



RULE-MAKING ORDER

CR-103P (May 2009)
(Implements RCW 34.05.360)

Agency: Office of the Secretary of State

Permanent Rule Only

Effective date of rule: Feb/ 26, 2011

Permanent Rules

31 days after filing.

Other (specify) _____ (If less than 31 days after filing, a specific finding under RCW 34.05.380(3) is required and should be stated below)

Any other findings required by other provisions of law as precondition to adoption or effectiveness of rule?

Yes No If Yes, explain:

Purpose: To clarify filing procedures for forming and maintaining limited liability partnerships with the Secretary of State's office.

Citation of existing rules affected by this order:

Repealed: 434-135-040, 050, 060, 080, 120

Amended: 434-135-010, 090, 150, 160, 170, 190,

Suspended:

Statutory authority for adoption: RCW 25.05.093

Other authority :

PERMANENT RULE (Including Expedited Rule Making)

Adopted under notice filed as WSR **11-01-026** on 12/03/2010 (date).

Describe any changes other than editing from proposed to adopted version: None

If a preliminary cost-benefit analysis was prepared under RCW 34.05.328, a final cost-benefit analysis is available by contacting:

Name: _____ phone () _____

Address: _____ fax () _____

e-mail _____

Date adopted: January 26, 2011

NAME (TYPE OR PRINT)

Steve Excell

SIGNATURE

TITLE

Assistant Secretary of State

CODE REVISER USE ONLY

OFFICE OF THE CODE REVISER
STATE OF WASHINGTON
FILED

DATE: January 26, 2011

TIME: 7:54 AM

WSR 11-04-052

**Note: If any category is left blank, it will be calculated as zero.
No descriptive text.**

**Count by whole WAC sections only, from the WAC number through the history note.
A section may be counted in more than one category.**

The number of sections adopted in order to comply with:

Federal statute:	New	_____	Amended	_____	Repealed	_____
Federal rules or standards:	New	_____	Amended	_____	Repealed	_____
Recently enacted state statutes:	New	_____	Amended	<u>6</u>	Repealed	<u>5</u>

The number of sections adopted at the request of a nongovernmental entity:

New	_____	Amended	_____	Repealed	_____
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The number of sections adopted in the agency's own initiative:

New	_____	Amended	_____	Repealed	_____
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The number of sections adopted in order to clarify, streamline, or reform agency procedures:

New	_____	Amended	<u>6</u>	Repealed	<u>5</u>
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The number of sections adopted using:

Negotiated rule making:	New	_____	Amended	<u>6</u>	Repealed	<u>5</u>
Pilot rule making:	New	_____	Amended	_____	Repealed	_____
Other alternative rule making:	New	_____	Amended	_____	Repealed	_____

AMENDATORY SECTION (Amending WSR 95-16-131, filed 8/2/95, effective 9/2/95)

WAC 434-135-010 Purpose and authority. These rules are adopted under authority of chapter ((25.04 RCW, the Washington Limited Liability)) 25.05, the Revised Uniform Partnership Act.

AMENDATORY SECTION (Amending WSR 95-16-131, filed 8/2/95, effective 9/2/95)

WAC 434-135-090 Annual notice--Due date--Whom notified. Each limited liability partnership ((shall)) must file an annual notice by the last day of the month of its original registration as a limited liability partnership. The corporations division ((shall)) must notify each limited liability partnership of its annual notice date forty-five days in advance by mailing to the ((partnership at its principal office or, if its principal office is not in this state, to its)) partnership's registered ((agent in care of the registered office address, in either case,)) agent's address as listed on the records of the secretary of state ((and provide the annual notice form)). If no registered agent has been appointed, notice is sent to the principal office. Failure to receive an annual notice form with such notice is insufficient reason for failure to file the statutory required annual notice.

