. Section 57, chapter 53, Laws of 1965 as amended by section 28, chapter 16, Laws of 1979 and RCW 23A.12.040 are each amended to read as follows:

Upon the ~~((issuance))~~ filing of the ~~((certificate))~~ articles of incorporation, the corporate existence shall begin, and ~~((such))~~ the certificate of incorporation shall be conclusive evidence that all conditions precedent required to be performed by the incorporators have been complied with and that the corporation has been incorporated under this title, except as against this state in a proceeding to cancel or revoke the certificate of incorporation or for involuntary dissolution of the corporation.

Sec. 17. Section 63, chapter 53, Laws of 1965 as last amended by section 31, chapter 16, Laws of 1979 and RCW 23A.16.040 are each amended to read as follows:

The articles of amendment shall be executed in duplicate by the corporation by ~~((its president or a vice-president and by its secretary or an assistant secretary, and verified by one of the officers signing such articles))~~ one of its officers, 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, or by the board of directors where no shares have been issued.

(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. 18. Section 64, chapter 53, Laws of 1965 as last amended by section 6, chapter 193, Laws of 1977 ex. sess. and RCW 23A.16.050 are each amended to read as follows:

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))~~ the secretary of state shall, when all fees have been paid as in this title prescribed:

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

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

(3) Issue a certificate of amendment to which ~~((he shall affix))~~ the other original shall be affixed.

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

Sec. 19. Section 65, chapter 53, Laws of 1965 as amended by section 32, chapter 16, Laws of 1979 and RCW 23A.16.060 are each amended to read as follows:

The amendment shall become effective upon the ~~((issuance))~~ filing of the ~~((certificate))~~ articles of amendment by the secretary of state, or on such later date, not more than thirty days subsequent to the filing thereof with the secretary of state, as shall be provided for in the articles of amendment.

No amendment shall affect any existing cause of action in favor of or against such corporation, or any pending suit to which such corporation shall be a party, or the existing rights of persons other than shareholders; and, in the event the corporate name shall be changed by amendment, no suit brought by or against such corporation under its former name shall abate for that reason.

Sec. 20. Section 33, chapter 16, Laws of 1979 and RCW 23A.16.075 are each amended to read as follows:

A domestic corporation may at any time restate its articles of incorporation as theretofore amended, by a resolution adopted by the board of directors.

Upon the adoption of the resolution, restated articles of incorporation shall be executed in duplicate by the corporation by ~~((its president or a vice president and by its secretary or assistant secretary and verified by))~~ one of ~~((the))~~ its officers signing the articles and shall set forth all of the operative provisions of the articles of incorporation as theretofore amended together with a statement that the restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as theretofore amended and that the restated articles of incorporation supersede the original articles of incorporation and all amendments thereto.

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

(1) Endorse on each duplicate original the word "Filed" and the ~~((month, day, and year))~~ effective date of the filing thereof;

(2) File one duplicate original in ~~((his))~~ the secretary of state's office; and

(3) Issue a restated certificate of incorporation, to which ~~((he shall affix))~~ the other duplicate original shall be affixed.

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

Upon the ~~((issuance))~~ filing of the restated ~~((certificate))~~ articles of incorporation by the secretary of state, the restated articles of incorporation shall become effective and shall supersede the original articles of incorporation and all amendments thereto.

Sec. 21. Section 67, chapter 53, Laws of 1965 as last amended by section 34, chapter 16, Laws of 1979 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 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) 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))~~ the secretary of state 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))~~ effective date of the filing thereof.

(ii) File one of such originals in ~~((his))~~ the secretary of state's office.

(iii) Issue a certificate of amendment to which ~~((he shall affix))~~ the other original shall be affixed.

(3) The certificate of amendment, together with the original of the articles of amendment affixed thereto by the secretary of state, shall be returned to the corporation or its representative.

(4) The amendment shall become effective upon the ~~((issuance))~~ filing of the ~~((certificate))~~ articles of amendment by the secretary of state, or on such later date, not more than thirty days subsequent to the filing thereof

with the secretary of state, as shall be provided for in the articles of amendment, 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. 22. Section 69, chapter 53, Laws of 1965 as amended by section 9, chapter 193, Laws of 1977 ex. sess. 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 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))~~ one of its officers, 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) 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))~~ the secretary of state 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))~~ effective date of the filing thereof.

(b) File one of such originals in ~~((his))~~ the secretary of state's office.

(c) Return the other original to the corporation or its representative.

(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. 23. Section 70, chapter 53, Laws of 1965 as amended by section 10, chapter 193, Laws of 1977 ex. sess. 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 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))~~ one of its officers, 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) 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))~~ the secretary of state 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))~~ effective date of the filing thereof.

(b) File one of such originals in ~~((his))~~ the secretary of state's office.

(c) Return the other original to the corporation or its representative.

(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. 24. Section 71, chapter 53, Laws of 1965 as amended by section 11, chapter 193, Laws of 1977 ex. sess. 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 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))~~ one of its officers, 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) 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))~~ the secretary of state 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))~~ effective date of the filing thereof.

(b) File one of such originals in ~~((his))~~ the secretary of state's office.

(c) Return the other original to the corporation or its representative.

(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. 25. Section 76, chapter 53, Laws of 1965 as last amended by section 37, chapter 16, Laws of 1979 and RCW 23A.20.040 are each amended to read as follows:

(1) Upon such approval, articles of merger, articles of consolidation, or articles of exchange shall be executed in 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))~~ one of the officers of each corporation, 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.

(d) As to the acquiring corporation in a plan of exchange, a statement that the adoption of the plan and performance of its terms were duly approved by its board of directors and such other requisite corporate action, if any, as may be required of it.

(2) Duplicate originals of the articles of merger, articles of consolidation, or articles of exchange shall be delivered to the secretary of state. If the secretary of state finds that such articles conform to law, ~~((he))~~ the secretary of state 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))~~ effective date of the filing thereof.

(b) File one of such originals in ~~((his))~~ the secretary of state's office.

(c) Issue a certificate of merger, consolidation, or exchange to which ~~((he shall affix))~~ the other original shall be affixed.

(3) The certificate of merger, consolidation, or exchange, together with the duplicate original of the articles of merger, consolidation, or exchange affixed thereto by the secretary of state, shall be returned to the surviving or new or acquiring corporation, or its representative.



Sec. 26. Section 77, chapter 53, Laws of 1965 as last amended by section 38, chapter 16, Laws of 1979 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.

(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 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))~~ one of its officers, 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 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))~~ the secretary of state 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))~~ effective date of the filing thereof;

(b) File one of such originals in ~~((his))~~ the secretary of state's office; and

(c) Issue a certificate of merger to which ~~((he shall affix))~~ the other original shall be affixed.

(5) The certificate of merger, together with the original of the articles of merger affixed thereto by the secretary of state, shall be returned to the surviving corporation or its representative.

Sec. 27. Section 78, chapter 53, Laws of 1965 as amended by section 39, chapter 16, Laws of 1979 and RCW 23A.20.060 are each amended to read as follows:

A merger, consolidation, or exchange shall become effective upon the ((issuance)) filing of ((a certificate)) the articles of merger, consolidation, or exchange by the secretary of state, or on such later date, not more than thirty days subsequent to the filing thereof with the secretary of state, as shall be provided for in the plan.

When a merger or consolidation has become effective:

(1) The several corporations parties to the plan of merger or consolidation shall be a single corporation, which, in the case of a merger, shall be that corporation designated in the plan of merger as the surviving corporation, and, in the case of a consolidation, shall be the new corporation provided for in the plan of consolidation.

(2) The separate existence of all corporations parties to the plan of merger or consolidation, except the surviving or new corporation, shall cease.

(3) Such surviving or new corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under this title.

(4) Such surviving or new corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of each of the merging or consolidating corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to each of the corporations so merged or consolidated, shall be taken and deemed to be transferred to and vested in such single corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any of such corporations shall not revert or be in any way impaired by reason of such merger or consolidation.

(5) Such surviving or new corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the corporations so merged or consolidated; and any claim existing or action or proceeding pending by or against any of such corporations may be prosecuted as if such merger or consolidation had not taken place, or such surviving or new corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any such corporation shall be impaired by such merger or consolidation.

(6) In the case of a merger, the articles of incorporation of the surviving corporation shall be deemed to be amended to the extent, if any, that changes in its articles of incorporation are stated in the plan of merger; and, in the case of a consolidation, the statement set forth in the articles of consolidation and which are required or permitted to be set forth in the articles of incorporation of corporations organized under this title shall be deemed to be the original articles of incorporation of the new corporation.

When a merger, consolidation, or exchange has become effective, the shares of the corporation or corporations party to the plan that are, under the terms of the plan, to be converted or exchanged, shall cease to exist, in the case of a merger or consolidation, or be deemed to be exchanged in the case of an exchange, and the holders of the shares shall thereafter be entitled only to the shares, obligations, other securities, cash, or other property into which they shall have been converted or for which they shall have been exchanged, in accordance with the plan, subject to any rights under RCW 23A.24.030.

Sec. 28. Section 79, chapter 53, Laws of 1965 as amended by section 40, chapter 16, Laws of 1979 and RCW 23A.20.070 are each amended to read as follows:

One or more foreign corporations and one or more domestic corporations may be merged or consolidated or participate in an exchange in the following manner, if such merger, consolidation, or exchange is permitted by the laws of the state under which each such foreign corporation is organized:

(1) Each domestic corporation shall comply with the provisions of this title with respect to the merger, consolidation, or exchange, as the case may be, of domestic corporations and each foreign corporation shall comply with the applicable provisions of the laws of the state under which it is organized.

(2) If the surviving or new corporation in a merger or consolidation is to be governed by the laws of any state other than this state, it shall comply with the provisions of this title with respect to foreign corporations if it is to transact business in this state, and in every case it shall file with the secretary of state of this state:

(a) An agreement that it may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to such merger or consolidation and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving or new corporation;

(b) An irrevocable appointment of the secretary of state of this state as its agent to accept service of process in any such proceeding; and

(c) An agreement that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of this title with respect to the rights of dissenting shareholders.

The effect of such merger or consolidation shall be the same as in the case of the merger or consolidation of domestic corporations, if the surviving or new corporation is to be governed by the laws of this state. If the surviving or new corporation is to be governed by the laws of any state other than this state, the effect of such merger or consolidation shall be the same as in the case of the merger or consolidation of domestic corporations except insofar as the laws of such other state provide otherwise.

(3) At any time prior to the effective date of the articles of merger, consolidation, or exchange, the merger, consolidation, or exchange, may be abandoned pursuant to provision therefor, if any, set forth in the plan of merger, consolidation or exchange. In the event the merger, consolidation, or exchange is abandoned, the parties thereto shall execute a notice of abandonment in triplicate (~~by the respective presidents or vice presidents and by the secretaries or assistant secretaries, and verified~~) by an officer for each corporation signing the notice. If the secretary of state finds the notice conforms to law, ~~(he)~~ the secretary of state shall:

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

(b) File one of the triplicate originals in ~~((his))~~ the secretary of state's office; and

(c) Issue the other triplicate originals to the respective parties or their representatives.

Sec. 29. Section 84, chapter 53, Laws of 1965 as last amended by section 45, chapter 16, Laws of 1979 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 in the following manner:

(1) Articles of dissolution shall be executed in 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.

(h) If a copy of any revenue clearance form under chapter 82.32 RCW is issued, it shall be attached to the articles of dissolution.

(2) 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)~~ the secretary of state shall, when all ~~((fees))~~ requirements have been ~~((paid))~~ met as in this title prescribed:

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

(b) File one of such originals in ~~((his))~~ the secretary of state's office.

(c) Issue a certificate of dissolution to which ~~((he shall affix))~~ the other original shall be affixed.

The certificate of dissolution, together with the duplicate original of the articles of dissolution affixed thereto by the secretary of state, shall be returned to the incorporators or their representatives. Upon the issuance of such certificate of dissolution by the secretary of state, the existence of the corporation shall cease.

Sec. 30. Section 85, chapter 53, Laws of 1965 as amended by section 15, chapter 193, Laws of 1977 ex. sess. 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 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~~) by one of its officers, 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)~~) presented to all shareholders of the corporation((-); and
- (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. 31. Section 86, chapter 53, Laws of 1965 as amended by section 16, chapter 193, Laws of 1977 ex. sess. 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 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))~~ one of its officers, 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. 32. Section 87, chapter 53, Laws of 1965 as amended by section 17, chapter 193, Laws of 1977 ex. sess. and RCW 23A.28.040 are each amended to read as follows:

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))~~ the secretary of state shall, when all ~~((fees))~~ requirements have been ~~((paid))~~ met as in this title prescribed:

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

(2) File one of such originals in ~~((his))~~ the secretary of state's office.

(3) Return the other original to the corporation or its representative.

Sec. 33. Section 89, chapter 53, Laws of 1965 and RCW 23A.28.060 are each amended to read as follows:

After the filing by the secretary of state of a statement of intent to dissolve:

(1) The corporation shall immediately cause notice thereof to be mailed to each known creditor of the corporation, and to the department of revenue.

(2) The corporation shall proceed to collect its assets, convey and dispose of such of its properties as are not to be distributed in kind to its shareholders, pay, satisfy and discharge its liabilities and obligations and do all other acts required to liquidate its business and affairs, and, after paying or adequately providing for the payment of all its obligations, distribute the

remainder of its assets, either in cash or in kind, among its shareholders according to their respective rights and interests.

(3) The corporation, at any time during the liquidation of its business and affairs, may make application to a court of competent jurisdiction within the state and judicial subdivision in which the registered office or principal place of business of the corporation is situated, to have the liquidation continued under the supervision of the court as provided in this title.

Sec. 34. Section 90, chapter 53, Laws of 1965 as amended by section 18, chapter 193, Laws of 1977 ex. sess. 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 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))~~ one of its officers, 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))~~ presented to all shareholders of the corporation revoking such voluntary dissolution proceedings((-); and
- (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. 35. Section 91, chapter 53, Laws of 1965 as amended by section 19, chapter 193, Laws of 1977 ex. sess. 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 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))~~ one of its officers, 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. 36. Section 92, chapter 53, Laws of 1965 as amended by section 20, chapter 193, Laws of 1977 ex. sess. and RCW 23A.28.090 are each amended to read as follows:

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))~~ the secretary of state 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))~~ effective date of the filing thereof.
- (2) File one of such originals in ~~((his))~~ the secretary of state's office.
- (3) Return the other original to the corporation or its representative.

Sec. 37. Section 94, chapter 53, Laws of 1965 as amended by section 21, chapter 193, Laws of 1977 ex. sess. 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 filed with the secretary of state. Articles of dissolution shall be executed in duplicate by the corporation by ~~((its president or a vice president and by its secretary or an assistant secretary, and verified by one of the officers signing such statement, which statement))~~ one of its officers and 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) If a copy of any revenue clearance form under chapter 82.32 RCW is issued, it shall be attached to the articles of dissolution.

(5) 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))~~ (6) 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. 38. Section 95, chapter 53, Laws of 1965 as amended by section 22, chapter 193, Laws of 1977 ex. sess. and RCW 23A.28.120 are each amended to read as follows:

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))~~ the secretary of state shall, when all ~~((fees))~~ requirements have been ~~((paid))~~ met as in this title prescribed:

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

(2) File one of such originals in ~~((his))~~ the secretary of state's office.

(3) Issue a certificate of dissolution to which ~~((he shall affix))~~ the other original shall be affixed.

The certificate of dissolution, together with the original of the articles of dissolution affixed thereto by the secretary of state, shall be returned to the representative of the dissolved corporation. Upon the ~~((issuance))~~ filing of ~~((such certificate))~~ the articles of dissolution, 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. 39. Section 10, chapter 99, Laws of 1980 and RCW 23A.28.125 are each amended to read as follows:

(1) ~~((If a domestic corporation fails for a period of three consecutive years either to pay the annual license fee required by RCW 23A.40.060, or to file the annual report required by RCW 23A.08.480, it shall be dissolved and cease to exist on the second anniversary of the date of its first failure either to file an annual report or to pay an annual license fee. The secretary of state shall remove the names of all corporations so dissolved from the list of active corporations.~~

(2)) A domestic corporation shall be dissolved by the secretary of state upon the conditions prescribed in this section when:

(a) The corporation has failed to file or complete the annual report required by this title or to pay the annual license fee required by this title,

and a period of nine months has expired since the last day permitted for timely filing or payment, without the corporation having filed or made payment of all required fees and penalties;

(b) The corporation has failed for a period of thirty days to appoint and maintain a registered agent in this state;

(c) The corporation has failed for thirty days after change of its registered office or registered agent to file in the office of the secretary of state a statement of such change; or

(d) The department of revenue has certified to the secretary of state that the corporation has failed to file a tax return and that a period of one year has expired, since the last day permitted for timely filing, without the corporation's having filed and made payment of all required taxes and penalties.

(2) Prior to dissolving a corporation under subsection (1)(a) of this section, the secretary of state shall give the corporation notice of the corporation's delinquency or omission no later than the end of the sixth month of delinquency, by first class mail, postage prepaid, addressed to the registered office, or, if there is no registered office, to the last known address of any officer or director of the corporation, as shown by the records of the secretary of state. The notice shall identify the delinquency or omission and shall inform the corporation that the corporation shall be involuntarily dissolved at the expiration of the ninth month of the delinquency or omission, unless the corporation corrects the delinquency or omission. If the ninth month expires and no correction of the delinquency or omission has been made, the secretary of state shall issue a certificate of involuntary dissolution.

(3) A corporation shall not be dissolved under subsection (1)(b) through (d) of this section unless the secretary of state has given the corporation not less than forty-five days notice of its delinquency or omission, by first class mail, postage prepaid, addressed to its registered office, or if there is no registered office, to the last known address of the corporation or any officer or director thereof, as shown by the records of the secretary of state, and unless the corporation has failed to correct the omission or delinquency before dissolution.

(4) When a corporation has given cause for involuntary dissolution and has failed to correct the delinquency or omission as provided in this section, the secretary of state shall dissolve the corporation by filing and issuing a certificate of involuntary dissolution containing a statement that the corporation has been dissolved and the date and reason for which it was dissolved. The original certificate of involuntary dissolution shall be filed in the records of the secretary of state, and a copy of the certificate shall be mailed to the corporation at its registered office or, if there is no registered office, to the last known address of the corporation or any officer, director, or incorporator of the corporation, as shown by the records of the secretary of state. Upon the filing of the certificate of involuntary dissolution, the existence of

the corporation shall cease, except as otherwise provided in this chapter, and its name shall be available to and may be adopted by another person or corporation after the dissolution.

(5) Any notice provided by the secretary of state under this section shall be designed to clearly identify and warn the recipient of the contents thereof. A delinquency notice shall provide a succinct and readable description of the delinquency or omission, the date on which dissolution will occur, and the action necessary to cure the delinquency or omission prior to dissolution.

(6) Prior to such dissolution the corporation's existence will not be affected nor will any of its rights, duties and obligations be impaired, except as otherwise provided in RCW 23A.44.120.

Sec. 40. Section 96, chapter 53, Laws of 1965 as amended by section 1, chapter 92, Laws of 1969 ex. sess. and RCW 23A.28.130 are each amended to read as follows:

A corporation may be dissolved involuntarily by a decree of the superior court in an action filed by the attorney general when it is established that:

(1) The corporation procured its articles of incorporation through fraud;  
or

(2) The corporation has continued to exceed or abuse the authority conferred upon it by law;

~~(3) The corporation has failed for thirty days to appoint and maintain a registered agent in this state; or~~

~~(4) The corporation has failed for thirty days after change of its registered office or registered agent to file in the office of the secretary of state a statement of such change).~~

Sec. 41. Section 108, chapter 53, Laws of 1965 as amended by section 11, chapter 99, Laws of 1980 and RCW 23A.28.250 are each amended to read as follows:

The dissolution of a corporation either: (1) By the issuance of a certificate of voluntary or involuntary dissolution by the secretary of state, or (2) by a decree of court, or (3) by expiration of its period of duration, or (4) by reason of its failure ((for three consecutive years)) to pay its annual license fee and file its annual report as ((provided in RCW 23A.28.125)) required by law, shall not take away or impair any remedy available to or against such corporation, its directors, officers, or shareholders, for any right or claim existing, or any liability incurred, prior to such dissolution if action or other proceeding thereon is commenced within two years after the date of such dissolution. The directors of any such corporation shall hold title to the property of the corporation as trustees for the benefit of its creditors and shareholders. Any such action or proceeding by or against the corporation may be prosecuted or defended by the corporation in its corporate name. The shareholders, directors and officers shall have power to take such corporate or other action as shall be appropriate to protect such remedy, right or claim. If such corporation was dissolved by the expiration of its period of

duration, such corporation may amend its articles of incorporation at any time during such period of two years after expiration so as to extend its period of duration. If a corporation so amends its articles of incorporation to extend its period of duration and its name or a similar name has been taken or reserved, during the two years, by another person or corporation, the corporation extending its duration shall be required to adopt a name consistent with the requirements of this title and to amend its incorporation documents accordingly. The corporation shall also pay to the state all fees and penalties which would otherwise have been due had the corporate charter not expired.

Sec. 42. Section 113, chapter 53, Laws of 1965 as last amended by section 49, chapter 16, Laws of 1979 and RCW 23A.32.050 are each amended to read as follows:

A foreign corporation, in order to procure a certificate of authority to transact business in this state, shall make application therefor to the secretary of state, which application shall set forth:

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

(2) If the name of the corporation does not contain the word "corporation", "company", "incorporated", or "limited", or does not contain an abbreviation of one of such words, then the name of the corporation with the word or abbreviation which it elects to add thereto for use in this state.

(3) The date of incorporation and the period of duration of the corporation.

(4) The address of the principal office of the corporation in the state or country under the laws of which it is incorporated.

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

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

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

(8) A statement that a registered agent has been appointed and the name and address of such agent, and that a registered office exists and the address of such registered office is identical to that of the registered agent.

(9) The number of shares of capital stock which the company is authorized to issue and the par value of each share, and if such shares have no par value, then the value of the assets represented by nonpar shares.

(10) The portion of the capital stock of the company which is represented or to be represented, employed or to be employed in its business transacted or to be transacted in the state of Washington.

(11) The value of the property in or to be brought into, and the amount of capital to be used by the company in the state of Washington and the

value of the property and capital owned or used by the company outside of the state of Washington.

(12) The date of the beginning of its current annual accounting period.

(13) Such additional information as may be necessary or appropriate in order to enable the secretary of state to determine whether such corporation is entitled to a certificate of authority to transact business in this state and to determine and assess the fees payable as in this title prescribed.

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

Such application shall be accompanied by a certificate of good standing (~~to be~~) which has been issued no more than sixty days before the date of filing of the application for a certificate of authority to do business in this state and has been certified to by the proper officer of the state or country under the laws of which it is incorporated.

Sec. 43. Section 114, chapter 53, Laws of 1965 as last amended by section 50, chapter 16, Laws of 1979 and RCW 23A.32.060 are each amended to read as follows:

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

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

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

(2) File in (~~his~~) the secretary of state's office one of such duplicate originals of the application.

(3) Issue a certificate of authority to transact business in this state to which (~~he shall affix~~) the other duplicate original application shall be affixed.

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

Sec. 44. Section 115, chapter 53, Laws of 1965 and RCW 23A.32.070 are each amended to read as follows:

Upon the (~~issuance~~) filing of (~~a certificate~~) an application of authority by the secretary of state, the corporation shall be authorized to transact business in this state for those purposes set forth in its application,

subject, however, to the right of this state to suspend or to revoke such authority as provided in this title.

Sec. 45. Section 51, chapter 16, Laws of 1979 as amended by section 1, chapter 230, Laws of 1981 and RCW 23A.32.073 are each amended to read as follows:

A foreign corporation doing an intrastate business or seeking to do an intrastate business in the state of Washington shall qualify so to do in the manner prescribed in this title and shall pay for the privilege of so doing the filing and license fees prescribed in this title for domestic corporations, including the same fees as are prescribed in chapter 23A.40 RCW for the filing of articles of incorporation of a domestic corporation. The fee shall be computed under section 55 of this 1982 act, except that the minimum filing fee shall be one hundred dollars, exclusive of any ((surcharge or)) other fee. ~~((The fees are to be computed upon the portion of capital stock of such corporation represented or to be represented in the state of Washington, to be ascertained by comparing the value in money of its entire property and capital with the value in money of its property and capital in, or to be brought into, and used in this state.))~~ Any corporation that employs an increased amount of its capital stock within the state shall pay fees at the same rate upon such increase, and whenever such increase is made such corporation shall file with the secretary of state, in a form prescribed by the secretary of state, a statement showing the amount of such increase. ~~((Before any foreign corporation shall be authorized to do intrastate business in the state of Washington it shall file with the secretary of state upon a blank form to be furnished for that purpose under the oath of its president, secretary, treasurer, superintendent or managing agent in this state, a statement showing the following facts:~~

(1) ~~The number of shares of capital stock of the company and the par value of each share, and if such shares have no par value, then the value of the assets represented by nonpar shares.~~

(2) ~~The portion of the capital stock of the company which is represented and/or to be represented, employed and/or to be employed in its business transacted or to be transacted in the state of Washington.~~

(3) ~~The value of the property in or to be brought into, and the amount of capital to be used by the company in the state of Washington and the value of the property and capital owned and/or used by the company outside of the state of Washington.~~

(4) ~~Such other facts as the secretary of state may require.~~

~~From the facts thus reported, and such other additional information as the secretary of state may require, the secretary of state shall determine the amount of capital or the proportionate amount of the capital stock of the company represented by its property and business in the state of Washington and upon which the fees prescribed herein are payable:))~~

Sec. 46. Section 52, chapter 16, Laws of 1979 as amended by section 2, chapter 230, Laws of 1981 and RCW 23A.32.075 are each amended to read as follows:

All foreign corporations doing intrastate business, or hereafter seeking to do intrastate business in this state shall pay for the privilege of doing such intrastate business in this state the same fees as are prescribed for domestic corporations for annual license fees, ~~((except that the minimum annual license fee shall be one hundred dollars, exclusive of any surcharge or other fee. Such fees shall be computed upon the proportion of the capital stock represented or to be represented by its property and business in this state to be ascertained by comparing the entire volume of business with the volume of intrastate business in this state))~~ computed under section 55 of this 1982 act. Any such corporation that shall employ an increased amount of its capital stock within this state shall pay license fees upon such increase in the same proportion as provided for payment of license fees by domestic corporations. Such corporations shall file with the secretary of state a statement showing the amount of such increase and shall forthwith pay to the secretary of state the ~~((increased))~~ license fee brought about by such increased use of capital represented by its property and business in this state, in addition to any filing or service fees which may apply. All license fees shall be paid on or before the first day of July of each and every year or on the annual license expiration date as the secretary of state may establish under this title.

