



PROPOSED RULE MAKING

CR-102 (June 2004)

(Implements RCW 34.05.320)

Do NOT use for expedited rule making

Agency: Office of the Secretary of State

- Preproposal Statement of Inquiry was filed as WSR 10-07-043 ; or
- Expedited Rule Making--Proposed notice was filed as WSR _____; or
- Proposal is exempt under RCW 34.05.310(4).

- Original Notice
- Supplemental Notice to WSR _____
- Continuance of WSR _____

Title of rule and other identifying information: (Describe Subject)
Corporation and Charities Program Services, Procedures, and Fees

Hearing location(s):
Dolliver Building
Second Floor Conference Room
801 Capitol Way S
Olympia, WA 98504

Date: October 5, 2010 Time: 2:00 PM

Date of intended adoption: 10/6/2010
(Note: This is NOT the effective date)

Submit written comments to:

Name: Pamela Floyd
Address: PO Box 40234
Olympia, WA 98504-0234

e-mail Pam.Floyd@sos.wa.gov
fax (360)586-4989 by October 4, 2010

Assistance for persons with disabilities: Contact

Sharon Baker by October 4, 2010 at
Sharon.Baker@sos.wa.gov or call 360-725-0312
TTY (800) 422-8683

Purpose of the proposal and its anticipated effects, including any changes in existing rules:

To combine two chapters of rules into one chapter, updating services, procedures, and fees as established in new state law in Legislative session 2010, SHB 2576 and HB 2657

Reasons supporting proposal:

Current rules are out of date and in some cases, conflict with law or each other. New technology and a move towards "plain talk" are other reasons to combine chapters and update existing rules.

Statutory authority for adoption:

11.110.070, 18.100.035, 19.77.015,030,050,060, 23.86.075,
23.90.050, 23B.01.200,220, 24.03.007,302,405,410,
24.06.290,440,445,450,455,485,
25.10.006,171, 605, 610, 916,921, 25.15.007,810,
43.07.120,128,130, 46.64.040

Statute being implemented: RCW 23, 23B, 24, 25, and chapters 26.60, 43.07.120

Is rule necessary because of a:

- Federal Law? Yes No
 - Federal Court Decision? Yes No
 - State Court Decision? Yes No
- If yes, CITATION:

CODE REVISER USE ONLY

OFFICE OF THE CODE REVISER
STATE OF WASHINGTON
FILED

DATE: August 18, 2010

TIME: 3:22 PM

WSR 10-18-005

DATE August 18,2010

NAME (type or print)
Steve Excell

SIGNATURE

TITLE
Assistant Secretary of State

Agency comments or recommendations, if any, as to statutory language, implementation, enforcement, and fiscal matters:

Name of proponent: (person or organization)
Division of Corporations, Office of the Secretary of State

- Private
 Public
 Governmental

Name of agency personnel responsible for:

	Name	Office Location	Phone
Drafting	Pamela Floyd, Director	801 Capitol Way S, Olympia, WA 98504	(360) 725-0310
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Has a small business economic impact statement been prepared under chapter 19.85 RCW?

Yes. Attach copy of small business economic impact statement.

A copy of the statement may be obtained by contacting:

Name:

Address:

phone () _____

fax () _____

e-mail _____

No. Explain why no statement was prepared.

Implementing legislative changes only.

Is a cost-benefit analysis required under RCW 34.05.328?

Yes A preliminary cost-benefit analysis may be obtained by contacting:

Name:

Address:

phone () _____

fax () _____

e-mail _____

No: Please explain: These rules are adopting by reference without material change, Washington state statutes and are not required to do a cost-benefit analysis per RCW 34.05.328 (5)(iii).

Chapter 434-112 WAC

CORPORATIONS (~~(DIVISION)~~) AND CHARITIES DIVISION PROGRAM
SERVICES, PROCEDURES AND FEES

NEW SECTION

WAC 434-112-005 Purpose. These rules establish procedures and fee schedules for filings, for expedited services, and for access to public records in the corporations and charities division of the office of the secretary of state. These rules are adopted pursuant to Titles 23, 23B, 24, and 25 RCW and chapters 11.110, 19.09, 19.34, 19.77, 19.166, 26.60, 43.07, and 46.64 RCW.

AMENDATORY SECTION (Amending WSR 07-20-065, filed 9/28/07, effective 10/29/07)

WAC 434-112-010 Services provided by the corporations (~~(division)~~) and charities (~~(program)~~) division. (1) The (~~(corporations)~~) division includes the corporations program and the charities program.

