

RCW**Description**

WAC 434-120-010	Authority and purpose.
WAC 434-120-025	Definitions.
WAC 434-120-040	<p>Public information derived from registration.</p> <p>(1) Registration forms, and attachments, filed by charitable organizations and commercial fund-raisers pursuant to WAC 434-120-105 and 434-120-215, are available for public inspection or copying. However, Social Security numbers and financial account numbers are not public information. For purposes of public reports derived from that registration information, the secretary shall calculate, and make available to the public, the following information:</p> <p>(2) For charitable organizations, the percentage of total expenditures in a reporting year allocated to charitable program services. This shall be calculated by dividing the amount reported as expended for charitable purposes by the amount reported as total expenses, and multiplying by 100.</p> <p>(3) For commercial fund-raisers the percentage of the proceeds of charitable solicitations which are paid to or retained by charitable organizations. This shall be calculated by dividing the amount reported as received or retained by the charitable organization(s) after all fund-raising expenses have been deducted, by the amount reported as raised, regardless of who has possession of funds and multiplying by 100.</p> <p>(4) Registrations of charitable trusts with several or mixed purposes shall not be made public under RCW11.110.040 and 11.110.075.</p>
WAC 434-120-045	<p>Change in status, notification.</p> <p>An entity required to register under chapter 19.09 RCW shall notify the charities program in writing, within thirty days of any changes to its registration.</p> <p>The organization may submit the changes using the form that is available from the charities program and request it by phone, e-mail, or access it online. There is no filing fee to submit changes of information.</p>
WAC 434-120-046	Record retention.
WAC 434-120-050	<p>Signatures for online filings.</p> <p>When submitting an online filing, the person completing the filing shall sign the application by following the directions for signing the web form.</p>
WAC 434-120-100	Who shall register—Exemptions.
WAC 434-120-103	Required forms and filings.
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WAC 434-120-105	Charitable organization registration—Form and requirements.

(1) Charitable organizations registering under this act shall submit the registration form described in WAC WAC 434-120-103. The secretary's failure to affirmatively reject or return an incomplete registration or other filing that does not fully comply with these rules or chapter 19.09 RCW shall not excuse the failure to comply.

(2) In addition to the requirements under RCW 19.09.075, a registration is not complete, and will not be accepted for filing, unless it includes:

(a) Both the mailing address and any physical address if different, federal taxpayer identification number, and any electronic mail or internet addresses used by the organization. Private mail boxes must be identified through use of the designation "PMB" followed by the box number;

(b) All of the names under which the organization will solicit contributions, including, but not limited to, acronyms, abbreviations, DBAs and program names used in charitable solicitations reflected in the registration;

(c) If the organization is registered in Washington, the unified business identifier, and if the organization is incorporated outside the state of Washington, the state of incorporation;

(d) The beginning and ending dates of its most recently completed accounting year;

(e) The court or other forum, case number and title of all legal actions, if any, in which a judgment or final order was entered, or for action currently pending, against any organization or individual required to be identified in the registration. "Actions" include any administrative or judicial proceeding alleging that the entity has failed to comply with these rules, chapter 19.09 RCW, or state or federal laws pertaining to taxation, revenue, charitable solicitation, or recordkeeping, whether such action has been instituted by a public agency or a private person or entity;

(f) A list of all states where the organization is registered for charitable solicitations;

(g) The officers or persons required under RCW 19.09.075 (1)(c) may include:

(i) Members of the board of directors or any committee or group serving the function of a board of directors, regardless of the name of the committee or group; and

(ii) Officers of the charitable organization, or the persons serving the function of officers, regardless of the title of the position.

(h) In addition to the financial information in RCW 19.09.075 (1)(h), a solicitation report of the charitable organization for the preceding accounting year includes, but is not limited to:

(i) All addresses, physical or mailing, used to solicit or collect contributions;

(ii) The total dollar value of contributions received from solicitations, special events, sale of inventory, and amounts collected on behalf of the charitable organization by a commercial fund-raiser;

(iii) The total dollar value of revenue from all other sources;

(iv) Gross receipts, including amounts collected on behalf of the charitable organization by a commercial fund-raiser or commercial coventurer regardless of custody of funds. "Gross receipts" include, but are not limited to, contributions, gross revenue from special events, sales of inventory, goods or services (including tickets to events), and all other revenue from solicitations;

(v) The amount of total expenditures used directly for charitable program services, including payments to affiliates if costs involved are not connected with the administrative or fund-raising functions of the reporting organization;

(vi) Total expenditures, including, but not limited to, amounts paid to or retained by a commercial fund-raiser, or fund-raising counsel, amounts expended for charitable program services, administrative expenses, fees for services, and fund-raising costs incurred by the charitable organization.

(vii) Beginning assets; and

(viii) Ending assets.

(ix) The charitable organization may provide additional information which the organization believes would be of assistance in understanding other reported information, or to provide context for reported information.

(3) The organization shall report actual figures, and shall not use estimates, when completing a solicitation report.

(4) All charitable organization registrations shall be signed and dated by the president, treasurer, or comparable officer of the organization or, in the absence of officers, person responsible for the organization.

WAC 434-120-110 Organizations exempt from filing requirements—Optional registration.

WAC 434-120-115 Treatment of appropriated funds.

WAC 434-120-130 Financial standards.

WAC 434-120-135 Contributor lists.

WAC 434-120-140 How and when to register.

WAC 434-120-145 Fees.

(1) Initial registration: Entities registering as charitable organizations must pay a fee of sixty dollars for the first year of registration; charitable organizations registering an optional registration per RCW 19.09.081, may do so at no charge.

(2) Annual renewal: Charitable organizations must pay an annual renewal fee of forty dollars; organizations choosing to register an optional registration per RCW 19.09.081 are not required to file annual renewals.

(3) Information changes: Organizations filing changes of information described in RCW 19.09.085(3) may do so at no charge.

(4) Photocopy fees: For copy of a charitable organization registration form or letter, including the solicitation report, the fee is five dollars per entity.

(5) The fee for expedited service is twenty dollars for single online transactions within each new or existing charity's program file. The fee for expedited service of paper documents (in-person or mail) is fifty dollars for single or multiple transactions within each new or existing charity's program file. In addition, the filing fee for each transaction will apply.

(6) For service of process on a registered charity, commercial fund-raiser, or charitable trust, the fee is fifty dollars per address.

(7) Charitable organizations must pay a sixty dollar filing fee to reactivate their registration following closure per RCW 19.09.062 and pay applicable late fee per RCW 19.09.271.

(8) Charitable organizations must pay the twenty dollar filing fee to register a contract with a commercial fund-raiser as required in RCW 19.09.097 and WAC 434-120-240.

WAC 434-120-160 Fees for late registration.

(1) A charitable organization that fails to renew its registration by its renewal date must pay a late fee of fifty dollars.

(2) The fees for late registration are in addition to the filing fees under WAC 434-120-145, and any other remedies that may be imposed by law, including penalties for soliciting without being registered.

(3) The charitable organization may ask the secretary to waive fees for late registration. The request must include a description of the circumstances that justify a waiver of the late fees. Under special circumstances the secretary may waive fees for late registration that are imposed by these regulations.

WAC 434-120-165 Failure to renew, registration closure and reactivating registration—Charitable organizations.

(1) A charitable organization who fails to renew its registration by the renewal date is considered to have a delinquent registration status and is subject to a late fee per WAC WAC 434-120-160.

(a) The secretary will send by regular or electronic mail a delinquency notice within sixty days of the organization's delinquent status. The notice will include a request that the organization provide the items within thirty days to renew its registration. The organization's failure to receive the notice will not alter its delinquent status or relieve it of the requirement to renew.

(b) A charitable organization who fails to submit the required items within thirty days of notice will be deemed unregistered and its registration will be closed. Registration closure may also occur if the secretary's notice is not deliverable at the organization's mailing address of record.

(2) If a registration or renewal is incomplete, the secretary will contact the charitable organization by regular or electronic mail and request the missing items within thirty days. If the requested items are not received within thirty days, the registration or renewal will not be filed and the organization must resubmit the required form, filing fee and applicable late fee to register or renew. The organization may retain the original registration number assigned by the secretary. If the organization's renewal date has passed, its registration will be closed. Registration closure will also occur if the secretary's notice is not deliverable at the organization's mailing address of record. Filing fees are nonrefundable.

(3) A charitable organization whose registration has been closed must reactivate its registration by submitting an initial registration form including a solicitation report for the preceding completed accounting year and an initial sixty dollar filing fee. Late fees apply per WAC 434-120-160. The organization may retain the original registration number assigned by the secretary.

(4) A charitable organization that closes its registration voluntarily because it is no longer required to register may reactivate its registration by submitting an initial registration form including a solicitation report for the preceding completed accounting year and an initial sixty dollar filing fee. The organization may retain the original registration number assigned by the secretary.

- WAC 434-120-175 Voluntary verification information.
Each organization registering with the secretary may submit additional information, not required by law, if the information is intended to inform the public about its programs and activities and to verify its existence.
- WAC 434-120-185 Charitable advisory council.
- WAC 434-120-200 Required filings.
- WAC 434-120-210 Who shall register.
(1) Every commercial fund-raiser, as described in RCW 19.09.020(5), shall register each year, pursuant to WAC 434-120-200 by completing the form described in RCW 19.09.079 and WAC 434-120-215 and submitting it with the fee in RCW 19.09.062(3) prior to conducting any solicitation.
(2) Entities exempt from registration include the following:
(a) Fund-raising counsel as defined in RCW 19.09.020(10);
(b) Commercial coventurers as defined in 19.09.020(4); and
(c) Suppliers of goods and services to charitable organizations for fund-raising purposes are exempt from registration, if they are not otherwise engaged in the business of charitable fund-raising.
(3) If a commercial fund-raiser does business under more than one name, each name used by that entity must be registered and bonded separately.
- WAC 434-120-215 Commercial fund-raiser registration—Form and requirements.

(1) Commercial fund-raisers registering under this act shall use the commercial fund-raiser registration form described in WAC 434-120-200. The secretary's failure to affirmatively reject or return an incomplete registration or other filing that does not fully comply with these rules or chapter 19.09 RCW, shall not excuse the failure to comply. The secretary's acceptance of a registration or other filing which violates these rules or chapter 19.09 RCW shall not excuse the violation.

(2) In addition to the requirements under RCW 19.09.079, a registration is not complete, and will not be accepted for filing, unless it includes:

(a) Both the mailing address and physical address (if different), and any electronic mail or internet addresses, as well as any physical or mailing addresses, used by the commercial fund-raiser to solicit or receive contributions. Private mail boxes must be identified through use of the designation "PMB" followed by the box number;

(b) The type of organization, federal taxpayer identification number, the unified business identifier if the organization is registered in Washington and if the organization is incorporated, the state of incorporation;

(c) The beginning and ending dates of its preceding completed accounting year;

(d) The court or other forum, case number and title of all legal actions, if any, in which a judgment or final order was entered, or for action is currently pending, against any organization or individual required to be identified in the registration. "Actions" include any administrative or judicial proceeding alleging that the entity has failed to comply with these rules, chapter 19.09 RCW, or state or federal laws pertaining to taxation, revenue, charitable solicitation, or recordkeeping, whether such action has been instituted by a public agency or a private person or entity;

(e) A list of all states where the organization is registered for charitable solicitations;

(f) In addition to the financial information in RCW 19.09.079(6), a solicitation report is required of the fund-raising activities of the entity for the preceding accounting year and includes, but is not limited to:

(i) Contributions received, either by the commercial fund-raiser or the charities with which the commercial fund-raiser contracts, as a result of services provided by the commercial fund-raiser during the year shown above. (This is the total amount of money raised, regardless of who has possession of funds.)

(ii) Funds either retained by, or paid to, the charities with whom the commercial fund-raiser contracts, after fees and any expenses have been subtracted. (This is the portion of money raised that the charities receive or keep after all fund-raising expenses have been deducted.)

(3) The commercial fund-raiser may provide additional information which the commercial fund-raiser believes would be of assistance in understanding other reported information, or to provide context for reported information.

(4) The commercial fund-raiser must report actual figures and shall not use estimates when completing a solicitation report.

(5) All commercial fund-raiser registrations shall be signed by an officer or owner of the commercial fund-raiser.

WAC 434-120-218

Solicitation reports by commercial fund-raisers who subcontract.

(1) A commercial fund-raiser who engages another registered commercial fund-raiser to solicit funds or conduct a solicitation on behalf of a charitable organization is responsible for reporting and shall include the total contributions and the total expenses related to that campaign in its solicitations report and financial statement.

(2) If a reporting commercial fund-raiser's contributions and expenses for a campaign are also included in another commercial fund-raiser's solicitations report, the reporting fund-raiser shall list in its report the name of that fund-raiser, the name of the charitable organization, the dates of the campaign, and the total contributions and expenses for which it was responsible.

(3) Regardless of whether a commercial fund-raiser which acts as a contractor reports the contributions and expenses of its subcontractor(s), each subcontracting commercial fund-raiser, must independently register, post bond, report its own contributions and expenses, and comply with all other provisions of these rules and chapter 19.09 RCW as they apply to commercial fund-raisers.

WAC 434-120-225 Annual renewal.
(1) Each commercial fund-raiser shall renew annually by submitting a renewal form and the filing fee in RCW 19.09.062 so they are received by no later than the fifteenth day of the fifth month after the end of its accounting year.

The renewal must include the same information required for registration as described in RCW 19.09.079 and WAC 434-120-215. The solicitation report will be based on the most recently completed accounting year. No organization may submit the same financial information for two consecutive years.

(2) No change in a fund-raiser's accounting year will cause the due date of a renewal to be more than one year after the previous registration or renewal.

WAC 434-120-240 Contract between a commercial fund-raiser and a charitable organization.

(1) A commercial fund-raiser and charitable organization entering into a contract shall register the contract by completing the contract registration form, attaching a signed copy of the written contract, and filing the form and contract with the secretary. The contract shall be registered before the commencement of the campaign.

(2) The charitable organization is responsible for registering the contract, contract registration form and paying the appropriate fee per RCW 19.09.062(5).

(3) In addition to the statutory requirements of RCW 19.09.097, the terms of the contract shall specify who will maintain the donor list.

WAC 434-120-245 Failure to renew, registration closure and reactivating registration—Commercial fund-raisers.

(1) A commercial fund-raiser who fails to renew its registration by the renewal date is considered to have a delinquent registration status and is subject to a late fee per WAC 434-120-250.

(a) The secretary will send by regular or electronic mail a delinquency notice within sixty days of the organization's delinquent status. The notice will include a request that the organization provide the items within thirty days to renew its registration. The organization's failure to receive the notice will not alter its delinquent status or relieve it of the requirement to renew.

(b) A commercial fund-raiser who fails to submit the required items within thirty days of notice will be deemed unregistered and its registration will be closed. Registration closure may also occur if the secretary's notice is not deliverable at the organization's mailing address of record.

(2) If a registration or renewal is incomplete, the secretary will contact the commercial fund-raiser by regular or electronic mail and request the missing items within thirty days. If the requested items are not received within thirty days, the registration or renewal will not be filed and the organization must resubmit the required form, filing fee and applicable late fee to register or renew and it may retain the original registration number assigned by the secretary. If the organization's renewal date has passed, its registration will be closed. Registration closure will also occur if the secretary's notice is not deliverable at the organization's mailing address of record. Filing fees are nonrefundable.

(3) A commercial fund-raiser whose registration has been closed for failure to register or renew must reactivate its registration by submitting an initial registration form including a solicitation report for the preceding completed accounting year and an initial three hundred dollar filing fee. Late fees apply per WAC 434-120-250. The organization may retain the original registration number assigned by the secretary.

(4) A commercial fund-raiser that closes its registration voluntarily because it is no longer required to register may reactivate its registration by submitting an initial registration form including a solicitation report for the preceding completed accounting year and an initial three hundred dollar filing fee. The organization may retain the original registration number assigned by the secretary.

WAC 434-120-250

Fees.

All commercial fund-raisers must pay an initial registration fee at the time of filing and an annual renewal fee.

(1) The fee for initial registration in this state is three hundred dollars.

(2) The annual renewal fee is two hundred twenty-five dollars.

(3) There is no fee for filing changes in any information previously filed under RCW 19.09.079, and WAC 434-120-215.

(4) The fee for filing a contract with a charitable organization under RCW 19.09.097 and WAC 434-120-240 is twenty dollars.

(5) The late fee is fifty dollars for failing to renew registration as a commercial fund-raiser by the due date.

(a) The fees for late registration are in addition to the filing fees and any other remedies that may be imposed by law, including penalties for soliciting without being registered. These penalties are cumulative.

(b) The commercial fund-raiser may ask the secretary to waive fees for late registration. The request must include a description of the circumstances that justify a waiver of the late fees. Under special circumstances the secretary may waive fees for late registration that are imposed by these regulations.

(6) The fee for expedited service is twenty dollars for a single online transaction within one commercial fund-raiser registration. The fee for expedited service of paper documents (in-person or mail) is fifty dollars for single or multiple transactions within one commercial fund-raiser registration. In addition, the filing fee for each transaction will apply.

(7) The photocopy fee is ten dollars for copies of the annual registration form or letter.

(8) Commercial fund-raisers must pay a three hundred dollar filing fee to reactivate their registration following registration closure per WAC 434-120-245 and pay applicable late fees.

WAC 434-120-255 Financial standards.

WAC 434-120-260 Surety bonds.

WAC 434-120-270 Impairment of surety bond.

In the event that a final judgment shall impair the liability of a surety bond and the full amount required is not in effect, the secretary shall suspend the registration of such commercial fund-raiser. The commercial fund-raiser may request reinstatement when it has restored the full amount of the required bond liability and satisfied all judgment claims.

WAC 434-120-280 Signing off on the surety bond.

WAC 434-120-300 Jurisdiction.

WAC 434-120-310 (2) An initial registration form is not complete, and will not be accepted for filing, unless it includes:

(a) The trustee's name;

(b) The trustee's mailing address, and physical address if different;

(c) The name of the trust, its Federal Employer Identification Number, if any, or other identifying information sufficient to distinguish the trust from other registered trusts;

(d) A brief description of the charitable purposes of the trust, which may, at the trustee's option, include the names and addresses of any charitable organizations benefited by the trust;

(e) The market value of all trust assets invested for incoming-producing purposes as of the date on which the trustee received possession or control of the trust corpus;

(f) A copy of the governing instrument creating the trust;

(g) A statement indicating whether the trust is exempt from federal income tax, and, if exempt, the section of the Internal Revenue Code under which the trust is exempt from federal income tax;

(h) A copy of the letter by which the Internal Revenue Service granted the trust tax exempt status if the Internal Revenue Service has granted the trust such status;

(i) The end date of its current fiscal or accounting year;

(j) A financial report of the trust for the preceding fiscal or accounting year, including, but not limited to:

(i) Beginning assets;

(ii) Total revenue;

(iii) Grants, contributions, and the amount of expenditures used directly for program services;

(iv) Compensation of officers, directors, trustees, etc.;

(v) Total expenses; and

(vi) Ending assets.

(k) A copy of the trust's federal informational tax return (Form 990, 990PF, 990T, or 990EZ) reflecting the fiscal or accounting year contained in this report;

(l) The name and telephone number of the preparer of the trust registration, if different from trustee.

(3) The renewal registration form required by this rule shall be the same as the form described in WAC 434-120-310 except that the information required by WAC 434-120-310 (2)(d), (e), (f), (g) and (h) is not required.

(4) The trust shall report actual figures, and shall not use estimates, when completing a financial report.

(5) All charitable trust registrations shall be signed by:

(a) The trustee, person or entity legally responsible for the trust; or

(b) If the trustee is a corporation, the corporate officer or employee responsible for the trustee.

(6) A copy of the governing instrument creating the trust shall not be deemed sufficient to meet the requirements of this section.

WAC 434-120-330

Annual fees.

(1) Charitable trusts filing initial or renewal registrations must pay a fee of twenty-five dollars.

(2) The fee for expedited service is twenty dollars for a single online transaction within one charitable trust registration. The fee for expedited service of paper documents (in-person or mail) is fifty dollars for single or multiple transactions within one charitable trust registration. In addition, the filing fee for each transaction will apply.

(3) For a photocopy of an Internal Revenue Service Form 990EZ the fee is five dollars and for a copy of Form 990 or 990-PF the fee is ten dollars with a surcharge for forms exceeding 100 pages of copy, which is thirteen dollars for each fifty page increment.

(4) For a photocopy of a charitable trust registration form, the fee is five dollars.

WAC 434-120-345

Late registration fees.

(1) A charitable trust that fails to renew its registration at the time its renewal is due, must pay a late fee of fifty dollars when the reregistration is made. The trust must pay an additional fifty-dollar late fee for each year, including the current year, it was not registered under this act. If the registration has lapsed for a period of more than two years, the entity must register as a new trust and pay any late fees, which are cumulative.

(2) The fees for late registration are in addition to any other filing fees or remedies that may be imposed by law, including penalties for not being registered.

WAC 434-120-355

Change in status, notification.

WAC 434-120-360

Dissolution of trust, procedure and notification.

11.110.051

(1) Except as provided in subsection (2) of this section, a trustee, as defined by RCW 11.110.020, must register with the secretary of state if, as to a particular charitable trust:

(a) The trustee holds assets in trust, invested for income-producing purposes, exceeding a value established by the secretary of state by rule;

(b) Under the terms of the trust all or part of the principal or income of the trust can or must currently be expended for charitable purposes; and

(c) The trust instrument does not require the distribution of the entire trust corpus within a period of one year or less.

(2) A trustee of a trust, in which the only charitable interest is in the nature of a remainder, is not required to register during any life estate or other term that precedes the charitable interest. This exclusion from registration applies to trusts which have more than one noncharitable life income beneficiary, even if the death of one such beneficiary obligates the trustee to distribute a remainder interest to charity.

(3) A trustee of a charitable trust that is not required to register pursuant to this section is subject to all requirements of this chapter other than those governing registration and reporting to the secretary of state.

11.110.060

(1) Every trustee required to file under RCW 11.110.051 shall file with the secretary of state within four months after receiving possession or control of the trust corpus, or after the trust becomes a trust described by RCW 11.110.051(1):

(a) A copy of the instrument establishing his or her title, powers, or duties;

(b) An inventory of the assets of such charitable trust; and

(c) A registration form setting forth the trustee's name, mailing address, physical address if different, and additional identifying information required by the secretary by rule.

(2) A successor trustee to a previously registered trust shall file a registration form and inventory of assets within four months after receiving possession or control of the trust corpus.

(3) A trustee required to register shall file with the secretary of state copies of all amendments to the trust instrument within four months of the making of the amendment.

11.110.070 Every trustee required to register under RCW 11.110.051 shall file with the secretary of state a copy of each publicly available United States tax or information return or report of the trust at the time that the trustee files with the internal revenue service. The secretary may provide by rule for the exemption from reporting under this section by some or all trusts not required to file a federal tax or information return, and for a substitute form containing similar information to be used by any trusts not so exempted.

18.100.050 (1) An individual or group of individuals duly licensed or otherwise legally authorized to render the same professional services within this state may organize and become a shareholder or shareholders of a professional corporation for pecuniary profit under the provisions of Title 23B RCW for the purpose of rendering professional service. One or more of the legally authorized individuals shall be the incorporators of the professional corporation.

(2) Notwithstanding any other provision of this chapter, registered architects and registered engineers may own stock in and render their individual professional services through one professional service corporation.

(3) Licensed health care professionals, providing services to enrolled participants either directly or through arrangements with a health maintenance organization registered under chapter 48.46 RCW or federally qualified health maintenance organization, may own stock in and render their individual professional services through one professional service corporation.

(4) Professionals may organize a nonprofit nonstock corporation under this chapter and chapter 24.03 RCW to provide professional services, and the provisions of this chapter relating to stock and referring to Title 23B RCW shall not apply to any such corporation.

(5)(a) Notwithstanding any other provision of this chapter, health care professionals who are licensed or certified pursuant to chapters 18.06, 18.225, 18.22, 18.25, 18.29, 18.34, 18.35, 18.36A, 18.50, 18.53, 18.55, 18.57, 18.57A, 18.64, 18.71, 18.71A, 18.79, 18.83, 18.89, 18.108, and 18.138 RCW may own stock in and render their individual professional services through one professional service corporation and are to be considered, for the purpose of forming a professional service corporation, as rendering the "same specific professional services" or "same professional services" or similar terms.

(b) Notwithstanding any other provision of this chapter, health care professionals who are regulated under chapters 18.59 and 18.74 RCW may own stock in and render their individual professional services through one professional service corporation formed for the sole purpose of providing professional services within their respective scope of practice.

(c) Formation of a professional service corporation under this subsection does not restrict the application of the uniform disciplinary act under chapter 18.130 RCW, or applicable health care professional statutes under Title 18 RCW, including but not limited to restrictions on persons practicing a health profession without being appropriately credentialed and persons practicing beyond the scope of their credential.

18.100.060

(1) No corporation organized under this chapter may render professional services except through individuals who are duly licensed or otherwise legally authorized to render such professional services within this state. However, nothing in this chapter shall be interpreted to:

(a) Prohibit a person duly licensed or otherwise legally authorized to render professional services in any jurisdiction other than this state from becoming a member of a professional corporation in this state organized for the purpose of rendering the same professional services;

(b) Prohibit a professional corporation from rendering services outside this state through individuals who are not duly licensed or otherwise legally authorized to render professional services within this state; or

(c) Require the licensing of clerks, secretaries, bookkeepers, technicians, and other assistants employed by a professional corporation who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

(2) Persons engaged in a profession and otherwise meeting the requirements of this chapter may operate under this chapter as a professional corporation so long as each shareholder personally engaged in the practice of the profession in this state is duly licensed or otherwise legally authorized to practice the profession in this state and:

(a) At least one officer and one director of the corporation is duly licensed or otherwise legally authorized to practice the profession in this state; or

(b) Each officer in charge of an office of the corporation in this state is duly licensed or otherwise legally authorized to practice the profession in this state.

18.100.120

Corporations organized pursuant to this chapter shall render professional service and exercise its authorized powers under a name permitted by law and the professional ethics of the profession in which the corporation is so engaged. The corporate name of a professional service corporation must contain either the words "professional service" or "professional corporation" or the abbreviation "P.S." or "P.C." The corporate name may also contain either the words "corporation," "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd." With the filing of its first annual report and any filings thereafter, professional service corporation shall list its then shareholders: PROVIDED, That notwithstanding the foregoing provisions of this section, the corporate name of a corporation organized to render dental services shall contain the full names or surnames of all shareholders and no other word than "chartered" or the words "professional services" or the abbreviation "P.S." or "P.C."

19.09.065

(1) All charitable organizations and commercial fund-raisers must register with the secretary prior to conducting any solicitations.

(2) Failure to register as required by this chapter is a violation of this chapter.

(3) Information provided to the secretary pursuant to this chapter is a public record except as provided by law. Social security numbers and financial account numbers are not public information.

(4) Registration must not be considered or be represented as an endorsement by the secretary or the state of Washington.

19.09.068

(1) Entities are deemed registered under RCW 19.09.075 or 19.09.079 twenty days after receipt of the registration or renewal form by the secretary and may thereafter solicit contributions from the general public.

(2) If the secretary determines that the application for initial registration or renewal is incomplete, the secretary will notify the applicant of the information necessary to complete the application. The secretary may hold the application up to thirty days to allow the applicant time to provide additional information. If the applicant fails to provide complete information as requested by the secretary, the applicant will be deemed unregistered and must cease all solicitations as defined by this chapter.

