



RULE-MAKING ORDER

CR-103P (May 2009)
(Implements RCW 34.05.360)

Agency: Office of the Secretary of State

Permanent Rule Only

Effective date of rule: January 1, 2016

Permanent Rules

31 days after filing.

Other (specify) _____ (If less than 31 days after filing, a specific finding under RCW 34.05.380(3) is required and should be stated below)

Any other findings required by other provisions of law as precondition to adoption or effectiveness of rule?

Yes No If Yes, explain:

Purpose:

Updates to implement new law from 2015.

WAC 434-55 –to be repealed due to SB 5387 of the 2015 legislative session, combining limited partnership filing provisions in one chapter with other entities. Updating 434-112 to include limited partnerships.

WAC 434-112 –updating chapter to include all filing provisions for business corporations, nonprofit corporations, limited liability partnerships, limited partnerships, limited liability companies, and general cooperative association per SB 5387 of the 2015 session. Addresses the new designation of Commercial-Registered-Agent and the procedures and fees associated; streamline filings for office and customers.

WAC 434-130 –to be repealed due to SB 5387 of the 2015 legislative session, combining limited liability companies filing with other business entities. Updating 434-112 to include limited liability companies.

WAC 434-135 –to be repealed due to SB 5387 of the 2015 legislative session, combining limited liability partnerships filing provisions with other business entities. Updating 434-112 to include limited liability partnerships.

Citation of existing rules affected by this order:

Repealed: 434- 112-005, 020, 062, and 092

Amended: 434-112

Suspended:

Statutory authority for adoption: Chapter 176 of Laws of 2015 (HUB) and RCW 11.110, 18.100, 19.77, 23.86, 23.90, 23B.01, 24.03, 24.06, 25.10, 25.15, 43.07, 46.64

Other authority :

PERMANENT RULE (Including Expedited Rule Making)

Adopted under notice filed as WSR 15-18-088 on August 31, 2015 (date).

Describe any changes other than editing from proposed to adopted version:

If a preliminary cost-benefit analysis was prepared under RCW 34.05.328, a final cost-benefit analysis is available by contacting:

Name: _____ phone () _____

Address: _____ fax () _____

e-mail _____

Date adopted: October 27, 2015

NAME (TYPE OR PRINT)

Mark Neary

SIGNATURE

TITLE

Assistant Secretary of State

CODE REVISER USE ONLY

OFFICE OF THE CODE REVISER
STATE OF WASHINGTON
FILED

DATE: October 29, 2015

TIME: 9:08 AM

WSR 15-22-047

(COMPLETE REVERSE SIDE)

**Note: If any category is left blank, it will be calculated as zero.
No descriptive text.**

**Count by whole WAC sections only, from the WAC number through the history note.
A section may be counted in more than one category.**

The number of sections adopted in order to comply with:

Federal statute:	New	_____	Amended	_____	Repealed	_____
Federal rules or standards:	New	_____	Amended	_____	Repealed	_____
Recently enacted state statutes:	New	4	Amended	<u>16</u>	Repealed	<u>4</u>

The number of sections adopted at the request of a nongovernmental entity:

New	_____	Amended	_____	Repealed	_____
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The number of sections adopted in the agency's own initiative:

New	<u>4</u>	Amended	<u>16</u>	Repealed	<u>4</u>
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The number of sections adopted in order to clarify, streamline, or reform agency procedures:

New	_____	Amended	_____	Repealed	_____
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The number of sections adopted using:

Negotiated rule making:	New	<u>4</u>	Amended	<u>16</u>	Repealed	<u>4</u>
Pilot rule making:	New	_____	Amended	_____	Repealed	_____
Other alternative rule making:	New	_____	Amended	_____	Repealed	_____

AMENDATORY SECTION (Amending WSR 10-20-150, filed 10/6/10, effective 11/6/10)

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

~~(2))~~ The corporations ~~((program))~~ and charities division provides the following services:

