

COMPARISON OF REVISED HUB (Z-0721.1) WITH 23B CORPORATIONS, LLCs, AND NONPROFIT CORPORATIONS

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
PART I: GENERAL PROVISIONS				
§ 1101-- Short Title				
This chapter may be known and cited as the uniform business organizations code—general provisions.				
§ 1102--Definitions	23B.01.400--Definitions	New LLC rewrite--Definitions	24.03.005--Definitions	
(1) "Annual report" means the report required by section 1213 of this act.				
(2) "Business corporation" means a domestic business corporation incorporated under or subject to title 23B RCW or a foreign business corporation.	(5) "Corporation" or "domestic corporation" means a corporation for profit, including a social purpose corporation, which is not a foreign corporation, incorporated under or subject to the provisions of this title.		(1) "Corporation" or "domestic corporation" means a corporation not for profit subject to the provisions of this chapter, except a foreign corporation.	
(3) "Commercial registered agent" means a person listed under section 1405 of this act.				
(4) "Domestic," with respect to an entity, means governed as to its internal affairs by the law of this state.				
(5) "Electronic transmission" means an electronic communication: (a) not directly involving the physical transfer of a record in a tangible medium; and (b) that may be retained, retrieved, and reviewed by the sender and recipient.	(9) "Electronic transmission" means an electronic communication (a) not directly involving the physical transfer of a record in a tangible medium and (b) that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by such a sender and recipient.		(12) "Electronic transmission" means an electronic communication (a) not directly involving the physical transfer of a record in a tangible medium and (b) that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by a sender and recipient.	
(6) "Entity" means: (a) A business corporation; (b) A nonprofit corporation; (c) A limited liability partnership; (d) A limited partnership (e) A limited liability company; (f) A general cooperative association;	(12) "Entity" includes a corporation and foreign corporation, not-for-profit corporation, business trust, estate, trust, partnership, limited liability company, association, joint venture, two or more persons having a joint or common economic interest, the state, United States, and a foreign governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.			
(7) "Entity filing" means a record delivered to the secretary of state for filing pursuant to this chapter.				

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(8) "Execute", "executes", or "executed" means: (a) signed with respect to a written record; (b) electronically transmitted along with sufficient information to determine the sender's identity with respect to an electronic transmission; or (c) with respect to a record to be filed with the secretary of state, in compliance with the standards for filing with the office of the secretary of state as prescribed by the secretary of state.	(13) "Execute," "executes," or "executed" means (a) signed with respect to a written record or (b) electronically transmitted along with sufficient information to determine the sender's identity with respect to an electronic transmission, or (c) with respect to a record to be filed with the secretary of state, in compliance with the standards for filing with the office of the secretary of state as prescribed by the secretary of state.		(14) "Execute," "executes," or "executed" means (a) signed, with respect to a written record or (b) electronically transmitted along with sufficient information to determine the sender's identity, with respect to an electronic transmission, or (c) filed in compliance with the standards for filing with the office of the secretary of state as prescribed by the secretary of state, with respect to a record to be filed with the secretary of state.	
(9) "Filed record" means a record filed by the secretary of state pursuant to this chapter.				
(10) "Foreign," with respect to an entity, means governed as to its internal affairs by the law of a jurisdiction other than this state.	(14) "Foreign corporation" means a corporation for profit incorporated under a law other than the law of this state. (15) "Foreign limited partnership" means a partnership formed under laws other than of this state and having as partners one or more general partners and one or more limited partners.	(3) "Foreign limited liability company" means an entity that is formed under: (a) The limited liability company laws of any state other than this state; or (b) The laws of any foreign country that is: (i) An unincorporated association, (ii) formed under a statute pursuant to which an association may be formed that affords to each of its members limited liability with respect to the liabilities of the entity, and (iii) not required, in order to transact business or conduct affairs in this state, to be registered or qualified under Title 23B or 24 RCW, or any other chapter of the RCW authorizing the formation of a domestic entity and the registration or qualification in this state of similar entities formed under the laws of a jurisdiction other than this state.	(2) "Foreign corporation" means a corporation not for profit organized under laws other than the laws of this state.	
(11) "General cooperative association" means a domestic general cooperative association formed under or subject to chapter 23.86 RCW.				

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<p>(12) "Governor" means:</p> <ul style="list-style-type: none"> (a) A director of a business corporation; (b) A director of a nonprofit corporation; (c) A partner of a limited liability partnership; (d) A general partner of a limited partnership; (e) A manager of a manager-managed limited liability company; (f) A member of a member-managed limited liability company; (g) A director of a general cooperative association; or (h) Any other person under whose authority the powers of an entity are exercised and under whose direction the activities and affairs of the entity are managed pursuant to the organic law and organic rules of the entity. 	<p>See 23B.08.010--Requirement for and duties of board of directors.</p>	<p>(7) "Manager" or "managers" means, with respect to a limited liability company that has set forth in its certificate of formation that it is to be managed by managers, the person, or persons designated in accordance with RCW 25.15.150(2).</p> <p>(8) "Member" means a person who has been admitted to a limited liability company as a member as provided in RCW 25.15.115 and who has not been dissociated from the limited liability company.</p> <p>See 25.15.150 (Management vested in members unless certificate of formation vests management in a manager or managers.)</p>	<p>(7) "Board of directors" means the group of persons vested with the management of the affairs of the corporation irrespective of the name by which such group is designated in the articles or bylaws.</p>	
<p>(13) "Interest" means:</p> <ul style="list-style-type: none"> (a) A share in a business corporation; (b) A membership in a nonprofit corporation; (c) A partnership interest in a general partnership; (d) A partnership interest in a limited partnership; (e) A membership interest in a limited liability company; (f) A share in a general cooperative association; (g) A member's interest in a limited cooperative association; (h) A membership in an unincorporated nonprofit association; (i) A beneficial interest in a statutory trust, business trust, or common-law business trust; or (j) A governance interest or distributional interest in any other type of unincorporated entity. 	<p>(30) "Shares" means the units into which the proprietary interests in a corporation are divided.</p>	<p>(6) "Limited liability company interest" means a member's share of the profits and losses of a limited liability company and a member's right to receive distributions of the limited liability company's assets.</p> <p>25.15.425 (4) "Interest" means interest from the effective date of the merger until the date of payment, at the average rate currently paid by the limited liability company on its principal bank loans or, if none, at a rate that is fair and equitable under all the circumstances. [Not amended or deleted.]</p>	<p>(6) "Member" means an individual or entity having membership rights in a corporation in accordance with the provisions of its articles or [of] incorporation or bylaws.</p>	

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<p>(14) "Interest holder" means:</p> <ul style="list-style-type: none"> (a) A shareholder of a business corporation; (b) A member of a nonprofit corporation; (c) A general partner of a general partnership; (d) A general partner of a limited partnership; (e) A limited partner of a limited partnership; (f) A member of a limited liability company; (g) A shareholder of a general cooperative association; (h) A member of a limited cooperative association; (i) A member of an unincorporated nonprofit association; (j) A beneficiary or beneficial owner of a statutory trust, business trust, or common-law business trust; or (k) Any other direct holder of an interest. 	<p>(31) "Shareholder" means the person in whose name shares are registered in the records of a corporation or the beneficial owner of shares to the extent of the rights granted by a nominee certificate on file with a corporation.</p>	<p>(8) "Member" means a person who has been admitted to a limited liability company as a member as provided in RCW 25.15.115 and who has not been dissociated from the limited liability company.</p>	<p>(6) "Member" means an individual or entity having membership rights in a corporation in accordance with the provisions of its articles or [of] incorporation or bylaws.</p>	
<p>(15) "Jurisdiction" when used to refer to a political entity, means the United States, a state, a foreign country, or a political subdivision of a foreign country.</p>				
<p>(16) "Jurisdiction of formation" means the jurisdiction whose law includes the organic law of an entity</p>				
<p>(17) "Limited liability company" means a domestic limited liability company formed under or subject to chapter 25.15 RCW or a foreign limited liability company.</p>		<p>(4) "Limited liability company" and "domestic limited liability company" means a limited liability company having one or more members that is organized and existing under this chapter.</p> <p>(10) "Professional limited liability company" means a limited liability company which is organized for the purpose of rendering professional service and whose certificate of formation sets forth that it is a professional limited liability company subject to RCW 25.15.045.</p>		

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(18) "Limited liability limited partnership" means a domestic limited liability limited partnership formed under or subject to chapter 25.10 RCW or a foreign limited liability limited partnership.				
(19) "Limited liability partnership" means a domestic limited liability partnership registered under or subject to chapter 25.05 RCW or a foreign limited liability partnership.				
(20) "Limited partnership" means a domestic limited partnership formed under or subject to chapter 25.10 RCW or a foreign limited partnership. "Limited partnership" includes a limited liability limited partnership.	(20) "Limited partnership" or "domestic limited partnership" means a partnership formed by two or more persons under the laws of this state and having one or more general partners and one or more limited partners.			
(21) "Noncommercial registered agent" means a person that is not a commercial registered agent and is: (a) An individual or domestic or foreign entity that serves in this state as the registered agent of an entity; (b) An individual who holds the office or other position in an entity which is designated as the registered agent pursuant to section 1404(1)(b)(ii) of this act; or (c) A government, governmental subdivision, agency, or instrumentality, or a separate legal entity comprised of two or more of these entities, that serves as the registered agent of an entity.	23B.05.010--Registered office and registered agent. (1) (b) A registered agent that may be: (i) An individual residing in this state whose business office is identical with the registered office; (ii) A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; (iii) A foreign corporation or not-for-profit foreign corporation authorized to conduct affairs in this state whose business office is identical with the registered office; (iv) A domestic limited liability company whose business office is identical with the registered office; or (v) A foreign limited liability company authorized to conduct affairs in this state whose business office is identical with the registered office.	25.15.020--Registered office — Registered agent. (1)(b) A registered agent . . . may be either an individual resident of this state whose business office is identical with the limited liability company's registered office, or a domestic corporation, limited partnership, or limited liability company, or a government, governmental subdivision, agency, or instrumentality, or a separate legal entity comprised of two or more of these entities, or a foreign corporation, limited partnership, or limited liability company authorized to do business in this state having a business office identical with such registered office; and	24.06.050--Registered office and registered agent. (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 existing under any act of this state, or a governmental body or agency, or a foreign corporation authorized to transact business or conduct affairs in this state under any act of this state having an office identical with such registered office	<i>HUB revised to include (c); language from 25.15.020.</i>
(22) "Nonprofit corporation" means a domestic nonprofit corporation incorporated under or subject to chapter 24.03 or 24.06 RCW or a foreign nonprofit corporation.			(1) "Corporation" or "domestic corporation" means a corporation not for profit subject to the provisions of this chapter, except a foreign corporation. (3) "Not for profit corporation" or "nonprofit corporation" means a corporation no part of the income of which is distributable to its members, directors or officers.	
(23) "Nonregistered foreign entity" means a foreign entity that is not registered to do business in this state pursuant to a statement of registration filed by the secretary of state.				

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(24) "Organic law" means the law of an entity's jurisdiction of formation governing the internal affairs of the entity.				
(25) "Organic rules" means the public organic record and private organic rules of an entity.				
(26) "Person" means an individual, business corporation, nonprofit corporation, partnership, limited partnership, limited liability company, general cooperative association, limited cooperative association, unincorporated nonprofit association, statutory trust, business trust, common-law business trust, estate, trust, association, joint venture, public corporation, government or governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.	(23) "Person" means an individual, corporation, business trust, estate, trust, partnership, limited liability company, association, joint venture, government, governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.	(9) "Person" means an individual, corporation, business trust, estate, trust, partnership, limited liability company, association, joint venture, government, governmental subdivision, agency, or instrumentality, or a separate legal entity comprised of two or more of these entities, or any other legal or commercial entity.		
(27) "Principal office" means the principal executive office of an entity, whether or not the office is located in this state.	(24) "Principal office" means the office, in or out of this state, so designated in the annual report where the principal executive offices of a domestic or foreign corporation are located.			
(28) "Private organic rules" means the rules, whether or not in a record, that govern the internal affairs of an entity, are binding on all its interest holders, and are not part of its public organic record, if any. "Private organic rules" includes: (a) The bylaws of a business corporation and any agreement among shareholders pursuant to RCW 23B.07.320; (b) The bylaws of a nonprofit corporation; (c) The partnership agreement of a limited liability partnership; (d) The partnership agreement of a limited partnership; (e) The limited liability company agreement; and (f) The bylaws of a general cooperative association.	See 23B.02.060 (Bylaws)	(5) "Limited liability company agreement" means any written agreement of the members, or any written statement of the sole member, as to the affairs of a limited liability company and the conduct of its business which is binding upon the member or members.	(5) "Bylaws" means the code or codes of rules adopted for the regulation or management of the affairs of the corporation irrespective of the name or names by which such rules are designated.	
(29) "Proceeding" means civil suit and criminal, administrative, and investigatory action.	(25) "Proceeding" includes civil suit and criminal, administrative, and investigatory action.			
(30) "Property" means all property, whether real, personal, or mixed or tangible or intangible, or any right or interest therein.				

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<p>(31) "Public organic record" means the record the filing of which by the secretary of state is required to form an entity and any amendment to or restatement of that record. The term includes:</p> <ul style="list-style-type: none"> (a) The articles of incorporation of a business corporation; (b) The articles of incorporation of a nonprofit corporation; (c) The certificate of limited partnership of a limited partnership; (d) The certificate of formation of a limited liability company; (e) The articles of incorporation of a general cooperative association; (f) The document under the laws of another jurisdiction that is equivalent to a document listed in this subsection. 	<p>(1) "Articles of incorporation" include amended and restated articles of incorporation and articles of merger.</p>	<p>(1) "Certificate of formation" means the certificate referred to in RCW 25.15.070, and the certificate as amended.</p>	<p>(4) "Articles of incorporation" and "articles" mean the original articles of incorporation and all amendments thereto, and includes articles of merger and restated articles.</p>	
<p>(32) "Receipt," as used in this chapter, means actual receipt. "Receive" has a corresponding meaning.</p>				
<p>(33) "Record," means information inscribed on a tangible medium or contained in an electronic transmission.</p>	<p>(27) "Record" means information inscribed on a tangible medium or contained in an electronic transmission.</p>	<p>(12) "Record" means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.</p>	<p>(18) "Record" means information inscribed on a tangible medium or contained in an electronic transmission.</p>	
<p>(34) "Registered agent" means an agent of an entity which is authorized to receive service of any process, notice, or demand required or permitted by law to be served on the entity. The term includes a commercial registered agent and a noncommercial registered agent.</p>	<p><i>See language under "noncommercial registered agent" definition above.</i></p>	<p><i>See language under "noncommercial registered agent" definition above.</i></p>	<p><i>See language under "noncommercial registered agent" definition above.</i></p>	
<p>(35) "Registered foreign entity" means a foreign entity that is registered to do business in this state pursuant to a certificate of registration filed by the secretary of state.</p>				
<p>(36) "State" means a state of the United States, the District of Columbia, Puerto Rico, the United States Virgin Islands, or any territory or insular possession subject to the jurisdiction of the United States.</p>	<p>(35) "State," when referring to a part of the United States, includes a state and commonwealth, and their agencies and governmental subdivisions, and a territory and insular possession, and their agencies and governmental subdivisions, of the United States.</p> <p>(38) "United States" includes a district, authority, bureau, commission, department, and any other agency of the United States.</p>	<p>(13) "State" means the District of Columbia or the Commonwealth of Puerto Rico or any state, territory, possession, or other jurisdiction of the United States other than the state of Washington.</p>		

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
(37) "Transfer" includes: (a) An assignment; (b) A conveyance; (c) A sale; (d) A lease; (e) An encumbrance, including a mortgage or security interest; (f) A change of record owner of interest; (g) A gift; and (h) A transfer by operation of law.				
(38) "Type of entity" means a generic form of entity: (a) Recognized at common law; or (b) Formed under an organic law, whether or not some entities formed under that law are subject to provisions of that law that create different categories of the form of entity.				
(39) "Writing" does not include an electronic transmission.	(40) "Writing" does not include an electronic transmission.		(20) "Writing" does not include an electronic transmission.	
(40) "Written" means embodied in a tangible medium.	(41) "Written" means embodied in a tangible medium.		(21) "Written" means embodied in a tangible medium.	
§1103--Delivery of record				

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(1) Except as otherwise provided in this chapter, permissible means of delivery of a record include delivery by hand, United States mail, private courier service, and electronic transmission.</p> <p>(2) Records may be delivered to the secretary of state by electronic transmission as authorized by the secretary of state pursuant to section 1104 (2) of this act. The secretary of state may deliver a record to an entity by electronic transmission if the entity has designated an address, location, or system to which the record may be electronically transmitted.</p>	<p>23B.01.400--Definitions.</p> <p>(6) "Deliver" includes (a) mailing, (b) for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its officers, directors, or shareholders, transmission by facsimile equipment, and (c) for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its officers, directors, or shareholders under RCW 23B.01.410 or chapter 23B.07, 23B.08, 23B.11, 23B.13, 23B.14, or 23B.16 RCW delivery by electronic transmission.</p> <p>23B.01.250--Filing duty of secretary of state.</p> <p>(2)(b) After filing a record, the secretary of state shall deliver a record of the filing to the domestic or foreign corporation or its representative either: (i) In a written copy of the filing; or (ii) if the corporation has designated an address, location, or system to which the record may be electronically transmitted and the secretary of state elects to provide the record by electronic transmission, in an electronically transmitted record of the filing.</p>		<p>24.03.005--Definitions.</p> <p>(9) "Deliver" means: (a) Mailing; (b) transmission by facsimile equipment, for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its officers, directors, or members; (c) electronic transmission, in accordance with the officer's, director's, or member's consent, for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its officers, directors, or members under RCW 24.03.009; and (d) as prescribed by the secretary of state for purposes of submitting a record for filing with the secretary of state.</p>	

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<p>§1104--Rules and procedures</p>				
<p>(1) The secretary of state has the power reasonably necessary to perform the duties required by this chapter, including adoption, amendment, or repeal of rules under chapter 34.05 RCW for the efficient administration of this chapter.</p> <p>(2) The secretary of state may adopt rules to facilitate electronic filing. The rules will detail the circumstances under which the electronic filing of documents will be permitted, how the documents will be filed, and how the secretary of state will return filed documents. The rules may also impose additional requirements related to implementation of electronic filing processes, including but not limited to file formats, signature technologies, delivery, and the types of entities, records, or documents permitted.</p>	<p>23B.01.200--Filing requirements.</p> <p>(2) The secretary of state may permit records to be filed through electronic transmission. The secretary of state may adopt rules varying from these requirements to facilitate electronic filing. These rules shall detail the circumstances under which the electronic filing of records shall be permitted and how such records shall be filed. These rules may also impose additional requirements related to implementation of electronic filing processes including but not limited to: File formats; signature technologies; the manner of delivery; and the types of entities or records permitted.</p> <p>23B.01.300--Powers.</p> <p>The secretary of state has the power reasonably necessary to perform the duties required of the secretary of state by this title, including adoption, amendment, or repeal of rules for the efficient administration of this title.</p> <p>23B.16.220--Initial and annual reports for secretary of state.</p> <p>(4)(a) The secretary of state may allow a corporation to file an annual report through electronic means. If allowed, the secretary of state shall adopt rules detailing the circumstances under which the electronic filing of such reports shall be permitted and how such reports may be filed.</p> <p><i>See also 23B.01.570 (Penalties established by SOS by rule for failure to file initial or annual report or pay license fees.)</i></p>	<p>25.15.007--Standards for electronic filing -- Rules.</p> <p>The secretary of state may adopt rules to facilitate electronic filing. The rules will detail the circumstances under which the electronic filing of documents will be permitted, how the documents will be filed, and how the secretary of state will return filed documents. The rules may also impose additional requirements related to implementation of electronic filing processes, including but not limited to file formats, signature technologies, delivery, and the types of entities, records, or documents permitted.</p> <p>25.15.810--Authority to adopt rules.</p> <p>The secretary of state shall adopt such rules as are necessary to implement the transfer of duties and records required by this chapter.</p> <p>25.15.105--Initial and annual reports.</p> <p>(4)(a) The secretary of state may allow a company to file an initial or annual report through electronic means. If allowed, the secretary of state must adopt rules detailing the circumstances under which the electronic filing of the reports is permitted and how the reports may be filed.</p>	<p>24.03.007--Standards for electronic filing -- Rules.</p> <p>The secretary of state may adopt rules to facilitate electronic filing. The rules will detail the circumstances under which the electronic filing of records will be permitted, how the records will be filed, and how the secretary of state will return filed records. The rules may also impose additional requirements related to implementation of electronic filing processes, including but not limited to file formats, signature technologies, delivery, and the types of entities or records permitted.</p> <p>24.03.440--Power and authority of secretary of state.</p> <p>The secretary of state shall have the power and authority reasonably necessary for the efficient and effective administration of this chapter, including the adoption of rules under chapter 34.05 RCW.</p> <p>24.03.400--Filing of annual or biennial report of domestic and foreign corporations -- Notice-- Reporting dates.</p> <p>. . . The secretary of state may adopt rules to establish biennial reporting dates and to stagger reporting dates.</p>	<p><i>See 43.07.170 (SOS may adopt rules allowing electronic or online filing)</i></p>
<p>PART II: FILING REQUIREMENTS</p>				

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
§1201--Entity Filing Requirements	23B.01.200 Filing requirements.			
(1) To be filed by the secretary of state pursuant to this chapter, an entity filing must be received by the secretary of state, comply with this chapter, and satisfy the following:	(1) A record must satisfy the requirements of this section, and of any other section that adds to or varies from these requirements, to be entitled to filing by the secretary of state. (4) The record must contain the information required by this title. It may contain other information as well.			
(a) The entity filing must be required or permitted by Title 23, 23B, 24, or 25 RCW.	(3) This title must require or permit filing the record in the office of the secretary of state.			
(b) The entity filing must be delivered in written form unless and to the extent the secretary of state permits electronic delivery of entity filings pursuant to section 1104 (2) of this act.	(5) The record must: (a) Be typewritten or printed, and must meet such legibility or other standards as may be prescribed by the secretary of state; or (b) meet the standards for electronic filing as may be prescribed by the secretary of state.	25.15.085--Execution. (1) Each document required by this chapter to be filed in the office of the secretary of state shall . . . (3) . . . The document must be typewritten or printed, and must meet such legibility or other standards as may be prescribed by the secretary of state.		See 43.07.170 (SOS may adopt rules allowing electronic or online filing and establishing legibility and other filing standards)
(c) The words in the entity filing must be in English, and numbers must be in Arabic or Roman numerals, but the name of the entity need not be in English if written in English letters or Arabic or Roman numerals.	(6) The record must be in the English language. A corporate name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.			
(d) The entity filing must be executed by or on behalf of a person authorized or required under this chapter or the entity's organic law to execute the filing.	(7) Unless otherwise indicated in this title, all records submitted for filing must be executed: (a) By the chairperson of the board of directors of a domestic or foreign corporation, by its president, or by another of its officers; (b) If directors have not been selected or the corporation has not been formed, by an incorporator; or (c) If the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.	25.15.085--Execution. (1) Each document required by this chapter to be filed in the office of the secretary of state shall be executed in the following manner, or in compliance with the rules established to facilitate electronic filing under RCW 25.15.007, except as set forth in RCW 25.15.105(4)(b): . . . [subsections (a) through (h) list who must sign each type of filing.]		
(e) The entity filing must state the name and capacity, if any, of each individual who executed it, on behalf of either the individual or the person authorized or required to execute the filing, but need not contain a seal, attestation, acknowledgment, or verification.	(8) The person executing the record shall sign it and state beneath or opposite the signature the name of the person and the capacity in which the person signs. The record may but need not contain: (a) The corporate seal; (b) an attestation by the secretary or an assistant secretary; or (c) an acknowledgment, verification, or proof.	25.15.085--Execution. (3) The person executing the document shall sign it and state beneath or opposite the signature the name of the person and capacity in which the person signs.		

