

INSTRUCTIONS – NONPROFIT MISCELLANEOUS AND MUTUAL ARTICLES OF INCORPORATION RCW 24.06

General Instructions: Use dark ink only. Complete the entire form and enter all requested information in the fields provided. A fillable .pdf version of this form is available for download, or you can file online at www.sos.wa.gov/corps

Mail: Send the completed form and payment to the address listed above.

Payment: Make checks or money orders payable to “Secretary of State.” Checks cannot be backdated more than 60 days from the date the check is received.

Expedited Service: If expedited service is requested, include an *additional* \$50 fee and check the box indicating expedited service on page 1.

Fees: The filing fee for the Nonprofit Miscellaneous and Mutual Articles of Incorporation is \$30.00

ALL FILING FEES ARE NON-REFUNDABLE. ALL DOCUMENTS ARE PUBLIC RECORD

(1) Unified Business Identifier (UBI): If the entity has previously filed with another state agency such as the Department of Revenue, the Department of Labor and Industries, or the Employment Security Department, the entity may already have a 9-digit UBI number that can be entered. Do not enter the UBI number of a Sole Proprietorship or General Partnership. If the entity does not have a UBI number, select “No” and continue with the filing. If “No” is selected, the entity will be issued a UBI number upon successful completion of the filing.

(2) Entity Name: In accordance with RCW 23.95.305, a Nonprofit corporation **may not contain** any of the following designations or abbreviations of: Corporation, Company, Incorporated, Limited, Limited Partnership, Nonprofit Articles of Incorporation, or Limited Liability Partnership, but may use club, league, association, services, committee, fund, society, foundation, a nonprofit corporation, or any name of like import. A nonprofit corporate name must be distinguishable upon the records of the Secretary of State from any other entity already registered with the Secretary of State’s office.

If a name has been reserved and a Name Reservation Number has been provided, enter the Number and Name in the appropriate section. If a Name Reservation has not been provided, select “no” and enter a name to submit for review.

(3) Purpose of Corporation: Indicate the purpose for which the nonprofit is being organized. Any other provisions may be attached if needed. **Do not attach or refer to the bylaws.**

(4) Period of Duration: Select a period of duration. Only one selection will be accepted. Perpetual duration means “on-going” until the entity is either administratively or voluntarily dissolved. A specified date or specified number of years may be selected. If a specified date or years is selected the entity will administratively dissolve as recorded in this section. If no selection is provided, it will default to perpetual.

(6) Effective Date: Select the date this filing is to be effective. If “Date of Filing” is selected, the effective date will be the date the submission is completed by our office. A future effective date may be specified which may not be more than 90 days **after** the date of filing.

(5) Registered Agent: All entities must have a Registered Agent in Washington State per RCW 23.95.415. Select only **one** type of agent. The Consent of the Registered Agent **must** be signed, regardless of the type of Registered Agent. Print the name and title of the person signing and provide the date of signature.

- **Option 1:** Commercial Registered Agent is an entity or individual registered with the Office of the Secretary of State, whose nature of business it is to receive legal documents, notice, or demand required or permitted by law to be served on behalf of the entity. A Commercial Registered Agent has a verified address on record with the Office of the Secretary of State.
 - Select “Yes” or “No.”
 - If “Yes,” provide the name of the Commercial Registered Agent. An address is not required.
 - If “No,” continue to Option 2: Noncommercial Registered Agent directions below.
- **Option 2:** Noncommercial Registered Agent is an entity or individual who agrees to receive legal documents, notice, or demand required or permitted by law to be served on behalf of the entity.
 - Make **one** selection: Individual, Entity, or Office/Position, and fill out accordingly.
 - Individual: Write the individual’s first and last name.
 - Entity: Write the entity’s full name.
 - Office/Position: Write the office or position such as President, Secretary, or Member.
 - Provide the required **physical** street address of the Noncommercial Registered Agent. You may also provide the mailing address if needed. Addresses **must** be in Washington State.
 - Provide a contact phone number and email address (optional). This information will be used if there are any questions regarding the submission.

