



PROPOSED RULE MAKING

CR-102 (June 2004)

(Implements RCW 34.05.320)

Do NOT use for expedited rule making

Agency: Office of the Secretary of State

- | | |
|--|---|
| <input checked="" type="checkbox"/> Preproposal Statement of Inquiry was filed as WSR 10-07-073 ; or | <input checked="" type="checkbox"/> Original Notice |
| <input type="checkbox"/> Expedited Rule Making--Proposed notice was filed as WSR _____; or | <input type="checkbox"/> Supplemental Notice to WSR _____ |
| <input type="checkbox"/> Proposal is exempt under RCW 34.05.310(4). | <input type="checkbox"/> Continuance of WSR _____ |

Title of rule and other identifying information: (Describe Subject)
Limited Liability Companies

Hearing location(s):
Dolliver Building
Corporations and Charities Division
Office of the Secretary of State
801 Capitol Way S
Olympia, WA 98504

Date: 6/22/2010 Time: 10:00 AM

Date of intended adoption: 06/25/2010
(Note: This is NOT the effective date)

Submit written comments to:

Name: Kathy Kimbel
Address: PO Box 40234
Olympia, WA 98504-0234

e-mail Kathy.Kimbel@sos.wa.gov
fax (360)586-4989 by (date) 06/22/2010

Assistance for persons with disabilities: Contact
Sharon Baker by 06/21/2010
TTY (800) 422-8683

Purpose of the proposal and its anticipated effects, including any changes in existing rules:

To implement recent state law changes.

Reasons supporting proposal:

Clarifies changes made by 2SHB 2576, and SHB 2756 in the 2010 legislative session.

Statutory authority for adoption: RCW 25.15.007, 25.15.805, 25.15.810

Statute being implemented: RCW 25.15

Is rule necessary because of a:

- | | | |
|-------------------------|------------------------------|--|
| Federal Law? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| Federal Court Decision? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| State Court Decision? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
- If yes, CITATION:

CODE REVISER USE ONLY

OFFICE OF THE CODE REVISER
STATE OF WASHINGTON
FILED

DATE: May 07, 2010
TIME: 2:05 PM

WSR 10-11-017

DATE
May 7, 2010

NAME (type or print)
Steve Excell

SIGNATURE

TITLE
Assistant Secretary of State

NEW SECTION

WAC 434-130-055 On-line services. Customers may access limited liability company information, forms, or on-line submissions by visiting the corporations division's web site. When completing and submitting an on-line filing for a limited liability company, the filing requirements are found under WAC 434-112-065 through 434-112-075.

AMENDATORY SECTION (Amending WSR 94-19-005, filed 9/8/94, effective 10/1/94)

WAC 434-130-060 Registered office address--Requirements. A post office box address may be used in conjunction with a registered geographic office address (~~when:~~

~~(1) The United States Postal Service cannot or will not deliver to the street address; and~~

~~(2) The post office box address is in the same Washington city or town as the registered office address; and)) .~~

~~((3))~~ The agent (~~notifies~~) must notify the office of the secretary of state and the corporation of any changes in either the street address or the post office box address.

AMENDATORY SECTION (Amending WSR 94-19-005, filed 9/8/94, effective 10/1/94)

WAC 434-130-070 Annual reports--Due date. Each limited liability company (~~shall~~) must file an annual report by the last day of the month of its original registration as a limited liability company. The corporations division (~~shall notify~~) or a subagent notifies all limited liability companies of its annual renewal date forty-five days in advance by (~~a mailing~~) regular mail or electronic mail that may include(~~s~~) the annual report form. Failure to receive an annual report notice is insufficient reason for failure to file the statutorily required annual report.

AMENDATORY SECTION (Amending WSR 94-19-005, filed 9/8/94, effective 10/1/94)

WAC 434-130-080 In-person or expedited counter service-- Special fees. (1) The corporations division counter is open to in-person requests from 8:00 a.m. to ~~((4:30))~~ 5:00 p.m. each business day. Staff provides expedited ~~((, same-day processing of))~~ services for corporate documents or requests received ~~((prior to 4:30 p.m. on that day))~~ in-person, by fax, mail, or on-line with the appropriate expedite fee. ~~((These))~~ Expedite services are available for the following transactions:

- ~~(a) ((Charter))~~ Document review and filing;
- ~~(b) ((Name reservation review and filing;~~
- ~~(c) Document certification;~~
- ~~(d))~~ Document copying, certification, and status certificates ~~((~~
- ~~(e) Status change filings)).~~

(2) The fee for ~~((same-day))~~ expedited service is ~~((twenty))~~ fifty dollars for single or multiple paper transactions within each new or existing limited liability company file. On-line transactions are expedited for twenty dollars, but may be charged fifty dollars for in-person completion at front counter. In addition, a regulatory fee for each transaction may apply.

(3) There is no expedited fee for the following transactions:

- (a) Initial reports;
- (b) License renewal and required annual report;
- (c) Amended annual reports;
- ~~(d) ((Reinstatements;~~
- ~~(e))~~ In-person inspection or review of limited liability company files or other public documents located in the corporations division office;

~~((f))~~ (e) Documents left at the counter for processing with mail-in documents received the same day ~~((; or~~

~~(g) A search for nonactive limited company files less than twenty years old)).~~

(4) (a) If staff cannot complete ~~((the))~~ an expedited service request before the end of the same day, the transaction will be completed ~~((first on the following))~~ within the next two business days.