(2) The corporations program provides the following services:

(a) Business filings under chapters 18.100, 23.78, 23.86, 23.90 RCW, and Titles 23B and 25 RCW;

(b) Nonprofit organization filings under Title 24 RCW;

(c) Trademark registration under chapter 19.77 RCW;

(d) Certification authority licensing under chapter 19.34 RCW, the Electronic Authentication Act;

(e) Registration of international student exchange programs under chapter 19.166 RCW;

(f) Registration under the Immigration Assistant Practices Act, chapter 19.154 RCW;

(g) Apostilles under RCW 42.44.180;

(h) Agent for service of process on motorists under RCW 46.64.040;

(i) Agent for service of process on defendants in actions for recovery of damages for motor vehicle theft, as authorized by RCW 9A.56.078;

(j) Agent for service of process for those entities and under

those circumstances listed in (a), (b), and (c) of this subsection;
(k) Registration of state registered domestic partnerships under chapter 26.60 RCW and RCW 43.07.400.

(3) The charities program provides the following services:

(a) Registrations under the Charitable Solicitations Act, chapter 19.09 RCW including:

- (i) Charitable organizations;
- (ii) Commercial fund-raisers; and
- (iii) Fund-raising contracts;

(b) Registration of charitable trusts under chapter 11.110 RCW;

(c) Publication of the trust directory; and

(d) Agent for service of process for those entities and under those circumstances listed in (a) and (b) of this subsection.

AMENDATORY SECTION (Amending WSR 09-06-036, filed 2/24/09, effective 3/27/09)

WAC 434-112-020 (~~(Corporations division address, telephone number and)~~) **Office hours.** Office hours are from 8:00 a.m. to 5:00 p.m. daily, Monday through Friday, excluding legal holidays. Walk-in, counter services and emergency counter services are available for an expedited fee under WAC 434-112-080.

AMENDATORY SECTION (Amending WSR 09-06-036, filed 2/24/09, effective 3/27/09)

WAC 434-112-025 Documents delivered after normal working hours. (1) Documents, including substitute service of process on the secretary of state, delivered after the normal working hours of 8:00 a.m. to 5:00 p.m., will be (~~(deemed to be)~~) treated as though received on the next working day.

(2) Filings submitted on-line or by fax will be (~~(deemed to be)~~) treated as though received as of the date and time the (~~(corporations division)~~) division's computer system or fax machine records the complete submission and credit card approval for the transaction.

(3) The secretary assumes no responsibility for any form of delivery other than that:

(a) Received personally by an employee of the office of the secretary of state; or

(b) Received by the (~~(corporations division)~~) division's computer system or fax machine as a result of an (~~(on-line)~~) electronic filing.

NEW SECTION

WAC 434-112-028 Mail-in service--Corporate name reservation.

(1) All mailed-in documents are processed and filed in order of date of receipt unless expedited, incomplete, or incorrect. A specific filing date may be reserved up to thirty days in advance. The necessary documents, in appropriate form, with complete and correct information and fees, must be in the office by the specified date.

(2) Requests for name searches coupled with a name reservation are completed in order of date received. A name reservation may be made by completing the form provided by the division or in a letter clearly containing all the following information:

- (a) The corporate name desired, with two alternate names;
- (b) The name, address, and telephone number of the applicant;
- (c) The signature of the applicant; and
- (d) The application date.

An application on behalf of a client should also include the client's name and complete address.

AMENDATORY SECTION (Amending WSR 09-06-036, filed 2/24/09, effective 3/27/09)

WAC 434-112-030 Certificates for ((business)) filings.

Certificates issued by the secretary of state or the secretary's designee in furtherance of duties under Titles 18, 19, 23, 23B, 24 ((and)), 25 ((RCW shall)), 26, and chapter 42.44 RCW will:

- (1) ((Bear)) Contain a rendition of the Washington state seal;
- (2) ((Bear)) Contain a mechanical or electronic reproduction of the secretary's signature; and
- (3) Be regarded as the secretary of state's official certification of the matters itemized in the certificate.

AMENDATORY SECTION (Amending WSR 09-06-036, filed 2/24/09, effective 3/27/09)

WAC 434-112-040 Document standards for filings (~~---Cover sheet requirement and document quality~~)). (1) ((A completed contact information cover sheet shall be submitted with each filing with

~~the corporations division or the charities program if:~~

~~(a) The filing party is not the registered agent and would like the completed filing returned to them directly;~~

~~(b) The filing party would like expedited service under WAC 434-112-080; or~~

~~(c) The filing party would like correspondence related to a charities program filing sent to an individual at an address other than the mailing address of record.~~

~~(2) The cover sheet will include contact telephone and address information related to the filing, and provide an opportunity to advise the corporations division whether the request is for expedited service and designate the address to which the corporations division is to return the completed request.~~

~~(3)) All corporations related filings ((received without a contact information cover sheet will be)) are returned to the registered agent for the entity when processing is complete unless the filing indicates otherwise.~~

~~((4)) (2) Correspondence pertaining to a charities program filing ((received without a contact information cover sheet will be)) is sent to the entity's mailing address of record when processing is complete unless the filing indicates otherwise.~~