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(2) When an entity filing is delivered to the secretary of state for filing, any fee required under this chapter and any fee, interest, or penalty required to be paid under this chapter or law other than this chapter must be paid in a manner permitted by the secretary of state or by that law.</p>	<p>(10) The record must be received by the office of the secretary of state for filing and, except in the case of an electronic filing, must be accompanied by . . . the correct filing fee or charge, including license fee, penalty and service fee, . . .</p>			
<p>(3) The secretary of state may require that an entity filing delivered in written form be accompanied by an identical or conformed copy.</p>	<p>(10) The record must be received by the office of the secretary of state for filing and, except in the case of an electronic filing, must be accompanied by one exact or conformed copy, . . . and any attachments which are required for the filing.</p>	<p>25.15.095--Filing. (1) The original signed copy, together with a duplicate copy that may be either a signed, photocopied, or conformed copy, of the certificate of formation or any other document required to be filed pursuant to this chapter, except as set forth under RCW 25.15.105 or unless a duplicate is not required under rules adopted under RCW 25.15.007, shall be delivered to the secretary of state. . . .</p>	<p>24.03.008--Records submitted for filing -- Exact or conformed copies. A record submitted to the secretary of state for filing under this chapter must be accompanied by an exact or conformed copy of the record, unless the secretary of state provides by rule that an exact or conformed copy is not required.</p>	
<p>(4) A record filed under this chapter may be executed by an individual acting in a valid representative capacity.</p>		<p>25.15.085--Execution. (2) Any person may sign a certificate, articles of merger, limited liability company agreement, or other document by an attorney-in-fact or other person acting in a valid representative capacity, so long as each document signed in such manner identifies the capacity in which the signator signed.</p>		
§1202--Forms				
<p>(1) The secretary of state may provide forms for entity filings required or permitted to be made by Title 23, 23B, 24, or 25 RCW, but, except as otherwise provided in subsection (2) of this section, their use is not required. (2) The secretary of state may require that a cover sheet for an entity filing and an annual report be on forms prescribed by the secretary of state.</p>	<p>RCW 23B.01.200 Filing requirements. (9) If the secretary of state has prescribed a mandatory form for the record under RCW 23B.01.210, the record must be in or on the prescribed form. 23B.01.210--Forms. The secretary of state may prescribe and furnish on request, forms for: (1) An application for a certificate of existence; (2) a foreign corporation's application for a certificate of authority to transact business in this state; (3) a foreign corporation's application for a certificate of withdrawal; (4) an initial report; (5) an annual report; and (6) such other forms not in conflict with this title as may be prescribed by the secretary of state. If the secretary of state so requires, use of these forms is mandatory.</p>		<p>24.03.370--Withdrawal of foreign corp. The application for withdrawal shall be made on forms prescribed and furnished by the secretary of state and shall be executed by the corporation by an officer of the corporation, or, if the corporation is in the hands of a receiver or trustee, shall be executed on behalf of the corporation by such receiver or trustee.</p>	<p>See 43.07.190 (SOS may require cover sheets with filings)</p>

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>§1203--Effective date and time</p>	<p>23B.01.230--Effective time and date of record.</p>	<p>25.15.070--Certificate of formation.</p>	<p>24.03.005--Definitions.</p>	
<p>Except as otherwise provided in this chapter and subject to section 1205(4) of this act, an entity filing is effective:</p> <p>(1) On the date of filing and at the time specified in the entity filing as its effective time;</p> <p>(2) Unless prohibited by the entity's organic law, at a specified delayed effective date and time, which may not be more than ninety days after the date of filing;</p> <p>(3) If a delayed effective date is specified, but no time is specified, at 12:01 a.m. on the date specified; or</p> <p>(4) If subsection (1), (2), or (3) of this section does not apply, on the date and at the time of its filing by the secretary of state as provided in section 1206 of this act.</p>	<p>(1) Except as provided in subsection (2) of this section and RCW 23B.01.240(3), a record accepted for filing is effective on the date it is filed by the secretary of state and at the time on that date specified in the record. If no time is specified in the record, the record is effective at the close of business on the date it is filed by the secretary of state.</p> <p>(2) If a record specifies a delayed effective time and date, the record becomes effective at the time and date specified. If a record specifies a delayed effective date but no time is specified, the record is effective at the close of business on that date. A delayed effective date for a record may not be later than the ninetieth day after the date it is filed.</p> <p>(3) When a record is received for filing by the secretary of state in a form which complies with the requirements of this title and which would entitle the record to be filed on receipt, but the secretary of state's approval action occurs subsequent to the date of receipt, the secretary of state's filing date shall relate back to and be shown as the date on which the secretary of state first received the record in acceptable form.</p>	<p>25.15.070--Certificate of formation.</p> <p>(2) Effect of filing:</p> <p>(a) Unless a delayed effective date is specified, a limited liability company is formed when its certificate of formation is filed by the secretary of state. A delayed effective date for a certificate of formation may be no later than the ninetieth day after the date it is filed.</p> <p>25.15.395--Merger -- Plan -- Effective date.</p> <p>... (4) If the plan of merger does not specify a delayed effective date, it shall become effective upon the filing of articles of merger. If the plan of merger specifies a delayed effective time and date, the plan of merger becomes effective at the time and date specified. If the plan of merger specifies a delayed effective date but no time is specified, the plan of merger is effective at the close of business on that date. A delayed effective date for a plan of merger may not be later than the ninetieth day after the date it is filed.</p> <p><i>See also:</i></p> <p>25.15.075(4) (<i>Amendment to certificate of formation effective when filed by SOS; may have 90-day delayed effective date.</i>)</p> <p>25.15.100(3) (<i>Restated certificate of formation may have 90-day delayed effective date.</i>)</p> <p>25.15.335(2)(d) (<i>Certificate of cancellation of registration may have 90-day future effective date.</i>)</p>	<p>(11) "Effective date" means, in connection with a record filing made by the secretary of state, the date which is shown by affixing a "filed" stamp on the records. When a record is received for filing by the secretary of state in a form which complies with the requirements of this chapter and which would entitle the record to be filed immediately upon receipt, but the secretary of state's approval action occurs subsequent to the date of receipt, the secretary of state's filing date shall relate back to the date on which the secretary of state first received the record in acceptable form. An applicant may request a specific effective date no more than thirty days later than the receipt date which might otherwise be applied as the effective date.</p> <p>24.03.180--Effect of filing of articles of amendment.</p> <p>Upon the filing of the articles of amendment by the secretary of state, or on such later date, not more than thirty days subsequent to the filing thereof by the secretary of state, as may be provided in the articles of amendment, the amendment shall become effective and the articles of incorporation shall be deemed to be amended accordingly. ...</p> <p><i>See also:</i> 24.03.183 (<i>Restated articles of incorporation effective when filed by the SOS.</i>)</p> <p>24.03.205 (<i>Merger or consolidation effective upon the filing of the articles with the SOS; 30-day delayed effective date allowed.</i>)</p>	
	<p>23B.02.030--Effect of filing.</p> <p>(1) Unless a delayed effective date is specified, the corporate existence begins when the articles of incorporation are filed.</p> <p>(2) The secretary of state's filing of the articles of incorporation is conclusive proof that the incorporators satisfied all conditions precedent to the incorporation except in a proceeding by the state to cancel or revoke the incorporation or involuntarily to dissolve the corporation.</p>	<p>25.15.070--Certificate of formation.</p> <p>(2) Effect of filing:</p> <p>...</p> <p>(b) The secretary of state's filing of the certificate of formation is conclusive proof that the persons executing the certificate satisfied all conditions precedent to the formation.</p>	<p>24.03.150--Effect of filing the articles of incorporation.</p> <p>Upon the filing of the articles of incorporation, the corporate existence shall begin, and the certificate of incorporation shall be conclusive evidence that all conditions precedent required to be performed by the incorporators have been complied with and that the corporation has been incorporated under this chapter, ...</p>	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
§1204--Withdrawal of Filed Record				
<p>(1) Except as otherwise provided in this chapter, a filed record may be withdrawn before it takes effect by delivering to the secretary of state for filing a statement of withdrawal.</p> <p>(2) A statement of withdrawal must:</p> <p>(a) Be executed by an individual acting in a valid representative capacity, and;</p> <p>(b) Identify the filed record to be withdrawn.</p> <p>(3) On filing by the secretary of state of a statement of withdrawal, the action or transaction evidenced by the original filed record shall not take effect.</p>				
§1205--Correcting Filed Record	23B.01.240--Correcting filed records.			
<p>(1) An entity may correct a filed record if:</p> <p>(a) The filed record at the time of filing contained an inaccurate statement;</p> <p>(b) The filed record was defectively executed; or</p> <p>(c) The electronic transmission of the filed record to the secretary of state was defective.</p>	<p>(1) A domestic or foreign corporation may correct a record filed by the secretary of state if the record (a) contains an incorrect statement; or (b) was defectively executed, attested, sealed, verified, or acknowledged.</p>			
<p>(2) To correct a filed record, the entity must deliver to the secretary of state for filing a statement of correction.</p> <p>(3) A statement of correction:</p> <p>(a) May not state a delayed effective date;</p> <p>(b) Must be executed by the individual correcting the filed record;</p> <p>(c) Must identify the filed record to be corrected;</p> <p>(d) Must specify the inaccuracy or defect to be corrected; and</p> <p>(e) Must correct the inaccuracy or defect.</p>	<p>(2) A record is corrected:</p> <p>(a) By preparing articles of correction that (i) describe the record, including its filing date, or attach a copy of it to the articles of correction, (ii) specify the incorrect statement and the reason it is incorrect or the manner in which the execution was defective, and (iii) correct the incorrect statement or defective execution; and</p> <p>(b) By delivering the articles of correction to the secretary of state for filing.</p>			
<p>(4) A statement of correction is effective as of the effective date of the filed record that it corrects except as to persons relying on the uncorrected filed record and adversely affected by the correction. As to those persons, the statement of correction is effective when filed.</p>	<p>(3) Articles of correction are effective on the effective date of the record they correct except as to persons relying on the uncorrected record and adversely affected by the correction. As to those persons, articles of correction are effective when filed.</p>			

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>§1206--Duty of SOS to File</p>	<p>23B.01.250--Filing duty of SOS.</p>	<p>25.15.095--Filing.</p>	<p>24.03.145--Filing of articles of incorporation.</p>	
<p>(1) The secretary of state shall file an entity filing that satisfies this chapter. The duty of the secretary of state under this section is ministerial.</p>	<p>(1) If a record delivered to the office of the secretary of state for filing satisfies the requirements of RCW 23B.01.200, the secretary of state shall file it. (4) The secretary of state's duty to file records under this section is ministerial. . . .</p>			
<p>(2) The secretary of state shall record an entity filing on the date and at the time of its receipt. After filing an entity filing, the secretary of state shall deliver to the person that submitted the filing a copy of the filed record with an acknowledgment of the date and time of filing.</p>	<p>(2)(a) The secretary of state files a record: (i) In the case of a record in a tangible medium, by stamping or otherwise endorsing "Filed," together with the secretary of state's name and official title and the date of filing, on both the original and the record copy; and (ii) in the case of an electronically transmitted record, by the electronic processes as may be prescribed by the secretary of state from time to time that result in the information required by (a)(i) of this subsection being permanently attached to or associated with such electronically transmitted record. (b) After filing a record, the secretary of state shall deliver a record of the filing to the domestic or foreign corporation or its representative either: (i) In a written copy of the filing; or (ii) if the corporation has designated an address, location, or system to which the record may be electronically transmitted and the secretary of state elects to provide the record by electronic transmission, in an electronically transmitted record of the filing.</p> <p>23B.01.230--Effective time and date of record. (3) When a record is received for filing by the secretary of state in a form which complies with the requirements of this title and which would entitle the record to be filed on receipt, but the secretary of state's approval action occurs subsequent to the date of receipt, the secretary of state's filing date shall relate back to and be shown as the date on which the secretary of state first received the record in acceptable form.</p>	<p>(1) The original signed copy, . . . of the certificate of formation or any other document required to be filed pursuant to this chapter, . . . shall be delivered to the secretary of state. If the secretary of state determines that the documents conform to the filing provisions of this chapter, he or she shall, when all required filing fees have been paid: (a) Endorse on each signed original and duplicate copy the word "filed" and the date of its acceptance for filing; (b) Retain the signed original in the secretary of state's files; and (c) Return the duplicate copy to the person who filed it or the person's representative.</p> <p><i>[Similar "endorse and file" language contained in 25.15.320--Issuance of registration.]</i></p>	<p>The articles of incorporation shall be delivered to the secretary of state. If the secretary of state finds that the articles of incorporation conform to law, the secretary of state shall, when all fees have been paid as in this chapter prescribed: (1) Endorse on the articles the word "Filed" and the effective date of the filing. (2) File the articles. (3) Issue a certificate of incorporation. The certificate of incorporation together with an exact or conformed copy of the articles of incorporation will be returned to the incorporators or their representative.</p> <p><i>[Similar "endorse and file" language in: 24.03.175--Filing of articles of amendment; 24.03.183--Restated articles of incorporation; 24.03.207--Merger or consolidation. 24.03.245--Filing of articles of dissolution. 24.03.375--Filing of application for withdrawal. 24.03.017--Corporation may elect to have chapter apply to it -- Procedure.]</i></p>	<p><i>See HUB §1104 and §1212 for permissible means of delivery.</i></p>

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(3) If the secretary of state refuses to file an entity filing, the secretary of state not later than fifteen business days after the filing is received, shall:</p> <p>(a) Return the entity filing or notify the person that submitted the filing of the refusal; and</p> <p>(b) Provide a brief explanation in a record of the reason for the refusal.</p>	<p>23B.01.250--Filing duty of SOS.</p> <p>(3) If the secretary of state refuses to file a record, the secretary of state shall return it to the domestic or foreign corporation or its representative, together with a brief explanation of the reason for the refusal. The explanation shall be either: (a) In a written record or (b) if the corporation has designated an address, location, or system to which the explanation may be electronically transmitted and the secretary of state elects to provide the explanation by electronic transmission, in an electronically transmitted record.</p>	<p>(2) If the secretary of state is unable to make the determination required for filing by subsection (1) of this section at the time any documents are delivered for filing, the documents are deemed to have been filed at the time of delivery if the secretary of state subsequently determines that:</p> <p>(a) The documents as delivered conform to the filing provisions of this chapter; or</p> <p>(b) Within twenty days after notification of nonconformance is given by the secretary of state to the person who delivered the documents for filing or the person's representative, the documents are brought into conformance.</p> <p>(3) If the filing and determination requirements of this chapter are not satisfied completely within the time prescribed in subsection (2)(b) of this section, the documents shall not be filed.</p>		
		<p>(4) Upon the filing of a certificate of amendment (or judicial decree of amendment) or restated certificate in the office of the secretary of state, or upon the future effective date or time of a certificate of amendment (or judicial decree thereof) or restated certificate, as provided for therein, the certificate of formation shall be amended or restated as set forth therein.</p>		
<p>(4) If the secretary of state refuses to file an entity filing, the person that submitted the entity filing may petition the superior court to compel its filing. The entity filing and the explanation of the secretary of state of the refusal to file must be attached to the petition. The court may decide the matter in a summary proceeding.</p>	<p>23B.01.260--Judicial review of secretary of state's refusal to file a record.</p> <p>If the secretary of state refuses to file a record received by the office for filing, the person submitting the record, in addition to any other legal remedy which may be available, shall have the right to judicial review of such refusal pursuant to the provisions of chapter 34.05 RCW.</p>			
<p>(5) The filing of or refusal to file an entity filing does not:</p> <p>(a) Affect the validity or invalidity of the entity filing in whole or in part;</p> <p>(b) Relate to the correctness or incorrectness of information contained in the entity filing; or</p> <p>(c) Create a presumption that the information contained in the filing is correct or incorrect.</p>	<p>23B.01.250----Filing duty of SOS.</p> <p>(4) . . . Filing or refusal to file a record does not:</p> <p>(a) Affect the validity or invalidity of the record in whole or part;</p> <p>(b) Relate to the correctness or incorrectness of information contained in the record; or</p> <p>(c) Create a presumption that the record is valid or invalid or that information contained in the record is correct or incorrect.</p>			<p><i>HUB revised to incorporate (b).</i></p>

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
§1207-Evidentiary Effect of Filed Copy	23B.01.270--Evidentiary effect of copy of filed record.			
A certification from the secretary of state accompanying a copy of a filed record is conclusive evidence that the copy is an accurate representation of the original record on file with the secretary of state.	A certificate bearing the manual or facsimile signature of the secretary of state and the seal of the state, when attached to or located on a record or a copy of a record filed by the secretary of state, is conclusive evidence that the original record is on file with the secretary of state.			
§1208--Certificate of Existence or Registration	23B.01.280--Certificate of existence or authorization.			
(1) On request of any person, the secretary of state shall issue a certificate of existence for a domestic entity or a certificate of registration for a registered foreign entity.	(1) Any person may apply to the secretary of state to furnish a certificate of existence for a domestic corporation or a certificate of authorization for a foreign corporation.			
(2) A certificate under subsection (1) of this section must state: (a) The domestic entity's name or the registered foreign entity's name used in this state; (b) In the case of a domestic entity: (i) That its public organic record has been filed and has taken effect; (ii) The date the public organic record became effective; (iii) The period of the entity's duration if the records of the secretary of state reflect that the entity's period of duration is less than perpetual; and (iv) That the records of the secretary of state do not reflect that the entity has been dissolved; (c) In the case of a registered foreign entity, that it is registered to do business in this state;	(2) A certificate of existence or authorization means that as of the date of its issuance: (a) The domestic corporation is duly incorporated under the laws of this state, or that the foreign corporation is authorized to transact business in this state;			
(d) That all fees, interest, and penalties owed to this state by the domestic or foreign entity and collected through the secretary of state have been paid, if: (i) Payment is reflected in the records of the secretary of state; and (ii) Nonpayment affects the existence or registration of the domestic or foreign entity;	(b) All fees and penalties owed to this state under this title have been paid, if (i) payment is reflected in the records of the secretary of state, and (ii) nonpayment affects the existence or authorization of the domestic or foreign corporation;			
(e) That the most recent annual report required by section 1212 of this act has been delivered to the secretary of state for filing;	(c) The corporation's initial report or its most recent annual report required by RCW 23B.16.220 has been delivered to the secretary of state; and			

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(f) That a proceeding is not pending under section 1603 of this act; and	(d) Articles of dissolution or an application for withdrawal have not been filed by the secretary of state.			
(g) Other facts reflected in the records of the secretary of state pertaining to the domestic or foreign entity which the person requesting the certificate reasonably requests.	(3) A person may apply to the secretary of state to issue a certificate covering any fact of record.			
(3) Subject to any qualification stated in the certificate, a certificate issued by the secretary of state under subsection (1) of this section may be relied upon as conclusive evidence of the facts stated in the certificate.	(4) Subject to any qualification stated in the certificate, a certificate of existence or authorization issued by the secretary of state may be relied upon as conclusive evidence that the domestic or foreign corporation is in existence or is authorized to transact business in the corporate form in this state.			
§1209--Execution of Entity Filing				
(1) Any person who executes a record the person knows is false in any material respect with the intent the record be an entity filing is guilty of a gross misdemeanor punishable under chapter 9A.20 RCW.	23B.01.290--Penalty for signing false document. Any person who signs a document such person knows is false in any material respect with intent that the document be delivered to the secretary of state for filing is guilty of a gross misdemeanor punishable under chapter 9A.20 RCW.	25.15.085--Execution. (4) The execution of a certificate or articles of merger by any person constitutes an affirmation under the penalties of perjury that the facts stated therein are true.	24.03.005--Definitions. (15) "Executed by an officer of the corporation," or words of similar import, means that any record executed by such person shall be and is executed by that person under penalties of perjury and in an official and authorized capacity on behalf of the corporation or person making the record submission with the secretary of state 24.03.027--Filing false statements -- Penalty. See RCW 43.07.210 . 24.03.425--Penalties imposed upon directors and officers. Each director and officer of a corporation, domestic or foreign, who . . . signs any articles, statement, report, application or other record filed with the secretary of state which is known to such officer or director to be false in any material respect, shall be deemed to be guilty of a misdemeanor, and upon conviction thereof may be fined in any amount not exceeding five hundred dollars.	See 43.07.210 (false statement in record filed with SOS is a gross misdemeanor).

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(2) A person that executes an entity filing as an agent or legal representative thereby affirms as a fact that the person is authorized to execute the entity filing.		25.15.085--Execution. (2) Any person may sign a certificate, articles of merger, limited liability company agreement, or other document by an attorney-in-fact or other person acting in a valid representative capacity, so long as each document signed in such manner identifies the capacity in which the signator signed.		
§1210—Execution and Filing Pursuant to Judicial Order		25.15.090--Execution, amendment, or cancellation by judicial order.		
(1) If a person required by the entity's organic law to execute a record that is to be an entity filing or to make an entity filing does not do so, any other person that is aggrieved may petition the superior court to order: (a) The person to execute the record; (b) The person to make the entity filing; or (c) The secretary of state to file the entity filing unexecuted. (2) If the petitioner under subsection (1) of this section is not the entity to which the entity filing pertains, the petitioner shall make the entity a party to the action. (3) A filed record created under subsection (1)(c) of this section is effective without being executed.		(1) If a person required to execute a certificate required by this chapter fails or refuses to do so, any other person who is adversely affected by the failure or refusal may petition the superior courts to direct the execution of the certificate. If the court finds that the execution of the certificate is proper and that any person so designated has failed or refused to execute the certificate, it shall order the secretary of state to record an appropriate certificate. (2) If a person required to execute a limited liability company agreement or amendment thereof fails or refuses to do so, any other person who is adversely affected by the failure or refusal may petition the superior courts to direct the execution of the limited liability company agreement or amendment thereof. If the court finds that the limited liability company agreement or amendment thereof should be executed and that any person required to execute the limited liability company agreement or amendment thereof has failed or refused to do so, it shall enter an order granting appropriate relief.		