(b) Emergency services needed outside regular business hours requiring employee overtime are one hundred fifty dollars per hour plus regulatory or statutory fees due for the specific form ~~((of the filing))~~. When the division receives an emergency request, staff notifies the customer of the service fee and any other reasonable conditions set by the director. The customer must agree to pay the fees before emergency services are provided.

(5) Over-the-counter service hours may be shortened under extraordinary circumstances. Separate service requests by one person may be limited to those relating to three corporations per ~~((day))~~ transaction. ~~((Documents submitted by courier services or document-handling companies may receive twenty-four-hour service. A customer may make alternate arrangements with the director prior~~

~~to bringing or sending in documents, if a sudden, unexpected situation occurs during the business day.)~~

Under special circumstances, the filing party may petition the secretary in writing to request a waiver of emergency or penalty fees.

AMENDATORY SECTION (Amending WSR 99-12-007, filed 5/20/99, effective 6/20/99)

WAC 434-130-090 Fees. For Washington registered domestic and foreign limited liability companies fees are as follows:

(1) Certificate of formation or application for registration, one hundred (~~seventy-five dollars~~) eighty;

(2) Annual report license renewal, (~~fifty~~) sixty dollars plus the department of licensing's handling fee of nine dollars;

(3) Certificate of amendment, restated certificate, or amended and restated certificate, thirty dollars;

(4) Delinquent annual report license renewal (~~with required annual report filed after due date and before administrative dissolution~~), penalty fee of twenty-five dollars, plus the renewal fee of (~~fifty~~) sixty dollars plus the department of licensing's handling fee of nine dollars;

(5) Reinstatement, one hundred dollars plus all delinquent license or annual fees and a twenty-five percent penalty computed on the total amount;

(6) Articles of merger, twenty dollars for each listed company;

(7) (~~Certificate~~) Statement of change of registered agent, registered office address, or designation of new registered agent, (~~ten dollars per entity name~~) no fee;

(8) Resignation of registered agent, twenty dollars per entity name;

(9) An initial report or amended annual report, ten dollars;

(10) Registration, reservation, or transfer of name, thirty dollars;

(11) Certificate of dissolution, certificate of cancellation, (~~administrative dissolution~~) or dissolution by judicial decree, (~~or revocation of certificate of authority,~~) no fee;

(12) (~~Agent's consent to act as agent,~~) Revocation of certificate of dissolution, thirty dollars plus any possible missed license fees;

(13) Agent's resignation if appointed without consent (~~, or annual report when filed concurrently with annual license fee~~), no fee; and

(~~(+13)~~) (14) Other statement or report filed, ten dollars.

Under special circumstances, the filing party may petition the secretary in writing to request a waiver of emergency or penalty fees.

AMENDATORY SECTION (Amending WSR 94-19-005, filed 9/8/94, effective 10/1/94)

WAC 434-130-100 Miscellaneous fees. (1) For photocopies, fees are as follows:

- (a) Each annual report, five dollars;
- (b) Certificate of formation or any single document, ten dollars;
- (c) (~~(Amendments to articles and mergers)~~) A copy of all documents relating to one entity, twenty dollars;
- (d) (~~(All charter documents, thirty dollars,~~
- (~~e~~)) Surcharge for files exceeding one hundred pages of copy, thirteen dollars for each fifty page increment (~~(number of pages determined by weight of copies)~~).

(2) For certificates of existence fees are as follows:

- (a) With complete or specific historical data, under embossed seal, thirty dollars;
- (b) (~~(Computer generated,)~~) Under embossed seal, without historical data, twenty dollars;
- (c) Duplicate certificate, under gold or embossed seal, twenty dollars.

(3) For each certified copy of any document the fee is ten dollars plus the copy fee.

(4) For any service of process the fee is fifty dollars.

(5) Dishonored checks. If a person, corporation or other submitting entity has attempted to pay any fee due to the secretary of state by means of a check, and the check is dishonored by the financial institution when presented, the secretary of state will impose a twenty-five dollar penalty, payable to the secretary of state.

In the event a valid replacement check and dishonor charge is not received in the office of the secretary of state within the time prescribed by its accounting division, the transaction covered by the dishonored check will be (~~(cancelled)~~) canceled and all other late filing fees and penalties will be instituted.

REPEALER

The following sections of the Washington Administrative Code are repealed:

WAC 434-130-040
WAC 434-130-050

Telephone services.
Original signature required.

Agency comments or recommendations, if any, as to statutory language, implementation, enforcement, and fiscal matters:

Name of proponent: (person or organization)
Division of Corporations, Office of the Secretary of State

- Private
- Public
- Governmental

Name of agency personnel responsible for:

Name	Office Location	Phone
Drafting..... Pamela Floyd	801 Capitol Way S, Olympia, WA 98504	(360) 725-0310
Implementation....Kathy Kimbel	801 Capitol Way S, Olympia, WA 98504	(360) 725-0310
Enforcement.....Kyle Crews, AAG	7141 Cleanwater Dr SW, Tumwater, WA 98504-0121	(360) 664-2510

Has a small business economic impact statement been prepared under chapter 19.85 RCW?

Yes. Attach copy of small business economic impact statement.

A copy of the statement may be obtained by contacting:

Name:

Address:

phone () _____

fax () _____

e-mail _____

No. Explain why no statement was prepared

The fee changes in these rules are either set in statute, voluntary, or completely removed.

Is a cost-benefit analysis required under RCW 34.05.328?

Yes A preliminary cost-benefit analysis may be obtained by contacting:

Name:

Address:

phone () _____

fax () _____

e-mail _____

No: Please explain: These rules are adopting by reference without material change, Washington state statutes and are not required to do a cost-benefit analysis per RCW 34.05.328 (5)(iii).