



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

- Preproposal Statement of Inquiry was filed as WSR 10-21-056; or
- Expedited Rule Making--Proposed notice was filed as WSR _____; or
- Proposal is exempt under RCW 34.05.310(4).

- Original Notice
- Supplemental Notice to WSR _____
- Continuance of WSR _____

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

Limited Liability Partnerships – Clarifies filing procedures for forming and maintaining limited liability partnerships with the Secretary of State’s office.

Hearing location(s):

Dolliver Building
801 Capitol Way S
2nd Floor Conference Room
Olympia, WA 98504

Date: Jan. 25, 2011 Time: 9:00 AM

Submit written comments to:

Name: Pamela Floyd
Address: PO Box 40234
Olympia, WA 98504-0234

e-mail Pam.Floyd@sos.wa.gov
fax (360)586-4989 by (date) Jan. 25, 2011

Assistance for persons with disabilities: Contact

Sharon Baker by close of business Jan. 24, 2011

(360) 725-0312 or Fax (360) 586-4989

Date of intended adoption: Jan. 26, 2011

(Note: This is NOT the effective date)

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

Current rules are out of date and incorrect because laws have changed over the past few years. These rule changes implement new law, passed in 2009 (SHB 1067) and 2010 (2SHB 2576).

Reasons supporting proposal:

Statutory authority for adoption: RCW 25.05.093

Statute being implemented: RCW 25.05.500 - 536

Is rule necessary because of a:

- Federal Law? Yes No
 - Federal Court Decision? Yes No
 - State Court Decision? Yes No
- If yes, CITATION:

CODE REVISER USE ONLY

OFFICE OF THE CODE REVISER
STATE OF WASHINGTON
FILED

DATE: December 03, 2010

TIME: 11:32 AM

WSR 11-01-026

DATE
December 3, 2010

NAME (type or print)
Steve Excell

SIGNATURE

TITLE
Assistant Secretary of State

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

Name of proponent: (person or organization)

Office of the Secretary of State - Division of Corporations

- 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.... Pamela Floyd	801 Capitol Way S, Olympia, WA 98504	(360) 725-0310
Enforcement..... Kyle Crews	1125 Washington St SE, Olympia, WA 98504	(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.

No additional costs are imposed on businesses

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).

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.