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§1211--Delivery by SOS	23B.01.250--Filing duty of secretary of state.			
<p>Except as otherwise provided by section 1411 of this act or by law of this state other than this chapter, the secretary of state may deliver a record to a person by delivering it:</p> <p>(1) In person to the person that submitted it for filing;</p> <p>(2) To the address of the person's registered agent;</p> <p>(3) To the principal office address of the person;</p> <p>or</p> <p>(4) To another address the person provides to the secretary of state for delivery.</p>	<p>(2)(b) After filing a record, the secretary of state shall deliver a record of the filing to the domestic or foreign corporation or its representative either: (i) In a written copy of the filing; or (ii) if the corporation has designated an address, location, or system to which the record may be electronically transmitted and the secretary of state elects to provide the record by electronic transmission, in an electronically transmitted record of the filing.</p>			
§1212--Annual Report for SOS	23B.16.220--Initial and annual reports for secretary of state.	25.15.105--Initial and annual reports.	24.03.395--Annual report of domestic and foreign corporations--Biennial filing may be authorized.	
<p>(1) A domestic entity other than a limited liability partnership or nonprofit corporation shall, within one hundred twenty days of the date on which its public organic record became effective, deliver to the secretary of state for filing an initial report that states the information required under subsection (2) of this section.</p> <p>(2) A domestic entity or registered foreign entity shall deliver to the secretary of state for filing an annual report that states:</p>	<p>(1) Each domestic corporation, and each foreign corporation authorized to transact business in this state, shall deliver to the secretary of state for filing initial and annual reports that set forth:</p>	<p>(1) Each domestic limited liability company, and each foreign limited liability company authorized to transact business in this state, must deliver to the secretary of state for filing, both initial and annual reports that set forth:</p>	<p>Each domestic corporation, and each foreign corporation authorized to conduct affairs in this state, shall file, within the time prescribed by this chapter, an annual report in the form prescribed by the secretary of state. The secretary may by rule provide that a biennial filing meets this requirement. The report shall set forth:</p>	
<p>(a) The name of the entity and its jurisdiction of formation;</p>	<p>(a) The name of the corporation and the state or country under whose law it is incorporated;</p>	<p>(a) The name of the company and the state or country under whose law it is organized;</p>	<p>(1) The name of the corporation and the state or country under the laws of which it is incorporated;</p>	
<p>(b) The name and street and mailing addresses of the entity's registered agent in this state;</p>	<p>(b) The street address of its registered office and the name of its registered agent at that office in this state;</p>	<p>(b) The street address of its registered office and the name of its registered agent at that office in this state;</p>	<p>(2) The address of the registered office of the corporation in this state including street and number and the name of its registered agent in this state at such address . . .;</p>	
<p>(c) The street and mailing addresses of the entity's principal office; and</p>	<p>(d) The address of the principal place of business of the corporation in this state;</p>	<p>(d) The address of the principal place of business of the company in this state;</p>		
<p>(d) In the case of a registered foreign entity, the street and mailing address of the entity's principal office in the state or country under the laws of which it is incorporated;</p>	<p>(c) In the case of a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated;</p>	<p>(c) In the case of a foreign company, the address of its principal office in the state or country under the laws of which it is organized;</p>	<p>(2) . . . in the case of a foreign corporation, the address of its principal office;</p>	<p><i>HUB revised to add (d)</i></p>

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
(e) The names of the entity's governors;	(e) The names and addresses of its directors, if the corporation has dispensed with or limited the authority of its board of directors pursuant to RCW 23B.08.010, in an agreement authorized under RCW 23B.07.320, or analogous authority, the names and addresses of persons who will perform some or all of the duties of the board of directors;	(e) The names and addresses of the company's members, or if the management of the company is vested in a manager or managers, then the name and address of its manager or managers; and	(4) The names and respective addresses of the directors and officers of the corporation; and	
(f) A brief description of the nature of the entity's business;	(f) A brief description of the nature of its business; and	(f) A brief description of the nature of its business.	(3) A brief statement of the character of the affairs which the corporation is actually conducting, or, in the case of a foreign corporation, which the corporation is actually conducting in this state;	<i>HUB revised to add (f)</i>
(g) In the case of a business corporation, the names and addresses of the chairperson of its board of directors, if any, president, secretary, and treasurer, or individuals, however designated, performing the functions of such officers; and	(g) The names and addresses of its chairperson of the board of directors, if any, president, secretary, and treasurer, or of individuals, however designated, performing the functions of such officers.			<i>HUB revised to add (g)</i>
(h) The entity's unified business identifier number.			(5) The corporation's unified business identifier number.	
(3) Information in an annual report must be current as of the date the report is executed by the entity.	(2) Information in an initial report or an annual report must be current as of the date the report is executed on behalf of the corporation.	(2) Information in an initial report or an annual report must be current as of the date the report is executed on behalf of the company.	The information shall be given as of the date of the execution of the report. It shall be executed by the corporation by an officer of the corporation, or, if the corporation is in the hands of a receiver or trustee, it shall be executed on behalf of the corporation by such receiver or trustee. The secretary of state may provide that correction or updating of information appearing on previous annual or biennial filings is sufficient to constitute the current filing.	
	(3) A corporation's initial report must be delivered to the secretary of state within one hundred twenty days of the date on which the articles of incorporation for a domestic corporation were filed, or on which a foreign corporation's certificate of authority was filed. Subsequent annual reports must be delivered to the secretary of state on, or prior to, the date on which the domestic or foreign corporation is required to pay its annual corporate license fee, and at such additional times as the corporation elects.	(3) A company's initial report must be delivered to the secretary of state within one hundred twenty days of the date on which a domestic company's certificate of formation was filed, or on which a foreign company's application for registration was submitted. Subsequent annual reports must be delivered to the secretary of state on a date determined by the secretary of state, and at such additional times as the company elects.	24.03.400--Filing of annual or biennial report--Notice--Reporting dates. . . . Such report of a domestic or foreign corporation shall be delivered to the secretary of state between the first day of January and the first day of March of each year, or on an annual or biennial renewal date as the secretary of state may establish. The secretary of state may adopt rules to establish biennial reporting dates and to stagger reporting dates. If the secretary of state finds that such report substantially conforms to the requirements of this chapter, the secretary of state shall file the same.	<i>See 43.07.180 (allows SOS to stagger corporate licensing and report filing periods)</i>

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
(4) Annual reports must be delivered to the secretary of state on a date determined by the secretary of state and at such additional times as the entity elects.				
(5) If an initial or annual report does not contain the information required by this section, the secretary of state promptly shall notify the reporting entity in a record and return the report for correction.				
(6) If an initial or annual report contains the name or address of a registered agent that differs from the information shown in the records of the secretary of state immediately before the annual report becomes effective, the differing information in the initial or annual report is considered a statement of change under section 1407 of this act.	See 23B.01.500 and 23B.01.510 (requiring SOS to provide domestic and foreign corporations with annual notice that their license fees and annual reports are due.)		See 24.03.400 (requiring the SOS to provide domestic and foreign corporations with an annual notice that their annual license fees and annual reports are due.)	HUB revised to add (6); language from 23B.01.500-.510 and 24.03.400.

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(7) The secretary of state shall send to each domestic entity and registered foreign entity, not less than thirty or more than ninety days prior to the expiration date of the entity's annual renewal, a notice that the entity's annual report must be filed as required by this chapter and that any applicable annual renewal fee must be paid, and stating that if the entity fails to file its annual report or pay the annual renewal fee it will be administratively dissolved. The notice may be sent by postal or electronic mail as elected by the entity, addressed to its registered agent within the state, or to an electronic address designated by the entity in a record retained by the secretary of state. Failure of the secretary of state to provide any such notice does not relieve a domestic entity or registered foreign entity from its obligations to file the annual report required by this chapter or to pay any applicable annual renewal fee. The option to receive the notice provided under this section by electronic mail may be selected only when the secretary of state makes the option available.</p>	<p>See also: 23B.16.220(4)(b) (allowing an electronically filed annual report to be delivered without a signature and without an exact or conformed copy).</p>	<p>See also 25.15.105 (4)(a) (allowing electronic filing of annual reports without a signature and without an exact or conformed copy)</p>		
<p>§1213--Fees</p>	<p>23B.01.220--Fees.</p>	<p>25.15.805--Establishment of filing fees and miscellaneous charges.</p>	<p>24.03.405--Fees for filing documents and issuing certificates.</p>	
<p>(1) Except as provided in subsection (2) of this section, the secretary of state shall adopt rules in accordance with chapter 34.05 RCW setting:</p> <p>(a) Fees for:</p> <p>(i) Filing entity filings;</p> <p>(ii) Furnishing copies or certified copies of any filed record under this chapter; and</p> <p>(iii) Furnishing a certificate of existence or registration of an entity, or any other certificate;</p> <p>(b) License or renewal fees authorized under Title 23, 23B, 24, or 25 RCW;</p> <p>(c) Penalty fees; and</p> <p>(d) Other miscellaneous charges.</p> <p>(2) There is no fee for:</p> <p>(a) A registered agent's consent to act as agent or statement of resignation;</p> <p>(b) Filing articles of dissolution;</p>	<p>(1) The secretary of state shall collect in accordance with the provisions of this title:</p> <p>(a) Fees for filing records and issuing certificates;</p> <p>(b) Miscellaneous charges;</p> <p>(c) License fees as provided in RCW 23B.01.500 through 23B.01.550;</p> <p>(d) Penalty fees; and</p> <p>(e) Other fees as the secretary of state may establish by rule adopted under chapter 34.05 RCW.</p> <p>(2) The secretary of state shall collect the following fees when the records described in this subsection are delivered for filing:</p> <p>One hundred seventy-five dollars, pursuant to RCW 23B.01.520 and 23B.01.540, for:</p> <p>(a) Articles of incorporation; and</p> <p>(b) Application for certificate of authority.</p>	<p>(1) The secretary of state shall adopt rules establishing fees which shall be charged and collected for:</p> <p>(a) Filing of a certificate of formation for a domestic limited liability company or an application for registration of a foreign limited liability company;</p> <p>(b) Filing of a certificate of dissolution for a domestic limited liability company;</p> <p>(c) Filing a certificate of cancellation for a foreign limited liability company;</p> <p>(d) Filing of a certificate of amendment or restatement for a domestic or foreign limited liability company;</p> <p>(e) Filing an application to reserve, register, or transfer a limited liability company name;</p> <p>(f) Filing any other certificate, statement, or report authorized or permitted to be filed;</p>	<p>(1) The secretary of state must establish by rule, fees for the following:</p> <p>(a) Filing articles of incorporation.</p> <p>(b) Filing an annual report of a domestic or foreign corporation.</p> <p>(c) Filing an application of a foreign corporation for a certificate of authority to conduct affairs in this state.</p> <p>(d) An application for reinstatement under RCW 24.03.386.</p> <p>(e) Filing articles of amendment or restatement or an amendment or supplement to an application for reinstatement.</p> <p>(f) Filing articles of merger or consolidation.</p> <p>(g) Filing a statement of change of address of registered office or change of registered agent, or revocation, resignation, or any combination of these.</p>	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(c) Filing certificates of judicial dissolution; (d) Filing statements of withdrawal; and (e) Filing annual reports when submitted concurrently with the payment of annual license fees.</p> <p>(3) The withdrawal under section 1204 of this act of a filed record before it is effective or the correction of a filed record under section 1205 of this act does not entitle the person on whose behalf the record was filed to a refund of the filing fee.</p> <p>(4) The secretary of state shall establish the fee schedule authorized under this section in a manner that is consistent with the fee schedule applicable to the various entities that is in effect on the effective date of this section. The amounts of fees, charges, and penalties established under this section may be no greater than the amounts applicable to entity filings, penalties, and other charges in effect on the effective date of this section. Fees may be adjusted by rule only in an amount that does not exceed the average biennial increase in the cost of providing service. This must be determined in a biennial cost study performed by the secretary of state.</p> <p>(5) All fees collected by the secretary of state shall be deposited with the state treasurer pursuant to law or deposited in the secretary of state's revolving fund as provided in RCW 43.07.130.</p>	<p>(3) The secretary of state shall establish by rule, fees for the following:</p> <p>(a) Application for reinstatement; (b) Articles of correction; (c) Amendment of articles of incorporation; (d) Restatement of articles of incorporation, with or without amendment; (e) Articles of merger or share exchange; (f) Articles of revocation of dissolution; (g) Application for amended certificate of authority; (h) Application for reservation, registration, or assignment of reserved name; (i) Corporation's statement of change of registered agent or registered office, or both, except where this information is provided in conjunction with and on an initial report or an annual report form filed under RCW 23B.01.530, 23B.01.550, 23B.02.050, or 23B.16.220; (j) Agent's resignation, or statement of change of registered office, or both, for each affected corporation; (k) Initial report; and (l) Any record not listed in this subsection that is required or permitted to be filed under this title.</p> <p>(4) Fees shall be adjusted by rule only in an amount that does not exceed the average biennial increase in the cost of providing service. This shall be determined in a biennial cost study performed by the secretary of state.</p> <p>(5) The secretary of state shall not collect fees for:</p> <p>(a) Agent's consent to act as agent; (b) Agent's resignation, if appointed without consent; (c) Articles of dissolution; (d) Certificate of judicial dissolution; (e) Application for certificate of withdrawal; and (f) Annual report when filed concurrently with the payment of annual license fees.</p> <p>(6) The secretary of state shall collect a fee in an amount established by the secretary of state by rule per defendant served, upon being served process under this title. The party to a proceeding causing</p>	<p>(g) Copies, certified copies, certificates, service of process filings, and expedited filings or other special services.</p> <p>(2) In the establishment of a fee schedule, the secretary of state shall, insofar as is possible and reasonable, be guided by the fee schedule provided for corporations governed by Title 23B RCW. Fees for copies, certified copies, certificates of record, and service of process filings shall be as provided for in RCW 23B.01.220.</p> <p>(3) All fees collected by the secretary of state shall be deposited with the state treasurer pursuant to law.</p>	<p>(h) Filing articles of dissolution. (i) Filing an application of a foreign corporation for an amended certificate of authority to conduct affairs in this state. (j) Filing an application for withdrawal of a foreign corporation and issuing a certificate of withdrawal. (k) Filing a certificate by a foreign corporation of the appointment of a registered agent. (l) Filing a certificate of election adopting the provisions of chapter 24.03 RCW. (m) Filing an application to reserve a corporate name. (n) Filing a notice of transfer of a reserved corporate name. (o) Filing a name registration. (p) Filing any other statement or report authorized for filing under this chapter.</p> <p>(2) Fees are adjusted by rule only in an amount that does not exceed the average biennial increase in the cost of providing service. This must be determined in a biennial cost study performed by the secretary.</p> <p>24.03.410--Miscellaneous fees. The secretary of state shall establish fees by rule and collect:</p> <p>(1) For furnishing a certified copy of any charter document or any other record, instrument, or paper relating to a corporation. (2) For furnishing a certificate, under seal, attesting to the status of a corporation or any other certificate. (3) For furnishing copies of any record, instrument or paper relating to a corporation. (4) At the time of any service of process on him or her as registered agent of a corporation an amount that 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.</p> <p>24.03.415--Disposition of fees. Any money received by the secretary of state under the provisions of this chapter shall be by him or her paid into the state treasury as provided by law.</p>	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
	<p>service of process is entitled to recover this fee as costs if such party prevails in the proceeding.</p> <p>(7) The secretary of state shall establish by rule and collect a fee from every person or organization:</p> <p>(a) For furnishing a certified copy of any record, instrument, or paper relating to a corporation;</p> <p>(b) For furnishing a certificate, under seal, attesting to the existence of a corporation, or any other certificate; and</p> <p>(c) For furnishing copies of any record, instrument, or paper relating to a corporation, other than of an initial report or an annual report.</p> <p>(8) For annual license fees for domestic and foreign corporations, see RCW 23B.01.500, 23B.01.510, 23B.01.530, and 23B.01.550. For penalties for nonpayment of annual license fees and failure to complete annual report, see RCW 23B.01.570.</p> <p>See also: 23B.01.520 (Domestic corporations--Filing and initial license fees); 23B.01.530 (Domestic corporations--Inactive corporation defined--Annual license fee); 23B.01.540 (Foreign corporations--Filing and license fees on qualification); 23B.01.550 (Foreign corporations--Annual license fees); 23B.01.550 (License fees for reinstated corporation); 23B.01.570 (Penalty for nonpayment of annual corporate license fees and failure to file a substantially complete annual report--Payment of delinquent fees--Rules); and 23B.01.590 (Public service companies entitled to deductions).</p>		<p>24.03.417--Fees for services by secretary of state. See RCW 43.07.120</p>	
<p>§ 1214—Waiver of Penalty Fees</p>	<p>23B.01.580--Waiver of penalty fees.</p>			
<p>The secretary of state may, where exigent or mitigating circumstances are presented, waive penalty fees due from any entity previously in good standing which would otherwise be penalized or lose its active status. A entity desiring to seek relief under this section must, within fifteen days of discovery of the missed filing or lapse, notify the secretary of state in writing. The notification must include the name and mailing address of the entity, the governor or other entity official to whom correspondence should be sent, and a statement under oath by a governor or other entity official,</p>	<p>The secretary of state may, where exigent or mitigating circumstances are presented, waive penalty fees due from any licensed corporation previously in good standing which would otherwise be penalized or lose its active status. Any corporation desiring to seek relief under this section shall, within fifteen days of discovery by corporate officials of the missed filing or lapse, notify the secretary of state in writing. The notification shall include the name and mailing address of the corporation, the corporate officer to whom correspondence should be sent, and a statement under oath by a responsible corporate</p>			<p><i>HUB revised to incorporate 23B.01.580 language</i></p>

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>setting forth the nature of the missed filing or lapse, the circumstances giving rise to the missed filing or lapse, and the relief sought. If the secretary of state is satisfied that sufficient exigent or mitigating circumstances exist, that the entity has demonstrated good faith and a reasonable attempt to comply with the applicable statutes of this state, the secretary of state may issue an order allowing relief from the penalty. If the secretary of state determines the request does not comply with the requirements for relief, the secretary of state shall deny the relief and state the reasons for the denial. Any denial of relief by the secretary of state is not reviewable notwithstanding the provisions of chapter 34.05 RCW.</p>	<p>officer, setting forth the nature of the missed filing or lapse, the circumstances giving rise to the missed filing or lapse, and the relief sought. Upon receipt of the notice, the secretary of state shall investigate the circumstances of the missed filing or lapse. If the secretary of state is satisfied that sufficient exigent or mitigating circumstances exist, that the corporation has demonstrated good faith and a reasonable attempt to comply with the applicable corporate license statutes of this state, the secretary of state may issue an order allowing relief from the penalty. If the secretary of state determines the request does not comply with the requirements for relief, the secretary of state shall deny the relief and state the reasons for the denial. Any denial of relief by the secretary of state is not reviewable notwithstanding the provisions of chapter 34.05 RCW.</p>			
<p>PART III: NAME OF ENTITY</p>				

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
§1301--Permitted Names	23B.04.010--Corporate name.	25.15.010--Name set forth in certificate of formation.	24.03.045--Corporate name.	
<p>(1) The name of a domestic entity and the name under which a foreign entity may register to do business in this state, must be distinguishable on the records of the secretary of state from any:</p> <p>(a) Name of an existing domestic entity which at the time is not administratively dissolved;</p> <p>(b) Name of a foreign entity registered to do business in this state under part I, Article 5 of this act;</p> <p>(c) Name reserved under section 1303 of this act; or</p> <p>(d) Name registered under section 1304 of this act.</p>	<p>(1) A corporate name: . . . (d) Except as authorized by subsections (2) and (3) of this section, must be distinguishable upon the records of the secretary of state from:</p> <p>(i) The corporate name of a corporation incorporated or authorized to transact business in this state;</p> <p>(ii) A corporate name reserved or registered under chapter 23B.04 RCW;</p> <p>(iii) The fictitious name adopted under RCW 23B.15.060 by a foreign corporation authorized to transact business in this state because its real name is unavailable;</p> <p>(iv) The corporate name or reserved name of a not-for-profit corporation incorporated or authorized to conduct affairs in this state under chapter 24.03 RCW;</p> <p>(v) The name or reserved name of a mutual corporation or miscellaneous corporation incorporated or authorized to do business under chapter 24.06 RCW;</p> <p>(vi) The name or reserved name of a foreign or domestic limited partnership formed or registered under chapter 25.10 RCW;</p> <p>(vii) The name or reserved name of a limited liability company organized or registered under chapter 25.15 RCW;</p> <p>(viii) The name or reserved name of a limited liability partnership registered under chapter 25.04 RCW; and</p> <p>(ix) The name or reserved name of a social purpose corporation registered under chapter 23B.25 RCW.</p>	<p>(1) The name of each limited liability company as set forth in its certificate of formation: . . . (e) Must be distinguishable upon the records of the secretary of state from the names described in RCW 23B.04.010(1)(d) and 25.10.061(4), and the names of any limited liability company reserved, registered, or formed under the laws of this state or qualified to do business as a foreign limited liability company in this state.</p>	<p>(2)(a) Except as provided in (b) and (c) of this subsection, must be distinguishable upon the records of the secretary of state from:</p> <p>(i) The corporate name or reserved name of a corporation or domestic corporation organized or authorized to transact business under this chapter;</p> <p>(ii) A corporate name reserved or registered under chapter 23B.04 RCW;</p> <p>(iii) The fictitious name adopted under RCW 23B.15.060 by a foreign corporation authorized to transact business in this state because its real name is unavailable;</p> <p>(iv) The name or reserved name of a mutual corporation or miscellaneous corporation incorporated or authorized to do business under chapter 24.06 RCW;</p> <p>(v) The name or reserved name of a foreign or domestic limited partnership formed or registered under chapter 25.10 RCW;</p> <p>(vi) The name or reserved name of a limited liability company organized or registered under chapter 25.15 RCW; and</p> <p>(vii) The name or reserved name of a limited liability partnership registered under chapter 25.04 RCW.</p>	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(2) If an entity consents in a record to the use of its name and submits an undertaking in a form satisfactory to the secretary of state to change its name to a name that is distinguishable on the records of the secretary of state from any name in any category of names in subsection (1) of this section, the name of the consenting entity may be used by the person to which the consent was given.</p>	<p>(2) A corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the records from one or more of the names described in subsection (1) of this section. The secretary of state shall authorize use of the name applied for if: (a) The other corporation, company, holder, limited liability partnership, or limited partnership consents to the use in writing and files with the secretary of state documents necessary to change its name or the name reserved or registered to a name that is distinguishable upon the records of the secretary of state from the name of the applying corporation;</p>	<p>(2) A limited liability company may apply to the secretary of state for authorization to use any name which is not distinguishable upon the records of the secretary of state from one or more of the names described in subsection (1)(e) of this section. The secretary of state shall authorize use of the name applied for if the other corporation, limited liability partnership, limited liability partnership, or limited liability company consents in writing to the use and files with the secretary of state documents necessary to change its name or the name reserved or registered to a name that is distinguishable upon the records of the secretary of state from the name of the applying limited liability company.</p>	<p>(2)(b) A corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the records from one or more of the names described in (a) of this subsection. The secretary of state shall authorize use of the name applied for if: (i) The other corporation, company, holder, limited liability partnership, or limited partnership consents to the use in the form of a record and files with the secretary of state records necessary to change its name or the name reserved or registered to a name that is distinguishable upon the records of the secretary of state from the name of the applying corporation;</p>	
<p>(3) A name may not be considered distinguishable on the records of the secretary of state from the name of another entity by virtue of: (a) A variation in the words, phrases, or abbreviations indicating the type of entity, such as "corporation," "corp.," "incorporated," "Inc.," "company," "co.," "social purpose corporation," "SPC," "S.P.C.," "professional corporation," "PC," "P.C.," "professional service," "PS," "P.S.," "Limited," "Ltd.," "limited partnership," "LP," "L.P.," "limited liability partnership," "LLP," "L.L.P.," "registered limited liability partnership," "RLLP," "R.L.L.P.," "limited liability limited partnership," "LLLLP," "L.L.L.P.," "registered limited liability limited partnership," "RLLLLP," "R.L.L.L.P.," "limited liability company," "LLC," "L.L.C.," "professional limited liability company," "PLLC," or "P.L.L.C.";</p>	<p>(5) A name shall not be considered distinguishable upon the records of the secretary of state by virtue of: (a) A variation in any of the following designations for the same name: "Corporation," "incorporated," "company," "limited," "partnership," "limited partnership," "limited liability company," "limited liability partnership," or "social purpose corporation," or the abbreviations "corp.," "inc.," "co.," "Ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," "L.L.C." "SPC," or "S.P.C.";</p>	<p>(3) A name shall not be considered distinguishable upon the records of the secretary of state by virtue of: (a) A variation in any of the following designations for the same name: "Corporation," "incorporated," "company," "limited," "partnership," "limited partnership," "limited liability company," or "limited liability partnership," or the abbreviations "corp.," "inc.," "co.," "Ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or "L.L.C.";</p>	<p>(6) A name shall not be considered distinguishable upon the records of the secretary of state by virtue of: (a) A variation in any of the following designations for the same name: "Corporation," "incorporated," "company," "limited," "partnership," "limited partnership," "limited liability company," or "limited liability partnership," or the abbreviations "corp.," "inc.," "co.," "Ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or "L.L.C.";</p>	
<p>(b) The addition or deletion of an article or conjunction such as "the" or "and" from the same name;</p>	<p>(5)(b) The addition or deletion of an article or conjunction such as "the" or "and" from the same name;</p>	<p>(3) (b) The addition or deletion of an article or conjunction such as "the" or "and" from the same name;</p>	<p>(6) (b) The addition or deletion of an article or conjunction such as "the" or "and" from the same name;</p>	<p><i>HUB revised to add (b)</i></p>
<p>(c) Punctuation, capitalization, or special characters or symbols in the same name; or</p>	<p>(5) (c) Punctuation, capitalization, or special characters or symbols in the same name; or</p>	<p>(3)(c) Punctuation, capitalization, or special characters or symbols in the same name; or</p>	<p>(6)(c) Punctuation, capitalization, or special characters or symbols in the same name; or</p>	<p><i>HUB revised to add (c)</i></p>
<p>(d) Use of abbreviation or the plural form of a word in the same name.</p>	<p>(5) (d) Use of abbreviation or the plural form of a word in the same name.</p>	<p>(3)(d) Use of abbreviation or the plural form of a word in the same name.</p>	<p>(6)(d) Use of abbreviation or the plural form of a word in the same name.</p>	<p><i>HUB revised to add (d)</i></p>

