

NEW SECTION. Sec. 2. There is hereby created a Washington state parks and recreation commission conservation area to be known as "Green River Gorge conservation area".

NEW SECTION. Sec. 3. In addition to all other powers and duties prescribed by law, the state parks and recreation commission is authorized and directed to acquire such real property, easements, or rights in the Green River gorge in King county, together with such real property, easements, and rights as is necessary for such park and conservation purposes in any manner authorized by law for the acquisition of lands for parks and parkway purposes. Except for such real property as is necessary and convenient for development of picnicking or camping areas and their related facilities, it is the intent of this section that such property shall be acquired to preserve, as much as possible, the gorge within the canyon rim in its natural pristine state.

NEW SECTION. Sec. 4. Nothing herein shall be construed as authorizing or directing the state parks and recreation commission to acquire any real property, easements, or rights in the Green River gorge in King county which are now held by any state agency for the purposes of outdoor recreation, conservation, fish, or wildlife management or public hunting or fishing without the approval of such agency.

Passed the Senate April 16, 1969
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CHAPTER 163
[Engrossed Senate Bill No. 539]
NONPROFIT CORPORATIONS

AN ACT Relating to nonprofit corporations; amending section 11, chapter 235, Laws of 1967 and RCW 24.03.050; amending section 51, chapter 235, Laws of 1967 and RCW 24.03.250; amending section 52, chapter 235, Laws of 1967 and RCW 24.03.255; amending section 67, chapter 235, Laws of 1967 and RCW 24.03.330; amending section 82, chapter 235, Laws of 1967 and RCW 24.03.405; amending section 83, chapter 235, Laws of 1967 and RCW 24.03-

.410; amending section 85, chapter 235, Laws of 1967 and RCW 24.03.420; amending section 98, chapter 235, Laws of 1967 and RCW 24.03.915; and adding a new section to chapter 235, Laws of 1967 and to chapter 24.03 RCW.

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

Section 1. Section 11, chapter 235, Laws of 1967 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.

(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 ~~((resident))~~ 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 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.

Sec. 2. Section 51, chapter 235, Laws of 1967 and RCW 24.03-.250 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 has failed to file its annual report within the time required by this chapter, or~~

~~{2}))~~ The corporation procured its articles of incorporation through fraud; or

~~((3))~~ (2) The corporation has continued to exceed or abuse

the authority conferred upon it by law (~~or~~

~~(4)--The corporation has failed for ninety days to appoint and maintain a registered agent in this state, or~~

~~(5)--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. 3. Section 52, chapter 235, Laws of 1967 and RCW 24.03-.255 are each amended to read as follows:

The secretary of state (~~on or before the first day of October of each year, shall certify to the attorney general the names of all corporations which have failed to file their annual reports in accordance with the provisions of this chapter,--He~~) shall (~~also~~) certify, from time to time, the names of all corporations which have given (~~either~~) cause for dissolution as provided in this chapter, 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. (~~Every such certificate from the secretary of state to the attorney general pertaining to the failure of a corporation to file an annual report shall be taken and received in all courts as prima facie evidence of the facts therein stated; if, before action is filed, the corporation shall file its annual report, or shall appoint or maintain a registered agent as provided in this chapter, shall file with the secretary of state the required statement of change of registered agent, such fact shall be forthwith certified by the secretary of state to the attorney general and he shall not file an action against such corporation for such cause;--If, after action is filed, the corporation shall file its annual report, or shall appoint or maintain a registered agent as provided in this~~

~~chapter, or shall file with the secretary of state the required state-
ment of change of registered agent, and shall pay the costs of such
action; the action for such cause shall abate.)~~

Sec. 4. Section 67, chapter 235, Laws of 1967 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 ((~~authenticated~~)) certified by the proper officer of the state or country under the laws of which it is incorporated.

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

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

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

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

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

Sec. 5. Section 82, chapter 235, Laws of 1967 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 and issuing a certificate of amendment, 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.

(5) Filing articles of dissolution, five dollars.

(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 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, five dollars.

(11) Filing a certificate by a foreign corporation of the appointment of a ~~((resident))~~ registered agent, ~~((ten))~~ one ~~((dollars))~~ dollar.

(12) Filing a certificate by a foreign corporation of the revocation of the appointment of a ~~((resident))~~ registered agent, ~~((ten))~~ one ~~((dollars))~~ dollar.

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

Sec. 6. Section 83, chapter 235, Laws of 1967 and RCW 24.03.410 are each amended to read as follows:

The secretary of state shall charge and collect:

(1) For furnishing a certified copy of any document, instrument, or paper relating to a corporation, fifty cents per page and two dollars for the certificate and affixing the seal thereto.

(2) At the time of any service of process on him as

~~((resident))~~ registered agent of a corporation, two 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. 7. Section 85, chapter 235, Laws of 1967 and RCW 24.03.420 are each amended to read as follows:

~~((Each corporation, domestic or foreign, that fails or refuses to file its annual report for any year within the time prescribed by this chapter--shall be subject to a penalty of five dollars to be assessed by the secretary of state.))~~

Each corporation, domestic or foreign, that fails or refuses to answer truthfully and fully within the time prescribed by this chapter interrogatories propounded by the secretary of state in accordance with the provisions of this chapter, shall be deemed to be guilty of a misdemeanor and upon conviction thereof may be fined in any amount not exceeding five hundred dollars.

Sec. 8. Section 98, chapter 235, Laws of 1967 and RCW 24.03.915 are each amended to read as follows:

The secretary of state shall notify all existing nonprofit corporations thirty days prior to the effective date of this chapter ~~((of the provisions herein requiring an annual report.--If such notification to any corporation from the secretary of state is returned unclaimed the corporation shall be dissolved by striking the name of such corporation from the records on file in the office of the secretary of state.~~

~~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)),~~ 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.

NEW SECTION. Sec. 9. There is hereby added to chapter 235, Laws of 1967 and to chapter 24.03 RCW a new section to read as follows:

When a corporation:

- (1) Has failed to file its annual report within the time required by this 1969 amendatory act; or
- (2) Has failed for ninety days to appoint or maintain a registered agent in this state; or
- (3) 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; the secretary of state shall notify the corporation by certified 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 which has ceased to exist 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 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 and in addition, if it shall pay a reinstatement fee of five dollars plus any other fees that may be due and owing the secretary of state. When a corporation has ceased to exist 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.

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CHAPTER 164
[House Bill No. 309]
VENEREAL DISEASE--MINORS--
TREATMENT, CONSENT, LIABILITY FOR PAYMENT

AN ACT Relating to public health; and providing for the care and pre-