(3) If an applicant fails to pay a required fee for any filing, the secretary will notify the applicant of the necessary fee to complete the application. The secretary may hold the application up to thirty days to allow the applicant time to submit the required payment. If the applicant fails to provide the required payment as requested by the secretary, the applicant will be deemed unregistered and must cease all solicitations as defined by this chapter.

19.09.075

(1) An application for initial registration and renewal as a charitable organization must be submitted on the form approved by the secretary and must contain:

(b) The name(s) under which the charitable organization will solicit contributions;

(c) The name, address, and telephone number of the officers of or persons accepting responsibility for the charitable organization;

(d) The names of the three officers or employees receiving the greatest amount of compensation from the charitable organization;

(e) The purpose of the charitable organization;

(f) Whether the organization is exempt from federal income tax; and if so the organization shall attach to its application a copy of the letter by which the internal revenue service granted such status;

(g) The name and address of the entity that prepares, reviews, or audits the financial statement of the charitable organization;

(h) A solicitation report of the charitable organization for the preceding, completed accounting year including:

(i) The types of solicitations conducted;

(ii) The gross revenue received from all sources by or on behalf of the charitable organization before any expenses are paid or deducted;

(iii) The total value of contributions received from all solicitations for or on behalf of the charitable organization before any expenses are paid or deducted;

(iv) The total value of funds expended for charitable purposes; and

(v) Total expenses, including expenditures for charitable purposes, fund-raising costs, and administrative expenses;

(i) The name, address, and telephone number of any commercial fund-raiser retained by the charitable organization; and

(j) An irrevocable appointment of the secretary to receive service of process in noncriminal proceedings as provided in RCW 19.09.305; and

(k) Such other information the secretary deems necessary by rule.

(2) The governing body or committee thereof must review and accept any financial report that the charitable organization may be required to file with the office of the secretary.

(3) Charitable organizations that are required under federal tax law to file an annual return in the form 990 series or any successor series is not required to file a copy of such annual return with the secretary: PROVIDED, That the charitable organization complies with all federal tax law requirements with respect to public inspection of such annual return.

(4) The president, treasurer, or comparable officer of the organization must sign and date the application. The application must be submitted with a nonrefundable filing fee established in RCW 19.09.062.

(5) Charitable organizations required to register and renew under this chapter must file a notice of change of information within thirty days of any change in the information contained in subsection (1)(a) through (k) of this section.

19.09.079

An application for registration and renewal as a commercial fund-raiser must be submitted on the form approved by the secretary and must contain:

(1) The name, address, and telephone number of the commercial fund-raising entity;

(2) The name(s), address(es), and telephone number(s) of the owner(s) and principal officer(s) of the commercial fund-raising entity;

(3) The name, address, and telephone number of the individual responsible for the activities of the commercial fund-raising entity in Washington;

(4) The names of the three officers or employees receiving the greatest amount of compensation from the commercial fund-raising entity;

(5) The name and address of the entity that prepares, reviews, or audits the financial statement of the organization;

(6) A solicitation report of the commercial fund-raising entity for the preceding, completed accounting year, including:

(a) The types of fund-raising services conducted;

(b) The names of charitable organizations required to register under RCW 19.09.075 for whom fund-raising services have been performed;

(c) The total value of contributions received on behalf of charitable organizations required to register under RCW 19.09.075 by the commercial fund-raiser, affiliate of the commercial fund-raiser, or any entity retained by the commercial fund-raiser; and

(d) The amount of money disbursed to charitable organizations for charitable purposes, net of fund-raising costs paid by the charitable organization as stipulated in any agreement between charitable organizations and the commercial fund-raiser;

(7) The name, address, and telephone number of any other commercial fund-raiser that was retained in the conduct of providing fund-raising services;

- (8) An irrevocable appointment of the secretary to receive service of process in noncriminal proceedings as provided in RCW 19.09.305; and
- (9) Such other information the secretary deems necessary by rule.

The application must be signed by an officer or owner of the commercial fund-raiser and must be submitted with a nonrefundable fee established in RCW 19.09.062.

Commercial fund-raisers required to register and renew under this chapter must file a notice of change of information within thirty days of any change in the information contained in subsections (1) through (7) and (9) of this section.

19.09.085

(1) Registration under this chapter shall be effective for one year or longer, as established by the secretary.

(2) Reregistration required under RCW 19.09.075 or 19.09.079 shall be submitted to the secretary no later than the date established by the secretary by rule.

(3) Entities required to register under this chapter shall file a notice of change of information within thirty days of any change in the information contained in *RCW 19.09.075 (1) through (9) or 19.09.079 (1) through (7).

19.09.097

(2) Before a charitable organization may contract with a commercial fund-raiser for any fund-raising service or activity, the charitable organization and commercial fund-raiser shall complete and file a registration form with the secretary. The registration must be filed by the charitable organization on the form approved by the secretary and must contain:

- (a) The name and registration number of the commercial fund-raiser;
- (b) The name and registration number of the charitable organization;
- (c) The name of the representative of the commercial fund-raiser who will be responsible for the conduct of the fund-raising;
- (d) The type(s) of service(s) to be provided by the commercial fund-raiser;
- (e) The term dates of the contract and the dates such service(s) will begin and end;
- (f) The terms of the contract between the charitable organization and commercial fund-raiser relating to:
 - (i) Amount or percentages of amounts to inure to the charitable organization;
 - (ii) Limitations placed on the maximum amount to be raised by the fund-raiser, if the amount to inure to the charitable organization is not stated as a percentage of the amount raised;

(iii) Costs of fund-raising that will be the responsibility of the charitable organization, regardless of whether paid as a direct expense, deducted from the amounts disbursed, or otherwise; and

(iv) The manner in which contributions received directly by the charitable organization, not the result of services provided by the commercial fund-raiser, will be identified and used in computing the fee owed to the commercial fund-raiser; and

(g) The names of any entity, other than the contracting commercial fund-raiser to which any of the total anticipated fund-raising cost is to be paid, and whether any principal officer or owner of the commercial fund-raiser or relative by blood or marriage thereof is an owner or officer of any such entity.

19.09.191

(1) Every commercial fund-raiser must execute a surety bond if it:

(a) Directly or indirectly receives contributions from the public on behalf of any charitable organization;

(b) Is compensated based upon funds raised or to be raised, number of solicitations made or to be made, or any other similar method;

(c) Incurs or is authorized to incur expenses on behalf of the charitable organization; or

(d) Has not been registered with the secretary as a commercial fund-raiser for the preceding accounting year.

(2) The surety bond must be executed as principal in the amount prescribed by the secretary in rule. The issuer of the surety bond must be licensed to do business in this state, and must promptly notify the secretary when claims or payments are made against the bond or when the bond is canceled. The bond must be filed with the secretary in the form prescribed by the secretary. The bond must run to the state and to any person who may have a cause of action against the obligor of said bond for any malfeasance, misfeasance, or deceptive practice in the conduct of solicitations.

The secretary may also provide by rule for the reduction and reinstatement of the bond required by this section.

19.77.015

Reservation -- Fees -- Rules.

The exclusive right to the use of a trademark may be reserved by:

- (1) A person intending to register a trademark under this title; or
- (2) A domestic or foreign corporation intending to change its trademark.

The reservation shall be made by filing with the secretary of state an application to reserve a specified trademark or service mark, executed by or on behalf of the applicant, one copy of the trademark artwork, and fees as set by rule by the secretary of state. If the secretary of state finds that the trademark is available for use, the secretary of state shall reserve the trademark for the exclusive use of the applicant for a period of one hundred eighty days. The reservation is limited to one filing.

19.77.020

Registration of certain trademarks prohibited.

(1) A trademark by which the goods or services of any applicant for registration may be distinguished from the goods or services of others shall not be registered if it:

- (a) Consists of or comprises immoral, deceptive, or scandalous matter; or

(b) Consists of or comprises matter which may disparage or falsely suggest a connection with persons, living or dead, institutions, beliefs, or national symbols, or bring them into contempt or disrepute; or

(c) Consists of or comprises the flag or coat of arms or other insignia of the United States, or of any state or municipality, or of any foreign nation, or any simulation thereof; or

(d) Consists of or comprises the name, portrait, or signature identifying a particular living individual who has not consented in writing to its registration; or

(e) Consists of or comprises a trademark which so resembles a trademark registered in this state, or a trademark or trade name used in this state by another prior to the date of the applicant's or applicant's predecessor's first use in this state and not abandoned, as to be likely, when applied to the goods or services of the applicant, to cause confusion or mistake or to deceive.

(2) Registration under this title does not constitute prima facie evidence that a mark is not merely descriptive, deceptively misdescriptive, or geographically descriptive or deceptively misdescriptive of the goods or services with which it is used, or is not primarily merely a surname, unless the applicant has made substantially exclusive and continuous use thereof as a trademark in this state or elsewhere in the United States for the five years next preceding the date of the filing of the application for registration.

(3) A trade name is not registrable under this chapter. However, if a trade name also functions as a trademark, it is registrable as a trademark.

(4) The secretary of state shall make a determination of registerability by considering the application record and the marks previously registered and subsisting under this chapter.

19.77.030

Application for registration -- Fee -- Rules -- Corrections -- Amendment for change in categories -- Certificates issued in error.

(1) Subject to the limitations set forth in this chapter, any person who has adopted and is using a trademark in this state may file in the office of the secretary of state, on a form to be furnished by the secretary of state, an application for registration of that trademark setting forth, but not limited to, the following information:

(a) The name and business address of the applicant, and, if the applicant is a corporation, its state of incorporation;

(b) The particular goods or services in connection with which the trademark is used and the class in which such goods or services fall;

(c) The manner in which the trademark is placed on or affixed to the goods or containers, or displayed in connection with such goods, or used in connection with the sale or advertising of the services;

- (d) The date when the trademark was first used with such goods or services anywhere and the date when it was first used with such goods or services in this state by the applicant or his or her predecessor in business;
- (e) A statement that the trademark is presently in use in this state by the applicant;
- (f) A statement that the applicant believes himself or herself to be the owner of the trademark and believes that no other person has the right to use such trademark in connection with the same or similar goods or services in this state either in the identical form or in such near resemblance thereto as to be likely, when used on or in connection with the goods or services of such other person, to cause confusion or mistake or to deceive; and
- (g) Such additional information or documents as the secretary of state may reasonably require.

(2) A single application for registration of a trademark may specify all goods or services in a single class or in multiple classes for which the trademark is actually being used.

(3) The application must be signed by the applicant individual, or by a member of the applicant firm, or by an officer of the applicant corporation, association, union, or other organization.

(4) The application must be accompanied by three specimens or facsimiles of the trademark for each of the goods or services for which its registration is requested, and a filing fee, as set by rule by the secretary of state, payable to the secretary of state. The fee established by the secretary may vary based upon the number of categories listed in the application.

(5) An applicant may correct an application previously filed by the secretary of state, within ninety days of the original filing, if the application contains an incorrect statement or the application was defectively executed, signed, or acknowledged. An application is corrected by filing a form provided by the secretary of state, and accompanied by a filing fee established by the secretary by rule. The correction may not change the mark itself. A corrected application is effective on the effective date of the document it corrects, except that it is effective on the date the correction is filed as to persons relying on the uncorrected document and adversely affected by the correction.

(6) An applicant may amend an application previously filed by the secretary of state if the applicant changes the categories in which it does business. An application is amended by filing a form provided by the secretary of state, accompanied by three specimens or facsimiles of the trademark for any new or additional goods or services for which the amendment is requested, and a filing fee established by the secretary by rule. The amendment or correction may not change the mark itself. An amended application is effective on the date it is filed.

(7) If the secretary of state determines within ninety days of issuance, that a certificate of registration was issued in error, then the secretary may cancel the certificate of registration. The secretary shall promptly notify the registrant of the cancellation in writing. The registrant may petition the superior court of Thurston county for review of the cancellation within sixty days.

19.77.040

Certificate of registration -- Issuance -- Contents -- Admissibility in evidence.

Upon compliance by the applicant with the requirements of this chapter, the secretary of state shall issue a certificate of registration and deliver it to the applicant. The certificate of registration shall be issued under the signature of the secretary of state and the seal of the state, and it shall show the registrant's name and business address and, if the registrant is a corporation, its state of incorporation, the date claimed for the first use of the trademark anywhere, the date claimed for the first use of the trademark in this state, the particular goods or services for which the trademark is used, the class in which such goods and services fall, a reproduction of the trademark, the registration date and the term of the registration.

Any certificate of registration issued by the secretary of state under the provisions hereof or a copy thereof duly certified by the secretary of state shall be admissible in any action or judicial proceeding in any court of this state as prima facie evidence of:

- (1) The validity of the registration of the trademark;
- (2) The registrant's ownership of the trademark; and
- (3) The registrant's exclusive right to use the trademark in this state in connection with the goods or services specified in the certificate, subject to any conditions and limitations stated in the certificate.

Registration of a trademark under this chapter shall be constructive notice of the registrant's claim of ownership of the trademark throughout this state.

19.77.050

Duration of certificate -- Renewal -- Fees -- Rules.

Registration of a trademark hereunder shall be effective for a term of five years from the date of registration. Upon application filed within six months prior to the expiration of such term, on a form to be furnished by the secretary of state requiring all the allegations of an application for original registration, the registration may be renewed for successive terms of five years as to the goods or services for which the trademark is still in use in this state. A renewal fee as set by rule by the secretary of state, payable to the secretary of state, shall accompany each application for renewal of the registration.

The secretary of state shall notify registrants of trademarks hereunder or their agents for service of record with the secretary of state of the necessity of renewal within the year, but not less than six months, next preceding the expiration of the unexpired original or renewed term by writing to the last known address of the registrants or their agents according to the files of the secretary of state. Neither the secretary of state's failure to notify a registrant nor the registrant's nonreceipt of a notice under this section shall extend the term of a registration or excuse the registrant's failure to renew a registration.

19.77.070

Secretary of state to keep records.

The secretary of state shall keep for public examination a record of all trademarks registered or renewed under this chapter, and the records specified in RCW 19.77.060.

19.77.080

Secretary of state must cancel certain registrations.

The secretary of state shall cancel from the register:

(1) Any registration concerning which the secretary of state shall receive a voluntary written request for cancellation thereof from the registrant;

(2) All expired registrations not renewed under this chapter;

(3) Any registration concerning which a court of competent jurisdiction has rendered a final judgment against the registrant, which has become unappealable, canceling the registration or finding that:

(a) The registered trademark has been abandoned;

(b) The registrant under this chapter or under a prior act is not the owner of the trademark;

(c) The registration was granted contrary to the provisions of this chapter;

(d) The registration was obtained fraudulently;

(e) The registered trademark has become incapable of serving as a trademark;
or

(f) The registered trademark is so similar to a trademark registered by another person in the United States patent and trademark office, prior to the date of the filing of the application for registration by the registrant hereunder, and not abandoned, as to be likely to cause confusion or mistake or to deceive:
PROVIDED, That such finding was made on petition of such other person and that should the registrant prove that he or she is the owner of a concurrent registration of the trademark in the United States patent and trademark office covering an area including this state, the registration hereunder shall not be canceled.

19.77.115

Classification of goods and services.

The secretary of state must adopt by rule a classification of goods and services for convenience of administration of this chapter, but not to limit or extend the applicant's or registrant's rights, and a single application for registration of a mark may include any or all goods upon which, or services with which, the mark is actually being used indicating the appropriate class or classes of goods or services. When a single application includes goods or services that fall within multiple classes, the secretary of state may require payment of a fee for each class. To the extent practical, the classification of goods and services should conform to the classification adopted by the United States patent and trademark office.

19.77.130

Fraudulent registration -- Financial liability.

Any person who shall for himself or herself, or on behalf of any other person, procure the registration of any trademark by the secretary of state under the provisions of this chapter, by knowingly making any false or fraudulent representation or declaration, or by any other fraudulent means, shall be liable to pay all damages sustained in consequence of such registration, to be recovered by or on behalf of the party injured thereby in any court of competent jurisdiction, together with costs of such action including reasonable attorneys' fees.

19.77.140

Trademark imitation.

(1) Subject to the provisions of RCW 19.77.900 any person who shall:

(a) Use, without the consent of the registrant, any reproduction, counterfeit, copy, or colorable imitation of a trademark registered under this chapter in connection with the sale, offering for sale, or advertising of any goods or services on or in connection with which such use is likely to cause confusion or mistake or to deceive as to the source or origin of such goods or services; or

(b) Reproduce, counterfeit, copy or colorably imitate any such trademark and apply such reproduction, counterfeit, copy or colorable imitation to labels, signs, prints, packages, wrappers, receptacles, or advertisements intended to be used upon or in connection with the sale or other distribution of goods or services in this state on or in connection with which such use is likely to cause confusion, or to cause mistake, or to deceive as to the source or origin of such goods or services

shall be liable to a civil action by the registrant for any or all of the remedies provided in RCW 19.77.150, except that under (b) of this subsection the registrant shall not be entitled to recover profits or damages unless the acts have been committed with the intent to cause confusion or mistake or to deceive.

(2) In determining whether, under this chapter, there is a likelihood of confusion, mistake, or deception between marks when used in association with goods or services, the court shall consider all relevant factors, including, but not limited to the following:

(a) The similarity or dissimilarity of the marks in their entirety to appearance, sound, meaning, connotation, and commercial impression;

(b) The similarity or dissimilarity of the goods or services and nature of the goods and services;

(c) The similarity or dissimilarity of trade channels;

(d) The conditions under which sales are made and buyers to whom sales are made;

(e) The fame of the marks;

(f) The number and nature of similar marks in use on similar goods or services;

(g) The nature and extent of any actual confusion;

(h) The length of time during and conditions under which there has been concurrent use without evidence of actual confusion;

(i) The variety of goods or services on which each of the marks is or is not used;

(j) The nature and extent of potential confusion, i.e., whether de minimis or substantial;

(k) Any other established fact probative of the effect of use.

19.77.150

Remedies of registrants.

Any registrant may proceed by suit to enjoin the manufacture, use, display, or sale of any counterfeits or colorable imitations of a trademark registered under this chapter, and any court of competent jurisdiction may grant an injunction to restrain such manufacture, use, display, or sale as may be by the said court deemed just and reasonable, and may require the defendants to pay to such registrant all profits derived from and/or all damages suffered by reason of such wrongful manufacture, use, display, or sale; and such court may also order that any such counterfeits or colorable imitations in the possession or under the control of any defendant in such case be delivered to an officer of the court, or to the registrant, to be destroyed. The court, in its discretion, may enter judgment awarding reasonable attorneys' fees and/or an amount not to exceed three times such profits and damages in such cases where the court finds the other party committed the wrongful acts in bad faith or otherwise as according to the circumstances of the case.

The enumeration of any right or remedy herein shall not affect a registrant's right to prosecute under any penal law of this state.

19.77.160

Injunctive relief for owners of famous marks.

(1) The owner of a mark that is famous in this state shall be entitled, subject to the principles of equity and upon such terms as the court deems reasonable, to an injunction against another person's commercial use in this state of a mark, commencing after the mark becomes famous, which causes dilution of the distinctive quality of the mark, and to obtain such other relief as is provided in this section. In determining whether a mark is famous and has distinctive quality, a court shall consider all relevant factors, including, but not limited to the following:

(a) The degree or inherent or acquired distinctiveness of the mark in this state;

(b) The duration and extent of use of the mark in connection with the goods or services with which the mark is used;

(c) The duration and extent of advertising and publicity of the mark in this state;

(d) The geographical extent of the trading area in which the mark is used;

(e) The channels of trade for the goods or services with which the mark is used;

(f) The degree of recognition of the mark in the trading areas and channels of trade in this state used by the mark's owner and the person against whom the injunction is sought;

(g) The nature and extent of use of the same or similar marks by third parties; and

(h) Whether the mark is the subject of state registration in this state or United States registration.

(2) The owner shall be entitled only to injunctive relief in an action brought under this section, unless the subsequent user willfully intended to trade on the owner's reputation or to cause dilution of the owner's mark. If such willful intent is proven, the owner shall also be entitled to the remedies set forth in this chapter, subject to the discretion of the court and the principles of equity.

(3) The following are not actionable under this section:

(a) Fair use of a famous mark by another person in comparative commercial advertising or promotion to identify competing goods or services of the owner of the famous mark;

(b) Noncommercial use of a famous mark; and

(c) All forms of reporting and news commentary.

19.77.170

Use of trademark employed by alien person outside of United States --
Limitation of damages, relief -- Exceptions.

Damages or equitable relief of any nature may not be awarded in any pending or future legal procedure in favor of an alien person against a domestic person on account of the domestic person's use of a trademark or trade name in this state that is employed by the alien person outside of the United States, absent proof that:

(1) The alien person had commenced to employ the trademark or trade name in connection with the sale of its goods or services within the United States prior to the time the domestic person commenced to use the trademark or trade name in this state; or

(2) That the trademark was registered by the United States patent and trademark office or reserved by the secretary of state to the alien person at the time the domestic person commenced to use it. This section applies regardless of the nature of the claim asserted and whether the claim upon which any such relief is sought arises by statute, under the common law, or otherwise.

19.166.040

Organization application for registration -- Suspension of license or certificate for noncompliance with support order -- Reinstatement.

(1) An application for registration as an international student exchange visitor placement organization shall be submitted in the form prescribed by the secretary of state. The application shall include:

(a) Evidence that the organization meets the standards established by the secretary of state under RCW 19.166.050;

(b) The name, address, and telephone number of the organization, its chief executive officer, and the person within the organization who has primary responsibility for supervising placements within the state;

(c) The organization's unified business identification number, if any;

(d) The organization's United States Information Agency number, if any;

(e) Evidence of council on standards for international educational travel listing, if any;

(f) Whether the organization is exempt from federal income tax; and

(g) A list of the organization's placements in Washington for the previous academic year including the number of students placed, their home countries, the school districts in which they were placed, and the length of their placements.

(2) The application shall be signed by the chief executive officer of the organization and the person within the organization who has primary responsibility for supervising placements within Washington. If the secretary of state determines that the application is complete, the secretary of state shall file the application and the applicant is registered.

(3) International student exchange visitor placement organizations that have registered shall inform the secretary of state of any changes in the information required under subsection (1) of this section within thirty days of the change.

(4) Registration shall be renewed annually as established by rule by the office of the secretary of state.

(5) The office of the secretary of state shall immediately suspend the license or certificate of a person who has been certified pursuant to RCW 74.20A.320 by the department of social and health services as a person who is not in compliance with a support order or a *residential or visitation order. If the person has continued to meet all other requirements for reinstatement during the suspension, reissuance of the license or certificate shall be automatic upon the office of the secretary of state's receipt of a release issued by the department of social and health services stating that the licensee is in compliance with the order.

The secretary of state may, upon receipt of a complaint regarding an international student exchange organization, report the matter to the organization involved, the United States Information Agency, or the council on standards for international education travel, as he or she deems appropriate.

23B.01.200

Filing requirements.

(1) A record must satisfy the requirements of this section, and of any other section that adds to or varies from these requirements, to be entitled to filing by the secretary of state.

(2) The secretary of state may permit records to be filed through electronic transmission. The secretary of state may adopt rules varying from these requirements to facilitate electronic filing. These rules shall detail the circumstances under which the electronic filing of records shall be permitted and how such records shall be filed. These rules may also impose additional requirements related to implementation of electronic filing processes including but not limited to: File formats; signature technologies; the manner of delivery; and the types of entities or records permitted.

(3) This title must require or permit filing the record in the office of the secretary of state.

(4) The record must contain the information required by this title. It may contain other information as well.

(5) The record must: (a) Be typewritten or printed, and must meet such legibility or other standards as may be prescribed by the secretary of state; or (b) meet the standards for electronic filing as may be prescribed by the secretary of state.

(6) The record must be in the English language. A corporate name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.

(7) Unless otherwise indicated in this title, all records submitted for filing must be executed:

(a) By the chairperson of the board of directors of a domestic or foreign corporation, by its president, or by another of its officers;

(b) If directors have not been selected or the corporation has not been formed, by an incorporator; or

(c) If the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

(8) The person executing the record shall sign it and state beneath or opposite the signature the name of the person and the capacity in which the person signs. The record may but need not contain: (a) The corporate seal; (b) an attestation by the secretary or an assistant secretary; or (c) an acknowledgment, verification, or proof.

(9) If the secretary of state has prescribed a mandatory form for the record under RCW 23B.01.210, the record must be in or on the prescribed form.

(10) The record must be received by the office of the secretary of state for filing and, except in the case of an electronic filing, must be accompanied by one exact or conformed copy, the correct filing fee or charge, including license fee, penalty and service fee, and any attachments which are required for the filing.

23B.01.202

Certificate of authority as insurance company -- Filing of records.

For those corporations that have a certificate of authority, are applying for, or intend to apply for a certificate of authority from the insurance commissioner as an insurance company under chapter 48.05 RCW, whenever under this chapter corporate records are required to be filed with the secretary of state, the records shall be filed with the insurance commissioner rather than the secretary of state.

23B.01.204

Certificate of authority from department of financial institutions -- Filing of records.

For those corporations that have a certificate of authority, are applying for, or intend to apply for a certificate of authority from the department of financial institutions as a bank, trust company, or the holding company thereof, under Title 30 RCW, or as a savings bank or holding company thereof, under Title 32 RCW, or for any other corporation or other entity which is or purports to be a bank, savings bank, savings and loan association, trust company, industrial loan bank, credit union, bank holding company, financial services holding company, or savings and loan holding company, whenever under this chapter corporate records are required to be filed with the secretary of state, the records shall be filed with the department of financial institutions.

23B.01.210

Forms.

The secretary of state may prescribe and furnish on request, forms for: (1) An application for a certificate of existence; (2) a foreign corporation's application for a certificate of authority to transact business in this state; (3) a foreign corporation's application for a certificate of withdrawal; (4) an initial report; (5) an annual report; and (6) such other forms not in conflict with this title as may be prescribed by the secretary of state. If the secretary of state so requires, use of these forms is mandatory.

23B.01.230

Effective time and date of record.

(1) Except as provided in subsection (2) of this section and RCW 23B.01.240(3), a record accepted for filing is effective on the date it is filed by the secretary of state and at the time on that date specified in the record. If no time is specified in the record, the record is effective at the close of business on the date it is filed by the secretary of state.

(2) If a record specifies a delayed effective time and date, the record becomes effective at the time and date specified. If a record specifies a delayed effective date but no time is specified, the record is effective at the close of business on that date. A delayed effective date for a record may not be later than the ninetieth day after the date it is filed.

(3) When a record is received for filing by the secretary of state in a form which complies with the requirements of this title and which would entitle the record to be filed on receipt, but the secretary of state's approval action occurs subsequent to the date of receipt, the secretary of state's filing date shall relate back to and be shown as the date on which the secretary of state first received the record in acceptable form.

23B.01.240

Correcting filed records.

(1) A domestic or foreign corporation may correct a record filed by the secretary of state if the record (a) contains an incorrect statement; or (b) was defectively executed, attested, sealed, verified, or acknowledged.

(2) A record is corrected:

(a) By preparing articles of correction that (i) describe the record, including its filing date, or attach a copy of it to the articles of correction, (ii) specify the incorrect statement and the reason it is incorrect or the manner in which the execution was defective, and (iii) correct the incorrect statement or defective execution; and

(b) By delivering the articles of correction to the secretary of state for filing.