Sec. 47. Section 116, chapter 53, Laws of 1965 as amended by section 3, chapter 22, Laws of 1971 and RCW 23A.32.080 are each amended to read as follows:

Each foreign corporation authorized to transact business in this state shall have and continuously maintain in this state:

(1) A registered office which may be, but need not be, the same as its place of business in this state. The registered office shall be at a specific geographic location in this state, and be identified by number, if any, and street, building address, or rural route, or, if a commonly known street or rural route address does not exist, by legal description. A registered office may not be identified by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address to be used in conjunction with the registered office address if the corporation also maintains on file the specific geographic address of the registered office where personal service of process may be made.

(2) A registered agent, which agent may be either an individual resident in this state whose business office is identical with such registered office, or a domestic corporation, or a foreign corporation authorized to transact business in this state, having a business office identical with such registered office. A registered agent shall not be appointed without having given prior

written consent to the appointment. The written consent shall be filed with the secretary of state in such form as the secretary may prescribe. The written consent shall be filed with or as a part of the document first appointing a registered agent. In the event any individual or corporation has been appointed agent without consent, that person or corporation may file a notarized statement attesting to that fact, and the name shall forthwith be removed from the records.

No foreign corporation authorized to transact business in Washington may be permitted to maintain any action in any court in this state until the corporation complies with the requirements of this section.

Sec. 48. Section 117, chapter 53, Laws of 1965 as amended by section 54, chapter 16, Laws of 1979 and RCW 23A.32.090 are each amended to read as follows:

A foreign corporation authorized to transact business in this state may change its registered office or change its registered agent, or both, upon filing in the office of the secretary of state 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 is to be changed, the address to which the registered office is to be changed.

~~((4) The name of its then registered agent.~~

~~{5}))~~ (3) If its registered agent is to be changed, the name of its successor registered agent.

~~((6))~~ (4) That the address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

~~((7))~~ (5) That such change was authorized by resolution duly adopted by its board of directors.

Such statement shall be executed ~~((in duplicate))~~ in a form prescribed by the secretary of state by the corporation by ~~((its president or a vice president, and verified by him))~~ an officer of the corporation, and delivered to the secretary of state, together with a written consent of the registered agent to his or its appointment, if applicable. If the secretary of state finds that such statement conforms to the provisions of this title, ~~((he))~~ the secretary of state shall endorse ~~((on such duplicate originals))~~ thereon the word "Filed," and the month, day, and year of the filing thereof, and file ~~((one original in his office, and return the other original to the corporation or its representative))~~ the statement. The change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective upon filing unless a later date is specified.

Any registered agent of a foreign corporation may resign as such agent upon filing a written notice thereof, executed in duplicate, with the secretary of state, who shall forthwith mail a copy thereof to the corporation at its



principal office in the state or country under the laws of which it is incorporated. The appointment of such agent shall terminate upon the expiration of thirty days after receipt of such notice by the secretary of state.

If a registered agent changes his or its business address to another place within the ~~((same county))~~ state, he or it may change such address and the address of the registered office of any corporation of which he or it is a registered agent by filing a statement as required by this section, except that it need be signed only by the registered agent, it need not be responsive to subsections ~~((5))~~ (3) or ~~((7))~~ (5) of this section, and it must recite that a copy of the statement has been mailed to the corporation.

Sec. 49. Section 118, chapter 53, Laws of 1965 and RCW 23A.32.100 are each amended to read as follows:

The registered agent so appointed by a foreign corporation authorized to transact business in this state shall be an agent of such corporation upon whom any process, notice or demand required or permitted by law to be served upon the corporation may be served.

Whenever a foreign corporation authorized to transact business in this state shall fail to appoint or maintain a registered agent in this state, or whenever any such registered agent cannot with reasonable diligence be found at the registered office, or whenever the certificate of authority of a foreign corporation shall be suspended or revoked, then the secretary of state shall be an agent of such corporation upon whom any such process, notice, or demand may be served. Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with ~~((him))~~ the secretary of state, or with any duly-authorized clerk ~~((having charge))~~ of the corporation department of ~~((his))~~ the secretary of state's office, duplicate copies of such process, notice or demand. In the event any such process, notice or demand is served on the secretary of state, ~~((he))~~ the secretary of state shall immediately cause one of such copies thereof to be forwarded by ~~((registered))~~ certified mail, addressed to the corporation at its principal office in the state or country under the laws of which it is incorporated. Any service so had on the secretary of state shall be returnable in not less than thirty days.

The secretary of state shall keep a record of all processes, notices and demands served upon ~~((him))~~ the secretary of state under this section, and shall record therein the time of such service and his action with reference thereto.

Nothing herein contained shall limit or affect the right to serve any process, notice or demand, required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.

Sec. 50. Section 122, chapter 53, Laws of 1965 as amended by section 55, chapter 16, Laws of 1979 and RCW 23A.32.140 are each amended to read as follows:

A foreign corporation authorized to transact business in this state may withdraw from this state upon procuring from the secretary of state a certificate of withdrawal. In order to procure such certificate of withdrawal, such foreign corporation shall deliver to the secretary of state an application for withdrawal, which shall set forth:

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

(2) That the corporation is not transacting business in this state.

(3) That the corporation surrenders its authority to transact business in this state.

(4) That the corporation revokes the authority of its registered agent in this state to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in this state during the time the corporation was authorized to transact business in this state may thereafter be made on such corporation by service thereof on the secretary of state.

(5) A post office address to which the secretary of state may mail a copy of any process against the corporation that may be served on ~~((him))~~ the secretary of state.

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

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

(8) A statement, expressed in dollars, of the amount of stated capital of the corporation, as of the date of the application.

(9) Such additional information as may be necessary or appropriate in order to enable the secretary of state to determine and assess any unpaid fees payable by the foreign corporation under this title.

(10) If a copy of a revenue clearance form under chapter 82.32 RCW is issued, it shall be attached to the application for withdrawal.

The application for withdrawal shall be made ~~((on forms))~~ in the form prescribed ~~((and furnished))~~ by the secretary of state and shall be executed 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 the application))~~ an officer of the corporation, or, if the corporation is in the hands of a receiver or trustee, shall be executed on behalf of the corporation by such receiver or trustee ~~((and verified by him))~~.

Sec. 51. Section 123, chapter 53, Laws of 1965 and RCW 23A.32.150 are each amended to read as follows:

Duplicate originals of such application for withdrawal shall be delivered to the secretary of state. If the secretary of state finds that such application

conforms to the provisions of this title, ~~((he))~~ the secretary of state shall, when all fees have been paid as in this title prescribed:

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

(2) File one of such duplicate originals in ~~((his))~~ the secretary of state's office.

(3) Issue a certificate of withdrawal to which ~~((he shall affix))~~ the other duplicate original shall be affixed.

The certificate of withdrawal, together with the duplicate original of the application for withdrawal affixed thereto by the secretary of state, shall be returned to the corporation or its representative. Upon the ~~((issuance))~~ filing of such ~~((certificate))~~ application of withdrawal, the authority of the corporation to transact business in this state shall cease.

Sec. 52. Section 124, chapter 53, Laws of 1965 as amended by section 12, chapter 99, Laws of 1980 and RCW 23A.32.160 are each amended to read as follows:

(1) The certificate of authority of a foreign corporation to transact business in this state ~~((may))~~ shall be revoked by the secretary of state upon the conditions prescribed in this section when:

(a) The corporation has failed to pay any fees, or penalties prescribed by this title when they have become due and payable, and such delinquency has extended for a period of nine months since the last day for timely payment of required fees; or

(b) The corporation has failed to file or complete any annual report prescribed by this title, and such omission has extended for a period of nine months since the last day for timely filing; or

(c) The corporation has failed for thirty days to appoint and maintain a registered agent in this state as required by this title; or

(d) The corporation has failed, for thirty days after change of its registered office or registered agent, to file in the office of the secretary of state a statement of such change as required by this title; or

(e) The corporation has failed to file in the office of the secretary of state any amendment to its articles of incorporation or any articles of merger within the time prescribed by this title; or

(f) A misrepresentation has been made of any material matter in any application, report, affidavit or other document submitted by such corporation pursuant to this title; or

(g) The department of revenue has certified to the secretary of state that the corporation has failed to file a tax return and that a period of one year has passed since the last day permitted for timely filing of the return, without the corporation's having filed the return and made payment of all applicable taxes and penalties.

(2) ~~((Not less than thirty nor more than ninety days prior to July 1 of each year the secretary of state shall mail to each foreign corporation qualified to do business in this state, at its registered office within the state, by first class mail, a notice that its annual license fee must be paid and its annual report must be filed as required by this title, and stating that if it shall fail to pay its annual license fee or to file its annual report its certificate of authority to transact business within this state may be revoked. Failure of the secretary of state to mail any such notice shall not relieve a corporation from its obligations to pay the annual license fees and to file the annual reports required by this title))~~ Prior to revoking a certificate of authority under subsection (1) (a) or (b) of this section, the secretary of state shall give the corporation notice of the corporation's delinquency or omission no later than the end of the sixth month of delinquency, by first class mail, postage prepaid, addressed to the registered office, or, if there is no registered office, to the last known address of any officer or director of the corporation, as shown by the records of the secretary of state. The notice shall identify the delinquency or omission, and shall inform the corporation that its certificate of authority shall be revoked at the expiration of the ninth month of the delinquency or omission, unless it corrects the delinquency or omission. If the ninth month expires and no correction of the delinquency or omission has been made, the secretary of state shall issue a certificate of revocation of the certificate of authority to do business in Washington.

(3) No certificate of authority of a foreign corporation shall be revoked by the secretary of state under subsection (1) (c) through (g) of this section unless (a) ~~((he))~~ the secretary of state shall have given the corporation not less than sixty days notice thereof by mail addressed to its registered office in this state or, if there is no registered office, to the last known address of any officer or director of the corporation, as shown by the records in the office of the secretary of state, and (b) the corporation shall fail prior to revocation to ~~((pay such fees or penalties, or))~~ file the required statement of change of registered agent or registered office, or file such articles of amendment or articles of merger, or correct such misrepresentation, delinquency, or omission.

(4) Any notice provided by the secretary of state under this section shall be designed to clearly identify and warn the recipient of the contents thereof. A delinquency notice shall provide a succinct and readable description of the delinquency or omission, the date on which dissolution will occur, and the action necessary to cure the delinquency or omission prior to dissolution.

(5) The attorney general may take such action regarding revocation of a certificate of authority as is provided by RCW 23A.28.130 through 23A.28.250, for the involuntary dissolution of a domestic corporation. The procedures of RCW 23A.28.150 shall apply to any action under this section.

The clerk of any superior court entering a decree of revocation of a certificate of authority shall file a certified copy, without cost or filing fee, with the office of the secretary of state.

Sec. 53. Section 125, chapter 53, Laws of 1965 and RCW 23A.32.170 are each amended to read as follows:

Upon revoking any such certificate of authority, the secretary of state shall:

- (1) Issue a certificate of revocation in duplicate;
- (2) File one of such certificates in ~~((his))~~ the secretary of state's office;
- (3) Mail the other duplicate certificate to such corporation at its registered office in this state ~~((a notice of such revocation accompanied by one of such certificates))~~ or, if there is no registered office, to the last known address of any officer or director of the corporation, as shown by the records of the secretary of state.

Upon the ~~((issuance))~~ filing of such certificate of revocation, the authority of the corporation to transact business in this state shall cease.

NEW SECTION. Sec. 54. There is added to chapter 23A.32 RCW a new section to read as follows:

Not less than thirty nor more than ninety days prior to July 1 of each year or to the expiration date of any staggered yearly license, the secretary of state shall mail to each foreign corporation qualified to do business in this state, by first class mail addressed to its registered office, a notice that its annual license fee must be paid and its annual report must be filed as required by this title, and stating that if it shall fail to pay its annual license fee or to file its annual report its certificate of authority to transact business within this state may be revoked. Failure of the secretary of state to mail any such notice shall not relieve a corporation from its obligations to pay the annual license fees and to obtain or file the annual reports required by this title.

NEW SECTION. Sec. 55. There is added to chapter 23A.32 RCW a new section to read as follows:

(1) Annual license fees or filing fees for foreign corporations shall be computed upon the portion of capital stock represented or to be represented in the state of Washington compared to the total capital stock of the corporation as follows:

(a) Determining the percentage proportion of gross revenue from Washington, by dividing the gross revenue generated from business done and capital employed in Washington by the total gross revenue of the corporation;

(b) Multiplying the sum determined in (a) of this subsection by the authorized capital of the corporation; and

(c) Applying the license fee due on the sum determined in (b) of this subsection.

(2) The information necessary to compute the fee due for a foreign corporation shall be supplied to the secretary of state in such form as the secretary of state may prescribe, and shall utilize the most recent accounting year information the corporation has available, whether on a fiscal or calendar year basis.

(3) In computing the authorized capital, all shares the foreign corporation is authorized to issue, whether issued or not, shall be included. If the corporation has not determined a value for its nonpar shares and cannot establish a reasonable estimated value for its nonpar shares, such nonpar stock shall be valued at a minimum amount of one dollar.

Sec. 56. Section 132, chapter 53, Laws of 1965 as amended by section 2, chapter 133, Laws of 1971 ex. sess. and RCW 23A.36.050 are each amended to read as follows:

Duplicate copies of legal process against said nonadmitted organizations shall be served upon the secretary of state by registered mail. At the time of service the plaintiff shall pay to the secretary of state ~~((five))~~ twenty-five dollars taxable as costs in the action and shall also furnish the secretary of state the home office address of said nonadmitted organization. The secretary of state shall forthwith send one of the copies of process by ~~((registered))~~ certified mail ~~((with return receipt requested))~~ to the said nonadmitted organization to its home office. The secretary of state shall keep a record of the day, ~~((and the hour))~~ month, and year of service upon ~~((him))~~ the secretary of state of all legal process. No proceedings shall be had against the nonadmitted organization nor shall it be required to appear, plead or answer until the expiration of forty days after the date of service upon the secretary of state.

Sec. 57. Section 134, chapter 53, Laws of 1965 and RCW 23A.40.010 are each amended to read as follows:

The secretary of state shall charge and collect in accordance with the provisions of this title:

- (1) Fees for filing documents and issuing certificates;
- (2) Miscellaneous charges;
- (3) License fees;
- (4) Penalty fees;
- (5) Other fees as the secretary of state may establish by rule adopted under chapter 34.04 RCW.

Sec. 58. Section 135, chapter 53, Laws of 1965 as last amended by section 3, chapter 230, Laws of 1981 and RCW 23A.40.020 are each amended to read as follows:

The secretary of state shall charge and collect for:

- (1) Filing articles of amendment or supplemental articles and issuing a certificate of amendment, ~~((ten))~~ twenty-five dollars;
- (2) Filing restated articles of incorporation, ~~((ten))~~ twenty-five dollars;

(3) Filing articles of merger or consolidation and issuing a certificate of merger or consolidation, ~~((fifteen))~~ twenty-five dollars;

(4) Filing an application to reserve a corporate name, ten dollars;

(5) Filing a notice of transfer of a reserved corporate name, five dollars;

(6) Filing a statement of change of address of registered office, revocation, resignation, change of registered agent, affidavit of nonappointment, or any combination(;) of these, ~~((two))~~ five dollars. A separate fee for filing such statement shall not be charged if the statement appears in an amendment to the articles of incorporation or in conjunction with the filing of the annual report;

(7) Filing a statement of the establishment of a series of shares, ten dollars;

(8) Filing a statement of cancellation of shares, ten dollars;

(9) Filing a statement of reduction of stated capital, ten dollars;

(10) Filing a statement of intent to dissolve, no fee;

(11) Filing a statement of revocation of voluntary dissolution proceedings, ~~((five-dollars))~~ no fee;

(12) Filing articles of dissolution, no fee;

~~(13) ((Filing a certificate by a foreign corporation of the appointment of an agent residing in this state, or a certificate of the revocation of the appointment of such registered agent, or filing a notice of resignation by a registered agent, two dollars;~~

~~(14) Filing an application of a foreign corporation for a certificate of authority to transact business in this state and issuing a certificate of authority, five dollars;~~

~~((15))~~ Filing an application of a foreign corporation for an amended certificate of authority to transact business in this state and issuing an amended certificate of authority, ~~((five))~~ twenty-five dollars;

~~((16))~~ (14) Filing a copy of an amendment to the articles of incorporation of a foreign corporation holding a certificate of authority to transact business in this state, ~~((ten))~~ twenty-five dollars;

~~((17))~~ (15) Filing a copy of articles of merger of a foreign corporation holding a certificate of authority to transact business in this state, ~~((fifteen))~~ twenty-five dollars;

~~((18))~~ (16) Filing an application for withdrawal of a foreign corporation and issuing a certificate of withdrawal, ~~((two-dollars))~~ no fee;

~~((19))~~ (17) Filing an annual report, five dollars, but a separate fee for filing such report shall not be charged for an annual report filed in conjunction with and part of the same forms or billing for the annual license renewal;

~~((20))~~ (18) Filing any other statement or report, ~~((five))~~ ten dollars;

~~((21))~~ (19) Such other filings as are provided for by this title.

Sec. 59. Section 136, chapter 53, Laws of 1965 as last amended by section 1, chapter 133, Laws of 1979 ex. sess. and RCW 23A.40.030 are each amended to read as follows:

The secretary of state shall charge and collect ~~((in advance))~~ from every person or domestic and foreign corporation, except corporations organized under the laws of this state for which existing law provides a different fee schedule:

~~(1) ((For furnishing a certified copy of any charter document relating to a corporation, five dollars;~~

~~(2))~~ For furnishing a certified copy of any charter document or any other document, instrument, or paper relating to a corporation, ((two)) five dollars for the certificate, plus ((ten)) twenty cents for each page copied;

~~((3))~~ (2) For furnishing a certificate, under seal, attesting to the status of a corporation; or any other certificate, ((two)) five dollars;

~~((4))~~ (3) For furnishing copies of any document, instrument or paper relating to a corporation, ((ten)) one dollar for the first page and twenty cents for each page copied thereafter;

~~((5))~~ (4) At the time of any service of process on him as agent of a corporation, ((five)) twenty-five dollars, which amount may be recovered as taxable costs by the party to the suit or action causing such service to be made if such party prevails in the suit or action.

Sec. 60. Section 14, chapter 99, Laws of 1980 and RCW 23A.40.035 are each amended to read as follows:

Not less than thirty nor more than ninety days prior to July 1st of each year or to the expiration date of any staggered yearly license, the secretary of state shall mail to each domestic corporation, at its registered office within the state, by first class mail, a notice that its annual license fee must be paid and its annual report must be filed as required by this title, and stating that if any domestic corporation shall fail ~~((for three consecutive years))~~ to pay its annual license fee or to file its annual report it shall be dissolved and cease to exist. Failure of the secretary of state to mail any such notice shall not relieve a corporation from its obligations to pay the annual license fees and to file the annual reports required by this title.

Sec. 61. Section 137, chapter 53, Laws of 1965 as amended by section 23, chapter 193, Laws of 1977 ex. sess. 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))~~ sixty-five dollars for the first fifty thousand dollars or less, of its authorized capital stock; and ((one-tenth of one percent)) an additional one dollar and twenty-five cents for each additional one thousand dollars or fraction thereof on all amounts in excess of fifty thousand dollars and not exceeding one million dollars; ~~((one twenty-fifth of one percent))~~ an additional fifty cents for each additional one thousand dollars or fraction thereof



on all amounts in excess of one million dollars, and not exceeding four million dollars; and ~~((one-fiftieth of one percent))~~ an additional twenty-five cents for each additional one thousand dollars or fraction thereof on all amounts in excess of four million dollars; but in no case shall the amount exceed ~~((five))~~ seven 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))~~ in addition to such other fees as may be due for the filing made.

Sec. 62. Section 138, chapter 53, Laws of 1965 and RCW 23A.40.050 are each amended to read as follows:

In the case of any corporation whose stock is wholly or partly without par value, there shall be filed with the articles of incorporation the ~~((affidavit))~~ statement of one of the incorporators, or other representative of the corporation, stating that, to the best of his knowledge and belief, the value of the assets received and to be received by such corporation in return for the issuance of its nonpar value stock does not exceed a certain sum therein named, and the sum so named in such ~~((affidavit))~~ statement shall be assumed prima facie as the amount of capitalization represented by such nonpar value stock for the purpose of fixing the filing fees and annual license fees to be paid by such corporation under the laws of this state: PROVIDED, That at any time within two years after the filing of such articles of incorporation, the secretary of state may investigate and make a finding as to the value of such assets, and if the value of the assets received in consideration of the issuance of such nonpar value stock is found by him to exceed the amount stated in such ~~((affidavit))~~ statement, such corporation shall pay to the secretary of state the additional filing and license fees payable under the laws of this state, based on the excess of the true valuation, as so found, over the value stated in such ~~((affidavit))~~ statement, together with interest on such additional sum at the rate of ~~((eight))~~ eighteen percent per annum from the date when the same became due, such payment to be made within sixty days after notice mailed by the secretary of state addressed to such corporation at its last known address. Such finding of the secretary of state shall be subject to review on such evidence as the parties may submit to the court, if an action for such review be begun by such corporation in the superior court of Thurston county within the sixty days. If such action be begun, such corporation shall be allowed sixty days, after judgment of the court finally adjudging the matter, in which to pay any additional fees that may be payable.

The sum named in any such ~~((affidavit))~~ statement may be increased or reduced by the filing of an amended ~~((affidavit))~~ statement and the payment of a filing fee for such increase or reduction as is required for an increase or reduction of authorized shares for domestic corporations.

Sec. 63. Section 139, chapter 53, Laws of 1965 as amended by section 2, chapter 92, Laws of 1969 ex. sess. and RCW 23A.40.060 are each amended to read as follows:

For the privilege of doing business, every corporation organized under the laws of this state, except the corporations for which existing law provides a different fee schedule, shall make and file ~~((an affidavit as to the amount of its authorized capital stock;))~~ a statement in the form prescribed by the secretary of state and shall pay an annual license fee each year, on or before the ((first day of July of each and every year)) expiration date of its corporate license, to the secretary of state((, and it shall be the duty of)). The secretary of state ((to)) shall collect, for the use of the state, an annual license fee of ((thirty)) forty-five dollars for the first fifty thousand dollars or less of ((its)) the corporation's authorized capital stock; and ((one-twentieth of one percent)) an additional sixty-three cents for each additional one thousand dollars or fraction thereof on all amounts in excess of fifty thousand dollars, and not exceeding one million dollars; and ((one-fiftieth of one percent)) an additional twenty-five cents for each additional thousand dollars or fraction thereof on all amounts in excess of one million dollars, and not exceeding four million dollars; and ((one one-hundredth of one percent)) an additional thirteen cents for each additional one thousand dollars or fraction thereof on all amounts in excess of four million dollars; but in no case shall an annual license fee exceed the sum of ((two)) three thousand five hundred dollars.

Sec. 64. Section 140, chapter 53, Laws of 1965 as last amended by section 15, chapter 99, Laws of 1980 and RCW 23A.40.070 are each amended to read as follows:

In the event any corporation, foreign or domestic, shall do business in this state without having paid its annual license fee when due, there shall become due and owing the state of Washington a penalty ~~((of twenty-five dollars and an additional license fee equivalent to one percent per month or fraction thereof computed upon each annual license fee from the date it should have been paid to the date when it is paid. PROVIDED, That the minimum additional license fee due under the provisions of this section shall be ten dollars)).~~ For corporations with one hundred thousand dollars or less authorized capital, the penalty shall be five dollars per month for each month or part of a month that the license fee remains unpaid to a maximum of fifty dollars. For corporations with more than one hundred thousand dollars authorized capital, the penalty shall be fifteen percent per month of the license fee, computed from the date the license fee should have been paid.