~~((5)) (3) The corporations ((division including the)) and charities programs may reject and return documents ((and copies)) that are not legible or not ((capable of being)) able to be recorded as an image with adequate resolution and clarity, or are not complete.~~

~~((a) Paper and ink must be of weight and color capable of producing a legible image regardless of the system used by the corporations division for creating the image.~~

~~(b)) Documents completed in pencil will not be accepted for filing.~~

~~((c) All text must be written or printed in eight point type or larger.))~~

AMENDATORY SECTION (Amending WSR 04-04-018, filed 1/23/04, effective 2/23/04)

WAC 434-112-045 ((Requests for information or fees.))
Rejection of documents. (1) The corporations ((division)) and ((the)) charities programs may ((pend action on)) reject documents ((submitted for filing that are unacceptable for filing by reason of incomplete information or insufficient fees, pending provision of the required information and fees)) under WAC 434-112-040.

(2) Additional information or payment may be requested by telephone, fax, e-mail or letter.

(3) The corporations ((division)) and ((the)) charities programs may ((pend action)) hold documents for up to thirty days to await additional information or funds needed to complete the

filing. This time may extend to forty-five days if the filing party is making good faith efforts to complete the filing.

AMENDATORY SECTION (Amending WSR 04-04-018, filed 1/23/04, effective 2/23/04)

WAC 434-112-050 Duplicate originals not required--Filing procedure. (1) Persons submitting business filings under chapters 18.100, 19.77 or Titles 23, 23B, 24 and 25 RCW (~~shall~~) must submit one original copy of the document (~~submitted~~) for filing.

(2) Subsection (1) of this section does not apply to:

(a) Filings completed (~~on-line~~) electronically;

(b) Summons and complaints; and

(c) Specimens provided in support of a trademark filing.

(3) The corporations (~~division~~) and charities programs will retain a digital image of the record submitted for filing, and on completion of the filing will return to the filer a copy of the digital image (~~bearing~~) with a (~~filing~~) "Filed" endorsement.

(4) The corporations (~~division~~) and charities programs may return the completed filing via e-mail or other electronic means if the filer indicates that an electronic response is acceptable.

~~((5) The corporations division may reject and return documents and copies that are not legible or not capable of being recorded as a digital image with adequate resolution and clarity.))~~

NEW SECTION

WAC 434-112-055 Registered office address--Requirements. (1) A post office box address may be used in addition to a registered Washington geographic office address.

(2) The registered agent is required to notify the office of the secretary of state and the corporation of any changes in either the street address or the post office box address as soon as possible.

NEW SECTION

WAC 434-112-060 Initial and annual reports--Form of content. (1) Any corporation filing under Title 23B RCW, shall file its initial annual report electronically, or on the form provided by

the secretary of state, or shall clearly provide the information arranged in the following manner:

(a) Section 1. Corporate name, registered agent name and physical office address currently on file with the corporations program, the unified business identification number, state of incorporation, and original date filed in Washington;

(b) Section 2. If there has been a change in registered agent or registered office address since the articles were filed, include the effective date of the change and the new name or address with the agent's signature agreeing to accept the appointment;

(c) Section 3. Address of principal place of business in Washington or, if a foreign corporation, the principal office address as stated in original incorporation in foreign jurisdiction; for both domestic and foreign corporations, the corporation telephone number, e-mail address, and a brief statement of nature of business;

(d) Section 4. A list of names and addresses of all corporate officers and directors; and

(e) Section 5. Signature and title of either the chair or president of the board of directors or an officer listed within the report.

(2) All profit and nonprofit corporations shall file their annual reports electronically, or on the form prescribed by the secretary of state, or clearly and concisely sectioned in the following manner:

(a) Section 1. Corporate name and registered agent and office address currently on file with the corporations program, the unified business identification number, state of incorporation and original date filed in Washington;

(b) Section 2. If there has been a change in registered agent or registered office address include the effective date and the new agent's signature signifying acceptance of the appointment or the new address;

(c) Section 3. Statement of purpose, or, if a foreign profit or nonprofit corporation, a statement of activities conducted and an address of principal office;

(d) Section 4. A list of names and addresses of all corporate officers and directors; and

(e) Section 5. The signature of either the chair or president of the board of directors or an officer listed within the report.

All annual reports must be accompanied by the statutory fee under WAC 434-112-085.

Any entity formed under Titles 23, 23B, and 25 RCW must disclose any transfer in the controlling interest of the entity and any interest in real property on the annual report, under RCW 43.07.390.

NEW SECTION

WAC 434-112-062 Annual reports--Due date for all nonprofit corporations. Each nonprofit corporation shall file its annual report by the last day of the month of its original registration as a corporation. The division shall notify each nonprofit corporation of its annual renewal date in advance of the due date. Failure to receive an annual report notice is insufficient reason for failing to file the statutorily required annual report.

AMENDATORY SECTION (Amending WSR 04-04-018, filed 1/23/04, effective 2/23/04)

WAC 434-112-065 On-line filing--Consent of registered agent.