AMENDATORY SECTION (Amending WSR 95-16-131, filed 8/2/95, effective 9/2/95)

WAC 434-135-150 Initial registration--Form of content. ((1)) Any domestic or foreign limited liability partnership registering under this chapter shall file its registration on either the form provided by the secretary of state((. The information that shall be provided is:

- (a) ~~The name of the limited liability partnership;~~
- (b) ~~Principal office of the limited liability partnership in Washington or if no principal office is located in this state, the registered office address and name and address of the registered agent for service of process in this state;~~
- (c) ~~Number of partners of the limited liability partnership;~~

~~(d) Brief statement of the business in which the partnership engages;~~

~~(e) That the partnership thereby applies for status as a limited liability partnership; and~~

~~(f) Any other matters the partnership determines to include.~~

~~(2) Application shall be executed by a majority in interest of the partners or one or more authorized partners)) or in substantially the same format including the information required in RCW 25.05.500.~~

AMENDATORY SECTION (Amending WSR 95-16-131, filed 8/2/95, effective 9/2/95)

WAC 434-135-160 Annual notice--Form of content. Any limited liability partnership filing under this chapter shall file its annual notice on the form provided by the secretary of state. ~~((The information that shall be filed on the annual notice is as follows:~~

~~Section 1.~~

~~(a) Limited liability partnership name;~~

~~(b) Principal office of the limited liability partnership in Washington or if no principal office is located in this state, the registered office address and name and address of registered agent for service of process in this state;~~

~~(c) Unified business identification number;~~

~~(d) Internal account number;~~

~~(e) Date registered in Washington;~~

~~Section 2.~~

~~(a) If there has been a change in the address of principal place of business in Washington or, if the limited liability partnership's principal place of business is not located in this state, the address of the registered office and name and address of the registered agent, the correct address and name;~~

~~(b) Any other material changes in the information included in limited liability, partnership application or subsequent annual notices;~~

~~(c) Number of partners; and~~

~~Section 3. Signature of either a majority in interest of the partners or one or more authorized partners. The registration application shall include beneath or beside the signature the name and title of the person(s) signing the document.)~~

AMENDATORY SECTION (Amending WSR 95-16-131, filed 8/2/95, effective 9/2/95)

WAC 434-135-170 Amended notice--Form of content. (1) A limited liability partnership may, but is not required to, file an amended notice to notify the secretary of state of any material changes on the application or annual notice. ~~((These changes may include the following:~~

~~(a) Change of limited liability partnership name;~~
~~(b) Change of principal office address;~~
~~(c) Change of registered agent or registered office address;~~
~~(d) Change in the number of partners;~~
~~(e) Change in the type of business the partnership engages; or~~
~~(f) The addition of any information the partnership determines to include.))~~

(2) The amended notice must be signed by a majority of interest of the partners or by one or more authorized partners. ~~((The amended notice shall include beneath or beside the signature the printed name and title of the person(s) signing the document.))~~

AMENDATORY SECTION (Amending WSR 95-16-131, filed 8/2/95, effective 9/2/95)

WAC 434-135-190 ((Filing)) Fees. For Washington registered domestic and foreign limited liability partnerships, fees are ~~((as follows:~~

~~(1) Application for registration, both domestic and foreign, one hundred seventy-five dollars;~~
~~(2) Amended notice, both domestic and foreign, thirty dollars;~~
~~(3) Annual notice with required information, fifty dollars;~~
~~(4) Annual notice with required information filed after due date and before administrative dissolution, penalty fee of twenty-five dollars, plus the notice fee of fifty dollars;~~
~~(5) Resignation of registered agent, twenty dollars;~~
~~(6) Registered agent's consent to appointment to act as agent or agent's resignation if appointed without consent, no fee;~~
~~(7) Voluntary withdrawal, administrative dissolution or dissolution by judicial decree, no fee;~~
~~(8) Service of process, per defendant, fifty dollars;~~
~~(9) Reservation of name, thirty dollars; and~~
~~(10) Any other statement or form, ten dollars)) located in WAC 434-112-080, 434-112-085, and 434-112-090.~~

REPEALER

The following sections of the Washington Administrative Code are repealed:

WAC 434-135-040	Telephone services.
WAC 434-135-050	Filing requirements.
WAC 434-135-060	Execution of document.
WAC 434-135-080	Filed date.
WAC 434-135-120	Limited liability partnership name.