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(4) An entity name may not contain language stating or implying that the entity is organized for a purpose other than those permitted by the entity's public organic record.</p>	<p>(1)(b) Must not contain language stating or implying that the corporation is organized for a purpose other than those permitted by RCW 23B.03.010 and its articles of incorporation;</p>	<p>(1)(c) Must not contain language stating or implying that the limited liability company is organized for a purpose other than those permitted by RCW 25.15.030; and</p>	<p>The corporate name: (1) Shall not contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation. . . . (4) Shall not include or end with "incorporated," "company," "corporation," "partnership," "limited partnership," or "Ltd.," or any abbreviation thereof, but may use "club," "league," "association," "services," "committee," "fund," "society," "foundation," ". , a nonprofit corporation," or any name of like import. (5) May only include the term "public benefit" or names of like import if the corporation has been designated as a public benefit nonprofit corporation by the secretary in accordance with this chapter.</p>	
<p>(5) This chapter does not control the use of assumed business names or "trade names."</p>	<p>(4) This title does not control the use of assumed business names or "trade names."</p>	<p>(4) This chapter does not control the use of assumed business names or "trade names."</p>	<p>(7) This title does not control the use of assumed business names or "trade names."</p>	
<p>(6) An entity may use a name that is not distinguishable from a name described in subsection (1) of this section if the entity delivers to the secretary of state a certified copy of a final judgment of a court of competent jurisdiction establishing the right of the entity to use the name in this state.</p>	<p>(2) A corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the records from one or more of the names described in subsection (1) of this section. The secretary of state shall authorize use of the name applied for if: (b) The applicant delivers to the secretary of state a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in this state.</p>		<p>(2)(b) A corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the records from one or more of the names described in (a) of this subsection. The secretary of state shall authorize use of the name applied for if: (ii) The applicant delivers to the secretary of state a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in this state.</p>	<p><i>HUB revised to add (7)</i></p>
<p>(7) An entity may use the name, including the fictitious name, of another entity that is used in this state if the other entity is formed or authorized to transact business in this state and the proposed user entity: (a) Has merged with the other entity; or (b) Has been formed by reorganization of the other entity.</p>	<p>(3) A corporation may use the name, including the fictitious name, of another domestic or foreign corporation, limited liability company, limited partnership, or limited liability partnership, that is used in this state if the other entity is formed or authorized to transact business in this state, and the proposed user corporation: (a) Has merged with the other corporation, limited liability company, or limited partnership; or (b) Has been formed by reorganization of the other corporation.</p>		<p>(2)(c) A corporation may use the name, including the fictitious name, of another domestic or foreign corporation, limited liability company, limited partnership, or limited liability partnership, that is used in this state if the other entity is formed or authorized to transact business in this state, and the proposed user corporation: (i) Has merged with the other corporation, limited liability company, or limited partnership; or (ii) Has been formed by reorganization of the other corporation.</p>	<p><i>HUB revised to add (8)</i></p>

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>§1302--Name Requirements For Certain Types of Entities</p>				
<p>(1)(a) The name of a business corporation:</p> <p>(i) (A) Except in the case of a social purpose corporation, must contain the word "corporation," "incorporated," "company," or "limited," or the abbreviation "Corp.," "Inc.," "Co.," or "Ltd.," or words or abbreviations of similar import in another language; or</p> <p>(B) In the case of a social purpose corporation, must contain the words "social purpose corporation" or the abbreviation "SPC" or "S.P.C."; and</p> <p>(ii) Must not contain any of the following words or phrases: "Bank," "banking," "banker," "trust," "cooperative," or any combination of the words "industrial" and "loan," or any combination of any two or more of the words "building," "savings," "loan," "home," "association," and "society," or any other words or phrases prohibited by any statute of this state.</p>	<p>23B.04.010--Corporate name.</p> <p>(1) A corporate name:</p> <p>(a) Must contain the word "corporation," "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," "co.," or "Ltd.;"</p> <p>(c) Must not contain any of the following words or phrases:</p> <p>"Bank," "banking," "banker," "trust," "cooperative," or any combination of the words "industrial" and "loan," or any combination of any two or more of the words "building," "savings," "loan," "home," "association," and "society," or any other words or phrases prohibited by any statute of this state;</p> <p>23B.15.060--Corporate name of foreign corporation.</p> <p>(1) No certificate of authority shall be issued to a foreign corporation unless the corporate name of such corporation:</p> <p>(a) Contains the word "corporation," "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," "co.," or "Ltd.;"</p>			<p><i>Need to add social purpose corporation name requirements (23B.25.040).</i></p>
<p>(b) The name of a professional service corporation must contain either the words "professional service" or "professional corporation" or the abbreviation "P.S." or "P.C." The name may also contain either the words "corporation," "incorporated," "company," or "limited," or the abbreviation "Corp.," "Inc.," "Co.," or "Ltd." The name of a professional service corporation organized to render dental services must contain the full names or surnames of all shareholders and no other word than "chartered" or the words "professional services" or the abbreviation "P.S." or "P.C."</p>	<p>RCW 18.100.120--Name.</p> <p>. . . The corporate name of a professional service corporation must contain either the words "professional service" or "professional corporation" or the abbreviation "P.S." or "P.C." The corporate name may also contain either the words "corporation," "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," "co.," or "Ltd." With the filing of its first annual report and any filings thereafter, professional service corporation shall list its then shareholders: PROVIDED, That notwithstanding the foregoing provisions of this section, the corporate name of a corporation organized to render dental services shall contain the full names or surnames of all shareholders and no other word than "chartered" or the words "professional services" or the abbreviation "P.S." or "P.C."</p>			

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(2) The name of a nonprofit corporation:</p> <p>(a) May include "club," "league," "association," "services," "committee," "fund," "society," "foundation," "guild or, a nonprofit corporation," "., a nonprofit mutual corporation," or any name of like import;</p> <p>(b) Except for nonprofit corporations formed prior to January 1, 1969, must not include or end with "incorporated," "company," "corporation," "partnership," "limited partnership," or "Ltd.," or any abbreviation thereof; and</p> <p>(c) May only include the term "public benefit" or names of like import if the nonprofit corporation has been designated as a public benefit nonprofit corporation by the secretary of state in accordance with chapter 24.03 RCW.</p>			<p>24.03.045--Corporate name.</p> <p>(4) Shall not include or end with "incorporated," "company," "corporation," "partnership," "limited partnership," or "Ltd.," or any abbreviation thereof, but may use "club," "league," "association," "services," "committee," "fund," "society," "foundation," "., a nonprofit corporation," or any name of like import.</p> <p>(5) May only include the term "public benefit" or names of like import if the corporation has been designated as a public benefit nonprofit corporation by the secretary in accordance with this chapter.</p>	
<p>(3) The name of a limited partnership may contain the name of any partner. The name of a partnership that is not a limited liability limited partnership must contain the words "limited partnership" or the abbreviation "LP" or "L.P." and may not contain the words "limited liability limited partnership" or the abbreviation "LLLLP" or "L.L.L.P." If the limited partnership is a limited liability limited partnership, the name must contain the words "limited liability limited partnership" or the abbreviation "LLLLP" or "L.L.L.P." and may not contain the abbreviation "LP" or "L.P."</p>				
<p>(4) The name of a limited liability partnership must contain the words "limited liability partnership" or the abbreviation "LLP" or "L.L.P." If the name of a foreign limited liability partnership contains the words "registered limited liability partnership" or the abbreviation "R.L.L.P." or "RLLP," it may include those words or abbreviations in its foreign registration statement.</p>				

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(5)(a) The name of a limited liability company:</p> <p>(i) Must contain the words "limited liability company," the words "limited liability" and abbreviation "Co.," or the abbreviation "L.L.C." or "LLC"; and</p> <p>(ii) May not contain any of the following words or phrases: "Cooperative," "partnership," "corporation," "incorporated," or the abbreviations "Corp.," "Ltd.," or "Inc.," or "LP," "L.P.," "LLP," "L.L.P.," "LLLLP," "L.L.L.P.," or any words or phrases prohibited by any statute of this state.</p>		<p>25.15.010--Name in certificate of formation.</p> <p>(1) The name of each limited liability company as set forth in its certificate of formation:</p> <p>(a) Must contain the words "Limited Liability Company," the words "Limited Liability" and abbreviation "Co.," or the abbreviation "L.L.C." or "LLC";</p> <p>(b) Except as provided in subsection (1)(d) of this section, may contain the name of a member or manager;</p> <p>(d) Must not contain any of the words or phrases: "Bank," "banking," "banker," "trust," "cooperative," "partnership," "corporation," "incorporated," or the abbreviations "corp.," "Ltd.," or "inc.," or "LP," "L.P.," "LLP," "L.L.P.," or any combination of the words "industrial" and "loan," or any combination of any two or more of the words "building," "savings," "loan," "home," "association," and "society," or any other words or phrases prohibited by any statute of this state;</p> <p>25.15.325--Name -- Registered office and agent.</p> <p>(1) A foreign limited liability company may register with the secretary of state under any name (whether or not it is the name under which it is registered in the jurisdiction of its formation) that includes the words "Limited Liability Company," the words "Limited Liability" and the abbreviation "Co.," or the abbreviation "L.L.C." or "LLC" and that could be registered by a domestic limited liability company.</p>		
<p>(b) The name of a professional limited liability company must contain either the words "professional limited liability company," or the words "professional limited liability" and the abbreviation "Co.," or the abbreviation "P.L.L.C." or "PLLC," provided that the name of a professional limited liability company organized to render dental services must contain the full names or surnames of all members and no other word than "chartered" or the words "professional services" or the abbreviation "P.L.L.C." or "PLLC".</p>		<p>25.15.045--Professional LLCs.</p> <p>. . . (4) The name of a professional limited liability company must contain either the words "Professional Limited Liability Company," or the words "Professional Limited Liability" and the abbreviation "Co.," or the abbreviation "P.L.L.C." or "PLLC" provided that the name of a professional limited liability company organized to render dental services shall contain the full names or surnames of all members and no other word than "chartered" or the words "professional services" or the abbreviation "P.L.L.C." or "PLLC."</p>		

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(6) The name of a cooperative association organized under chapter 23.86 RCW may contain the words "corporation," "incorporated," or "limited," or the abbreviation "Corp.," "Inc.," or "Ltd."</p>				<p>See 23.86.030 and 23.78.040.</p>
<p>§1303--Reservation of Name</p>	<p>23B.04.020--Reserved name.</p>	<p>25.15.015--Reserved name -- Registered name.</p>	<p>24.03.046--Reservation of exclusive right to use a corporate name.</p>	
<p>(1) A person may reserve the exclusive use of an entity name including the alternate name adopted pursuant to section 1506 of this act by delivering an application to the secretary of state for filing. The application must state the name and address of the applicant and the name to be reserved. If the secretary of state finds that the entity name is available, the secretary of state shall reserve the name for the applicant's exclusive use for one hundred eighty days.</p>	<p>(1) A person may reserve the exclusive use of a corporate name, including a fictitious name adopted pursuant to RCW 23B.15.060 for a foreign corporation whose corporate name is not available, by delivering an application to the secretary of state for filing. The application must set forth the name and address of the applicant and the name proposed to be reserved. If the secretary of state finds that the corporate name applied for is available, the secretary of state shall reserve the name for the applicant's exclusive use for a nonrenewable one hundred eighty-day period.</p>	<p>(1) Reserved Name. (a) A person may reserve the exclusive use of a limited liability company name by delivering an application to the secretary of state for filing. The application must set forth the name and address of the applicant and the name proposed to be reserved. If the secretary of state finds that the limited liability company name applied for is available, the secretary of state shall reserve the name for the applicant's exclusive use for a nonrenewable one hundred eighty-day period.</p>	<p>The exclusive right to the use of a corporate name may be reserved by: (1) Any person intending to organize a corporation under this title. (2) Any domestic corporation intending to change its name. (3) Any foreign corporation intending to make application for a certificate of authority to transact business in this state. (4) Any foreign corporation authorized to transact business in this state and intending to change its name. (5) Any person intending to organize a foreign corporation and intending to have such corporation make application for a certificate of authority to transact business in this state. The reservation shall be made by filing with the secretary of state an application to reserve a specified corporate name, executed by or on behalf of the applicant. If the secretary of state finds that the name is available for corporate use, the secretary of state shall reserve the same for the exclusive use of the applicant for a period of one hundred and eighty days. Such reservation shall be limited to one filing.</p>	<p><i>HUB revised to allow reservation for 180 days.</i></p>
<p>(2) The owner of a reserved entity name may transfer the reservation to another person that is not an individual by delivering to the secretary of state an executed notice in a record of the transfer which states the name and address of the transferee.</p>	<p>(2) The owner of a reserved corporate name may transfer the reservation to another person by delivering to the secretary of state a signed notice of the transfer that states the name and address of the transferee.</p>	<p>(1) Reserved Name. (b) The owner of a reserved limited liability company name may transfer the reservation to another person by delivering to the secretary of state a signed notice of the transfer that states the name and address of the transferee.</p>	<p>The right to the exclusive use of a specified corporate name so reserved may be transferred to any other person or corporation by filing in the office of the secretary of state, a notice of such transfer, executed by the applicant for whom the name was reserved, and specifying the name and address of the transferee.</p>	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
§1304--Registration of Name	23B.04.030--Registered name.	25.15.015--Reserved name -- Registered name.	24.03.047--Registration of corporate name.	
<p>(1) A foreign entity not registered to do business in this state under part I, Article 5 of this act may register its name, or an alternate name adopted pursuant to section 1506 of this act, if the name is distinguishable on the records of the secretary of state from the names that are not available under section 1301 of this act.</p>	<p>(1) A foreign corporation may register its corporate name, or its corporate name with any addition required by RCW 23B.15.060, if the name is distinguishable upon the records of the secretary of state from the names specified in RCW 23B.04.010(1).</p>	<p>(2) Registered Name. (a) A foreign limited liability company may register its name if the name is distinguishable upon the records of the secretary of state from the names specified in RCW 25.15.010.</p>	<p>Any corporation, organized and existing under the laws of any state or territory of the United States may register its corporate name under this title, provided its corporate name is not the same as, or deceptively similar to, the name of any domestic corporation existing under the laws of this state, the name of any foreign corporation authorized to transact business in this state, the name of any domestic limited liability company organized under the laws of this state, the name of any foreign limited liability company authorized to transact business in this state, the name of any limited partnership on file with the secretary, or any corporate name reserved or registered under this title.</p>	
<p>(2) To register its name or an alternate name adopted pursuant to section 1506 of this act, a foreign entity must deliver to the secretary of state for filing an application stating the entity's name, the jurisdiction and date of its formation, and any alternate name adopted pursuant to section 1506 of this act. The application must be accompanied by a certificate of existence, or a document of similar import, from the entity's jurisdiction of formation. If the secretary of state finds that the name applied for is available, the secretary of state shall register the name for the applicant's exclusive use.</p>	<p>(2) A foreign corporation registers its corporate name, or its corporate name with any addition required by RCW 23B.15.060, by delivering to the secretary of state for filing an application that: (a) Sets forth its corporate name, or its corporate name with any addition required by RCW 23B.15.060, and the state or country and date of its incorporation; and (b) Is accompanied by a certificate of existence, or a document of similar import, from the state or country of incorporation.</p>	<p>(2) Registered Name. (b) A foreign limited liability company registers its name by delivering to the secretary of state for filing an application that: (i) Sets forth its name and the state or country and date of its organization; and (ii) Is accompanied by a certificate of existence, or a document of similar import, from the state or country of organization.</p>	<p>Such registration shall be made by: (1) Filing with the secretary of state: (a) An application for registration executed by the corporation by an officer thereof, setting forth the name of the corporation, the state or country under the laws of which it is incorporated, [and] the date of its incorporation, and (b) a certificate setting forth that such corporation is in good standing under the laws of the state or territory wherein it is organized, executed by the secretary of state of such state or country or by such other official as may have custody of the records pertaining to corporations, and (2) Paying to the secretary of state the applicable registration fee.</p>	<p><i>HUB revised to require certificate of existence from entity's jurisdiction of formation.</i></p>
<p>(3) The registration of a name under this section is effective upon the effective date of the application and until the close of the calendar year in which the application for registration is filed.</p>	<p>(3) The name is registered for the applicant's exclusive use upon the effective date of the application and until the close of the calendar year in which the application for registration is filed.</p>	<p>(2) Registered Name. (c) The name is registered for the applicant's exclusive use upon the effective date of the application and until the close of the calendar year in which the application for registration is filed.</p>	<p>The registration shall be effective until the close of the calendar year in which the application for registration is filed.</p>	<p><i>Hub revised to use calendar year rather than "one year after the date of registration."</i></p>

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(4) A foreign entity whose name registration is effective may renew the registration for successive one-year periods by delivering, not earlier than three months before the expiration of the registration, to the secretary of state for filing a renewal application that complies with this section. When filed, the renewal application renews the registration for the following calendar year.</p>	<p>(4) A foreign corporation whose registration is effective may renew it for successive years by delivering to the secretary of state for filing a renewal application, which complies with the requirements of subsection (2) of this section, between October 1 and December 31 of the preceding year. The renewal application when filed renews the registration for the following calendar year.</p>	<p>(2) Registered Name. (d) A foreign limited liability company whose registration is effective may renew it for successive years by delivering to the secretary of state for filing a renewal application, which complies with the requirements of (b) of this subsection, between October 1st and December 31st of the preceding year. The renewal application when filed renews the registration for the following calendar year.</p>	<p>24.03.048--Renewal of registration of corporate name. A corporation which has in effect a registration of its corporate name, may renew such registration from year to year by annually filing an application for renewal setting forth the facts required to be set forth in an original application for registration and a certificate of good standing as required for the original registration and by paying the applicable fee. A renewal application may be filed between the first day of October and the thirty-first day of December in each year, and shall extend the registration for the following calendar year.</p>	
<p>(5) A foreign entity whose name registration is effective may register as a foreign entity or foreign limited liability partnership under the registered name or consent in an executed record to the use of that name by another entity.</p>	<p>(5) A foreign corporation whose registration is effective may thereafter qualify as a foreign corporation under the registered name, or consent in writing to the use of that name by a corporation thereafter incorporated under this title, by a limited partnership thereafter formed under chapter 25.10 RCW, or by another foreign corporation or limited partnership thereafter authorized to transact business in this state. The registration terminates when the domestic corporation is incorporated or the domestic limited partnership is formed, or the foreign corporation qualifies or consents to the qualification of another foreign corporation or limited partnership under the registered name.</p>	<p>(2) Registered Name. (e) A foreign limited liability company whose registration is effective may thereafter qualify as a foreign limited liability company under the registered name, or consent in writing to the use of that name by a limited liability company thereafter organized under this chapter, by a corporation thereafter formed under Title 23B RCW, by a limited partnership thereafter formed under chapter 25.10 RCW, or by another foreign limited liability company, foreign corporation, or foreign limited partnership thereafter authorized to transact business in this state. The registration terminates when the domestic limited liability company is organized, the domestic corporation is incorporated, or the domestic limited partnership is formed, or the foreign limited liability company qualifies or consents to the qualification of another foreign limited liability company, corporation, or limited partnership under the registered name.</p>		
PART IV: REGISTERED AGENT				
§1401--Definitions				
<p>The definitions in this section apply throughout this section and sections 1402 through 1413 of this act unless the context clearly requires otherwise.</p>				

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(1) "Registered agent filing" means:</p> <ul style="list-style-type: none"> (a) The public organic record of a domestic entity; (b) An application of a domestic limited liability partnership; or (c) A registration statement filed pursuant to section 1503 of this act. <p>(3) "Represented entity" means:</p> <ul style="list-style-type: none"> (a) A domestic entity; or (b) A registered foreign entity. 				
§1402--Entities Required to Designate and Maintain Registered Agent				
<p>The following shall designate and maintain a registered agent in this state:</p> <ul style="list-style-type: none"> (1) A domestic entity; and (2) A registered foreign entity. 	<p>23B.05.010--Registered office and registered agent.</p> <p>(1) Each corporation must continuously maintain in this state:</p> <ul style="list-style-type: none"> (a) A registered office that may be the same as any of its places of business. . . . (b) A registered agent that may be <p>23B.15.070--Registered office and registered agent of foreign corporation.</p> <p>(1) Each foreign corporation authorized to transact business in this state must continuously maintain in this state:</p> <p>. . .</p> <ul style="list-style-type: none"> (a) A registered office which may be, but need not be, the same as its place of business in this state. . . . (b) A registered agent, who may be 	<p>25.15.020--Registered office -- Registered agent.</p> <p>(1) Each limited liability company shall continuously maintain in this state:</p> <ul style="list-style-type: none"> (a) A registered office, which may but need not be a place of its business in this state. . . . (b) A registered agent for service of process on the limited liability company, which agent may be <p>25.15.325--Name--Registered office--Registered agent</p> <p>. . .</p> <p>(2) Each foreign limited liability company shall continuously maintain in this state:</p> <p>. . .</p> <ul style="list-style-type: none"> (a) A registered office, which may but need not be a place of its business in this state. . . . (b) A registered agent for service of process on the foreign limited liability company, which agent may be 	<p>24.03.050--Registered office and registered agent.</p> <p>Each corporation shall have and continuously maintain in this state:</p> <ul style="list-style-type: none"> (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 <p>24.03.340--Registered office and registered agent of foreign corporation.</p> <p>Each foreign corporation authorized to conduct affairs in this state shall have and continuously maintain in this state:</p> <p>. . .</p> <ul style="list-style-type: none"> (1) A registered office which may be, but need not be, the same as its principal office. . . .6+ (2) A registered agent, which agent may be 	
§1403--Addresses in Filings				
<p>If a provision of this chapter other than section 1410(1)(d) of this act requires that a record state an address, the record must state:</p> <ul style="list-style-type: none"> (1) A street address in this state; and (2) A mailing address in this state, if different from the address described in subsection (1) of this section. 				