A corporation organized under this title may at any time prior to its dissolution as provided in RCW 23A.28.125, and a foreign corporation qualified to do business in this state may at any time prior to the revocation of its certificate of authority as provided in RCW 23A.32.160, pay to the state of Washington its current annual license fee, provided it also pays an amount equal to all previously unpaid annual license fees plus the penalty ~~((and additional license fees))~~ specified in this section.

Sec. 65. Section 148, chapter 53, Laws of 1965 and RCW 23A.44.010 are each amended to read as follows:

(1) Each officer and director of a corporation, domestic or foreign, who fails or refuses within the time prescribed by this title to answer truthfully and fully interrogatories propounded to him by the secretary of state in accordance with the provisions of this title, or who signs any articles, statement, report, application or other document filed with the secretary of state which is known to such officer or director to be false in any material respect, shall be deemed to be guilty of a misdemeanor, and upon conviction thereof may be fined in any amount not exceeding five hundred dollars.

(2) Each person who signs any articles, statement, report, application, or other document filed with the secretary of state which the person is not authorized to sign, or which would cause the secretary of state to apply a fee, issue a certificate, renew a license, or take other official action that would not be appropriate had all the facts been known to the secretary of state, shall be liable for a civil penalty not to exceed two hundred dollars. The secretary of state shall assess the penalty by issuing a notice of penalty to the person, by first class mail, postage prepaid, addressed to the last address of the person as shown in the secretary of state's records. The person receiving such notice may respond to the secretary of state within fifteen days of the person's receipt of the notice. After consideration of any response and the circumstances presented, the secretary of state may affirm or rescind the penalty in whole or in part. The secretary of state shall mail notice of the action taken to the person. If the action taken is to affirm the penalty, the penalty shall be due and payable within thirty days after notice of action taken. Judicial review of any final order of penalty assessment shall be available under the provisions of RCW 34.04.130.

The attorney general may bring suit to recover any unpaid penalties in the superior court of Thurston county, and may recover, in addition to the usual allowable costs, reasonable attorney's fees incurred in bringing the action.

All penalties assessed under this section shall be deposited in the general fund by the secretary of state.

Sec. 66. Section 149, chapter 53, Laws of 1965 and RCW 23A.44.020 are each amended to read as follows:

The secretary of state may propound to any corporation, domestic or foreign, subject to the provisions of this title, and to any officer or director

thereof, such interrogatories as may be reasonably necessary and proper to enable ~~((him))~~ the secretary of state to ascertain whether such corporation has complied with all the provisions of this title applicable to such corporation. Such interrogatories shall be answered within thirty days after the mailing thereof, or within such additional time as shall be fixed by the secretary of state, and the answers thereto shall be full and complete and shall be made in writing and under oath. If such interrogatories be directed to an individual they shall be answered by him, and if directed to a corporation they shall be answered by the president, vice president, secretary or assistant secretary thereof. The secretary of state need not file any document to which such interrogatories relate until such interrogatories be answered as herein provided, and not then if the answers thereto disclose that such document is not in conformity with the provisions of this title. The secretary of state shall certify to the attorney general, for such action as the attorney general may deem appropriate, all interrogatories and answers thereto which disclose a violation of any of the provisions of this title.

Sec. 67. Section 151, chapter 53, Laws of 1965 and RCW 23A.44.040 are each amended to read as follows:

(1) The secretary of state shall have the power and authority reasonably necessary to enable ~~((him))~~ the secretary of state to administer this title efficiently and to perform the duties therein imposed upon ~~((him))~~ the secretary of state.

(2) The secretary of state shall have the authority to promulgate rules under chapter 34.04 RCW, to provide guidance for procedures to be followed by applicants, criteria for name availability, general information and guidelines, fee schedules, public information availability, and such other matters as are provided by statute or are necessary, useful, and appropriate to effectively and reasonably administer the corporations laws, both profit and nonprofit, of this state.

(3) The secretary of state shall, if the efficient operation of the corporations division of the office of the secretary of state requires, have the power and authority to their use and employ from time to time such additional equipment and personnel as, in the secretary of state's judgment, are required for that purpose.

Sec. 68. Section 152, chapter 53, Laws of 1965 and RCW 23A.44.050 are each amended to read as follows:

If the secretary of state shall fail to approve any articles of incorporation, amendment, merger, consolidation or dissolution, or any other document required by this title to be approved by the secretary of state before the same shall be filed ~~((in his office, he))~~, the secretary of state shall, within ten days after the delivery thereof to ~~((him))~~ the secretary of state, give written notice of ~~((his))~~ the disapproval to the person or corporation, domestic or foreign, delivering the same, and specifying the reasons therefor. From such disapproval such person or corporation may appeal to the

superior court of the county in which the registered office of such corporation is, or is proposed to be, situated by filing with the clerk of such court a petition setting forth a copy of the articles or other document sought to be filed and a copy of the written disapproval thereof by the secretary of state; whereupon the matter shall be tried de novo by the court, and the court shall either sustain the action of the secretary of state or direct ~~((him))~~ the secretary of state to take such action as the court may deem proper.

If the secretary of state shall revoke the certificate of authority to transact business in this state of any foreign corporation, pursuant to the provisions of this title, such foreign corporation may likewise appeal to the superior court of the county where the registered office of such corporation in this state is situated, by filing with the clerk of such court a petition setting forth a copy of its certificate of authority to transact business in this state and a copy of the notice of revocation given by the secretary of state; whereupon the matter shall be tried de novo by the court, and the court shall either sustain the action of the secretary of state or direct ~~((him))~~ the secretary of state to take such action as the court may deem proper.

Appeals from all final orders and judgments entered by the superior court under this section in review of any ruling or decision of the secretary of state may be taken as in other civil actions.

Sec. 69. Section 153, chapter 53, Laws of 1965 and RCW 23A.44.060 are each amended to read as follows:

All certificates issued by the secretary of state in accordance with the provisions of this title, and all copies of documents filed in ~~((his))~~ the secretary of state's office in accordance with the provisions of this title when certified by ~~((him))~~ the secretary of state under the seal of the state of Washington, shall be taken and received in all courts, public offices, and official bodies as prima facie evidence of the facts therein stated. A certificate by the secretary of state under the ~~((great))~~ seal of this state, as to the existence or nonexistence of the facts relating to corporations shall be taken and received in all courts, public offices, and official bodies as prima facie evidence of the existence or nonexistence of the facts therein stated.

Sec. 70. Section 4, chapter 58, Laws of 1969 ex. sess. and RCW 23A.44.146 are each amended to read as follows:

The enactment of chapter 53, Laws of 1965, and the repeal of any prior act thereby, shall not, with respect to any corporation in existence on July 1, 1967: ~~((1) Permit less than a unanimous vote of the shareholders of a corporation having cumulative voting on July 1, 1967, to limit or eliminate cumulative voting in the election of directors, or (2))~~ Limit or deny the right of any shareholder to demand and receive payment for his shares by reason of any corporate action, unless the shareholder and other holders of shares of the same class are entitled to vote as a class with respect to such corporate action under RCW 23A.16.030: PROVIDED, HOWEVER, That such right to demand and receive payment for shares shall be treated as a right

to dissent, to be exercised and disposed of in accordance with RCW 23A-.24.040, and to be denied with respect to those certain sales and mergers with respect to which RCW 23A.24.030 expressly denies the right to dissent. The foregoing are declared to be among the rights accrued, acquired or established within the meaning of RCW 23A.44.145.

Sec. 71. Section 165, chapter 53, Laws of 1965 as amended by section 59, chapter 16, Laws of 1979 and RCW 23A.98.030 are each amended to read as follows:

Nothing contained in this title as now or hereafter amended shall be construed as an impairment of any obligation of the state as evidenced by bonds held for any purpose, and subsections 2 and 13 of RCW 23A.40.020, subsections 1 and 2 of RCW 23A.40.030, and RCW 23A.40.040, 23A.40-.050, 23A.40.060, 23A.40.070, 23A.40.080, 23A.40.090, 23A.32.073 and 23A.32.075 shall be deemed to be a continuation of chapter 70, Laws of 1937, as amended, for the purpose of payment of:

(1) world's fair bonds authorized by chapter 174, Laws of 1957 as amended by chapter 152, Laws of 1961, and

(2) outdoor recreation bonds authorized by referendum bill number 11 (chapter 12, Laws of 1963 extraordinary session), approved by the people on November 3, 1964.

Sec. 72. Section 2, chapter 235, Laws of 1967 and RCW 24.03.005 are each amended to read as follows:

As used in this chapter, unless the context otherwise requires, the term:

(1) "Corporation" or "domestic corporation" means a corporation not for profit subject to the provisions of this chapter, except a foreign corporation.

(2) "Foreign corporation" means a corporation not for profit organized under laws other than the laws of this state.

(3) "Not for profit corporation" means a corporation no part of the income of which is distributable to its members, directors or officers.

(4) "Articles of incorporation" includes the original articles of incorporation and all amendments thereto, and includes articles of merger.

(5) "Bylaws" means the code or codes of rules adopted for the regulation or management of the affairs of the corporation irrespective of the name or names by which such rules are designated.

(6) "Member" means one having membership rights in a corporation in accordance with the provisions of its articles of incorporation or bylaws.

(7) "Board of directors" means the group of persons vested with the management of the affairs of the corporation irrespective of the name by which such group is designated.

(8) "Insolvent" means inability of a corporation to pay debts as they become due in the usual course of its affairs.

(9) "Duplicate originals" means two copies, original or otherwise, each with original signatures, or one original with original signatures and one copy thereof.

(10) "Conforms to law" as used in connection with duties of the secretary of state in reviewing documents for filing under this chapter, means the secretary of state has determined that the document complies as to form with the applicable requirements of this chapter.

(11) "Effective date" means, in connection with a document filing made by the secretary of state, the date which is shown by affixing a "filed" stamp on the documents. When a document is received for filing by the secretary of state in a form which complies with the requirements of this chapter and which would entitle the document to be filed immediately upon receipt, but the secretary of state's approval action occurs subsequent to the date of receipt, the secretary of state's filing date shall relate back to the date on which the secretary of state first received the document in acceptable form. An applicant may request a specific effective date no more than thirty days later than the receipt date which might otherwise be applied as the effective date.

(12) "Executed by an officer of the corporation," or words of similar import, means that any document signed by such person shall be and is signed by that person under penalties of perjury and in an official and authorized capacity on behalf of the corporation or person making the document submission with the secretary of state.

(13) "An officer of the corporation" means, in connection with the execution of documents submitted for filing with the secretary of state, the president, a vice president, the secretary, or the treasurer of the corporation.

Sec. 73. Section 2, chapter 53, Laws of 1971 ex. sess. and RCW 24.03-.017 are each amended to read as follows:

Any corporation organized under any act of the state of Washington for any one or more of the purposes for which a corporation may be organized under this chapter and for no purpose other than those permitted by this chapter, and to which this chapter does not otherwise apply, may elect to have this chapter and the provisions thereof apply to such corporation. Such corporation may so elect by having a resolution to do so adopted by the governing body of such corporation and by delivering to the secretary of state a statement of election in accordance with this section. Such statement of election shall be executed in duplicate by the corporation by ~~((its president or a vice president and by its secretary or an assistant secretary and verified by one of the officers signing the same))~~ an officer of the corporation, and shall set forth:

(1) The name of the corporation;

(2) The act which created the corporation or pursuant to which it was organized;

(3) That the governing body of the corporation has elected to have this chapter and the provisions thereof apply to said corporation.

Duplicate originals of such statement of election shall be delivered to the secretary of state. If the secretary of state finds that the statement of election conforms to law, ~~((he))~~ the secretary of state shall, when fees in the same amount as required by this chapter for filing articles of incorporation have been paid, endorse on each of such duplicates the word "filed" and the ~~((month, day and year))~~ effective date of the filing thereof, shall file one of such duplicate originals ~~((in his office))~~, and shall issue a certificate of elective coverage to which ~~((he shall affix))~~ the other duplicate original shall be affixed.

The certificate of elective coverage together with the duplicate original affixed thereto by the secretary of state shall be returned to the corporation or its representative. Upon the ~~((issuance))~~ filing of the ~~((certificate))~~ statement of elective coverage, the provisions of this chapter shall apply to said corporation which thereafter shall be subject to and shall have the benefits of this chapter and the provisions thereof as they exist on the date of filing such statement of election and as they may be amended from time to time thereafter, including, without limiting the generality of the foregoing, the power to amend its charter or articles of incorporation, whether or not created by special act of the legislature, delete provisions therefrom and add provisions thereto in any manner and to any extent it may choose to do from time to time so long as its amended articles shall not be inconsistent with the provisions of this chapter.

Sec. 74. Section 5, chapter 235, Laws of 1967 and RCW 24.03.020 are each amended to read as follows:

One or more persons may incorporate a corporation by signing~~((verifying))~~ and delivering articles of incorporation in duplicate to the secretary of state.

Sec. 75. Section 6, chapter 235, Laws of 1967 and RCW 24.03.025 are each amended to read as follows:

The articles of incorporation shall set forth:

- (1) The name of the corporation.
- (2) The period of duration, which may be perpetual or for a stated number of years.
- (3) The purpose or purposes for which the corporation is organized.
- (4) Any provisions, not inconsistent with law, which the incorporators elect to set forth in the articles of incorporation for the regulation of the internal affairs of the corporation, including any provision for distribution of assets on dissolution or final liquidation.
- (5) The address of its initial registered office, including street and number, and the name of its initial registered agent at such address.



(6) The number of directors constituting the initial board of directors, and the names and addresses of the persons who are to serve as the initial directors.

(7) The name and address of each incorporator.

It shall not be necessary to set forth in the articles of incorporation any of the corporate powers enumerated in this chapter.

Unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment to the articles of incorporation, a change in the number of directors made by amendment to the bylaws shall be controlling. In all other cases, whenever a provision of the articles of incorporation is inconsistent with a bylaw, the provision of the articles of incorporation shall be controlling.

(8) The name of any persons or corporations to whom net assets are to be distributed in the event the corporation is dissolved.

Sec. 76. Section 10, chapter 235, Laws of 1967 and RCW 24.03.045 are each amended to read as follows:

The corporate name:

(1) Shall not contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation.

(2) Shall not be the same as, or deceptively similar to, the name of any corporation, whether for profit or not for profit, existing under any act of this state, or any foreign corporation, whether for profit or not for profit, authorized to transact business or conduct affairs in this state, or a corporate name reserved or registered as permitted by the laws of this state. This subsection shall not apply if the applicant files with the secretary of state either of the following: (a) The written consent of the other corporation or holder of a reserved name to use the same or deceptively similar name and one or more words are added or deleted to make the name distinguishable from the other name as determined by the secretary of state, or (b) a certified copy of a final decree of a court of competent jurisdiction establishing the prior right of the applicant to the use of the name in this state.

(3) Shall be transliterated into letters of the English alphabet, if it is not in English.

(4) Shall not include or end with "incorporated," "company" or "corporation" or any abbreviation thereof, but may use "club," "league," "association," "services," "committee," "fund," "society," "foundation," "....., a nonprofit corporation," or any name of like import.

NEW SECTION. Sec. 77. There is added to chapter 24.03 RCW a new section to read as follows:

The exclusive right to the use of a corporate name may be reserved by:

(1) Any person intending to organize a corporation under this title.

(2) Any domestic corporation intending to change its name.

(3) Any foreign corporation intending to make application for a certificate of authority to transact business in this state.

(4) Any foreign corporation authorized to transact business in this state and intending to change its name.

(5) Any person intending to organize a foreign corporation and intending to have such corporation make application for a certificate of authority to transact business in this state.

The reservation shall be made by filing with the secretary of state an application to reserve a specified corporate name, executed by or on behalf of the applicant. If the secretary of state finds that the name is available for corporate use, the secretary of state shall reserve the same for the exclusive use of the applicant for a period of one hundred and eighty days. Such reservation shall be limited to one filing and one renewal for a like period.

The right to the exclusive use of a specified corporate name so reserved may be transferred to any other person or corporation by filing in the office of the secretary of state, a notice of such transfer, executed by the applicant for whom the name was reserved, and specifying the name and address of the transferee.

NEW SECTION, Sec. 78. There is added to chapter 24.03 RCW a new section to read as follows:

Any corporation, organized and existing under the laws of any state or territory of the United States may register its corporate name under this title, provided its corporate name is not the same as, or deceptively similar to, the name of any domestic corporation existing under the laws of this state, or the name of any foreign corporation authorized to transact business in this state, or any corporate name reserved or registered under this title.

Such registration shall be made by:

(1) Filing with the secretary of state: (a) An application for registration executed by the corporation by an officer thereof, setting forth the name of the corporation, the state or territory under the laws of which it is incorporated, the date of its incorporation, a statement that it is carrying on or doing business, and a brief statement of the business in which it is engaged, and (b) a certificate setting forth that such corporation is in good standing under the laws of the state or territory wherein it is organized, executed by the secretary of state of such state or territory or by such other official as may have custody of the records pertaining to corporations, and

(2) Paying to the secretary of state a registration fee in the amount of one dollar for each month, or fraction thereof, between the date of filing the application and December thirty-first of the calendar year in which the application is filed.

The registration shall be effective until the close of the calendar year in which the application for registration is filed.

NEW SECTION, Sec. 79. There is added to chapter 24.03 RCW a new section to read as follows:

A corporation which has in effect a registration of its corporate name, may renew such registration from year to year by annually filing an application for renewal setting forth the facts required to be set forth in an original application for registration and a certificate of good standing as required for the original registration and by paying a fee of ten dollars. A renewal application may be filed between the first day of October and the thirty-first day of December in each year, and shall extend the registration for the following calendar year.

Sec. 80. Section 11, chapter 235, Laws of 1967 as amended by section 1, chapter 163, Laws of 1969 ex. sess. and RCW 24.03.050 are each amended to read as follows:

Each corporation shall have and continuously maintain in this state:

(1) A registered office which may be, but need not be, the same as its principal office. The registered office shall be at a specific geographic location in this state, and be identified by number, if any, and street, or building address or rural route, or, if a commonly known street or rural route address does not exist, by legal description. A registered office may not be identified by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in conjunction with the registered office address if the corporation also maintains on file the specific geographic address of the registered office where personal service of process may be made.

(2) A registered agent, which agent may be either an individual resident in this state whose business office is identical with such registered office, or a domestic corporation, whether for profit or not for profit, or a foreign corporation, whether for profit or not for profit, authorized to transact business or conduct affairs in this state, having an office identical with such registered office. The registered agent and registered office shall be designated by duly adopted resolution of the board of directors; and a ((verified)) statement of such designation, executed by ((the president or a vice president)) an officer of the corporation, together with a copy of the board of directors' designating resolution ((certified as true by the secretary of the corporation)), shall be filed with the secretary of state. A registered agent shall not be appointed without having given prior written consent to the appointment. The written consent shall be filed with the secretary of state in such form as the secretary may prescribe. The written consent shall be filed with or as a part of the document first appointing a registered agent. In the event any individual or corporation has been appointed agent without consent, that person or corporation may file a notarized statement attesting to that fact, and the name shall forthwith be removed from the records of the secretary of state.

No Washington corporation or foreign corporation authorized to transact business in this state may be permitted to maintain any action in any

court in this state until the corporation complies with the requirements of this section.

Sec. 81. Section 12, chapter 235, Laws of 1967 and RCW 24.03.055 are each amended to read as follows:

A corporation may change its registered office or change its registered agent, or both, upon filing in the office of the secretary of state in the form prescribed by the secretary of state a statement setting forth:

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

Such statement shall be executed by the corporation by ~~((its president or a vice president, and verified by him))~~ an officer of the corporation, and delivered to the secretary of state, together with a written consent of the registered agent to his or its appointment, if applicable. If the secretary of state finds that such statement conforms to the provisions of this chapter, ~~((he))~~ the secretary of state shall file such statement ~~((in his office))~~, and upon such filing, the change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective.

Any registered agent of a corporation may resign as such agent upon filing a written notice thereof, executed in duplicate, with the secretary of state, who shall forthwith mail a copy thereof to the corporation in care of an officer, who is not the resigning registered agent, at the address of such officer as shown by the most recent annual report of the corporation. The appointment of such agent shall terminate upon the expiration of thirty days after receipt of such notice by the secretary of state.

Sec. 82. Section 13, chapter 235, Laws of 1967 and RCW 24.03.060 are each amended to read as follows:

The registered agent so appointed by a corporation shall be an agent of such corporation upon whom any process, notice or demand required or permitted by law to be served upon the corporation may be served.

Whenever a corporation shall fail to appoint or maintain a registered agent in this state, or whenever its registered agent cannot with reasonable diligence be found at the registered office, then the secretary of state shall be an agent of such corporation upon whom any such process, notice, or

demand may be served. Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with ~~((him))~~ the secretary of state, or with any duly authorized clerk ~~((having charge))~~ of the corporation department of ~~((his))~~ the secretary of state's office, duplicate copies of such process, notice or demand. In the event any such process, notice or demand is served on the secretary of state, ~~((he))~~ the secretary of state shall immediately cause one of the copies thereof to be forwarded by ~~((registered))~~ certified mail, addressed to the corporation at its registered office. Any service so had on the secretary of state shall be returnable in not less than thirty days.

The secretary of state shall keep a record of all processes, notices and demands served upon ~~((him))~~ the secretary of state under this section, and shall record therein the time of such service and ~~((his))~~ the secretary of state's action with reference thereto.

Nothing herein contained shall limit or affect the right to serve any process, notice or demand required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.

Sec. 83. Section 30, chapter 235, Laws of 1967 and RCW 24.03.145 are each amended to read as follows:

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))~~ the secretary of state shall, when all fees have been paid as in this chapter prescribed:

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

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

(3) Issue a certificate of incorporation to which ~~((he shall affix))~~ the other duplicate original shall be affixed.

The certificate of incorporation together with the duplicate original of the articles of incorporation affixed thereto by the secretary of state, shall be returned to the incorporators or their representative.

Sec. 84. Section 31, chapter 235, Laws of 1967 and RCW 24.03.150 are each amended to read as follows:

Upon the ~~((issuance of the certificate))~~ filing of the articles of incorporation, the corporate existence shall begin, and ~~((such))~~ the certificate of incorporation shall be conclusive evidence that all conditions precedent required to be performed by the incorporators have been complied with and that the corporation has been incorporated under this chapter, except as against the state in a proceeding to cancel or revoke the certificate of incorporation.

Sec. 85. Section 35, chapter 235, Laws of 1967 and RCW 24.03.170 are each amended to read as follows:

The articles of amendment shall be executed in duplicate by the corporation by ~~((its president or a vice president and by its secretary or an assistant secretary, and verified by one of the officers signing such articles))~~ an officer of the corporation, and shall set forth:

- (1) The name of the corporation.
- (2) The amendment so adopted.
- (3) Where there are members having voting rights, (a) a statement setting forth the date of the meeting of members 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 present at such meeting or represented by proxy were entitled to cast, or (b) a statement that such amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- (4) Where there are no members, or no members having voting rights, a statement of such fact, the date of the meeting of the board of directors at which the amendment was adopted, and a statement of the fact that such amendment received the vote of a majority of the directors in office.

Sec. 86. Section 36, chapter 235, Laws of 1967 and RCW 24.03.175 are each amended to read as follows:

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))~~ the secretary of state shall, when all fees have been paid as in this chapter prescribed:

- (1) Endorse on each of such duplicate originals the word "Filed," and the ~~((month, day and year))~~ effective date of the filing thereof.
- (2) File one of such duplicate originals ~~((in his office))~~.
- (3) Issue a certificate of amendment to which ~~((he shall affix))~~ the other duplicate original shall be affixed.

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

Sec. 87. Section 37, chapter 235, Laws of 1967 and RCW 24.03.180 are each amended to read as follows:

Upon the ~~((issuance of the certificate))~~ filing of the articles of amendment by the secretary of state, the amendment shall become effective and the articles of incorporation shall be deemed to be amended accordingly.

No amendment shall affect any existing cause of action in favor of or against such corporation, or any pending action to which such corporation shall be a party, or the existing rights of persons other than members; and, in the event the corporate name shall be changed by amendment, no action brought by or against such corporation under its former name shall abate for that reason.

NEW SECTION. Sec. 88. There is added to chapter 24.03 RCW a new section to read as follows:

A domestic corporation may at any time restate its articles of incorporation as theretofore amended, by a resolution adopted by the board of directors.

Upon the adoption of the resolution, restated articles of incorporation shall be executed in duplicate by the corporation by one of its officers and shall set forth all of the operative provisions of the articles of incorporation as theretofore amended together with a statement that the restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as theretofore amended and that the restated articles of incorporation supersede the original articles of incorporation and all amendments thereto.

Duplicate originals of the restated articles of incorporation shall be delivered to the secretary of state. If the secretary of state finds that the restated articles of incorporation conform to law, the secretary of state shall, when all fees required by this title have been paid:

- (1) Endorse on each duplicate original the word "Filed" and the effective date of the filing thereof;
- (2) File one duplicate original; and
- (3) Issue a restated certificate of incorporation, to which the other duplicate original shall be affixed.

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

Upon the filing of the restated articles of incorporation by the secretary of state, the restated articles of incorporation shall become effective and shall supersede the original articles of incorporation and all amendments thereto.