(1) When completing and submitting an on-line filing for any entity required by Washington law to appoint a registered agent the filing party shall affirm under oath that they have obtained and have in their possession the signed, written consent of the person appointed as registered agent.

(2) When the person submitting the filing is the person appointed as registered agent, they are not required to obtain separate written consent.

(3) Submitting a false affirmation is punishable as a gross misdemeanor under RCW 43.07.210.

(4) The corporation or other entity required to maintain a registered agent must:

(a) Retain the original of the registered agent's signed consent;

(b) Make the original of the registered agent's signed consent available for inspection on request; and

(c) Submit the original to the corporations (~~division~~) program or the office of the attorney general within ten business days upon demand.

AMENDATORY SECTION (Amending WSR 04-04-018, filed 1/23/04, effective 2/23/04)

WAC 434-112-070 On-line filing--Application for certificate of authority--Certificate of good standing. (1) When a foreign corporation or foreign limited liability company submits an on-line application for certificate of authority under RCW 23B.15.030, 24.03.325, or an on-line registration under RCW 25.15.315, the filing party may meet the statutory requirement for submitting a certificate of good standing or a certificate of existence by

submitting a digital image of a certificate of good standing ~~((or))~~, certificate of existence, or document of similar import meeting the requirements of the statute.

(2) The image must be in a format specified as acceptable on the on-line filing web site.

(3) The certificate of good standing must meet the requirements of chapters 23B.15, 24.03, or 25.15 RCW for certificates of authority submitted in support of an application for certificate of authority.

(4) The corporation or limited liability company must:

(a) Retain the original certificate of good standing;

(b) Make the original certificate of good standing available for inspection on request; and

(c) Submit the original to the corporations ~~((division))~~ program or the office of the attorney general within ten business days upon demand.

AMENDATORY SECTION (Amending WSR 09-06-036, filed 2/24/09, effective 3/27/09)

WAC 434-112-075 On-line services. (1) The corporations and charities division ~~((web site is located at www.secstate.wa.gov/))~~ offers on-line services. The division's web site provides a variety of services for charities and corporations including on-line lookup, on-line filing and downloadable forms. ~~((Please see the web site for the most up to date list of services available.~~

~~(2) The following business entities may pay their annual license fees and submit their annual reports on-line, provided they meet the requirements of this subsection:~~

~~(a) Domestic or foreign profit corporations organized under Title 23B RCW, including professional service corporations under chapter 18.100 RCW; and Massachusetts trusts under chapter 23.90 RCW.~~

~~(b) Foreign and domestic limited liability companies registered or formed under chapter 25.15 RCW, including limited liability companies formed under RCW 25.15.045 to provide professional services.~~

~~(3))~~ (2) Entities filing annual reports on-line must have twenty-five or fewer board members, officers, shareholders, members or managers to report.

~~((4))~~ (3) On-line filings ~~((for foreign and domestic corporations, foreign and domestic limited liability companies, and registrations under the charities programs))~~:

(a) Will be processed as expedited filings ~~((under WAC 434-112-080))~~;

(b) Will be subject to ~~((the))~~ an expedited processing fee ((set forth in WAC 434-112-080)) of twenty dollars, with the exception of annual renewals or statements of change for registered agent information processed on-line; and

(c) Be treated as received when the (~~corporations division~~) division's system records receipt of the completed transaction including payment authorization.

~~((5))~~ (4) When submitting an on-line filing, the person completing the filing shall sign the application by: Typing their full name in the space provided on the web form; stating their capacity with the entity addressed in the filing; and following the directions for signing the web form.

(5) On-line processing fees are nonrefundable.

AMENDATORY SECTION (Amending WSR 09-06-036, filed 2/24/09, effective 3/27/09)

WAC 434-112-080 In-person or expedited service--Special fees.

~~((1) The corporations division counter is open for corporations and charities program services to in-person requests from 8:00 a.m. to 5:00 p.m. each business day.~~

~~(a) Staff provides expedited, same-day processing of documents or requests submitted in person prior to 4:30 p.m. on that day. The corporations division is unable to guarantee same day processing of any filing or request submitted after 4:30 p.m. on that day.~~

~~(b) Expedited requests submitted by fax, mail or on-line will be completed within two working days of submission, or as soon thereafter as possible.~~

~~(2) Expedited services under this section are available for the following transactions:~~

~~(a) Business filing transactions:~~

~~(i) Charter document review and filing;~~

~~(ii) Name reservation review and filing;~~

~~(iii) Document certification;~~

~~(iv) Document copying or status certificates;~~

~~(v) Status change filings;~~

~~(vi) Reinstatements; and~~

~~(vii) Trademark filings.~~

~~(b) Charities program filings:~~

~~(i) Document review and filing including initial registration and renewals of charities, commercial fund-raisers and charitable trusts;~~

