



WASHINGTON
Secretary of State
Corporations & Charities Division

Corporations & Charities Division

Physical/Overnight address:

801 Capitol Way S
Olympia, WA 98501-1226

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Olympia, WA 98504-0234
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INSTRUCTIONS: ARTICLES OF INCORPORATION NONPROFIT PROFESSIONAL SERVICE CORPORATION RCW 24.03A & RCW 18.100.130

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 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 Nonprofit Professional Service Corporation Articles of Incorporation is determined by the business' gross revenue from its most recent fiscal year.

- If the gross revenue is less than \$500,000 the filing fee is \$40.
- If the gross revenue meets or exceeds \$500,000 the filing fee is \$80.

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.

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 in the appropriate section. If a Name Reservation has not been provided select "No".

In accordance with RCW 23.95.305, a Nonprofit Corporation **must not include or end with** any of the following designations or abbreviations of: incorporated, company, cooperative, partnership, limited, limited partnership, or limited liability partnership, but may use club, league, association, services, committee, fund, society, foundation, guild, a nonprofit corporation, a nonprofit mutual corporation, or any name of like import. A Nonprofit Corporation 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.

The name of a Washington Nonprofit Professional Service Corporation **must contain the words** "Nonprofit Professional Service(s)", "Nonprofit Professional Corporation" or the abbreviation "NP PS" or "NP PC". The abbreviations can have periods between them.

If the Professional Service Corporation is organized to render dental services, the name must contain the full names or surnames of all directors and/or incorporators and no other word than Chartered or the words Nonprofit Professional Services or the abbreviation "NP PS" or "NP PC". The abbreviations can have periods between them.

(3) Gross Revenue: Select "Yes" if the Nonprofit Corporation's gross revenue met or exceeded \$500,000 in the most recent fiscal year. Select "No" if the Nonprofit Corporation's gross revenue was less than \$500,000 in the most recent fiscal year. The gross revenue will dictate the filing fees that are due.

(4) Charitable Nonprofit Corporation: Review [RCW 24.03A.010\(5\)](#) to determine if the business is a Charitable Nonprofit Corporation. Select “Yes” or “No” upon determination.

(5) Members: Indicate by checking “Yes” or “No” if the Nonprofit Corporation has members.

(6) Member Names: If the Nonprofit Corporation has members provide the names of the members. This section is optional. If names are provided section (5) will be considered as “Yes”.

(7) Registered Agent: All businesses must have a Registered Agent in Washington State per [RCW 23.95.415](#). 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. The 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, notices, or demands required or permitted by law to be served on behalf of the business.
 - Identify the Registered Agent.
 - Individual: Write the individual’s first and last name.
 - Business: Write the business’ full name.
 - Office/Position: Write the office or position title held within the business 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.

(8) 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.**

(9) Any other provisions: If necessary provide language for IRS tax exempt status. See [IRS website](#) for additional information.

(10) 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 administratively dissolve as recorded in this section. If no selection is provided, it will default to perpetual.

(11) 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.

(12) 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.**

(13) 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. **Do not attach or refer to the bylaws.**

(14) Attestation of Stated Profession: By checking the box the business attests that each Director and/or Incorporator listed in the Articles of Incorporation is licensed or legally authorized to provide the professional services listed as the purpose for this corporation.

(15) RCW Election: By checking the box the business attests that it elects to have the applicable parts of [RCW 18.100](#) apply to the business in addition to [RCW 24.03A](#)

(16) 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.

(17) 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 email corps@sos.wa.gov or call 360-725-0377.



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- ☐ **Filing Fee \$40 - Gross Revenue less than \$500,000**
- ☐ **Filing Fee \$80 - Gross Revenue meets or exceeds \$500,000**
- ☐ **To Expedite Filing, Add \$50**

ARTICLES OF INCORPORATION

Washington Nonprofit Professional Service Corporation

[RCW 24.03A](#) & [RCW 18.100.130](#)

All fields 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: _____

The name must contain the words "Nonprofit Professional Service(s)", "Nonprofit Professional Corporation" or the abbreviation "NP PS" or "NP PC". The abbreviations can have periods between them.

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

If Yes: The name of a Nonprofit Professional Service Corporation organized to render dental services must contain the full names or surnames of all Directors and/or Incorporators and no other word than "Chartered" or the words "Nonprofit Professional Services" or the abbreviation "NP PS" or "NP PC" The abbreviations can have periods between them.

Does the business have a name reserved? **(Check one)** ☐ Yes ☐ No If Yes, provide the Name Reservation Number

Reservation Number: _____

(3) GROSS REVENUE:

Did the Nonprofit Corporation's gross revenue meet or exceed \$500,000 in the most recent fiscal year?

(Check one) ☐ YES ☐ NO

(4) CHARITABLE NONPROFIT CORPORATION:

Is the Nonprofit Corporation a Charitable Nonprofit as defined by [RCW 24.03A.010\(5\)](#)? **(Check one)** ☐ YES ☐ NO

(5) MEMBERS: [RCW 24.03A.010\(45\)](#)

Does the Nonprofit Corporation have members? **(Check one)** ☐ YES ☐ NO

(6) MEMBER NAME(S): *(optional)* attach additional pages if necessary. If names are provided section (5) will be considered as "yes"

Name: _____ Name: _____

Name: _____ Name: _____

(7) REGISTERED AGENT:

COMMERCIAL REGISTERED AGENT: [RCW 23.95.420](#)

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 business. The Commercial Registered Agent's 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

A Non-Commercial Registered Agent is an individual, business, or an office or position that is not registered as a Commercial Registered Agent.

- If an **individual** is serving as the Registered Agent, only provide the individual's first and last name below.
- If a **business** is serving as the Registered Agent, only provide the name of the business below.
- If an **office** or **position** within the business is serving as the Registered Agent, only provide the position title such as President, Secretary, Treasurer, or Member below.

Registered Agent: _____

Phone: _____

Email: _____

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

Registered Agent Mailing Address (optional)
☐ Check if mailing address is the same as street address

Country: United States State: Washington

Country: United States State: Washington

Address : _____

Address : _____

Zip: _____ City: _____

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

(8) PURPOSE OF CORPORATION: Purpose for which the nonprofit corporation is organized

(9) ANY OTHER PROVISIONS: IRS tax exempt language, attach additional pages if necessary

(10) PERIOD OF DURATION: 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 _____

(11) EFFECTIVE DATE: Check ONE of the following:

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

(12) INITIAL BOARD OF DIRECTORS: Name and address of each initial director is required, attach additional pages if necessary.

Name: _____ Address: _____

City: _____ State: _____ Zip: _____

Name: _____ Address: _____

City: _____ State: _____ Zip: _____

Name: _____ Address: _____

City: _____ State: _____ Zip: _____

Name: _____ Address: _____

City: _____ State: _____ Zip: _____

(13) DISTRIBUTION OF ASSETS:

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

(14) ATTESTATION OF STATED PROFESSION:

☐ Each Incorporator and/or Initial Director listed is licensed or legally authorized to provide the professional services listed as the purpose for this corporation

(15) RCW ELECTION: By checking the box below the Nonprofit Professional Service Corporation attests to the statement.

☐ The Nonprofit Professional Service Corporation elects to have [RCW 18.100](#) applied.

(16) 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:** _____

(17) 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

Name: _____

Address: _____

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

Signature of Incorporator

Printed Name/Title

Date