Sec. 89. Section 41, chapter 235, Laws of 1967 and RCW 24.03.200 are each amended to read as follows:

(1) Upon such approval, articles of merger or articles of consolidation shall be executed in 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))~~ an officer of each corporation, and shall set forth:

- (a) The plan of merger or the plan of consolidation;
- (b) Where the members of any merging or consolidating corporation have voting rights, then as to each such corporation (i) a statement setting forth the date of the meeting of members at which the plan was adopted, that a quorum was present at such meeting, and that such plan received at least two-thirds of the votes which members present at such meeting or represented by proxy were entitled to cast, or (ii) a statement that such

amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto;

(c) Where any merging or consolidating corporation has no members, or no members having voting rights, then as to each such corporation a statement of such fact, the date of the meeting of the board of directors at which the plan was adopted and a statement of the fact that such plan received the vote of a majority of the directors in office.

(2) 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))~~ the secretary of state shall, when all fees have been paid as in this chapter prescribed:

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

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

(c) Issue a certificate of merger or a certificate of consolidation to which ~~((he shall affix))~~ the other duplicate original shall be affixed.

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, shall be returned to the surviving or new corporation, as the case may be, or its representative.

Sec. 90. Section 42, chapter 235, Laws of 1967 and RCW 24.03.205 are each amended to read as follows:

Upon the ~~((issuance of the certificate))~~ filing of the articles of merger, or the ~~((certificate))~~ articles of consolidation by the secretary of state, the merger or consolidation shall be effected.

NEW SECTION. Sec. 91. There is added to chapter 24.03 RCW a new section to read as follows:

One or more foreign corporations and one or more domestic corporations may be merged or consolidated or participate in an exchange in the following manner, if such merger, consolidation, or exchange is permitted by the laws of the state under which each such foreign corporation is organized:

(1) Each domestic corporation shall comply with the provisions of this title with respect to the merger, consolidation, or exchange, as the case may be, of domestic corporations and each foreign corporation shall comply with the applicable provisions of the laws of the state under which it is organized.

(2) If the surviving or new corporation in a merger or consolidation is to be governed by the laws of any state other than this state, it shall comply with the provisions of this title with respect to foreign corporations if it is to transact business in this state, and in every case it shall file with the secretary of state of this state:

(a) An agreement that it may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to the merger or consolidation and in any proceeding



for the enforcement of the rights, if any, of a dissenting shareholder of any such domestic corporation against the surviving or new corporation;

(b) An irrevocable appointment of the secretary of state of this state as its agent to accept service of process in any such proceeding; and

(c) An agreement that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of this title with respect to the rights of dissenting shareholders.

The effect of the merger or consolidation shall be the same as in the case of the merger or consolidation of domestic corporations, if the surviving or new corporation is to be governed by the laws of this state. If the surviving or new corporation is to be governed by the laws of any state other than this state, the effect of the merger or consolidation shall be the same as in the case of the merger or consolidation of domestic corporations except as the laws of the other state provide otherwise.

(3) At any time prior to the effective date of the articles of merger, consolidation, or exchange, the merger, consolidation, or exchange, may be abandoned pursuant to provision therefor, if any, set forth in the plan of merger, consolidation or exchange. In the event the merger, consolidation, or exchange is abandoned, the parties thereto shall execute a notice of abandonment in triplicate signed by an officer for each corporation signing the notice. If the secretary of state finds the notice conforms to law, the secretary of state shall:

(a) Endorse on each of the originals the word "Filed" and the effective date of the filing;

(b) File one of the triplicate originals in the secretary of state's office; and

(c) Issue the other triplicate originals to the respective parties or their representatives.

Sec. 92. Section 45, chapter 235, Laws of 1967 and RCW 24.03.220 are each amended to read as follows:

A corporation may dissolve and wind up its affairs in the following manner:

(1) Where there are members having voting rights, 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 members having voting rights, which may be either an annual or a special meeting. Written or printed notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation, shall be given to each member entitled to vote at such meeting, within the time and in the manner provided in this chapter for the giving of notice of meetings of members. A resolution to dissolve the corporation shall be adopted upon receiving at least two-thirds of the votes

which members present at such meeting or represented by proxy are entitled to cast.

(2) Where there are no members, or no members having voting rights, the dissolution of the corporation shall be authorized at a meeting of the board of directors upon the adoption of a resolution to dissolve by the vote of a majority of the directors in office.

Upon the adoption of such resolution by the members, or by the board of directors where there are no members or no members having voting rights, the corporation shall cease to conduct its affairs except in so far as may be necessary for the winding up thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the corporation and to the department of revenue, and shall proceed to collect its assets and apply and distribute them as provided in this chapter.

Sec. 93. Section 49, chapter 235, Laws of 1967 and RCW 24.03.240 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 shall have been paid and discharged, or adequate provision shall have been made therefor, and all of the remaining property and assets of the corporation shall have been transferred, conveyed or distributed in accordance with the provisions of this chapter, articles of dissolution shall be executed in duplicate by the corporation by ~~((its president or a vice president, and by its secretary or an assistant secretary, and verified by one of the officers signing such statement, which statement))~~ an officer of the corporation and shall set forth:

(1) The name of the corporation.

(2) Where there are members having voting rights, (a) a statement setting forth the date of the meeting of members at which the resolution to dissolve was adopted, that a quorum was present at such meeting, and that such resolution received at least two-thirds of the votes which members present at such meeting or represented by proxy were entitled to cast, or (b) a statement that such resolution was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

(3) Where there are no members, or no members having voting rights, a statement of such fact, the date of the meeting of the board of directors at which the resolution to dissolve was adopted and a statement of the fact that such resolution received the vote of a majority of the directors in office.

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

(5) If a copy of any revenue clearance form under chapter 82.32 RCW is issued, it shall be attached to the articles of dissolution.

(6) That all the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of this chapter.

~~((6))~~ (7) 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. 94. Section 50, chapter 235, Laws of 1967 and RCW 24.03.245 are each amended to read as follows:

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))~~ the secretary of state shall, when all ~~((fees))~~ requirements have been ~~((paid))~~ met as in this chapter prescribed:

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

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

(3) Issue a certificate of dissolution to which ~~((he shall affix))~~ the other duplicate original shall be affixed.

The certificate of dissolution, together with the duplicate original of the articles of dissolution affixed thereto by the secretary of state, shall be returned to the representative of the dissolved corporation. Upon the ~~((issuance))~~ filing of such ~~((certificate))~~ articles of dissolution the existence of the corporation shall cease, except for the purpose of suits, other proceedings and appropriate corporate action by members, directors and officers as provided in this chapter.

Sec. 95. Section 52, chapter 235, Laws of 1967 as amended by section 3, chapter 163, Laws of 1969 ex. sess. and RCW 24.03.255 are each amended to read as follows:

The secretary of state shall certify, from time to time, the names of all corporations which have given cause for dissolution as provided in ~~((this chapter))~~ RCW 24.03.250, together with the facts pertinent thereto. Whenever the secretary of state shall certify the name of a corporation to the attorney general as having given any cause for dissolution, the secretary of state shall concurrently mail to the corporation at its registered office a notice that such certification has been made. Upon the receipt of such certification, the attorney general shall file an action in the name of the state against such corporation for its dissolution.

Sec. 96. Section 61, chapter 235, Laws of 1967 and RCW 24.03.300 are each amended to read as follows:

The dissolution of a corporation either (1) by the filing and issuance of a certificate of dissolution, voluntary or involuntary, by the secretary of state, or (2) by a decree of court when the court has not liquidated the assets and affairs of the corporation as provided in this chapter, or (3) by expiration of its period of duration, shall not take away or impair any remedy available to or against such corporation, its directors, officers, or members, for any right or claim existing, or any liability incurred, prior to such dissolution if action

or other proceeding thereon is commenced within two years after the date of such dissolution. Any such action or proceeding by or against the corporation may be prosecuted or defended by the corporation in its corporate name. The members, directors and officers shall have power to take such corporate or other action as shall be appropriate to protect such remedy, right or claim. If such corporation was dissolved by the expiration of its period of duration, such corporation may amend its articles of incorporation at any time during such period of two years after expiration so as to extend its period of duration. If, during the period of dissolution, another person or corporation has reserved or adopted a corporate name which is identical to or deceptively similar to the dissolved corporation's name, the corporation extending its period of duration shall be required to adopt another name consistent with the requirements of this chapter and to amend its articles of incorporation accordingly. The corporation shall also pay to the state all fees and penalties which would otherwise have been due if the corporate charter had not expired, plus a reinstatement fee of twenty-five dollars.

Sec. 97. Section 9, chapter 163, Laws of 1969 ex. sess. as amended by section 1, chapter 128, Laws of 1971 ex. sess. and RCW 24.03.302 are each amended to read as follows:

((When)) A corporation(;) shall be dissolved by the secretary of state upon the conditions prescribed in this section when the corporation:

(1) Has failed to file or complete its annual report within the time required by ((this 1969 amendatory act)) law; or

(2) Has failed for ((ninety)) thirty days to appoint or maintain a registered agent in this state; or

(3) Has failed for ((ninety)) thirty days, after change of its registered agent or registered office, to file in the office of the secretary of state a statement of such change ((; the secretary of state shall notify the corporation by first class mail that it shall cease to exist if it does not perform the required act within thirty days. If the corporation fails to perform within thirty days following receipt of the letter, it shall automatically cease to exist)).

A corporation shall not be dissolved under this section unless the secretary of state has given the corporation not less than forty-five days' notice of its delinquency or omission, by first class mail, postage prepaid, addressed to the registered office, or, if there is no registered office, to the last known address of any officer or director as shown by the records of the secretary of state, and unless the corporation has failed to correct the omission or delinquency before expiration of the forty-five day period.

When a corporation has given cause for dissolution under this section, and has failed to correct the delinquency or omission as provided in this section, the secretary of the state shall dissolve the corporation by issuing a certificate of involuntary dissolution containing a statement that the corporation has been dissolved and the date and reason for which it was dissolved.

The original certificate of involuntary dissolution shall be filed in the records of the secretary of state, and a copy of the certificate shall forthwith be mailed to the corporation at its registered office or, if there is no registered office, to the last known address of the corporation or any officer, director, or incorporator of the corporation, as shown by the records of the secretary of state. Upon the filing of the certificate of involuntary dissolution, the existence of the corporation shall cease, except as otherwise provided in this chapter, and its name shall be available to and may be adopted by another corporation after the dissolution.

Any notice provided by the secretary of state under this section shall be designed to clearly identify and warn the recipient of the contents thereof. A delinquency notice shall provide a succinct and readable description of the delinquency or omission, the date on which dissolution will occur, and the action necessary to cure the delinquency or omission prior to dissolution.

A corporation which has ~~((ceased to exist))~~ been dissolved by operation of this section may be reinstated within a period of three years following its dissolution ~~((by operation of law))~~ if it shall file or complete its annual report or if it shall appoint or maintain a registered agent, or if it shall file with the secretary of state a required statement of change of registered agent or registered office and in addition, if it shall pay a reinstatement fee of ~~((five))~~ twenty-five dollars plus any other fees that may be due and owing the secretary of state. If, during the period of dissolution, another person or corporation has reserved or adopted a corporate name which is identical to or deceptively similar to the dissolved corporation's name, the dissolved corporation seeking reinstatement shall be required to adopt another name consistent with the requirements of this chapter and to amend its articles of incorporation accordingly. When a corporation has ~~((ceased to exist))~~ been dissolved by operation of this section, remedies available to or against it shall survive in the manner provided in RCW 24.03.300 and the directors of the corporation shall hold the title to the property of the corporation as trustees for the benefit of its creditors and members.

Sec. 98. Section 64, chapter 235, Laws of 1967 and RCW 24.03.315 are each amended to read as follows:

No certificate of authority shall be issued to a foreign corporation unless the corporate name of such corporation complies with the provisions of RCW 24.03.045. However, a foreign corporation applying for a certificate of authority may file with the secretary of state a resolution of its board of directors adopting a fictitious name for use in transacting business in this state, if the fictitious name complies with RCW 24.03.045.

Sec. 99. Section 67, chapter 235, Laws of 1967 as amended by section 4, chapter 163, Laws of 1969 ex. sess. and RCW 24.03.330 are each amended to read as follows:

Duplicate originals of the application of the corporation for a certificate of authority shall be delivered to the secretary of state together with ((a

~~copy of its articles of incorporation and all amendments thereto, duly certified by the proper officer of the state or country under the laws of which it is incorporated))~~ a certificate of good standing which has been issued within the previous sixty days and certified to by the proper officer of the state or country under the laws of which it is incorporated.

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

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

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

(3) Issue a certificate of authority to conduct affairs in this state to which ~~((he shall affix))~~ the other duplicate original application shall be affixed.

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

Sec. 100. Section 68, chapter 235, Laws of 1967 and RCW 24.03.335 are each amended to read as follows:

Upon the ~~((issuance of a certificate))~~ filing of the application for certificate of authority by the secretary of state, the corporation shall be authorized to conduct affairs in this state for those purposes set forth in its application, subject, however, to the right of this state to suspend or to revoke such authority as provided in this chapter.

Sec. 101. Section 69, chapter 235, Laws of 1967 and RCW 24.03.340 are each amended to read as follows:

Each foreign corporation authorized to conduct affairs in this state shall have and continuously maintain in this state:

(1) A registered office which may be, but need not be, the same as its principal office. The registered office shall be at a specific geographic location in this state, and be identified by number, if any, and street, or building address or rural route, or, if a commonly known street or rural route address does not exist, by legal description. A registered office may not be identified by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in conjunction with the registered office address if the corporation also maintains on file the specific geographic address of the registered office where personal service of process may be made.

(2) A registered agent, which agent may be either an individual resident in this state whose business office is identical with such registered office, or a domestic corporation, whether for profit or not for profit, or a foreign corporation, whether for profit or not for profit, authorized to transact business

or conduct affairs in this state, having an office identical with such registered office. A registered agent shall not be appointed without having given prior written consent to the appointment. The written consent shall be filed with the secretary of state in such form as the secretary may prescribe. The written consent shall be filed with or as a part of the document first appointing a registered agent. In the event any individual or corporation has been appointed agent without consent, that person or corporation may file a notarized statement attesting to that fact, and the name shall forthwith be removed from the records of the secretary of state.

No foreign corporation authorized to transact business in this state may be permitted to maintain any action in any court in this state until the corporation complies with the requirements of this section.

Sec. 102. Section 70, chapter 235, Laws of 1967 and RCW 24.03.345 are each amended to read as follows:

A foreign corporation authorized to conduct affairs in this state may change its registered office or change its registered agent, or both, upon filing in the office of the secretary of state in a form approved by the secretary of state a statement setting forth:

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

Such statement shall be executed by the corporation by ~~((its president or a vice president, and verified by him))~~ an officer of the corporation, and delivered to the secretary of state, together with a written consent of the registered agent to his or its appointment, if applicable. If the secretary of state finds that such statement conforms to the provisions of this chapter, ~~((he))~~ the secretary of state shall file such statement ~~((in his office)),~~ and upon such filing the change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective.

Any registered agent in this state appointed by a foreign corporation may resign as such agent upon filing a written notice thereof, executed in duplicate, with the secretary of state who shall forthwith mail a copy thereof to the foreign corporation at its principal office in the state or country

under the laws of which it is incorporated as shown by its most recent annual report. The appointment of such agent shall terminate upon the expiration of thirty days after receipt of such notice by the secretary of state.

Sec. 103. Section 71, chapter 235, Laws of 1967 and RCW 24.03.350 are each amended to read as follows:

The registered agent so appointed by a foreign corporation authorized to conduct affairs in this state shall be an agent of such corporation upon whom any process, notice or demand required or permitted by law to be served upon the corporation may be served.

Whenever a foreign corporation authorized to conduct affairs in this state shall fail to appoint or maintain a registered agent in this state, or whenever any such registered agent cannot with reasonable diligence be found at the registered office, or whenever the certificate of authority of a foreign corporation shall be suspended or revoked, then the secretary of state shall be an agent of such corporation upon whom any such process, notice, or demand may be served. Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with ~~((him))~~ the secretary of state, or with any duly authorized clerk ~~((having charge))~~ of the corporation department of ~~((his))~~ the secretary of state's office, duplicate copies of such process, notice or demand. In the event any such process, notice or demand is served on the secretary of state, ~~((he))~~ the secretary of state shall immediately cause one of such copies thereof to be forwarded by ~~((registered))~~ certified mail, addressed to the corporation at its principal office in the state or country under the laws of which it is incorporated. Any service so had on the secretary of state shall be returnable in not less than thirty days.

The secretary of state shall keep a record of all processes, notices and demands served upon ~~((him))~~ the secretary of state under this section, and shall record therein the time of such service and his action with reference thereto.

Nothing herein contained shall limit or affect the right to serve any process, notice or demand, required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.

Sec. 104. Section 75, chapter 235, Laws of 1967 and RCW 24.03.370 are each amended to read as follows:

A foreign corporation authorized to conduct affairs in this state may withdraw from this state upon procuring from the secretary of state a certificate of withdrawal. In order to procure such certificate of withdrawal, such foreign corporation shall deliver to the secretary of state an application for withdrawal, which shall set forth:

- (1) The name of the corporation and the state or country under the laws of which it is incorporated.
- (2) That the corporation is not conducting affairs in this state.



(3) That the corporation surrenders its authority to conduct affairs in this state.

(4) That the corporation revokes the authority of its registered agent in this state to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in this state during the time the corporation was authorized to conduct affairs in this state may thereafter be made on such corporation by service thereof on the secretary of state.

(5) If a copy of a revenue clearance form under chapter 82.32 RCW is issued, it shall be attached to the application for withdrawal.

(6) A post office address to which the secretary of state may mail a copy of any process against the corporation that may be served on ((him)) the secretary of state.

The application for withdrawal shall be made on forms prescribed and furnished by the secretary of state and shall be executed by the corporation by ~~((its president or a vice president and by its secretary or an assistant secretary, and verified by one of the officers signing the application))~~ an officer of the corporation, or, if the corporation is in the hands of a receiver or trustee, shall be executed on behalf of the corporation by such receiver or trustee ~~((and verified by him))~~.

Sec. 105. Section 76, chapter 235, Laws of 1967 and RCW 24.03.375 are each amended to read as follows:

Duplicate originals of such application for withdrawal shall be delivered to the secretary of state. If the secretary of state finds that such application conforms to the provisions of this chapter, ~~((he))~~ the secretary of state shall, when all ~~((fees))~~ requirements have been ~~((paid))~~ met as in this chapter prescribed:

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

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

(3) Issue a certificate of withdrawal to which ~~((he shall affix))~~ the other duplicate original shall be affixed.

The certificate of withdrawal, together with the duplicate original of the application for withdrawal affixed thereto by the secretary of state, shall be returned to the corporation or its representative. Upon the ~~((issuance))~~ filing of such ~~((certificate))~~ application of withdrawal, the authority of the corporation to conduct affairs in this state shall cease.

Sec. 106. Section 77, chapter 235, Laws of 1967 and RCW 24.03.380 are each amended to read as follows:

The certificate of authority of a foreign corporation to conduct affairs in this state ~~((may))~~ shall be revoked by the secretary of state upon the conditions prescribed in this section when:

(1) The corporation has failed to file its annual report within the time required by this chapter, or has failed to pay any fees or penalties prescribed by this chapter when they have become due and payable; or

(2) The corporation has failed for thirty days to appoint and maintain a registered agent in this state as required by this chapter; or

(3) The corporation has failed, for thirty days after change of its registered agent or registered office, to file in the office of the secretary of state a statement of such change as required by this chapter; or

(4) The corporation has failed to file in the office of the secretary of state any amendment to its articles of incorporation or any articles of merger within the time prescribed by this chapter; or

(5) The certificate of authority of the corporation was procured through fraud practiced upon the state; or

(6) The corporation has continued to exceed or abuse the authority conferred upon it by this chapter; or

(7) A misrepresentation has been made of any material matter in any application, report, affidavit, or other document submitted by such corporation pursuant to this chapter.

No certificate of authority of a foreign corporation shall be revoked by the secretary of state unless ~~((he))~~ the secretary of state shall have given the corporation not less than sixty days' notice thereof by first class mail addressed to its registered office in this state, or, if there is no registered office, to the last known address of any officer or director of the corporation as shown by the records of the secretary of state, and the corporation shall fail prior to revocation to file such annual report, or pay such fees or penalties, or file the required statement of change of registered agent, or file such articles of amendment or articles of merger, or correct such misrepresentation, delinquency, or omission.

Any notice provided by the secretary of state under this section shall be designed to clearly identify and warn the recipient of the contents thereof. A delinquency notice shall provide a succinct and readable description of the delinquency or omission, the date on which dissolution will occur, and the action necessary to cure the delinquency or omission prior to dissolution.

Sec. 107. Section 78, chapter 235, Laws of 1967 and RCW 24.03.385 are each amended to read as follows:

Upon revoking any ~~((such))~~ certificate of authority under RCW 24.03-.380, the secretary of state shall:

(1) Issue a certificate of revocation in duplicate.

(2) File one of such certificates ~~((in his office))~~.

(3) Mail to such corporation at its registered office in this state a notice of such revocation accompanied by one of such certificates.

Upon the ~~((issuance))~~ filing of such certificate of revocation, the authority of the corporation to conduct affairs in this state shall cease.

Sec. 108. Section 80, chapter 235, Laws of 1967 and RCW 24.03.395 are each amended to read as follows:

Each domestic corporation, and each foreign corporation authorized to conduct affairs in this state, shall file, within the time prescribed by this chapter, an annual report in the form prescribed by the secretary of state setting forth:

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

(2) The address of the registered office of the corporation in this state including street and number and the name of its registered agent in this state at such address, and, in the case of a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated.

(3) A brief statement of the character of the affairs which the corporation is actually conducting, or, in the case of a foreign corporation, which the corporation is actually conducting in this state.

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

The information shall be given as of the date of the execution of the report. It shall be executed by the corporation by ~~((its president, a vice president, secretary, an assistant secretary, or treasurer, and verified by the officer executing the report))~~ an officer of the corporation, or, if the corporation is in the hands of a receiver or trustee, it shall be executed on behalf of the corporation ~~((and verified))~~ by such receiver or trustee.

The secretary of state may by rule adopted under chapter 34.04 RCW provide that correction or updating of information appearing on previous annual filings is sufficient to constitute the current annual filing.

Sec. 109. Section 81, chapter 235, Laws of 1967 as amended by section 1, chapter 90, Laws of 1973 and RCW 24.03.400 are each amended to read as follows:

Such annual report of a domestic or foreign corporation shall be delivered to the secretary of state between the first day of January and the first day of March of each year, ~~((except that the first annual report of a domestic or foreign corporation shall be filed between the first day of January and the first day of March of the year next succeeding the calendar year in which its certificate of incorporation or its certificate of authority, as the case may be, was issued by the secretary of state))~~ or on an annual renewal date as the secretary of state may establish. Proof to the satisfaction of the secretary of state that prior to ((the first day of March such)) the corporation's annual renewal date the annual report was deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid, shall be deemed a compliance with this requirement. If the secretary of state finds that such report substantially conforms to the requirements of this chapter, ((he)) the secretary of state shall file the same.

Sec. 110. Section 82, chapter 235, Laws of 1967 as last amended by section 5, chapter 230, Laws of 1981 and RCW 24.03.405 are each amended to read as follows:

The secretary of state shall charge and collect for:

(1) Filing articles of incorporation and issuing a certificate of incorporation, twenty dollars.

(2) Filing articles of amendment or restatement and issuing a certificate of amendment or a restated certificate of incorporation, ten dollars.

(3) Filing articles of merger or consolidation and issuing a certificate of merger or consolidation, ten dollars.

(4) Filing a statement of change of address of registered office or change of registered agent, or ~~((both, one-dollar))~~ revocation, resignation, affidavit of nonappointment, or any combination of these, five dollars. A separate fee for filing such statement shall not be charged if the statement appears in an amendment to articles of incorporation or in conjunction with the filing of the annual report.

(5) Filing articles of dissolution, no fee.

(6) Filing an application of a foreign corporation for a certificate of authority to conduct affairs in this state and issuing a certificate of authority, twenty dollars.

(7) Filing an application of a foreign corporation for an amended certificate of authority to conduct affairs in this state and issuing an amended certificate of authority, ~~((five))~~ ten dollars.

(8) Filing a copy of an amendment to the articles of incorporation of a foreign corporation holding a certificate of authority to conduct affairs in this state, ten dollars.

(9) Filing a copy of articles of merger of a foreign corporation holding a certificate of authority to conduct affairs in this state, ten dollars.

(10) Filing an application for withdrawal of a foreign corporation and issuing a certificate of withdrawal, ~~((two-dollars))~~ no fee.

(11) Filing a certificate by a foreign corporation of the appointment of a registered agent, ~~((one-dollar))~~ five dollars. A separate fee for filing such certificate shall not be charged if the statement appears in an amendment to the articles of incorporation or in conjunction with the filing of the annual report.

(12) Filing a certificate by a foreign corporation of the revocation of the appointment of a registered agent, ~~((one-dollar))~~ five dollars. A separate fee for filing such a certificate shall not be charged if the statement appears in an amendment to the articles of incorporation or in conjunction with the filing of the annual report.