~~(ii) Document copying and status verification letters;~~

~~(iii) Status change filings.~~

~~(c) Apostille requests submitted at the corporations division counter.~~

~~(3) The fee for expedited service is twenty dollars for single or multiple transactions within each new or existing corporation program file, or charities program file. In addition, the filing fee for each transaction will apply.~~

~~(4) Except for on-line filings, the filing party shall indicate that expedited processing is requested by:~~

~~(a) Submitting a completed contact information cover sheet as described by WAC 434-112-040 indicating that the document is submitted for expedited filing; or~~

~~(b) Placing the word "expedite" conspicuously on either the face of the document to be filed, or on any cover letter submitted with the document.~~

~~(5) All documents submitted for filing on-line and corporations documents submitted via facsimile transmission are treated as expedited processing requests. Registrations with the charities program may not be submitted by facsimile. Documents transmitted via facsimile will receive expedited processing within two working days of submission, or as soon thereafter as possible when the documents are received between 8:00 a.m. and 5:00 p.m. Pacific time each business day. The fee for facsimile filings is twenty dollars for single or multiple transactions within each new or existing corporation or trademark file. In addition, the filing fee for each transaction will apply.~~

~~(6) There is no expedited fee for the following transactions, unless they are submitted via facsimile transmission or on-line:~~

~~(a) Registered agent or address change;~~

~~(b) Initial reports;~~

~~(c) License renewal and required annual report;~~

~~(d) Amended annual reports;~~

~~(e) In-person inspection or review of corporation files or other public documents located in the corporations division office;~~

~~(f) Documents left at the counter for processing with mail-in documents received the same day; or~~

~~(g) A search for nonactive corporations less than twenty years old or trademark files less than six years old.~~

~~(7) If staff cannot complete the expedited service request before the end of the same day, or the second consecutive business day for facsimile filings, the transaction will be completed as soon as possible.~~

~~(8) Emergency services needed outside regular business hours requiring employee overtime are one hundred fifty dollars per hour plus regulatory or statutory fees due for the form of the filing. When the division receives an emergency request, staff notifies the customer of the service fee and any other reasonable conditions set by the director. The customer must agree to pay the fees or have received a fee waiver before emergency services are provided.~~

~~(9) Service may be limited under extraordinary circumstances.~~

~~(a) Over-the-counter service hours may be shortened under extraordinary circumstances.~~

~~(b) Separate over-the-counter service requests by one person may be limited to those relating to three corporations per day.~~

~~(c) Documents submitted by courier services or document-handling companies may receive twenty-four-hour service or as soon thereafter as possible.~~

~~(d) A customer may make alternate arrangements with the director prior to bringing or sending in documents, if a sudden, unexpected situation occurs during the business day.~~

~~(10) A person submitting a filing or request may submit a written request asking the secretary to waive emergency or penalty~~

~~fees.~~

~~(a) The request must include the special circumstances justifying the fee waiver.~~

~~(b) Under special circumstances the secretary may waive emergency or penalty fees.~~

~~(11) Fees for expedited or in-person processing will not be refunded.)) (1) In-person service is available at the division's counter which is open for all program service requests from 8:00 am to 5:00 p.m. each business day. The fee for in-person expedited service is fifty dollars plus any transaction fee.~~

~~(a) The division is unable to guarantee same day processing of any filing or request submitted in-person after 4:30 p.m. on that day.~~

~~(b) There is no in-person expedited service fee for documents dropped off in-person for processing with nonexpedited documents received that day.~~

~~(c) There is no in-person expedited service fee for photocopies requested in-person.~~

~~(2) Expedited service requests, including on-line services, will be completed within two working days of submission or as soon thereafter as possible, depending on volume received. Expedited service is available on:~~

~~(a) All paper documents submitted to our office by fax or mail for filing relating to any division program;~~

~~(b) Document copying from microfilmed records; and~~

~~(c) Certification and status certificates.~~

~~(3) The fee for expedited service is fifty dollars for single or multiple transactions on paper within each new or existing division program file. In addition, the filing fee for each transaction will apply. If an on-line filing is subsequently filed in person, an additional paper expedite fee is required.~~

~~(4) The filing party may indicate that expedited processing is requested by placing the word "expedite" in bold letters on either the envelope, the face of the document to be filed, or on any cover letter submitted with the document.~~

~~(5) Documents submitted via fax will receive expedited processing if accompanied by the expedite service fee. Otherwise, they will be processed with nonexpedited documents received the same day.~~

~~(6) Services may be limited under extraordinary circumstances.~~

~~(a) Over-the-counter service hours may be shortened under extraordinary circumstances.~~

~~(b) Separate over-the-counter requests by one person may be limited to those relating to three entities per transaction.~~

~~(7) Emergency services outside regular business hours requiring employee overtime are one hundred fifty dollars per hour plus transaction fees due on any filing. When the division receives a request for emergency services, staff will notify the customer of the service fee and any other reasonable conditions set by the director. The customer must agree to pay the fees or have received a fee waiver before emergency services are provided.~~

~~(8) A customer may make alternate arrangements with the director prior to bringing or sending in documents, if a sudden,~~

unexpected situation occurs during the business day.