~~((a) Business filings))~~ (1) Filing business records under chapters 18.100, 23.78, 23.86, 23.90 RCW, and Titles 23B and 25 RCW, and chapter 176, Laws of 2015;

~~((b))~~ (2) Filing nonprofit organization ((filings)) records under Title 24 RCW and chapter 176, Laws of 2015;

~~((e))~~ (3) Filing charities program registrations under chapters 19.09 RCW and 434-120 WAC;

(4) Filing trademark registration records under chapters 19.77 RCW and 434-12 WAC;

~~((d))~~ (5) Certification authority licensing under chapters 19.34 RCW((, the Electronic Authentication Act)) and 434-180 WAC;

~~((e))~~ (6) Filing registration records of international student exchange programs under chapters 19.166 RCW and 434-166 WAC;

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

~~(g))~~ (7) Apostilles under RCW 42.44.180;

~~((h))~~ (8) Agent for service of process on nonresident motorists under RCW 46.64.040;

~~((i))~~ (9) 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))~~ (10) Agent for service of process for those entities and under those circumstances listed in ((a), (b), and (c) of this subsection) section 1411(4), chapter 176, Laws of 2015;

~~((k))~~ (11) Filing registration records 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.))~~

NEW SECTION

WAC 434-112-023 Preclearance. Records will only be precleared in person at the front counter. The filing fee is ten dollars plus the immediate service fee of fifty dollars. If immediate service is not required, the record may be left for processing with other records received that day and the precleared record will be returned by mail or electronically within five business days. If grounds for rejection are

found, a notice of the grounds will be included with the returned record.

AMENDATORY SECTION (Amending WSR 10-20-150, filed 10/6/10, effective 11/6/10)

WAC 434-112-025 ((Documents)) Paper records delivered after normal working hours. (1) ((Documents)) Paper records, 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 treated as though received on the next working day.

(2) ((Filings)) Records submitted online ((or by fax)) will be treated as though received as of the date and time the 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 division's computer system ((or fax machine)) as a result of an electronic ((filing)) record submission.

AMENDATORY SECTION (Amending WSR 10-20-150, filed 10/6/10, effective 11/6/10)

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)) Paper requests for ((name searches coupled with)) a name reservation are completed in order of date received unless immediate or expedited service is requested. 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.

(2) A name reservation expires in one hundred eighty days and may not be renewed. A new filing may be made after the expiration date.

(3) Requests for a name reservation may be filed online, when the system is available.

AMENDATORY SECTION (Amending WSR 10-20-150, filed 10/6/10, effective 11/6/10)

WAC 434-112-030 Certificates ((for filings)). Certificates issued by the secretary of state or the secretary's designee in furtherance of duties under Titles 18, 19, 23, 23B, 24, 25, 26 RCW, ((and)) chapter 42.44 RCW, and chapter 176, Laws of 2015, will:

- (1) Contain a rendition of the Washington state seal;
- (2) 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; and
- (4) Types of certificates issued include, but are not limited to:
 - (a) Certificate of existence;
 - (b) Certificate of registration;
 - (c) Certificate of fact or record.

AMENDATORY SECTION (Amending WSR 10-20-150, filed 10/6/10, effective 11/6/10)

WAC 434-112-040 ((Document)) Standards for ((filings)) confirmation of filed records. ((+1) All corporations)) All paper or electronic business related ((filings)) records are returned to the registered ((agent for)) agent's mail or electronic address on behalf of the entity when processing is ((complete)) completed unless the ((filing)) record indicates otherwise.

((+2) Correspondence pertaining to a charities program filing is sent to the entity's mailing address of record when processing is complete unless the filing indicates otherwise.

(+3) The corporations and charities programs may reject and return documents that are not legible or not able to be recorded as an image with adequate resolution and clarity, or are not complete.