(7) Initial Board of Directors: List the names and address of all initial directors of the nonprofit corporation. If necessary additional names and addresses may be attached. **Do not include social security numbers, federal tax identification or other personal identifiers.**

(8) Distribution of Assets: In the event of a voluntary dissolution, a plan for distribution of any assets remaining after payment or arrangement for payment of all liabilities must be in place. Please submit this information. **Do not attach or refer to the bylaws.**

(9) Qualifications, rights and responsibilities of members: Provide the manner of election, appointment, or admission to membership and termination of membership. If there is more than one class of members or if the members of any one class are not equal. The relative rights and responsibilities of each class or member.

(10) Dissention: If the dissenting shareholders or members have limited return of less than their fair value select “Yes”, otherwise select “No”.

(11) Capital Stock: If the entity does not have capitol stock select No. If the entity does have capitol stock provide the aggregate number of authorized shares and continue to below instructions.

- **Are there any provisions limiting or denying to shareholders the preemptive right to acquire additional shares of the corporation?**
 - If there are any provisions limiting or denying the shareholders preemptive rights to acquire additional shares select “Yes”.
 - If there are not any provisions select No and continue to the next question below.
- **Will there be more than 1 class of shares?**
 - If only 1 class of shares select “Yes”, and continue to the next question.
 - If shares are divided into multiple classes an attachment must be submitted either with this filing or through Articles of Amendment prior to the issuance of shares stating the following:
 - The number of shares of each class
 - The par value of the shares **or** that the shares are without par value
 - An outline of [RCW 24.06.025\(5\)\(b\)\(c\)](#) must be submitted either with this filing or through Articles of Amendment prior to the issuance of shares.
- **If only 1 class, select the value, and then continue to (11).**
 - If “Yes” is selected above select if the shares will have a Par Value and provide the value, or that the shares will be Without Par Value.

(12) Distribution of Surplus: If the entity will distribute a surplus to its members, stockholders, or other persons select “Yes” and provide the provisions for determining the amount and time of distribution, otherwise select “No”.

(13) Return Address for this Filing: This section is optional. This address will be sent document(s) regarding this specific filing in addition to the document(s) being sent to the Registered Agent's street/mailing address.

(14) Incorporator Information: Enter the name, address and signature of the Incorporator(s). An Incorporator is the person(s) forming the corporation. List the full name, and address of each incorporator. All incorporator signatures are required. An additional list may be attached if necessary.

If you have questions, need assistance, or would like to provide feedback, please visit the Corporations Division website at corps@sos.wa.gov or call 360-725-0377.



Office of the Secretary of State

Corporations & Charities Division

This Box For Office Use Only

Physical/Overnight address

801 Capitol Way S
Olympia, WA 98501-1226
Tel: 360.725.0377

Mailing Address

PO Box 40234
Olympia, WA 98504-0234
www.sos.wa.gov/corps

☐ **Filing Fee \$30**

☐ **To Expedite Filing Add \$50**

ARTICLES OF INCORPORATION

Washington Nonprofit Corporation

Miscellaneous and Mutual

RCW 24.06

All fields required unless otherwise specified

(1) Do you already have a UBI Number? (Check one) ☐ Yes ☐ No If Yes, provide UBI # _____

If No, a new UBI# will be issued to you upon successful completion of the filing.

(2) ENTITY NAME: _____

For name requirements review the following RCW(s): [RCW 23.95.305](#)

Does the entity have a name reserved? (Check one) ☐ Yes ☐ No

If Yes, provide the Name Reservation Number and Name above. If No, provide only the name above.

Reservation Number: _____

(3) PURPOSE OF CORPORATION: *Purpose for which the nonprofit is organized

Any other provisions: Attach if necessary

(4) PERIOD OF DURATION: Please check **ONE** of the following

☐ This Corporation shall have a perpetual duration (default) ☐ This Corporation shall have a duration of _____ years.

☐ This Corporation shall expire on _____

(5) EFFECTIVE DATE: Please check **ONE** of the following:

☐ Date of filing ☐ Specify a date _____ cannot be more than 90 days following received date

(6) REGISTERED AGENT:

Is the Registered Agent a Commercial Registered Agent? ☐ Yes ☐ No

If Yes, provide the name of the Commercial Registered Agent: _____

A Commercial Registered Agent is an entity or individual that is registered with the Office of the Secretary of State to receive legal documents on behalf of a corporation. A Commercial Registered Agent has the entities/individual's address on record with the office.