(3) Articles of correction are effective on the effective date of the record they correct except as to persons relying on the uncorrected record and adversely affected by the correction. As to those persons, articles of correction are effective when filed.

23B.01.250

Filing duty of secretary of state.

(1) If a record delivered to the office of the secretary of state for filing satisfies the requirements of RCW 23B.01.200, the secretary of state shall file it.

(2)(a) The secretary of state files a record: (i) In the case of a record in a tangible medium, by stamping or otherwise endorsing "Filed," together with the secretary of state's name and official title and the date of filing, on both the original and the record copy; and (ii) in the case of an electronically transmitted record, by the electronic processes as may be prescribed by the secretary of state from time to time that result in the information required by (a)(i) of this subsection being permanently attached to or associated with such electronically transmitted record.

(b) After filing a record, the secretary of state shall deliver a record of the filing to the domestic or foreign corporation or its representative either: (i) In a written copy of the filing; or (ii) if the corporation has designated an address, location, or system to which the record may be electronically transmitted and the secretary of state elects to provide the record by electronic transmission, in an electronically transmitted record of the filing.

(3) If the secretary of state refuses to file a record, the secretary of state shall return it to the domestic or foreign corporation or its representative, together with a brief explanation of the reason for the refusal. The explanation shall be either: (a) In a written record or (b) if the corporation has designated an address, location, or system to which the explanation may be electronically transmitted and the secretary of state elects to provide the explanation by electronic transmission, in an electronically transmitted record.

(4) The secretary of state's duty to file records under this section is ministerial. Filing or refusal to file a record does not:

(a) Affect the validity or invalidity of the record in whole or part;

(b) Relate to the correctness or incorrectness of information contained in the record; or

(c) Create a presumption that the record is valid or invalid or that information contained in the record is correct or incorrect.

23B.01.260

Judicial review of secretary of state's refusal to file a record.

If the secretary of state refuses to file a record received by the office for filing, the person submitting the record, in addition to any other legal remedy which may be available, shall have the right to judicial review of such refusal pursuant to the provisions of chapter 34.05 RCW.

23B.01.280

Certificate of existence or authorization.

(1) Any person may apply to the secretary of state to furnish a certificate of existence for a domestic corporation or a certificate of authorization for a foreign corporation.

(2) A certificate of existence or authorization means that as of the date of its issuance:

(a) The domestic corporation is duly incorporated under the laws of this state, or that the foreign corporation is authorized to transact business in this state;

(b) All fees and penalties owed to this state under this title have been paid, if (i) payment is reflected in the records of the secretary of state, and (ii) nonpayment affects the existence or authorization of the domestic or foreign corporation;

(c) The corporation's initial report or its most recent annual report required by RCW 23B.16.220 has been delivered to the secretary of state; and

(d) Articles of dissolution or an application for withdrawal have not been filed by the secretary of state.

(3) A person may apply to the secretary of state to issue a certificate covering any fact of record.

(4) Subject to any qualification stated in the certificate, a certificate of existence or authorization issued by the secretary of state may be relied upon as conclusive evidence that the domestic or foreign corporation is in existence or is authorized to transact business in the corporate form in this state.

23B.01.560

License fees for reinstated corporation.

(1) A corporation seeking reinstatement shall pay the full amount of all annual corporation license fees which would have been assessed for the license years of the period of administrative dissolution had the corporation been in active status, plus a surcharge established by the secretary of state by rule, and the license fee for the year of reinstatement.

(2) The penalties herein established shall be in lieu of any other penalties or interest which could have been assessed by the secretary of state under the corporation laws or which, under those laws, would have accrued during any period of delinquency, dissolution, or expiration of corporate duration.

23B.01.570

Penalty for nonpayment of annual corporate license fees and failure to file a substantially complete annual report -- Payment of delinquent fees -- Rules.

In the event any corporation, foreign or domestic, fails to file a full and complete initial report under RCW 23B.02.050(4) and 23B.16.220(3) or does business in this state without having paid its annual corporate license fee and without having filed a substantially complete annual report under RCW 23B.16.220(1) when either is due, there shall become due and owing the state of Washington a penalty as established by rule by the secretary.

A corporation organized under this title may at any time prior to its dissolution as provided in RCW 23B.14.200, and a foreign corporation qualified to do business in this state may at any time prior to the revocation of its certificate of authority as provided in RCW 23B.15.300, pay to the state of Washington its current annual license fee, provided it also pays an amount equal to all previously unpaid annual license fees plus the penalty established by rule by the secretary.

23B.01.580

Waiver of penalty fees.

The secretary of state may, where exigent or mitigating circumstances are presented, waive penalty fees due from any licensed corporation previously in good standing which would otherwise be penalized or lose its active status. Any corporation desiring to seek relief under this section shall, within fifteen days of discovery by corporate officials of the missed filing or lapse, notify the secretary of state in writing. The notification shall include the name and mailing address of the corporation, the corporate officer to whom correspondence should be sent, and a statement under oath by a responsible corporate officer, setting forth the nature of the missed filing or lapse, the circumstances giving rise to the missed filing or lapse, and the relief sought. Upon receipt of the notice, the secretary of state shall investigate the circumstances of the missed filing or lapse. If the secretary of state is satisfied that sufficient exigent or mitigating circumstances exist, that the corporation has demonstrated good faith and a reasonable attempt to comply with the applicable corporate license statutes of this state, the secretary of state may issue an order allowing relief from the penalty. If the secretary of state determines the request does not comply with the requirements for relief, the secretary of state shall deny the relief and state the reasons for the denial. Any denial of relief by the secretary of state is not reviewable notwithstanding the provisions of chapter 34.05 RCW.

23.78.020

Election by corporation to be governed as an employee cooperative -- Laws governing.

Any corporation organized under the laws of this state may elect to be governed as an employee cooperative under the provisions of this chapter, by so stating in its articles of incorporation, or articles of amendment filed in accordance with Title 23B RCW.

A corporation so electing shall be governed by all provisions of Title 23B RCW, except RCW 23B.07.050, 23B.13.020, and chapter 23B.11 RCW, and except as otherwise provided in this chapter.

23.78.030

Revocation of election.

An employee cooperative may revoke its election under this chapter by a vote of two-thirds of the members and through articles of amendment filed with the secretary of state in accordance with RCW 23B.01.200 and 23B.10.060.

23.78.050

Members -- Membership shares.

(1) The articles of incorporation or the bylaws shall establish qualifications and the method of acceptance and termination of members. No person may be accepted as a member unless employed by the employee cooperative on a full-time or part-time basis.

(2) An employee cooperative shall issue a class of voting stock designated as "membership shares." Each member shall own only one membership share, and only members may own these shares.

(3) Membership shares shall be issued for a fee as determined from time to time by the directors. RCW 23B.06.040 and 23B.06.200 do not apply to such membership shares.

Members of an employee cooperative shall have all the rights and responsibilities of stockholders of a corporation organized under Title 23B RCW, except as otherwise provided in this chapter.(1) The articles of incorporation or the bylaws shall establish qualifications and the method of acceptance and termination of members. No person may be accepted as a member unless employed by the employee cooperative on a full-time or part-time basis.

(2) An employee cooperative shall issue a class of voting stock designated as "membership shares." Each member shall own only one membership share, and only members may own these shares.

(3) Membership shares shall be issued for a fee as determined from time to time by the directors. RCW 23B.06.040 and 23B.06.200 do not apply to such membership shares.

23.78.080

Internal capital accounts authorized -- Redemptions -- Assignment of portion of retained net earnings and net losses to collective reserve account authorized.

(1) Any employee cooperative may establish through its articles of incorporation or bylaws a system of internal capital accounts to reflect the book value and to determine the redemption price of membership shares, capital stock, and written notices of allocation.

(2) The articles of incorporation or bylaws of an employee cooperative may permit the periodic redemption of written notices of allocation and capital stock, and must provide for recall and redemption of the membership share upon termination of membership in the cooperative. No redemption shall be made if redemption would result in a violation of RCW 23B.06.400.

(3) The articles of incorporation or bylaws may provide for the employee cooperative to pay or credit interest on the balance in each member's internal capital account.

(4) The articles of incorporation or bylaws may authorize assignment of a portion of retained net earnings and net losses to a collective reserve account. Earnings assigned to the collective reserve account may be used for any and all corporate purposes as determined by the board of directors.(1) Any employee cooperative may establish through its articles of incorporation or bylaws a system of internal capital accounts to reflect the book value and to determine the redemption price of membership shares, capital stock, and written notices of allocation.

(2) The articles of incorporation or bylaws of an employee cooperative may permit the periodic redemption of written notices of allocation and capital stock, and must provide for recall and redemption of the membership share upon termination of membership in the cooperative. No redemption shall be made if redemption would result in a violation of RCW 23B.06.400.

(3) The articles of incorporation or bylaws may provide for the employee cooperative to pay or credit interest on the balance in each member's internal capital account.

23.78.090

Internal capital account cooperatives.

(1) An internal capital account cooperative is an employee cooperative whose entire net book value is reflected in internal capital accounts, one for each member, and a collective reserve account, and in which no persons other than members own capital stock. In an internal capital account cooperative, each member shall have one and only one vote in any matter requiring voting by stockholders.

(2) An internal capital account cooperative shall credit the paid-in membership fee and additional paid-in capital of a member to the member's internal capital account, and shall also record the apportionment of retained net earnings or net losses to the members in accordance with patronage by appropriately crediting or debiting the internal capital accounts of members. The collective reserve account in an internal capital account cooperative shall reflect any paid-in capital, net losses, and retained net earnings not allocated to individual members.

(3) In an internal capital account cooperative, the balances in all the individual internal capital accounts and collective reserve account, if any, shall be adjusted at the end of each accounting period so that the sum of the balances is equal to the net book value of the employee cooperative. (1) An internal capital account cooperative is an employee cooperative whose entire net book value is reflected in internal capital accounts, one for each member, and a collective reserve account, and in which no persons other than members own capital stock. In an internal capital account cooperative, each member shall have one and only one vote in any matter requiring voting by stockholders.

(2) An internal capital account cooperative shall credit the paid-in membership fee and additional paid-in capital of a member to the member's internal capital account, and shall also record the apportionment of retained net earnings or net losses to the members in accordance with patronage by Form of association authorized.

23.90.030

Massachusetts trust is permitted as a recognized form of association for the conduct of business within the state of Washington.

23.90.040

Filing trust instrument, effect -- Powers and duties of trust.

(1) Any Massachusetts trust desiring to do business in this state shall file with the secretary of state a verified copy of the trust instrument creating such a trust and any amendment thereto, the assumed business name, if any, and the names and addresses of its trustees.

(2) Any person dealing with such Massachusetts trust shall be bound by the terms and conditions of the trust instrument and any amendments thereto so filed.

(3) Any Massachusetts trust created under this chapter or entering this state pursuant thereto shall pay such taxes and fees as are imposed by the laws, ordinances, and resolutions of the state of Washington and any counties and municipalities thereof on domestic and foreign corporations, respectively, on an identical basis therewith. In computing such taxes and fees, the shares of beneficial interest of such a trust shall have the character for tax purposes of shares of stock in private corporations.

(4) Any Massachusetts trust shall be subject to such applicable provisions of law, now or hereafter enacted, with respect to domestic and foreign corporations, respectively, as relate to the issuance of securities, filing of required statements or reports, service of process, general grants of power to act, right to sue and be sued, limitation of individual liability of shareholders, rights to acquire, mortgage, sell, lease, operate and otherwise to deal in real and personal property, and other applicable rights and duties existing under the common law and statutes of this state in a manner similar to those applicable to domestic and foreign corporations.

(5) The secretary of state, director of licensing, and the department of revenue of the state of Washington are each authorized and directed to prescribe binding rules and regulations applicable to said Massachusetts trusts consistent with this chapter. (1) Any Massachusetts trust desiring to do business in this state shall file with the secretary of state a verified copy of the trust

23.86.030

Association name -- Immunity from liability of association board members and officers.

(1) The name of any association subject to this chapter may contain the word "corporation," "incorporated," or "limited" or an abbreviation of any such word.

(2) No corporation or association organized or doing business in this state shall be entitled to use the term "cooperative" as a part of its corporate or other business name or title, unless it: (a) Is subject to the provisions of this chapter, chapter 23.78, or 31.12 RCW; (b) is subject to the provisions of chapter 24.06 RCW and operating on a cooperative basis; (c) is, on July 23, 1989, an organization lawfully using the term "cooperative" as part of its corporate or other business name or title; or (d) is a nonprofit corporation or association the voting members of which are corporations or associations operating on a cooperative basis. Any corporation or association violating the provisions of this section may be enjoined from doing business under such name at the instance of any member or any association subject to this chapter.

(3) A member of the board of directors or an officer of any association subject to this chapter shall have the same immunity from liability as is granted in RCW 4.24.264.(1) The name of any association subject to this chapter may contain the word "corporation," "incorporated," or "limited" or an abbreviation of any such word.

23.86.050

Articles -- Contents.

Every association formed under this chapter after July 23, 1989, shall prepare articles of incorporation in writing, which shall set forth:

(1) The name of the association.

(2) The purpose for which it was formed which may include the transaction of any lawful business for which associations may be incorporated under this chapter. It shall not be necessary to set forth in the articles of incorporation any of the corporate powers enumerated in this chapter.

(3) Its principal place of business.

(4) The term for which it is to exist which may be perpetual or for a stated number of years.

(5) If organized without capital stock, whether the property rights and interest of each member shall be equal or unequal; and if unequal, the articles shall set forth the general rules by which the property rights and interests of all members shall be determined and fixed. The association may admit new members who shall be entitled to share in the property of the association with old members in accordance with the general rules.

(6) If the association is to have capital stock:

(a) The aggregate number of shares which the association shall have authority to issue; if shares are to consist of one class only, the par value of each share, or a statement that all shares are without par value; or, if shares are to be divided into classes, the number of shares of each class, and a statement of the par value of the shares of each class or that shares are to be without par value;

(b) If the shares are to be divided into classes, the designation of each class and a statement of the preferences, limitations, and relative rights in respect to the shares of each class;

(c) If the association is to issue the shares of any preferred or special class in series, the designation of each series and a statement of the variations in the relative rights and preferences between series fixed in the articles of incorporation, and a statement of any authority vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences between series; and

(d) Any provision limiting or denying to members the preemptive right to acquire additional shares of the association.

(7) Provisions for distribution of assets on dissolution or final liquidation.

(8) Whether a dissenting member shall be limited to a return of less than the fair value of the member's equity interest in the association. A dissenting member may not be limited to a return of less than the consideration paid to or retained by the association for the equity interest unless the fair value is less than the consideration paid to or retained by the association.

(9) The address of its initial registered office, including street and number, and the name of its initial registered agent at the address.

(10) The number of directors constituting the initial board of directors and the names and addresses of the persons who are to serve as the initial directors.

(11) The name and address of each incorporator.

(12) Any provision, not inconsistent with law, which the incorporators elect to set forth in the articles of incorporation for the regulation of the internal affairs of the association, including provisions regarding:

(a) Eliminating or limiting the personal liability of a director to the association or its members for monetary damages for conduct as a director: PROVIDED, That such provision shall not eliminate or limit the liability of a director for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. No such provision may eliminate or limit the liability of a director for any act or omission occurring before the date when such provision becomes effective; and

(b) Any provision which under this chapter is required or permitted to be set forth in the bylaws.

Associations organized under this chapter before July 23, 1989, or under *chapter 24.32 RCW shall not be required to amend their articles of association or articles of incorporation to conform to this section unless the association is otherwise amending the articles of association or articles of incorporation.

The information specified in subsections (9) through (11) of this section may be deleted when filing amendments.

23.86.055

Articles -- Filing.

(1) Duplicate originals of the articles of incorporation signed by the incorporators shall be delivered to the secretary of state. If the secretary of state finds that the articles of incorporation conform to law, the secretary of state shall, when all required fees have been paid:

(a) Endorse each original with the word "filed" and the effective date of the filing.

(b) File one original in his or her office.

(c) Issue a certificate of incorporation with one original attached.

(2) The certificate of incorporation, with an original of the articles of incorporation affixed by the secretary of state, shall be returned to the incorporators or their representatives and shall be retained by the association.

(3) Upon the filing of the articles of incorporation, the corporate existence shall begin, and the certificate of incorporation shall, except as against the state in a proceeding to cancel or revoke the certificate of incorporation, be conclusive evidence that all conditions precedent required to be performed by the incorporators have been complied with and that the corporation has been incorporated under this chapter.

23.86.080

Directors -- Election and appointment.

(1) Associations shall be managed by a board of not less than three directors (which may be referred to as "trustees"). The directors shall be elected by the members of the association at such time, in such manner, and for such term of office as the bylaws may prescribe, and shall hold office during the term for which they were elected and until their successors are elected and qualified.

(2) Except as provided in RCW 23.86.087, any vacancy occurring in the board of directors, and any directorship to be filled by reason of an increase in the number of directors, may be filled by the board of directors unless the articles of incorporation or the bylaws provide that a vacancy or directorship so created shall be filled in some other manner. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of the predecessor in office.

23.86.087

Removal of officers or directors.

Any member may bring charges against an officer or director by filing charges in writing with the secretary of the association, together with a petition signed by ten percent of the members requesting the removal of the officer or director in question. The removal shall be voted upon at the next regular or special meeting of the association and, by a vote of a majority of the members voting, the association may remove the officer or director and fill the vacancy. The director or officer against whom such charges have been brought shall be informed in writing of the charges prior to the meeting and shall have an opportunity at the meeting to be heard in person or by counsel and to present witnesses. The person or persons bringing the charges shall have the same opportunity. If the bylaws provide for election of directors by districts, the petition for removal of a director must be signed by the number of members residing in the district from which the officer or director was elected as the articles of incorporation or bylaws specify and, in the absence of such specification, the petition must be signed by ten percent of the members residing in the district. The board of directors must call a special meeting of the members residing in that district to consider the removal of the director. By a vote of the majority of the members of the district voting, the association may remove the officer or director and fill the vacancy.

23.86.090

Amendments to articles.

The articles of incorporation may be amended by a majority vote of the members voting thereon, at any regular meeting or at any special meeting called for that purpose, after notice of the proposed amendment has been given to all members entitled to vote thereon, in the manner provided by the bylaws: PROVIDED, That if the total vote upon the proposed amendment shall be less than twenty-five percent of the total membership of the association, the amendment shall not be approved. At the meeting, members may vote upon the proposed amendment in person, or by written proxy, or by mailed ballot. The power to amend shall include the power to extend the period of its duration for a further definite time or perpetually, and also include the power to increase or diminish the amount of capital stock and the number of shares: PROVIDED, The amount of the capital stock shall not be diminished below the amount of the paid-up capital stock at the time such amendment is adopted. After the adoption of an amendment to its articles of incorporation, the association shall cause a copy of such amendment adopted to be recorded in the office of the secretary of state as provided in RCW 24.06.195.

23.86.100 Bylaws.

Any association subject to this chapter may pass bylaws to govern itself in the carrying out of the provisions of this chapter which are not inconsistent with the provisions of this chapter.

23.86.105 Member liability -- Termination.

(1) Except for debts lawfully contracted between a member and the association, no member shall be liable for the debts of the association to an amount exceeding the sum remaining unpaid on his or her membership fee or subscription to capital stock.

(2) Membership may be terminated under provisions, rules, or regulations prescribed in the articles of incorporation or bylaws. In the absence thereof, the board of directors may prescribe such provisions, rules, and regulations.

23.86.220 Merger of cooperative association with one or more cooperative associations or business corporations -- Procedure.

(1) A cooperative association may merge with one or more domestic cooperative associations, or with one or more domestic ordinary business corporations, in accordance with the procedures and subject to the conditions set forth or referred to in this section.

(2) If the merger is into another domestic cooperative association, the board of directors of each of the associations shall approve by vote of not less than two-thirds of all the directors, a plan of merger setting forth:

(a) The names of the associations proposing to merge;

(b) The name of the association which is to be the surviving association in the merger;

(c) The terms and conditions of the proposed merger;

(d) The manner and basis of converting the shares of each merging association into shares or other securities or obligations of the surviving association;

(e) A statement of any changes in the articles of incorporation of the surviving association to be effected by such merger; and

(f) Such other provisions with respect to the proposed merger as are deemed necessary or desirable.

(3) Following approval by the boards of directors, the plan of merger shall be submitted to a vote of the members of each of the associations at any regular meeting or at any special meetings called for that purpose, after notice of the proposed merger has been given to all members entitled to vote thereon, in the manner provided in the bylaws. The notice of the meeting shall be in writing stating the purpose or purposes of the meeting and include or be accompanied by a copy or summary of the plan of merger. At the meeting members may vote upon the proposed merger in person, or by written proxy, or by mailed ballot. The affirmative vote of two-thirds of the members voting thereon, by each association, shall be required for approval of the plan of merger. If the total vote of either association upon the proposed merger shall be less than twenty-five percent of the total membership of such association, the merger shall not be approved.

(4) Upon approval by the members of the associations proposing to merge, articles of merger shall be executed in duplicate by each association by an officer of each association, and shall set forth:

(a) The plan of merger;

(b) As to each association, the number of members and, if there is capital stock, the number of shares outstanding; and

(c) As to each association, the number of members who voted for and against such plan, respectively.

(5) Duplicate originals of the articles of merger shall be delivered to the secretary of state. If the secretary of state finds that such articles conform to law, the secretary of state shall, when all fees have been paid as in this section prescribed:

(a) Endorse on each of such originals the word "Filed", and the effective date of such filing;

(b) File one of such originals; and

(c) Issue a certificate of merger to which one of such originals shall be affixed.

(6) The certificate of merger, together with the duplicate original of the articles of merger affixed thereto by the secretary of state shall be returned to the surviving association or its representative.

(7) For filing articles of merger hereunder the secretary of state shall charge and collect the same fees as apply to filing of articles of merger of ordinary business corporations.

(8) If the plan of merger is for merger of the cooperative association into a domestic ordinary business corporation, the association shall follow the same procedures as hereinabove provided for merger of domestic cooperative associations and the ordinary business corporation shall follow the applicable procedures set forth in RCW 23B.07.050 and chapter 23B.11 RCW.

(9) At any time prior to filing of the articles of merger, the merger may be abandoned pursuant to provisions therefor, if any, set forth in the plan of merger.

23.86.250

Dissolution.

The members of any association may by the vote of two-thirds of the members voting thereon, at any regular meeting or at any special meeting called for that purpose, vote to dissolve said association after notice of the proposed dissolution has been given to all members entitled to vote thereon, in the manner provided by the bylaws, and thereupon such proceeding shall be had for the dissolution of said association as is provided by law for the dissolution of corporations organized under chapter 24.06 RCW: PROVIDED, That if the total vote upon the proposed dissolution shall be less than twenty-five percent of the total membership of the association, the dissolution shall not be approved. At the meeting, members may vote upon the proposed dissolution in person, or by written proxy, or by mailed ballot.

23B.02.020

Articles of incorporation.

(1) The articles of incorporation must set forth:

(a) A corporate name for the corporation that satisfies the requirements of RCW 23B.04.010;

(b) The number of shares the corporation is authorized to issue in accordance with RCW 23B.06.010 and 23B.06.020;

(c) The street address of the corporation's initial registered office and the name of its initial registered agent at that office in accordance with RCW 23B.05.010; and

(d) The name and address of each incorporator in accordance with RCW 23B.02.010.

(2) The articles of incorporation or bylaws must either specify the number of directors or specify the process by which the number of directors will be fixed, unless the articles of incorporation dispense with a board of directors pursuant to RCW 23B.08.010.

(3) Unless its articles of incorporation provide otherwise, a corporation is governed by the following provisions:

(a) The board of directors may adopt bylaws to be effective only in an emergency as provided by RCW 23B.02.070;

(b) A corporation has the purpose of engaging in any lawful business under RCW 23B.03.010;

(c) A corporation has perpetual existence and succession in its corporate name under RCW 23B.03.020;

(d) A corporation has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including itemized powers under RCW 23B.03.020;

(e) All shares are of one class and one series, have unlimited voting rights, and are entitled to receive the net assets of the corporation upon dissolution under RCW 23B.06.010 and 23B.06.020;

(f) If more than one class of shares is authorized, all shares of a class must have preferences, limitations, and relative rights identical to those of other shares of the same class under RCW 23B.06.010;

(g) If the board of directors is authorized to designate the number of shares in a series, the board may, after the issuance of shares in that series, reduce the number of authorized shares of that series under RCW 23B.06.020;

(h) The board of directors must approve any issuance of shares under RCW 23B.06.210;

(i) Shares may be issued pro rata and without consideration to shareholders under RCW 23B.06.230;

(j) Shares of one class or series may not be issued as a share dividend with respect to another class or series, unless there are no outstanding shares of the class or series to be issued, or a majority of votes entitled to be cast by such class or series approve as provided in RCW 23B.06.230;

(k) A corporation may issue rights, options, or warrants for the purchase of shares of the corporation under RCW 23B.06.240;

(l) A shareholder has, and may waive, a preemptive right to acquire the corporation's unissued shares as provided in RCW 23B.06.300;

(m) Shares of a corporation acquired by it may be reissued under RCW 23B.06.310;

(n) The board may authorize and the corporation may make distributions not prohibited by statute under RCW 23B.06.400;

(o) The preferential rights upon dissolution of certain shareholders will be considered a liability for purposes of determining the validity of a distribution under RCW 23B.06.400;

(p) Corporate action may be approved by shareholders by unanimous consent of all shareholders entitled to vote on the corporate action, unless the approval of a lesser number of shareholders is permitted as provided in RCW 23B.07.040, which shareholder consent shall be in the form of a record;

(q) Unless this title requires otherwise, the corporation is required to give notice only to shareholders entitled to vote at a meeting and the notice for an annual meeting need not include the purpose for which the meeting is called under RCW 23B.07.050;

(r) A corporation that is a public company shall hold a special meeting of shareholders if the holders of at least ten percent of the votes entitled to be cast on any issue proposed to be considered at the meeting demand a meeting under RCW 23B.07.020;

(s) Subject to statutory exceptions, each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a shareholders' meeting under RCW 23B.07.210;

(t) A majority of the votes entitled to be cast on a matter by a voting group constitutes a quorum, unless the title provides otherwise under RCW 23B.07.250 and 23B.07.270;

(u) Corporate action on a matter, other than election of directors, by a voting group is approved if the votes cast within the voting group favoring the corporate action exceed the votes cast opposing the corporate action, unless this title requires a greater number of affirmative votes under RCW 23B.07.250;

(v) All shares of one or more classes or series that are entitled to vote will be counted together collectively on any matter at a meeting of shareholders under RCW 23B.07.260;

(w) Directors are elected by cumulative voting under RCW 23B.07.280;

(x) Directors are elected by a plurality of votes cast by shares entitled to vote under RCW 23B.07.280, except as otherwise provided in the articles of incorporation or a bylaw adopted pursuant to RCW 23B.10.205;

(y) A corporation must have a board of directors under RCW 23B.08.010;

(z) All corporate powers must be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors under RCW 23B.08.010;

(aa) The shareholders may remove one or more directors with or without cause under RCW 23B.08.080;

(bb) A vacancy on the board of directors may be filled by the shareholders or the board of directors under RCW 23B.08.100;

(cc) A corporation shall indemnify a director who was wholly successful in the defense of any proceeding to which the director was a party because the director is or was a director of the corporation against reasonable expenses incurred by the director in connection with the proceeding under RCW 23B.08.520;

(dd) A director of a corporation who is a party to a proceeding may apply for indemnification of reasonable expenses incurred by the director in connection with the proceeding to the court conducting the proceeding or to another court of competent jurisdiction under RCW 23B.08.540;

(ee) An officer of the corporation who is not a director is entitled to mandatory indemnification under RCW 23B.08.520, and is entitled to apply for court-ordered indemnification under RCW 23B.08.540, in each case to the same extent as a director under RCW 23B.08.570;

(ff) The corporation may indemnify and advance expenses to an officer, employee, or agent of the corporation who is not a director to the same extent as to a director under RCW 23B.08.570;

(gg) A corporation may indemnify and advance expenses to an officer, employee, or agent who is not a director to the extent, consistent with law, that may be provided by its articles of incorporation, bylaws, general or specific approval of its board of directors, or contract under RCW 23B.08.570;

(hh) A corporation's board of directors may adopt certain amendments to the corporation's articles of incorporation without shareholder approval under RCW 23B.10.020;

(ii) Unless this title or the board of directors requires a greater vote or a vote by voting groups, an amendment to the corporation's articles of incorporation must be approved by each voting group entitled to vote on the proposed amendment by two-thirds, or, in the case of a public company, a majority, of all the votes entitled to be cast by that voting group under RCW 23B.10.030;

(jj) A corporation's board of directors may amend or repeal the corporation's bylaws unless this title reserves this power exclusively to the shareholders in whole or in part, or unless the shareholders in amending or repealing a bylaw provide expressly that the board of directors may not amend or repeal that bylaw under RCW 23B.10.200;

(kk) Unless this title or the board of directors require a greater vote or a vote by voting groups, a plan of merger or share exchange must be approved by each voting group entitled to vote on the merger or share exchange by two-thirds of all the votes entitled to be cast by that voting group under RCW 23B.11.030;

(ll) Approval by the shareholders of the sale, lease, exchange, or other disposition of all, or substantially all, the corporation's property in the usual and regular course of business is not required under RCW 23B.12.010;

(mm) Approval by the shareholders of the mortgage, pledge, dedication to the repayment of indebtedness, or other encumbrance of any or all of the corporation's property, whether or not in the usual and regular course of business, is not required under RCW 23B.12.010;

(nn) Unless the board of directors requires a greater vote or a vote by voting groups, a sale, lease, exchange, or other disposition of all or substantially all of the corporation's property, other than in the usual and regular course of business, must be approved by each voting group entitled to vote on such transaction by two-thirds of all votes entitled to be cast by that voting group under RCW 23B.12.020; and

(oo) Unless the board of directors requires a greater vote or a vote by voting groups, a proposal to dissolve must be approved by each voting group entitled to vote on the dissolution by two-thirds of all votes entitled to be cast by that voting group under RCW 23B.14.020.

