



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

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|--|---|
| <input checked="" type="checkbox"/> Preproposal Statement of Inquiry was filed as WSR 11-03-061 ; 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) Washington registered profit corporations, limited liability companies, and limited partnerships that have lapsed registrations and must reinstate with the Secretary of State's office.

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

Date: 4/26/2011 Time: 10:00 AM

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) 4/26/2011

Assistance for persons with disabilities: Contact
Sharon Baker by 4/25/2011
 TTY (800) 422-8683 or (360) 725-0312

Date of intended adoption: 5/24/2011
 (Note: This is NOT the effective date)

Purpose of the proposal and its anticipated effects, including any changes in existing rules: To drop 25% reinstatement penalty from current rule, and charge a flat reinstatement fee of \$140 (WAC 434-112-085 and 434-130-090) to reduce customer confusion and employee time spent on calculations. Proposed effective date: 7/1/2011

Reasons supporting proposal: Agency study determined that a flat reinstatement fee has a negligible reduction (less than \$10k per year) to GF-S revenue, yet provides a clearer, more concise method of payment for customers.

Statutory authority for adoption: 23B.01.220, 25.15.805, 25.10.916

Statute being implemented:

- 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:

DATE
3/8/2011

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: March 08, 2011
TIME: 2:35 PM

WSR 11-07-016

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

This rule change is estimated to have a negligible impact on GF-S, and will create efficiencies in the division by simplifying the reinstatement fee calculation. It is also anticipated to reduce customer confusion and rejections of customer's reinstatement applications that have been submitted for an incorrect fee.

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

- Private
 Public
 Governmental

Name of agency personnel responsible for:

Name	Office Location	Phone
Drafting..... Pam Floyd	801 Capitol Way S Olympia, WA 98504	(360) 725-0310
Implementation....Kathy Kimbel	801 Capitol Way S Olympia, WA 98504	(360) 725-0330
Enforcement.....Kathy Kimbel	801 Capitol Way S Olympia, WA 98504	(360) 725-0330

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 impact to small businesses who have lapsed registrations will only be \$2.50 in additional fees (for single year reinstatements) OR \$10 less (for multi-year reinstatements). Since this fee change impacts an estimated 2% of the total profit, LLC and LP entities on file with the Secretary of State's office, and an even small percentage of small businesses, the impact is considered minimal.

Is a cost-benefit analysis required under RCW 34.05.328?

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

Name: Pam Floyd

Address:

Office of the Secretary of State
Corporations and Charities Division
PO Box 40234
Olympia, WA 98504-0234

phone (360) 725-0310 _____

fax (360) 586-4989 _____

e-mail Pam.floyd@sos.wa.gov

No: Please explain:

AMENDATORY SECTION WAC 434-112-085 Fees and penalties. (1) For Washington registered profit domestic and foreign corporations, including employee cooperative associations, limited liability companies, limited partnerships, Massachusetts trusts, and limited liability partnerships, fees and penalties are:

- | | |
|---|---|
| (a) Articles of incorporation | one hundred eighty dollars (includes heritage center fee of five dollars under RCW 43.07.128) |
| (b) Certificates of formation | one hundred eighty dollars (includes heritage center fee of five dollars under RCW 43.07.128) |
| (c) Applications for registration | one hundred eighty dollars (includes heritage center fee of five dollars under RCW 43.07.128) |
| (d) Certificates of authority | one hundred eighty dollars (includes heritage center fee of five dollars under RCW 43.07.128) |
| (e) Certificate of limited partnership | one hundred eighty dollars (includes heritage center fee of five dollars under RCW 43.07.128) |
| (f) Other original filings | one hundred eighty dollars (includes heritage center fee of five dollars under RCW 43.07.128) |
| (g) Articles of amendment | thirty dollars |
| (h) Articles of restatement | thirty dollars |
| (i) Articles of correction | thirty dollars |
| (j) Revocation of dissolution or withdrawal | thirty dollars |