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

AMENDATORY SECTION (Amending WSR 10-20-150, filed 10/6/10, effective 11/6/10)

WAC 434-112-045 Rejection of ((documents)) records. (1) The corporations ((and charities)) program((s)) may reject ((documents under WAC 434-112-040)) paper or electronic records that:

- (a) Are not legible; or
- (b) Are not able to be recorded as an image with adequate resolution and clarity; or
- (c) Are incomplete; or
- (d) Are not permitted to be filed in the corporations office; or
- (e) Paper records completed in pencil or faxed will not be accepted for filing.

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

(3) The corporations ((and charities)) program((s)) may hold ((documents)) records 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)) process. After thirty days, new records and fees are required.

AMENDATORY SECTION (Amending WSR 10-20-150, filed 10/6/10, effective 11/6/10)

WAC 434-112-050 ((Duplicate originals not required)) Filing procedure. (1) Persons submitting paper business ((filings)) records under chapters 18.100, 19.77 RCW, or Titles 23, 23B, 24 ((and)), 25 RCW, and chapter 176, Laws of 2015, must submit one ((original)) copy of the ((document)) record for filing.

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

(a) Filings completed electronically;

(b) Summons and complaints; and

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

(3)) The corporations ((and charities)) program((s)) will retain a digital image of the paper or electronic record submitted for filing((, and)). The corporations program will, on completion of the filing ((will return to the filer a copy of the digital image with a "Filed" endorsement)), send a confirmation per WAC 434-112-040.

((4)) (3) The corporations ((and charities)) program((s)) may return the completed ((filing)) filed record via e-mail or other electronic means if the ((filer)) record indicates that an electronic response is acceptable.

AMENDATORY SECTION (Amending WSR 10-20-150, filed 10/6/10, effective 11/6/10)

WAC 434-112-055 Registered ((office address Requirements)) agent. ((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.)) A domestic entity and a foreign registered entity must designate a registered agent. A registered agent may be a noncommercial or commercial registered agent. To be designated as a commercial registered agent, a person must deliver to the secretary of state a commercial-registered-agent-listing statement accompanied by a list of all entities' names and unified business identifier numbers the commercial registered agent represents in this state.

NEW SECTION

WAC 434-112-056 Statement of change for registered agent name and address. (1) A statement of change to change the registered agent name and/or address, may be completed online by:

- (a) The entity;
- (b) A noncommercial registered agent;
- (c) A commercial registered agent; or
- (d) Paper forms may be available at the secretary's online site.

(2) When a statement of change is filed by a noncommercial or commercial registered agent, the agent making the change must give each entity represented a notice in the form of a record relating to the change.

NEW SECTION

WAC 434-112-057 Resignation of agent. (1) A registered agent may resign as agent for a represented entity by delivering to the secretary of state for filing, a statement of resignation, executed by the agent.

(2) A statement of resignation takes effect on the 31st day after the day on which it is filed by the secretary or the designation of a new registered agent, whichever is earlier.

(3) A resigning registered agent must promptly furnish each represented entity notice in a record of the date on which a statement of resignation was filed. Notice must include the warning that the entity may be administratively dissolved if a new registered agent is not appointed within sixty days of the resignation of the agent.

NEW SECTION

WAC 434-112-058 Service of process. (1) The secretary serves as an agent for an entity only after service has been attempted by:

- (a) Serving the registered agent;
- (b) If the registered agent cannot be served, service should be sent to the principal office address as shown in the entity's most recent annual report;
- (c) If process cannot be served by (a) or (b) of this subsection, service may be made by handing a copy to an individual in charge of any regular place of business or activity of the entity, if the individual served is not a plaintiff.

(2) Service is effected on the earliest of:

- (a) The date the entity receives the mail delivery by the commercial delivery service;
- (b) The date shown on the return receipt, if executed by the entity; or
- (c) Five days after its deposit with the United States Postal Service or commercial delivery service, if correctly addressed and with sufficient postage or payment.

(3) Service must be in a written record, but service may be made on a commercial registered agent in other forms and subject to such requirements as the agent has stated in its commercial-registered-agent-listing statement.

(4) Service of process, notice, or demand may be made by other means under law.