(4) Unless its articles of incorporation or its bylaws provide otherwise, a corporation is governed by the following provisions:

(a) The board of directors may approve the issuance of some or all of the shares of any or all of the corporation's classes or series without certificates under RCW 23B.06.260;

(b) A corporation that is not a public company shall hold a special meeting of shareholders if the holders of at least ten percent of the votes entitled to be cast on any issue proposed to be considered at the meeting demand a meeting under RCW 23B.07.020;

(c) A director need not be a resident of this state or a shareholder of the corporation under RCW 23B.08.020;

(d) The board of directors may fix the compensation of directors under RCW 23B.08.110;

(e) Members of the board of directors may participate in a meeting of the board by any means of similar communication by which all directors participating can hear each other during the meeting under RCW 23B.08.200;

(f) Corporate action permitted or required by this title to be taken at a board of directors' meeting may be approved without a meeting if approved by all members of the board under RCW 23B.08.210;

(g) Regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting under RCW 23B.08.220;

(h) Special meetings of the board of directors must be preceded by at least two days' notice of the date, time, and place of the meeting, and the notice need not describe the purpose of the special meeting under RCW 23B.08.220;

(i) A quorum of a board of directors consists of a majority of the number of directors under RCW 23B.08.240;

(j) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors under RCW 23B.08.240;

(k) A board of directors may create one or more committees and appoint members of the board of directors to serve on them under RCW 23B.08.250; and

(l) Unless approved by the shareholders, a corporation may indemnify, or make advances to, a director for reasonable expenses incurred in the defense of any proceeding to which the director was a party because of being a director only to the extent such action is consistent with RCW 23B.08.500 through 23B.08.580.

(5) The articles of incorporation may contain the following provisions:

(a) The names and addresses of the individuals who are to serve as initial directors;

(b) The par value of any authorized shares or classes of shares;

(c) Provisions not inconsistent with law related to the management of the business and the regulation of the affairs of the corporation;

(d) Any provision that under this title is required or permitted to be set forth in the bylaws;

(e) Provisions not inconsistent with law defining, limiting, and regulating the powers of the corporation, its board of directors, and shareholders;

(f) Provisions authorizing corporate action to be approved by consent of less than all of the shareholders entitled to vote on the corporate action, in accordance with RCW 23B.07.040;

(g) If the articles of incorporation authorize dividing shares into classes, the election of all or a specified number of directors may be effected by the holders of one or more authorized classes of shares under RCW 23B.08.040;

(h) The terms of directors may be staggered under RCW 23B.08.060;

(i) Shares may be redeemable or convertible (i) at the option of the corporation, the shareholder, or another person, or upon the occurrence of a designated event; (ii) for cash, indebtedness, securities, or other property; or (iii) in a designated amount or in an amount determined in accordance with a designated formula or by reference to extrinsic data or events under RCW 23B.06.010; and

(j) A director's personal liability to the corporation or its shareholders for monetary damages for conduct as a director may be eliminated or limited under RCW 23B.08.320.

(6) The articles of incorporation or the bylaws may contain the following provisions:

(a) A restriction on the transfer or registration of transfer of the corporation's shares under RCW 23B.06.270;

(b) Shareholders may participate in a meeting of shareholders by any means of communication by which all persons participating in the meeting can hear each other under RCW 23B.07.080;

(c) A quorum of the board of directors may consist of as few as one-third of the number of directors under RCW 23B.08.240;

(d) If the corporation is registered as an investment company under the investment company act of 1940, a provision limiting the requirement to hold an annual meeting of shareholders as provided in RCW 23B.07.010(2); and

(e) If the corporation is registered as an investment company under the investment company act of 1940, a provision establishing terms of directors which terms may be longer than one year as provided in RCW 23B.05.050.

(7) The articles of incorporation need not set forth any of the corporate powers enumerated in this title.

23B.02.030

Effect of filing.

(1) Unless a delayed effective date is specified, the corporate existence begins when the articles of incorporation are filed.

(2) The secretary of state's filing of the articles of incorporation is conclusive proof that the incorporators satisfied all conditions precedent to the incorporation except in a proceeding by the state to cancel or revoke the incorporation or involuntarily to dissolve the corporation.

23B.04.010

Corporate name.

(1) A corporate name:

(a) Must contain the word "corporation," "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," "co.," or "Ltd.";

(b) Must not contain language stating or implying that the corporation is organized for a purpose other than those permitted by RCW23B.03.010 and its articles of incorporation;

(c) Must not contain any of the following words or phrases:

"Bank," "banking," "banker," "trust," "cooperative," or any combination of the words "industrial" and "loan," or any combination of any two or more of the words "building," "savings," "loan," "home," "association," and "society," or any other words or phrases prohibited by any statute of this state; and

(d) Except as authorized by subsections (2) and (3) of this section, must be distinguishable upon the records of the secretary of state from:

(i) The corporate name of a corporation incorporated or authorized to transact business in this state;

(ii) A corporate name reserved or registered under chapter 23B.04 RCW;

(iii) The fictitious name adopted under RCW 23B.15.060 by a foreign corporation authorized to transact business in this state because its real name is unavailable;

(iv) The corporate name or reserved name of a not-for-profit corporation incorporated or authorized to conduct affairs in this state under chapter 24.03 RCW;

(v) The name or reserved name of a mutual corporation or miscellaneous corporation incorporated or authorized to do business under chapter 24.06 RCW;

(vi) The name or reserved name of a foreign or domestic limited partnership formed or registered under chapter 25.10 RCW;

(vii) The name or reserved name of a limited liability company organized or registered under chapter 25.15 RCW;

(viii) The name or reserved name of a limited liability partnership registered under chapter 25.04 RCW; and

(ix) The name or reserved name of a social purpose corporation registered under chapter 23B.25 RCW.

(2) A corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the records from one or more of the names described in subsection (1) of this section. The secretary of state shall authorize use of the name applied for if:

(a) The other corporation, company, holder, limited liability partnership, or limited partnership consents to the use in writing and files with the secretary of state documents necessary to change its name or the name reserved or registered to a name that is distinguishable upon the records of the secretary of state from the name of the applying corporation; or

(b) The applicant delivers to the secretary of state a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in this state.

(3) A corporation may use the name, including the fictitious name, of another domestic or foreign corporation, limited liability company, limited partnership, or limited liability partnership, that is used in this state if the other entity is formed or authorized to transact business in this state, and the proposed user corporation:

(a) Has merged with the other corporation, limited liability company, or limited partnership; or

(b) Has been formed by reorganization of the other corporation.

(4) This title does not control the use of assumed business names or "trade names."

(5) A name shall not be considered distinguishable upon the records of the secretary of state by virtue of:

(a) A variation in any of the following designations for the same name: "Corporation," "incorporated," "company," "limited," "partnership," "limited partnership," "limited liability company," "limited liability partnership," or "social purpose corporation," or the abbreviations "corp.," "inc.," "co.," "Ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," "L.L.C." "SPC," or "S.P.C.";

(b) The addition or deletion of an article or conjunction such as "the" or "and" from the same name;

(c) Punctuation, capitalization, or special characters or symbols in the same name; or

(d) Use of abbreviation or the plural form of a word in the same name.

23B.04.020

Reserved name.

(1) A person may reserve the exclusive use of a corporate name, including a fictitious name adopted pursuant to RCW 23B.15.060 for a foreign corporation whose corporate name is not available, by delivering an application to the secretary of state for filing. The application must set forth the name and address of the applicant and the name proposed to be reserved. If the secretary of state finds that the corporate name applied for is available, the secretary of state shall reserve the name for the applicant's exclusive use for a nonrenewable one hundred eighty-day period.

(2) The owner of a reserved corporate name may transfer the reservation to another person by delivering to the secretary of state a signed notice of the transfer that states the name and address of the transferee.

23B.04.030

Registered name.

(1) A foreign corporation may register its corporate name, or its corporate name with any addition required by RCW 23B.15.060, if the name is distinguishable upon the records of the secretary of state from the names specified in RCW 23B.04.010(1).

(2) A foreign corporation registers its corporate name, or its corporate name with any addition required by RCW 23B.15.060, by delivering to the secretary of state for filing an application that:

(a) Sets forth its corporate name, or its corporate name with any addition required by RCW 23B.15.060, and the state or country and date of its incorporation; and

(b) Is accompanied by a certificate of existence, or a document of similar import, from the state or country of incorporation.

(3) The name is registered for the applicant's exclusive use upon the effective date of the application and until the close of the calendar year in which the application for registration is filed.

(4) A foreign corporation whose registration is effective may renew it for successive years by delivering to the secretary of state for filing a renewal application, which complies with the requirements of subsection (2) of this section, between October 1 and December 31 of the preceding year. The renewal application when filed renews the registration for the following calendar year.

(5) A foreign corporation whose registration is effective may thereafter qualify as a foreign corporation under the registered name, or consent in writing to the use of that name by a corporation thereafter incorporated under this title, by a limited partnership thereafter formed under chapter 25.10 RCW, or by another foreign corporation or limited partnership thereafter authorized to transact business in this state. The registration terminates when the domestic corporation is incorporated or the domestic limited partnership is formed, or the foreign corporation qualifies or consents to the qualification of another foreign corporation or limited partnership under the registered name.

23B.05.020

Change of registered office or registered agent.

(1) A corporation may change its registered office or registered agent by delivering to the secretary of state for filing a statement of change that sets forth:

(a) The name of the corporation;

(b) If the current registered office is to be changed, the street address of the new registered office in accord with RCW 23B.05.010(1)(a);

(c) If the current registered agent is to be changed, the name of the new registered agent and the new agent's consent in a record, either on the statement or attached to it in a manner and form as the secretary of state may prescribe, to the appointment; and

(d) That after the change or changes are made, the street addresses of its registered office and the business office of its registered agent will be identical.

(2) If a registered agent changes the street address of the agent's business office, the registered agent may change the street address of the registered office of any corporation for which the agent is the registered agent by notifying the corporation of the change either (a) in a written record, or (b) if the corporation has designated an address, location, or system to which the notices may be electronically transmitted and the registered agent electronically transmits the notice to the corporation at the designated address, location, or system, in an electronically transmitted record and delivering to the secretary of state for filing a statement that complies with the requirements of subsection (1) of this section and recites that the corporation has been notified of the change.

23B.05.030

Resignation of registered agent.

(1) A registered agent may resign as agent by signing and delivering to the secretary of state for filing a statement of resignation. The statement may include a statement that the registered office is also discontinued.

(2) After filing the statement the secretary of state shall mail a copy of the statement to the corporation at its principal office.

(3) The agency appointment is terminated, and the registered office discontinued if so provided, on the 31st day after the date on which the statement was filed.

23B.05.040

Service on corporation.

(1) A corporation's registered agent is the corporation's agent for service of process, notice, or demand required or permitted by law to be served on the corporation.

(2) The secretary of state shall be an agent of a corporation upon whom any such process, notice, or demand may be served if:

(a) The corporation fails to appoint or maintain a registered agent in this state; or

(b) The registered agent cannot with reasonable diligence be found at the registered office.

(3) Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with the secretary of state, or with any duly authorized clerk of the corporation department of the secretary of state's office, the process, notice, or demand. In the event any such process, notice, or demand is served on the secretary of state, the secretary of state shall immediately cause a copy thereof to be forwarded by certified mail, addressed to the secretary of the corporation at the corporation's principal office as shown on the records of the secretary of state. Any service so had on the secretary of state shall be returnable in not less than thirty days.

(4) The secretary of state shall keep a record of all processes, notices, and demands served upon the secretary of state under this section, and shall record therein the time of such service and the secretary of state's action with reference thereto.

(5) This section does not limit or affect the right to serve any process, notice, or demand required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.

23B.10.060

Articles of amendment.

A corporation amending its articles of incorporation shall deliver to the secretary of state for filing articles of amendment setting forth:

(1) The name of the corporation;

(2) The text of each amendment adopted;

(3) If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself;

(4) The date of each amendment's adoption;

(5) If an amendment was adopted by the incorporators or board of directors without shareholder approval, a statement to that effect and that shareholder approval was not required; and

(6) If shareholder approval was required, a statement that the amendment was duly approved by the shareholders in accordance with the provisions of RCW 23B.10.030 and 23B.10.040.

23B.10.070

Restated articles of incorporation.

(1) Any officer of the corporation may restate its articles of incorporation at any time.

(2) A restatement may include one or more amendments to the articles of incorporation. If the restatement includes an amendment not requiring shareholder approval, it must be adopted by the board of directors. If the restatement includes an amendment requiring shareholder approval, it must be adopted in accordance with RCW 23B.10.030.

(3) If the board of directors submits a restatement for shareholder approval, the corporation shall notify each shareholder, whether or not entitled to vote, of the proposed shareholders' meeting in accordance with RCW 23B.07.050. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider the proposed restatement and contain or be accompanied by a copy of the restatement that identifies any amendment or other change it would make in the articles of incorporation.

(4) A corporation restating its articles of incorporation shall deliver to the secretary of state for filing articles of restatement setting forth the name of the corporation and the text of the restated articles of incorporation together with a certificate setting forth:

(a) If the restatement does not include an amendment to the articles of incorporation, a statement to that effect;

(b) If the restatement contains an amendment to the articles of incorporation not requiring shareholder approval, a statement that the board of directors adopted the restatement and the date of such adoption;

(c) If the restatement contains an amendment to the articles of incorporation requiring shareholder approval, the information required by RCW 23B.10.060; and

(d) Both the articles of restatement and the certificate must be executed.

(5) Duly adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

(6) The secretary of state may certify restated articles of incorporation, as the articles of incorporation currently in effect, without including the certificate information required by subsection (4) of this section.

23B.10.080

Amendment of articles of incorporation pursuant to reorganization.

(1) A corporation's articles of incorporation may be amended without approval by the board of directors or shareholders to carry out a plan of reorganization ordered or decreed by a court of competent jurisdiction under federal statute if the articles of incorporation after amendment contain only provisions required or permitted by RCW 23B.02.020.

(2) The individual or individuals designated by the court shall deliver to the secretary of state for filing articles of amendment setting forth:

(a) The name of the corporation;

(b) The text of each amendment approved by the court;

(c) The date of the court's order or decree approving the articles of amendment;

(d) The title of the reorganization proceeding in which the order or decree was entered; and

(e) A statement that the court had jurisdiction of the proceeding under federal statute.

(3) Shareholders of a corporation undergoing reorganization do not have dissenters' rights except as and to the extent provided in the reorganization plan.

(4) This section does not apply after entry of a final decree in the reorganization proceeding even though the court retains jurisdiction of the proceeding for limited purposes unrelated to consummation of the reorganization plan.

23B.11.070

Merger or share exchange with foreign corporation.

(1) One or more foreign corporations may merge or enter into a share exchange with one or more domestic corporations if:

(a) In a merger, the merger is permitted by the law of the state or country under whose law each foreign corporation is incorporated and each foreign corporation complies with that law in effecting the merger;

23B.11.110

Merger with foreign and domestic entities -- Effect.

(2) Upon the merger taking effect, a surviving foreign corporation, foreign limited partnership, foreign limited liability corporation, or foreign partnership is deemed:

(a) To appoint the secretary of state as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders or partners of each domestic corporation, domestic limited partnership, domestic limited liability company, or domestic partnership party to the merger; and

23B.14.030

Articles of dissolution -- Publication of notice.

(1) At any time after dissolution is authorized under RCW 23B.14.010 or 23B.14.020, the corporation may dissolve by delivering to the secretary of state for filing:

(a) A copy of a revenue clearance certificate issued pursuant to RCW 82.32.260; and

(b) Articles of dissolution setting forth:

(i) The name of the corporation;

(ii) The date dissolution was approved; and

(iii) A statement that dissolution was duly approved by the initial directors, the incorporators, or the board of directors in accordance with RCW 23B.14.010, or was duly proposed by the board of directors and approved by the shareholders in accordance with RCW 23B.14.020.

(2) A corporation is dissolved upon the effective date of its articles of dissolution.

(3) A dissolved corporation shall, within thirty days after the effective date of its articles of dissolution, publish notice of its dissolution and request that persons with claims against the dissolved corporation present them in accordance with the notice. The notice must be published once a week for three consecutive weeks in a newspaper of general circulation in the county where the dissolved corporation's principal office (or, if none in this state, its registered office) is or was last located. The notice must also describe the information that must be included in a claim, provide a mailing address where a claim may be sent, and state that claims against the dissolved corporation may be barred in accordance with the provisions of this chapter if not timely asserted. A dissolved corporation's failure to publish notice in accordance with this subsection does not affect the validity or the effective date of its dissolution.

(4) For purposes of this chapter, "dissolved corporation" means a corporation whose dissolution has been approved in accordance with RCW 23B.14.010 or 23B.14.020 and whose articles of dissolution have become effective, and includes any trust or other successor entity to which the remaining assets of such a corporation are transferred subject to its liabilities for purposes of liquidation in accordance with RCW23B.14.050.

23B.14.040

Revocation of dissolution.

(1) A corporation may revoke its dissolution within one hundred twenty days of its effective date.

(2) Revocation of dissolution must be approved in the same manner as the dissolution was approved unless that approval permitted revocation upon approval by the board of directors alone, in which event the board of directors may revoke the dissolution without shareholder approval.

(3) After the revocation of dissolution is approved, the corporation may revoke the dissolution by delivering to the secretary of state for filing articles of revocation of dissolution, together with a copy of its articles of dissolution, that set forth:

(a) The name of the corporation and a statement that such name satisfies the requirements of RCW 23B.04.010; if the name is not available, the corporation must file articles of amendment changing its name with the articles of revocation of dissolution;

(b) The effective date of the dissolution that was revoked;

(c) The date that the revocation of dissolution was approved;

(d) If the corporation's board of directors, or incorporators, revoked the dissolution, a statement to that effect;

(e) If the corporation's board of directors revoked a dissolution authorized by the shareholders, a statement that revocation was permitted by action by the board of directors alone pursuant to that authorization; and

(f) If shareholder approval was required to revoke the dissolution, a statement that revocation of the dissolution was duly approved by the shareholders in accordance with RCW 23B.14.040(2) [subsection (2) of this section] and 23B.14.020.

(4) Revocation of dissolution is effective upon the effective date of the articles of revocation of dissolution.

(5) When the revocation of dissolution is effective, it relates back to and takes effect as of the effective date of the dissolution and the corporation resumes carrying on its business as if dissolution had never occurred.

23B.14.200

Administrative dissolution -- Grounds.

The secretary of state may administratively dissolve a corporation under RCW 23B.14.210 if:

(1) The corporation does not pay any license fees or penalties, imposed by this title, when they become due;

(2) The corporation does not deliver its completed initial report or annual report to the secretary of state when it is due;

(3) The corporation is without a registered agent or registered office in this state;

(4) The corporation does not notify the secretary of state that its registered agent or registered office has been changed, that its registered agent has resigned, or that its registered office has been discontinued;

(5) The corporation's period of duration stated in its articles of incorporation expired after July 1, 1990; or

(6) The corporation's period of duration stated in its articles of incorporation expired prior to July 1, 1990, but the corporation has timely paid all license fees imposed by this title and set by rule by the secretary, has timely filed annual reports with the secretary of state, has never been without a registered agent or registered office in this state for sixty days or more, and has never failed to notify the secretary of state of changes in a registered agent or registered office within sixty days of such change.

Administrative dissolution or revocation of a certificate of authority --
Corporation name not distinguishable from name of governmental entity --
Application by governmental entity.

(1) Any county, city, town, district, or other political subdivision of the state, or the state of Washington or any department or agency of the state, may apply to the secretary of state for the administrative dissolution, or the revocation of a certificate of authority, of any corporation using a name that is not distinguishable from the name of the applicant for dissolution. The application must state the precise legal name of the governmental entity and its date of formation and the applicant shall mail a copy to the corporation's registered agent. If the name of the corporation is not distinguishable from the name of the applicant, then, except as provided in subsection (4) of this section, the secretary shall commence proceedings for administrative dissolution under RCW 23B.14.210 or revocation of the certificate of authority.

(2) A name may not be considered distinguishable by virtue of:

(a) A variation in any of the following designations, or in the order in which the designation appears with respect to other words in the name: "County"; "city"; "town"; "district"; or "department";

(b) The addition of any of the designations listed in RCW 23B.04.010(1)(a);

(c) The addition or deletion of an article or conjunction such as "the" or "and" from the same name;

(d) Punctuation, capitalization, or special characters or symbols in the same name; or

(e) Use of an abbreviation or the plural form of a word in the same name.

(3)(a) The following are not distinguishable for purposes of this section:

(i) "City of Anytown" and "City of Anytown, Inc."; and

(ii) "City of Anytown" and "Anytown City."

(b) The following are distinguishable for purposes of this section:

(i) "City of Anytown" and "Anytown, Inc.";

(ii) "City of Anytown" and "The Anytown Company"; and

(iii) "City of Anytown" and "Anytown Cafe, Inc."

(4) If the corporation that is the subject of the application was incorporated or certified before the formation of the applicant as a governmental entity, then this section applies only if the applicant for dissolution provides a certified copy of a final judgment of a court of competent jurisdiction determining that the applicant holds a superior property right to the name than does the corporation.

(5) The duties of the secretary of state under this section are ministerial.

23B.14.210

Administrative dissolution -- Procedure and effect.

(1) If the secretary of state determines that one or more grounds exist under RCW 23B.14.200 or 23B.14.203 for dissolving a corporation, the secretary of state shall give the corporation written notice of the determination by first-class mail, postage prepaid.

(2) If the corporation does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within sixty days after notice is effective, the secretary of state shall administratively dissolve the corporation and give the corporation written notice of the dissolution that recites the ground or grounds therefor and its effective date.

(3) A corporation administratively dissolved continues its corporate existence but may not carry on any business except that necessary to wind up and liquidate its business and affairs in a manner consistent with RCW 23B.14.050.

(4) The administrative dissolution of a corporation does not terminate the authority of its registered agent.

23B.14.220

Reinstatement following administrative dissolution -- Application.

(1) A corporation administratively dissolved under RCW 23B.14.210 may apply to the secretary of state for reinstatement within five years after the effective date of dissolution. The application must:

(a) Recite the name of the corporation and the effective date of its administrative dissolution;

(b) State that the ground or grounds for dissolution either did not exist or have been eliminated; and

(c) State that the corporation's name satisfies the requirements of RCW 23B.04.010.

(2) If the secretary of state determines that the application contains the information required by subsection (1) of this section and that the name is available, the secretary of state shall reinstate the corporation and give the corporation written notice of the reinstatement that recites the effective date of reinstatement. If the name is not available, the corporation must file articles of amendment changing its name with its application for reinstatement.

(3) When the reinstatement is effective, it relates back to and takes effect as of the effective date of the administrative dissolution and the corporation resumes carrying on its business as if the administrative dissolution had never occurred.

23B.14.330

Decree of dissolution -- Other orders, decrees, and injunctions -- Revenue clearance certificate.

(1) If after a hearing the court determines that one or more grounds for judicial dissolution described in RCW 23B.14.300 exist, it may enter a decree dissolving the corporation and specifying the effective date of the dissolution, or, with or without ordering dissolution, may make such other orders and decrees and issue such injunctions in the case as justice and equity require.

(2) The court shall not enter or sign any decree of dissolution until it receives a copy of a revenue clearance certificate for the corporation issued pursuant to RCW 82.32.260.

(3) If the court enters a decree of dissolution, the petitioner or moving party shall deliver a certified copy of the decree and a copy of the revenue clearance certificate to the secretary of state, who shall file them. The court shall then direct the winding up and liquidation of the corporation's business and affairs in accordance with RCW 23B.14.050.

23B.14.390

Secretary of state -- List of corporations dissolved.

On the first day of each month, the secretary of state shall prepare a list of corporations dissolved during the preceding month pursuant to RCW 23B.14.030, 23B.14.210, and 23B.14.330.

23B.15.010

Authority to transact business required.

(1) Unless it is otherwise authorized to transact business pursuant to a state or federal statute, a foreign corporation may not transact business in this state until it obtains a certificate of authority from the secretary of state.

(2) The following activities, among others, do not constitute transacting business within the meaning of subsection (1) of this section:

(a) Maintaining or defending any action or suit or any administrative or arbitration proceeding, or effecting the settlement thereof or the settlement of claims or disputes;

(b) Holding meetings of the board of directors or shareholders or carrying on other activities concerning internal corporate affairs;

(c) Maintaining bank accounts, share accounts in savings and loan associations, custodian or agency arrangements with a bank or trust company, or stock or bond brokerage accounts;

(d) Maintaining offices or agencies for the transfer, exchange, and registration of the corporation's own securities or maintaining trustees or depositaries with respect to those securities;

(e) Selling through independent contractors;

(f) Soliciting or procuring orders, whether by mail or through employees or agents or otherwise, where the orders require acceptance outside this state before becoming binding contracts and where the contracts do not involve any local performance other than delivery and installation;

(g) Making loans or creating or acquiring evidences of debt, mortgages, or liens on real or personal property, or recording same;

(h) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts;

(i) Owning, without more, real or personal property;

(j) Conducting an isolated transaction that is completed within thirty days and that is not one in the course of repeated transactions of a like nature;

(k) Transacting business in interstate commerce;

(l) Owning and controlling a subsidiary corporation incorporated in or transacting business within this state; or

(m) Operating an approved branch campus of a foreign degree-granting institution in compliance with chapter 28B.90 RCW and in accordance with RCW 23B.15.015.

