

## **INSTRUCTIONS: ARTICLES OF AMENDMENT OF A NONPROFIT MISCELLANEOUS AND MUTUAL CORPORATION RCW 24.06**

**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](http://www.sos.wa.gov/corps)

**Mail:** Send the completed form and payment to the address listed above.

**Payment:** Make checks or money orders payable to "Secretary of State." Checks cannot be backdated more than 60 days from the date the check is received.

**Fees:** The filing fee for the Articles of Amendment is \$20.00

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

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

**(1) Unified Business Identifier (UBI):** Provide the UBI Number assigned to the business registration as on file with the Office of the Secretary of State of Washington. The UBI Number and name of the business **must** match our records in order to be accepted.

**(2) Name of Corporation:** Provide the name as recorded with the Office of the Secretary of State of Washington. The Name and UBI Number of the business **must** match our records to be accepted.

**(3) Business Name Change:** Provide the new name for review. If a name has been reserved and a Name Reservation Number has been provided, enter the Number and Name in the appropriate section. If a Name Reservation has not been provided select "No".

In accordance with RCW 23.95.305, a Nonprofit Miscellaneous and Mutual Corporation **may not contain** any of the following designations or abbreviations of: Corporation, Company, Incorporated, Limited, Limited Partnership or Limited Liability Partnership. The name of a Nonprofit Miscellaneous and Mutual Corporation may include Club, League, Association, Services, Committee, Fund, Society, Foundation, Guild, A Nonprofit Corporation or A Nonprofit Miscellaneous and Mutual Corporation, or any name of like import. A Nonprofit Miscellaneous and Mutual corporate name **must** be distinguishable from any other business already registered with the Secretary of State's office.

**(4) Purpose of Corporation:** If changed, indicate by providing the new purpose. Any other provisions may be attached if needed. **Do not attach or refer to the bylaws.**

**(5) Period of Duration:** If changed, 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 specified number of years is selected, the business will be administratively dissolved as recorded in this section. If no selection is provided, it will default to perpetual.

**(6) Registered Agent:** If the Registered Agent has changed, indicate by selecting, “Yes” and provide new Registered Agent information. If “No,” continue to page 3 of the Articles of Amendment form.

**Registered Agent:** All businesses must have a Registered Agent in Washington State per RCW 23.95.415. Select only **one** type of agent. The Consent of the Registered Agent **must** be signed, regardless of the type of Registered Agent. Print the name and title of the person signing and provide the date of signature.

- **Commercial Registered Agent** is a business or individual registered with the Office of the Secretary of State, whose nature of business it is to receive legal documents, notices, or demands required or permitted by law to be served on behalf of the business. A Commercial Registered Agent has a verified address on record with the Office of the Secretary of State.
  - Select “Yes” or “No.”
    - If “Yes,” provide the name of the Commercial Registered Agent. An address is not required.
    - If “No,” continue to Noncommercial Registered Agent below.
- **Noncommercial Registered Agent** is a business or individual who agrees to receive legal documents, notice, or demand required or permitted by law to be served on behalf of the business.
  - Make **one** selection: Individual, Business, or Office/Position, and fill out accordingly.
    - Individual: Write the individual’s first and last name.
    - Business: Write the business’s full name.
    - Office/Position: Write the office or position such as President, Secretary, Treasurer, or Member.
  - Provide the required **physical** street address of the Noncommercial Registered Agent. You may also provide the mailing address if needed. Addresses **must** be in Washington State.
  - Provide a contact phone number and email address. This information will be used if there are any questions regarding the submission.

**(7) Adoption of Articles of Amendment:** Select how the Amendment was adopted by checking the appropriate box. Provide a date as required.

**(8) Distribution of Assets:** If changed, indicate by providing the new plan for distribution of assets. **Do not attach or refer to the bylaws.**

**(9) Governors:** If changed, list the individuals/businesses responsible for governing the business. Attach additional pages if necessary. A business cannot serve as its own governor. A governor is commonly a business/individual who has the authority to make decisions on behalf of the business.