AMENDATORY SECTION (Amending WSR 10-20-150, filed 10/6/10, effective 11/6/10)

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 business entities, as defined in section 1102(6), chapter 176, Laws of 2015, must file annual reports ((must be)) accompanied by the statutory fee under WAC 434-112-085 and are due by the last day of the month

that the business entity was formed or registered in the secretary of state's office.

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.

AMENDATORY SECTION (Amending WSR 10-20-150, filed 10/6/10, effective 11/6/10)

WAC 434-112-065 Online filing—(~~Consent~~) Designation of registered agent. (1) When completing and submitting an online 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~~) a separate written consent is not required.

(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 signed consent to the corporations program or the office of the attorney general within ten business days upon demand.

AMENDATORY SECTION (Amending WSR 10-20-150, filed 10/6/10, effective 11/6/10)

WAC 434-112-070 Online filing—(~~Application for certificate of authority~~) For foreign entity registration—Certificate of (~~good standing~~) existence. (1) When a foreign (~~corporation or foreign limited liability company~~) entity as defined by section 1102(6), chapter 176, Laws of 2015, submits an online (~~application for certificate of authority under RCW 23B.15.030, 24.03.325, or an online registration under RCW 25.15.315~~) foreign entity registration statement, 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,~~) certificate of existence(~~(7)~~) or document of similar import (~~meeting the requirements of the statute~~) no older than sixty days before the date of submission.

(2) The image must be in a format specified as acceptable on the online 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)) entity must:~~
- ~~(a) Retain the original certificate of ((good standing)) existence;~~
 - ~~(b) Make the original certificate of ((good standing)) existence available for inspection on request; and~~
 - ~~(c) Submit the original to the corporations program or the office of the attorney general within ten business days upon demand.~~

AMENDATORY SECTION (Amending WSR 10-20-150, filed 10/6/10, effective 11/6/10)

WAC 434-112-075 Online services. (1) ~~((The corporations and charities division offers online services. The division's web site provides a variety of services for charities and corporations including online lookup, online filing and downloadable forms.~~

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

~~(3)) Online filings:~~

~~(a) ((Will be processed as expedited filings;~~

~~(b)) Will be subject to ((an expedited)) a processing fee of twenty dollars, with the exception of annual ((renewals)) reports or statements of change for registered agent information processed online; and~~

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

~~((4)) (2) When submitting an online 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)) (3) Online processing fees are nonrefundable.~~

AMENDATORY SECTION (Amending WSR 10-20-150, filed 10/6/10, effective 11/6/10)

WAC 434-112-080 ((In-person or)) Immediate and expedited service—Special fees. (1) ~~((In-person)) Immediate service is available at the division's front 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)) for an immediate service fee of fifty dollars for single or multiple transactions on paper within each new or existing division program filing. In addition, the filing fee for each transaction applies.~~

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

((+e)) (3) There is no ((in-person-expedited)) immediate service fee for photocopies requested in-person, however, photocopies ordered online are subject to a twenty dollar online processing fee. If a request is made for immediate service on a photocopy that was ordered online, an additional immediate service fee may be assessed.

((+2)) (4) Expedited service requests((, including online services)) for filing paper records received by mail, 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 online filing is subsequently filed in person, an additional paper expedite fee is required.

(4)) for an expedited service fee of fifty dollars. If a request is made for immediate service on an expedited record, an immediate service fee may be assessed.

(5) Nonexpedited records are processed within fifteen business days with no service fee. If a request is made for expedite or immediate service, the applicable fee may be assessed.

(6) The processing fee for online service is twenty dollars and records are filed within two business days. If an online record is subsequently requested to be filed immediately, an additional immediate service fee may be required.

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

((+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)) (8) Customers who resubmit rejected records that were expedited the first time they were submitted, may be charged an additional expedite fee upon resubmission.

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

~~((9))~~ (11) A customer may submit a written request ~~((asking the secretary))~~ to waive emergency, expedited, or penalty fees, which must include the special circumstances justifying the fee waiver. The ~~((secretary))~~ director or deputy director will make the determination to waive fees or not.