(13) Filing a certificate of election adopting the provisions of chapter 24.03 RCW, twenty dollars.

(14) Filing an application to reserve a corporate name, ten dollars.

(15) Filing a notice of transfer of a reserved corporate name, five dollars.

(16) Filing any other statement or report, including an annual report, of a domestic or foreign corporation, ((one dollar)) five dollars.

Sec. 111. Section 83, chapter 235, Laws of 1967 as last amended by section 2, chapter 133, Laws of 1979 ex. sess. and RCW 24.03.410 are each amended to read as follows:

The secretary of state shall charge and collect ~~((in advance))~~:

~~(1) ((For furnishing a certified copy of any charter document, relating to a corporation, five dollars.~~

~~(2)))~~ (2)) For furnishing a certified copy of any charter document or any other document, instrument, or paper relating to a corporation, ((two)) five dollars for the certificate, plus ((ten)) twenty cents for each page copied.

~~((3))~~ (2) For furnishing a certificate, under seal, attesting to the status of a corporation; or any other certificate, ~~((two)) five dollars.~~

~~((4))~~ (3) For furnishing copies of any document, instrument or paper relating to a corporation, ~~((ten)) one dollar for the first page and twenty cents for each page copied thereafter.~~

~~((5))~~ (4) At the time of any service of process on him as registered agent of a corporation, twenty-five dollars, which amount may be recovered as taxable costs by the party to the suit or action causing such service to be made if such party prevails in the suit or action.

Sec. 112. Section 87, chapter 235, Laws of 1967 and RCW 24.03.430 are each amended to read as follows:

The secretary of state may propound to any corporation, domestic or foreign, subject to the provisions of this chapter, and to any officer or director thereof, such interrogatories as may be reasonably necessary and proper to enable ~~((him))~~ the secretary of state to ascertain whether such corporation has complied with all the provisions of this chapter applicable to such corporation. Such interrogatories shall be answered within thirty days after the mailing thereof, or within such additional time as shall be fixed by the secretary of state, and the answers thereto shall be full and complete and shall be made in writing and under oath. If such interrogatories be directed to an individual they shall be answered by him, and if directed to a corporation they shall be answered by the president, vice president, secretary or assistant secretary thereof. The secretary of state need not file any document to which such interrogatories relate until such interrogatories be answered as herein provided, and not then if the answers thereto disclose that such document is not in conformity with the provisions of this chapter. The secretary of state shall certify to the attorney general, for such action as the attorney general may deem appropriate, all interrogatories and answers thereto which disclose a violation of any of the provisions of this chapter. ~~((The provisions of this section shall not apply to a domestic or foreign corporation which, by declaration, order or ruling of the Internal Revenue~~

~~Service of the United States government is exempt from the obligation to file income tax return:))~~

Sec. 113. Section 88, chapter 235, Laws of 1967 and RCW 24.03.435 are each amended to read as follows:

Interrogatories propounded by the secretary of state and the answers thereto shall not be open to public inspection nor shall the secretary of state disclose any facts or information obtained therefrom except in so far as ~~((his))~~ the secretary of state's official duty may require the same to be made public or in the event such interrogatories or the answers thereto are required for evidence in any criminal proceedings or in any other action by this state.

Sec. 114. Section 89, chapter 235, Laws of 1967 and RCW 24.03.440 are each amended to read as follows:

The secretary of state shall have the power and authority reasonably necessary ~~((to enable him to administer))~~ for the efficient and effective administration of this chapter ~~((efficiently and to perform the duties therein imposed upon him)),~~ including the adoption of rules under chapter 34.04 RCW.

Sec. 115. Section 90, chapter 235, Laws of 1967 and RCW 24.03.445 are each amended to read as follows:

If the secretary of state shall fail to approve any articles of incorporation, amendment, merger, consolidation or dissolution, or any other document required by this chapter to be approved by the secretary of state before the same shall be filed in his or her office, ~~((he))~~ the secretary of state shall, within ten days after the delivery thereof to ~~((him))~~ the office of the secretary of state, give written notice of ~~((his))~~ disapproval to the person or corporation, domestic or foreign, delivering the same, specifying the reasons therefor. From such disapproval such person or corporation may appeal to the superior court of the county in which the registered office of such corporation is, or is proposed to be, situated by filing with the clerk of such court a petition setting forth a copy of the articles or other document sought to be filed and a copy of the written disapproval thereof by the secretary of state; whereupon the matter shall be tried de novo by the court, and the court shall either sustain the action of the secretary of state or direct ~~((him))~~ the secretary of state to take such action as the court may deem proper.

If the secretary of state shall revoke the certificate of authority to conduct affairs in this state of any foreign corporation, pursuant to the provisions of this chapter, such foreign corporation may likewise appeal to the superior court of the county where the registered office of such corporation in this state is situated, by filing with the clerk of such court a petition setting forth a copy of its certificate of authority to conduct affairs in this state and a copy of the notice of revocation given by the secretary of state;

whereupon the matter shall be tried de novo by the court, and the court shall either sustain the action of the secretary of state or direct ~~((him))~~ the secretary of state to take such action as the court may deem proper.

Appeals from all final orders and judgments entered by the superior court under this section in review of any ruling or decision of the secretary of state may be taken as in other civil actions.

Sec. 116. Section 91, chapter 235, Laws of 1967 and RCW 24.03.450 are each amended to read as follows:

All certificates issued by the secretary of state in accordance with the provisions of this chapter, and all copies of documents filed in ~~((his))~~ the office of the secretary of state in accordance with the provisions of this chapter when certified by ~~((him))~~ the secretary of state under the seal of the state, shall be taken and received in all courts, public offices, and official bodies as prima facie evidence of the facts therein stated. A certificate by the secretary of state under the ~~((great))~~ seal of this state, as to the existence or nonexistence of the facts relating to corporations which would not appear from a certified copy of any of the foregoing documents or certificates shall be taken and received in all courts, public offices, and official bodies as prima facie evidence of the existence or nonexistence of the facts therein stated.

Sec. 117. Section 98, chapter 235, Laws of 1967 as amended by section 8, chapter 163, Laws of 1969 ex. sess. and RCW 24.03.915 are each amended to read as follows:

(1) The secretary of state shall notify all existing nonprofit corporations thirty days prior to the effective date of this chapter, that in the event they fail to appoint a registered agent as provided in this 1969 amendatory act within ninety days following the effective date of this 1969 amendatory act, they shall thereupon cease to exist.

~~((Corporations so dissolved by operation of law may be reinstated as provided elsewhere in this 1969 amendatory act.))~~

(2) If the notification provided under subsection (1) of this section, from the secretary of state to any corporation was or has been returned unclaimed or undeliverable, the secretary of state shall proceed to dissolve the corporation by striking the name of such corporation from the records of active corporations.

(3) Corporations dissolved under subsection (2) of this section may be reinstated at any time within three years of the dissolution action by the secretary of state. The corporation shall be reinstated by filing a request for reinstatement, by appointment of a registered agent and designation of a registered office as required by this chapter, and by filing an annual report for the reinstatement year. No fees may be charged for reinstatements under this section. If, during the period of dissolution, another person or corporation has reserved or adopted a corporate name which is identical to or deceptively similar to the dissolved corporation's name, the corporation

seeking reinstatement shall be required to adopt another name consistent with the requirements of this chapter and to amend its articles of incorporation accordingly.

Sec. 118. Section 1, chapter 120, Laws of 1969 ex. sess. and RCW 24-.06.005 are each amended to read as follows:

As used in this chapter, unless the context otherwise requires, the term:

(1) "Corporation" or "domestic corporation" means a mutual corporation or miscellaneous corporation subject to the provisions of this chapter, except a foreign corporation.

(2) "Foreign corporation" means a mutual or miscellaneous corporation or other corporation organized under laws other than the laws of this state which would be subject to the provisions of this chapter if organized under the laws of this state.

(3) "Mutual corporation" means a corporation organized to accomplish one or more of its purposes on a mutual basis for members and other persons.

(4) "Miscellaneous corporation" means any corporation which is organized for a purpose or in a manner not provided for by the Washington business corporation act or by the Washington nonprofit corporation act, and which is not required to be organized under other laws of this state.

(5) "Articles of incorporation" includes the original articles of incorporation and all amendments thereto, and includes articles of merger.

(6) "Bylaws" means the code or codes of rules adopted for the regulation or management of the affairs of the corporation irrespective of the name or names by which such rules are designated.

(7) "Member" means one having membership rights in a corporation in accordance with provisions of its articles of incorporation or bylaws.

(8) "Stock" or "share" means the units into which the proprietary interests of a corporation are divided in a corporation organized with stock.

(9) "Stockholder" or "shareholder" means one who is a holder of record of one or more shares in a corporation organized with stock.

(10) "Board of directors" means the group of persons vested with the management of the affairs of the corporation irrespective of the name by which such group is designated.

(11) "Insolvent" means inability of a corporation to pay debts as they become due in the usual course of its affairs.

(12) "Duplicate originals" means two copies, original or otherwise, each with original signatures, or one original with original signatures and one copy thereof.

(13) "Conforms to law" as used in connection with duties of the secretary of state in reviewing documents for filing under this chapter, means the secretary of state has determined the document complies as to form with the applicable requirements of this chapter.



(14) "Effective date" means, in connection with a document filing made by the secretary of state, the date which is shown by affixing a "filed" stamp on the documents. When a document is received for filing by the secretary of state in a form which complies with the requirements of this chapter and which would entitle the document to be filed immediately upon receipt, but the secretary of state's approval action occurs subsequent to the date of receipt, the secretary of state's filing date shall relate back to the date on which the secretary of state first received the document in acceptable form. An applicant may request a specific effective date no more than thirty days later than the receipt date which might otherwise be applied as the effective date.

(15) "Executed by an officer of the corporation," or words of similar import, means that any document signed by such person shall be and is signed by that person under penalties of perjury and in an official and authorized capacity on behalf of the corporation or person making the document submission with the secretary of state.

(16) "An officer of the corporation" means, in connection with the execution of documents submitted for filing with the secretary of state, the president, a vice president, the secretary, or the treasurer of the corporation.

Sec. 119. Section 4, chapter 120, Laws of 1969 ex. sess. and RCW 24-.06.020 are each amended to read as follows:

One or more individuals, partnerships, corporations or governmental bodies or agencies may incorporate a corporation by signing(~~(-verifying))~~) and delivering articles of incorporation in ((~~triplicate~~)) duplicate to the secretary of state.

Sec. 120. Section 5, chapter 120, Laws of 1969 ex. sess. and RCW 24-.06.025 are each amended to read as follows:

The articles of incorporation shall set forth:

- (1) The name of the corporation.
- (2) The period of duration, which may be perpetual or for a stated number of years.
- (3) The purpose or purposes for which the corporation is organized.
- (4) The qualifications and the rights and responsibilities of the members and the manner of their election, appointment or admission to membership and termination of membership; and, if there is more than one class of members or if the members of any one class are not equal, the relative rights and responsibilities of each class or each member.
- (5) If the corporation is to have capital stock:
  - (a) The aggregate number of shares which the corporation shall have authority to issue; if such shares are to consist of one class only, the par value of each of such shares, or a statement that all of such shares are without par value; or, if such shares are to be divided into classes, the number of shares of each class, and a statement of the par value of the shares of each such class or that such shares are to be without par value;

(b) If the shares are to be divided into classes, the designation of each class and a statement of the preferences, limitations and relative rights in respect of the shares of each class;

(c) If the corporation is to issue the shares of any preferred or special class in series, then the designation of each series and a statement of the variations in the relative rights and preferences as between series insofar as the same are to be fixed in the articles of incorporation, and a statement of any authority to be vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences as between series;

(d) Any provision limiting or denying to shareholders the preemptive right to acquire additional shares of the corporation.

(6) If the corporation is to distribute surplus funds to its members, stockholders or other persons, provisions for determining the amount and time of the distribution.

(7) Provisions for distribution of assets on dissolution or final liquidation.

(8) Whether a dissenting shareholder or member shall be limited to a return of less than the fair value of his shares or membership.

(9) Any provisions, not inconsistent with law, which the incorporators elect to set forth in the articles of incorporation for the regulation of the internal affairs of the corporation.

(10) The address of its initial registered office, including street and number, and the name of its initial registered agent at such address.

(11) The number of directors constituting the initial board of directors, and the names and addresses of the persons who are to serve as the initial directors.

(12) The name and address of each incorporator.

It shall not be necessary to set forth in the articles of incorporation any of the corporate powers enumerated in this chapter.

Unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment to the articles of incorporation, a change in the number of directors made by amendment to the bylaws shall be controlling. In all other cases, whenever a provision of the articles of incorporation is inconsistent with a bylaw, the provision of the articles of incorporation shall be controlling.

Sec. 121. Section 9, chapter 120, Laws of 1969 ex. sess. as amended by section 1, chapter 113, Laws of 1973 and RCW 24.06.045 are each amended to read as follows:

The corporate name:

(1) Shall not contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation.

(2) Shall not be the same as, or deceptively similar to, the name of any corporation existing under any act of this state, or any foreign corporation authorized to transact business or conduct affairs in this state under any act of this state or a corporate name reserved or registered as permitted by the laws of this state. This subsection shall not apply if the applicant files with the secretary of state either of the following: (a) The written consent of the other corporation or holder of a reserved name to use the same or deceptively similar name and one or more words are added or deleted to make the name distinguishable from the other name as determined by the secretary of state, or (b) a certified copy of a final decree of a court of competent jurisdiction establishing the prior right of the applicant to the use of the name in this state.

(3) Shall be transliterated into letters of the English alphabet if it is not in English.

(4) The name of any corporation formed under this section (~~after June 7, 1973~~) shall not include nor end with "incorporated", "company", or "corporation" or any abbreviation thereof, but may use "club", "league", "association", "services", "committee", "fund", "society", "foundation", "....., a nonprofit mutual corporation", or any name of like import.

NEW SECTION. Sec. 122. There is added to chapter 24.06 RCW a new section to read as follows:

The exclusive right to the use of a corporate name may be reserved by:

- (1) Any person intending to organize a corporation under this title.
- (2) Any domestic corporation intending to change its name.
- (3) Any foreign corporation intending to make application for a certificate of authority to transact business in this state.
- (4) Any foreign corporation authorized to transact business in this state and intending to change its name.
- (5) Any person intending to organize a foreign corporation and intending to have such corporation make application for a certificate of authority to transact business in this state.

The reservation shall be made by filing with the secretary of state an application to reserve a specified corporate name, executed by or on behalf of the applicant. If the secretary of state finds that the name is available for corporate use, the secretary of state shall reserve the same for the exclusive use of the applicant for a period of one hundred and eighty days. Such reservation shall be limited to one filing and one renewal for a like period.

The right to the exclusive use of a specified corporate name so reserved may be transferred to any other person or corporation by filing in the office of the secretary of state, a notice of such transfer, executed by the applicant for whom the name was reserved, and specifying the name and address of the transferee.

NEW SECTION. Sec. 123. There is added to chapter 24.06 RCW a new section to read as follows:

Any corporation, organized and existing under the laws of any state or territory of the United States may register its corporate name under this title, provided its corporate name is not the same as, or deceptively similar to, the name of any domestic corporation existing under the laws of this state, or the name of any foreign corporation authorized to transact business in this state, or any corporate name reserved or registered under this title.

Such registration shall be made by:

(1) Filing with the secretary of state: (a) An application for registration executed by the corporation by an officer thereof, setting forth the name of the corporation, the state or territory under the laws of which it is incorporated, the date of its incorporation, a statement that it is carrying on or doing business, and a brief statement of the business in which it is engaged, and (b) a certificate setting forth that such corporation is in good standing under the laws of the state or territory wherein it is organized, executed by the secretary of state of such state or territory or by such other official as may have custody of the records pertaining to corporations, and

(2) Paying to the secretary of state a registration fee in the amount of one dollar for each month, or fraction thereof, between the date of filing the application and December thirty-first of the calendar year in which the application is filed.

The registration shall be effective until the close of the calendar year in which the application for registration is filed.

**NEW SECTION.** Sec. 124. There is added to chapter 24.06 RCW a new section to read as follows:

A corporation which has in effect a registration of its corporate name, may renew such registration from year to year by annually filing an application for renewal setting forth the facts required to be set forth in an original application for registration and a certificate of good standing as required for the original registration and by paying a fee of ten dollars. A renewal application may be filed between the first day of October and the thirty-first day of December in each year, and shall extend the registration for the following calendar year.

Sec. 125. Section 10, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.050 are each amended to read as follows:

Each domestic corporation and foreign corporation authorized to do business in this state shall have and continuously maintain in this state:

(1) A registered office which may be, but need not be, the same as its principal office. The registered office shall be at a specific geographic location in this state, and be identified by number, if any, and street, or building address or rural route, or, if a commonly known street or rural route address does not exist, by legal description. A registered office may not be identified by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in conjunction with the registered office address

if the corporation also maintains on file the specific geographic address of the registered office where personal service of process may be made.

(2) A registered agent, which agent may be either an individual resident in this state whose business office is identical with such registered office, or a domestic corporation existing under any act of this state or a foreign corporation authorized to transact business or conduct affairs in this state under any act of this state having an office identical with such registered office. The resident agent and registered office shall be designated by duly adopted resolution of the board of directors; and a ~~((verified))~~ statement of such designation, executed by ~~((the president or a vice president))~~ an officer of the corporation, together with a copy of the board of directors' designating resolution ~~((certified as true by the secretary of the corporation))~~, shall be filed with the secretary of state. A registered agent shall not be appointed without having given prior written consent to the appointment. The written consent shall be filed with the secretary of state in such form as the secretary may prescribe. The written consent shall be filed with or as a part of the document first appointing a registered agent. In the event any individual or corporation has been appointed agent without consent, that person or corporation may file a notarized statement attesting to that fact, and the name shall forthwith be removed from the records of the secretary of state.

No Washington corporation or foreign corporation authorized to transact business in this state may be permitted to maintain any action in any court in this state until the corporation complies with the requirements of this section.

Sec. 126. Section 11, chapter 120, Laws of 1969 ex. sess. and RCW 24-06.055 are each amended to read as follows:

A corporation may change its registered office or change its registered agent, or both, upon filing in the office of the secretary of state a statement in the form prescribed by the secretary of state setting forth:

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

Such statement shall be executed by the corporation by ~~((its president or a vice president, and verified by him))~~ an officer of the corporation, and delivered to the secretary of state, together with a written consent of the registered office to his or its appointment, if applicable. If the secretary of

state finds that such statement conforms to the provisions of this chapter, ~~((he))~~ the secretary of state shall file such statement ~~((in his office))~~, and upon such filing, the change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective.

Any registered agent of a corporation may resign as such agent upon filing a written notice thereof, executed in duplicate, with the secretary of state, who shall forthwith mail a copy thereof to the corporation in care of an officer, who is not the resigning registered agent, at the address of such officer as shown by the most recent annual report of the corporation. The appointment of such agent shall terminate upon the expiration of thirty days after receipt of such notice by the secretary of state.

Sec. 127. Section 12, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.060 are each amended to read as follows:

The registered agent so appointed by a corporation shall be an agent of such corporation upon whom any process, notice or demand required or permitted by law to be served upon the corporation may be served.

Whenever a corporation shall fail to appoint or maintain a registered agent in this state, or whenever its registered agent cannot with reasonable diligence be found at the registered office, then the secretary of state shall be an agent of such corporation upon whom any such process, notice, or demand may be served. Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with ~~((him))~~ the secretary of state, or with any duly-authorized clerk ~~((having charge))~~ of the corporation department of his or her office, duplicate copies of such process, notice or demand. In the event any such process, notice or demand is served on the secretary of state, ~~((he))~~ the secretary of state shall immediately cause one of the copies thereof to be forwarded by certified mail, addressed to the corporation at its registered office. Any service so had on the secretary of state shall be returnable in not less than thirty days.

The secretary of state shall keep a record of all processes, notices and demands served upon ~~((him))~~ the secretary of state under this section, and shall record therein the time of such service and his action with reference thereto.

Nothing herein contained shall limit or affect the right to serve any process, notice or demand required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.

Sec. 128. Section 34, chapter 120, Laws of 1969 ex. sess. as amended by section 5, chapter 302, Laws of 1981 and RCW 24.06.170 are each amended to read as follows:

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))~~ effective date 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 shall be returned to the incorporators or their representatives and shall be retained by the corporation.

Sec. 129. Section 35, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.175 are each amended to read as follows:

Upon the ~~((issuance))~~ filing of the ~~((certificate))~~ articles of incorporation, the corporate existence shall begin, and ~~((such))~~ the certificate of incorporation shall, except as against the state in a proceeding to cancel or revoke the certificate of incorporation, be conclusive evidence that all conditions precedent required to be performed by the incorporators have been complied with and that the corporation has been incorporated under this chapter.

Sec. 130. Section 39, chapter 120, Laws of 1969 ex. sess. as amended by section 6, chapter 302, Laws of 1981 and RCW 24.06.195 are each amended to read as follows:

The articles of amendment shall be executed in 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))~~ an officer of the corporation, and shall set forth:

(1) The name of the corporation.

(2) ~~((The))~~ Any 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. 131. Section 40, chapter 120, Laws of 1969 ex. sess. as amended by section 7, chapter 302, Laws of 1981 and RCW 24.06.200 are each amended to read as follows:

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))~~ effective date of the filing thereof.
- (2) File one of such originals in his or her office.
- (3) Issue a certificate of amendment to which he or she shall affix one of such originals.

The certificate of amendment, together with the other duplicate original of the articles of amendment affixed thereto by the secretary of state shall be returned to the corporation or its representative and shall be retained by the corporation.

Sec. 132. Section 41, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.205 are each amended to read as follows:

Upon the ~~((issuance of the certificate))~~ filing of the articles of amendment by the secretary of state, the amendment shall become effective and the articles of incorporation shall be deemed to be amended accordingly.

No amendment shall affect any existing cause of action in favor of or against such corporation, nor any pending action to which such corporation shall be a party, nor the existing rights of persons other than members; and, in the event the corporate name shall be changed by amendment, no action brought by or against such corporation under its former name shall abate for that reason.

NEW SECTION. Sec. 133. There is added to chapter 24.06 RCW a new section to read as follows:

A domestic corporation may at any time restate its articles of incorporation as theretofore amended, by a resolution adopted by the board of directors.

Upon the adoption of the resolution, restated articles of incorporation shall be executed in duplicate by the corporation by one of its officers and shall set forth all of the operative provisions of the articles of incorporation as theretofore amended together with a statement that the restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as theretofore amended and that the restated articles of incorporation supersede the original articles of incorporation and all amendments thereto.

Duplicate originals of the restated articles of incorporation shall be delivered to the secretary of state. If the secretary of state finds that the restated articles of incorporation conform to law, the secretary of state shall, when all fees required by this title have been paid:

- (1) Endorse on each duplicate original the word "Filed" and the effective date of the filing thereof;
- (2) File one duplicate original; and
- (3) Issue a restated certificate of incorporation, to which the other duplicate original shall be affixed.



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

Upon the filing of the restated articles of incorporation by the secretary of state, the restated articles of incorporation shall become effective and shall supersede the original articles of incorporation and all amendments thereto.

Sec. 134. Section 45, chapter 120, Laws of 1969 ex. sess. as amended by section 8, chapter 302, Laws of 1981 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 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))~~ an officer of each corporation, and shall set forth:

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

(b) A statement setting forth the date of the meeting of members or shareholders at which the plan was adopted, that a quorum was present at such meeting, and that such plan received at least two-thirds of the votes which members and shareholders of the corporation and of each class entitled to vote thereon as a class, present at such meeting in person or by mail or represented by proxy were entitled to cast, or a statement that such amendment was adopted by a consent in writing signed by all members;

(2) Duplicate originals of the articles of merger or articles of consolidation shall be delivered to the secretary of state. If the secretary of state finds that such articles conform to law, he or she shall, when all fees have been paid as prescribed in this chapter:

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

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

(c) Issue a certificate of merger or a certificate of consolidation to which he or she shall affix one of such originals.

The certificate of merger or certificate of consolidation, together with the original of the articles of merger or articles of consolidation affixed thereto by the secretary of state shall be returned to the surviving or new corporation, as the case may be, or its representative, and shall be retained by the corporation.

Sec. 135. Section 46, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.230 are each amended to read as follows:

Upon the ~~((issuance of the certificate))~~ filing of articles of merger, or the ~~((certificate))~~ articles of consolidation by the secretary of state, the merger or consolidation shall be effected.

**NEW SECTION.** Sec. 136. There is added to chapter 24.06 RCW a new section to read as follows:

One or more foreign corporations and one or more domestic corporations may be merged or consolidated or participate in an exchange in the following manner, if such merger, consolidation, or exchange is permitted by the laws of the state under which each such foreign corporation is organized:

(1) Each domestic corporation shall comply with the provisions of this title with respect to the merger, consolidation, or exchange, as the case may be, of domestic corporations and each foreign corporation shall comply with the applicable provisions of the laws of the state under which it is organized.

(2) If the surviving or new corporation in a merger or consolidation is to be governed by the laws of any state other than this state, it shall comply with the provisions of this title with respect to foreign corporations if it is to transact business in this state, and in every case it shall file with the secretary of state of this state:

(a) An agreement that it may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to such merger or consolidation and in any proceeding for the enforcement of the rights, if any, of a dissenting shareholder of any such domestic corporation against the surviving or new corporation;

(b) An irrevocable appointment of the secretary of state of this state as its agent to accept service of process in any such proceeding; and

(c) An agreement that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of this title with respect to the rights of dissenting shareholders.