(9) A customer may submit a written request asking the secretary to waive emergency or penalty fees, which must include the special circumstances justifying the fee waiver. The secretary will make the determination to waive fees or not.

(10) In-person expedited service fees are not refundable.

AMENDATORY SECTION (Amending WSR 09-06-036, filed 2/24/09, effective 3/27/09)

WAC 434-112-085 Fees and penalties. ~~((1) For Washington registered profit domestic and foreign corporations, including profit cooperative associations, employee cooperative associations, limited liability companies, limited partnerships, Massachusetts trusts and limited liability partnerships, fees and penalties are as follows:~~

~~(a) Articles of incorporation, certificates of formation, certificate of limited partnership and other original filings, one hundred eighty dollars;~~

~~(b) Articles of amendment, restatement, correction, or revocation of dissolution, thirty dollars; articles of amendment for limited partnerships are twenty-five dollars;~~

~~(c) License renewal with required annual report filed after due date and before administrative dissolution, penalty fee of twenty-five dollars, plus the statutory fee of fifty dollars and the department of licensing handling fee of nine dollars; limited partnership and limited liability partnership annual report statutory fee is fifty dollars;~~

~~(d) Reinstatement, one hundred dollars plus all delinquent license or annual fees and a twenty-five percent penalty computed on the total amount;~~

~~(e) Articles of merger or exchange, twenty dollars for each listed company;~~

~~(f) Resignation of registered agent, twenty dollars;~~

~~(g) Resignation of officer or director, an initial report or amended annual report, and the appointment or change of registered agent or change of registered address, ten dollars;~~

~~(h) Registration, reservation, or transfer of name, thirty dollars;~~

~~(i) Articles of dissolution, certificate of withdrawal, dissolution by judicial decree, or revocation of certificate of authority by either failure to renew or judicial decree, no fee;~~

~~(j) Agent's consent to act as agent, agent's resignation if appointed without consent, or annual report when filed concurrently with annual license fee, no fee; and~~

~~(k) Other statement or report filed, ten dollars.~~

~~(2) For Washington registered domestic and foreign nonprofit corporations, nonprofit miscellaneous and mutual corporations, building corporations, and other associations and corporations~~

~~under Title 24 RCW, fees and penalties are as follows:~~

~~(a) Articles of incorporation and other original filings, thirty dollars;~~

~~(b) Articles of amendment, restatement, twenty dollars;~~

~~(c) Articles of dissolution or certificate of withdrawal, no fee;~~

~~(d) Revocation of dissolution, twenty dollars;~~

~~(e) Reinstatement following administrative dissolution, thirty dollars plus all delinquent annual fees and a five-dollar penalty;~~

~~(f) Articles of merger or exchange, twenty dollars for each listed corporation;~~

~~(g) Resignation of officer or director, an initial report or amended annual report, the appointment or change of registered agent, or change of registered address, ten dollars;~~

~~(h) Resignation of registered agent, twenty dollars;~~

~~(i) Registration, reservation, or transfer of reservation of name, twenty dollars;~~

~~(j) Certificate of election adopting provisions of chapter 24.03 RCW as described in RCW 24.03.017, thirty dollars; and~~

~~(k) Other statement or report filed, ten dollars.~~

~~(3) For registering trademarks for use within the state, the fees are as follows:~~

~~(a) For a five-year registration or renewal, fifty dollars for each class in which the trademark is registered;~~

~~(b) For recording the assignment of a trademark and its registration or application for registration, ten dollars;~~

~~(c) For a new certificate with the name of the new assignee, five dollars;~~

~~(d) For reservation of a trademark for one hundred eighty days, thirty dollars for each class in which the trademark is reserved;~~

~~(e) For amendment of a trademark to add new classes of goods or services, fifty dollars for each class added by the amendment;~~

~~(f) Cancellation of trademark, no fee; and~~

~~(g) Other statement or report filed, ten dollars.~~

~~(4) For registration of a declaration of state registered domestic partnership, or registration of a notice of termination of state registered domestic partnership, fifty dollars each.~~

~~(5) Fees paid under WAC 434-112-085 are not refundable. Under special circumstances, the filing party may petition the secretary in writing to request a waiver of emergency or penalty fees.)) (1)~~

~~For Washington registered profit domestic and foreign corporations, including employee cooperative associations, limited liability companies, limited partnerships, Massachusetts trusts, and limited liability partnerships, fees and penalties are:~~