**(10) Qualifications, Rights & Responsibilities of Members:** If changed, provide the manner of election, appointment, or admission to membership and termination of membership; if there is more than one class of members or if the members of any one class are not equal, the relative rights and responsibilities of each class or member.

**(11) Dissention:** If changed, select “Yes” or “No.”

**(12) Capital Stock:** If the business does not have capital stock or has not changed, select “No” and continue to (13). If capital stock has changed, select “Yes” and indicate the aggregate number of authorized shares by following the instructions below.

- **Are there any provisions limiting or denying to shareholders the preemptive right to acquire additional shares of the corporation?**
  - If there are any provisions limiting or denying the shareholders preemptive rights to acquire additional shares select “Yes”.
  - If there are not any provisions, select “No” and continue to the next question below.
- **Will there be more than one class of shares?**
  - If only one class of shares, select “Yes,” and continue to the next question.
  - If shares are divided into multiple classes, an attachment must be submitted either with this filing or through Articles of Amendment prior to the issuance of shares stating the following:
    - The number of shares of each class
    - The par value of the shares **or** that the shares are without par value
    - An outline of [RCW 24.06.025\(5\)\(b\)\(c\)](#) must be submitted either with this filing or through Articles of Amendment prior to the issuance of shares.
- **If only one class, select the value, and then continue to (13).**

- If “Yes” is selected above, select if the shares will have a Par Value and provide the value, or that the shares will be Without Par Value.

**(13) Distribution of Surplus:** If changed, select “Yes” or “No.”

**(14) Effective Date:** Select the effective date of this filing. If “Date of Filing” is selected, the effective date will be the date the submission is completed by our office. If a future effective date is specified, it may not be more than 90 days **after** the date of filing.

**(15) 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.

**(16) Postal Mail Opt-In:** Check this box if the business wants to receive notifications by postal mail. If checked future notifications will be sent by postal mail to the Registered Agent’s address.

**(17) Authorized Person:** Sign, print, and provide the signer’s title, and date the document.

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



Office of the Secretary of State  
Corporations & Charities Division

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

This Box For Office Use Only

- ☐ **Filing Fee \$20**
- ☐ **To Expedite Filing Add \$50**

**ARTICLES OF AMENDMENT**  
**Washington Nonprofit Corporation**  
**Miscellaneous and Mutual**  
**[RCW 24.06](#)**

**All fields are required unless otherwise specified**

**(1) UBI No.:** \_\_\_\_\_

**(2) NAME OF CORPORATION:** (as currently recorded with the Office of the Secretary of State)

\_\_\_\_\_

**(3) BUSINESS NAME CHANGE:** Are you changing your business name? ☐ Yes ☐ No

New Name: \_\_\_\_\_

If yes, do you already have a business name reserved? ☐ Yes ☐ No

If Yes, provide the Name Reservation Number and Name

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

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

**(4) PURPOSE OF CORPORATION:** *Required only if changed* (attach additional pages if necessary)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**(5) DURATION:** *Required only if changed* Please check ONE of the following

☐ This Company shall have a perpetual duration ☐ This Company shall have a duration of \_\_\_\_\_ years.

☐ This Company shall expire on \_\_\_\_\_

**(6) Has your registered agent changed?** ☐ YES ☐ NO **If Yes, complete page 2**

**NEW REGISTERED AGENT:****COMMERCIAL REGISTERED AGENT**

A Commercial Registered Agent is an entity or individual that is registered with the Office of the Secretary of State to receive legal documents on behalf of a corporation. A Commercial Registered Agent address has been registered with our office.

Is the Registered Agent a Commercial Registered Agent? ☐ Yes ☐ No

If Yes, provide the name of the Commercial Registered Agent: \_\_\_\_\_

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

If No, continue below.

**NON-COMMERCIAL REGISTERED AGENT**

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

☐ **Individual:** \_\_\_\_\_

Provide the first and last name of the individual serving as the Registered Agent (any person not registered as a Commercial Registered Agent).