The effect of such merger or consolidation shall be the same as in the case of the merger or consolidation of domestic corporations, if the surviving or new corporation is to be governed by the laws of this state. If the surviving or new corporation is to be governed by the laws of any state other than this state, the effect of such merger or consolidation shall be the same as in the case of the merger or consolidation of domestic corporations except insofar as the laws of such other state provide otherwise.

(3) At any time prior to the effective date of the articles of merger, consolidation, or exchange, the merger, consolidation, or exchange, may be abandoned pursuant to provision therefor, if any, set forth in the plan of merger, consolidation or exchange. In the event the merger, consolidation, or exchange is abandoned, the parties thereto shall execute a notice of abandonment in triplicate signed by an officer for each corporation signing the notice. If the secretary of state finds the notice conforms to law, the secretary of state shall:

(a) Endorse on each of the originals the word "Filed" and the effective date of the filing thereof;

(b) File one of the triplicate originals in the secretary of state's office; and

(c) Issue the other triplicate originals to the respective parties or their representatives.

Sec. 137. Section 52, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.260 are each amended to read as follows:

A corporation may dissolve and wind up its affairs 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 members and shareholders which may be either an annual or a special meeting.

(2) Written or printed notice stating that the purpose or one of the purposes of such meeting is to consider the advisability of dissolving the corporation shall be given to each member and shareholder within the time and in the manner provided in this chapter for the giving of notice of meetings of members and shareholders.

(3) A resolution to dissolve the corporation shall be adopted upon receiving at least two-thirds of the votes which members and shareholders present in person or by mail at such meeting or represented by proxy are entitled to cast.

Upon the adoption of such resolution by the members and shareholders, the corporation shall cease to conduct its affairs and, except insofar as may be necessary for the winding up thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the corporation and to the department of revenue, and shall proceed to collect its assets and to apply and distribute them as provided in RCW 24.06.265.

Sec. 138. Section 55, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.275 are each amended to read as follows:

If voluntary dissolution proceedings have not been revoked, then after all debts, liabilities and obligations of the corporation shall have been paid and discharged, or adequate provision shall have been made therefor, and all of the remaining property and assets of the corporation shall have been transferred, conveyed or distributed in accordance with the provisions of this chapter, 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))~~ an officer of the corporation; and such statement shall set forth:

(1) The name of the corporation.

(2) The date of the meeting of members or shareholders at which the resolution to dissolve was adopted, certifying that:

(a) A quorum was present at such meeting;

(b) Such resolution received at least two-thirds of the votes which members and shareholders present in person or by mail at such meeting or represented by proxy were entitled to cast or was adopted by a consent in writing signed by all members and shareholders;

(c) All debts, obligations, and liabilities of the corporation have been paid and discharged or that adequate provision has been made therefor;

(d) All the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of this chapter; ~~((and))~~

(e) There are no suits pending against the corporation in any court or, if any suits are pending against it, that adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered; and

(f) If a copy of any revenue clearance form under chapter 82.32 RCW is issued, it shall be attached to the articles of dissolution.

Sec. 139. Section 56, chapter 120, Laws of 1969 ex. sess. as amended by section 9, chapter 302, Laws of 1981 and RCW 24.06.280 are each amended to read as follows:

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))~~ requirements have been ~~((paid))~~ met as prescribed in this chapter:

(1) Endorse on each of such originals the word "filed", and the ~~((month; day and year))~~ effective date of the filing thereof.

(2) File one of the originals in his or her office.

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

The certificate of dissolution, together with the original of the articles of dissolution affixed thereto by the secretary of state, shall be returned to the representative of the dissolved corporation and shall be retained with the corporation minutes.

Upon the ~~((issuance of a certificate))~~ filing of the articles of dissolution, the corporate existence shall cease, except for the purpose of determining such suits, other proceedings and appropriate corporate action by members, directors and officers as are authorized in this chapter.

Sec. 140. Section 57, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.285 are each amended to read as follows:

A corporation may be dissolved by decree of the superior court in an action filed on petition of the attorney general upon a showing that:

(1) The corporation procured its articles of incorporation through fraud;  
or

(2) The corporation has continued to exceed or abuse the authority conferred upon it by law ~~((or~~

~~((3) The corporation has failed for ninety days to appoint and maintain a registered agent in this state; or~~

~~(4) The corporation has failed for ninety days after change of its registered agent to file in the office of the secretary of state a statement of such change).~~

Sec. 141. Section 58, chapter 120, Laws of 1969 ex. sess. as amended by section 1, chapter 70, Laws of 1973 and RCW 24.06.290 are each amended to read as follows:

Failure of the corporation to file its annual report within the time required shall not derogate from the rights of its creditors, or prevent the corporation from being sued and from defending lawsuits, nor shall it release the corporation from any of the duties or liabilities of a corporation under law.

~~((When a corporation has failed to file its annual report within the time required, the secretary of state shall notify the corporation by first class mail that it shall cease to exist if it does not perform the required act within thirty days after the mailing of notice. If the corporation fails to perform within thirty days, it shall automatically cease to exist:))~~

A corporation shall be dissolved by the secretary of state upon the conditions prescribed in this section when the corporation:

(1) Has failed to file or complete its annual report within the time required by law;

(2) Has failed for thirty days to appoint or maintain a registered agent in this state; or

(3) Has failed for thirty days, after change of its registered agent or registered office, to file in the office of the secretary of state a statement of such change.

A corporation shall not be dissolved under this section unless the secretary of state has given the corporation not less than forty-five days' notice of its delinquency or omission, by first class mail, postage prepaid, addressed to the registered office, or, if there is no registered office, to the last known address of any officer or director as shown by the records of the secretary of state, and unless the corporation has failed to correct the omission or delinquency before expiration of the forty-five day period.

When a corporation has given cause for dissolution under this section, and has failed to correct the delinquency or omission as provided in this section, the secretary of the state shall dissolve the corporation by issuing a certificate of involuntary dissolution containing a statement that the corporation has been dissolved and the date and reason for which it was dissolved. The original certificate of involuntary dissolution shall be filed in the records of the secretary of state, and a copy of the certificate shall forthwith be mailed to the corporation at its registered office or, if there is no registered office, to the last known address of the corporation or any officer, director, or incorporator of the corporation, as shown by the records of the

secretary of state. Upon the filing of the certificate of involuntary dissolution, the existence of the corporation shall cease, except as otherwise provided in this chapter, and its name shall be available to and may be adopted by another corporation after the dissolution.

A corporation which has ~~((ceased to exist))~~ been dissolved by operation of this section may be reinstated within a period of three years following its dissolution ~~((by operation of the law))~~ if it shall file or complete its annual report, appoint and maintain a registered agent, or file a required statement of change of registered agent or registered office and in addition pay a reinstatement fee of ~~((five))~~ twenty-five dollars plus any other fees that may be due or owing the secretary of state. If during the period of dissolution another person or corporation has reserved or adopted a corporate name which is identical or deceptively similar to the dissolved corporation's name, the dissolved corporation seeking reinstatement shall be required to adopt another name consistent with the requirements of this chapter and to amend its articles accordingly. When a corporation has ~~((ceased to exist))~~ been dissolved by operation of this section, remedies available to or against it shall survive in the manner provided by RCW 24.06.335 and thereafter the directors of the corporation shall hold title to the property of the corporation as trustees for the benefit of its creditors and shareholders.

Sec. 142. Section 67, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.335 are each amended to read as follows:

The dissolution of a corporation whether (1) by the filing and issuance of a certificate of dissolution, voluntary or involuntary, by the secretary of state, or (2) by a decree of court when the court has not liquidated the assets and affairs of the corporation as provided in this chapter, or (3) by expiration of its period of duration, shall not take away or impair any remedy available to or against such corporation, its directors, officers, members, or shareholders, for any right or claim existing, or any liability incurred, prior to such dissolution if action or other proceeding thereon is commenced within two years from the date of dissolution. Any such action or proceeding by or against the corporation may be prosecuted or defended by the corporation in its corporate name and capacity. The members, shareholders, directors, and officers shall have power to take such corporate or other action as shall be appropriate to protect any remedy, right, or claim. If the corporation was dissolved by the expiration of its period of duration, such corporation may amend its articles of incorporation at any time during the two years following dissolution, in order to extend its period of duration. If, during the period of dissolution, another person or corporation has reserved or adopted a corporate name which is identical to or deceptively similar to the dissolved corporation's name, the corporation extending its period of duration shall be required to adopt another name consistent with the requirements of this chapter and to amend its articles of incorporation accordingly. The corporation shall also pay to the state all fees and penalties

which would otherwise have been due if the corporate charter had not expired, plus a reinstatement fee of twenty-five dollars.

Sec. 143. Section 70, chapter 120, Laws of 1969 ex. sess. and RCW 24-06.350 are each amended to read as follows:

No certificate of authority shall be issued to a foreign corporation unless the corporate name of such corporation complies with the provisions of RCW 24.06.045. However, a foreign corporation applying for a certificate of authority may file with the secretary of state a resolution of its board of directors adopting a fictitious name for use in transacting business in this state, if the fictitious name complies with RCW 24.06.045.

Sec. 144. Section 73, chapter 120, Laws of 1969 ex. sess. and RCW 24-06.365 are each amended to read as follows:

Duplicate originals of the application of the corporation for a certificate of authority shall be delivered to the secretary of state together with ~~((a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer designated under the laws of the state or country in which it is incorporated))~~ a certificate of good standing which has been issued within the previous sixty days and certified to by the proper officer of the state or county under the laws of which it is incorporated.

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

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

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

(3) Issue a certificate of authority to conduct affairs in this state to which ~~((he shall affix))~~ the other duplicate original application shall be affixed.

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

Sec. 145. Section 74, chapter 120, Laws of 1969 ex. sess. and RCW 24-06.370 are each amended to read as follows:

Upon the ~~((issuance of a))~~ filing of the application for certificate of authority by the secretary of state, the corporation shall be authorized to conduct affairs in this state for those purposes set forth in its application: PROVIDED, That the state may suspend or revoke such authority as provided in this chapter for revocation and suspension of domestic corporation franchises.

Sec. 146. Section 76, chapter 120, Laws of 1969 ex. sess. and RCW 24-06.380 are each amended to read as follows:

A foreign corporation authorized to conduct affairs in this state may change its registered office or change its registered agent, or both, upon filing in the office of the secretary of state in a form approved by the secretary of state 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 is to be changed, such new address.

~~((4) The name of its then registered agent.~~

~~(5))~~ (3) If its registered agent is to be changed, the name of its successor registered agent.

~~((6))~~ (4) That the address of its registered office and the address of the office of its registered agent, as changed, will be identical.

~~((7))~~ (5) That such change was authorized by resolution duly adopted by its board of directors.

Such statement shall be executed by the corporation, by ~~((its president or a vice president, and verified by him))~~ an officer of the corporation, and delivered to the secretary of state, together with a written consent of the registered agent to his or its appointment, if applicable. If the secretary of state finds that such statement conforms to the provisions of this chapter, he or she shall file such statement in his or her office, and upon such filing the change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective.

Sec. 147. Section 79, chapter 120, Laws of 1969 ex. sess. and RCW 24-.06.395 are each amended to read as follows:

Whenever a foreign corporation authorized to conduct affairs in this state shall fail to appoint or maintain a registered agent in this state, or whenever any such registered agent cannot with reasonable diligence be found at the registered office, or whenever the certificate of authority of a foreign corporation shall be suspended or revoked, then the secretary of state shall be an agent of such corporation upon whom any such process, notice, or demand may be served. Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with ~~((him))~~ the secretary of state, or with any duly authorized clerk ~~((having charge))~~ of the corporation department of ~~((his))~~ the secretary of state's office, duplicate copies of such process, notice or demand. In the event any such process, notice or demand is served on the secretary of state, ~~((he))~~ the secretary of state shall immediately cause one of such copies thereof to be forwarded by certified mail, addressed to the corporation at its principal office in the state or country under the laws of which it is incorporated. Any service so had on the secretary of state shall be returnable in not less than thirty days.

The secretary of state shall keep a record of all processes, notices and demands served upon ~~((him))~~ the secretary of state under this action, and



shall record therein the time of such service and his or her action with reference thereto: PROVIDED, That nothing contained in this section shall limit or affect the right to serve any process, notice or demand, required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.

Sec. 148. Section 83, chapter 120, Laws of 1969 ex. sess. and RCW 24-.06.415 are each amended to read as follows:

A foreign corporation authorized to conduct affairs in this state may withdraw from this state upon procuring from the secretary of state a certificate of withdrawal. In order to procure such certificate of withdrawal, the foreign corporation shall deliver to the secretary of state an application for withdrawal, which shall set forth:

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

(2) A declaration that the corporation is not conducting affairs in this state.

(3) A surrender of its authority to conduct affairs in this state.

(4) A notice that the corporation revokes the authority of its registered agent in this state to accept service of process and consents that service of process in any action, suit or proceeding, based upon any cause of action arising in this state during the time the corporation was authorized to conduct affairs in this state, may thereafter be made upon such corporation by service thereof on the secretary of state.

(5) If a copy of any revenue clearance form under chapter 82.32 RCW is issued, it shall be attached to the application for withdrawal.

(6) A post office address to which the secretary of state may mail a copy of any process that may be served on ~~((him))~~ the secretary of state as agent for the corporation.

The application for withdrawal shall be made on forms prescribed and furnished by the secretary of state and shall be executed by the corporation, by ~~((its president or a vice president, and by its secretary or an assistant secretary, and shall be verified by one of the officers signing the application))~~ one of the officers of the corporation, or, if the corporation is in the hands of a receiver or trustee, shall be executed on behalf of the corporation by such receiver or trustee ~~((, and verified by him))~~.

Sec. 149. Section 84, chapter 120, Laws of 1969 ex. sess. and RCW 24-.06.420 are each amended to read as follows:

Duplicate originals of an application for withdrawal shall be delivered to the secretary of state. If the secretary of state finds that such application conforms to the provisions of this chapter, ~~((he))~~ the secretary of state shall, when all ~~((fees))~~ requirements have been ~~((paid))~~ met as prescribed in this chapter:

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

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

(3) Issue a certificate of withdrawal to which (~~he shall affix~~) the other duplicate original shall be fixed.

The certificate of withdrawal, together with the duplicate original of the application for withdrawal affixed thereto by the secretary of state, shall be returned to the corporation or its representative. Upon the (~~issuance~~) filing of such (~~certificate~~) application of withdrawal, the authority of the corporation to conduct affairs in this state shall cease.

Sec. 150. Section 85, chapter 120, Laws of 1969 ex. sess. and RCW 24-.06.425 are each amended to read as follows:

(1) The certificate of authority of a foreign corporation to conduct affairs in this state may be revoked by the secretary of state upon the conditions prescribed in this section when:

(a) The corporation has failed to file its annual report within the time required by this chapter or has failed to pay any fees or penalties prescribed by this chapter as they become due and payable; or

(b) The corporation has failed for thirty days to appoint and maintain a registered agent in this state as required by this chapter; or

(c) The corporation has failed, for thirty days after change of its registered agent or registered office, to file in the office of the secretary of state a statement of such change as required by this chapter; or

(d) The corporation has failed to file in the office of the secretary of state any amendment to its articles of incorporation or any articles of merger within the time prescribed by this chapter; or

(e) The certificate of authority of the corporation was procured through fraud practiced upon the state; or

(f) The corporation has continued to exceed or abuse the authority conferred upon it by this chapter; or

(g) A misrepresentation has been made as to any material matter in any application, report, affidavit, or other document, submitted by such corporation pursuant to this chapter.

(2) No certificate of authority of a foreign corporation shall be revoked by the secretary of state unless (~~he~~) the secretary of state shall have given the corporation not less than sixty days' notice thereof by first class mail addressed to its registered office in this state, or, if there is no registered office, to the last known address of any officer or director of the corporation as shown by the records of the secretary of state, and the corporation shall have failed prior to revocation to (a) file such annual report, (b) pay such fees or penalties, (c) file the required statement of change of registered agent or registered office, (d) file such articles of amendment or articles of merger, or (e) correct any delinquency, omission, or material misrepresentation in its application, report, affidavit, or other document.

Sec. 151. Section 86, chapter 120, Laws of 1969 ex. sess. and RCW 24-.06.430 are each amended to read as follows:

Upon revoking any (~~such~~) certificate of authority under RCW 24.06-.425, the secretary of state shall:

- (1) Issue a certificate of revocation in duplicate.
- (2) File one of such certificates (~~in his office~~).
- (3) Mail to such corporation at its registered office in this state a notice of such revocation accompanied by one of the two certificates of revocation.

Upon (~~issuance~~) filing of the certificate of revocation, the corporate authority to conduct affairs in this state shall cease.

Sec. 152. Section 88, chapter 120, Laws of 1969 ex. sess. and RCW 24-.06.440 are each amended to read as follows:

Each domestic corporation, and each foreign corporation authorized to conduct affairs in this state, shall file, within the time prescribed by this chapter, an annual report in the form prescribed by the secretary of state setting forth:

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

(2) The address of the registered office of the corporation in this state, including street and number, the name of its registered agent in this state at such address, and, in the case of a foreign corporation, the address of its principal office in the state or country under whose laws it is incorporated.

(3) A brief statement of the character of the affairs in which the corporation is engaged, or, in the case of a foreign corporation, engaged in this state.

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

The information shall be given as of the date of the execution of the report. It shall be executed by the corporation by (~~its president or a vice president, by a secretary, an assistant secretary or treasurer, and verified by the officer executing the report~~) an officer of the corporation, or, if the corporation is in the hands of a receiver or trustee, it shall be executed (~~and verified~~) on behalf of the corporation by such receiver or trustee.

The secretary of state may by rule adopted under chapter 34.04 RCW provide that correction or updating of information appearing on previous annual filings is sufficient to constitute the current annual filing.

Sec. 153. Section 89, chapter 120, Laws of 1969 ex. sess. as amended by section 1, chapter 146, Laws of 1973 and RCW' 24.06.445 are each amended to read as follows:

An annual report of each domestic or foreign corporation shall be delivered to the secretary of state between the first day of January and the first day of March of each year (~~:-PROVIDED, That the first annual report of a domestic or foreign corporation shall be filed between the first day of January and the first day of March of the year next succeeding the calendar year in which its certificate of incorporation or its certificate of authority, as the~~

~~case may be, was issued by the secretary of state. Deposit)) or on such annual renewal date as the secretary of state may establish. Proof to the satisfaction of the secretary of state that the report was deposited in the United States mails, in a sealed envelope, properly addressed to the secretary of state, with postage prepaid thereon, prior to the ((first day of March)) corporation's annual renewal date, shall be deemed compliance with this requirement.~~

If the secretary of state finds that a report substantially conforms to the requirements of this chapter, ~~((he))~~ the secretary of state shall file the same.

Sec. 154. Section 90, chapter 120, Laws of 1969 ex. sess. as last amended by section 6, chapter 230, Laws of 1981 and RCW 24.06.450 are each amended to read as follows:

The secretary of state shall charge and collect for:

(1) Filing articles of incorporation and issuing a certificate of incorporation, twenty dollars.

(2) Filing articles of amendment or restatement and issuing a certificate of amendment or a restated certificate of authority, ten dollars.

(3) Filing articles of merger or consolidation and issuing a certificate of merger or consolidation, ten dollars.

(4) Filing a statement of change of address of registered office or change of registered agent, or ~~((both, one dollar))~~ revocation, resignation, affidavit of nonappointment, or any combination of these, five dollars. A separate fee for filing such statement shall not be charged if the statement appears in an amendment to the articles of incorporation or in conjunction with the annual report.

(5) Filing articles of dissolution, no fee.

(6) Filing an application of a foreign corporation for a certificate of authority to conduct affairs in this state and issuing a certificate of authority, twenty dollars.

(7) Filing an application of a foreign corporation for an amended certificate of authority to conduct affairs in this state and issuing an amended certificate of authority, ~~((five))~~ ten dollars.

(8) Filing a copy of an amendment to the articles of incorporation of a foreign corporation holding a certificate of authority to conduct affairs in this state, ten dollars.

(9) Filing a copy of articles of merger of a foreign corporation holding a certificate of authority to conduct affairs in this state, ten dollars.

(10) Filing an application for withdrawal of a foreign corporation and issuing a certificate of withdrawal, ~~((two dollars))~~ no fee.

(11) Filing a certificate by a foreign corporation of the appointment of a registered agent, ~~((one dollar))~~ five dollars. A separate fee for filing such certificate shall not be charged if the statement appears in an amendment to the articles of incorporation or in conjunction with the annual report.

(12) Filing a certificate by a foreign corporation of the revocation of the appointment of a registered agent, ~~((one-dollar))~~ five dollars. A separate fee for filing such certificate shall not be charged if the statement appears in an amendment to the articles of incorporation or in conjunction with the annual report.

(13) Filing an application to reserve a corporate name, ten dollars.

(14) Filing a notice of transfer of a reserved corporate name, five dollars.

(15) Filing any other statement or report, including an annual report, of a domestic or foreign corporation, ~~((one-dollar))~~ five dollars.

Sec. 155. Section 91, chapter 120, Laws of 1969 ex. sess. as last amended by section 3, chapter 133, Laws of 1979 ex. sess. and RCW 24.06.455 are each amended to read as follows:

The secretary of state shall charge and collect in advance:

(1) ~~((For furnishing a certified copy of any charter document of a corporation, five dollars:~~

~~(2))~~ For furnishing a certified copy of any charter document or any other document, instrument or paper relating to a corporation, ~~((two))~~ five dollars for the certificate, plus ~~((ten))~~ twenty cents for each page copied.

~~((3))~~ (2) For furnishing a certificate, under seal, attesting to the status of a corporation; or any other certificate, ~~((two))~~ five dollars.

~~((4))~~ (3) For furnishing copies of any document, instrument or paper relating to a corporation, ~~((ten))~~ one dollar for the first page and twenty cents for each page copied thereafter.

~~((5))~~ (4) At the time of any service of process on him as resident agent of any corporation, twenty-five dollars, which amount may be recovered as taxable costs by the party to the suit or action causing such service to be made if such party prevails in the suit or action.

Sec. 156. Section 92, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.460 are each amended to read as follows:

Any money received by the secretary of state under the provisions of this chapter shall be deposited forthwith in'o the state treasury as provided by law.

Sec. 157. Section 95, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.475 are each amended to read as follows:

The secretary of state may propound to any corporation, domestic or foreign, subject to the provisions of this chapter, and to any officer or director thereof such interrogatories as may be reasonably necessary and proper to enable ~~((him))~~ the secretary of state to ascertain whether such corporation has complied with all of the provisions of this chapter applicable to such corporation. All such interrogatories shall be answered within thirty days after the mailing thereof, or within such additional time as shall be fixed by the secretary of state, and the answers thereto shall be full and

complete, made in writing, and under oath. If such interrogatories are directed to an individual, they shall be answered personally by him, and if directed to the corporation they shall be answered by the president, a vice president, a secretary or any assistant secretary thereof. The secretary of state need not file any document to which such interrogatories relate until such interrogatories are answered as required by this section, and even not then if the answers thereto disclose that the document is not in conformity with the provisions of this chapter.

The secretary of state shall certify to the attorney general, for such action as the attorney general may deem appropriate, all interrogatories and answers thereto which disclose a violation of any of the provisions of this chapter.

~~((The provisions of this section shall not apply to a domestic or foreign corporation which, by declaration, order or ruling of the internal revenue service of the United States, is exempt from the obligation to file income tax return.))~~

Sec. 158. Section 96, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.480 are each amended to read as follows:

Interrogatories propounded by the secretary of state and the answers thereto shall not be open to public inspection, nor shall the secretary of state disclose any facts or information obtained therefrom unless (1) his or her official duty may require that the same be made public, or (2) such interrogatories or the answers thereto are required for use in evidence in any criminal proceedings or other action by the state.

Sec. 159. Section 97, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.485 are each amended to read as follows:

The secretary of state shall have all power and authority reasonably necessary ~~((to enable him to administer))~~ for the efficient and effective administration of this chapter ~~((efficiently and to perform the duties therein imposed upon him))~~, including the adoption of rules under chapter 34.04 RCW.

Sec. 160. Section 98, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.490 are each amended to read as follows:

(1) If the secretary of state shall fail to approve any articles of incorporation, amendment, merger, consolidation, or dissolution, or any other document required by this chapter to be approved by the secretary of state before the same shall be filed in his or her office, ~~((he))~~ the secretary of state shall, within ten days after the delivery of such document to him or her, give written notice of ~~((his))~~ disapproval to the person or corporation, domestic or foreign, delivering the same, specifying the reasons therefor. The person or corporation may apply to the superior court of the county in which the registered office of such corporation is situated, or is proposed, in the document, by filing a petition with the clerk of such court setting forth a

copy of the articles or other document tendered to the secretary of state, together with a copy of the written disapproval thereof by the secretary of state; whereupon the matter shall be tried to the court on all questions of fact and law; and the court shall either sustain or overrule the action of the secretary of state.