~~((10) In person))~~ (12) Immediate, online, or expedited service fees are not refundable.

AMENDATORY SECTION (Amending WSR 11-12-020, filed 5/24/11, effective 7/1/11)

WAC 434-112-085 Fees and penalties. (1) For ~~((Washington registered profit))~~ domestic and foreign ~~((corporations, including employee cooperative associations, limited liability companies, limited partnerships, Massachusetts trusts, and limited liability partnerships,))~~ business entities, formed under Title 23B RCW, chapters 23.78, 25.15, 25.10, and 25.05 RCW, fees and penalties are:

- | | | |
|--------------------------------|--|--|
| (a) | ((Articles of incorporation))
<u>Public organic record including employee cooperatives</u> | One hundred eighty dollars ((includes heritage center fee of five dollars under RCW 43.07.128)) |
| ((b)) | Certificates of formation | one hundred eighty dollars ((includes heritage center fee of five dollars under RCW 43.07.128)) |
| ((e))
<u>(b)</u> | ((Applications for registration)) <u>Foreign registration statement</u> | One hundred eighty dollars ((includes heritage center fee of five dollars under RCW 43.07.128))
<u>(may include back fees)</u> |
| ((d)) | Certificates of authority | one hundred eighty dollars ((includes heritage center fee of five dollars under RCW 43.07.128)) |
| (e) | Certificate of limited partnership | one hundred eighty dollars ((includes heritage center fee of five dollars under RCW 43.07.128)) |
| (f) | Other original filings | one hundred eighty dollars ((includes heritage center fee of five dollars under RCW 43.07.128)) |
| ((g))
<u>(c)</u> | Articles of amendment or <u>amendment of foreign registration statement</u> | <u>Thirty dollars</u> |

((h)) <u>(d)</u>	Articles of restatement	<u>Thirty dollars</u>
((i)) <u>(e)</u>	(Articles) Statement of correction	<u>Thirty dollars</u>
((j)) <u>(f)</u>	Revocation of <u>voluntary</u> dissolution ((or withdrawal))	<u>Thirty dollars</u>
((k)) <u>(g)</u>	Delinquent ((license renewal)) <u>fee</u>	((ninety-four dollars, including twenty-five dollars penalty, sixty dollars statutory fee, and nine dollars department of licensing handling fee, when applicable)) <u>Twenty-five dollars</u>
((l)) <u>(h)</u>	(Limited partnership) Annual report <u>including employee cooperative</u>	<u>Sixty dollars plus business licensing services fee when applicable</u>
((m))	Limited liability partnership annual report	sixty dollars
((n))	Limited liability limited partnership annual report	sixty dollars
((o))	Cooperative association annual report	<u>ten dollars</u>)
((p)) <u>(i)</u>	Reinstatement from administrative dissolution	<u>One hundred forty dollars plus all delinquent license or annual fees</u>
((q)) <u>(j)</u>	Requalification from administrative ((revocation)) <u>termination</u>	<u>One hundred eighty dollars plus all delinquent fees or penalties</u>
((r)) <u>(k)</u>	Articles of merger or exchange	<u>Twenty dollars for each listed company</u>
((s)) <u>(l)</u>	Resignation of registered agent	((twenty dollars)) <u>No fee</u>
((t))	Resignation of officer or director	<u>ten dollars</u>)
((u)) <u>(m)</u>	Initial report filed with ((formation)) <u>public organic record</u>	<u>No fee</u>
<u>(n)</u>	<u>Initial report filed separate</u>	<u>Ten dollars</u>
((v)) <u>(o)</u>	Amended annual report ((or initial report filed after formation))	<u>Ten dollars</u>
((w)) <u>(p)</u>	Change of registered agent	<u>No fee</u>
((x))	Change of registered office address	<u>no fee</u>)