(3) The list of activities in subsection (2) of this section is not exhaustive.

23B.15.015

Foreign degree-granting institution branch campus -- Acts not deemed transacting business in state.

In addition to those acts that are specified in RCW 23B.15.010(2), a foreign degree-granting institution that establishes an approved branch campus in the state under chapter 28B.90 RCW shall not be deemed to transact business in the state solely because it:

(1) Owns and controls an incorporated branch campus in this state;

(2) Pays the expenses of tuition, or room and board charged by the incorporated branch campus for its students enrolled at the branch campus or contributes to the capital thereof; or

(3) Provides personnel who furnish assistance and counsel to its students while in the state but who have no authority to enter into any transactions for or on behalf of the foreign degree-granting institution.

23B.15.030

Application for certificate of authority.

(1) A foreign corporation may apply for a certificate of authority to transact business in this state by delivering an application to the secretary of state for filing. The application must state:

(a) That the name of the foreign corporation meets the requirements stated in RCW 23B.15.060;

(b) The name of the state or country under whose law it is incorporated;

(c) Its date of incorporation and period of duration;

(d) The street address of its principal office;

(e) The street address of its registered office in this state and the name of its registered agent at that office, in accordance with RCW23B.15.070; and

(f) The names and usual business addresses of its current directors and officers.

(2) The foreign corporation shall deliver with the completed application a certificate of existence, or a document of similar import, issued no more than sixty days before the date of the application and duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose law it is incorporated.

23B.15.040

Amended certificate of authority.

(1) A foreign corporation authorized to transact business in this state must obtain an amended certificate of authority from the secretary of state if it changes:

(a) Its corporate name; or

(b) The period of its duration.

(2) A foreign corporation may apply for an amended certificate of authority by delivering an application to the secretary of state for filing that sets forth:

(a) The name of the foreign corporation and the name in which the corporation is authorized to transact business in Washington, if different;

(b) The name of the state or country under whose law it is incorporated;

(c) The date it was authorized to transact business in this state;

(d) A statement of the change or changes being made;

(e) In the event the change or changes include a name change to a name that does not meet the requirements of RCW 23B.15.060, a fictitious name for use in Washington, and a copy of the resolution of the board of directors, certified by the corporation's secretary, adopting the fictitious name; and

(f) A copy of the document filed in the state or country of incorporation showing that jurisdiction's "filed" stamp

23B.15.060

Corporate name of foreign corporation.

(1) No certificate of authority shall be issued to a foreign corporation unless the corporate name of such corporation:

(a) Contains the word "corporation," "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.";

(b) Does not contain language stating or implying that the corporation is organized for a purpose other than that permitted by RCW23B.03.010 and its articles of incorporation;

(c) Does not contain any of the following words or phrases: "Bank," "banking," "banker," "trust," "cooperative," or any combination of the words "industrial" and "loan," or any combination of any two or more words "building," "savings," "loan," "home," "association," and "society," or any other words or phrases prohibited by any statute of this state; and

(d) Except as authorized by subsections (4) and (5) of this section, is distinguishable upon the records of the secretary of state from:

(i) The corporate name of a corporation incorporated or authorized to transact business in this state;

(ii) A corporate name reserved or registered under chapter 23B.04 RCW;

(iii) The fictitious name adopted pursuant to subsection (3) of this section by a foreign corporation authorized to transact business in this state because its real name is unavailable;

(iv) The corporate name or reserved name of a not-for-profit corporation incorporated or authorized to conduct affairs in this state under chapter 24.03 RCW;

(v) The name or reserved name of a mutual corporation or miscellaneous corporation incorporated or authorized to do business under chapter 24.06 RCW;

(vi) The name or reserved name of a foreign or domestic limited partnership formed or registered under chapter 25.10 RCW;

(vii) The name or reserved name of any limited liability company organized or registered under chapter 25.15 RCW; and

(viii) The name or reserved name of any limited liability partnership registered under chapter 25.04 RCW.

(2) A name shall not be considered distinguishable under the same grounds as provided under RCW 23B.04.010.

(3) If the corporate name of a foreign corporation does not satisfy the requirements of subsection (1) of this section, the foreign corporation to obtain or maintain a certificate of authority to transact business in this state:

(a) May add the word "corporation," "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.," to its corporate name for use in this state; or

(b) May use a fictitious name to transact business in this state if its real name is unavailable and it delivers to the secretary of state for filing a copy of the resolution of its board of directors, certified by its secretary, adopting the fictitious name.

(4) A foreign corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the records from one or more of the names described in subsection (1)(d) of this section. The secretary of state shall authorize use of the name applied for if:

(a) The other corporation, company, holder, limited liability partnership, or limited partnership consents to the use in writing and files with the secretary of state documents necessary to change its name or the name reserved or registered to a name that is distinguishable upon the records of the secretary of state from the name of the applying corporation; or

(b) The applicant delivers to the secretary of state a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in this state.

(5) A foreign corporation may use in this state the name, including the fictitious name, of another domestic or foreign corporation that is used in this state if the other corporation is incorporated or authorized to transact business in this state and the foreign corporation:

(a) Has merged with the other corporation; or

(b) Has been formed by reorganization of the other corporation.

(6) If a foreign corporation authorized to transact business in this state changes its corporate name to one that does not satisfy the requirements of subsection (1) of this section, it may not transact business in this state under the changed name until it adopts a name satisfying such requirements and obtains an amended certificate of authority under RCW 23B.15.040.

23B.15.070

Registered office and registered agent of foreign corporation.

(1) Each foreign corporation authorized to transact business in this state must continuously maintain in this state:

(a) A registered office which may be, but need not be, the same as its place of business in this state. The registered office shall be at a specific geographic location in this state, and be identified by number, if any, and street, building address, or rural route, or, if a commonly known street or rural route address does not exist, by legal description. A registered office may not be identified by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in the same city as the registered office to be used in conjunction with the registered office address if the corporation also maintains on file the specific geographic address of the registered office where personal service of process may be made.

(b) A registered agent, who may be:

(i) An individual who resides in this state and whose business office is identical with the registered office;

(ii) A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office;

(iii) A foreign corporation or foreign not-for-profit corporation authorized to transact business or conduct affairs in this state whose business office is identical with the registered office;

(iv) A domestic limited liability company whose business office is identical with the registered office; or

(v) A foreign limited liability company authorized to conduct affairs in this state whose business office is identical with the registered office.

(2) A registered agent shall not be appointed without having given prior consent in a record to the appointment. The consent shall be filed with the secretary of state in such form as the secretary of state may prescribe. The consent shall be filed with or as a part of the record first appointing a registered agent. In the event any individual, corporation, or limited liability company has been appointed agent without consent, that person, corporation, or limited liability company may file a notarized statement attesting to that fact, and the name shall forthwith be removed from the records.

23B.15.080

Change of registered office or registered agent of foreign corporation.

(1) A foreign corporation authorized to transact business in this state may change its registered office or registered agent by delivering to the secretary of state for filing a statement of change that sets forth:

(a) Its name;

(b) If the current registered office is to be changed, the street address of its new registered office;

(c) If the current registered agent is to be changed, the name of its new registered agent and the new agent's consent, either on the statement or attached to it in the manner and form as the secretary of state may prescribe, to the appointment; and

(d) That, after the change or changes are made, the street addresses of its registered office and the business office of its registered agent will be identical.

(2) If a registered agent changes the street address of the agent's business office, the registered agent may change the street address of the registered office of any foreign corporation for which the agent is the registered agent by notifying the corporation of the change either (a) in a record or (b) if the corporation has designated an address, location, or system to which the notices may be electronically transmitted and the registered agent electronically transmits the notice to the corporation at the designated address, location, or system, in an electronically transmitted record, and delivering to the secretary of state for filing a statement of change that complies with the requirements of subsection (1) of this section and recites that the corporation has been notified of the change.

23B.15.090

Resignation of registered agent of foreign corporation.

(1) The registered agent of a foreign corporation may resign as agent by signing and delivering to the secretary of state for filing a statement of resignation. The statement of resignation may include a statement that the registered office is also discontinued.

(2) After filing the statement, the secretary of state shall mail a copy of the statement to the foreign corporation at its principal office address shown in its most recent annual report, or in the application for certificate of authority if no annual report has been filed.

(3) The agency appointment is terminated, and the registered office discontinued if so provided, on the thirty-first day after the date on which the statement was filed.

23B.15.100

Service on foreign corporation.

(1) The registered agent appointed by a foreign corporation authorized to transact business in this state shall be an agent of such corporation upon whom any process, notice, or demand required or permitted by law to be served upon the corporation may be served.

(2) The secretary of state shall be an agent of a foreign corporation upon whom any process, notice, or demand may be served, if:

(a) The corporation is authorized to transact business in this state, and it fails to appoint or maintain a registered agent in this state, or its registered agent cannot with reasonable diligence be found at the registered office;

(b) The corporation's authority to transact business in this state has been revoked under RCW 23B.15.310; or

(c) The corporation has been authorized to transact business in this state and has withdrawn under RCW 23B.15.200.

(3) Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with the secretary of state, or with any duly authorized clerk of the corporation department of the secretary of state's office, the process, notice, or demand. In the event any such process, notice, or demand is served on the secretary of state, the secretary of state shall immediately cause a copy thereof to be forwarded by certified mail, addressed to the secretary of the corporation at its principal office as shown on the records of the secretary of state. Any service so had on the secretary of state shall be returnable in not less than thirty days.

(4) The secretary of state shall keep a record of all processes, notices, and demands served upon the secretary of state under this section, and shall record therein the time of such service and the secretary of state's action with reference thereto.

(5) This section does not limit or affect the right to serve any process, notice, or demand, required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.

23B.15.200

Withdrawal of foreign corporation.

(1) A foreign corporation authorized to transact business in this state may not withdraw from this state until it obtains a certificate of withdrawal from the secretary of state.

(2) A foreign corporation authorized to transact business in this state may apply for a certificate of withdrawal by delivering an application to the secretary of state for filing. The application must be accompanied by a copy of a revenue clearance certificate issued pursuant to RCW82.32.260, and must set forth:

(a) The name of the foreign corporation and the name of the state or country under whose law it is incorporated;

(b) That it is not transacting business in this state and that it surrenders its authority to transact business in this state;

(c) That it revokes the authority of its registered agent to accept service on its behalf and appoints the secretary of state as its agent for service of process in any proceeding based on a cause of action arising during the time it was authorized to transact business in this state;

(d) A mailing address to which the secretary of state may mail a copy of any process served on the secretary of state under (c) of this subsection; and

(e) A commitment to notify the secretary of state in the future of any change in its mailing address.

(3) After the withdrawal of the corporation is effective, service of process on the secretary of state under RCW 23B.15.100 is service on the foreign corporation.

23B.15.300

Revocation -- Grounds.

The secretary of state may revoke the certificate of authority of a foreign corporation authorized to transact business in this state if:

(1) The foreign corporation does not deliver its completed initial report or annual report to the secretary of state when it is due;

(2) The foreign corporation does not pay any license fees or penalties, imposed by this title, when they become due;

(3) The foreign corporation is without a registered agent or registered office in this state;

(4) The foreign corporation does not inform the secretary of state under RCW 23B.15.080 or 23B.15.090 that its registered agent or registered office has changed, that its registered agent has resigned, or that its registered office has been discontinued;

(5) An incorporator, director, officer, or agent of the foreign corporation signed a document knowing it was false in any material respect with intent that the document be delivered to the secretary of state for filing; or

(6) The secretary of state receives a duly authenticated certificate from the secretary of state or other official having custody of corporate records in the state or country under whose law the foreign corporation is incorporated stating that it has been dissolved or disappeared as the result of a merger.

23B.15.310

Revocation -- Procedure and effect.

(1) If the secretary of state determines that one or more grounds exist under RCW 23B.15.300 for revocation of a certificate of authority, the secretary of state shall give the foreign corporation written notice of the determination by first-class mail, postage prepaid.

(2) If the foreign corporation does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within sixty days after notice is effective, the secretary of state shall revoke the foreign corporation's certificate of authority by signing a certificate of revocation that recites the ground or grounds for revocation and its effective date. The secretary of state shall file the original of the certificate and mail a copy to the foreign corporation.

(3) The authority of a foreign corporation to transact business in this state ceases on the date shown on the certificate revoking its certificate of authority.

(4) The secretary of state's revocation of a foreign corporation's certificate of authority appoints the secretary of state the foreign corporation's agent for service of process in any proceeding based on a cause of action which arose during the time the foreign corporation was authorized to transact business in this state. Service of process on the secretary of state under RCW 23B.15.100 is service on the foreign corporation.

(5) Revocation of a foreign corporation's certificate of authority does not terminate the authority of the registered agent of the corporation
Initial and annual reports for secretary of state.

23B.16.220

(1) Each domestic corporation, and each foreign corporation authorized to transact business in this state, shall deliver to the secretary of state for filing initial and annual reports that set forth:

(a) The name of the corporation and the state or country under whose law it is incorporated;

(b) The street address of its registered office and the name of its registered agent at that office in this state;

(c) In the case of a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated;

(d) The address of the principal place of business of the corporation in this state;

(e) The names and addresses of its directors, if the corporation has dispensed with or limited the authority of its board of directors pursuant to RCW 23B.08.010, in an agreement authorized under RCW 23B.07.320, or analogous authority, the names and addresses of persons who will perform some or all of the duties of the board of directors;

(f) A brief description of the nature of its business; and

(g) The names and addresses of its chairperson of the board of directors, if any, president, secretary, and treasurer, or of individuals, however designated, performing the functions of such officers.

(2) Information in an initial report or an annual report must be current as of the date the report is executed on behalf of the corporation.

(3) A corporation's initial report must be delivered to the secretary of state within one hundred twenty days of the date on which the articles of incorporation for a domestic corporation were filed, or on which a foreign corporation's certificate of authority was filed. Subsequent annual reports must be delivered to the secretary of state on, or prior to, the date on which the domestic or foreign corporation is required to pay its annual corporate license fee, and at such additional times as the corporation elects.

(4)(a) The secretary of state may allow a corporation to file an annual report through electronic means. If allowed, the secretary of state shall adopt rules detailing the circumstances under which the electronic filing of such reports shall be permitted and how such reports may be filed.

(b) For purposes of this section only, a person executing an electronically filed annual report may deliver the report to the office of the secretary of state without a signature and without an exact or conformed copy, but the person's name must appear in the electronic filing as the person executing the filing, and the filing must state the capacity in which the person is executing the filing.

In any action in law or equity commenced by the obligor or obligors, it, his, her, or their assignee or assignees against the said nonadmitted organizations on the said notes secured by said real estate mortgages purchased by said nonadmitted organizations, service of all legal process may be had by serving the secretary of state of the state of Washington.

23B.18.050

Service of process -- Procedure.

Duplicate copies of legal process against said nonadmitted organizations shall be served upon the secretary of state by registered mail. At the time of service the plaintiff shall pay to the secretary of state twenty-five dollars taxable as costs in the action and shall also furnish the secretary of state the home office address of said nonadmitted organization. The secretary of state shall forthwith send one of the copies of process by certified mail to the said nonadmitted organization to its home office. The secretary of state shall keep a record of the day, month, and year of service upon the secretary of state of all legal process. No proceedings shall be had against the nonadmitted organization nor shall it be required to appear, plead, or answer until the expiration of forty days after the date of service upon the secretary of state.

23B.25.040

Articles of incorporation -- Required and optional provisions -- Notice -- Availability of copies.

(1) In addition to the matters required to be set forth in the articles of incorporation pursuant to RCW 23B.02.020 (1) and (2), the articles of incorporation of a social purpose corporation must set forth:

(a) A corporate name for the social purpose corporation that contains the words "social purpose corporation" or "SPC" as an abbreviation of those words;

(b) A statement that the corporation is organized as a social purpose corporation governed by this chapter;

(c) A statement setting forth the general social purpose or purposes for which the corporation is organized pursuant to RCW 23B.25.020;

(d) If the corporation has designated one or more specific social purpose or purposes pursuant to RCW 23B.25.030, a statement setting forth such specific social purpose or purposes; and

(e) A provision that states the following: "The mission of this social purpose corporation is not necessarily compatible with and may be contrary to maximizing profits and earnings for shareholders, or maximizing shareholder value in any sale, merger, acquisition, or other similar actions of the corporation."

(2) In addition to the matters that must be set forth in the articles of incorporation in accordance with subsection (1) of this section and the provisions that may be set forth in the articles of incorporation pursuant to RCW 23B.02.020 (5) and (6), the articles of incorporation of a social purpose corporation may contain the following provisions:

(a) A provision requiring the corporation's directors or officers to consider the impacts of any corporate action or proposed corporate action upon one or more of the social purposes of the corporation;

(b) A provision requiring the corporation to furnish to the shareholders an assessment of the overall performance of the corporation with respect to its social purpose or purposes, prepared in accordance with a third-party standard;

(c) A provision requiring, for any or all corporate actions, the vote of a larger proportion or of all of the shares of any class or series, or the vote or quorum for taking action of a larger proportion or of all of the directors, than is otherwise required by this title or this chapter;

(d) A provision requiring the approval of the shareholders for any corporate action, even though not otherwise required by this title; and

(e) A provision limiting the duration of the corporation's existence to a specified date.

(3) Prior to the issuance of shares, the corporation shall furnish a prospective shareholder with a copy of the articles of incorporation in the form of a record.

(4) Prior to the transfer of shares, the transferor shareholder shall give notice of the transfer to the corporation. Within a reasonable time after receiving notice, the corporation shall provide the prospective transferee with a copy of the articles of incorporation in the form of a record.

24.03.008

Records submitted for filing -- Exact or conformed copies.

A record submitted to the secretary of state for filing under this chapter must be accompanied by an exact or conformed copy of the record, unless the secretary of state provides by rule that an exact or conformed copy is not required.

24.03.017

Corporation may elect to have chapter apply to it -- Procedure.

Any corporation organized under any act of the state of Washington for any one or more of the purposes for which a corporation may be organized under this chapter and for no purpose other than those permitted by this chapter, and to which this chapter does not otherwise apply, may elect to have this chapter and the provisions thereof apply to such corporation. Such corporation may so elect by having a resolution to do so adopted by the governing body of such corporation and by delivering to the secretary of state a statement of election in accordance with this section. Such statement of election shall be executed by the corporation by an officer of the corporation, and shall set forth:

(1) The name of the corporation;

(2) The act which created the corporation or pursuant to which it was organized;

(3) That the governing body of the corporation has elected to have this chapter and the provisions thereof apply to the corporation.

The statement of election shall be delivered to the secretary of state. If the secretary of state finds that the statement of election conforms to law, the secretary of state shall, when fees in the same amount as required by this chapter for filing articles of incorporation have been paid, endorse on the statement the word "filed" and the effective date of the filing thereof, shall file the statement, and shall issue a certificate of elective coverage to which an exact or conformed copy of the statement shall be affixed.

The certificate of elective coverage together with the exact or conformed copy of the statement affixed thereto by the secretary of state shall be returned to the corporation or its representative. Upon the filing of the statement of elective coverage, the provisions of this chapter shall apply to the corporation which thereafter shall be subject to and shall have the benefits of this chapter and the provisions thereof as they exist on the date of filing such statement of election and as they may be amended from time to time thereafter, including, without limiting the generality of the foregoing, the power to amend its charter or articles of incorporation, whether or not created by special act of the legislature, delete provisions therefrom and add provisions thereto in any manner and to any extent it may choose to do from time to time so long as its amended articles shall not be inconsistent with the provisions of this chapter.

24.03.025

Articles of incorporation

The articles of incorporation shall set forth:

- (1) The name of the corporation.
- (2) The period of duration, which may be perpetual or for a stated number of years.
- (3) The purpose or purposes for which the corporation is organized.
- (4) Any provisions, not inconsistent with law, which the incorporators elect to set forth in the articles of incorporation for the regulation of the internal affairs of the corporation, including provisions regarding:
 - (a) Distribution of assets on dissolution or final liquidation;
 - (b) The definition, limitation, and regulation of the powers of the corporation, the directors, and the members, if any;
 - (c) Eliminating or limiting the personal liability of a director to the corporation or its members, if any, for monetary damages for conduct as a director: PROVIDED, That such provision shall not eliminate or limit the liability of a director for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. No such provision may eliminate or limit the liability of a director for any act or omission occurring before the date when such provision becomes effective; and
 - (d) Any provision which under this title is required or permitted to be set forth in the bylaws.
- (5) The address of its initial registered office, including street and number, and the name of its initial registered agent at such address.
- (6) The number of directors constituting the initial board of directors, and the names and addresses of the persons who are to serve as the initial directors.

(7) The name and address of each incorporator.

(8) The name of any person or corporations to whom net assets are to be distributed in the event the corporation is dissolved.

It shall not be necessary to set forth in the articles of incorporation any of the corporate powers enumerated in this chapter.

Unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment to the articles of incorporation, a change in the number of directors made by amendment to the bylaws shall be controlling. In all other cases, whenever a provision of the articles of incorporation is inconsistent with a bylaw, the provision of the articles of incorporation shall be controlling.

24.03.045

Corporate name.

The corporate name:

(1) Shall not contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation.

(2)(a) Except as provided in (b) and (c) of this subsection, must be distinguishable upon the records of the secretary of state from:

(i) The corporate name or reserved name of a corporation or domestic corporation organized or authorized to transact business under this chapter;

(ii) A corporate name reserved or registered under chapter 23B.04 RCW;

(iii) The fictitious name adopted under RCW 23B.15.060 by a foreign corporation authorized to transact business in this state because its real name is unavailable;

(iv) The name or reserved name of a mutual corporation or miscellaneous corporation incorporated or authorized to do business under chapter 24.06 RCW;

(v) The name or reserved name of a foreign or domestic limited partnership formed or registered under chapter 25.10 RCW;

(vi) The name or reserved name of a limited liability company organized or registered under chapter 25.15 RCW; and

(vii) The name or reserved name of a limited liability partnership registered under chapter 25.04 RCW.

(b) A corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the records from one or more of the names described in (a) of this subsection. The secretary of state shall authorize use of the name applied for if:

(i) The other corporation, company, holder, limited liability partnership, or limited partnership consents to the use in the form of a record and files with the secretary of state records necessary to change its name or the name reserved or registered to a name that is distinguishable upon the records of the secretary of state from the name of the applying corporation; or

(ii) The applicant delivers to the secretary of state a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in this state.

(c) A corporation may use the name, including the fictitious name, of another domestic or foreign corporation, limited liability company, limited partnership, or limited liability partnership, that is used in this state if the other entity is formed or authorized to transact business in this state, and the proposed user corporation:

(i) Has merged with the other corporation, limited liability company, or limited partnership; or

(ii) Has been formed by reorganization of the other corporation.

(3) Shall be transliterated into letters of the English alphabet, if it is not in English.

(4) Shall not include or end with "incorporated," "company," "corporation," "partnership," "limited partnership," or "Ltd.," or any abbreviation thereof, but may use "club," "league," "association," "services," "committee," "fund," "society," "foundation," ".", a nonprofit corporation," or any name of like import.

(5) May only include the term "public benefit" or names of like import if the corporation has been designated as a public benefit nonprofit corporation by the secretary in accordance with this chapter.

(6) A name shall not be considered distinguishable upon the records of the secretary of state by virtue of:

(a) A variation in any of the following designations for the same name: "Corporation," "incorporated," "company," "limited," "partnership," "limited partnership," "limited liability company," or "limited liability partnership," or the abbreviations "corp.," "inc.," "co.," "Ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or "L.L.C.";

(b) The addition or deletion of an article or conjunction such as "the" or "and" from the same name;

(c) Punctuation, capitalization, or special characters or symbols in the same name; or

(d) Use of abbreviation or the plural form of a word in the same name.

(7) This title does not control the use of assumed business names or "trade names."

24.03.046

Reservation of exclusive right to use a corporate name.

The exclusive right to the use of a corporate name may be reserved by:

(1) Any person intending to organize a corporation under this title.

(2) Any domestic corporation intending to change its name.

(3) Any foreign corporation intending to make application for a certificate of authority to transact business in this state.

(4) Any foreign corporation authorized to transact business in this state and intending to change its name.

(5) Any person intending to organize a foreign corporation and intending to have such corporation make application for a certificate of authority to transact business in this state.

The reservation shall be made by filing with the secretary of state an application to reserve a specified corporate name, executed by or on behalf of the applicant. If the secretary of state finds that the name is available for corporate use, the secretary of state shall reserve the same for the exclusive use of the applicant for a period of one hundred and eighty days. Such reservation shall be limited to one filing.

The right to the exclusive use of a specified corporate name so reserved may be transferred to any other person or corporation by filing in the office of the secretary of state, a notice of such transfer, executed by the applicant for whom the name was reserved, and specifying the name and address of the transferee.

24.03.047

Registration of corporate name.

Any corporation, organized and existing under the laws of any state or territory of the United States may register its corporate name under this title, provided its corporate name is not the same as, or deceptively similar to, the name of any domestic corporation existing under the laws of this state, the name of any foreign corporation authorized to transact business in this state, the name of any domestic limited liability company organized under the laws of this state, the name of any foreign limited liability company authorized to transact business in this state, the name of any limited partnership on file with the secretary, or any corporate name reserved or registered under this title.

Such registration shall be made by:

(1) Filing with the secretary of state: (a) An application for registration executed by the corporation by an officer thereof, setting forth the name of the corporation, the state or country under the laws of which it is incorporated, [and] the date of its incorporation, and (b) a certificate setting forth that such corporation is in good standing under the laws of the state or territory wherein it is organized, executed by the secretary of state of such state or country or by such other official as may have custody of the records pertaining to corporations, and

(2) Paying to the secretary of state the applicable registration fee.

The registration shall be effective until the close of the calendar year in which the application for registration is filed.

24.03.048

Renewal of registration of corporate name.

A corporation which has in effect a registration of its corporate name, may renew such registration from year to year by annually filing an application for renewal setting forth the facts required to be set forth in an original application for registration and a certificate of good standing as required for the original registration and by paying the applicable fee. A renewal application may be filed between the first day of October and the thirty-first day of December in each year, and shall extend the registration for the following calendar year.

24.03.050

Registered office and registered agent.

Each corporation shall have and continuously maintain in this state:

(1) A registered office which may be, but need not be, the same as its principal office. The registered office shall be at a specific geographic location in this state, and be identified by number, if any, and street, or building address or rural route, or, if a commonly known street or rural route address does not exist, by legal description. A registered office may not be identified by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in conjunction with the registered office address if the corporation also maintains on file the specific geographic address of the registered office where personal service of process may be made.

