



Washington  
**Secretary of State**  
 SAM REED

# DISH *from the* DOLLIVER

April 2012

QUARTERLY NEWSLETTER FROM THE CORPORATIONS & CHARITIES DIVISION

"Providing you with essential business and charitable information to promote public trust"

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## contact US

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# You're invited to the 2012 Service Organization Meeting

"Save the date - June 21, 2012 to meet with peer's and discuss what's happening in the Secretary of State, Corporations and Charities Division"



### Where:

Puget Sound Regional Branch,  
 Washington State Archives  
 3000 Landerholm Circle SE  
 Bellevue, WA 98001

### When:

June 21, 2012  
 10:00 a.m. - 12:00 p.m.

Over the last three years the Service Organization Meetings have been a great opportunity for service companies and legal professionals to share information, learn about agency changes, make requests, and offer solutions for continued improvement. By popular demand, the first 2012 meeting will be held in Bellevue, with regional meetings to take place in Spokane and Olympia later in the year.

To attend the Bellevue meeting on June 21 please **RSVP** to: [patrick.reed@sos.wa.gov](mailto:patrick.reed@sos.wa.gov) by June 12. Space may be limited.



Dates and times for the Spokane and Olympia meetings will be posted in coming months to the corporations division website:

[www.sos.wa.gov/corps](http://www.sos.wa.gov/corps)

the BUZZ



A MESSAGE FROM  
SECRETARY REED

Our Corporations Division staff and many of our customers appreciate the service companies and legal professionals that process documents with our office on behalf of their clients. They may serve only as a registered agent for service of process, or they might complete the formation, maintenance and annual report documents for their clients.

These groups help by providing services that can otherwise consume valuable time needed for a business to grow and be successful.

I salute these service companies and legal professionals for their role impacting businesses throughout Washington.

Sam Reed

[www.sos.wa.gov/corps](http://www.sos.wa.gov/corps)

HAPPENINGS

*Changes that may affect your services.....*

**NEW! Expedited service for online copy orders**

In April the Corporations Division added an expedite service option to copy orders placed using our online copy store.

This service allows you to place a copy order online, and select expedited processing similar to visiting our front counter in Olympia or making the request by fax. Expedited online copy orders will be processed in two business days, then delivered using USPS (or email for regular copies) depending on the document type and selected method.



Visit the Online Copy Store at:

[www.sos.wa.gov/corps](http://www.sos.wa.gov/corps)

The expedite service fee is \$50 in addition to standard copy fees.

**SERVICE OUTAGE MAY 18 to MAY 20, 2012**



**What is happening:**

Business Licensing Service (BLS) is planning to make significant changes to its online applications during the weekend of May 18. BLS online applications will not be available to the public while these changes are being made.

**How you should prepare:**

All online applications at Business License Service including **Secretary of State** renewals for corporations and limited liability companies will not be available during this time. Be sure to file time-sensitive documents prior to the outage scheduled for May 18–May 20. Regular service will resume May 21.

**This will not affect the Secretary of State websites for initial filings.**

**“Electronic checks” coming soon for annual reports**

Planned for late May or early June, Business Licensing Service (BLS) will be adding e-checks (also known as ACH) to its online applications.

This will allow customers more payment options when filing the **Secretary of State** annual reports online for corporations and limited liability companies.

E-checks allow you to enter the information from your check and make payment electronically from your checking account for your online annual report without the need to send anything by mail.

E-checks have been a popular request by customers and will make online transactions even easier.



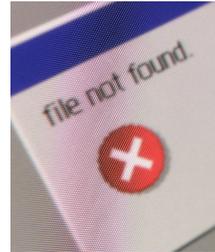
## HIGHLIGHTS

### Making sure foreign (non-WA) businesses are registered

It's easy for a business to be so excited to get the business up and running that critical details get missed. Common errors occur with businesses formed outside of Washington State that do business locally, also known as foreign entities (non-Washington).

Foreign entities sometimes make assumptions that since they have formed their corporation or LLC in their home state, the corporate or LLC status applies everywhere.

In fact, foreign corporations and foreign LLCs are often required to register their entity with the **Washington Secretary of State** in addition to registering with the Business Licensing Service at the Department of Revenue.



#### WHY IS THIS IMPORTANT?

Failure to be properly registered could result in difficulty obtaining or renewing different types of licenses, or could affect your ability to obtain financing or win contracts. It could also create legal challenges, and may affect your taxation.

*If there is a doubt about your legal status, contact your trusted legal advisor for assistance.*

### Charity and Nonprofit Education Program

Board governance and compliance with state regulations are both crucial to a successful nonprofit or charitable organization. If you serve on the board of a charity or nonprofit, this training is for you. For the price of lunch (\$10 to help defray costs) you will learn about maintaining nonprofit status, legal obligations of boards, Washington's tax requirements, registrations and renewals and special occasion licensing!

Space has been limited at each of the presentations so don't delay if you are planning to attend a session in 2012.

Visit: [www.sos.wa.gov/charities/training](http://www.sos.wa.gov/charities/training) to register now.



### Resignation of Officers? Where do they file?



Not with the Secretary of State. Officers, directors, members or managers do not resign by filing a document with the Secretary of State.

Governing persons must resign in accordance with the entity by-laws or operating agreements or by contacting their attorney for guidance.

This does not apply to Registered Agents for Service of Process. Registered agents may resign by delivering to the Secretary of State a statement of resignation. Registered Agents may be updated at any time free of charge by using the online statement of change found at the corporations website:

[www.sos.wa.gov/corps](http://www.sos.wa.gov/corps)

### News TIDBITS

**Washington State Small Business Guide gets its first quarterly update.**

In April the Small Business Liaison Team released its latest revision of the Washington State Small Business Guide. Titled as "Open" the new section provides resources for businesses wishing to open in Washington State, purchase a Washington State-based business, or hire employees in Washington State.

This guide was created to consolidate the many state agency guides and to replace the UBI Guide previously provided by the Department of Licensing. The Washington State Small Business Guide can be found on the lower right corner of our home page:

[www.sos.wa.gov/corps](http://www.sos.wa.gov/corps)

**WHAT DOES "Dish from the Dolliver" MEAN?**

The Corporation and Charities Division is located in the historic James M. Dolliver Building in downtown Olympia, named after former Washington State Supreme Court Justice James Dolliver. "Dish" refers to the colloquial expression "dish the dirt."

**STORY IDEAS?**

Send them to Patrick Reed, Manager in the Corporation and Charities Division at [patrick.reed@sos.wa.gov](mailto:patrick.reed@sos.wa.gov)

## New type of profit corporation in Washington!

As of June 7, 2012, a new type of profit corporation will exist in Washington. For the past two years, the State Bar Association has been working on this law that would allow a corporation's shareholders and directors to put a social purpose (such as saving the environment or saving the whales) above the purpose of making a profit. They discussed the need for the law, the different points of the law, and the differences from the "Benefit Corporation" law that seven states have already enacted.

The Secretary of State's Office participated in these discussions and was happy to support HB 2239. As June 7 nears, watch our website for more information on how to file this new entity.

[www.sos.wa.gov/corps](http://www.sos.wa.gov/corps)



ELECTRONIC VERSION OF THIS NEWSLETTER IS AVAILABLE AT [WWW.SOS.WA.GOV/CORPS/](http://WWW.SOS.WA.GOV/CORPS/)

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*Washington*