((y)) (q)	Registration, reservation, or transfer of name	<u>Thirty</u> dollars
((z)) (r)	Articles of dissolution or ((certificate of dissolution)) <u>voluntary termination of statement</u>	<u>No</u> fee
((aa))	Certificate of withdrawal	no fee
((bb))	Certificate of cancellation	no fee))
((ee)) (s)	Agent's consent to act as agent	<u>No</u> fee
((dd)) (t)	Agent's resignation if appointed without consent	<u>No</u> fee
((ee)) (u)	Other statement or report	<u>Ten</u> dollars

(2) For ~~((Washington registered))~~ domestic and foreign nonprofit ~~((corporations, cooperative associations, nonprofit miscellaneous and mutual corporations, building corporations, and other associations and corporations))~~ entities under Title 24 RCW and chapter 23.86 RCW, fees and penalties are:

(a)	((Articles of incorporation)) <u>Public organic record</u>	<u>Thirty</u> dollars
(b)	((Certificates of authority)) <u>Foreign registration statement</u>	<u>Thirty</u> dollars
(c)	((Other original filings)) <u>Cooperative association</u>	((thirty)) <u>Twenty-five</u> dollars
(d)	Articles of amendment	<u>Twenty</u> dollars
(e)	Restatement	<u>Twenty</u> dollars
(f)	Annual report	<u>Ten</u> dollars
(g)	Articles of <u>voluntary</u> dissolution, ((certificate)) <u>statement of withdrawal</u>	<u>No</u> fee
(h)	Reinstatement from administrative dissolution	<u>Thirty</u> dollars plus all delinquent annual fees and five dollar penalty
(i)	Articles of merger or exchange	<u>Twenty</u> dollars for each listed corporation
((j))	Resignation of officer or director	ten dollars))
((k)) (j)	Amended annual report	<u>Ten</u> dollars
((H)) (k)	Change of registered agent	<u>No</u> fee
((m)) (l)	Change of registered ((office)) <u>agent</u> address	<u>No</u> fee

((m)) <u>(m)</u>	Resignation of registered agent	((twenty dollars)) <u>No fee</u>
((n)) <u>(n)</u>	Registration, reservation, or transfer of reservation of name	<u>Twenty dollars</u>
((o)) <u>(o)</u>	Certificate of election adopting provisions of chapter 24.03 RCW	<u>Thirty dollars</u>
((p)) <u>(p)</u>	Other statement or report filed	<u>Ten dollars</u>

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

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

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

(a)	Registration	<u>Fifty dollars</u>
(b)	Name change	<u>No fee</u>
(c)	Address change	<u>No fee</u>
(d)	Notice of termination by reason of death	<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 10-20-150, filed 10/6/10, effective 11/6/10)

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

- (a) Each annual report, five dollars;

(b) Initial articles of incorporation, initial certificate of formation, or other initial organizing ((document)) records including a foreign entity registration or any single document except an annual report, ten dollars each;

(c) ~~((Articles of incorporation, certificate of formation, other organizing documents including))~~ Initial organizational records as listed in (b) of this subsection plus all subsequent amendments, changes, and restatements, including mergers, conversions, etc., 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.

(2) For certificates of existence, registration, or any fact on record, fees are as follows:

(a) With complete historical data, ~~((under 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 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))~~ record the fee is ten dollars plus the ~~((document))~~ record 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.

AMENDATORY SECTION (Amending WSR 10-20-150, filed 10/6/10, effective 11/6/10)

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 may be submitted to the division by mail, or in person.

(3) The ~~((document))~~ paper record standards in WAC 434-112-040 apply to declarations of state registered domestic partnerships.

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

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

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

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

(6) Notice of termination of domestic partnership by reason of death only 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.

REPEALER

The following sections of the Washington Administrative Code are repealed:

WAC 434-112-005	Purpose.
WAC 434-112-020	Office hours.
WAC 434-112-062	Annual reports—Due date for all nonprofit corporations.
WAC 434-112-092	Inactive profit domestic corporations—Proof.