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>§1404--Designation of Registered Agent</p>	<p>23B.05.010--Registered office and registered agent.</p>	<p>RCW 25.15.020--Registered office -- Registered agent.</p>	<p>24.03.050--Registered office and registered agent.</p>	
<p>(1) A registered agent filing must be executed by the represented entity and state: (a) The name of the entity's commercial registered agent; or (b) If the entity does not have a commercial registered agent: (i) The name and address of the entity's noncommercial registered agent; or (ii) The title of an office or other position with the entity, if service of process, notices, and demands are to be sent to whichever individual is holding that office or position, and the address to which process, notices, or demands are to be sent.</p>	<p>(1) Each corporation must continuously maintain in this state: (a) A registered office that may be the same as any of its places of business. The registered office shall be at a specific geographic location in this state, and be identified by number, if any, and street, or building address or rural route, or, if a commonly known street or rural route address does not exist, by legal description. A registered office may not be identified by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in conjunction with the registered office address if the corporation also maintains on file the specific geographic address of the registered office where personal service of process may be made; (b) A registered agent that may be: (i) An individual residing in this state whose business office is identical with the registered office; (ii) A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; (iii) A foreign corporation or not-for-profit foreign corporation authorized to conduct affairs in this state whose business office is identical with the registered office; (iv) A domestic limited liability company whose business office is identical with the registered office; or (v) A foreign limited liability company authorized to conduct affairs in this state whose business office is identical with the registered office.</p>	<p>(1) Each limited liability company shall continuously maintain in this state: (a) A registered office, which may but need not be a place of its business in this state. The registered office shall be at a specific geographic location in this state, and be identified by number, if any, and street, or building address or rural route, or, if a commonly known street or rural route address does not exist, by legal description. A registered office may not be identified by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in conjunction with the registered office address if the limited liability company also maintains on file the specific geographic address of the registered office where personal service of process may be made; (b) A registered agent for service of process on the limited liability company, which agent may be either an individual resident of this state whose business office is identical with the limited liability company's registered office, or a domestic corporation, limited partnership, or limited liability company, or a government, governmental subdivision, agency, or instrumentality, or a separate legal entity comprised of two or more of these entities, or a foreign corporation, limited partnership, or limited liability company authorized to do business in this state having a business office identical with such registered office; and </p>	<p>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. The registered office shall be at a specific geographic location in this state, and be identified by number, if any, and street, or building address or rural route, or, if a commonly known street or rural route address does not exist, by legal description. A registered office may not be identified by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in conjunction with the registered office address if the corporation also maintains on file the specific geographic address of the registered office where personal service of process may be made. (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 governmental body or agency, 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, or a domestic limited liability company whose business office is identical with the registered office, or a foreign limited liability company authorized to conduct affairs in this state whose business address is identical with the registered office. . . .</p>	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(2) A registered agent shall not be appointed without having given prior consent in a record to the appointment. The consent shall be delivered to the secretary of state in such form as the secretary of state may prescribe. The consent shall be filed with or as a part of the record first appointing a registered agent. In the event any individual or entity has been appointed registered agent without consent, that individual or entity may deliver to the secretary of state a notarized statement attesting to that fact, and the name shall immediately be removed from the records of the secretary of state.</p>	<p>(2) A registered agent shall not be appointed without having given prior consent in a record to the appointment. The consent shall be filed with the secretary of state in such form as the secretary of state may prescribe. The consent shall be filed with or as a part of the record first appointing a registered agent. In the event any individual, corporation, or limited liability company has been appointed agent without consent, that person, corporation, or limited liability company may file a notarized statement attesting to that fact, and the name shall immediately be removed from the records of the secretary of state.</p>	<p>(c) A registered agent who shall not be appointed without having given prior written consent to the appointment. The written consent shall be filed with the secretary of state in such form as the secretary may prescribe. The written consent shall be filed with or as a part of the document first appointing a registered agent.</p>	<p>(2) . . . A registered agent shall not be appointed without having given prior consent to the appointment, in the form of a record. The consent shall be filed with the secretary of state in such form as the secretary may prescribe. The consent shall be filed with or as a part of the record first appointing a registered agent. In the event any individual, corporation, or limited liability company has been appointed agent without consent, that person, corporation, or limited liability company may file a notarized statement attesting to that fact, and the name shall immediately be removed from the records of the secretary of state.</p> <p>No Washington corporation or foreign corporation authorized to conduct affairs in this state may be permitted to maintain any action in any court in this state until the corporation complies with the requirements of this section.</p>	<p><i>HUB revised to add requirement of registered agent's prior consent to appointment in a record.</i></p>
§1405--Listing of Commercial Registered Agent				
<p>(1) A person may become listed as a commercial registered agent by delivering to the secretary of state for filing a commercial-registered-agent listing statement executed by the person which states:</p> <p>(a) The name of the individual or the name of the entity, type of entity, and jurisdiction of formation of the entity;</p> <p>(b) That the person is in the business of serving as a commercial registered agent in this state; and</p> <p>(c) The address of a place of business of the person in this state to which service of process, notices, and demands being served on or sent to entities represented by the person may be delivered.</p>				
<p>(2) A commercial-registered-agent listing statement may include the information regarding acceptance by the agent of service of process, notices, and demands in a form other than a written record as provided in section 1411(5) of this act.</p>				

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(3) If the name of a person delivering to the secretary of state for filing a commercial-registered-agent listing statement is not distinguishable on the records of the secretary of state from the name of another commercial registered agent listed under this section, the person shall adopt a fictitious name that is distinguishable and use that name in its statement and when it does business in this state as a commercial registered agent.</p>				
<p>(4) The secretary of state shall note the filing of a commercial-registered-agent listing statement in the records maintained by the secretary of state for each entity represented by the agent at the time of the filing. The statement has the effect of amending the registered agent filing for each of those entities to:</p> <p>(a) Designate the person becoming listed as a commercial registered agent as the commercial registered agent of each of those entities; and</p> <p>(b) Delete the name and address of the former agent from the registered agent filing of each of those entities.</p>				<p><i>See HUB legislative note for how this language should be amended if the SOS is unable to identify from its records all of the entities represented by a registered agent.</i></p>
<p>§1406--Termination of Listing of Commercial Registered Agent</p>				
<p>(1) A commercial registered agent may terminate its listing as a commercial registered agent by delivering to the secretary of state for filing a commercial-registered-agent termination statement executed by the agent which states:</p> <p>(a) The name of the agent as listed under section 1405 of this act; and</p> <p>(b) That the agent is no longer in the business of serving as a commercial registered agent in this state.</p>				
<p>(2) A commercial-registered-agent termination statement takes effect at 12:01 a.m. on the 31st day after the day on which it is delivered to the secretary of state for filing.</p>				

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(3) The commercial registered agent promptly shall furnish each entity represented by the agent notice in a record of the filing of the commercial-registered-agent termination statement.</p>				
<p>(4) When a commercial-registered-agent termination statement takes effect, the commercial registered agent ceases to be the registered agent for each entity formerly represented by it. Until an entity formerly represented by a terminated commercial registered agent designates a new registered agent, service of process may be made on the entity pursuant to section 1411 of this act. Termination of the listing of a commercial registered agent under this section does not affect any contractual rights a represented entity has against the agent or that the agent has against the entity.</p>				
<p>§1407--Change of Registered Agent By Entity</p>	<p>23B.05.020--Change of registered office or registered agent.</p>	<p>RCW 25.15.020--Registered office -- Registered agent.</p>	<p>24.03.055--Change of registered office or registered agent.</p>	
<p>(1) A represented entity may change its registered agent or other information on file under section 1404(1) of this act by delivering to the secretary of state for filing a statement of change executed by the entity which states:</p> <p>(a) The name of the entity; and</p> <p>(b) The information required under section 1404(1) of this act.</p>	<p>(1) A corporation may change its registered office or registered agent by delivering to the secretary of state for filing a statement of change that sets forth:</p> <p>(a) The name of the corporation;</p> <p>(b) If the current registered office is to be changed, the street address of the new registered office in accord with RCW 23B.05.010(1)(a);</p> <p>(c) If the current registered agent is to be changed, the name of the new registered agent and the new agent's consent in a record, either on the statement or attached to it in a manner and form as the secretary of state may prescribe, to the appointment; and</p> <p>(d) That after the change or changes are made, the street addresses of its registered office and the business office of its registered agent will be identical.</p> <p><i>[Same process for foreign corporations in 23B.15.080.]</i></p>	<p>. . .</p> <p>(2) A limited liability company may change its registered office or registered agent by delivering to the secretary of state for filing a statement of change that sets forth:</p> <p>(a) The name of the limited liability company;</p> <p>(b) If the current registered office is to be changed, the street address of the new registered office in accord with subsection (1) of this section;</p> <p>(c) If the current registered agent is to be changed, the name of the new registered agent and the new agent's written consent, either on the statement or attached to it, to the appointment; and</p> <p>(d) That after the change or changes are made, the street addresses of its registered office and the business office of its registered agent will be identical.</p> <p><i>[Same process for foreign LLCs under 25.15.325.]</i></p>	<p>A corporation may change its registered office or change its registered agent, or both, upon filing in the office of the secretary of state in the form prescribed by the secretary of state a statement setting forth:</p> <p>(1) The name of the corporation.</p> <p>(2) If the current registered office is to be changed, the street address to which the registered office is to be changed.</p> <p>(3) If the current registered agent is to be changed, the name of the new registered agent.</p> <p>(4) That the address of its registered office and the address of the office of its registered agent, as changed, will be identical.</p> <p>. . .</p> <p><i>[Same process for foreign corporations in 24.03.345.]</i></p>	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(2) The interest holders or governors of a domestic entity need not approve the filing of:</p> <p>(a) A statement of change under this section; or</p> <p>(b) A similar filing changing the registered agent or registered office, if any, of the entity in any other jurisdiction.</p>				
<p>(3) A statement of change under this section designating a new registered agent must be accompanied by the new registered agent's consent in a record, either on the statement or attached to it in a manner and form as the secretary of state may prescribe, to the appointment.</p>	<p>(1)(c) If the current registered agent is to be changed, the name of the new registered agent and the new agent's consent in a record, either on the statement or attached to it in a manner and form as the secretary of state may prescribe, to the appointment; and</p>	<p>(2)(c) If the current registered agent is to be changed, the name of the new registered agent and the new agent's written consent, either on the statement or attached to it, to the appointment; and</p>	<p>...</p> <p>Such statement shall be executed by the corporation by an officer of the corporation, and delivered to the secretary of state, together with a consent, in the form of a record, of the registered agent to the appointment, if applicable.</p> <p>...</p>	
			<p>... If the secretary of state finds that such statement conforms to the provisions of this chapter, the secretary of state shall endorse thereon the word "Filed," and the month, day, and year of the filing thereof, and file the statement. The change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective upon filing unless a later date is specified.</p>	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>§1408--Change of Name or Address, Type of Entity, or Jurisdiction of Formation by Noncommercial Registered Agent</p>	<p>23B.05.020--Change of registered office or registered agent.</p>	<p>25.15.020--Registered office -- Registered agent.</p>	<p>24.03.055--Change of registered office or registered agent.</p>	
<p>(1) If a noncommercial registered agent changes its name or its address in effect with respect to a represented entity under section 1404(1) of this act, the agent shall deliver to the secretary of state for filing, with respect to each entity represented by the agent, a statement of change executed by the agent which states:</p> <ul style="list-style-type: none"> (a) The name of the entity; (b) The name and address of the agent in effect with respect to the entity; (c) If the name of the agent has changed, the new name; and (d) If the address of the agent has changed, the new address. <p>(2) A noncommercial registered agent promptly shall furnish the represented entity with notice in a record of the delivery to the secretary of state for filing of a statement of change and the changes made in the statement.</p>	<p>(2) If a registered agent changes the street address of the agent's business office, the registered agent may change the street address of the registered office of any corporation for which the agent is the registered agent by notifying the corporation of the change either (a) in a written record, or (b) if the corporation has designated an address, location, or system to which the notices may be electronically transmitted and the registered agent electronically transmits the notice to the corporation at the designated address, location, or system, in an electronically transmitted record and delivering to the secretary of state for filing a statement that complies with the requirements of subsection (1) of this section and recites that the corporation has been notified of the change.</p> <p><i>[Same process for foreign corporations in 23B.15.080(2).]</i></p>	<p>(3) If a registered agent changes the street address of the agent's business office, the registered agent may change the street address of the registered office of any limited liability company for which the agent is the registered agent by notifying the limited liability company in writing of the change and signing, either manually or in facsimile, and delivering to the secretary of state for filing a statement that complies with the requirements of subsection (2) of this section and recites that the limited liability company has been notified of the change.</p> <p><i>[Same process for foreign LLCs in 25.15.325(4).]</i></p>	<p>...</p> <p>If a registered agent changes the agent's business address to another place within the state, the agent may change such address and the address of the registered office of any corporation of which the agent is a registered agent, by filing a statement as required by this section except that it need be executed only by the registered agent, it need not be responsive to subsection (3) of this section, and it must recite that a copy of the statement has been delivered to the secretary of the corporation.</p> <p><i>[Same process for foreign corporations in 24.03.345.]</i></p>	
<p>§1409--Change of Name, Address, . . . By Commercial Registered Agent</p>				
<p>(1) If a commercial registered agent changes its name, its address as listed under section 1405(1) of this act, its type of entity, or its jurisdiction of formation, the agent shall deliver to the secretary of state for filing a statement of change executed by the agent which states:</p> <ul style="list-style-type: none"> (a) The name of the agent as listed under section 1405(1) of this act; (b) If the name of the agent has changed, the new name; (c) If the address of the agent has changed, the new address; and (d) If the agent is an entity: <ul style="list-style-type: none"> (i) If the type of entity of the agent has changed, the new type of entity; and (ii) If the jurisdiction of formation of the agent has changed, the new jurisdiction of formation. 				

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(2) The filing by the secretary of state of a statement of change under subsection (1) of this section is effective to change the information regarding the agent with respect to each entity represented by the agent.</p>				
<p>(3) A commercial registered agent promptly shall furnish to each entity represented by it a notice in a record of the filing by the secretary of state of a statement of change relating to the name or address of the agent and the changes made in the statement.</p>				
<p>(4) If a commercial registered agent changes its address without delivering for filing a statement of change as required by this section, the secretary of state may cancel the listing of the agent under section 1405 of this act. A cancellation under this subsection has the same effect as a termination under section 1406 of this act. Promptly after canceling the listing of an agent, the secretary of state shall serve notice in a record in the manner provided in section 1411 (2) or (3) of this act on:</p> <p>(a) Each entity represented by the agent, stating that the agent has ceased to be the registered agent for the entity and that, until the entity designates a new registered agent, service of process may be made on the entity as provided in section 1411 of this act; and</p> <p>(b) The agent, stating that the listing of the agent has been canceled under this section.</p>				
<p>§1410--Resignation of Registered Agent</p>	<p>23B.05.030--Resignation of registered agent.</p>	<p>RCW 25.15.020--Registered office -- Registered agent.</p>	<p>24.03.055--Change of registered office or registered agent.</p>	
<p>(1) A registered agent may resign as agent for a represented entity by delivering to the secretary of state for filing a statement of resignation executed by the agent which states:</p> <p>(a) The name of the entity;</p> <p>(b) The name of the agent;</p> <p>(c) That the agent resigns from serving as registered agent for the entity; and</p> <p>(d) The address of the entity to which the agent will send the notice required by subsection (3) of this section.</p>	<p>(1) A registered agent may resign as agent by signing and delivering to the secretary of state for filing a statement of resignation. The statement may include a statement that the registered office is also discontinued.</p> <p><i>[Same process for foreign corporations in 23B.15.090.]</i></p>	<p>(4) A registered agent may resign as agent by signing and delivering to the secretary of state for filing a statement that the registered office is also discontinued. . . .</p> <p><i>[Same process for foreign LLCs in 25.15.325 (5)].</i></p>	<p>. . .</p> <p>Any registered agent of a corporation may resign as such agent upon filing a notice thereof, in the form of a record, with the secretary of state,</p> <p><i>[Same process for foreign corporations in 24.03.345].</i></p>	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(2) A statement of resignation takes effect on the earlier of:</p> <p>(a) The 31st day after the day on which it is filed by the secretary of state; or</p> <p>(b) The designation of a new registered agent for the represented entity.</p>	<p>(3) The agency appointment is terminated, and the registered office discontinued if so provided, on the 31st day after the date on which the statement was filed.</p>	<p>(4) . . . The agency appointment is terminated, and the registered office discontinued is so provided, on the thirty-first day after the date on which the statement was filed.</p>	<p>. . . The appointment of such agent shall terminate upon the expiration of thirty days after receipt of such notice by the secretary of state.</p> <p>. . .</p>	
<p>(3) A registered agent promptly shall furnish to the represented entity notice in a record of the date on which a statement of resignation was filed.</p>	<p>(2) After filing the statement the secretary of state shall mail a copy of the statement to the corporation at its principal office.</p>	<p>(4). . . After filing the statement the secretary of state shall mail a copy of the statement to the limited liability company at its principal office. . . .</p>	<p>. . . with the secretary of state, who shall immediately deliver an exact or conformed copy thereof to the corporation in care of an officer, who is not the resigning registered agent, at the address of such officer as shown by the most recent annual report of the corporation.</p>	
<p>§1411--Service of Process, Notice, or Demand on Entity</p>	<p>23B.05.040--Service on corporation.</p>	<p>25.15.025--Service of process on domestic limited liability companies.</p>	<p>24.03.060--Service of process on corporation.</p>	
<p>(1) A represented entity may be served with any process, notice, or demand required or permitted by law by serving its registered agent.</p>	<p>(1) A corporation's registered agent is the corporation's agent for service of process, notice, or demand required or permitted by law to be served on the corporation.</p>	<p>(1) A limited liability company's registered agent is its agent for service of process, notice, or demand required or permitted by law to be served on the limited liability company.</p>	<p>The registered agent so appointed by a corporation shall be an agent of such corporation upon whom any process, notice or demand required or permitted by law to be served upon the corporation may be served.</p>	
<p>(2) If a represented entity ceases to have a registered agent, or if its registered agent cannot with reasonable diligence be served, the entity may be served by registered or certified mail, return receipt requested, or by similar commercial delivery service, addressed to the entity at the entity's principal office. The address of the principal office must be as shown in the entity's most recent annual report filed by the secretary of state. Service is effected under this subsection on the earliest of:</p> <p>(a) The date the entity receives the mail or delivery by the commercial delivery service;</p> <p>(b) The date shown on the return receipt, if executed by the entity; or</p> <p>(c) Five days after its deposit with the United States Postal Service or commercial delivery service, if correctly addressed and with sufficient postage or payment.</p>	<p>(2) The secretary of state shall be an agent of a corporation upon whom any such process, notice, or demand may be served if:</p> <p>(a) The corporation fails to appoint or maintain a registered agent in this state; or</p> <p>(b) The registered agent cannot with reasonable diligence be found at the registered office.</p> <p>(3) Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with the secretary of state, or with any duly authorized clerk of the corporation department of the secretary of state's office, the process, notice, or demand. In the event any such process, notice, or demand is served on the secretary of state, the secretary of state shall immediately cause a copy thereof to be forwarded by certified mail, addressed to the secretary of the corporation at the corporation's principal office as shown on the records of the secretary of state. Any service so had on the secretary of state shall be returnable in not less than thirty days.</p>	<p>(2) The secretary of state shall be an agent of a limited liability company upon whom any such process, notice, or demand may be served if:</p> <p>(a) The limited liability company fails to appoint or maintain a registered agent in this state; or</p> <p>(b) The registered agent cannot with reasonable diligence be found at the registered office.</p> <p>(3) Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with the secretary of state, or with any duly authorized clerk of the secretary of state's office, the process, notice, or demand. In the event any such process, notice, or demand is served on the secretary of state, the secretary of state shall immediately cause a copy thereof to be forwarded by certified mail, addressed to the limited liability company at its principal place of business as it appears on the records of the secretary of state. Any service so had on the secretary of state shall be returnable in not less than thirty days.</p>	<p>Whenever a corporation shall fail to appoint or maintain a registered agent in this state, or whenever its registered agent cannot with reasonable diligence be found at the registered office, then the secretary of state shall be an agent of such corporation upon whom any such process, notice, or demand may be served. Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with the secretary of state, or with any duly authorized clerk of the corporation department of the secretary of state's office, duplicate copies of such process, notice or demand. In the event any such process, notice or demand is served on the secretary of state, the secretary of state shall immediately cause one of the copies thereof to be forwarded by certified mail, addressed to the secretary of the corporation as shown on the records of the secretary of state. Any service so had on the secretary of state shall be returnable in not less than thirty days.</p>	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
	(4) The secretary of state shall keep a record of all processes, notices, and demands served upon the secretary of state under this section, and shall record therein the time of such service and the secretary of state's action with reference thereto.	(4) The secretary of state shall keep a record of all processes, notices, and demands served upon the secretary of state under this section, and shall record therein the time of such service and the secretary of state's action with reference thereto.	The secretary of state shall keep a record of all processes, notices and demands served upon the secretary of state under this section, and shall record therein the time of such service and the secretary of state's action with reference thereto.	
(3) If process, notice, or demand cannot be served on an entity pursuant to subsection (1) or (2) of this section, service may be made by handing a copy to the individual in charge of any regular place of business or activity of the entity if the individual served is not a plaintiff in the action.				
(4) The secretary of state shall be an agent of the entity for service of process if process, notice, or demand cannot be served on an entity pursuant to subsection (1), (2), or (3) of this section.				
(5) Service of process, notice, or demand on a registered agent must be in a written record, but service may be made on a commercial registered agent in other forms, and subject to such requirements, as the agent has stated in its listing under section 1405 of this act that it will accept. (6) Service of process, notice, or demand may be made by other means under law other than this chapter.	(5) This section does not limit or affect the right to serve any process, notice, or demand required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.	(5) This section does not limit or affect the right to serve any process, notice, or demand required or permitted by law to be served upon a limited liability company in any other manner now or hereafter permitted by law.	Nothing herein contained shall limit or affect the right to serve any process, notice or demand required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>§1412--Duties of Registered Agent</p>				
<p>The only duties under this chapter of a registered agent that has complied with this chapter are:</p> <p>(1) To forward to the represented entity at the address most recently supplied to the agent by the entity any process, notice, or demand pertaining to the entity which is served on or received by the agent;</p> <p>(2) To provide the notices required by this chapter to the entity at the address most recently supplied to the agent by the entity;</p> <p>(3) If the agent is a noncommercial registered agent, to keep current the information required by section 1404(1) of this act in the most recent registered agent filing for the entity; and</p> <p>(4) If the agent is a commercial registered agent, to keep current the information listed for it under section 1405(1) of this act.</p>	<p>23B.05.040--Service on corporation. (1) A corporation's registered agent is the corporation's agent for service of process, notice, or demand required or permitted by law to be served on the corporation. </p> <p>23B.15.100--Service on foreign corporation. (1) The registered agent appointed by a foreign corporation authorized to transact business in this state shall be an agent of such corporation upon whom any process, notice, or demand required or permitted by law to be served upon the corporation may be served. </p>	<p>25.15.025--Service of process on domestic limited liability companies. (1) A limited liability company's registered agent is its agent for service of process, notice, or demand required or permitted by law to be served on the limited liability company. </p> <p>25.15.355--Service of process on registered foreign limited liability companies. (1) A foreign limited liability company's registered agent is its agent for service of process, notice, or demand required or permitted by law to be served on the foreign limited liability company. </p>	<p>24.03.060--Service of process on corporation. The registered agent so appointed by a corporation shall be an agent of such corporation upon whom any process, notice or demand required or permitted by law to be served upon the corporation may be served. </p> <p>24.03.350--Service on foreign corporation. The registered agent so appointed by a foreign corporation authorized to conduct affairs in this state shall be an agent of such corporation upon whom any process, notice or demand required or permitted by law to be served upon the corporation may be served. </p>	
<p>§1413--Jurisdiction and Venue</p>	<p>23B.14.310--Judicial dissolution or supervision of voluntary dissolution -- Procedure.</p>			
<p>The designation or maintenance in this state of a registered agent does not by itself create the basis for personal jurisdiction over the represented entity in this state. The address of the agent does not determine venue in an action or a proceeding involving the entity.</p>	<p>(1) Venue for any proceeding to dissolve a corporation or to supervise a voluntary dissolution brought by any party named in RCW 23B.14.300 lies in the county where a corporation's registered office is or was last located. . . .</p>		<p>24.03.260--Venue and process. Every action for the involuntary dissolution of a corporation shall be commenced by the attorney general either in the superior court of the county in which the registered office of the corporation is situated, or in the superior court of Thurston county. . . .</p> <p>24.03.271--Dissolution of a nonprofit corporation -- Venue -- Proceedings -- Court's authority -- Distribution of assets. (1) Venue for a proceeding brought by the attorney general to dissolve a corporation pursuant to RCW 24.03.266 lies in the court specified in RCW 24.03.260. Venue for a proceeding brought by any other party named in RCW 24.03.266 lies in the county where a corporation's principal office (or, if none in this state, its registered office) is or was last located. . . .</p>	
<p>PART V: FOREIGN ENTITIES</p>				