(2) A registered agent, which agent may be either an individual resident in this state whose business office is identical with such registered office, or a domestic corporation, whether for profit or not for profit, or a governmental body or agency, or a foreign corporation, whether for profit or not for profit, authorized to transact business or conduct affairs in this state, having an office identical with such registered office, or a domestic limited liability company whose business office is identical with the registered office, or a foreign limited liability company authorized to conduct affairs in this state whose business address is identical with the registered office. A registered agent shall not be appointed without having given prior consent to the appointment, in the form of a record. The consent shall be filed with the secretary of state in such form as the secretary may prescribe. The consent shall be filed with or as a part of the record first appointing a registered agent. In the event any individual, corporation, or limited liability company has been appointed agent without consent, that person, corporation, or limited liability company may file a notarized statement attesting to that fact, and the name shall immediately be removed from the records of the secretary of state.

No Washington corporation or foreign corporation authorized to conduct affairs in this state may be permitted to maintain any action in any court in this state until the corporation complies with the requirements of this section.

24.03.055

Change of registered office or registered agent.

A corporation may change its registered office or change its registered agent, or both, upon filing in the office of the secretary of state in the form prescribed by the secretary of state a statement setting forth:

(1) The name of the corporation.

(2) If the current registered office is to be changed, the street address to which the registered office is to be changed.

(3) If the current registered agent is to be changed, the name of the new registered agent.

(4) That the address of its registered office and the address of the office of its registered agent, as changed, will be identical.

Such statement shall be executed by the corporation by an officer of the corporation, and delivered to the secretary of state, together with a consent, in the form of a record, of the registered agent to the appointment, if applicable. If the secretary of state finds that such statement conforms to the provisions of this chapter, the secretary of state shall endorse thereon the word "Filed," and the month, day, and year of the filing thereof, and file the statement. The change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective upon filing unless a later date is specified.

Any registered agent of a corporation may resign as such agent upon filing a notice thereof, in the form of a record, with the secretary of state, who shall immediately deliver an exact or conformed copy thereof to the corporation in care of an officer, who is not the resigning registered agent, at the address of such officer as shown by the most recent annual report of the corporation. The appointment of such agent shall terminate upon the expiration of thirty days after receipt of such notice by the secretary of state.

If a registered agent changes the agent's business address to another place within the state, the agent may change such address and the address of the registered office of any corporation of which the agent is a registered agent, by filing a statement as required by this section except that it need be executed only by the registered agent, it need not be responsive to subsection (3) of this section, and it must recite that a copy of the statement has been delivered to the secretary of the corporation.

24.03.060

Service of process on corporation.

The registered agent so appointed by a corporation shall be an agent of such corporation upon whom any process, notice or demand required or permitted by law to be served upon the corporation may be served.

Whenever a corporation shall fail to appoint or maintain a registered agent in this state, or whenever its registered agent cannot with reasonable diligence be found at the registered office, then the secretary of state shall be an agent of such corporation upon whom any such process, notice, or demand may be served. Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with the secretary of state, or with any duly authorized clerk of the corporation department of the secretary of state's office, duplicate copies of such process, notice or demand. In the event any such process, notice or demand is served on the secretary of state, the secretary of state shall immediately cause one of the copies thereof to be forwarded by certified mail, addressed to the secretary of the corporation as shown on the records of the secretary of state. Any service so had on the secretary of state shall be returnable in not less than thirty days.

The secretary of state shall keep a record of all processes, notices and demands served upon the secretary of state under this section, and shall record therein the time of such service and the secretary of state's action with reference thereto.

Nothing herein contained shall limit or affect the right to serve any process, notice or demand required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.

24.03.145

Filing of articles of incorporation.

The articles of incorporation shall be delivered to the secretary of state. If the secretary of state finds that the articles of incorporation conform to law, the secretary of state shall, when all fees have been paid as in this chapter prescribed:

(1) Endorse on the articles the word "Filed" and the effective date of the filing.

(2) File the articles.

(3) Issue a certificate of incorporation.

The certificate of incorporation together with an exact or conformed copy of the articles of incorporation will be returned to the incorporators or their representative.

24.03.170

Articles of amendment.

The articles of amendment shall be executed by the corporation by an officer of the corporation, and shall set forth:

(1) The name of the corporation.

(2) The amendment so adopted.

(3) Where there are members having voting rights, (a) a statement setting forth the date of the meeting of members at which the amendment was adopted, that a quorum was present at such meeting, and that such amendment received at least two-thirds of the votes which members present at such meeting or represented by proxy were entitled to cast, or (b) a statement that such amendment was adopted by a consent in the form of a record executed by all members entitled to vote with respect thereto.

(4) Where there are no members, or no members having voting rights, a statement of such fact, the date of the meeting of the board of directors at which the amendment was adopted, and a statement of the fact that such amendment received the vote of a majority of the directors in office.

24.03.175

Filing of articles of amendment

The articles of amendment shall be delivered to the secretary of state. If the secretary of state finds that the articles of amendment conform to law, the secretary of state shall, when all fees have been paid as in this chapter prescribed:

(1) Endorse on the articles the word "Filed," and the effective date of the filing.

(2) File the articles.

The exact or conformed copy of the articles of amendment bearing the filing endorsement affixed thereto by the secretary of state, shall be returned to the corporation or its representative.

24.03.183

Restated articles of incorporation.

A domestic corporation may at any time restate its articles of incorporation by a resolution adopted by the board of directors. A corporation may amend and restate in one resolution, but may not present the amendments and restatement for filing by the secretary in a single record. Separate articles of amendment, under RCW 24.03.165 and articles of restatement, under this section, must be presented notwithstanding the corporation's adoption of a single resolution of amendment and restatement.

Upon the adoption of the resolution, restated articles of incorporation shall be executed by the corporation by one of its officers. The restated articles shall set forth all of the operative provisions of the articles of incorporation together with a statement that the restated articles of incorporation correctly set forth without change the provisions of the articles of incorporation as amended and that the restated articles of incorporation supersede the original articles of incorporation and all amendments thereto.

The restated articles of incorporation shall be delivered to the secretary of state. If the secretary of state finds that the restated articles of incorporation conform to law, the secretary of state shall, when all fees required by this title have been paid:

(1) Endorse on the articles the word "Filed" and the date of the filing;

(2) File the restated articles.

An exact or conformed copy of the restated articles of incorporation bearing the endorsement affixed thereto by the secretary of state, shall be returned to the corporation or its representative.

Upon the filing of the restated articles of incorporation by the secretary of state, the restated articles of incorporation shall become effective and shall supersede the original articles of incorporation and all amendments thereto.

24.03.185

Procedure for merger.

Any two or more domestic corporations subject to this chapter may merge into one of such corporations pursuant to a plan of merger approved in the manner provided in this chapter.

Each corporation shall adopt a plan of merger setting forth:

(1) The names of the corporations proposing to merge, and the name of the corporation into which they propose to merge, which is hereinafter designated as the surviving corporation.

(2) The terms and conditions of the proposed merger.

(3) A statement of any changes in the articles of incorporation of the surviving corporation to be effected by such merger.

(4) Such other provisions with respect to the proposed merger as are deemed necessary or desirable.

24.03.190

Procedure for consolidation.

Any two or more domestic corporations subject to this chapter may consolidate into a new corporation pursuant to a plan of consolidation approved in the manner provided in this chapter.

Each corporation shall adopt a plan of consolidation setting forth:

(1) The names of the corporations proposing to consolidate, and the name of the new corporation into which they propose to consolidate, which is hereinafter designated as the new corporation.

(2) The terms and conditions of the proposed consolidation.

(3) With respect to the new corporation, all of the statements required to be set forth in articles of incorporation for corporations organized under this chapter.

(4) Such other provisions with respect to the proposed consolidation as are deemed necessary or desirable.

24.03.200

Articles of merger or consolidation.

(1) Upon such approval, articles of merger or articles of consolidation shall be executed by each corporation by an officer of each corporation, and shall set forth:

(a) The plan of merger or the plan of consolidation;

(b) Where the members of any merging or consolidating corporation have voting rights, then as to each such corporation (i) a statement setting forth the date of the meeting of members at which the plan was adopted, that a quorum was present at such meeting, and that such plan received at least two-thirds of the votes which members present at such meeting or represented by proxy were entitled to cast, or (ii) a statement that such amendment was adopted by a consent in the form of a record executed by all members entitled to vote with respect thereto;

(c) Where any merging or consolidating corporation has no members, or no members having voting rights, then as to each such corporation a statement of such fact, the date of the meeting of the board of directors at which the plan was adopted and a statement of the fact that such plan received the vote of a majority of the directors in office.

(2) The articles of merger or articles of consolidation shall be delivered to the secretary of state. If the secretary of state finds that such articles conform to law, the secretary of state shall, when all fees have been paid as in this chapter prescribed:

(a) Endorse on the articles of merger or consolidation the word "Filed," and the date of the filing;

(b) File the articles of merger or consolidation.

An exact or conformed copy of the articles of merger or articles of consolidation bearing the filing endorsement affixed thereto by the secretary of state, shall be returned to the surviving or new corporation, as the case may be, or its representative.

24.03.205

Merger or consolidation -- When effective.

A merger or consolidation shall become effective upon the filing of the articles of merger or articles of consolidation with the secretary of state, or on such later date, not more than thirty days after the filing thereof with the secretary of state, as shall be provided for in the plan.

24.03.207

Merger or consolidation of domestic and foreign corporation.

One or more foreign corporations and one or more domestic corporations may be merged or consolidated in the following manner, if such merger or consolidation is permitted by the laws of the state under which each such foreign corporation is organized:

(1) Each domestic corporation shall comply with the provisions of this title with respect to the merger or consolidation as the case may be, of domestic corporations and each foreign corporation shall comply with the applicable provisions of the laws of the state under which it is organized.

(2) If the surviving or new corporation in a merger or consolidation is to be governed by the laws of any state other than this state, it shall comply with the provisions of this title with respect to foreign corporations if it is to transact business in this state, and in every case it shall file with the secretary of state of this state:

(a) An agreement that it may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to the merger or consolidation and in any proceeding for the enforcement of the rights, if any, of a member of any such domestic corporation against the surviving or new corporation; and

(b) An irrevocable appointment of the secretary of state of this state as its agent to accept service of process in any such proceeding.

The effect of the merger or consolidation shall be the same as in the case of the merger or consolidation of domestic corporations, if the surviving or new corporation is to be governed by the laws of this state. If the surviving or new corporation is to be governed by the laws of any state other than this state, the effect of the merger or consolidation shall be the same as in the case of the merger or consolidation of domestic corporations except as the laws of the other state provide otherwise.

(3) At any time prior to the effective date of the articles of merger or consolidation, the merger or consolidation may be abandoned pursuant to provision therefor, if any, set forth in the plan of merger or consolidation. In the event the merger or consolidation is abandoned, the parties thereto shall execute a notice of abandonment in triplicate executed by an officer for each corporation executing the notice, which must be in the form of a record. If the secretary of state finds the notice conforms to law, the secretary of state shall:

(a) Endorse on each of the originals the word "Filed" and the date of the filing;

(b) File one of the triplicate originals in the secretary of state's office; and

(c) Issue the other triplicate originals to the respective parties or their representatives.

24.03.240

Articles of dissolution.

If voluntary dissolution proceedings have not been revoked, then when all debts, liabilities and obligations of the corporation shall have been paid and discharged, or adequate provision shall have been made therefor, and all of the remaining property and assets of the corporation shall have been transferred, conveyed or distributed in accordance with the provisions of this chapter, articles of dissolution shall be executed by the corporation by an officer of the corporation and shall set forth:

(1) The name of the corporation.

(2) Where there are members having voting rights, (a) a statement setting forth the date of the meeting of members at which the resolution to dissolve was adopted, that a quorum was present at such meeting, and that such resolution received at least two-thirds of the votes which members present at such meeting or represented by proxy were entitled to cast, or (b) a statement that such resolution was adopted by a consent in the form of a record executed by all members entitled to vote with respect thereto.

(3) Where there are no members, or no members having voting rights, a statement of such fact, the date of the meeting of the board of directors at which the resolution to dissolve was adopted and a statement of the fact that such resolution received the vote of a majority of the directors in office.

(4) That all debts, obligations, and liabilities of the corporation have been paid and discharged or that adequate provision has been made therefor.

(5) A copy of a revenue clearance certificate issued pursuant to chapter 82.32 RCW.

(6) That all the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of this chapter.

(7) That there are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

24.03.245

Filing of articles of dissolution.

Articles of dissolution shall be delivered to the secretary of state. If the secretary of state finds that such articles of dissolution conform to law, the secretary of state shall, when all requirements have been met as in this chapter prescribed:

(1) Endorse on the articles of dissolution the word "Filed," and the effective date of the filing.

(2) File the articles of dissolution.

The exact or conformed copy of the articles of dissolution, bearing the filing endorsement affixed thereto by the secretary of state, shall be returned to the representative of the dissolved corporation. Upon the filing of such articles of dissolution the existence of the corporation shall cease, except for the purpose of suits, other proceedings and appropriate corporate action by members, directors and officers as provided in this chapter.

24.03.295

Filing of decree of dissolution.

In case the court shall enter a decree dissolving a corporation, it shall be the duty of the clerk of such court to cause a certified copy of the decree to be filed with the secretary of state. No fee shall be charged by the clerk for issuance or by the secretary of state for the filing thereof.

24.03.300

Survival of remedy after dissolution -- Extension of duration of corporation.

The dissolution of a corporation either (1) by the filing and issuance of a certificate of dissolution, voluntary or administrative, by the secretary of state, or (2) by a decree of court when the court has not liquidated the assets and affairs of the corporation as provided in this chapter, or (3) by expiration of its period of duration, shall not take away or impair any remedy available to or against such corporation, its directors, officers, or members, for any right or claim existing, or any liability incurred, prior to such dissolution if action or other proceeding thereon is commenced within two years after the date of such dissolution. Any such action or proceeding by or against the corporation may be prosecuted or defended by the corporation in its corporate name. The members, directors and officers shall have power to take such corporate or other action as shall be appropriate to protect such remedy, right or claim. If such corporation was dissolved by the expiration of its period of duration, such corporation may amend its articles of incorporation at any time during such period of two years after expiration so as to extend its period of duration. If, during the period of dissolution, another person or corporation has reserved or adopted a corporate name which is identical to or deceptively similar to the dissolved corporation's name, the corporation extending its period of duration shall be required to adopt another name consistent with the requirements of this chapter and to amend its articles of incorporation accordingly. The corporation shall also pay to the state all fees and penalties which would otherwise have been due if the corporate charter had not expired, plus a reinstatement fee as provided in this chapter.

24.03.302

Administrative dissolution -- Grounds -- Notice -- Reinstatement--Fee set by rule -- Corporate name -- Survival of actions.

A corporation shall be administratively dissolved by the secretary of state upon the conditions prescribed in this section when the corporation:

(1) Has failed to file or complete its annual report within the time required by law; or

(2) Has failed for thirty days to appoint or maintain a registered agent in this state; or

(3) Has failed for thirty days, after change of its registered agent or registered office, to file in the office of the secretary of state a statement of such change.

A corporation shall not be dissolved under this section unless the secretary of state has given the corporation not less than sixty days' notice of its delinquency or omission, by first-class mail, postage prepaid, addressed to the registered office, or, if there is no registered office, to the last known address of any officer or director as shown by the records of the secretary of state, and unless the corporation has failed to correct the omission or delinquency before expiration of the sixty-day period.

When a corporation has given cause for dissolution under this section, and has failed to correct the delinquency or omission as provided in this section, the secretary of the state shall dissolve the corporation by issuing a certificate of administrative dissolution containing a statement that the corporation has been dissolved and the date and reason for which it was dissolved. The original certificate of administrative dissolution shall be filed in the records of the secretary of state, and a copy of the certificate shall forthwith be mailed to the corporation at its registered office or, if there is no registered office, to the last known address of the corporation or any officer, director, or incorporator of the corporation, as shown by the records of the secretary of state. Upon the filing of the certificate of administrative dissolution, the existence of the corporation shall cease, except as otherwise provided in this chapter, and its name shall be available to and may be adopted by another corporation after the dissolution.

Any notice provided by the secretary of state under this section shall be designed to clearly identify and warn the recipient of the contents thereof. A delinquency notice shall provide a succinct and readable description of the delinquency or omission, the date on which dissolution will occur, and the action necessary to cure the delinquency or omission prior to dissolution.

A corporation which has been dissolved by operation of this section may be reinstated within a period of three years following its administrative dissolution if it completes and files a current annual report for the reinstatement year or if it appoints or maintains a registered agent, or if it files with the secretary of state a required statement of change of registered agent or registered office and in addition, if it pays a reinstatement fee as set by rule by the secretary plus the full amount of all annual fees that would have been assessed for the years of administrative dissolution had the corporation been in active status, including the reinstatement year plus any penalties established by rule by the secretary of state. If, during the period of dissolution, another person or corporation has reserved or adopted a corporate name which is identical to or deceptively similar to the dissolved corporation's name, the dissolved corporation seeking reinstatement shall be required to adopt another name consistent with the requirements of this chapter and to amend its articles of incorporation accordingly. When a corporation has been dissolved by operation of this section, remedies available to or against it shall survive in the manner provided in RCW 24.03.300 and the directors of the corporation shall hold the title to the property of the corporation as trustees for the benefit of its creditors and members.

- 24.03.3025 Administrative dissolution or revocation of a certificate of authority -- Corporation name not distinguishable from name of governmental entity -- Application by governmental entity.
- 24.03.303 Reinstatement under certain circumstances -- Request for relief.

The secretary of state may, where exigent or mitigating circumstances are presented, reinstate to full active status any corporation previously in good standing which would otherwise be penalized or lose its active status. Any corporation desiring to seek relief under this section shall, within fifteen days of discovery by corporate officials of the missed filing or lapse, notify the secretary of state in writing. The notification shall include the name and mailing address of the corporation, the corporate officer to whom correspondence should be sent, and a statement under oath by a responsible corporate officer, setting forth the nature of the missed filing or lapse, the circumstances giving rise to the missed filing or lapse, and the relief sought. Upon receipt of the notice, the secretary of state shall investigate the circumstances of the missed filing or lapse. If the secretary of state is satisfied that sufficient exigent or mitigating circumstances exist, that the corporation has demonstrated good faith and a reasonable attempt to comply with the applicable corporate license statutes of this state, that disproportionate harm would occur to the corporation if relief were not granted, and that relief would not be contrary to the public interest expressed in this title, the secretary may issue an order reinstating the corporation and specifying any terms and conditions of the relief. Reinstatement may relate back to the date of lapse or dissolution. If the secretary of state determines the request does not comply with the requirements for relief, the secretary shall issue an order denying the requested relief and stating the reasons for the denial. Any denial of relief by the secretary of state is final and is not appealable. The secretary of state shall keep records of all requests for relief and the disposition of the requests. The secretary of state shall annually report to the legislature the number of relief requests received in the preceding year and a summary of the secretary's disposition of the requests.

24.03.307

Foreign degree-granting institution branch campus -- Acts not deemed transacting business in state.

In addition to those acts that are specified in RCW 24.03.305 (1) through (11), a foreign degree-granting institution that establishes an approved branch campus in the state under chapter 28B.90 RCW shall not be deemed to transact business in the state solely because it:

(1) Owns and controls an incorporated branch campus in this state;

(2) Pays the expenses of tuition, or room and board charged by the incorporated branch campus for its students enrolled at the branch campus or contributes to the capital thereof; or

(3) Provides personnel who furnish assistance and counsel to its students while in the state but who have no authority to enter into any transactions for or on behalf of the foreign degree-granting institution.

24.03.315

Corporate name of foreign corporation -- Fictitious name.

No certificate of authority shall be issued to a foreign corporation unless the corporate name of such corporation complies with the provisions of RCW 24.03.045. However, a foreign corporation applying for a certificate of authority may file with the secretary of state a resolution of its board of directors adopting a fictitious name for use in transacting business in this state, if the fictitious name complies with RCW 24.03.045.

24.03.320

Change of name by foreign corporation.

Whenever a foreign corporation which is authorized to conduct affairs in this state shall change its name to one under which a certificate of authority would not be granted to it on application therefor, the certificate of authority of such corporation shall be suspended and it shall not thereafter conduct any affairs in this state until it has changed its name to a name which is available to it under the laws of this state or has otherwise complied with the provisions of this chapter.

24.03.325

Application for certificate of authority.

A foreign corporation, in order to procure a certificate of authority to conduct affairs in this state, shall make application therefor to the secretary of state, which application shall set forth:

(1) The name of the corporation and the state or country under the laws of which it is incorporated.

(2) If the name of the corporation contains the word "corporation," "company," "incorporated," or "limited," or contains an abbreviation of one of such words, then the name of the corporation which it elects for use in this state.

(3) The date of incorporation and the period of duration of the corporation.

(4) The address of the principal office of the corporation.

(5) A statement that a registered agent has been appointed and the name and address of such agent, and that a registered office exists and the address of such registered office is identical to that of the registered agent.

(6) The purpose or purposes of the corporation which it proposes to pursue in conducting its affairs in this state.

(7) The names and respective addresses of the directors and officers of the corporation.

(8) Such additional information as may be necessary or appropriate in order to enable the secretary of state to determine whether such corporation is entitled to a certificate of authority to conduct affairs in this state.

The application shall be made in the form prescribed by the secretary of state and shall be executed by the corporation by one of its officers.

The application shall be accompanied by a certificate of good standing which has been issued no more than sixty days before the date of filing of the application for a certificate of authority to do business in this state and has been certified to by the proper officer of the state or country under the laws of which the corporation is incorporated.

24.03.330

Filing of application for certificate of authority.

The application of the corporation for a certificate of authority shall be delivered to the secretary of state.

If the secretary of state finds that such application conforms to law, the secretary of state shall, when all fees have been paid as in this chapter prescribed:

(1) Endorse on each of the records the word "Filed," and the date of the filing.

(2) File the application and the copy of the articles of incorporation and amendments thereto.

(3) Issue a certificate of authority to conduct affairs in this state.

An exact or conformed copy of the application bearing the filing endorsement affixed thereto by the secretary of state, shall be returned to the corporation or its representative.

24.03.340

Registered office and registered agent of foreign corporation.

Each foreign corporation authorized to conduct affairs in this state shall have and continuously maintain in this state:

(1) A registered office which may be, but need not be, the same as its principal office. The registered office shall be at a specific geographic location in this state, and be identified by number, if any, and street, or building address or rural route, or, if a commonly known street or rural route address does not exist, by legal description. A registered office may not be identified by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in conjunction with the registered office address if the corporation also maintains on file the specific geographic address of the registered office where personal service of process may be made.

(2) A registered agent, which agent may be either an individual resident in this state whose business office is identical with such registered office, or a domestic corporation, whether for profit or not for profit, or a foreign corporation, whether for profit or not for profit, authorized to transact business or conduct affairs in this state, having an office identical with such registered office or a domestic limited liability company whose business office is identical with the registered office or a foreign limited liability company authorized to conduct affairs in this state whose business address is identical with the registered office. A registered agent shall not be appointed without having given prior consent in the form of a record to the appointment. The consent shall be filed with the secretary of state in such form as the secretary may prescribe. The consent shall be filed with or as a part of the record first appointing a registered agent. In the event any individual, corporation, or limited liability company has been appointed agent without consent, that person, corporation, or limited liability company may file a notarized statement attesting to that fact, and the name shall immediately be removed from the records of the secretary of state.

No foreign corporation authorized to transact business in this state may be permitted to maintain any action in any court in this state until the corporation complies with the requirements of this section.

24.03.345

Change of registered office or registered agent of foreign corporation.

A foreign corporation authorized to conduct affairs in this state may change its registered office or change its registered agent, or both, upon filing in the office of the secretary of state in a form approved by the secretary of state a statement setting forth:

- (1) The name of the corporation.
- (2) If the current registered office is to be changed, the street address to which the registered office is to be changed.
- (3) If the current registered agent is to be changed, the name of the new registered agent.
- (4) That the address of its registered office and the address of the office of its registered agent, as changed, will be identical.

Such statement shall be executed by the corporation by an officer of the corporation, and delivered to the secretary of state, together with a consent, in the form of a record, of the registered agent to the appointment, if applicable. If the secretary of state finds that such statement conforms to the provisions of this chapter, the secretary of state shall endorse thereon the word "Filed," and the month, day, and year of the filing thereof, and file the statement. The change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective upon filing unless a later date is specified.

Any registered agent in this state appointed by a foreign corporation may resign as such agent upon filing a notice thereof, in the form of a record, executed in duplicate, with the secretary of state who shall immediately deliver a copy thereof to the secretary of the foreign corporation at its principal office as shown by its most recent annual report. The appointment of such agent shall terminate upon the expiration of thirty days after receipt of such notice by the secretary of state.

If a registered agent changes his or her business address to another place within the state, the registered agent may change such address and the address of the registered office of any corporation of which the registered agent is a registered agent by filing a statement as required by this section, except that it need be executed only by the registered agent, it need not be responsive to subsection (3) of this section, and it must recite that a copy of the statement has been delivered to the corporation.

24.03.360 Merger of foreign corporation authorized to conduct affairs in this state. Whenever a foreign corporation authorized to conduct affairs in this state shall be a party to a statutory merger permitted by the laws of the state or country under the laws of which it is incorporated, and such corporation shall be the surviving corporation, it shall not be necessary for such corporation to procure either a new or amended certificate of authority to conduct affairs in this state unless the name of such corporation be changed thereby or unless the corporation desires to pursue in this state other or additional purposes than those which it is then authorized to pursue in this state.

24.03.365 Amended certificate of authority. A foreign corporation authorized to conduct affairs in this state shall procure an amended certificate of authority in the event it changes its corporate name, or desires to pursue in this state other or additional purposes than those set forth in its prior application for a certificate of authority, by making application therefor to the secretary of state.

The requirements in respect to the form and contents of such application, the manner of its execution, the filing of the application with the secretary of state, the issuance of an amended certificate of authority and the effect thereof, shall be the same as in the case of an original application for a certificate of authority.

24.03.370 Withdrawal of foreign corporation. A foreign corporation authorized to conduct affairs in this state may withdraw from this state upon procuring from the secretary of state a certificate of withdrawal. In order to procure such certificate of withdrawal, such foreign corporation shall deliver to the secretary of state an application for withdrawal, which shall set forth:

(1) The name of the corporation and the state or country under the laws of which it is incorporated.

(2) That the corporation is not conducting affairs in this state.

(3) That the corporation surrenders its authority to conduct affairs in this state.

(4) That the corporation revokes the authority of its registered agent in this state to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in this state during the time the corporation was authorized to conduct affairs in this state may thereafter be made on such corporation by service thereof on the secretary of state.

(5) A copy of a revenue clearance certificate issued pursuant to chapter 82.32 RCW.

(6) A post office address to which the secretary of state may mail a copy of any process against the corporation that may be served on the secretary of state.

The application for withdrawal shall be made on forms prescribed and furnished by the secretary of state and shall be executed by the corporation by an officer of the corporation, or, if the corporation is in the hands of a receiver or trustee, shall be executed on behalf of the corporation by such receiver or trustee.

24.03.375

Filing of application for withdrawal.

An application for withdrawal shall be delivered to the secretary of state. If the secretary of state finds that such application conforms to the provisions of this chapter, the secretary of state shall, when all requirements have been met as in this chapter prescribed:

(1) Endorse on the application the word "Filed," and the effective date of the filing.

(2) File the application for withdrawal.

An exact or conformed copy of the application for withdrawal bearing the filing endorsement affixed thereto by the secretary of state, shall be returned to the corporation or its representative. Upon the filing of such application of withdrawal, the authority of the corporation to conduct affairs in this state shall cease.

24.03.380

Revocation of certificate of authority -- Notice.