<u>(a) Articles of incorporation</u>	<u>one hundred eighty dollars (includes heritage center fee of five dollars under RCW 43.07.128)</u>
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<u>(b) Certificates of formation</u>	<u>one hundred eighty dollars (includes heritage center fee of five dollars under RCW 43.07.128)</u>
<u>(c) Applications for registration</u>	<u>one hundred eighty dollars (includes heritage center fee of five dollars under RCW 43.07.128)</u>
<u>(d) Certificates of authority</u>	<u>one hundred eighty dollars (includes heritage center fee of five dollars under RCW 43.07.128)</u>
<u>(e) Certificate of limited partnership</u>	<u>one hundred eighty dollars (includes heritage center fee of five dollars under RCW 43.07.128)</u>
<u>(f) Other original filings</u>	<u>one hundred eighty dollars (includes heritage center fee of five dollars under RCW 43.07.128)</u>
<u>(g) Articles of amendment</u>	<u>thirty dollars</u>
<u>(h) Articles of restatement</u>	<u>thirty dollars</u>
<u>(i) Articles of correction</u>	<u>thirty dollars</u>
<u>(j) Revocation of dissolution or withdrawal</u>	<u>thirty dollars</u>
<u>(k) Delinquent license renewal</u>	<u>ninety-four dollars, including twenty-five dollars penalty, sixty dollars statutory fee, and nine dollars department of licensing handling fee, when applicable</u>
<u>(l) Limited partnership annual report</u>	<u>sixty dollars</u>
<u>(m) Limited liability partnership annual report</u>	<u>sixty dollars</u>
<u>(n) Limited liability limited partnership annual report</u>	<u>sixty dollars</u>
<u>(o) Cooperative association annual report</u>	<u>ten dollars</u>

<u>(p) Reinstatement from administrative dissolution</u>	<u>one hundred dollars plus all delinquent license or annual fees and a twenty-five percent penalty computed on the total amount</u>
<u>(q) Requalification from administrative revocation</u>	<u>one hundred eighty dollars plus all delinquent fees</u>
<u>(r) Articles of merger or exchange</u>	<u>twenty dollars for each listed company</u>
<u>(s) Resignation of registered agent</u>	<u>twenty dollars</u>
<u>(t) Resignation of officer or director</u>	<u>ten dollars</u>
<u>(u) Initial report filed with formation</u>	<u>no fee</u>
<u>(v) Amended annual report or initial report filed after formation</u>	<u>ten dollars</u>
<u>(w) Change of registered agent</u>	<u>no fee</u>
<u>(x) Change of registered office address</u>	<u>no fee</u>
<u>(y) Registration, reservation, or transfer of name</u>	<u>thirty dollars</u>
<u>(z) Articles of dissolution or certificate of dissolution</u>	<u>no fee</u>
<u>(aa) Certificate of withdrawal</u>	<u>no fee</u>
<u>(bb) Certificate of cancellation</u>	<u>no fee</u>
<u>(cc) Agent's consent to act as agent</u>	<u>no fee</u>
<u>(dd) Agent's resignation if appointed without consent</u>	<u>no fee</u>
<u>(ee) Other statement or report</u>	<u>ten dollars</u>

(2) For Washington registered domestic and foreign nonprofit corporations, cooperative associations, nonprofit miscellaneous and mutual corporations, building corporations, and other associations and corporations under Title 24 RCW, fees and penalties are:

<u>(a) Articles of incorporation</u>	<u>thirty dollars</u>
<u>(b) Certificates of authority</u>	<u>thirty dollars</u>
<u>(c) Other original filings</u>	<u>thirty dollars</u>
<u>(d) Articles of amendment</u>	<u>twenty dollars</u>
<u>(e) Restatement</u>	<u>twenty dollars</u>
<u>(f) Annual report</u>	<u>ten dollars</u>
<u>(g) Articles of dissolution, certificate of withdrawal</u>	<u>no fee</u>
<u>(h) Reinstatement from administrative dissolution</u>	<u>thirty dollars plus all delinquent annual fees and five dollar penalty</u>

<u>(i) Articles of merger or exchange</u>	<u>twenty dollars for each listed corporation</u>
<u>(j) Resignation of officer or director</u>	<u>ten dollars</u>
<u>(k) Amended annual report</u>	<u>ten dollars</u>
<u>(l) Change of registered agent</u>	<u>no fee</u>
<u>(m) Change of registered office address</u>	<u>no fee</u>
<u>(n) Resignation of registered agent</u>	<u>twenty dollars</u>
<u>(o) Registration, reservation, or transfer of reservation of name</u>	<u>twenty dollars</u>
<u>(p) Certificate of election adopting provisions of chapter 24.03 RCW</u>	<u>thirty dollars</u>
<u>(q) Other statement or report filed</u>	<u>ten dollars</u>

(3) For registering trademarks for use within the state, the fees are as follows:

<u>(a) Five year registration</u>	<u>fifty-five dollars (includes five dollars heritage center fee) for each class registered</u>
<u>(b) Five year renewal</u>	<u>fifty dollars for each class registered</u>
<u>(c) Recording assignment</u>	<u>ten dollars (includes registration)</u>
<u>(d) New certificate with name of assignee</u>	<u>five dollars</u>
<u>(e) Reservation of trademark</u>	<u>thirty dollars for each class reserved, for one hundred eighty days</u>
<u>(f) Amendment of trademark</u>	<u>fifty dollars for each class</u>
<u>(g) Cancellation of trademark</u>	<u>no fee</u>
<u>(h) Other statement or report filed</u>	<u>ten dollars</u>

(4) For filings related to state registered domestic partnership, the fees are:

<u>(a) Registration</u>	<u>fifty dollars</u>
<u>(b) Name change</u>	<u>no fee</u>
<u>(c) Address change</u>	<u>no fee</u>
<u>(d) Notice of termination by reason of death</u>	<u>no fee</u>

(5) Fees paid under WAC 434-112-085 are not refundable. Under special circumstances, the filing party may petition the secretary in writing to request a waiver of emergency or penalty fees.

AMENDATORY SECTION (Amending WSR 09-06-036, filed 2/24/09, effective 3/27/09)

WAC 434-112-090 Miscellaneous fees. (1) Copy fees for corporate documents are:

- (a) Each annual report, five dollars;
- (b) Initial articles of incorporation, initial certificate of formation, other initial organizing document, ten dollars;
- (c) Articles of incorporation, certificate of formation, other organizing documents including all subsequent amendments and restatements, twenty dollars;
- (d) Copy of any filing related to a state registered domestic partnership, five dollars;
- (e) Surcharge for files exceeding one hundred pages of copy, thirteen dollars for each fifty-page increment (~~((number of pages determined by weight of copies;))~~).

(2) For certificates of existence fees are as follows:

- (a) With complete historical data, under (~~(embossed)~~) state seal, thirty dollars;
- (b) Without complete historical data, under state seal, twenty dollars;
- (c) Duplicate certificate under state seal, twenty dollars.

(3) For additional certificates of registration (~~(or termination)~~) of a state registered domestic partnership, five dollars. For an additional or replacement state registered domestic partnership wallet card, ten dollars.

(4) For verifying the signature of a notary or public official, for an apostille or certification authenticating a sworn document, the fee is fifteen dollars.

(5) For each certified copy of any document the fee is (~~(twenty)~~) ten dollars plus the document copy fee.

(6) For any service of process the fee is fifty dollars.

(7) Dishonored checks. If a person, corporation, or other submitting entity has attempted to pay any fee due to the secretary of state by means of a check, and the check is dishonored by the financial institution when presented, the secretary of state will impose a twenty-five-dollar penalty, payable to the secretary of state.

In the event a valid replacement check and dishonor charge is not received in the office of the secretary of state within the time prescribed by its accounting division, the transaction covered by the dishonored check will be canceled and all other late filing fees and penalties will be instituted.

NEW SECTION

WAC 434-112-095 Inactive profit domestic corporations--Proof.

(1) Any corporation wishing to claim inactive status as described in RCW 23B.01.530 shall file a statement with the corporations program by the annual license renewal date. The statement shall include a declaration that the corporation has not received any revenue and has not been doing business during the preceding licensed year.

(2) A corporation claiming this statutory exemption to the full annual license fee shall file an annual report concurrently with the statement described in subsection (1) of this section and with the annual reduced license fee of ten dollars. Failure to file the reason for exemption statement, annual report, and fee shall result in administrative dissolution.

AMENDATORY SECTION (Amending WSR 09-06-036, filed 2/24/09, effective 3/27/09)

WAC 434-112-100 State registered domestic partnerships. (1) State registered domestic partnerships will be registered by the corporations program, in the corporations and charities division of the office of the secretary of state.

(2) ~~Declarations of state registered domestic partnerships ((and notices of termination of state registered domestic partnerships))~~ may be submitted to the ((corporations)) division by mail, or in person. ((See WAC 434-112-020 for the corporations division hours of service.))

(3) The document standards in WAC 434-112-040((+5)) apply to declarations of state registered domestic partnerships ((and to notices of termination of state registered domestic partnerships)).

(4) At the time of registration of a declaration of state registered domestic partnership ((or of filing of a notice of termination of state registered domestic partnership)) the corporations ((division)) program will provide to each state registered domestic partner:

(a) One original certificate of registration ((or termination)). Further certificates or additional certificates requested after registration are available subject to the fees set forth in WAC 434-112-090.

(b) ((One)) Two wallet sized card documenting registration of the state registered domestic partnership.

(5) Registrations of state registered domestic partnerships are public records and all documents related to the registration are subject to public disclosure.

(6) Notice of termination of domestic partnership by reason of death may be submitted to the corporations program by e-mail, regular mail or in person and must include a copy of the death

certificate. There is no fee.