(2) If the secretary of state shall revoke the certificate of authority to conduct affairs in this state of any foreign corporation, such foreign corporation may likewise apply to the superior court of the county where the registered office of such corporation in this state is situated, by filing with the clerk of such court a petition setting forth a copy of its certificate of authority to conduct affairs in this state and a copy of the notice of revocation given by the secretary of state; whereupon the matter shall be tried to the court on all questions of fact and law; and the court shall either sustain or overrule the action of the secretary of state.

(3) Appeals from all final orders and judgments entered by the superior court under this section, in the review of any ruling or decision of the secretary of state may be taken as in other civil actions.

Sec. 161. Section 99, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.495 are each amended to read as follows:

All certificates issued by the secretary of state in accordance with the provisions of this chapter, and all copies of documents filed in ~~((his))~~ the office of the secretary of state in accordance with the provisions of this chapter when certified by ~~((him))~~ the secretary of state under the seal of the state, shall be taken and received in all courts, public offices, and official bodies as prima facie evidence of the facts therein stated. A certificate by the secretary of state under the seal of this state, as to the existence or nonexistence of the facts relating to corporations which would not appear from a certified copy of any of the foregoing documents or certificates, shall be taken and received in all courts, public offices, and official bodies as prima facie evidence of the existence or nonexistence of the facts therein stated.

Sec. 162. Section 106, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.520 are each amended to read as follows:

If the term of existence of a corporation which was organized under this chapter, or which has availed itself of the privileges thereby provided expires, such corporation shall have the right to renew within two years of the expiration of its term of existence. The corporation may renew the term of its existence for a definite period or perpetually and ~~((to))~~ be reinstated under any name not then in use by or reserved for a domestic corporation organized under any act of this state or a foreign corporation authorized under any act of this state to transact business or conduct affairs in this state. To do so the directors, members and officers shall adopt amended articles of incorporation containing a certification that the purpose thereof is a reinstatement and renewal of the corporate existence~~((, and))~~. They shall

proceed in accordance with the provisions of this chapter for the adoption and filing of amendments to articles of incorporation. Thereupon such corporation shall be reinstated and its corporate existence renewed as of the date on which its previous term of existence expired and all things done or omitted by it or by its officers, directors, agents and members before such reinstatement shall be as valid and have the same legal effect as if its previous term of existence had not expired.

A corporation reinstating under this section shall pay to the state all fees and penalties which would have been due if the corporate charter had not expired, plus a reinstatement fee of twenty-five dollars.

Sec. 163. Section 104, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.900 are each amended to read as follows:

This chapter shall be known and may be cited as the "Nonprofit Miscellaneous and Mutual Corporation Act".

Sec. 164. Section 109, chapter 120, Laws of 1969 ex. sess. and RCW 24.06.915 are each amended to read as follows:

(1) The secretary of state shall notify all existing miscellaneous and mutual corporations thirty days prior to the date this chapter becomes effective as to their requirements for filing an annual report. ~~((If such notification from the secretary of state to any corporation is returned unclaimed, the secretary of state shall proceed to dissolve the corporation by striking the name of such corporation from the records on file in his office.~~

~~Corporations may be reinstated upon paying a five dollar fee in addition to any other fees that may be due or owing the secretary of state and filing its annual report. Thereupon such corporation shall be reinstated and its corporate existence renewed as of the date on which it was so dissolved, and all things done or omitted by its officers, directors, agents and members before such reinstatement shall be as valid and have the same legal effect as if the corporation had not been so dissolved.))~~

(2) If the notification provided under subsection (1) of this section, from the secretary of state to any corporation was or has been returned unclaimed or undeliverable, the secretary of state shall proceed to dissolve the corporation by striking the name of such corporation from the records of active corporations.

(3) Corporations dissolved under subsection (2) of this section may be reinstated at any time within three years of the dissolution action by the secretary of state. The corporation shall be reinstated by filing a request for reinstatement, by appointment of a registered agent and designation of a registered office as required by this chapter, and by filing an annual report for the reinstatement year. No fees may be charged for reinstatements under this section. If, during the period of dissolution, another person or corporation has reserved or adopted a corporate name which is identical to or deceptively similar to the dissolved corporation's name, the corporation seeking reinstatement shall be required to adopt another name consistent



with the requirements of this chapter and to amend its articles of incorporation accordingly.

Sec. 165. Section 2, chapter 80, Laws of 1903 and RCW 24.20.020 are each amended to read as follows:

The secretary of state shall file such articles of incorporation in his office and issue a certificate of incorporation to any such lodge or other society upon the payment of the sum of ~~((five))~~ twenty dollars.

Sec. 166. Section 1, chapter 190, Laws of 1927 as amended by section 12, chapter 302, Laws of 1981 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 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))~~ twenty dollars, and the other of such articles shall be preserved in the records of the corporation.

Sec. 167. Section 10, chapter 190, Laws of 1927 and RCW 24.24.100 are each amended to read as follows:

The secretary of state shall file such articles of incorporation or amendment thereto in his office and issue a certificate of incorporation or amendment, as the case may be, to such fraternal association upon the payment of a fee in the sum of ~~((five))~~ twenty dollars.

NEW SECTION. Sec. 168. The legislature directs that the secretary of state, in cooperation with the affected entities and the bar association, investigate the continuing need for and the preferable disposition of chapters 23.86 (cooperative associations), 24.12 (corporations sole), 24.20 (fraternal societies), 24.24 (fraternal building societies), 24.28 (granges), 24.32 (agricultural cooperative associations), 24.34 (agricultural processing and marketing associations), and 24.36 RCW (fish marketing act). The secretary of state shall report to the legislature by January 10, 1983, whether and in what respect these chapters should be amended, repealed, recodified, or

otherwise considered for the purpose of establishing a more efficient corporate filing system consistent with the particular requirements of the corporations organized under those chapters and the need for efficiency in state government.

Sec. 169. Section 12, chapter 122, Laws of 1969 and RCW 18.100.120 are each amended to read as follows:

Corporations organized pursuant to this chapter shall render professional service and exercise its authorized powers under a name permitted by law and the professional ethics of the profession in which the corporation is so engaged. In the event that the words "company", "corporation" or "incorporated" or any other word, abbreviation, affix or prefix indicating that it is a corporation shall be used, it shall be accompanied with the abbreviation "P.S." or "P.C." or the words "professional service". With the filing of its first annual report and any filings thereafter, professional service corporation shall list its then shareholders: PROVIDED, That notwithstanding the foregoing provisions of this section, the corporate name of a corporation organized to render dental services shall contain the full names or surnames of all shareholders and no other word than "chartered" or the words "professional services" or the abbreviation "P.S." or "P.C."

Sec. 170. Section 14, chapter 122, Laws of 1969 and RCW 18.100.140 are each amended to read as follows:

Nothing in this chapter shall authorize a director, officer, shareholder, agent or employee of a corporation organized under this chapter, or a corporation itself organized under this chapter, to do or perform any act which would be illegal, unethical or unauthorized conduct under the provisions of the following acts: (1) Medical disciplinary act, chapter 18.72 RCW; (2) Anti-rebating act, chapter 19.68 RCW; (3) State bar act, chapter 2.48 RCW; (4) Professional accounting act, chapter 18.04 RCW; (5) Professional architects act, chapter 18.08 RCW; (6) Professional auctioneers act, chapter 18.11 RCW; (7) Barbers, chapter 18.15 RCW; (8) ~~((Beauty culturists act))~~ Cosmetology, chapter 18.18 RCW; (9) Boarding homes act, chapter 18.20 RCW; (10) ~~((Chiropody))~~ Podiatry, chapter 18.22 RCW; (11) Chiropractic act, chapter 18.25 RCW; (12) Registration of contractors, chapter 18.27 RCW; (13) Debt adjusting act, chapter 18.28 RCW; (14) Dental hygienist act, chapter 18.29 RCW; (15) Dentistry, chapter 18.32 RCW; (16) Dispensing opticians, chapter 18.34 RCW; (17) Drugless healing, chapter 18.36 RCW; (18) Embalmers and funeral directors, chapter 18.39 RCW; (19) Engineers and land surveyors, chapter 18.43 RCW; (20) Escrow agents registration act, chapter 18.44 RCW; (21) Furniture and bedding industry, chapter 18.45 RCW; (22) Maternity homes, chapter 18.46 RCW; (23) Midwifery, chapter 18.50 RCW; (24) Nursing homes, chapter 18.51 RCW; (25) Optometry, chapter 18.53 RCW; (26) Osteopathy, chapter 18.57 RCW; (27) ~~((Patent medicine peddlers, chapter 18.60 RCW; (28))~~ Pharmacists, chapter 18.64 RCW; ~~((29) Pharmacy owners~~

~~and wholesale druggists, chapter 18.67 RCW; ((30))~~ (28) Physical therapy, chapter 18.74 RCW; ~~((31))~~ (29) Practical nurses, chapter 18.78 RCW; ~~((32))~~ (30) Prophylactic vendors, chapter 18.81 RCW; ~~((33) Proprietary schools, chapter 18.82 RCW; ((34))~~ (31) Psychologists, chapter 18.83 RCW; ~~((35))~~ (32) Real estate brokers and salesmen, chapter 18.85 RCW; ~~((36))~~ (33) Registered professional nurses, chapter 18.88 RCW; ~~((37))~~ (34) Sanitariums, chapter 18.90 RCW; ~~((38))~~ (35) Veterinarians, chapter 18.92 RCW.

Sec. 171. Section 2, chapter 19, Laws of 1913 as amended by section 1, chapter 34, Laws of 1961 and RCW 23.86.050 are each amended to read as follows:

Every association formed under this chapter shall prepare articles of association in writing, which shall set forth:

- (1) The name of the association.
- (2) The purpose for which it was formed.
- (3) Its principal place of business.
- (4) The term for which it is to exist which may be perpetual or for a stated number of years.
- (5) The amount of capital stock, the number of shares and the par value of each share.

Sec. 172. Section 3, chapter 19, Laws of 1913 as amended by section 2, chapter 302, Laws of 1981 and RCW 23.86.060 are each amended to read as follows:

~~((The))~~ Duplicate 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;))~~ signed by at least two of the associators shall be filed with the secretary of state, at which time the said association shall be deemed to be legally organized.

Sec. 173. Section 4, chapter 19, Laws of 1913 as last amended by section 2, chapter 263, Laws of 1959 and RCW 23.86.070 are each amended to read as follows:

For filing articles of association organized under this chapter there shall be paid to the secretary of state the sum of twenty-five dollars and for filing of an amendment thereof the sum of ~~((ten))~~ twenty dollars. ~~((For filing the articles of association the county auditor shall charge the sum of two dollars. For filing any amendment the county auditor shall charge the sum of one dollar.))~~ Associations organized under this chapter shall not be subject to any corporation license fees excepting the fees hereinabove enumerated.

Sec. 174. Section 6, chapter 19, Laws of 1913 as last amended by section 32, chapter 297, Laws of 1981 and RCW 23.86.090 are each amended to read as follows:

The articles of association may be amended by a majority vote of the members voting thereon, at any regular meeting or at any special meeting

called for that purpose, after notice of the proposed amendment has been given to all members entitled to vote thereon, in the manner provided by the bylaws: PROVIDED, That if the total vote upon the proposed amendment shall be less than twenty-five percent of the total membership of the association, the amendment shall not be approved. At the meeting, members may vote upon the proposed amendment in person, or by written proxy, or by mailed ballot. The power to amend shall include the power to extend the period of its duration for a further definite time or perpetually, and also include the power to increase or diminish the amount of capital stock and the number of shares: PROVIDED, The amount of the capital stock shall not be diminished below the amount of the paid-up capital stock at the time such amendment is adopted. Within thirty days after the adoption of an amendment to its articles of association, the association shall cause a copy of such amendment adopted to be recorded in the office of the secretary of state (~~and of the county auditor of the county where its principal place of business is located~~).

Sec. 175. Section 2, chapter 221, Laws of 1971 ex. sess. as amended by section 34, chapter 297, Laws of 1981 and RCW 23.86.210 are each amended to read as follows:

(1) A cooperative association may be converted to a domestic ordinary business corporation pursuant to the following procedures:

(a) The board of trustees of the association shall, by affirmative vote of not less than two-thirds of all such trustees, adopt a plan for such conversion setting forth:

(i) The reasons why such conversion is desirable and in the interests of the members of the association;

(ii) The proposed contents of articles of conversion with respect to items (ii) through (ix) of subparagraph (c) below; and

(iii) Such other information and matters as the board of trustees may deem to be pertinent to the proposed plan.

(b) After adoption by the board of trustees, the plan for conversion shall be submitted for approval or rejection to the members of the association at any regular meetings or at any special meetings called for that purpose, after notice of the proposed conversion has been given to all members entitled to vote thereon, in the manner provided by the bylaws. The notice of the meeting shall be accompanied by a full copy of the proposed plan for conversion or by a summary of its provisions. At the meeting members may vote upon the proposed conversion in person, or by written proxy, or by mailed ballot. The affirmative vote of two-thirds of the members voting thereon shall be required for approval of the plan of conversion: PROVIDED, That if the total vote upon the proposed conversion shall be less than twenty-five percent of the total membership of the association, the conversion shall not be approved.

(c) Upon approval by the members of the association, the articles of conversion shall be executed in ~~((triplicate))~~ duplicate by the association by ~~((its president and by its secretary and verified by one of its officers))~~ one of its officers and shall set forth:

(i) The dates and vote by which the plan for conversion was adopted by the board of trustees and members respectively;

(ii) The corporate name of the converted organization. The name shall comply with requirements for names of business corporations formed under Title 23A RCW, and shall not contain the term "cooperative";

(iii) The purpose or purposes for which the converted corporation is to exist;

(iv) The duration of the converted corporation, which may be perpetual or for a stated term of years;

(v) The capitalization of the converted corporation and the class or classes of shares of stock into which divided, together with the par value, if any, of such shares, in accordance with statutory requirements applicable to ordinary business corporations, and the basis upon which outstanding shares of the association are converted into shares of the converted corporation;

(vi) Any provision limiting or denying to shareholders the preemptive right to acquire additional shares of the converted corporation;

(vii) The address of the converted corporation's initial registered office and its initial registered agent at such address;

(viii) The names and addresses of the persons who are to serve as directors of the converted corporation until the first annual meeting of shareholders of the converted corporation or until their successors are elected and qualify;

(ix) Any additional provisions, not inconsistent with law, provided for by the plan for conversion for the regulation of the internal affairs of the converted corporation, including any provision restricting the transfer of shares or which under Title 23A RCW is required or permitted to be set forth in bylaws.

(d) The executed ~~((triplicate))~~ duplicate originals of the articles of conversion shall be delivered to the secretary of state. If the secretary of state finds that the articles of conversion conform to law, ~~((he))~~ the secretary of state shall, when all the fees have been paid as in this section prescribed:

(i) Endorse on each of such originals the word "Filed", and the ~~((month, day and year))~~ effective date of such filing;

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

(iii) Issue a certificate of conversion to which ~~((he shall affix))~~ one of such originals shall be affixed.

The certificate of conversion together with the original of the articles of conversion affixed thereto by the secretary of state ~~((, and the other remaining original))~~ shall be returned to the converted corporation. ~~((The remaining original shall be filed in the office of the county auditor of the county in~~

~~which the converted corporation's registered office is situated.))~~ The original affixed to the certificate of conversion shall be retained by the converted corporation.

(e) Upon filing the articles of conversion the converted corporation shall pay, and the secretary of state ~~((and county auditor))~~ shall collect, the same filing and license fees as for filing ~~((with them respectively of))~~ articles of incorporation of a newly formed business corporation similarly capitalized.

(2) Upon ~~((issuance))~~ filing by the secretary of state of the ~~((certificate))~~ articles of conversion, the conversion of the cooperative association to an ordinary business corporation shall become effective; the articles of conversion shall thereafter constitute and be treated in like manner as articles of incorporation; and the converted corporation shall be subject to all laws applicable to corporations formed under Title 23A RCW, and shall not thereafter be subject to laws applying only to cooperative associations. The converted corporation shall constitute and be deemed to constitute a continuation of the corporate substance of the cooperative association and the conversion shall in no way derogate from the rights of creditors of the former association.

(3) A member of the cooperative association who dissents from the plan for conversion shall have the same right of dissent and payment and in accordance with the same applicable procedures, as are provided for dissenting shareholders with respect to merger of ordinary business corporations under chapter 23A.24 RCW.

Sec. 176. Section 3, chapter 221, Laws of 1971 ex. sess. as amended by section 35, chapter 297, Laws of 1981 and RCW 23.86.220 are each amended to read as follows:

(1) A cooperative association may merge with one or more domestic cooperative associations, or with one or more domestic ordinary business corporations, in accordance with the procedures and subject to the conditions set forth or referred to in this section.

(2) If the merger is into another domestic cooperative association, the board of trustees of each of the associations shall approve by vote of not less than two-thirds of all the trustees, a plan of merger setting forth:

(a) The names of the associations proposing to merge;

(b) The name of the association which is to be the surviving association in the merger;

(c) The terms and conditions of the proposed merger;

(d) The manner and basis of converting the shares of each merging association into shares or other securities or obligations of the surviving association;

(e) A statement of any changes in the articles of association of the surviving association to be effected by such merger; and

(f) Such other provisions with respect to the proposed merger as are deemed necessary or desirable.

(3) Following approval by the boards of trustees, the plan of merger shall be submitted to a vote of the members of each of the associations at any regular meeting or at any special meetings called for that purpose, after notice of the proposed merger has been given to all members entitled to vote thereon, in the manner provided in the bylaws. The notice of the meeting shall be in writing stating the purpose or purposes of the meeting and include or be accompanied by a copy or summary of the plan of merger. At the meeting members may vote upon the proposed merger in person, or by written proxy, or by mailed ballot. The affirmative vote of two-thirds of the members voting thereon, by each association, shall be required for approval of the plan of merger: PROVIDED, That if the total vote of either association upon the proposed merger shall be less than twenty-five percent of the total membership of such association, the merger shall not be approved.

(4) Upon approval by the members of the associations proposing to merge, articles of merger shall be executed in ~~((triplicate))~~ duplicate by each association by ~~((its president and by its secretary and verified by one of the officers))~~ an officer of each association ~~((signing such articles))~~, and shall set forth:

(a) The plan of merger;

(b) As to each association, the number of members and number of shares outstanding; and

(c) As to each association, the number of members who voted for and against such plan, respectively.

(5) ~~((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))~~ the secretary of state shall, when all fees have been paid as in this section prescribed:

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

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

(c) Issue a certificate of merger to which ~~((he shall affix))~~ one of such originals shall be affixed.

(6) The certificate of merger, together with the duplicate original of the articles of merger affixed thereto by the secretary of state ~~((, and the other remaining original,))~~ shall be returned to the surviving association or its representative. ~~((Such remaining original shall then be filed in the office of the county auditor of the county in which the principal place of business of the surviving association is located. If the principal place of business of the merged association has been located in a different county from that of the surviving association, a copy of the articles of merger, certified by the secretary of state, shall likewise be filed with the county auditor of such different county.))~~

(7) For filing articles of merger hereunder the secretary of state (~~and county auditor~~) shall charge and collect the same fees (~~(, respectively,)~~) as apply to filing of articles of merger of ordinary business corporations.

(8) If the plan of merger is for merger of the cooperative association into a domestic ordinary business corporation, the association shall follow the same procedures as hereinabove provided for merger of domestic cooperative associations and the ordinary business corporation shall follow the applicable procedures set forth in chapter 23A.20 RCW.

(9) At any time prior to filing of the articles of merger, the merger may be abandoned pursuant to provisions therefor, if any, set forth in the plan of merger.

(10) A member of a cooperative association, or shareholder of the ordinary business corporation, who dissents from the plan of merger shall have the same right of dissent and payment and in accordance with the same applicable procedures, as are provided for dissenting shareholders with respect to merger of ordinary business corporations under chapter 23A.24 RCW.

Sec. 177. Section 1, chapter 51, Laws of 1981 and RCW 25.10.010 are each amended to read as follows:

As used in this chapter, unless the context otherwise requires:

(1) "Certificate of limited partnership" or "certificate" means the certificate referred to in RCW 25.10.080, and the certificate as amended.

(2) "Contribution" means any cash, property, services rendered, or a promissory note or other binding obligation to contribute cash or property or to perform services, which a partner contributes to a limited partnership in his capacity as a partner.

(3) "Event of withdrawal of a general partner" means an event that causes a person to cease to be a general partner as provided in RCW 25.10.230.

(4) "Foreign limited partnership" means a partnership formed under laws other than the laws of this state and having as partners one or more general partners and one or more limited partners.

(5) "General partner" means a person who has been admitted to a limited partnership as a general partner in accordance with the partnership agreement and named in the certificate of limited partnership as a general partner.

(6) "Limited partner" means a person who has been admitted to a limited partnership as a limited partner in accordance with the partnership agreement and named in the certificate of limited partnership as a limited partner.

(7) "Limited partnership" and "domestic limited partnership" means a partnership formed by two or more persons under the laws of this state and having one or more general partners and one or more limited partners.

(8) "Partner" means a limited or general partner.



(9) "Partnership agreement" means any valid agreement, written or oral, of the partners as to the affairs of a limited partnership and the conduct of its business.

(10) "Partnership interest" means a partner's share of the profits and losses of a limited partnership and the right to receive distributions of partnership assets.

(11) "Person" means a natural person, partnership, limited partnership (domestic or foreign), trust, estate, association, or corporation.

(12) "State" means a state, territory, or possession of the United States, the District of Columbia, or the Commonwealth of Puerto Rico.

(13) "Conforms to law" as used in connection with duties of the secretary of state in reviewing documents for filing under this chapter, means the secretary of state has determined the document complies as to form with the applicable requirements of this chapter.

(14) "Effective date" means, in connection with a document filing made by the secretary of state, the date which is shown by affixing a "filed" stamp on the documents. When a document is received for filing by the secretary of state in a form which complies with the requirements of this chapter and which would entitle the document to be filed immediately upon receipt, but the secretary of state's approval action occurs subsequent to the date of receipt, the secretary of state's filing date shall relate back to the date on which the secretary of state first received the document in acceptable form. An applicant may request a specific effective date no more than thirty days later than the receipt date which might otherwise be applied as the effective date.

Sec. 178. Section 13, chapter 51, Laws of 1981 and RCW 25.10.130 are each amended to read as follows:

(1) Two signed copies of the certificate of limited partnership and of any certificates of amendment or cancellation (or of any judicial decree of amendment or cancellation) shall be delivered to the secretary of state. A person who executes a certificate as an agent or fiduciary need not exhibit evidence of his authority as a prerequisite to filing. Unless the secretary of state finds that any certificate does not conform to law, upon receipt of all filing fees required by law ~~((he))~~ the secretary of state shall:

(a) Endorse on each duplicate original the word "Filed" and the ~~((day, month, and year))~~ effective date of the filing ~~((thereof));~~

(b) File one duplicate original ~~((in his office));~~ and

(c) Return the other duplicate original to the person who filed it or ~~((his))~~ the person's representative.

(2) Upon the filing of a certificate of amendment, or judicial decree of amendment, in the office of the secretary of state, the certificate of limited partnership shall be amended as set forth therein, and upon the effective date of a certificate of cancellation or a judicial decree thereof, the certificate of limited partnership is canceled.

Sec. 179. Section 31, chapter 51, Laws of 1981 and RCW 25.10.310 are each amended to read as follows:

Except as provided in this article, a partner is entitled to receive distributions from a limited partnership before his withdrawal from the limited partnership and before the dissolution and winding up thereof:

(1) To the extent and at the times or upon the happening of the events specified in the partnership agreement; and

(2) If any distribution constitutes a return of any part of his contribution under RCW (~~(25.10.380(2))~~) 25.10.380(3), to the extent and at the times or upon the happening of the events specified in the certificate of limited partnership.

Sec. 180. Section 15.66.010, chapter 11, Laws of 1961 as amended by section 6, chapter 7, Laws of 1975 1st ex. sess. and RCW 15.66.010 are each amended to read as follows:

For the purposes of this chapter:

(1) "Director" means the director of agriculture of the state of Washington or any qualified person or persons designated by the director of agriculture to act for him concerning some matter under this chapter.

(2) "Department" means the department of agriculture of the state of Washington.

(3) "Marketing order" means an order issued by the director pursuant to this chapter.

(4) "Agricultural commodity" means any distinctive type of agricultural, horticultural, viticultural, vegetable, and/or animal product within its natural or processed state, including bees and honey but not including timber or timber products. The director is authorized to determine what kinds, types or subtypes should be classed together as an agricultural commodity for the purposes of this chapter.

(5) "Producer" means any person engaged in the business of producing or causing to be produced for market in commercial quantities any agricultural commodity. For the purposes of RCW 15.66.060, 15.66.090, and 15.66.120, as now or hereafter amended "producer" shall include bailees who contract to produce or grow any agricultural product on behalf of a bailor who retains title to the seed and its resulting agricultural product or the agricultural product delivered for further production or increase.

(6) "Affected producer" means any producer of an affected commodity.

(7) "Affected commodity" means any agricultural commodity for which the director has established a list of producers pursuant to RCW 15.66.060.

(8) "Commodity commission" or "commission" means a commission formed to carry out the purposes of this chapter under a particular marketing order concerning an affected commodity.