(1) The certificate of authority of a foreign corporation to conduct affairs in this state shall be revoked by the secretary of state upon the conditions prescribed in this section when:

(a) The corporation has failed to file its annual report within the time required by this chapter, or has failed to pay any fees or penalties prescribed by this chapter when they have become due and payable; or

(b) The corporation has failed for thirty days to appoint and maintain a registered agent in this state as required by this chapter; or

(c) The corporation has failed, for thirty days after change of its registered agent or registered office, to file in the office of the secretary of state a statement of such change as required by this chapter; or

(d) The corporation has continued to exceed or abuse the authority conferred upon it by this chapter; or

(e) A misrepresentation has been made of any material matter in any application, report, affidavit, or other record submitted by such corporation pursuant to this chapter.

(2) Prior to revoking a certificate of authority under subsection (1) of this section, the secretary of state shall give the corporation written notice of the corporation's delinquency or omission by first-class mail, postage prepaid, addressed to the corporation's registered agent. If, according to the records of the secretary of state, the corporation does not have a registered agent, the notice may be given by mail addressed to the corporation at its last known address or at the address of any officer or director of the corporation, as shown by the records of the secretary of state. Notice is deemed to have been given five days after the date deposited in the United States mail, correctly addressed, and with correct postage affixed. The notice shall inform the corporation that its certificate of authority shall be revoked at the expiration of sixty days following the date the notice had been deemed to have been given, unless it corrects the delinquency or omission within the sixty-day period.

(3) Any notice provided by the secretary of state under this section shall be designed to clearly identify and warn the recipient of the contents thereof. A delinquency notice shall provide a succinct and readable description of the delinquency or omission, the date on which dissolution will occur, and the action necessary to cure the delinquency or omission prior to dissolution.

(4) The attorney general may take such action regarding revocation of a certificate of authority as is provided by RCW 24.03.250 for the dissolution of a domestic corporation. The procedures of RCW 24.03.250 shall apply to any action under this section. The clerk of any superior court entering a decree of revocation of a certificate of authority shall file a certified copy, without cost or filing fee, with the office of the secretary of state.

24.03.385

Issuance of certificate of revocation.

Upon revoking any certificate of authority under RCW 24.03.380, the secretary of state shall:

(1) Issue a certificate of revocation in duplicate.

(2) File one of such certificates in the secretary of state's office.

(3) Mail the other duplicate certificate to such corporation at its registered office in this state or, if there is no registered office in this state, to the corporation at the last known address of any officer or director of the corporation, as shown by the records of the secretary of state.

Upon the filing of such certificate of revocation, the authority of the corporation to conduct affairs in this state shall cease.

24.03.386

Foreign corporations -- Application for reinstatement.

(1) A corporation revoked under RCW 24.03.380 may apply to the secretary of state for reinstatement within three years after the effective date of revocation. An application filed within such three-year period may be amended or supplemented and any such amendment or supplement shall be effective as of the date of original filing. The application filed under this section shall be filed under and by authority of an officer of the corporation.

(2) The application shall:

(a) State the name of the corporation and, if applicable, the name the corporation had elected to use in this state at the time of revocation, and the effective date of its revocation;

(b) Provide an explanation to show that the grounds for revocation either did not exist or have been eliminated;

(c) State the name of the corporation at the time of reinstatement and, if applicable, the name the corporation elects to use in this state at the time of reinstatement which may be reserved under RCW 24.03.046;

(d) Appoint a registered agent and state the registered office address under RCW 24.03.340; and

(e) Be accompanied by payment of applicable fees and penalties.

(3) If the secretary of state determines that the application conforms to law, and that all applicable fees have been paid, the secretary of state shall cancel the certificate of revocation, prepare and file a certificate of reinstatement, and mail a copy of the certificate of reinstatement to the corporation.

(4) Reinstatement under this section relates back to and takes effect as of the date of revocation. The corporate authority shall be deemed to have continued without interruption from that date.

(5) In the event the application for reinstatement states a corporate name which the secretary of state finds to be contrary to the requirements of RCW 24.03.046, the application, amended application, or supplemental application shall be amended to adopt another corporate name which is in compliance with RCW 24.03.046. In the event the reinstatement application so adopts a new corporate name for use in Washington, the application for authority shall be deemed to have been amended to change the corporation's name to the name so adopted for use in Washington, effective as of the effective date of the certificate of reinstatement.

24.03.395

Annual report of domestic and foreign corporations -- Biennial filing may be authorized.

Each domestic corporation, and each foreign corporation authorized to conduct affairs in this state, shall file, within the time prescribed by this chapter, an annual report in the form prescribed by the secretary of state. The secretary may by rule provide that a biennial filing meets this requirement. The report shall set forth:

- (1) The name of the corporation and the state or country under the laws of which it is incorporated;
- (2) The address of the registered office of the corporation in this state including street and number and the name of its registered agent in this state at such address, and, in the case of a foreign corporation, the address of its principal office;
- (3) A brief statement of the character of the affairs which the corporation is actually conducting, or, in the case of a foreign corporation, which the corporation is actually conducting in this state;
- (4) The names and respective addresses of the directors and officers of the corporation; and
- (5) The corporation's unified business identifier number.

The information shall be given as of the date of the execution of the report. It shall be executed by the corporation by an officer of the corporation, or, if the corporation is in the hands of a receiver or trustee, it shall be executed on behalf of the corporation by such receiver or trustee.

The secretary of state may provide that correction or updating of information appearing on previous annual or biennial filings is sufficient to constitute the current filing.

24.03.400

Filing of annual or biennial report of domestic and foreign corporations --
Notice -- Reporting dates.

Not less than thirty days prior to a corporation's renewal date, or by December 1 of each year for a nonstaggered renewal, the secretary of state shall send to each domestic and foreign corporation, by postal or electronic mail, as elected by the domestic or foreign corporation, addressed to its registered office or to an electronic address designated by the corporation in a record retained by the secretary of state, a notice that its annual or biennial report must be filed as required by this chapter, and stating that if it fails to file its annual or biennial report it is dissolved or its certificate of authority revoked, as the case may be. Failure of the secretary of state to send any such notice does not relieve a corporation from its obligation to file the annual or biennial reports required by this chapter. The option to receive the notice provided under this section by electronic mail may be selected only when the secretary of state makes the option available.

Such report of a domestic or foreign corporation shall be delivered to the secretary of state between the first day of January and the first day of March of each year, or on an annual or biennial renewal date as the secretary of state may establish. The secretary of state may adopt rules to establish biennial reporting dates and to stagger reporting dates.

If the secretary of state finds that such report substantially conforms to the requirements of this chapter, the secretary of state shall file the same.

24.03.430

Interrogatories by secretary of state.

The secretary of state may propound to any corporation, domestic or foreign, subject to the provisions of this chapter, and to any officer or director thereof, such interrogatories as may be reasonably necessary and proper to enable the secretary of state to ascertain whether such corporation has complied with all the provisions of this chapter applicable to such corporation. Such interrogatories shall be answered within thirty days after the mailing thereof, or within such additional time as shall be fixed by the secretary of state, and the answers thereto shall be full and complete and shall be made in writing and under oath. If such interrogatories be directed to an individual they shall be answered by that individual, and if directed to a corporation they shall be answered by the president, vice president, secretary or assistant secretary thereof. The secretary of state need not file any record to which such interrogatories relate until such interrogatories be answered as herein provided, and not then if the answers thereto disclose that such record is not in conformity with the provisions of this chapter. The secretary of state shall certify to the attorney general, for such action as the attorney general may deem appropriate, all interrogatories and answers thereto which disclose a violation of any of the provisions of this chapter.

24.03.490

Public benefit nonprofit corporation designation established.

There is hereby established the special designation "public benefit not for profit corporation" or "public benefit nonprofit corporation." A corporation may be designated as a public benefit nonprofit corporation if it meets the following requirements:

(1) The corporation complies with the provisions of this chapter; and

(2) The corporation holds a current tax exempt status as provided under 26 U.S.C. Sec. 501(c)(3) or is not required to apply for its tax exempt status under 26 U.S.C. Sec. 501(c)(3).

24.03.500

Public benefit nonprofit corporations -- Temporary designation.

A temporary designation as a public benefit nonprofit corporation may be provided to a corporation that has applied for tax exempt status under 26 U.S.C. Sec. 501(c)(3). The temporary designation is valid for up to one year and may be renewed at the discretion of the secretary.

24.03.510

Public benefit nonprofit corporations -- Application.

The secretary shall develop an application process for new and existing corporations to apply for public benefit nonprofit corporation status.

24.03.520

Public benefit nonprofit corporations -- Renewal.

The designation "public benefit nonprofit corporation" shall be renewed annually. The secretary may schedule renewals in conjunction with existing corporate renewals.

24.03.540

Public benefit nonprofit corporations -- Removal of status.

The secretary may remove a corporation's public benefit nonprofit corporation designation if it does not comply with the provisions of this chapter or does not maintain its exempt status under 26 U.S.C. Sec. 501(c)(3). The secretary in removing a corporation's public benefit nonprofit corporation status shall comply with administrative procedures provided by this chapter.

24.06.010

Application of chapter.

The provisions of this chapter relating to domestic corporations shall apply to:

(1) All corporations organized hereunder; and

(2) All corporations which were heretofore organized under any act repealed by the Washington nonprofit corporation act and which are not organized for a purpose or in a manner provided for by said act.

The provisions of this chapter relating to foreign corporations shall apply to all foreign corporations conducting affairs in this state for a purpose or purposes for which a corporation might be organized under this chapter.

24.06.015

Purposes.

Corporations may be organized under this chapter for any lawful purpose including but not limited to mutual, social, cooperative, fraternal, beneficial, service, labor organization, and other purposes; but excluding purposes which by law are restricted to corporations organized under other statutes.

24.06.020

Incorporators.

One or more individuals, partnerships, corporations or governmental bodies or agencies may incorporate a corporation by signing and delivering articles of incorporation in duplicate to the secretary of state.

24.06.025

Articles of incorporation.

The articles of incorporation shall set forth:

(1) The name of the corporation.

(2) The period of duration, which may be perpetual or for a stated number of years.

(3) The purpose or purposes for which the corporation is organized.

(4) The qualifications and the rights and responsibilities of the members and the manner of their 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 each member.

(5) If the corporation is to have capital stock:

(a) The aggregate number of shares which the corporation shall have authority to issue; if such shares are to consist of one class only, the par value of each of such shares, or a statement that all of such shares are without par value; or, if such shares are to be divided into classes, the number of shares of each class, and a statement of the par value of the shares of each such class or that such shares are to be without par value;

(b) If the shares are to be divided into classes, the designation of each class and a statement of the preferences, limitations, and relative rights in respect of the shares of each class;

(c) If the corporation is to issue the shares of any preferred or special class in series, then the designation of each series and a statement of the variations in the relative rights and preferences as between series insofar as the same are to be fixed in the articles of incorporation, and a statement of any authority to be vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences as between series;

(d) Any provision limiting or denying to shareholders the preemptive right to acquire additional shares of the corporation.

(6) If the corporation is to distribute surplus funds to its members, stockholders, or other persons, provisions for determining the amount and time of the distribution.

(7) Provisions for distribution of assets on dissolution or final liquidation.

(8) Whether a dissenting shareholder or member shall be limited to a return of less than the fair value of his or her shares or membership.

(9) The address of its initial registered office, including street and number, and the name of its initial registered agent at such address.

(10) The number of directors constituting the initial board of directors, and the names and addresses of the persons who are to serve as the initial directors.

(11) The name and address of each incorporator.

(12) Any provision, not inconsistent with law, for the regulation of the internal affairs of the association, including:

(a) Overriding the release from liability provided in RCW 24.06.035(2); and

(b) Any provision which under this title is required or permitted to be set forth in the bylaws.

It shall not be necessary to set forth in the articles of incorporation any of the corporate powers enumerated in this chapter.

Unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment to the articles of incorporation, a change in the number of directors made by amendment to the bylaws shall be controlling. In all other cases, whenever a provision of the articles of incorporation is inconsistent with a bylaw, the provision of the articles of incorporation shall be controlling.

24.06.045

Corporate name.

The corporate name:

(1) Shall not contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation.

(2)(a) Except as provided in (b) and (c) of this subsection, must be distinguishable upon the records of the secretary of state from:

(i) The corporate name of a corporation organized or authorized to transact business in this state;

(ii) A corporate name reserved or registered under chapter 23B.04 RCW;

(iii) The name or reserved name of a mutual corporation or miscellaneous corporation incorporated or authorized to do business under this chapter;

(iv) The fictitious name adopted under RCW 23B.15.060 by a foreign corporation authorized to transact business in this state because its real name is unavailable;

(v) The corporate name or reserved name of a not-for-profit corporation incorporated or authorized to conduct affairs in this state under chapter 24.03 RCW;

(vi) The name or reserved name of a foreign or domestic limited partnership formed or registered under chapter 25.10 RCW;

(vii) The name or reserved name of a limited liability company organized or registered under chapter 25.15 RCW; and

(viii) The name or reserved name of a limited liability partnership registered under chapter 25.04 RCW.

(b) A corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the records from one or more of the names described in (a) of this subsection. The secretary of state shall authorize use of the name applied for if:

(i) The other corporation, company, holder, limited liability partnership, or limited partnership consents to the use in writing and files with the secretary of state documents necessary to change its name or the name reserved or registered to a name that is distinguishable upon the records of the secretary of state from the name of the applying corporation; or

(ii) The applicant delivers to the secretary of state a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in this state.

(c) A corporation may use the name, including the fictitious name, of another domestic or foreign corporation, limited liability company, limited partnership, or limited liability partnership, that is used in this state if the other entity is incorporated, organized, formed, or authorized to transact business in this state, and the proposed user corporation:

(i) Has merged with the other corporation, limited liability company, or limited partnership; or

(ii) Has been formed by reorganization of the other corporation.

(3) Shall be transliterated into letters of the English alphabet if it is not in English.

(4) The name of any corporation formed under this section shall not include nor end with "incorporated", "company", or "corporation" or any abbreviation thereof, but may use "club", "league", "association", "services", "committee", "fund", "society", "foundation", ".", a nonprofit mutual corporation", or any name of like import.

(5) A name shall not be considered distinguishable upon the records of the secretary of state by virtue of:

(a) A variation in any of the following designations for the same name: "Corporation," "incorporated," "company," "limited," "partnership," "limited partnership," "limited liability company," or "limited liability partnership," or the abbreviations "corp.," "inc.," "co.," "Ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or "L.L.C.";

(b) The addition or deletion of an article or conjunction such as "the" or "and" from the same name;

(c) Punctuation, capitalization, or special characters or symbols in the same name; or

(d) Use of abbreviation or the plural form of a word in the same name.

(6) This title does not control the use of assumed business names or "trade names."

The exclusive right to the use of a corporate name may be reserved by:

(1) Any person intending to organize a corporation under this title.

(2) Any domestic corporation intending to change its name.

(3) Any foreign corporation intending to make application for a certificate of authority to transact business in this state.

(4) Any foreign corporation authorized to transact business in this state and intending to change its name.

(5) Any person intending to organize a foreign corporation and intending to have such corporation make application for a certificate of authority to transact business in this state.

The reservation shall be made by filing with the secretary of state an application to reserve a specified corporate name, executed by or on behalf of the applicant. If the secretary of state finds that the name is available for corporate use, the secretary of state shall reserve the same for the exclusive use of the applicant for a period of one hundred and eighty days. Such reservation shall be limited to one filing.

The right to the exclusive use of a specified corporate name so reserved may be transferred to any other person or corporation by filing in the office of the secretary of state, a notice of such transfer, executed by the applicant for whom the name was reserved, and specifying the name and address of the transferee.

24.06.047

Registration of corporate name.

Any corporation, organized and existing under the laws of any state or territory of the United States may register its corporate name under this title, provided its corporate name is not the same as, or deceptively similar to, the name of any domestic corporation existing under the laws of this state, or the name of any foreign corporation authorized to transact business in this state, the name of any domestic limited liability company organized under the laws of this state, or the name of any foreign limited liability company authorized to transact business in this state, the name of any domestic or foreign limited partnership on file with the secretary, or any corporate name reserved or registered under this title.

Such registration shall be made by:

(1) Filing with the secretary of state: (a) An application for registration executed by the corporation by an officer thereof, setting forth the name of the corporation, the state or country under the laws of which it is incorporated, and the date of its incorporation, and (b) a certificate setting forth that such corporation is in good standing under the laws of the state or country wherein it is organized, executed by the secretary of state of such state or territory or by such other official as may have custody of the records pertaining to corporations, and

(2) Paying to the secretary of state the applicable annual registration fee.

The registration shall be effective until the close of the calendar year in which the application for registration is filed.

24.06.048

Renewal of registration of corporate name.

A corporation which has in effect a registration of its corporate name, may renew such registration from year to year by annually filing an application for renewal setting forth the facts required to be set forth in an original application for registration and a certificate of good standing as required for the original registration and by paying a fee of ten dollars. A renewal application may be filed between the first day of October and the thirty-first day of December in each year, and shall extend the registration for the following calendar year.

24.06.050

Registered office and registered agent.

Each domestic corporation and foreign corporation authorized to do business in this state shall have and continuously maintain in this state:

(1) A registered office which may be, but need not be, the same as its principal office. The registered office shall be at a specific geographic location in this state, and be identified by number, if any, and street, or building address or rural route, or, if a commonly known street or rural route address does not exist, by legal description. A registered office may not be identified by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in conjunction with the registered office address if the corporation also maintains on file the specific geographic address of the registered office where personal service of process may be made.

(2) A registered agent, which agent may be either an individual resident in this state whose business office is identical with such registered office, or a domestic corporation existing under any act of this state, or a governmental body or agency, or a foreign corporation authorized to transact business or conduct affairs in this state under any act of this state having an office identical with such registered office. The resident agent and registered office shall be designated by duly adopted resolution of the board of directors; and a statement of such designation, executed by an officer of the corporation, shall be filed with the secretary of state. A registered agent shall not be appointed without having given prior written consent to the appointment. The written consent shall be filed with the secretary of state in such form as the secretary may prescribe. The written consent shall be filed with or as a part of the document first appointing a registered agent. In the event any individual or corporation has been appointed agent without consent, that person or corporation may file a notarized statement attesting to that fact, and the name shall forthwith be removed from the records of the secretary of state.

No Washington corporation or foreign corporation authorized to transact business in this state may be permitted to maintain any action in any court in this state until the corporation complies with the requirements of this section.

24.06.055

Change of registered office or registered agent.

A corporation may change its registered office or change its registered agent, or both, upon filing in the office of the secretary of state a statement in the form prescribed by the secretary of state setting forth:

(1) The name of the corporation.

(2) If the address of its registered office is to be changed, the address to which the registered office is to be changed, including street and number.

(3) If the current registered agent is to be changed, the name of its successor registered agent.

(4) That the address of its registered office and the address of the office of its registered agent, as changed, will be identical.

Such statement shall be executed by the corporation by an officer of the corporation, and delivered to the secretary of state, together with a written consent of the registered office to his, her, or its appointment, if applicable. If the secretary of state finds that such statement conforms to the provisions of this chapter, the secretary of state shall file such statement, and upon such filing, the change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective.

Any registered agent of a corporation may resign as such agent upon filing a written notice thereof, executed in duplicate, with the secretary of state, who shall forthwith mail a copy thereof to the corporation in care of an officer, who is not the resigning registered agent, at the address of such officer as shown by the most recent annual report of the corporation. The appointment of such agent shall terminate upon the expiration of thirty days after receipt of such notice by the secretary of state.

24.06.060

Service of process on corporation.

The registered agent so appointed by a corporation shall be an agent of such corporation upon whom any process, notice or demand required or permitted by law to be served upon the corporation may be served.

Whenever a corporation shall fail to appoint or maintain a registered agent in this state, or whenever its registered agent cannot with reasonable diligence be found at the registered office, then the secretary of state shall be an agent of such corporation upon whom any such process, notice, or demand may be served. Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with the secretary of state, or with any duly authorized clerk of the corporation department of his or her office, duplicate copies of such process, notice or demand. In the event any such process, notice or demand is served on the secretary of state, the secretary of state shall immediately cause one of the copies thereof to be forwarded by certified mail, addressed to the corporation at its registered office. Any service so had on the secretary of state shall be returnable in not less than thirty days.

The secretary of state shall keep a record of all processes, notices and demands served upon the secretary of state under this section, and shall record therein the time of such service and his action with reference thereto.

Nothing herein contained shall limit or affect the right to serve any process, notice or demand required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.

24.06.170

Filing of articles of incorporation.

Duplicate originals of the articles of incorporation shall be delivered to the secretary of state. If the secretary of state finds that the articles of incorporation conform to law, he or she shall, when all fees have been paid as in this chapter prescribed:

(1) Endorse on each of such originals the word "filed" and the effective date of the filing thereof.

(2) File one of such originals in his or her office.

(3) Issue a certificate of incorporation to which he or she shall affix one of such originals.

The certificate of incorporation together with the original of the articles of incorporation affixed thereto by the secretary of state shall be returned to the incorporators or their representatives and shall be retained by the corporation.

24.06.190

Procedure to amend articles of incorporation.

Amendments to the articles of incorporation shall be made in the following manner:

A corporation's board of directors may amend the articles of incorporation to change the name of the corporation, without seeking member or shareholder approval. With respect to amendments other than to change the name of the corporation, the board of directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members and shareholders, which may be either an annual or a special meeting. Written or printed notice or, if specifically permitted by the articles of incorporation or bylaws of the corporation, notice by electronic transmission, setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member and shareholder entitled to vote at such meeting within the time and in the manner provided in this chapter for the giving of notice of meetings of members and shareholders. The proposed amendment shall be adopted upon receiving at least two-thirds of the votes which members or shareholders present in person or by mail or by electronic transmission at such meeting or represented by proxy are entitled to cast: PROVIDED, That when any class of shares or members is entitled to vote thereon by class, the proposed amendment must receive at least two-thirds of the votes of the members or shareholders of each class entitled to vote thereon as a class, who are present in person, by mail, by electronic transmission, or represented by proxy at such meeting.

Any number of amendments may be submitted and voted upon at any one meeting.

24.06.195

Articles of amendment.

The articles of amendment shall be executed in duplicate originals by the corporation by an officer of the corporation, and shall set forth:

(1) The name of the corporation.

(2) Any amendment so adopted.

(3) If an amendment was adopted by the board of directors without being submitted for member or shareholder action, a statement to that effect and that member or shareholder action was not required; or a statement setting forth the date of the meeting of members and shareholders at which the amendment was adopted, that a quorum was present at such meeting, and that such amendment received at least two-thirds of the votes which members or shareholders of the corporation, 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, or a statement that such amendment was adopted by a consent in writing signed by all members and shareholders entitled to vote with respect thereto.

24.06.200

Filing of articles of amendment -- Procedure.

Duplicate originals of the articles of amendment shall be delivered to the secretary of state. If the secretary of state finds that the articles of amendment conform to law, he or she shall, when all fees have been paid as prescribed in this chapter:

(1) Endorse on each of such originals the word "filed", and the effective date of the filing thereof.

(2) File one of such originals in his or her office.

(3) Issue a certificate of amendment to which he or she shall affix one of such originals.

The certificate of amendment, together with the other duplicate original of the articles of amendment affixed thereto by the secretary of state shall be returned to the corporation or its representative and shall be retained by the corporation.

24.06.205 When amendment becomes effective -- Existing actions and rights not affected.

Upon the filing of the articles of amendment by the secretary of state, the amendment shall become effective and the articles of incorporation shall be deemed to be amended accordingly.

No amendment shall affect any existing cause of action in favor of or against such corporation, nor any pending action to which such corporation shall be a party, nor the existing rights of persons other than members; and, in the event the corporate name shall be changed by amendment, no action brought by or against such corporation under its former name shall abate for that reason.

24.06.207 Restated articles of incorporation.

A domestic corporation may at any time restate its articles of incorporation as theretofore amended, by a resolution adopted by the board of directors.

Upon the adoption of the resolution, restated articles of incorporation shall be executed in duplicate by the corporation by one of its officers and shall set forth all of the operative provisions of the articles of incorporation as theretofore amended together with a statement that the restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as theretofore amended and that the restated articles of incorporation supersede the original articles of incorporation and all amendments thereto.

Duplicate originals of the restated articles of incorporation shall be delivered to the secretary of state. If the secretary of state finds that the restated articles of incorporation conform to law, the secretary of state shall, when all fees required by this title have been paid:

(1) Endorse on each duplicate original the word "Filed" and the effective date of the filing thereof;

(2) File one duplicate original; and

(3) Issue a restated certificate of incorporation, to which the other duplicate original shall be affixed.

The restated certificate of incorporation, together with the duplicate original of the restated articles of incorporation affixed thereto by the secretary of state, shall be returned to the corporation or its representative.

Upon the filing of the restated articles of incorporation by the secretary of state, the restated articles of incorporation shall become effective and shall supersede the original articles of incorporation and all amendments thereto.

24.06.225

Articles of merger or consolidation.

(1) Upon approval, articles of merger or articles of consolidation shall be executed in duplicate originals by each corporation, by an officer of each corporation, and shall set forth:

(a) The plan of merger or the plan of consolidation;

(b) A statement setting forth the date of the meeting of members or shareholders at which the plan was adopted, that a quorum was present at such meeting, and that such plan received at least two-thirds of the votes which members and shareholders of the corporation and of each class entitled to vote thereon as a class, present at such meeting in person or by mail or by electronic transmission or represented by proxy were entitled to cast, or a statement that such amendment was adopted by a consent in writing signed by all members;

(2) Duplicate originals of the articles of merger or articles of consolidation shall be delivered to the secretary of state. If the secretary of state finds that such articles conform to law, he or she shall, when all fees have been paid as prescribed in this chapter:

(a) Endorse on each of such originals the word "filed", and the effective date of the filing thereof;

(b) File one of such originals in his or her office;

(c) Issue a certificate of merger or a certificate of consolidation to which he or she shall affix one of such originals.

The certificate of merger or certificate of consolidation, together with the original of the articles of merger or articles of consolidation affixed thereto by the secretary of state shall be returned to the surviving or new corporation, as the case may be, or its representative, and shall be retained by the corporation.

24.06.230

Merger or consolidation -- When effected.

Upon the filing of articles of merger, or the articles of consolidation by the secretary of state, the merger or consolidation shall be effected.

24.06.233

Merger or consolidation of domestic and foreign corporation -- Participation in an exchange.

One or more foreign corporations and one or more domestic corporations may be merged or consolidated or participate in an exchange in the following manner, if such merger, consolidation, or exchange is permitted by the laws of the state under which each such foreign corporation is organized:

(1) Each domestic corporation shall comply with the provisions of this title with respect to the merger, consolidation, or exchange, as the case may be, of domestic corporations and each foreign corporation shall comply with the applicable provisions of the laws of the state under which it is organized.

(2) If the surviving or new corporation in a merger or consolidation is to be governed by the laws of any state other than this state, it shall comply with the provisions of this title with respect to foreign corporations if it is to transact business in this state, and in every case it shall file with the secretary of state of this state:

(a) An agreement that it may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to such merger or consolidation and in any proceeding for the enforcement of the rights, if any, of a dissenting shareholder of any such domestic corporation against the surviving or new corporation;

(b) An irrevocable appointment of the secretary of state of this state as its agent to accept service of process in any such proceeding; and

(c) An agreement that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of this title with respect to the rights of dissenting shareholders.