(k) Delinquent license renewal	ninety-four dollars, including twenty-five dollars penalty, sixty dollars statutory fee, and nine dollars department of licensing handling fee, when applicable
(l) Limited partnership annual report	sixty dollars
(m) Limited liability partnership annual report	sixty dollars
(n) Limited liability limited partnership annual report	sixty dollars
(o) Cooperative association annual report	ten dollars
(p) Reinstatement from administrative dissolution	one hundred <u>forty</u> dollars plus all delinquent license or annual fees and a twenty-five percent penalty computed on the total amount
(q) Requalification from administrative revocation	one hundred eighty dollars plus all delinquent fees
(r) Articles of merger or exchange	twenty dollars for each listed company
(s) Resignation of registered agent	twenty dollars
(t) Resignation of officer or director	ten dollars
(u) Initial report filed with formation	no fee
(v) Amended annual report or initial report filed after formation	ten dollars
(w) Change of registered agent	no fee
(x) Change of registered office address	no fee
(y) Registration, reservation, or transfer of name	thirty dollars
(z) Articles of dissolution or certificate of dissolution	no fee
(aa) Certificate of withdrawal	no fee
(bb) Certificate of cancellation	no fee
(cc) Agent's consent to act as agent	no fee
(dd) Agent's resignation if appointed without consent	no fee
(ee) Other statement or report	ten dollars

(2) For Washington registered domestic and foreign nonprofit corporations, cooperative associations, nonprofit miscellaneous and mutual corporations, building corporations, and other associations and corporations under Title 24 RCW, fees and penalties are:

(a) Articles of incorporation	thirty dollars
(b) Certificates of authority	thirty dollars
(c) Other original filings	thirty dollars
(d) Articles of amendment	twenty dollars
(e) Restatement	twenty dollars
(f) Annual report	ten dollars
(g) Articles of dissolution, certificate of withdrawal	no fee
(h) Reinstatement from administrative dissolution	thirty dollars plus all delinquent annual fees and five dollar penalty
(i) Articles of merger or exchange	twenty dollars for each listed corporation
(j) Resignation of officer or director	ten dollars
(k) Amended annual report	ten dollars
(l) Change of registered agent	no fee
(m) Change of registered office address	no fee
(n) Resignation of registered agent	twenty dollars
(o) Registration, reservation, or transfer of reservation of name	twenty dollars
(p) Certificate of election adopting provisions of chapter 24.03 RCW	thirty dollars
(q) Other statement or report filed	ten dollars

(3) For registering trademarks for use within the state, the fees are as follows:

(a) Five year registration	fifty-five dollars (includes five dollars heritage center fee) for each class registered
(b) Five year renewal	fifty dollars for each class registered

(c) Recording assignment	ten dollars (includes registration)
(d) New certificate with name of assignee	five dollars
(e) Reservation of trademark	thirty dollars for each class reserved, for one hundred eighty days
(f) Amendment of trademark	fifty dollars for each class
(g) Cancellation of trademark	no fee
(h) Other statement or report filed	ten dollars

(4) For filings related to state registered domestic partnership, the fees are:

(a) Registration	fifty dollars
(b) Name change	no fee
(c) Address change	no fee
(d) Notice of termination by reason of death	no fee

(5) Fees paid under WAC 434-112-085 are not refundable. Under special circumstances, the filing party may petition the secretary in writing to request a waiver of emergency or penalty fees.

AMENDATORY SECTION 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 eighty;

(2) Annual report license renewal, 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, penalty fee of twenty-five dollars, plus the renewal fee of sixty dollars plus the department of licensing's handling fee of nine dollars;

(5) Reinstatement, one hundred forty 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) Statement of change of registered agent, registered office address, or designation of new registered agent, 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,

or dissolution by judicial decree, no fee;

(12) Revocation of certificate of dissolution, thirty dollars plus any possible missed license fees;

(13) Agent's resignation if appointed without consent, no fee; and

(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.