

INSTRUCTIONS: ARTICLES OF INCORPORATION FOR A PROFESSIONAL SERVICE CORPORATION RCW 23B and RCW 18.100

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.

Fees: The filing fee for the Articles of Incorporation of a Professional Service Corporation is \$180.00.

Expedited Service: If expedited service is requested, an *additional* \$50 must be added to the filing fee. Check the box indicating expedited service on page one.

Initial Report: An initial report is due within 120 days of the effective date of this incorporation per [RCW 23.95.255](http://www.wa.gov/rcw/23.95.255). The report may be included with this incorporation at no additional fee. If the Initial Report is not submitted with this incorporation, a \$10 filing fee will apply.

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

(1) Unified Business Identifier (UBI): If the business 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 business 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 business does not have a UBI number, select "No" and continue with the filing. If "No" is selected, the business will be issued a UBI number upon successful completion of the filing.

(2) Business Name: Provide the name for review. 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".

In accordance with the with [RCW 23.95.305](http://www.wa.gov/rcw/23.95.305) & [23B](http://www.wa.gov/rcw/23B), a Professional Service Corporation name must contain the words Professional Service or Professional Corporation, or the abbreviation P.S. or P.C. A name must be distinguishable upon the records of the Secretary of State from any other business already registered with the Secretary of State's office. If the designation is omitted, it will default to PS when processed.

If the Professional Service Corporation is organized to render dental services, the name 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.

(3) Professional Purpose of Corporation: Indicate the professional purpose for which the professional service corporation is organized.

(4) Period of Duration: Select a period of duration. Only one selection will be accepted. Perpetual duration means "on-going" until the business 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 business will be administratively dissolved as recorded in this section. If no selection is provided, it will default to perpetual.

(5) 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.

(6) Registered Agent: All businesses 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.

- **Commercial Registered Agent** is a business or individual registered with the Office of the Secretary of State, whose nature of business it is to receive legal documents, notices, or demands required or permitted by law to be served on behalf of the business. 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 Noncommercial Registered Agent.
- **Noncommercial Registered Agent** is a business or individual who agrees to receive legal documents, notice, or demand required or permitted by law to be served on behalf of the business.
 - Make **one** selection: Individual, Business, or Office/Position, and fill out accordingly.
 - Individual: Write the individual’s first and last name.
 - Business: Write the business’s full name.
 - Office/Position: Write the office or position such as President, Secretary, Treasurer, 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. This information will be used if there are any questions regarding the submission.

(7) Corporate Shares: List the type and number of shares the corporation is authorized to issue. There must be at least 1 share authorized in a corporation. If no selection is provided, the type of shares will default to common stock. Refer to [RCW 23B.06.010](#) and [RCW 23B.06.020](#) for further information.

(8) Return Address for this Filing: If provided, the confirmation regarding this specific filing will be sent to this address, in addition to the Registered Agent’s address.

(9) Incorporator Information: One or more Incorporator listed is licensed or legally authorized to provide the professional services listed as the purpose for this corporation. List the full name and address of each incorporator. At least one professional listed as incorporator must sign the document. Attach an additional list if necessary. See RCW 18.100.050(1)

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



Office of the Secretary of State
Corporations & Charities Division

<u>Physical/Overnight address</u>	<u>Mailing Address</u>
801 Capitol Way S	PO Box 40234
Olympia, WA 98501-1226	Olympia, WA 98504-0234
Tel: 360.725.0377	www.sos.wa.gov/corps

This Box For Office Use Only

- ☐ **Filing Fee \$180**
- ☐ **To Expedite Filing, Add \$50**

Articles of Incorporation

Professional Service Corporation

[RCW 18.100](#) and [RCW 23B](#)

All fields are required unless otherwise specified

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

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

(2) BUSINESS NAME: _____

If designation is not provided, it will default to PS

For name requirements review the following RCW(s): [RCW 23.95.305 \(1\)\(b\)](#)

Does this Professional Service Corporation provide Dental Services? (Check one) ☐ Yes ☐ No

If Yes: 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."

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

If Yes, provide the Name Reservation Number and Name

Reservation Number: _____

Reserved Name: _____

(3) PROFESSIONAL PURPOSE OF CORPORATION: Purpose for which the professional service corporation is organized

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

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

☐ This Company shall expire on _____

(5) EFFECTIVE DATE: Check **ONE** of the following

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

(6) REGISTERED AGENT:

COMMERCIAL REGISTERED AGENT

A Commercial Registered Agent is a business 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 address has been registered with our office.

Is the Registered Agent a Commercial Registered Agent? (Check one) ☐ Yes ☐ No

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

The Commercial Registered Agent must sign the consent to serve below.

If No, continue below

NON-COMMERCIAL REGISTERED AGENT

Please complete ONE type of Registered Agent below and provide the name in the selected box. Then continue to provide the required street address. Mailing address is optional.

<input type="checkbox"/> Individual: _____	Provide the first and last name of the individual serving as the Registered Agent. (Any person not registered as a Commercial Registered Agent.)
<input type="checkbox"/> Business: _____	Provide the name of the business serving as the Registered Agent. (Any business not registered as a Commercial Registered Agent.)
<input type="checkbox"/> Office or Position: _____	<u>Do not</u> list a business or individual's name. Provide the office or position that serves as the Registered Agent. (Examples: President, Secretary, Treasurer, or Member)
Phone: _____	Email: _____
Registered Agent Street Address (required) (Must be a physical address; No PO Box or PMB) Country: <u>United States</u> State: <u>Washington</u> Address : _____ Zip: _____ City: _____	Registered Agent Mailing Address (optional) <input type="checkbox"/> Check if mailing address is the same as street address Country: <u>United States</u> State: <u>Washington</u> 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 business. I understand it will be my responsibility to accept service of process, notices, and demands on behalf of the business; to forward mail to the business; 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
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(7) CORPORATE SHARES:

Number of Authorized Shares: _____ (Minimum of one share must be listed)

☐ Common Stock (default) ☐ Preferred Stock

If preferred is checked, a further description will be needed prior to issuance of shares. Please refer to [RCW 23B.06.010](#) and [RCW 23B.06.020](#)

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

If provided, the confirmation regarding this specific filing will be sent to the address below, in addition to the Registered Agent's address.

Attention: _____ **Email:** _____

Address: _____

City: _____ **State:** _____ **Zip:** _____

(9) INCORPORATOR INFORMATION:

Name, address, and signature of professional(s) 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