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
§1501--Governing Law	23B.15.050--Effect of certificate of authority.	25.15.310--Law governing.		
<p>(1) Part I of this act does not authorize this state to regulate the organization or internal affairs of a foreign entity registered to do business in this state, or govern the liability that a person has as an interest holder or governor for a debt, obligation, or other liability of the foreign entity.</p>	<p>(1) A certificate of authority authorizes the foreign corporation to which it is issued to transact business in this state subject, however, to the right of the state to revoke the certificate as provided in this title. . . .</p> <p>(3) Except as otherwise provided in *chapter 23B.19 RCW, this title does not authorize this state to regulate the organization or internal affairs of a foreign corporation authorized to transact business in this state.</p>	<p>(1) Subject to the Constitution of the state of Washington:</p> <p>(a) The laws of the state, territory, possession, or other jurisdiction or country under which a foreign limited liability company is organized govern its organization and internal affairs and the liability of its members and managers; and</p>	<p>24.03.305--Admission of foreign corporation. . . . and nothing in this chapter contained shall be construed to authorize this state to regulate the organization or the internal affairs of such corporation. . . .</p>	
<p>(2) A foreign entity is not precluded from registering to do business in this state because of any difference between the law of the entity's jurisdiction of formation and the law of this state.</p>		<p>(b) A foreign limited liability company may not be denied registration by reason of any difference between those laws and the laws of this state.</p>	<p>24.03.305--Admission of foreign corporation. . . . A foreign corporation shall not be denied a certificate of authority by reason of the fact that the laws of the state or country under which such corporation is organized governing its organization and internal affairs differ from the laws of this state, and . . .</p>	
<p>(3) Registration of a foreign entity to do business in this state does not authorize the foreign entity to engage in any activity or exercise any power that a domestic entity of the same type may not engage in or exercise in this state. Except as otherwise provided in this chapter or other applicable law of this state, a foreign entity is subject to the same duties, restrictions, penalties, and liabilities now or later imposed on a domestic entity of the same type.</p>	<p>(2) A foreign corporation holding a valid certificate of authority shall have no greater rights and privileges than a domestic corporation of like character. Except as otherwise provided by this title, a foreign corporation is subject to the same duties, restrictions, penalties, and liabilities now or later imposed on a domestic corporation of like character.</p>	<p>(2) A foreign limited liability company is subject to RCW 25.15.030 and, notwithstanding subsection (1)(a) of this section, a foreign limited liability company rendering professional services in this state is also subject to RCW 25.15.045(2).</p>	<p>24.03.305--Admission of foreign corporation. . . . No foreign corporation shall be entitled to procure a certificate of authority under this chapter to conduct in this state any affairs which a corporation organized under this chapter is not permitted to conduct. . . .</p> <p>24.03.310--Powers of foreign corporation. A foreign corporation which shall have received a certificate of authority under this chapter shall, until a certificate of revocation or of withdrawal shall have been issued as provided in this chapter, enjoy the same, but no greater, rights and privileges as a domestic corporation organized for the purposes set forth in the application pursuant to which such certificate of authorization is issued; and, except as in this chapter otherwise provided, shall be subject to the same duties, restrictions, penalties and liabilities now or hereafter imposed upon a domestic corporation of like character.</p>	<p><i>HUB revised to incorporate last sentence.</i></p>
		<p>(3) A foreign limited liability company and its members and managers doing business in this state thereby submit to personal jurisdiction of the courts of this state and are subject to RCW 25.15.125.</p>		

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
§1502--Registration to Do Business				
(1) A foreign entity may not do business in this state until it registers with the secretary of state under this chapter.	23B.15.010--Authority to transact business required. (1) Unless it is otherwise authorized to transact business pursuant to a state or federal statute, a foreign corporation may not transact business in this state until it obtains a certificate of authority from the secretary of state.	25.15.315--Registration required -- Application. Before doing business in this state, a foreign limited liability company shall register with the secretary of state. . . .	24.03.305--Admission of foreign corporation. No foreign corporation shall have the right to conduct affairs in this state until it shall have procured a certificate of authority so to do from the secretary of state. . . .	
(2) A foreign entity doing business in this state may not maintain an action or proceeding in this state unless it is registered to do business in this state and has paid to this state all fees and penalties for the years, or parts thereof, during which it did business in this state without having registered.	23B.15.020--Consequences of transacting business without authority. (1) Unless it is otherwise authorized to transact business pursuant to a state or federal statute, a foreign corporation transacting business in this state without a certificate of authority may not maintain a proceeding in any court in this state until it obtains a certificate of authority.	25.15.340--Doing business without registration. (1) A foreign limited liability company doing business in this state may not maintain any action, suit, or proceeding in this state until it has registered in this state, and has paid to this state all fees and penalties for the years or parts thereof, during which it did business in this state without having registered. . . .	24.03.390--Conducting affairs without certificate of authority. No foreign corporation which is conducting affairs in this state without a certificate of authority shall be permitted to maintain any action, suit or proceeding in any court of this state until such corporation shall have obtained a certificate of authority. . . .	<i>HUB revised to incorporate payment of fees/penalties language.</i>
(3) The successor to a foreign entity that transacted business in this state without a certificate of registration and the assignee of a cause of action arising out of that business may not maintain a proceeding based on that cause of action in any court in this state until the foreign entity or its successor, obtains a certificate of registration.	23B.15.020--Consequences of transacting business without authority. (2) The successor to a foreign corporation that transacted business in this state without a certificate of authority and the assignee of a cause of action arising out of that business may not maintain a proceeding based on that cause of action in any court in this state until the foreign corporation or its successor obtains a certificate of authority.		24.03.390--Conducting affairs without certificate of authority. Nor shall any action, suit or proceeding be maintained in any court of this state by any successor or assignee of such corporation on any right, claim or demand arising out of the conduct of affairs by such corporation in this state, until a certificate of authority shall have been obtained by such corporation or by a corporation which has acquired all or substantially all of its assets. . . .	<i>HUB revised to add (3)</i>
(4) A court may stay a proceeding commenced by a foreign entity, its successor, or assignee until it determines whether the foreign entity, or its successor, requires a certificate of registration. If it so determines, the court may further stay the proceeding until the foreign entity, or its successor, obtains the certificate of registration.	23B.15.020--Consequences of transacting business without authority. (3) A court may stay a proceeding commenced by a foreign corporation, its successor, or assignee until it determines whether the foreign corporation or its successor requires a certificate of authority. If it so determines, the court may further stay the proceeding until the foreign corporation or its successor obtains the certificate.			<i>HUB revised to add (4)</i>

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(5) A foreign entity that transacts business in this state without a certificate of registration is liable to this state, for the years or parts thereof during which it transacted business in this state without a certificate of registration, in an amount equal to all fees which would have been imposed by this chapter upon the entity had it applied for and received a certificate of registration to transact business in this state and thereafter filed all reports required by this chapter, plus all penalties imposed by this chapter for failure to pay such fees.</p>	<p>23B.15.020--Consequences of transacting business without authority. (4) A foreign corporation which transacts business in this state without a certificate of authority is liable to this state, for the years or parts thereof during which it transacted business in this state without a certificate of authority, in an amount equal to all fees which would have been imposed by this title upon such corporation had it applied for and received a certificate of authority to transact business in this state as required by this title and thereafter filed all reports required by this title, plus all penalties imposed by this title for failure to pay such fees.</p>		<p>24.03.390--Conducting affairs without certificate of authority. . . . A foreign corporation which transacts business in this state without a certificate of authority shall be liable to this state, for the years or parts thereof during which it transacted business in this state without a certificate of authority, in an amount equal to all fees which would have been imposed by this chapter upon such corporation had it duly applied for and received a certificate of authority to transact business in this state as required by this chapter and thereafter filed all reports required by this chapter, plus all penalties imposed by this chapter for failure to pay such fees. The attorney general shall bring proceedings to recover all amounts due this state under the provisions of this section.</p>	<p><i>HUB revised to add (5)</i></p>
<p>(6) The failure of a foreign entity to register to do business in this state does not: (a) Impair the validity of a contract or act of the foreign entity; (b) impair the right of any other party to the contract to maintain any action, suit, or proceeding on the contract; or (c) preclude the foreign entity from defending an action or proceeding in this state.</p>	<p>23B.15.020--Consequences of transacting business without authority. (5) Notwithstanding subsections (1) and (2) of this section, the failure of a foreign corporation to obtain a certificate of authority does not impair the validity of its corporate acts or prevent it from defending any proceeding in this state.</p>	<p>25.15.340--Doing business without registration. (2) Neither the failure of a foreign limited liability company to register in this state nor the issuance of a certificate of cancellation with respect to a foreign limited liability company's registration in this state impairs: (a) The validity of any contract or act of the foreign limited liability company; (b) The right of any other party to the contract to maintain any action, suit, or proceeding on the contract; or (c) The foreign limited liability company from defending any action, suit, or proceeding in any court of this state.</p>	<p>24.03.390--Conducting affairs without certificate of authority. . . . The failure of a foreign corporation to obtain a certificate of authority to conduct affairs in this state shall not impair the validity of any contract or act of such corporation, and shall not prevent such corporation from defending any action, suit or proceeding in any court of this state. . . .</p>	<p><i>HUB revised to add (6)(b).</i></p>
<p>(7) A limitation on the liability of an interest holder or governor of a foreign entity is not waived solely because the foreign entity does business in this state without registering.</p>		<p>25.15.340--Doing business without registration. (3) A member or a manager of a foreign limited liability company is not liable for the obligations of the foreign limited liability company solely by reason of the limited liability company's having done business in this state without registration.</p>		
<p>(8) Section 1501 (1) and (2) of this act applies even if a foreign entity fails to register under this Article 5.</p>				

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
§1503--Foreign Registration Statement	23B.15.030--Application for certificate of authority.	25.15.315--Registration required -- Application.	24.03.325--Application for certificate of authority.	
(1) To register to do business in this state, a foreign entity must deliver a foreign registration statement to the secretary of state for filing. The statement must be executed by the entity and state:	(1) A foreign corporation may apply for a certificate of authority to transact business in this state by delivering an application to the secretary of state for filing. The application must state: In order to register, a foreign limited liability company shall submit to the secretary of state, an application for registration as a foreign limited liability company executed by any member or manager of the foreign limited liability company, setting forth:	A foreign corporation, in order to procure a certificate of authority to conduct affairs in this state, shall make application therefor to the secretary of state, which application shall set forth: The application shall be made in the form prescribed by the secretary of state and shall be executed by the corporation by one of its officers. . . .	
(a) The name of the foreign entity and, if the name does not comply with section 1301 of this act, an alternate name adopted pursuant to section 1506 of this act;	(a) That the name of the foreign corporation meets the requirements stated in RCW 23B.15.060;	(1) The name of the foreign limited liability company and, if different, the name under which it proposes to register and do business in this state;	(1) The name of the corporation (2) If the name of the corporation contains the word "corporation," "company," "incorporated," or "limited," or contains an abbreviation of one of such words, then the name of the corporation which it elects for use in this state.	
(b) The type of entity and, if it is a foreign limited partnership, whether it is a foreign limited liability limited partnership;				
(c) The entity's jurisdiction of formation;	(b) The name of the state or country under whose law it is incorporated;	(2) The state, territory, possession, or other jurisdiction or country where formed, . . .	(1) . . . the state or country under the laws of which it is incorporated.	
(d) The street and mailing addresses of the entity's principal office and, if the law of the entity's jurisdiction of formation requires the entity to maintain an office in that jurisdiction, the street and mailing addresses of the office;	(d) The street address of its principal office;	(5) The address of the principal place of business of the foreign limited liability company;	(4) The address of the principal office of the corporation.	
(e) The information required by section 1404(1) of this act;	(e) The street address of its registered office in this state and the name of its registered agent at that office, in accordance with RCW 23B.15.070; and (f) The names and usual business addresses of its current directors and officers.	(4) The address of the registered office and the name and address of the registered agent for service of process required to be maintained by RCW 25.15.325(2);	(5) A statement that a registered agent has been appointed and the name and address of such agent, and that a registered office exists and the address of such registered office is identical to that of the registered agent. (7) The names and respective addresses of the directors and officers of the corporation.	
(f) The names and addresses of the entity's governors, and if the entity is a business corporation or nonprofit corporation, the names and addresses of its officers;				<i>HUB revised to add (f)</i>
(g) The date of the entity's formation and period of duration;	(c) Its date of incorporation and period of duration;	(2) . . . the date of its formation . . .	(3) The date of incorporation and the period of duration of the corporation.	<i>HUB revised to add (g)</i>

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
(h) The nature of the entity's business or purposes to be conducted or promoted in this state; and		(3) The nature of the business or purposes to be conducted or promoted in this state;	(6) The purpose or purposes of the corporation which it proposes to pursue in conducting its affairs in this state.	<i>HUB revised to add (h)</i>
(i) The date on which the entity first did, or intends to do, business in this state.		(7) The date on which the foreign limited liability company first did, or intends to do, business in this state.		<i>HUB revised to add (i)</i>
		(6) A statement that the secretary of state is appointed the agent of the foreign limited liability company for service of process under the circumstances set forth in RCW 25.15.355(2);		
			(8) Such additional information as may be necessary or appropriate in order to enable the secretary of state to determine whether such corporation is entitled to a certificate of authority to conduct affairs in this state.	
(2) The foreign entity shall deliver with the registration statement a certificate of existence, or a document of similar import, issued no more than sixty days before the date of submission of the registration statement and duly authenticated by the secretary of state or other official having custody of the entity's records in the entity's jurisdiction of formation.	(2) The foreign corporation shall deliver with the completed application a certificate of existence, or a document of similar import, issued no more than sixty days before the date of the application and duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose law it is incorporated.	(2) . . . a duly authenticated statement from the secretary of state or other official having custody of limited liability company records in the jurisdiction under whose law it was formed, that as of the date of filing the foreign limited liability company validly exists as a limited liability company under the laws of the jurisdiction of its formation;	The application shall be accompanied by a certificate of good standing which has been issued no more than sixty days before the date of filing of the application for a certificate of authority to do business in this state and has been certified to by the proper officer of the state or country under the laws of which the corporation is incorporated.	<i>HUB revised to add (2)</i>

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
§1504—Amendment of Foreign Registration Statement	23B.15.040--Amended certificate of authority.	25.15.330--Amendments to application.	24.03.365--Amended certificate of authority.	
<p>A registered foreign entity shall promptly deliver to the secretary of state for filing an amendment to its foreign registration statement if there is a change in:</p> <ul style="list-style-type: none"> (1) The name of the entity; (2) The type of entity, including, if it is a foreign limited partnership, whether the entity became or ceased to be a foreign limited liability limited partnership; (3) The entity's jurisdiction of formation; (4) An address required by section 1503(1) (d) of this act; or (5) The information required by section 1404(1) of this act. 	<p>(1) A foreign corporation authorized to transact business in this state must obtain an amended certificate of authority from the secretary of state if it changes:</p> <ul style="list-style-type: none"> (a) Its corporate name; or (b) The period of its duration. <p>(2) A foreign corporation may apply for an amended certificate of authority by delivering an application to the secretary of state for filing that sets forth:</p> <ul style="list-style-type: none"> (a) The name of the foreign corporation and the name in which the corporation is authorized to transact business in Washington, if different; (b) The name of the state or country under whose law it is incorporated; (c) The date it was authorized to transact business in this state; (d) A statement of the change or changes being made; (e) In the event the change or changes include a name change to a name that does not meet the requirements of RCW 23B.15.060, a fictitious name for use in Washington, and a copy of the resolution of the board of directors, certified by the corporation's secretary, adopting the fictitious name; and (f) A copy of the document filed in the state or country of incorporation showing that jurisdiction's "filed" stamp. 	<p>If any statement in the application for registration of a foreign limited liability company was false when made or any arrangements or other facts described have changed, making the application false in any respect, the foreign limited liability company shall promptly file in the office of the secretary of state a certificate, executed by any member or manager, correcting such statement.</p>	<p>A foreign corporation authorized to conduct affairs in this state shall procure an amended certificate of authority in the event it changes its corporate name, or desires to pursue in this state other or additional purposes than those set forth in its prior application for a certificate of authority, by making application therefor to the secretary of state.</p> <p>The requirements in respect to the form and contents of such application, the manner of its execution, the filing of the application with the secretary of state, the issuance of an amended certificate of authority and the effect thereof, shall be the same as in the case of an original application for a certificate of authority.</p>	
§1505--Activities Not Constituting Doing Business	23B.15.010--Authority to transact business required.	25.15.350--Transactions not constituting transacting business.	24.03.305--Admission of foreign corporation.	
<p>(1) Activities of a foreign entity which do not constitute doing business in this state under this chapter include, but are not limited to:</p>	<p>(2) The following activities, among others, do not constitute transacting business within the meaning of subsection (1) of this section:</p>	<p>(1) The following activities, among others, do not constitute transacting business within the meaning of this article:</p>	<p>. . .</p> <p>Without excluding other activities which may not constitute conducting affairs in this state, a foreign corporation shall not be considered to be conducting affairs in this state, for the purposes of this chapter, by reason of carrying on in this state any one or more of the following activities:</p>	
<p>(a) Maintaining, defending, mediating, arbitrating, or settling an action or proceeding, or settling claims or disputes;</p>	<p>(a) Maintaining or defending any action or suit or any administrative or arbitration proceeding, or effecting the settlement thereof or the settlement of claims or disputes;</p>	<p>(a) Maintaining or defending any action or suit or any administrative or arbitration proceeding, or effecting the settlement thereof or the settlement of claims or disputes;</p>	<p>(1) Maintaining or defending any action or suit or any administrative or arbitration proceeding, or effecting the settlement thereof or the settlement of claims or disputes.</p>	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
(b) Carrying on any activity concerning its internal affairs, including holding meetings of its interest holders or governors;	(b) Holding meetings of the board of directors or shareholders or carrying on other activities concerning internal corporate affairs;	(b) Holding meetings of the members, or managers if any, or carrying on other activities concerning internal limited liability company affairs;	(2) Holding meetings of its directors or members or carrying on other activities concerning its internal affairs.	
(c) Maintaining accounts in financial institutions;	(c) Maintaining bank accounts, share accounts in savings and loan associations, custodian or agency arrangements with a bank or trust company, or stock or bond brokerage accounts;	(c) Maintaining bank accounts, share accounts in savings and loan associations, custodian or agency arrangements with a bank or trust company, or stock or bond brokerage accounts;	(3) Maintaining bank accounts.	
(d) Maintaining offices or agencies for the transfer, exchange, and registration of securities of the entity or maintaining trustees or depositories with respect to those securities;	(d) Maintaining offices or agencies for the transfer, exchange, and registration of the corporation's own securities or maintaining trustees or depositories with respect to those securities;	(d) Maintaining offices or agencies for the transfer, exchange, and registration of the foreign limited liability company's own securities or interests or maintaining trustees or depositories with respect to those securities or interests;		
(e) Selling through independent contractors;	(e) Selling through independent contractors;	(e) Selling through independent contractors;	(6) Effecting sales through independent contractors.	
(f) Soliciting or obtaining orders by any means if the orders require acceptance outside this state before they become binding contracts and where the contracts do not involve any local performance other than delivery and installation;	(f) Soliciting or procuring orders, whether by mail or through employees or agents or otherwise, where the orders require acceptance outside this state before becoming binding contracts and where the contracts do not involve any local performance other than delivery and installation;	(f) Soliciting or procuring orders, whether by mail or through employees or agents or otherwise, where the orders require acceptance outside this state before becoming binding contracts and where the contracts do not involve any local performance other than delivery and installation;	(7) Soliciting or procuring orders, whether by mail or through employees or agents or otherwise, where such orders require acceptance without this state before becoming binding contracts.	<i>HUB revised to include "binding contracts" language in last part of sentence..</i>
(g) Creating or acquiring indebtedness, mortgages, or security interests in property;	(g) Making loans or creating or acquiring evidences of debt, mortgages, or liens on real or personal property, or recording same;	(g) Making loans or creating or acquiring evidences of debt, mortgages, or liens on real or personal property, or recording same;	(4) Creating evidences of debt, mortgages or liens on real or personal property. (8) Creating as borrower or lender, or acquiring, indebtedness or mortgages or other security interests in real or personal property.	
(h) Securing or collecting debts or enforcing mortgages or security interests in property securing the debts;	(h) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts;	(h) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts;	(5) Securing or collecting debts due to it or enforcing any rights in property securing the same. (9) Securing or collecting debts or enforcing any rights in property securing the same.	
(i) Conducting an isolated transaction that is completed within thirty days and that is not in the course of repeated transactions of a like nature;	(j) Conducting an isolated transaction that is completed within thirty days and that is not one in the course of repeated transactions of a like nature;	(j) Conducting an isolated transaction that is completed within thirty days and that is not one in the course of repeated transactions of a like nature;	(11) Conducting an isolated transaction completed within a period of thirty days and not in the course of a number of repeated transactions of like nature.	<i>HUB revised to be consistent with entity statutes.</i>
(j) Owning, without more, property;	(i) Owning, without more, real or personal property;	(i) Owning, without more, real or personal property;		
(k) Doing business in interstate commerce; and	(k) Transacting business in interstate commerce;	(k) Transacting business in interstate commerce;	(10) Transacting any business in interstate commerce.	
(l) Operating an approved branch campus of a foreign degree-granting institution in compliance with chapter 28B.90 RCW and in accordance with subsection (2) of this section.	(m) Operating an approved branch campus of a foreign degree-granting institution in compliance with chapter 28B.90 RCW and in accordance with RCW 23B.15.015.		(12) Operating an approved branch campus of a foreign degree-granting institution in compliance with chapter 28B.90 RCW and in accordance with RCW 24.03.307.	<i>HUB revised to include (l) and (2) below</i>

