

## **INSTRUCTIONS: ARTICLES OF INCORPORATION OF A SOCIAL PURPOSE CORPORATION** **RCW 23B**

**General Instructions:** Use dark ink only. Complete the entire form and enter all requested information in the fields provided. At our website [www.sos.wa.gov/corps](http://www.sos.wa.gov/corps) a fillable .pdf version of this form is available or you can file online at [www.ccfs.sos.wa.gov](http://www.ccfs.sos.wa.gov)

**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 Articles of Incorporation of a Social Purpose 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 [RCW 23.95.305](http://www.wa.gov/rcw/23.95.305), a Social Purpose Corporation name must contain one of the following designation: Social Purpose Corporation, SPC, or S.P.C. The 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 SPC when processed.

### **(3) Purpose and Powers:**

1. Enter the general business purpose or purposes of the corporation.
2. Check the appropriate social purpose(s).
3. List any specific social purposes for which this corporation is formed. This is not required.
4. The mission of this social purpose corporation is not necessarily compatible with and may be contrary to maximizing profits and earnings for shareholders, or maximizing shareholder value in any sale, merger, acquisition, or other similar actions of the corporation
5. This corporation is organized as a Social Purpose Corporation governed by chapter RCW 23B.

**(4) 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.

**(5) 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.

**(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.

**(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 made, the type of shares will default to common stock. If preferred stock is checked, an attached description is required. 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:** Provide the name, address and signature of the Incorporator(s). An Incorporator is the person(s) forming the corporation. 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 [sos.wa.gov/corps](http://sos.wa.gov/corps) email [corps@sos.wa.gov](mailto:corps@sos.wa.gov) or call 360-725-0377.



Office of the Secretary of State  
Corporations & Charities Division

Physical/Overnight address Mailing Address  
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 Washington Social Purpose Corporation RCW 23B

**All fields required unless otherwise specified**

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**(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.

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**(2) BUSINESS NAME:** \_\_\_\_\_

**If designation is not provided, it will default to SPC**

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

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

If Yes, provide the Name Reservation Number and Name

Reservation Number: \_\_\_\_\_

Reserved Name: \_\_\_\_\_

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**(3) PURPOSE AND POWERS:**

1. The business purpose or purposes of this corporation is/are (Attach additional sheets if necessary): \_\_\_\_\_

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2. This corporation is organized to carry out the above business in a manner intended to promote positive short-term or long-term effects of, or minimize adverse short-term or long-term effects of, the corporation's activities upon any or all of: (Check all that apply)

- (1) the corporation's employees, suppliers, or customers;
- (2) the local, state, national, or world community; or
- (3) the environment

3. List the specific social purpose (s) for which this corporation is organized (Optional): \_\_\_\_\_

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4. The mission of this social purpose corporation is not necessarily compatible with and may be contrary to maximizing profits and earnings for shareholders, or maximizing shareholder value in any sale, merger, acquisition, or other similar actions of the corporation.

5. This corporation is organized as a Social Purpose Corporation governed by chapter RCW 23B.

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**(4) REGISTERED AGENT:**

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**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

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**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.

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| <input type="checkbox"/> <b>Individual:</b> _____  | 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"/> <b>Business:</b> _____  | Provide the name of the business serving as the Registered Agent. (Any business not registered as a Commercial Registered Agent.)  |
| <input type="checkbox"/> <b>Office or Position:</b> _____  | <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: _____   |
| <b>Registered Agent Street Address (required)</b><br>(Must be a physical address; No PO Box or PMB)<br>Country: <u>United States</u> State: <u>Washington</u><br>Address : _____<br>_____<br>Zip: _____      City: _____ | <b>Registered Agent Mailing Address (optional)</b><br><input type="checkbox"/> Check if mailing address is the same as street address<br>Country: <u>United States</u> State: <u>Washington</u><br>Address : _____<br>_____<br>Zip: _____      City: _____ |

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**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.

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Signature of Registered Agent                      Printed Name/Title                      Date

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**(5) 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 \_\_\_\_\_

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

- Date of filing  Specify a date \_\_\_\_\_ cannot be more than 90 days following received date

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**(7) CORPORATE SHARES:**

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

- Common Stock  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](#)

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**(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:** \_\_\_\_\_

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**(9) 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:** \_\_\_\_\_

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**Signature of Incorporator**

**Printed Name/Title**

**Date**

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