(9) "Unit" means a unit of volume, quantity or other measure in which an agricultural commodity is commonly measured.

(10) "Unfair trade practice" means any practice which is unlawful or prohibited under the laws of the state of Washington including but not limited to Titles 15, 16 and 69 RCW and chapters 9.16, ~~((19.24;))~~ 19.77, 19.80, 19.84, ~~((19.89;))~~ 19.90, and 19.83 RCW, or any practice, whether concerning interstate or intrastate commerce that is unlawful under the provisions of the act of Congress of the United States, September 26, 1914, chapter 311, section 5, 38 U.S. Statutes at Large 719 as amended, known as the "Federal Trade Commission Act of 1914", or the violation of or failure accurately to label as to grades and standards in accordance with any lawfully established grades or standards or labels.

(11) "Person" includes any individual, firm, corporation, trust, association, partnership, society, or any other organization of individuals.

(12) "Cooperative association" means any incorporated or unincorporated association of producers which conforms to the qualifications set out in the act of Congress of the United States, Feb. 18, 1922, chapter 57, sections 1 and 2, 42 U.S. Statutes at Large 388 as amended, known as the "Capper-Volstead Act" and which is engaged in making collective sales or in marketing any agricultural commodity or product thereof or in rendering service for or advancing the interests of the producers of such commodity on a nonprofit cooperative basis.

(13) "Member of a cooperative association" or "member" means any producer of an agricultural commodity who markets his product through such cooperative association and who is a voting stockholder of or has a vote in the control of or is under a marketing agreement with such cooperative association with respect to such product.

Sec. 181. Section 3, chapter 211, Laws of 1955 and RCW 19.77.030 are each amended to read as follows:

Subject to the limitations set forth in this chapter, any person who has adopted and is using a trademark in this state may file in the office of the secretary of state, on a form to be furnished by the secretary of state, an application for registration of that trademark setting forth, but not limited to, the following information:

(1) The name and business address of the applicant, and, if the applicant is a corporation, its state of incorporation;

(2) The particular goods or services in connection with which the trademark is used and the class in which such goods or services fall;

(3) The manner in which the trademark is placed on or affixed to the goods or containers, or displayed in connection with such goods, or used in connection with the sale or advertising of the services;

(4) The date when the trademark was first used with each of such goods or services anywhere and the date when it was first used with each of such goods or services in this state by the applicant or his predecessor in business;

(5) A statement that the trademark is presently in use in this state by the applicant; and

(6) A statement that the applicant believes himself to be the owner of the trademark and believes that no other person has the right to use such trademark in connection with the same or similar goods or services in this state either in the identical form thereof or in such near resemblance thereto as might be calculated to deceive or to be mistaken therefor.

A single application for registration of a trademark may specify all goods or services in a single class for which the trademark is actually being used, but may not specify goods or services in different classes.

The application shall be signed (~~and verified~~) by the applicant individual, or by a member of the applicant firm, or by an officer of the applicant corporation, association, union or other organization.

The application shall be accompanied by three specimens or facsimiles of the trademark for at least one of the goods or services for which its registration is requested, and a filing fee of (~~ten~~) fifty dollars payable to the secretary of state.

Sec. 182. Section 5, chapter 211, Laws of 1955 and RCW 19.77.050 are each amended to read as follows:

Registration of a trademark hereunder shall be effective for a term of ten years from the date of registration. Upon application filed within six months prior to the expiration of such term, on a form to be furnished by the secretary of state requiring all the allegations of an application for original registration, the registration may be renewed for successive terms of ten years as to the goods or services for which the trademark is still in use in this state. A renewal fee of (~~ten~~) fifty dollars, payable to the secretary of state, shall accompany each application for renewal of the registration.

The secretary of state shall notify registrants of trademarks hereunder or their agents for service of record with the secretary of state of the necessity of renewal within the year, but not less than six months, next preceding the expiration of the unexpired original or renewed term by writing to the last known address of the registrants or their agents according to the files of the secretary of state.

Any registration in force on September 1, 1955 shall expire five years from the date of the registration or one year after September 1, 1955, whichever date is later, and may be renewed as provided for renewing registrations under this chapter. A separate renewal application is required for goods in each class.

The secretary of state shall, within six months after September 1, 1955, notify all registrants of trademarks under previous acts of the date of expiration of their registrations by writing to the last known address of the registrants according to the files of the secretary of state, unless such registrations have been renewed in accordance with the provisions of this chapter.

Sec. 183. Section 6, chapter 211, Laws of 1955 and RCW 19.77.060 are each amended to read as follows:

Any trademark and its registration or application for registration hereunder shall be assignable with the good will of the business in which the trademark is used, or with that part of the good will of the business connected with the use of and symbolized by the trademark. An assignment by an instrument in writing duly executed and acknowledged, or the designation of a legal representative, successor, or agent for service shall be recorded by the secretary of state on request when accompanied by a fee of ~~((five))~~ ten dollars payable to the secretary of state. On request, upon recording of the assignment and payment of a further fee of ~~((three))~~ five dollars, the secretary of state shall issue in the name of the assignee a new certificate for the remainder of the unexpired original or renewal term of the registration. An assignment of any registration or application for registration under this chapter shall be void as against any subsequent purchaser for a valuable consideration without notice, unless it is recorded with the secretary of state within three months after the date thereof or prior to such subsequent purchase.

Sec. 184. Section 9, chapter 211, Laws of 1955 and RCW 19.77.090 are each amended to read as follows:

The secretary of state shall be the agent for service of process in any action relating to the registration of any registrant who is at the time of such service a nonresident or a foreign firm, corporation, association, union, or other organization without a resident of this state designated as the registrant's agent for service of record with the secretary of state, or who cannot be found in this state, and service of process, pleadings and papers in such action made upon the secretary of state shall be held as due and sufficient process upon the registrant. The secretary of state shall charge and collect a fee of twenty-five dollars at the time of any service of process upon the secretary of state under this section. The fee may be recovered as taxable costs by the party to the suit or action causing such service to be made if such party prevails in the suit or action. The fee shall be deposited in the secretary of state's revolving fund.

Sec. 185. Section 10, chapter 211, Laws of 1955 as amended by section 65, chapter 81, Laws of 1971 and RCW 19.77.100 are each amended to read as follows:

Any person who believes he will be damaged by a registration of a trademark by the secretary of state may request cancellation of such registration by filing with the secretary of state in duplicate a verified petition setting forth the facts in support of such request, accompanied by a fee of ~~((twenty-five))~~ fifty dollars payable to the revolving fund of the secretary of state. To each copy of said petition for cancellation there shall be attached a copy of each of the trademarks or trade names, or the personal name, portrait, or signature, of the petitioner, or other exhibits of like character relied on in the petition. Thereafter the secretary of state shall mail to the registrant or his agent for service of record with the secretary of state a copy of

said petition, addressed to the last known address of the registrant or such agent according to the files of the secretary of state, accompanied by a notice that said registrant may, within twenty days if the registrant is a resident of the state of Washington, or within sixty days if the registrant is a nonresident of the state of Washington, file in duplicate a verified answer to said petition. Thereafter the secretary of state shall forward a copy of said answer to said petitioner, accompanied by a notice that said petitioner may, within a specified time, not less than twenty days, file in duplicate a verified statement as to any further facts which are pertinent to issues raised by said answer, and the secretary of state shall in like manner forward a copy thereof to said registrant or such agent. The secretary of state shall then fix a hearing date not less than thirty days from the last day that the petitioner may file a statement of further facts. Written notice of such hearing shall be served on the parties by the secretary of state not less than fifteen days before the hearing in the same manner as the petition and answer were forwarded. Additional relevant testimony or other evidence may be introduced by the parties, and the secretary of state may subpoena such witnesses as he deems necessary. The parties shall have the right to be represented by counsel. On conclusion of the hearing the secretary of state shall grant or deny the petitioner's request for cancellation of the registration as the facts shall warrant and shall send a copy of his decision to the petitioner and to the registrant or such agent. If the secretary of state finds that the trademark should not have been registered, or is in violation of the common law rights of the petitioner, or if the secretary of state receives no answer from the registrant within the time limits specified hereinabove, he shall cancel said registration from the register, unless a petition for review of such decision is filed as provided hereinafter.

Either the petitioner or the registrant may, within sixty days after mailing of the copy of the decision by the secretary of state, file in the superior court of the state of Washington for Thurston county, and mail to the secretary of state and the other party or such agent at his last known address according to the files of the secretary of state, a petition for review of the decision of the secretary of state. The court shall review such decision on the basis of the record before the secretary of state for the purpose of determining the reasonableness and lawfulness of such decision and, subject to the right of appeal to the supreme court or the court of appeals of the state, the decree of the superior court shall be binding upon the secretary of state with respect to the granting or denial of the petitioner's request for cancellation. In any such petition for review the secretary of state shall be a necessary party, and the petitioner for cancellation and the registrant shall be proper parties.

Sec. 186. Section 43.07.030, chapter 8, Laws of 1965 as last amended by section 21, chapter 87, Laws of 1980 and RCW 43.07.030 are each amended to read as follows:

The secretary of state shall:

- (1) Keep a register of and attest the official acts of the governor;
- (2) Affix the state seal, with his attestation, to commissions, pardons, and other public instruments to which the signature of the governor is required, and also attestations and authentications of certificates and other documents properly issued by the secretary;
- (3) Record all articles of incorporation, ~~((letters patent;))~~ deeds, ~~((certified copies of franchises;))~~ or other papers filed in ~~((his))~~ the secretary of state's office;
- (4) Receive and file all the official bonds of officers required to be filed with ~~((him))~~ the secretary of state;
- (5) Take and file in ~~((his))~~ the secretary of state's office receipts for all books distributed by him;
- (6) Certify to the legislature the election returns for all officers required by the Constitution to be so certified, and certify to the governor the names of all other persons who have received at any election the highest number of votes for any office the incumbent of which is to be commissioned by the governor;
- (7) Furnish, on demand, to any person paying the fees therefor, a certified copy of all or any part of any law, record, or other instrument filed, deposited, or recorded in ~~((his))~~ the secretary of state's office;
- (8) Present to the speaker of the house of representatives, at the beginning of each regular session of the legislature during an odd-numbered year, a full account of all purchases made and expenses incurred by ~~((him))~~ the secretary of state on account of the state;
- (9) File in his office an impression of each and every seal in use by any state officer ~~((, and furnish state officers with new seals when necessary;))~~ ~~((+))~~ Keep a ~~((fee book, in which must be entered))~~ record of all fees charged or received by ((him, with the date, name of the payor, paid or unpaid, and the nature of the services in each case, which must be verified annually by his affidavit entered therein)) the secretary of state.

Sec. 187. Section 43.07.120, chapter 8, Laws of 1965 as amended by section 107, chapter 81, Laws of 1971 and RCW 43.07.120 are each amended to read as follows:

- (1) The secretary of state shall collect the fees herein prescribed for ~~((his))~~ the secretary of state's official services:
  - ~~((+))~~ (a) For a copy of any law, resolution, record, or other document or paper on file in ~~((his))~~ the secretary's office for which no other fee is provided, fifty cents per page for the first ten pages and twenty-five cents per page for each additional page;
  - ~~((2))~~ (b) For any certificate under seal, ~~((two))~~ five dollars;
  - ~~((3))~~ (c) For filing and recording trademark, ~~((ten))~~ fifty dollars;

~~((4))~~ (d) For each deed or patent of land issued by the governor, if for one hundred and sixty acres of land, or less, one dollar, and for each additional one hundred and sixty acres, or fraction thereof, one dollar;

~~((5))~~ (e) For recording miscellaneous records, papers, or other documents, five dollars for filing each case.

(2) The secretary of state may adopt rules under chapter 34.04 RCW establishing reasonable fees for the following services rendered under Title 23A RCW, chapter 18.100, 23.86, 23.90, 24.03, 24.06, 24.12, 24.20, 24.24, 24.28, 24.32, 24.36, or 25.10 RCW:

(a) Any service rendered in-person at the secretary of state's office;

(b) Any expedited service;

(c) The electronic transmittal of documents;

(d) The providing of information by microfiche or other reduced-format compilation;

(e) The handling of checks or drafts for which sufficient funds are not on deposit;

(f) The resubmission of documents previously submitted to the secretary of state where the documents have been returned to the submitter to make such documents conform to the requirements of the applicable statute;

(g) The handling of telephone requests for information; and

(h) Special search charges.

(3) To facilitate the collection of fees, the secretary of state may establish accounts for deposits by persons who may frequently be assessed such fees to pay the fees as they are assessed. The secretary of state may make whatever arrangements with those persons as may be necessary to carry out this section.

(4) No member of the legislature, state officer, justice of the supreme court, judge of the court of appeals, or judge of the superior court shall be charged for any search relative to matters pertaining to the duties of his or her office; nor may ~~((he))~~ such official be charged for a certified copy of any law or resolution passed by the legislature relative to his or her official duties, if such law has not been published as a state law.

~~((All fees herein enumerated must be collected in advance.))~~

Sec. 188. Section 1, chapter 122, Laws of 1971 ex. sess. as amended by section 1, chapter 85, Laws of 1973 1st ex. sess. and RCW 43.07.130 are each amended to read as follows:

There is created within the state treasury a revolving fund, to be known as the "secretary of state's revolving fund," which shall be used by the office of the secretary of state to defray the costs of printing, reprinting, or distributing printed matter authorized by law to be issued by the office of the secretary of state, and any other cost of carrying out the functions of the secretary of state under Title 23A RCW, or chapters 18.100, 23.86, 23.90, 24.03, 24.06, 24.12, 24.20, 24.24, 24.28, 24.32, 24.36, or 25.10 RCW.



The secretary of state is hereby authorized to charge a fee for such publications in an amount which will compensate for the costs of printing, reprinting, and distributing such printed matter. Fees recovered by the secretary of state under RCW 43.07.120(2), 23A.36.050, 23A.40.030, 24.03-.410, 24.06.455, or 46.64.040, and such other moneys as are expressly designated for deposit in the secretary of state's revolving fund shall be placed in the secretary of state's revolving fund.

Sec. 189. Section 2, chapter 85, Laws of 1973 1st ex. sess. and RCW 43.07.140 are each amended to read as follows:

The secretary of state is hereby specifically authorized to print, reprint, and distribute the following materials:

- (1) Lists of active corporations;
- (2) The provisions of Title 23 RCW;
- (3) The provisions of Title 23A RCW;
- (4) The provisions of Title 24 RCW;
- (5) The provisions of chapter 25.10 RCW;
- (6) The provisions of Title 29 RCW;
- ~~((6))~~ (7) The provisions of Title 62A RCW;
- ~~((7))~~ (8) The provisions of chapter 18.100 RCW;
- ~~((8))~~ (9) The provisions of chapter 19.77 RCW;
- ~~((9))~~ (10) The provisions of chapter 43.07 RCW;
- ~~((10))~~ (11) The provisions of the Washington state Constitution;
- ~~((11))~~ (12) The provisions of ~~((Initiative Measure 276))~~ chapter 42.17 RCW and rules ~~((and regulations))~~ adopted by the public disclosure commission; ~~((and))~~
- ~~((12))~~ (13) The provisions of chapters 40.14, 40.16, and 40.20 RCW, and any statutes, rules, schedules, indexes, guides, descriptions, or other materials related to the public records of state or local government or to the state archives; and
- (14) Rules ~~((and regulations))~~ and informational publications related to the statutory provisions set forth above.

NEW SECTION. Sec. 190. There is added to chapter 43.07 RCW a new section to read as follows:

The secretary of state shall have the authority to enter into a memorandum of agreement or contract with any agency of state government or private entity to provide for the performance of any of the secretary of state's services or duties under the various corporation statutes of this state or under chapter 42.28 RCW.

NEW SECTION. Sec. 191. There is added to chapter 43.07 RCW a new section to read as follows:

If the secretary of state determines that the public interest and the purpose of the corporation filing statutes administered by the secretary of state would be best served by a filing system utilizing microfilm, microfiche, or

methods of reduced-format document recording, the secretary of state may, by rule adopted under chapter 34.04 RCW, establish such a filing system. In connection therewith, the secretary of state may eliminate any requirement for a duplicate original filing copy, and may establish reasonable requirements concerning paper size, print legibility, and quality for photo-reproduction processes as may be necessary to ensure utility and readability of any reduced-format filing system.

NEW SECTION. Sec. 192. There is added to chapter 43.07 RCW a new section to read as follows:

The secretary of state may, by rule adopted under chapter 34.04 RCW, adopt and implement a system of renewals for annual corporate licenses or filings in which the renewal dates are staggered throughout the year.

To facilitate the implementation of the staggered system, the secretary of state may extend the duration of corporate licensing periods or report filing periods and may impose and collect such additional proportional fees as may be required on account of the extended periods.

NEW SECTION. Sec. 193. There is added to chapter 43.07 RCW a new section to read as follows:

Where the secretary of state determines that a summary face sheet or cover sheet would expedite review of any documents made under Title 23A RCW, or chapter 18.100, 23.86, 23.90, 24.03, 24.06, 24.12, 24.20, 24.24, 24.32, 24.36, or 25.10 RCW, the secretary of state may require the use of a summary face sheet or cover sheet that accurately reflects the contents of the attached document. The secretary of state may, by rule adopted under chapter 34.04 RCW, specify the required contents of any summary face sheet and the type of document or documents in which the summary face sheet will be required, in addition to any other filing requirements which may be applicable.

Sec. 194. Section 4, chapter 323, Laws of 1959 and RCW 18.08.130 are each amended to read as follows:

The board shall adopt rules for its own organization and procedure, and such other rules as it may deem necessary to the proper performance of its duties. All rules adopted by the board shall be filed with the (~~secretary of state~~) code reviser and shall be available for public inspection.

Sec. 195. Section 6, chapter 272, Laws of 1955 as amended by section 35, chapter 141, Laws of 1979 and RCW 26.40.060 are each amended to read as follows:

Upon the issuance of an order for the commitment of a child to custody, the court shall transmit copies thereof to the co-custodians named therein. For the state as co-custodian the copy of such order shall be filed with the (~~secretary of state~~) department of social and health services whose duty it shall be to notify the state superintendent of public instruction, the state department of social and health services, and such other state departments

or agencies as may have services for the child, of the filing of such order, which notice shall be given by the ~~((secretary of state))~~ department of social and health services at the time commitment to custody becomes effective under the order.

Sec. 196. Section 38, chapter 1, Laws of 1973 as amended by section 26, chapter 294, Laws of 1975 1st ex. sess. and RCW 42.17.380 are each amended to read as follows:

(1) ~~((The secretary of state, through his office, shall perform such ministerial functions as may be necessary to enable the commission to carry out its responsibilities under this chapter.))~~ The office of the secretary of state shall be designated as ~~((the))~~ a place where the public may file papers or correspond with the commission and receive any form or instruction from the commission.

(2) The attorney general, through his office, shall supply such assistance as the commission may require in order to carry out its responsibilities under this chapter. The commission may employ attorneys who are neither the attorney general nor an assistant attorney general to carry out any function of the attorney general prescribed in this chapter.

Sec. 197. Section 46.64.040, chapter 12, Laws of 1961 as last amended by section 1, chapter 91, Laws of 1973 and RCW 46.64.040 are each amended to read as follows:

The acceptance by a nonresident of the rights and privileges conferred by law in the use of the public highways of this state, as evidenced by his operation of a vehicle thereon, or the operation thereon of his vehicle with his consent, express or implied, shall be deemed equivalent to and construed to be an appointment by such nonresident of the secretary of state of the state of Washington to be his true and lawful attorney upon whom may be served all lawful summons and processes against him growing out of any accident, collision, or liability in which such nonresident may be involved while operating a vehicle upon the public highways, or while his vehicle is being operated thereon with his consent, express or implied, and such operation and acceptance shall be a signification of his agreement that any summons or process against him which is so served shall be of the same legal force and validity as if served on him personally within the state of Washington. Likewise each resident of this state who, while operating a motor vehicle on the public highways of this state, is involved in any accident, collision or liability and thereafter within three years departs from this state appoints the secretary of state of the state of Washington as his lawful attorney for service of summons as provided in this section for nonresidents. Service of such summons or process shall be made by leaving two copies thereof with a fee of ~~((five))~~ twenty-five dollars with the secretary of state of the state of Washington, or at his office, and such service shall be sufficient and valid personal service upon said resident or nonresident: PROVIDED, That notice of such service and a copy of the summons or process

is forthwith sent by registered mail with return receipt requested, by plaintiff to the defendant at the last known address of the said defendant, and the plaintiff's affidavit of compliance herewith are appended to the process, together with the affidavit of the plaintiff's attorney that he has with due diligence attempted to serve personal process upon the defendant at all addresses known to him of defendant and further listing in his affidavit the addresses at which he attempted to have process served. However, if process is forwarded by registered mail and defendant's endorsed receipt is received and entered as a part of the return of process then the foregoing affidavit of plaintiff's attorney need only show that the defendant received personal delivery by mail: PROVIDED FURTHER, That personal service outside of this state in accordance with the provisions of law relating to personal service of summons outside of this state shall relieve the plaintiff from mailing a copy of the summons or process by registered mail as hereinbefore provided. The secretary of state shall forthwith send one of such copies by mail, postage prepaid, addressed to the defendant at his address, if known to the secretary of state. The court in which the action is brought may order such continuances as may be necessary to afford the defendant reasonable opportunity to defend the action. The fee of ~~((five))~~ twenty-five dollars paid by the plaintiff to the secretary of state shall be taxed as part of his costs if he prevails in the action. The secretary of state shall keep a record of all such summons and processes, which shall show the day of service.

Sec. 198. Section 21, chapter 165, Laws of 1947 and RCW 47.68.210 are each amended to read as follows:

The ~~((commission))~~ department of transportation may perform such acts, issue and amend such orders, make, promulgate, and amend such reasonable general rules, ~~((regulations))~~ and procedures, and establish such minimum standards, consistent with the provisions of this chapter, as it shall deem necessary to perform its duties hereunder; all commensurate with and for the purpose of protecting and insuring the general public interest and safety, the safety of persons operating, using or traveling in aircraft or persons receiving instruction in flying or ground subjects pertaining to aeronautics, and the safety of persons and property on land or water, and developing and promoting aeronautics in this state. No rule ~~((or regulation))~~ of the ~~((commission))~~ department shall apply to airports or air navigation facilities owned or operated by the United States.

The ~~((commission))~~ department shall keep on file with the ~~((secretary of state))~~ code reviser, and at the principal office of the ~~((commission))~~ department, a copy of all its rules ~~((and regulations))~~ for public inspection.

The ~~((commission))~~ department shall provide for the publication and general distribution of all its orders, rules, ~~((regulations))~~ and procedures having general effect.

Sec. 199. Section 6, chapter 116, Laws of 1947 and RCW 76.40.060 are each amended to read as follows:

Branded and marked logs, boom sticks and boom chains shall be presumed to be the property of the person in whose name the brand or catch brand thereon imprinted is registered (~~in the office of the secretary of state~~) with the department of natural resources.

NEW SECTION. Sec. 200. The following acts or parts of acts are each repealed:

- (1) Section 2, chapter 218, Laws of 1937 and RCW 19.24.010;
- (2) Section 3, chapter 218, Laws of 1937 and RCW 19.24.020;
- (3) Section 4, chapter 218, Laws of 1937, section 1, chapter 40, Laws of 1967 and RCW 19.24.040;
- (4) Section 5, chapter 218, Laws of 1937 and RCW 19.24.050;
- (5) Section 6, chapter 218, Laws of 1937 and RCW 19.24.055;
- (6) Section 7, chapter 218, Laws of 1937 and RCW 19.24.060;
- (7) Section 8, chapter 218, Laws of 1937, section 1, chapter 108, Laws of 1973 and RCW 19.24.100;
- (8) Section 9, chapter 218, Laws of 1937, section 1, chapter 82, Laws of 1977 ex. sess. and RCW 19.24.140;
- (9) Section 10, chapter 218, Laws of 1937 and RCW 19.24.280;
- (10) Section 11, chapter 218, Laws of 1937 and RCW 19.24.290;
- (11) Section 13, chapter 218, Laws of 1937 and RCW 19.24.300; and
- (12) Section 12, chapter 218, Laws of 1937 and RCW 19.24.900.

NEW SECTION. Sec. 201. The following acts or parts of acts are each repealed:

- (1) Section 53, chapter 16, Laws of 1979 and RCW 23A.32.078; and
- (2) Section 1, chapter 2, Laws of 1971 ex. sess., section 58, chapter 16, Laws of 1979 and RCW 23A.40.150.

NEW SECTION. Sec. 202. If any provision of this act or its application to any person or circumstance is held invalid, the remainder of the act or the application of the provision to other persons or circumstances is not affected.

NEW SECTION. Sec. 203. (1) Except as provided under subsection (3) of this section, this act shall take effect July 1, 1982.

(2) Sections 6, 14, 47, 72, 75(2), 76(4), 80, 81, 97, 101, 120, 121(4), 124, 169, and 171(4) shall be construed and apply only to actions taken or documents filed after that date.

(3) Sections 39, 45, 46, 52, 61, 63, and 201 of this act shall take effect January 1, 1983.

Passed the Senate February 17, 1982.

Passed the House March 8, 1982.

Approved by the Governor March 22, 1982.

Filed in Office of Secretary of State March 22, 1982.