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(2) In addition to those acts that are specified in subsection (1) of this section, a foreign degree-granting institution that establishes an approved branch campus in the state under chapter 28B.90 RCW shall not be deemed to transact business in the state solely because it:</p> <p>(a) Owns and controls an incorporated branch campus in this state;</p> <p>(b) Pays the expenses of tuition or room and board charged by the incorporated branch campus for its students enrolled at the branch campus or contributes to the capital thereof; or</p> <p>(c) Provides personnel who furnish assistance and counsel to its students while in the state but who have no authority to enter into any transactions for or on behalf of the foreign degree-granting institution.</p>	<p>23B.15.015--Foreign degree-granting institution branch campus — acts not deemed transacting business in state.</p> <p>In addition to those acts that are specified in RCW 23B.15.010(2), a foreign degree-granting institution that establishes an approved branch campus in the state under chapter 28B.90 RCW shall not be deemed to transact business in the state solely because it:</p> <p>(1) Owns and controls an incorporated branch campus in this state;</p> <p>(2) Pays the expenses of tuition, or room and board charged by the incorporated branch campus for its students enrolled at the branch campus or contributes to the capital thereof; or</p> <p>(3) Provides personnel who furnish assistance and counsel to its students while in the state but who have no authority to enter into any transactions for or on behalf of the foreign degree-granting institution.</p>		<p>24.03.307--Foreign degree-granting institution branch campus — acts not deemed transacting business in state.</p> <p>In addition to those acts that are specified in RCW 24.03.305 (1) through (11), a foreign degree-granting institution that establishes an approved branch campus in the state under chapter 28B.90 RCW shall not be deemed to transact business in the state solely because it:</p> <p>(1) Owns and controls an incorporated branch campus in this state;</p> <p>(2) Pays the expenses of tuition, or room and board charged by the incorporated branch campus for its students enrolled at the branch campus or contributes to the capital thereof; or</p> <p>(3) Provides personnel who furnish assistance and counsel to its students while in the state but who have no authority to enter into any transactions for or on behalf of the foreign degree-granting institution.</p>	<p><i>HUB revised to include (2) and (l) above</i></p>
<p>(3) A person does not do business in this state solely by being an interest holder or governor of a domestic entity or foreign entity that does business in this state.</p>	<p>(l) Owning and controlling a subsidiary corporation incorporated in or transacting business within this state; or</p>	<p>(l) Owning a controlling interest in a corporation or a foreign corporation that transacts business within this state;</p> <p>(m) Participating as a limited partner of a domestic or foreign limited partnership that transacts business within this state; or</p> <p>(n) Participating as a member or a manager of a domestic or foreign limited liability company that transacts business within this state.</p>		
	<p>(3) The list of activities in subsection (2) of this section is not exhaustive.</p>	<p>(2) The list of activities in subsection (1) of this section is not exhaustive.</p>	<p>. . . Without excluding other activities which may not constitute conducting affairs in this state</p>	
<p>(4) This section does not apply in determining the contacts or activities that may subject a foreign entity to service of process, taxation, or regulation under law of this state other than this chapter.</p>				

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>§1506--Noncomplying Name of Foreign Entity</p>	<p>23B.15.060--Corporate name of foreign corporation.</p>	<p>25.15.325--Name -- Registered office -- Registered agent.</p>	<p>24.03.315--Corporate name of foreign corporation -- Fictitious name.</p>	
<p>(1) A foreign entity whose name does not comply with section 1301 of this act for an entity of its type may not register to do business in this state until it adopts, for the purpose of doing business in this state, an alternate name that complies with section 1301 of this act. A registered foreign entity that registers under an alternate name under this subsection need not comply with chapter 19.80 RCW. After registering to do business in this state with an alternate name, a registered foreign entity shall do business in this state under:</p> <p>(a) The alternate name;</p> <p>(b) Its entity name, with the addition of its jurisdiction of formation clearly identified; or</p> <p>(c) An assumed or fictitious name the entity is authorized to use under chapter 19.80 RCW.</p>	<p>...</p> <p>(3) If the corporate name of a foreign corporation does not satisfy the requirements of subsection (1) of this section, the foreign corporation to obtain or maintain a certificate of authority to transact business in this state:</p> <p>(a) May add the word "corporation," "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.," to its corporate name for use in this state; or</p> <p>(b) May use a fictitious name to transact business in this state if its real name is unavailable and it delivers to the secretary of state for filing a copy of the resolution of its board of directors, certified by its secretary, adopting the fictitious name.</p> <p>(4) A foreign corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the records from one or more of the names described in subsection (1)(d) of this section. The secretary of state shall authorize use of the name applied for if:</p> <p>(a) The other corporation, company, holder, limited liability partnership, or limited partnership consents to the use in writing and files with the secretary of state documents necessary to change its name or the name reserved or registered to a name that is distinguishable upon the records of the secretary of state from the name of the applying corporation; or</p> <p>(b) The applicant delivers to the secretary of state a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in this state.</p> <p>(5) A foreign corporation may use in this state the name, including the fictitious name, of another domestic or foreign corporation that is used in this state if the other corporation is incorporated or authorized to transact business in this state and the foreign corporation:</p> <p>(a) Has merged with the other corporation; or</p> <p>(b) Has been formed by reorganization of the other corporation.</p>	<p>(1) A foreign limited liability company may register with the secretary of state under any name (whether or not it is the name under which it is registered in the jurisdiction of its formation) that includes the words "Limited Liability Company," the words "Limited Liability" and the abbreviation "Co.," or the abbreviation "L.L.C." or "LLC" and that could be registered by a domestic limited liability company. A foreign limited liability company may apply to the secretary of state for authorization to use a name which is not distinguishable upon the records of the office of the secretary of state from the names described in RCW 23B.04.010 and 25.10.061, and the names of any domestic or foreign limited liability company reserved, registered, or formed under the laws of this state. The secretary of state shall authorize use of the name applied for if the other corporation, limited liability company, limited liability partnership, or limited partnership consents in writing to the use and files with the secretary of state documents necessary to change its name, or the name reserved or registered to a name that is distinguishable upon the records of the secretary of state from the name of the applying foreign limited liability company.</p> <p>...</p>	<p>No certificate of authority shall be issued to a foreign corporation unless the corporate name of such corporation complies with the provisions of RCW 24.03.045. However, a foreign corporation applying for a certificate of authority may file with the secretary of state a resolution of its board of directors adopting a fictitious name for use in transacting business in this state, if the fictitious name complies with RCW 24.03.045.</p>	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
(2) If a registered foreign entity changes its name to one that does not comply with section 1301 of this act, it may not do business in this state until it complies with subsection (1) of this section by amending its foreign registration statement to adopt an alternate name that complies with section 1301 of this act.	(6) If a foreign corporation authorized to transact business in this state changes its corporate name to one that does not satisfy the requirements of subsection (1) of this section, it may not transact business in this state under the changed name until it adopts a name satisfying such requirements and obtains an amended certificate of authority under RCW 23B.15.040.			
§1507--Withdrawal of Registration	23B.15.200--Withdrawal of foreign corporation.	25.15.335--Cancellation of registration.	24.03.370--Withdrawal of foreign corporation.	
(1) A registered foreign entity may withdraw its registration by delivering a statement of withdrawal to the secretary of state for filing. The statement of withdrawal must be executed by the entity and state:	(1) A foreign corporation authorized to transact business in this state may not withdraw from this state until it obtains a certificate of withdrawal from the secretary of state. (2) A foreign corporation authorized to transact business in this state may apply for a certificate of withdrawal by delivering an application to the secretary of state for filing. The application . . . must set forth:	(1) A foreign limited liability company may cancel its registration by filing with the secretary of state a certificate of cancellation, executed by any member or manager. A cancellation does not terminate the authority of the secretary of state to accept service of process on the foreign limited liability company with respect to causes of action arising out of the doing of business in this state. (2) The certificate of cancellation shall set forth:	A foreign corporation authorized to conduct affairs in this state may withdraw from this state upon procuring from the secretary of state a certificate of withdrawal. In order to procure such certificate of withdrawal, such foreign corporation shall deliver to the secretary of state an application for withdrawal, which shall set forth:	
(a) The name of the entity and its jurisdiction of formation;	(a) The name of the foreign corporation and the name of the state or country under whose law it is incorporated;	(a) The name of the foreign limited liability company;	(1) The name of the corporation and the state or country under the laws of which it is incorporated.	
(b) That the entity is not doing business in this state and it withdraws its registration to do business in this state;	(b) That it is not transacting business in this state and that it surrenders its authority to transact business in this state;		(2) That the corporation is not conducting affairs in this state. (3) That the corporation surrenders its authority to conduct affairs in this state.	
(c) That the entity revokes the authority of its registered agent to accept service on its behalf in this state; and	(c) That it revokes the authority of its registered agent to accept service on its behalf and appoints the secretary of state as its agent for service of process in any proceeding based on a cause of action arising during the time it was authorized to transact business in this state;		(4) That the corporation revokes the authority of its registered agent in this state to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in this state during the time the corporation was authorized to conduct affairs in this state may thereafter be made on such corporation by service thereof on the secretary of state.	
(d) An address to which service of process may be made under subsection (3) of this section.	(d) A mailing address to which the secretary of state may mail a copy of any process served on the secretary of state under (c) of this subsection; and (e) A commitment to notify the secretary of state in the future of any change in its mailing address.	(e) The address to which service of process may be forwarded; and	(6) A post office address to which the secretary of state may mail a copy of any process against the corporation that may be served on the secretary of state.	
(2) The statement of withdrawal must be accompanied by a copy of a revenue clearance certificate issued pursuant to RCW 82.32.260.	(2) . . . The application must be accompanied by a copy of a revenue clearance certificate issued pursuant to RCW 82.32.260 . . .		(5) A copy of a revenue clearance certificate issued pursuant to chapter 82.32 RCW.	<i>HUB revised to add (2)</i>
		(b) The date of filing of its certificate of registration;		

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
		(c) The reason for filing the certificate of cancellation;		
		(d) The future effective date (not later than the ninetieth day after the date it is filed) of cancellation if it is not to be effective upon filing of the certificate;		
		(f) Any other information the person filing the certificate of cancellation desires.		
			The application for withdrawal shall be made on forms prescribed and furnished by the secretary of state and shall be executed by the corporation by an officer of the corporation, or, if the corporation is in the hands of a receiver or trustee, shall be executed on behalf of the corporation by such receiver or trustee.	
(3) After the withdrawal of the registration of an entity, service of process in any action or proceeding based on a cause of action arising during the time the entity was registered to do business in this state may be made pursuant to section 1411 of this act.	(3) After the withdrawal of the corporation is effective, service of process on the secretary of state under RCW 23B.15.100 is service on the foreign corporation.			
§1508--Withdrawal Deemed On Conversion to Domestic Entity				
A registered foreign entity that converts to any type of domestic entity is deemed to have withdrawn its registration on the effective date of the conversion.				

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
§1509--Withdrawal on Dissolution or Conversion				
<p>(1) A registered foreign entity that has dissolved and completed winding up or has converted to a domestic or foreign person not subject to this chapter shall deliver a statement of withdrawal to the secretary of state for filing. The statement must be executed by the dissolved or converted entity and state:</p> <p>(a) In the case of a foreign entity that has completed winding up:</p> <p>(i) Its name and jurisdiction of formation; and</p> <p>(ii) That the foreign entity surrenders its registration to do business in this state; and</p> <p>(b) In the case of a foreign entity that has converted to a domestic or foreign person not subject to this act:</p> <p>(i) The name of the converting foreign entity and its jurisdiction of formation;</p> <p>(ii) The type of person to which it has converted and its jurisdiction of formation;</p> <p>(iii) That it surrenders its registration to do business in this state and revokes the authority of its registered agent to accept service on its behalf; and</p> <p>(iv) A mailing address to which service of process may be made under subsection (2) of this section.</p>				
<p>(2) After a withdrawal is effective under this section, service of process in any action or proceeding based on a cause of action arising during the time the foreign filing entity was registered to do business in this state may be made pursuant to section 1411 of this act.</p>				

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
§1510--Transfer of Registration				
<p>(1) If a registered foreign entity merges into a nonregistered foreign entity or converts to a foreign entity required to register with the secretary of state to do business in this state, the foreign entity shall deliver to the secretary of state for filing an application for transfer of registration. The application must be executed by the surviving or converted entity and state:</p> <p>(a) The name of the registered foreign entity before the merger or conversion;</p> <p>(b) The type of entity it was before the merger or conversion;</p> <p>(c) The name of the applicant entity and, if the name does not comply with section 1301 of this act, an alternate name adopted pursuant to section 1506(1) of this act;</p> <p>(d) The type of entity of the applicant entity and its jurisdiction of formation; and</p> <p>(e) The following information regarding the applicant entity, if different than the information for the foreign entity before the merger or conversion:</p> <p>(i) The street and mailing addresses of the principal office of the entity and, if the law of the entity's jurisdiction of formation requires it to maintain an office in that jurisdiction, the street and mailing addresses of that office; and</p> <p>(ii) The information required pursuant to section 1404(1) of this act.</p>				
<p>(2) When an application for transfer of registration takes effect, the registration of the registered foreign entity to do business in this state is transferred without interruption to the entity into which it has merged or to which it has been converted.</p>				
§1511--Termination of Registration	23B.15.300--Revocation -- Grounds.	25.15.365--Revocation of registration -- Requirements for commencement.	24.03.380--Revocation of certificate of authority -- Notice.	
<p>(1) The secretary of state may terminate the registration of a registered foreign entity in the manner provided in subsections (2) and (3) of this section if:</p>	<p>The secretary of state may revoke the certificate of authority of a foreign corporation authorized to transact business in this state if:</p>	<p>The secretary of state may commence a proceeding under *section 11 of this act to revoke registration of a foreign limited liability company authorized to transact business in this state if:</p>	<p>(1) The certificate of authority of a foreign corporation to conduct affairs in this state shall be revoked by the secretary of state upon the conditions prescribed in this section when:</p>	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
(a) The entity does not pay any fee, interest, or penalty required to be paid to the secretary of state under this chapter or law of this state other than this chapter;	(2) The foreign corporation does not pay any license fees or penalties, imposed by this title, when they become due;		(a) The corporation . . . has failed to pay any fees or penalties prescribed by this chapter when they have become due and payable; or	<i>HUB revised to delete 60-day grace period.</i>
(b) The entity does not deliver to the secretary of state for filing an annual report when it is due;	(1) The foreign corporation does not deliver its completed initial report or annual report to the secretary of state when it is due;		(a) The corporation has failed to file its annual report within the time required by this chapter, . . . ; or	<i>HUB revised to delete 60-day grace period.</i>
(c) The entity does not have a registered agent as required by section 1402 of this act;	(3) The foreign corporation is without a registered agent or registered office in this state;	(1) The foreign limited liability company is without a registered agent or registered office in this state for sixty days or more;	(b) The corporation has failed for thirty days to appoint and maintain a registered agent in this state as required by this chapter; or	
(d) The entity does not deliver to the secretary of state for filing a statement of change under section 1407 of this act if change occurs in the name or address of the entity's registered agent;	(4) The foreign corporation does not inform the secretary of state under RCW 23B.15.080 or 23B.15.090 that its registered agent or registered office has changed, that its registered agent has resigned, or that its registered office has been discontinued;	(2) The foreign limited liability company does not inform the secretary of state under RCW 25.15.330 that its registered agent or registered office has changed, that its registered agent has resigned, or that its registered office has been discontinued within sixty days of the change, resignation, or discontinuance;	(c) The corporation has failed, for thirty days after change of its registered agent or registered office, to file in the office of the secretary of state a statement of such change as required by this chapter; or	<i>HUB revised to delete 30-day grace period.</i>
(e) A governor, officer, or agent of the entity executed a document knowing it was false in any material respect with intent that the document be delivered to the secretary of state for filing; or	(5) An incorporator, director, officer, or agent of the foreign corporation signed a document knowing it was false in any material respect with intent that the document be delivered to the secretary of state for filing; or	(3) A manager or other agent of the foreign limited liability company signed a document knowing it was false in any material respect with intent that the document be delivered to the secretary of state for filing; or	(e) A misrepresentation has been made of any material matter in any application, report, affidavit, or other record submitted by such corporation pursuant to this chapter.	<i>HUB revised to add (e).</i>
(f) The secretary of state receives a duly authenticated certificate from the secretary of state or other official having custody of the entity's records in the entity's jurisdiction of formation stating that it has been dissolved or disappeared as the result of a merger.	(6) The secretary of state receives a duly authenticated certificate from the secretary of state or other official having custody of corporate records in the state or country under whose law the foreign corporation is incorporated stating that it has been dissolved or disappeared as the result of a merger.	(4) The secretary of state receives a duly authenticated certificate from the secretary of state or other official having custody of limited liability company records in the jurisdiction under which the foreign limited liability company was organized stating that the foreign limited liability company has been dissolved or its certificate or articles of formation canceled.		<i>HUB revised to add (f).</i>
			(d) The corporation has continued to exceed or abuse the authority conferred upon it by this chapter;	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(2) If the secretary of state determines that one or more grounds for termination exist under subsection (1) of this section, the secretary of state shall deliver a notice of the determination to the registered foreign entity's registered agent or, if the entity does not have a registered agent, to the entity's principal office. The notice must state the grounds for termination under subsection (1) of this section.</p>	<p>23B.15.310--Revocation -- Procedure and effect. (1) If the secretary of state determines that one or more grounds exist under RCW 23B.15.300 for revocation of a certificate of authority, the secretary of state shall give the foreign corporation written notice of the determination by first-class mail, postage prepaid. </p>	<p>25.15.366--Revocation of registration--Procedure-- Notice--Correction of grounds -- Certificate of revocation -- Authority of agent. (1) If the secretary of state determines that one or more grounds exist under *section 10 of this act for revocation of a foreign limited liability company's registration, the secretary of state shall give the foreign limited liability company written notice of the determination by first-class mail, postage prepaid, stating in the notice the ground or grounds for and effective date of the secretary of state's determination, which date shall not be earlier than the date on which the notice is mailed. (2) The secretary of state shall file the original of the certificate and mail a copy to the foreign limited liability company. (3) Documents to be mailed by the secretary of state to a foreign limited liability company for which provision is made in this section shall be sent to the foreign limited liability company at the address of the agent for service of process contained in the application or certificate of this limited liability company which is most recently filed with the secretary of state.</p>	<p>24.03.380--Revocation of certificate of authority -- Notice. . . . (2) Prior to revoking a certificate of authority under subsection (1) of this section, the secretary of state shall give the corporation written notice of the corporation's delinquency or omission by first-class mail, postage prepaid, addressed to the corporation's registered agent. If, according to the records of the secretary of state, the corporation does not have a registered agent, the notice may be given by mail addressed to the corporation at its last known address or at the address of any officer or director of the corporation, as shown by the records of the secretary of state. Notice is deemed to have been given five days after the date deposited in the United States mail, correctly addressed, and with correct postage affixed.</p>	<p><i>HUB revised in (2) through (6) to make the process consistent with 23B process.</i></p>
<p>(3) If the entity does not cure each ground for termination stated in the notice within sixty days after the notice is effective, the secretary of state shall terminate the registration of the foreign entity by filing a statement of termination that recites the ground or grounds for termination and the effective date of termination and delivering a copy of the statement of termination to the foreign entity.</p>	<p>23B.15.310--Revocation -- Procedure and effect. (2) If the foreign corporation does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within sixty days after notice is effective, the secretary of state shall revoke the foreign corporation's certificate of authority by signing a certificate of revocation that recites the ground or grounds for revocation and its effective date. The secretary of state shall file the original of the certificate and mail a copy to the foreign corporation.</p>	<p>25.15.366--Revocation of registration -- Procedure -- Notice -- Correction of grounds -- Certificate of revocation -- Authority of agent. (2) If the foreign limited liability company does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within sixty days after notice is effective, the secretary of state shall revoke the foreign limited liability company's registration by signing a certificate of revocation that recites the ground or grounds for revocation and its effective date.</p>	<p>24.03.380--Revocation of certificate of authority -- Notice. . . . (2) . . . The notice shall inform the corporation that its certificate of authority shall be revoked at the expiration of sixty days following the date the notice had been deemed to have been given, unless it corrects the delinquency or omission within the sixty-day period. (3) Any notice provided by the secretary of state under this section shall be designed to clearly identify and warn the recipient of the contents thereof. A delinquency notice shall provide a succinct and readable description of the delinquency or omission, the date on which dissolution will occur, and the action necessary to cure the delinquency or omission prior to dissolution.</p>	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
			<p>24.03.385--Issuance of certificate of revocation. Upon revoking any certificate of authority under RCW 24.03.380, the secretary of state shall:</p> <p>(1) Issue a certificate of revocation in duplicate. (2) File one of such certificates in the secretary of state's office. (3) Mail the other duplicate certificate to such corporation at its registered office in this state or, if there is no registered office in this state, to the corporation at the last known address of any officer or director of the corporation, as shown by the records of the secretary of state.</p>	
<p>(4) The authority of a registered foreign entity to do business in this state ceases on the effective date of termination shown on the statement of termination.</p>	<p>(3) The authority of a foreign corporation to transact business in this state ceases on the date shown on the certificate revoking its certificate of authority.</p>	<p>(4) The authority of a foreign limited liability company to transact business in this state ceases on the date shown on the certificate revoking its registration.</p>	<p>24.03.385--Issuance of certificate of revocation. Upon the filing of such certificate of revocation, the authority of the corporation to conduct affairs in this state shall cease.</p>	
	<p>(4) The secretary of state's revocation of a foreign corporation's certificate of authority appoints the secretary of state the foreign corporation's agent for service of process in any proceeding based on a cause of action which arose during the time the foreign corporation was authorized to transact business in this state. Service of process on the secretary of state under RCW 23B.15.100 is service on the foreign corporation.</p>	<p>(5) The secretary of state's revocation of a foreign limited liability company's registration appoints the secretary of state the foreign limited liability company's agent for service of process in any proceeding based on a cause of action which arose during the time the foreign limited liability company was authorized to transact business in this state.</p>		
<p>(5) The termination of a foreign entity's registration does not terminate the authority of the registered agent of the foreign entity.</p>	<p>(5) Revocation of a foreign corporation's certificate of authority does not terminate the authority of the registered agent of the corporation.</p>	<p>(6) Revocation of a foreign limited liability company's registration does not terminate the authority of the registered agent of the foreign limited liability company.</p>		
			<p>24.03.385--Issuance of certificate of revocation. (4) The attorney general may take such action regarding revocation of a certificate of authority as is provided by RCW 24.03.250 for the dissolution of a domestic corporation. The procedures of RCW 24.03.250 shall apply to any action under this section. The clerk of any superior court entering a decree of revocation of a certificate of authority shall file a certified copy, without cost or filing fee, with the office of the secretary of state.</p>	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
			<p>24.03.386--Foreign corporations -- Application for reinstatement.</p> <p>(1) A corporation revoked under RCW 24.03.380 may apply to the secretary of state for reinstatement within three years after the effective date of revocation. An application filed within such three-year period may be amended or supplemented and any such amendment or supplement shall be effective as of the date of original filing. The application filed under this section shall be filed under and by authority of an officer of the corporation.</p>	
			<p>(2) The application shall:</p> <p>(a) State the name of the corporation and, if applicable, the name the corporation had elected to use in this state at the time of revocation, and the effective date of its revocation;</p> <p>(b) Provide an explanation to show that the grounds for revocation either did not exist or have been eliminated;</p> <p>(c) State the name of the corporation at the time of reinstatement and, if applicable, the name the corporation elects to use in this state at the time of reinstatement which may be reserved under RCW 24.03.046;</p> <p>(d) Appoint a registered agent and state the registered office address under RCW 24.03.340; and</p> <p>(e) Be accompanied by payment of applicable fees and penalties.</p>	
			<p>(3) If the secretary of state determines that the application conforms to law, and that all applicable fees have been paid, the secretary of state shall cancel the certificate of revocation, prepare and file a certificate of reinstatement, and mail a copy of the certificate of reinstatement to the corporation.</p>	
			<p>(4) Reinstatement under this section relates back to and takes effect as of the date of revocation. The corporate authority shall be deemed to have continued without interruption from that date.</p>	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
			<p>(5) In the event the application for reinstatement states a corporate name which the secretary of state finds to be contrary to the requirements of RCW 24.03.046, the application, amended application, or supplemental application shall be amended to adopt another corporate name which is in compliance with RCW 24.03.046. In the event the reinstatement application so adopts a new corporate name for use in Washington, the application for authority shall be deemed to have been amended to change the corporation's name to the name so adopted for use in Washington, effective as of the effective date of the certificate of reinstatement.</p>	
<p>§1512--Action by Attorney General</p>				
<p>The attorney general may maintain an action to enjoin a foreign entity from doing business in this state in violation of this chapter.</p>	<p><i>[Nothing specific to foreign corporations.]</i></p> <p>23B.03.040--Ultra vires. (1) Except as provided in subsection (2) of this section, corporate action may not be challenged on the ground that the corporation lacks or lacked power to act. (2) A corporation's power to act may be challenged: . . . (c) In a proceeding by the attorney general under RCW 23B.14.300. . . .</p> <p>23B.14.300--Judicial dissolution — Grounds. The superior courts may dissolve a corporation: (1) In a proceeding by the attorney general if it is established that: (a) The corporation obtained its articles of incorporation through fraud; or (b) The corporation has continued to exceed or abuse the authority conferred upon it by law; </p>	<p>25.15.345--Foreign limited liability companies doing business without having qualified -- Injunctions.</p> <p>The superior courts shall have jurisdiction to enjoin any foreign limited liability company, or any agent thereof, from doing any business in this state if such foreign limited liability company has failed to register under this article or if such foreign limited liability company has secured a certificate of registration from the secretary of state under RCW 25.15.320 on the basis of false or misleading representations. The secretary of state shall, upon the secretary's own motion or upon the relation of proper parties, proceed for this purpose by complaint in any county in which such foreign limited liability company is doing or has done business.</p>	<p>24.03.380--Revocation of certificate of authority -- Notice. (4) The attorney general may take such action regarding revocation of a certificate of authority as is provided by RCW 24.03.250 for the dissolution of a domestic corporation. The procedures of RCW 24.03.250 shall apply to any action under this section. The clerk of any superior court entering a decree of revocation of a certificate of authority shall file a certified copy, without cost or filing fee, with the office of the secretary of state.</p> <p>24.03.390--Conducting affairs without certificate of authority. . . . A foreign corporation which transacts business in this state without a certificate of authority shall be liable to this state, for the years or parts thereof during which it transacted business in this state without a certificate of authority, in an amount equal to all fees which would have been imposed by this chapter upon such corporation had it duly applied for and received a certificate of authority to transact business in this state as required by this chapter and thereafter filed all reports required by this chapter, plus all penalties imposed by this chapter for failure to pay such fees. The attorney general shall bring proceedings to recover all amounts due this state under the provisions of this section.</p>	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
			<p>24.03.040--Defense of ultra vires. No act of a corporation and no conveyance or transfer of real or personal property to or by a corporation shall be invalid by reason of the fact that the corporation was without capacity or power to do such act or to make or receive such conveyance or transfer, but such lack of capacity or power may be asserted: . . . (3) In a proceeding by the attorney general, as provided in this chapter, to dissolve the corporation, or in a proceeding by the attorney general to enjoin the corporation from performing unauthorized acts, or in any other proceeding by the attorney general.</p>	
PART VI: ADMINISTRATIVE DISSOLUTION				
<p>§ 1601—For the purposes of this Article 6, the term “domestic entity” does not include a domestic limited liability partnership.</p>				
<p>§ 1602--Grounds</p>	<p>23B.14.200--Administrative dissolution -- Grounds.</p>	<p>25.15.280--Administrative dissolution -- Commencement of proceeding.</p>	<p>24.03.302--Administrative dissolution -- Grounds -- Notice -- Reinstatement -- Fee set by rule -- Corporate name -- Survival of actions.</p>	
<p>The secretary of state may commence a proceeding under section 1603 of this act to dissolve a domestic entity administratively if :</p>	<p>The secretary of state may administratively dissolve a corporation under RCW 23B.14.210 if:</p>	<p>The secretary of state may commence a proceeding under RCW 25.15.285 to administratively dissolve a limited liability company if:</p>	<p>A corporation shall be administratively dissolved by the secretary of state upon the conditions prescribed in this section when the corporation:</p>	
<p>(1) The entity does not pay any fee, interest, or penalty required to be paid to the secretary of state when due;</p>	<p>(1) The corporation does not pay any license fees or penalties, imposed by this title, when they become due;</p>	<p>(1) The limited liability company does not pay any license fees or penalties, imposed by this chapter, when they become due;</p>		<p><i>HUB revised to remove 6-month grace period.</i></p>
<p>(2)The entity does not deliver an annual report to the secretary of state not later than one hundred twenty days after it is due; or</p>	<p>(2) The corporation does not deliver its completed initial report or annual report to the secretary of state when it is due;</p>	<p>(2) The limited liability company does not deliver its completed initial report or annual report to the secretary of state when it is due;</p>	<p>(1) Has failed to file or complete its annual report within the time required by law; or</p>	<p><i>HUB revised to change grace period from 6 months to 120 days.</i></p>
<p>(3) The entity does not have a registered agent in this state for thirty consecutive days; or</p>	<p>(3) The corporation is without a registered agent or registered office in this state;</p>	<p>(3) The limited liability company is without a registered agent or registered office in this state for sixty days or more; or</p>	<p>(2) Has failed for thirty days to appoint or maintain a registered agent in this state; or</p>	<p><i>HUB revised to change grace period from 60 days to 30 days.</i></p>
<p>(4) the entity’s period of duration stated in its public organic record expired.</p>				