☐ **Entity:** \_\_\_\_\_

Provide the name of the business serving as the Registered Agent (any business not registered as a Commercial Registered Agent).

☐ **Office or Position:** \_\_\_\_\_

Do not list an entity or individual's name. Provide the office or position that serves as the Registered Agent (examples: President, Secretary, Treasurer, or Member).

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

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

**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 entity. I understand it will be my responsibility to accept service of process, notices, and demands on behalf of the entity; to forward mail to the entity; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

\_\_\_\_\_  
Signature of Registered Agent

\_\_\_\_\_  
Printed Name/Title

\_\_\_\_\_  
Date

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**(7) ADOPTION OF ARTICLES OF AMENDMENT:** Articles of Amendment were adopted by (check one):

- ☐ Adopted by the board of directors without being submitted for member or shareholder action and that member or shareholder action was not required.
- ☐ Adopted by a meeting of members or shareholders held on (date required) \_\_\_\_\_, a quorum was present at the meeting, and the amendment received at least two-thirds of the votes which members or shareholders and of each class entitled to vote thereon as a class, present at such meeting in person, by mail, by electronic transmission, or represented by proxy were entitled to cast.
- ☐ Adopted by a consent in writing signed by all members or shareholders entitled to vote.

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**(8) DISTRIBUTION OF ASSETS:** *Required only if changed*

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**(9) GOVERNORS:** *Required only if changed*

List at least one. Attach additional pages if necessary. NOTE: An entity cannot serve as its own Governor.

Name: _____	Name: _____
Name: _____	Name: _____
Name: _____	Name: _____

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**(10) QUALIFICATIONS, RIGHTS & RESPONSIBILITIES OF MEMBERS:** *Required only if changed*

Provide the manner of election, appointment, or admission to membership and termination of membership; and, if there is more than one class of members or if the members of any one class are not equal, the relative rights and responsibilities of each class or member: **Attached additional pages if necessary.**

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**(11) DISSENTION:** *Required only if changed*

Do dissenting shareholders or members have limited return of less than the fair value? (check one): ☐ Yes ☐ No

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**(12) CAPITAL STOCK:**

Is the entity changing the capital stock? (check one): ☐ Yes ☐ No **If No, continue to (13)**

If Yes, aggregate number of Authorized Shares: \_\_\_\_\_

- Are there any provisions limiting or denying shareholders the preemptive right to acquire additional shares of the corporation? (check one): ☐ Yes ☐ No
- Will there be more than one class of shares? (check one): ☐ Yes ☐ No
- If only one class, select the value, **then continue to (13)**. (check one): ☐ Par Value: \_\_\_\_\_ ☐ Without Par Value
- If shares are divided into multiple classes, an attachment stating the number of shares of each class, the par value of the shares or that the shares are without par value, and an outline of [RCW 24.06.025\(5\)\(b\)\(c\)](#) must be submitted either with this filing or through Articles of Amendment prior to the issuance of shares.

Please refer to [RCW 24.06.025](#) and [RCW 24.06.070](#)

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**(13) DISTRIBUTION OF SURPLUS: *Required only if changed***

Will the entity distribute surplus funds to its members, stockholders, or other persons? (check one): ☐ Yes ☐ No

If Yes, provide the provisions for determining the amount and time of distribution: \_\_\_\_\_

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**(14) EFFECTIVE DATE:**

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

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**(15) RETURN ADDRESS FOR THIS FILING: *(Optional)***

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

Attention: \_\_\_\_\_ Email: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

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**(16) POSTAL MAIL OPT-IN: By checking the box the entity and Registered Agent will not receive email notifications**

☐ The entity wants to receive **all** notifications to the Registered Agent by postal mail

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**(17) AUTHORIZED PERSON:**

**I hereby certify, under penalty of law, that the above information is accurate and complies with the filing requirements of state law.**

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**Signature of Authorized Person**

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**Printed Name/Title**

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**Date**

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