A Registered Agent consent is still required for a Commercial Registered Agent located below.

If No, please continue below

Please complete **ONE** type of Registered Agent below. Be sure to include the name below the checked box.
Then continue to provide the required street address. Mailing address if needed.

☐ **Individual**

First and last name of a Non-commercial Registered Agent. (Any person not registered as a Commercial Registered Agent.)

☐ **Entity**

Name of a Non-commercial Registered Agent. (Any business not registered as a Commercial Registered Agent.)

☐ **Office or Position**

List the Office or Position serves as agent. (Only if using the specific office or position as the registered agent, no matter who holds the position like: Secretary, Member or Treasurer.)

Phone: _____

Email: _____

Registered Agent Street Address (required)
(Must be a physical address No PO Box or PMB)

Country: United States State: Washington

Address : _____

Zip: _____ City: _____

Registered Agent Mailing Address (optional)

☐ Check if mailing address is the same as street address

Country: United States State: Washington

Address : _____

Zip: _____ City: _____

CONSENT TO SERVE AS REGISTERED AGENT - REQUIRED FOR ALL TYPES

I hereby consent to serve as Registered Agent in the State of Washington for the named entity. I understand it will be my responsibility to accept service of process, notices, and demands on behalf of the entity; to forward mail to the entity; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

Signature of Registered Agent

Printed Name/Title

Date

**(7) INITIAL BOARD OF DIRECTORS: *Name and address of each initial director are required.
Attach an additional sheet if necessary.**

Name: _____ Address: _____
City _____ State _____ Zip _____

Name: _____ Address: _____
City _____ State _____ Zip _____

Name: _____ Address: _____
City _____ State _____ Zip _____

(8) DISTRIBUTION OF ASSETS:

In the event of voluntary dissolution, the net assets will be distributed as follows:

(9) QUALIFICATIONS, RIGHTS & RESPONSIBILITIES OF MEMBERS: [RCW 24.06.025\(4\)](#)

Provide the manner of election, appointment, or admission to membership and termination of membership, if there is more than one class of members or if the members of any one class are not equal. The relative rights and responsibilities of each class or member: **Attached an additional sheet if necessary.**

(10) DISSENTION:

Do dissenting shareholders or members have limited return of less than the fair value? (check one): ☐ Yes ☐ No

(11) CAPITAL STOCK:

Will the entity have capital stock? (check one): ☐ Yes ☐ No **If No is selected continue to (12)**

If Yes aggregate number of Authorized Shares* _____

- Are there any provisions limiting or denying to shareholders the preemptive right to acquire additional shares of the corporation? (check one): ☐ Yes ☐ No
- Will there be more than 1 class of shares? (check one): ☐ Yes ☐ No
- If only 1 class, select the value, **then continue to (12)**. (check one): ☐ Par Value: _____ ☐ Without Par Value
- If shares are divided into multiple classes an attachment stating the number of shares of each class, the par value of the shares or that the shares are without par value and an outline of [RCW 24.06.025\(5\)\(b\)\(c\)](#), must be submitted either with this filing or through Articles of Amendment prior to the issuance of shares.

Please refer to [RCW 24.06.025](#) and [RCW 24.06.070](#)

(12) DISTRIBUTION OF SURPLUS:

Will the entity distribute surplus funds to its members, stockholders, or other persons? (check one): ☐ Yes ☐ No

If Yes, provide the provisions for determining the amount and time of distribution: _____

(13) RETURN ADDRESS FOR THIS FILING: (Optional)

This address will be sent document(s) regarding this specific filing in addition to document(s) being sent to the Registered Agent's street/mailling address.

Attention to: _____ Email: _____

Address: _____

City _____ State _____ Zip _____

(14) INCORPORATOR INFORMATION:

Name, address, and signature required. Attach additional sheets if necessary.

I hereby certify, under penalty of law, that the above information is accurate and complies with the filing requirements of state law.

Name: _____

Address: _____

City _____ State _____ Zip _____ Country _____

Signature of Incorporator	Printed Name/Title	Date
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