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
	(4) The corporation does not notify the secretary of state that its registered agent or registered office has been changed, that its registered agent has resigned, or that its registered office has been discontinued;	(4) The limited liability company does not notify the secretary of state within sixty days that its registered agent or registered office has been changed, that its registered agent has resigned, or that its registered office has been discontinued.	(3) Has failed for thirty days, after change of its registered agent or registered office, to file in the office of the secretary of state a statement of such change.	
	(5) The corporation's period of duration stated in its articles of incorporation expired after July 1, 1990; or			
	(6) The corporation's period of duration stated in its articles of incorporation expired prior to July 1, 1990, but the corporation has timely paid all license fees imposed by this title and set by rule by the secretary, has timely filed annual reports with the secretary of state, has never been without a registered agent or registered office in this state for sixty days or more, and has never failed to notify the secretary of state of changes in a registered agent or registered office within sixty days of such change.			
§ 1603--Procedure and Effect	23B.14.210--Administrative dissolution -- Procedure and effect.	25.15.285--Administrative dissolution -- Notice -- Opportunity to correct deficiencies.	24.03.302--Administrative dissolution -- Grounds -- Notice -- Reinstatement -- Fee set by rule -- Corporate name -- Survival of actions.	
(1) If the secretary of state determines that one or more grounds exist under section 1602 of this act for administratively dissolving a domestic entity, the secretary of state shall serve the entity pursuant to section 1211 of this act with notice in a record of the secretary of state's determination.	(1) If the secretary of state determines that one or more grounds exist under RCW 23B.14.200 or 23B.14.203 for dissolving a corporation, the secretary of state shall give the corporation written notice of the determination by first-class mail, postage prepaid.	(1) If the secretary of state determines that one or more grounds exist under RCW 25.15.280 for dissolving a limited liability company, the secretary of state shall give the limited liability company written notice of the determination by first-class mail, postage prepaid, reciting the grounds therefor. Notice shall be sent to the address of the principal place of business of the limited liability company as it appears in the records of the secretary of state. A corporation shall not be dissolved under this section unless the secretary of state has given the corporation not less than sixty days' notice of its delinquency or omission, by first-class mail, postage prepaid, addressed to the registered office, or, if there is no registered office, to the last known address of any officer or director as shown by the records of the secretary of state, and unless the corporation has failed to correct the omission or delinquency before expiration of the sixty-day period. Any notice provided by the secretary of state under this section shall be designed to clearly identify and warn the recipient of the contents thereof. A delinquency notice shall provide a succinct and readable description of the delinquency or omission, the date on which dissolution will occur, and the action necessary to cure the delinquency or omission prior to dissolution.	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(2) If a domestic entity, not later than sixty days after service of the notice required by subsection (1) of this section, does not cure or demonstrate to the satisfaction of the secretary of state the nonexistence of each ground determined by the secretary of state, the secretary of state shall administratively dissolve the entity by executing a statement of administrative dissolution that recites the grounds for dissolution and the effective date of dissolution. The secretary of state shall file the statement and serve a copy on the entity pursuant to section 1211 of this act.</p>	<p>(2) If the corporation does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within sixty days after notice is effective, the secretary of state shall administratively dissolve the corporation and give the corporation written notice of the dissolution that recites the ground or grounds therefor and its effective date.</p>	<p>(2) If the limited liability company does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within sixty days after notice is sent, the limited liability company is thereupon dissolved. The secretary of state shall give the limited liability company written notice of the dissolution that recites the ground or grounds therefor and its effective date.</p>	<p>. . . . When a corporation has given cause for dissolution under this section, and has failed to correct the delinquency or omission as provided in this section, the secretary of the state shall dissolve the corporation by issuing a certificate of administrative dissolution containing a statement that the corporation has been dissolved and the date and reason for which it was dissolved. The original certificate of administrative dissolution shall be filed in the records of the secretary of state, and a copy of the certificate shall forthwith be mailed to the corporation at its registered office or, if there is no registered office, to the last known address of the corporation or any officer, director, or incorporator of the corporation, as shown by the records of the secretary of state.</p>	
<p>(3) A domestic entity that is dissolved administratively continues its existence as an entity but may not carry on any activities except as necessary to wind up its activities and affairs and liquidate its assets in the manner provided in its organic law or to apply for reinstatement under section 1604 of this act.</p>	<p>(3) A corporation administratively dissolved continues its corporate existence but may not carry on any business except that necessary to wind up and liquidate its business and affairs in a manner consistent with RCW 23B.14.050.</p>	<p>(3) A limited liability company administratively dissolved continues its existence but may not carry on any business except as necessary to wind up and liquidate its business and affairs.</p>	<p>. . . . Upon the filing of the certificate of administrative dissolution, the existence of the corporation shall cease, except as otherwise provided in this chapter, and its name shall be available to and may be adopted by another corporation after the dissolution. When a corporation has been dissolved 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.</p>	
<p>(4) The administrative dissolution of a domestic entity does not terminate the authority of its registered agent.</p>	<p>(4) The administrative dissolution of a corporation does not terminate the authority of its registered agent.</p>	<p>(4) The administrative dissolution of a limited liability company does not terminate the authority of its registered agent.</p>		
<p>§ 1604--Reinstatement</p>	<p>23B.14.220--Reinstatement following administrative dissolution -- Application.</p>	<p>25.15.290--Administrative dissolution -- Reinstatement -- Application -- When effective.</p>	<p>24.03.302--Administrative dissolution -- Grounds -- Notice -- Reinstatement -- Fee set by rule -- Corporate name -- Survival of actions.</p>	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(1) A domestic entity that is dissolved administratively under section 1603 of this act may apply to the secretary of state for reinstatement not later than five years after the effective date of dissolution. The application must be executed by the entity and state:</p> <p>(a) The name of the entity and a statement that the name satisfies section 1301 of this act; if the name does not satisfy section 1301 of this act, the entity must deliver with its application an amendment to its public organic record changing its name;</p> <p>(b) The address of the principal office of the entity and the name and address of its registered agent;</p> <p>(c) The effective date of the entity's administrative dissolution; and</p> <p>(d) That the grounds for dissolution did not exist or have been cured.</p>	<p>(1) A corporation administratively dissolved under RCW 23B.14.210 may apply to the secretary of state for reinstatement within five years after the effective date of dissolution. The application must:</p> <p>(a) Recite the name of the corporation and the effective date of its administrative dissolution;</p> <p>(b) State that the ground or grounds for dissolution either did not exist or have been eliminated; and</p> <p>(c) State that the corporation's name satisfies the requirements of RCW 23B.04.010.</p>	<p>(1) A limited liability company that has been administratively dissolved under RCW 25.15.285 may apply to the secretary of state for reinstatement within five years after the effective date of dissolution. The application must be delivered to the secretary of state for filing and state:</p> <p>(a) The name of the limited liability company and the effective date of its administrative dissolution;</p> <p>(b) That the ground or grounds for dissolution either did not exist or have been eliminated; and</p> <p>(c) That the limited liability company's name satisfies the requirements of RCW 25.15.010.</p>	<p>. . . .</p> <p>A corporation which has been dissolved by operation of this section may be reinstated within a period of three years following its administrative dissolution if it completes and files a current annual report for the reinstatement year or if it appoints or maintains a registered agent, or if it files with the secretary of state a required statement of change of registered agent or registered office and in addition, if it pays a reinstatement fee as set by rule by the secretary plus the full amount of all annual fees that would have been assessed for the years of administrative dissolution had the corporation been in active status, including the reinstatement year plus any penalties established by rule by the secretary of state.</p>	<p><i>HUB revised to allow reinstatement for five years (rather than two) after dissolution.</i></p>
<p>(2) To be reinstated, an entity must pay the full amount of all annual license or renewal fees which would have been assessed during the period of administrative dissolution had the entity been in active status, plus a penalty fee established by the secretary of state by rule, and the license or renewal fee for the year of reinstatement.</p>	<p>See 23B.01.560 (fees and penalties must be paid for reinstatement)</p>			
<p>(3) If the secretary of state determines that an application under subsection (1) of this section contains the information required by subsection (1) of this section, is satisfied that the information is correct, and determines that all payments required to be made to the secretary of state by subsection (2) of this section have been made, the secretary of state shall:</p> <p>(a) Cancel the statement of administrative dissolution and prepare a statement of reinstatement that states the secretary of state's determination and the effective date of reinstatement;</p> <p>(b) File the statement; and</p> <p>(c) Serve a copy of the statement on the entity.</p>	<p>(2) If the secretary of state determines that the application contains the information required by subsection (1) of this section and that the name is available, the secretary of state shall reinstate the corporation and give the corporation written notice of the reinstatement that recites the effective date of reinstatement. If the name is not available, the corporation must file articles of amendment changing its name with its application for reinstatement.</p>	<p>(2) If the secretary of state determines that an application contains the information required by subsection (1) of this section and that the name is available, the secretary of state shall reinstate the limited liability company and give the limited liability company written notice, as provided in RCW 25.15.285(1), of the reinstatement that recites the effective date of reinstatement. If the name is not available, the limited liability company must file with its application for reinstatement an amendment to its certificate of formation reflecting a change of name.</p>	<p>. . . . If, during the period of dissolution, another person or corporation has reserved or adopted a corporate name which is identical to or deceptively similar to the dissolved corporation's name, the dissolved corporation seeking reinstatement shall be required to adopt another name consistent with the requirements of this chapter and to amend its articles of incorporation accordingly.</p>	

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(4) When reinstatement under this section is effective as provided in section 1203 of this act:</p> <p>(a) It relates back to and takes effect as of the effective date of the administrative dissolution; and</p> <p>(b) The domestic entity resumes carrying on its activities and affairs as if the administrative dissolution had never occurred, except for the rights of a person arising out of an act or omission in reliance on the dissolution before the person knew or had reason to know of the reinstatement.</p>	<p>(3) When the reinstatement is effective, it relates back to and takes effect as of the effective date of the administrative dissolution and the corporation resumes carrying on its business as if the administrative dissolution had never occurred.</p>	<p>(3) When reinstatement becomes effective, it relates back to and takes effect as of the effective date of the administrative dissolution and the limited liability company may resume carrying on its activities as if the administrative dissolution had never occurred.</p>		
§ 1605--Judicial Review of Denial of Reinstatement				
<p>(1) If the secretary of state denies a domestic entity's application for reinstatement following administrative dissolution, the secretary of state shall serve the entity with a notice in a record that explains the reasons for denial.</p> <p>(2) An entity may seek judicial review of denial of reinstatement in the superior court not later than thirty days after service of the notice of denial.</p>				
	<p>See also 23B.14.390 which requires the SOS to monthly prepare a list of corporations dissolved during the preceding month.</p>		<p>See also 24.03.303 which allows reinstatement where exigent or mitigating circumstances are presented.</p>	
§1606—Entity Name not Distinguishable from Name of Governmental Entity	<p>23B.14.203--Administrative dissolution or revocation of a certificate of authority — Corporation name not distinguishable from name of governmental entity — Application by governmental entity.</p>		<p>24.03.3025--Administrative dissolution or revocation of a certificate of authority — Corporation name not distinguishable from name of governmental entity — Application by governmental entity.</p>	<p><i>HUB revised to include 23B.14.203 and 24.03.3025 process.</i></p>

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(1) Any county, city, town, district, or other political subdivision of the state, or the state of Washington or any department or agency of the state, may apply to the secretary of state for the administrative dissolution, or the termination of registration, of any filing entity using a name that is not distinguishable from the name of the applicant for dissolution. The application must state the precise legal name of the governmental entity and its date of formation and the applicant shall mail a copy to the entity's registered agent. If the name of the entity is not distinguishable from the name of the applicant, then, except as provided in subsection (4) of this section, the secretary of state shall commence proceedings for administrative dissolution under section 1603 of this act or termination of registration under section 1511 of this act.</p>	<p>(1) Any county, city, town, district, or other political subdivision of the state, or the state of Washington or any department or agency of the state, may apply to the secretary of state for the administrative dissolution, or the revocation of a certificate of authority, of any corporation using a name that is not distinguishable from the name of the applicant for dissolution. The application must state the precise legal name of the governmental entity and its date of formation and the applicant shall mail a copy to the corporation's registered agent. If the name of the corporation is not distinguishable from the name of the applicant, then, except as provided in subsection (4) of this section, the secretary shall commence proceedings for administrative dissolution under RCW 23B.14.210 or revocation of the certificate of authority.</p>		<p>RCW 23B.14.203 applies to this chapter.</p>	
<p>(2) A name may not be considered distinguishable by virtue of the items specified in section 1301(3) of this act.</p>	<p>(2) A name may not be considered distinguishable by virtue of:</p> <ul style="list-style-type: none"> (a) A variation in any of the following designations, or in the order in which the designation appears with respect to other words in the name: "County"; "city"; "town"; "district"; or "department"; (b) The addition of any of the designations listed in RCW 23B.04.010(1)(a); (c) The addition or deletion of an article or conjunction such as "the" or "and" from the same name; (d) Punctuation, capitalization, or special characters or symbols in the same name; or (e) Use of an abbreviation or the plural form of a word in the same name. 			

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>(3)(a) The following are not distinguishable for purposes of this section: (i) "City of Anytown" and "City of Anytown, Inc."; and (ii) "City of Anytown" and "Anytown City." (b) The following are distinguishable for purposes of this section: (i) "City of Anytown" and "Anytown, Inc."; (ii) "City of Anytown" and "The Anytown Company"; and (iii) "City of Anytown" and "Anytown Cafe, Inc."</p>	<p>(3)(a) The following are not distinguishable for purposes of this section: (i) "City of Anytown" and "City of Anytown, Inc."; and (ii) "City of Anytown" and "Anytown City." (b) The following are distinguishable for purposes of this section: (i) "City of Anytown" and "Anytown, Inc."; (ii) "City of Anytown" and "The Anytown Company"; and (iii) "City of Anytown" and "Anytown Cafe, Inc."</p>			
<p>(4) If the entity that is the subject of the application was formed or registered before the formation of the applicant as a governmental entity, then this section applies only if the applicant for dissolution provides a certified copy of a final judgment of a court of competent jurisdiction determining that the applicant holds a superior property right to the name than does the entity.</p>	<p>(4) If the corporation that is the subject of the application was incorporated or certified before the formation of the applicant as a governmental entity, then this section applies only if the applicant for dissolution provides a certified copy of a final judgment of a court of competent jurisdiction determining that the applicant holds a superior property right to the name than does the corporation.</p>			
<p>(5) The duties of the secretary of state under this section are ministerial.</p>	<p>(5) The duties of the secretary of state under this section are ministerial.</p>			
PART VII: MISCELLANEOUS PROVISIONS				
§1701--Reservation of Power to Amend or Repeal	23B.01.020--Reservation of power to amend or repeal.			
<p>The legislature has power to amend or repeal all or part of this chapter at any time, and all domestic and foreign entities subject to this chapter are governed by the amendment or repeal.</p>	<p>The legislature has power to amend or repeal all or part of this title at any time and all domestic and foreign corporations subject to this title are governed by the amendment or repeal.</p>			
§1702--Supplemental Principles of Law				
<p>Unless displaced by particular provisions of this chapter, the principles of law and equity supplement this chapter.</p>				

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	NOTES
<p>§1703--Relation to Electronic Signatures in Global and National Commerce Act</p>				
<p>This chapter modifies, limits, and supersedes the electronic signatures in global and national commerce act, 15 U.S.C. Sec. 7001 et seq., but does not modify, limit, or supersede Sec. 101(c) of that act, 15 U.S.C. Sec. 7001(c), or authorize electronic delivery of any of the notices described in section 103(b) of that act, 15 U.S.C. Sec. 7003(b).</p>				
<p>§1704--Savings Clause</p>	<p>23B.900.010--Savings provisions -- 1989 c 165.</p>		<p>24.03.905--Savings -- 1967 c 235.</p>	
<p>The repeal of a statute by this act does not affect:</p> <p>(1) The operation of the statute or any action taken under it before its repeal;</p> <p>(2) Any ratification, right, remedy, privilege, obligation, or liability acquired, accrued, or incurred under the statute before its repeal;</p> <p>(3) Any violation of the statute or any penalty, forfeiture, or punishment incurred because of the violation before its repeal; or</p> <p>(4) Any proceeding, reorganization, or dissolution commenced under the statute before its repeal, and the proceeding, reorganization, or dissolution may be completed in accordance with the statute as if it had not been repealed.</p>	<p>(1) Except as provided in subsection (2) of this section, the repeal of a statute by this title does not affect:</p> <p>(a) The operation of the statute or any action taken under it before its repeal;</p> <p>(b) Any ratification, right, remedy, privilege, obligation, or liability acquired, accrued, or incurred under the statute before its repeal;</p> <p>(c) Any violation of the statute, or any penalty, forfeiture, or punishment incurred because of the violation, before its repeal; or</p> <p>(d) Any proceeding, reorganization, or dissolution commenced under the statute before its repeal, and the proceeding, reorganization, or dissolution may be completed in accordance with the statute as if it had not been repealed.</p> <p>(2) If a penalty or punishment imposed for violation of a statute repealed by this title is reduced by this title, the penalty or punishment if not already imposed shall be imposed in accordance with this title.</p>		<p>Any corporation existing on the date when this chapter takes effect shall continue to exist as a corporation despite any provision of this chapter changing the requirements for forming a corporation or repealing or amending the law under which it was formed. The provisions of this chapter shall, however, apply prospectively to the fullest extent permitted by the Constitutions of the United States and the state of Washington to all existing corporations organized under any general act of the territory or the state of Washington providing for the organization of corporations for a purpose or purposes for which a corporation might be organized under this chapter. The repeal of any prior act or part thereof by this chapter shall not affect any right accrued or any liability or penalty incurred, under the provisions of such act, prior to the repeal thereof. The repeal of a prior act or acts by this chapter shall not affect any existing corporation organized for a purpose or purposes other than those for which a corporation might be organized under this chapter.</p>	
<p>PART VIII: IMPLEMENTATION</p>				
<p>Section 1801—Codification Directions</p>				
<p>Sections 1101 through 1704 of this act constitute a new chapter in Title 23 RCW.</p>				
<p>Section 1802—Savings Clause</p>				
<p>If any provision of this act or its application to any person or circumstance is held invalid, the remainder of the act or the application of the provision to other persons or circumstances is not affected.</p>				

HUB (Z-0721.1/14)	WBCA (23B RCW)	LLCA (25.15 RCW)	NPCA (24.03 RCW)	<i>NOTES</i>
Section 1803--Effective Date				
<p>(1) Parts I, II, III, IV, V, VI, VIII, and IX of this act take effect January 1, 2016.</p> <p>(2) Part VII of this act takes effect upon the effective date of chapter (Substitute Senate Bill No. 5030), Laws of 2015.</p>				