The effect of such merger or consolidation shall be the same as in the case of the merger or consolidation of domestic corporations, if the surviving or new corporation is to be governed by the laws of this state. If the surviving or new corporation is to be governed by the laws of any state other than this state, the effect of such merger or consolidation shall be the same as in the case of the merger or consolidation of domestic corporations except insofar as the laws of such other state provide otherwise.

(3) At any time prior to the effective date of the articles of merger, consolidation, or exchange, the merger, consolidation, or exchange, may be abandoned pursuant to provision therefor, if any, set forth in the plan of merger, consolidation or exchange. In the event the merger, consolidation, or exchange is abandoned, the parties thereto shall execute a notice of abandonment in triplicate signed by an officer for each corporation signing the notice. If the secretary of state finds the notice conforms to law, the secretary of state shall:

(a) Endorse on each of the originals the word "Filed" and the effective date of the filing thereof;

(b) File one of the triplicate originals in the secretary of state's office; and

(c) Issue the other triplicate originals to the respective parties or their representatives.

24.06.275

Articles of dissolution.

If voluntary dissolution proceedings have not been revoked, then after all debts, liabilities and obligations of the corporation shall have been paid and discharged, or adequate provision shall have been made therefor, and all of the remaining property and assets of the corporation shall have been transferred, conveyed or distributed in accordance with the provisions of this chapter, articles of dissolution shall be executed in duplicate by the corporation, by an officer of the corporation; and such statement shall set forth:

(1) The name of the corporation.

(2) The date of the meeting of members or shareholders at which the resolution to dissolve was adopted, certifying that:

(a) A quorum was present at such meeting;

(b) Such resolution received at least two-thirds of the votes which members and shareholders present in person or by mail or by electronic transmission at such meeting or represented by proxy were entitled to cast or was adopted by a consent in writing signed by all members and shareholders;

(c) All debts, obligations, and liabilities of the corporation have been paid and discharged or that adequate provision has been made therefor;

(d) All the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of this chapter;

(e) There are no suits pending against the corporation in any court or, if any suits are pending against it, that adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered; and

(f) A copy of a revenue clearance certificate issued pursuant to chapter 82.32 RCW.

24.06.280

Filing of articles of dissolution.

Duplicate originals of articles of dissolution shall be delivered to the secretary of state. If the secretary of state finds that such articles of dissolution conform to law, he or she shall, when all requirements have been met as prescribed in this chapter:

(1) Endorse on each of such originals the word "filed", and the effective date of the filing thereof.

(2) File one of the originals in his or her office.

(3) Issue a certificate of dissolution which he or she shall affix to one of such originals.

The certificate of dissolution, together with the original of the articles of dissolution affixed thereto by the secretary of state, shall be returned to the representative of the dissolved corporation and shall be retained with the corporation minutes.

Upon the filing of the articles of dissolution, the corporate existence shall cease, except for the purpose of determining such suits, other proceedings and appropriate corporate action by members, directors and officers as are authorized in this chapter.

24.06.290

Proceedings for involuntary dissolution -- Rights, duties, and remedies -- Penalties -- Fee set by rule.

Failure of the corporation to file its annual report within the time required shall not derogate from the rights of its creditors, or prevent the corporation from being sued and from defending lawsuits, nor shall it release the corporation from any of the duties or liabilities of a corporation under law.

A corporation shall be dissolved by the secretary of state upon the conditions prescribed in this section when the corporation:

(1) Has failed to file or complete its annual report within the time required by law;

(2) Has failed for thirty days to appoint or maintain a registered agent in this state; or

(3) Has failed for thirty days, after change of its registered agent or registered office, to file in the office of the secretary of state a statement of such change.

A corporation shall not be dissolved under this section unless the secretary of state has given the corporation not less than sixty days' notice of its delinquency or omission, by first-class mail, postage prepaid, addressed to the registered office, or, if there is no registered office, to the last known address of any officer or director as shown by the records of the secretary of state, and unless the corporation has failed to correct the omission or delinquency before expiration of the sixty-day period.

When a corporation has given cause for dissolution under this section, and has failed to correct the delinquency or omission as provided in this section, the secretary of state shall dissolve the corporation by issuing a certificate of involuntary dissolution containing a statement that the corporation has been dissolved and the date and reason for which it was dissolved. The original certificate of involuntary dissolution shall be filed in the records of the secretary of state, and a copy of the certificate shall forthwith be mailed to the corporation at its registered office or, if there is no registered office, to the last known address of the corporation or any officer, director, or incorporator of the corporation, as shown by the records of the secretary of state. Upon the filing of the certificate of involuntary dissolution, the existence of the corporation shall cease, except as otherwise provided in this chapter, and its name shall be available to and may be adopted by another corporation after the dissolution.

A corporation which has been dissolved by operation of this section may be reinstated within a period of three years following its dissolution if it completes and files a current annual report for the current reinstatement year or it appoints or maintains a registered agent, or files a required statement of change of registered agent or registered office and in addition pays the reinstatement fee as set by rule by the secretary of state, plus the full amount of all annual fees that would have been assessed for the years of administrative dissolution had the corporation been in active status, including the reinstatement year plus any penalties as established by rule by the secretary of state. If during the period of dissolution another person or corporation has reserved or adopted a corporate name which is identical or deceptively similar to the dissolved corporation's name, the dissolved corporation seeking reinstatement shall be required to adopt another name consistent with the requirements of this chapter and to amend its articles accordingly. When a corporation has been dissolved by operation of this section, remedies available to or against it shall survive in the manner provided by RCW 24.06.335 and thereafter the directors of the corporation shall hold title to the property of the corporation as trustees for the benefit of its creditors and shareholders.

- 24.06.293 Administrative dissolution or revocation of a certificate of authority --
Corporation name not distinguishable from name of governmental entity --
Application by governmental entity.
RCW 23B.14.203 applies to this chapter.
- 24.06.330 Filing of decree of dissolution.
In case the court shall enter a decree dissolving a corporation, it shall be the duty of the court clerk to cause a certified copy of the decree to be filed with the secretary of state. No fee shall be charged by the secretary of state for the filing thereof.
- 24.06.335 Survival of remedies after dissolution.

The dissolution of a corporation whether (1) by the filing and issuance of a certificate of dissolution, voluntary or involuntary, by the secretary of state, or (2) by a decree of court when the court has not liquidated the assets and affairs of the corporation as provided in this chapter, or (3) by expiration of its period of duration, shall not take away or impair any remedy available to or against such corporation, its directors, officers, members, or shareholders, for any right or claim existing, or any liability incurred, prior to such dissolution if action or other proceeding thereon is commenced within two years from the date of dissolution. Any such action or proceeding by or against the corporation may be prosecuted or defended by the corporation in its corporate name and capacity. The members, shareholders, directors, and officers shall have power to take such corporate or other action as shall be appropriate to protect any remedy, right, or claim. If the corporation was dissolved by the expiration of its period of duration, such corporation may amend its articles of incorporation at any time during the two years following dissolution, in order to extend its period of duration. If, during the period of dissolution, another person or corporation has reserved or adopted a corporate name which is identical to or deceptively similar to the dissolved corporation's name, the corporation extending its period of duration shall be required to adopt another name consistent with the requirements of this chapter and to amend its articles of incorporation accordingly. The corporation shall also pay to the state all fees and penalties which would otherwise have been due if the corporate charter had not expired, plus a reinstatement fee of twenty-five dollars.

24.06.340

Admission of foreign corporation.

(1) No foreign corporation shall have the right to conduct affairs in this state until it shall have procured a certificate of authority from the secretary of state to do so. No foreign corporation shall be entitled to procure a certificate of authority under this chapter to conduct in this state any affairs which a corporation organized under this chapter is not permitted to conduct: PROVIDED, That no foreign corporation shall be denied a certificate of authority by reason of the fact that the laws of the state or country under which such corporation is organized governing its organization and internal affairs differ from the laws of this state: PROVIDED FURTHER, That nothing in this chapter contained shall be construed to authorize this state to regulate the organization or the internal affairs of such corporation.

(2) Without excluding other activities not constituting the conduct of affairs in this state, a foreign corporation shall, for purposes of this chapter, not be considered to be conducting affairs in this state by reason of carrying on in this state any one or more of the following activities:

(a) Maintaining or defending any action or suit or any administrative or arbitration proceeding, or effecting the settlement thereof, or the settlement of claims or disputes.

(b) Holding meetings of its directors, members, or shareholders, or carrying on other activities concerning its internal affairs.

(c) Maintaining bank accounts.

(d) Creating evidences of debt, mortgages or liens on real or personal property.

(e) Securing or collecting debts due to it or enforcing any rights in property securing the same.

24.06.350

Corporate name of foreign corporation.

No certificate of authority shall be issued to a foreign corporation unless the corporate name of such corporation complies with the provisions of RCW 24.06.045. However, a foreign corporation applying for a certificate of authority may file with the secretary of state a resolution of its board of directors adopting a fictitious name for use in transacting business in this state, if the fictitious name complies with RCW 24.06.045.

24.06.360

Certificate of authority -- Application for, contents.

A foreign corporation, in order to procure a certificate of authority to conduct affairs in this state, shall make application therefor to the secretary of state, which application shall set forth:

(1) The name of the corporation and the state or country under the laws of which it is incorporated.

(2) The date of incorporation and the period of duration of the corporation.

(3) The address of the principal office of the corporation in the state or country under the laws of which it is incorporated.

(4) The address of the proposed registered office of the corporation in this state, and the name of its proposed registered agent in this state at such address.

(5) For the purpose or purposes of the corporation which it proposes to pursue in conducting its affairs in this state.

(6) The names and respective addresses of the directors and officers of the corporation.

(7) Such additional information as may be necessary or appropriate in order to enable the secretary of state to determine whether such corporation is entitled to a certificate of authority to conduct affairs in this state.

24.06.365

Filing of application for certificate of authority -- Issuance.

Duplicate originals of the application of the corporation for a certificate of authority shall be delivered to the secretary of state together with a certificate of good standing which has been issued within the previous sixty days and certified to by the proper officer of the state or county under the laws of which it is incorporated.

If the secretary of state finds that such application conforms to law, he or she shall, when all fees have been paid as prescribed in this chapter:

(1) Endorse on each of such documents the word "filed", and the effective date thereof.

(2) File in his or her office one of such duplicate originals of the application and the copy of the articles of incorporation and amendments thereto.

(3) Issue a certificate of authority to conduct affairs in this state to which the other duplicate original application shall be affixed.

The certificate of authority, together with the duplicate original of the application affixed thereto by the secretary of state, shall be returned to the corporation or its representative.

24.06.370

Effect of filing application for certificate of authority.

Upon the filing of the application for certificate of authority by the secretary of state, the corporation shall be authorized to conduct affairs in this state for those purposes set forth in its application: PROVIDED, That the state may suspend or revoke such authority as provided in this chapter for revocation and suspension of domestic corporation franchises.

24.06.375

Registered office and registered agent of foreign corporation.

Every foreign corporation authorized to conduct affairs in this state shall have and continuously maintain in this state:

(1) A registered office which may but need not be the same as its principal office.

(2) A registered agent, who may be:

(a) An individual resident of this state whose business office is identical with the registered office; or

(b) A domestic corporation organized under any law of this state; or

(c) A foreign corporation authorized under any law of this state to transact business or conduct affairs in this state, having an office identical with the registered office.

24.06.380

Change of registered office or registered agent of foreign corporation.

A foreign corporation authorized to conduct affairs in this state may change its registered office or change its registered agent, or both, upon filing in the office of the secretary of state in a form approved by the secretary of state a statement setting forth:

(1) The name of the corporation.

(2) If the address of the current registered office is to be changed, such new address.

(3) If the current registered agent is to be changed, the name of the new registered agent.

(4) That the address of its registered office and the address of the office of its registered agent, as changed, will be identical.

Such statement shall be executed by the corporation, by an officer of the corporation, and delivered to the secretary of state, together with a written consent of the registered agent to his or its appointment, if applicable. If the secretary of state finds that such statement conforms to the provisions of this chapter, he or she shall file such statement in his or her office, and upon such filing the change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective.

If a registered agent changes his or her business address to another place within the state, the registered agent may change such address and the address of the registered office of any corporation of which the registered agent is registered agent by filing a statement as required by this section, except that it need be signed only by the registered agent, it need not be responsive to subsection (3) of this section, and it shall recite that a copy of the statement has been mailed to the corporation.

24.06.385

Resignation of registered agent.

Any registered agent in this state appointed by a foreign corporation may resign as such agent upon filing a written notice thereof, executed in duplicate, with the secretary of state, who shall forthwith mail a copy thereof to the foreign corporation at its principal office in the state or country under the laws of which it is incorporated as shown by its most recent annual report. The appointment of such agent shall terminate upon the expiration of thirty days after receipt of such notice by the secretary of state.

24.06.390

Service of process upon registered agent.

The registered agent so appointed by a foreign corporation authorized to conduct affairs in this state shall be an agent of such corporation upon whom any process, notice or demand required or permitted by law to be served upon the corporation may be served.

24.06.395

Service of process upon secretary of state.

Whenever a foreign corporation authorized to conduct affairs in this state shall fail to appoint or maintain a registered agent in this state, or whenever any such registered agent cannot with reasonable diligence be found at the registered office, or whenever the certificate of authority of a foreign corporation shall be suspended or revoked, then the secretary of state shall be an agent of such corporation upon whom any such process, notice, or demand may be served. Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with the secretary of state, or with any duly authorized clerk of the corporation department of the secretary of state's office, duplicate copies of such process, notice or demand. In the event any such process, notice or demand is served on the secretary of state, the secretary of state shall immediately cause one of such copies thereof to be forwarded by certified mail, addressed to the corporation at its principal office in the state or country under the laws of which it is incorporated. Any service so had on the secretary of state shall be returnable in not less than thirty days.

The secretary of state shall keep a record of all processes, notices and demands served upon the secretary of state under this action, and shall record therein the time of such service and his or her action with reference thereto: PROVIDED, That nothing contained in this section shall limit or affect the right to serve any process, notice or demand, required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.

24.06.400

Amendment to articles of incorporation of foreign corporation.

Whenever the articles of incorporation of a foreign corporation authorized to conduct affairs in this state are amended, such foreign corporation shall, within thirty days after such amendment becomes effective, file in the office of the secretary of state a copy of such amendment duly authenticated by the proper officer designated under the laws of the state or country in which it is incorporated: PROVIDED, That the filing thereof shall not of itself enlarge or alter the purpose or purposes for which such corporation is authorized to pursue in conducting its affairs in this state, nor authorize such corporation to conduct affairs in this state under any other name than the name set forth in its certificate of authority.

24.06.405

Merger of foreign corporation authorized to conduct affairs in this state.

Whenever a foreign corporation authorized to conduct affairs in this state shall be a party to a statutory merger permitted by the laws of the state or country under which it is incorporated, and such corporation shall be the surviving corporation, it shall, within thirty days after such merger becomes effective, file with the secretary of state a copy of the articles of merger duly authenticated by the proper officer designated under the laws of the state or country in which such statutory merger was effected; and it shall not be necessary for such corporation to procure either a new or amended certificate of authority to conduct affairs in this state unless the name of such corporation be changed thereby or unless the corporation desires to pursue in this state other or additional purposes than those which it is then authorized to pursue in this state.

24.06.410

Amended certificate of authority.

A foreign corporation authorized to conduct affairs in this state shall apply for an amended certificate of authority in the event that it wishes to change its corporate name, or desires to pursue in this state purposes other or additional to those set forth in its initial application for a certificate of authority.

The requirements with respect to the form and content of such application, the manner of its execution, the filing, the issuance of an amended certificate of authority, and the effect thereof shall be the same as in the case of an original application for a certificate of authority.

24.06.415

Withdrawal of foreign corporation.

A foreign corporation authorized to conduct affairs in this state may withdraw from this state upon procuring from the secretary of state a certificate of withdrawal. In order to procure such certificate of withdrawal, the foreign corporation shall deliver to the secretary of state an application for withdrawal, which shall set forth:

(1) The name of the corporation and the state or country under whose laws it is incorporated.

(2) A declaration that the corporation is not conducting affairs in this state.

(3) A surrender of its authority to conduct affairs in this state.

(4) A notice that the corporation revokes the authority of its registered agent in this state to accept service of process and consents that service of process in any action, suit or proceeding, based upon any cause of action arising in this state during the time the corporation was authorized to conduct affairs in this state, may thereafter be made upon such corporation by service thereof on the secretary of state.

(5) A copy of the revenue clearance certificate issued pursuant to chapter 82.32 RCW.

(6) A post office address to which the secretary of state may mail a copy of any process that may be served on the secretary of state as agent for the corporation.

The application for withdrawal shall be made on forms prescribed and furnished by the secretary of state and shall be executed by the corporation, by one of the officers of the corporation, or, if the corporation is in the hands of a receiver or trustee, shall be executed on behalf of the corporation by such receiver or trustee.

24.06.420

Filing of application for withdrawal -- Issuance of certificate of withdrawal.

Duplicate originals of an application for withdrawal shall be delivered to the secretary of state. If the secretary of state finds that such application conforms to the provisions of this chapter, the secretary of state shall, when all requirements have been met as prescribed in this chapter:

(1) Endorse on each of such duplicate originals the word "filed", and the effective date of the filing thereof.

- (2) File one of such duplicate originals.
- (3) Issue a certificate of withdrawal to which the other duplicate original shall be fixed.

The certificate of withdrawal, together with the duplicate original of the application for withdrawal affixed thereto by the secretary of state, shall be returned to the corporation or its representative. Upon the filing of such application of withdrawal, the authority of the corporation to conduct affairs in this state shall cease.

24.06.425

Revocation of certificate of authority.

(1) The certificate of authority of a foreign corporation to conduct affairs in this state may be revoked by the secretary of state upon the conditions prescribed in this section when:

(a) The corporation has failed to file its annual report within the time required by this chapter or has failed to pay any fees or penalties prescribed by this chapter as they become due and payable; or

(b) The corporation has failed for thirty days to appoint and maintain a registered agent in this state as required by this chapter; or

(c) The corporation has failed, for thirty days after change of its registered agent or registered office, to file in the office of the secretary of state a statement of such change as required by this chapter; or

(d) The corporation has failed to file in the office of the secretary of state any amendment to its articles of incorporation or any articles of merger within the time prescribed by this chapter; or

(e) The certificate of authority of the corporation was procured through fraud practiced upon the state; or

(f) The corporation has continued to exceed or abuse the authority conferred upon it by this chapter; or

(g) A misrepresentation has been made as to any material matter in any application, report, affidavit, or other document, submitted by such corporation pursuant to this chapter.

(2) No certificate of authority of a foreign corporation shall be revoked by the secretary of state unless the secretary of state shall have given the corporation not less than sixty days' notice thereof by first-class mail addressed to its registered office in this state, or, if there is no registered office, to the last known address of any officer or director of the corporation as shown by the records of the secretary of state, and the corporation shall have failed prior to revocation to (a) file such annual report, (b) pay such fees or penalties, (c) file the required statement of change of registered agent or registered office, (d) file such articles of amendment or articles of merger, or (e) correct any delinquency, omission, or material misrepresentation in its application, report, affidavit, or other document.

24.06.430

Issuance and filing of certificate of revocation -- Effect.

Upon revoking any certificate of authority under RCW 24.06.425, the secretary of state shall:

(1) Issue a certificate of revocation in duplicate.

(2) File one of such certificates.

(3) Mail to such corporation at its registered office in this state a notice of such revocation accompanied by one of the two certificates of revocation.

Upon filing of the certificate of revocation, the corporate authority to conduct affairs in this state shall cease.

24.06.433

Foreign corporations--Application for reinstatement.

(1) A corporation revoked under RCW 24.06.425 may apply to the secretary of state for reinstatement within three years after the effective date of revocation. An application filed within such three-year period may be amended or supplemented and any such amendment or supplement shall be effective as of the date of original filing. The application filed under this section shall be filed under and by authority of an officer of the corporation.

(2) The application shall:

(a) State the name of the corporation and, if applicable, the name the corporation had elected to use in this state at the time of revocation, and the effective date of its revocation;

(b) Provide an explanation to show that the grounds for revocation either did not exist or have been eliminated;

(c) State the name of the corporation at the time of reinstatement and, if applicable, the name the corporation elects to use in this state at the time of reinstatement which may be reserved under RCW 24.06.046;

(d) Appoint a registered agent and state the registered office address under RCW 24.06.375; and

(e) Be accompanied by payment of applicable fees and penalties.

(3) If the secretary of state determines that the application conforms to law, and that all applicable fees have been paid, the secretary of state shall cancel the certificate of revocation, prepare and file a certificate of reinstatement, and mail a copy of the certificate of reinstatement to the corporation.

(4) Reinstatement under this section relates back to and takes effect as of the date of revocation. The corporate authority shall be deemed to have continued without interruption from that date.

(5) In the event the application for reinstatement states a corporate name that the secretary of state finds to be contrary to the requirements of RCW 24.06.046, the application, amended application, or supplemental application shall be amended to adopt another corporate name that is in compliance with RCW 24.06.046. In the event the reinstatement application so adopts a new corporate name for use in Washington, the application for authority shall be deemed to have been amended to change the corporation's name to the name so adopted for use in Washington, effective as of the effective date of the certificate of reinstatement.

24.06.440

Annual or biennial report of domestic and foreign corporations.

Each domestic corporation, and each foreign corporation authorized to conduct affairs in this state, shall file, within the time prescribed by this chapter, an annual or biennial report, established by the secretary of state by rule, in the form prescribed by the secretary of state setting forth:

(1) The name of the corporation and the state or country under whose laws it is incorporated.

(2) The address of the registered office of the corporation in this state, including street and number, the name of its registered agent in this state at such address, and, in the case of a foreign corporation, the address of its principal office in the state or country under whose laws it is incorporated.

(3) A brief statement of the character of the affairs in which the corporation is engaged, or, in the case of a foreign corporation, engaged in this state.

(4) The names and respective addresses of the directors and officers of the corporation.

(5) The corporation's unified business identifier number.

The information shall be given as of the date of the execution of the report. It shall be executed by the corporation by an officer of the corporation, or, if the corporation is in the hands of a receiver or trustee, it shall be executed on behalf of the corporation by such receiver or trustee.

The secretary of state may by rule adopted under chapter 34.05 RCW provide that correction or updating of information appearing on previous annual or biennial filings is sufficient to constitute the current filing.

24.06.445

Filing of annual or biennial report of domestic and foreign corporations.

An annual or biennial report of each domestic or foreign corporation shall be delivered to the secretary of state between the first day of January and the first day of March of each year or on such annual or biennial renewal date as the secretary of state may establish. The secretary of state may adopt rules to establish biennial reporting dates and to stagger reporting dates. Proof to the satisfaction of the secretary of state that the report was deposited in the United States mails, in a sealed envelope, properly addressed to the secretary of state, with postage prepaid thereon, prior to the corporation's annual or biennial renewal date, shall be deemed compliance with this requirement.

If the secretary of state finds that a report substantially conforms to the requirements of this chapter, the secretary of state shall file the same.

Failure of the secretary of state to send any such notice shall not relieve a corporation from its obligation to file the annual reports required by this chapter.

24.06.490

Appeal from secretary of state's actions.

(1) If the secretary of state shall fail to approve any articles of incorporation, amendment, merger, consolidation, or dissolution, or any other document required by this chapter to be approved by the secretary of state before the same shall be filed in his or her office, the secretary of state shall, within ten days after the delivery of such document to him or her, give written notice of disapproval to the person or corporation, domestic or foreign, delivering the same, specifying the reasons therefor. The person or corporation may apply to the superior court of the county in which the registered office of such corporation is situated, or is proposed, in the document, by filing a petition with the clerk of such court setting forth a copy of the articles or other document tendered to the secretary of state, together with a copy of the written disapproval thereof by the secretary of state; whereupon the matter shall be tried to the court on all questions of fact and law; and the court shall either sustain or overrule the action of the secretary of state.

(2) If the secretary of state shall revoke the certificate of authority to conduct affairs in this state of any foreign corporation, such foreign corporation may likewise apply to the superior court of the county where the registered office of such corporation in this state is situated, by filing with the clerk of such court a petition setting forth a copy of its certificate of authority to conduct affairs in this state and a copy of the notice of revocation given by the secretary of state; whereupon the matter shall be tried to the court on all questions of fact and law; and the court shall either sustain or overrule the action of the secretary of state.

(3) Appeals from all final orders and judgments entered by the superior court under this section, in the review of any ruling or decision of the secretary of state may be taken as in other civil actions.

24.06.495

Certificates and certified copies to be received in evidence.

All certificates issued by the secretary of state in accordance with the provisions of this chapter, and all copies of documents filed in the office of the secretary of state in accordance with the provisions of this chapter when certified by the secretary of state under the seal of the state, shall be taken and received in all courts, public offices, and official bodies as prima facie evidence of the facts therein stated. A certificate by the secretary of state under the seal of this state, as to the existence or nonexistence of the facts relating to corporations which would not appear from a certified copy of any of the foregoing documents or certificates, shall be taken and received in all courts, public offices, and official bodies as prima facie evidence of the existence or nonexistence of the facts therein stated.

24.06.520

Reinstatement and renewal of corporate existence -- Fee.

If the term of existence of a corporation which was organized under this chapter, or which has availed itself of the privileges thereby provided expires, such corporation shall have the right to renew within two years of the expiration of its term of existence. The corporation may renew the term of its existence for a definite period or perpetually and be reinstated under any name not then in use by or reserved for a domestic corporation organized under any act of this state or a foreign corporation authorized under any act of this state to transact business or conduct affairs in this state. To do so the directors, members and officers shall adopt amended articles of incorporation containing a certification that the purpose thereof is a reinstatement and renewal of the corporate existence. They shall proceed in accordance with the provisions of this chapter for the adoption and filing of amendments to articles of incorporation. Thereupon such corporation shall be reinstated and its corporate existence renewed as of the date on which its previous term of existence expired and all things done or omitted by it or by its officers, directors, agents and members before such reinstatement shall be as valid and have the same legal effect as if its previous term of existence had not expired.

A corporation reinstating under this section shall pay to the state all fees and penalties which would have been due if the corporate charter had not expired, plus a reinstatement fee established by the secretary of state by rule.

24.06.600

Locally regulated utilities -- Attachments to poles.

(1) As used in this section:

(a) "Attachment" means the affixation or installation of any wire, cable or other physical material capable of carrying electronic impulses or light waves for the carrying of intelligence for telecommunications or television, including, but not limited to cable, and any related device, apparatus, or auxiliary equipment upon any pole owned or controlled in whole or in part by one or more locally regulated utilities where the installation has been made with the necessary consent.

(b) "Locally regulated utility" means an [a] mutual corporation organized under this chapter for the purpose of providing utility service and not subject to rate or service regulation by the utilities and transportation commission.

(c) "Nondiscriminatory" means that pole owners may not arbitrarily differentiate among or between similar classes of persons approved for attachments.

(2) All rates, terms, and conditions made, demanded or received by a locally regulated utility for attachments to its poles must be just, reasonable, nondiscriminatory and sufficient. A locally regulated utility shall levy attachment space rental rates that are uniform for the same class of service within the locally regulated utility service area.

(3) Nothing in this section shall be construed or is intended to confer upon the utilities and transportation commission any authority to exercise jurisdiction over locally regulated utilities.

24.12.030

Filing articles -- Property held in trust.

Articles of incorporation shall be filed in like manner as provided by law for corporations aggregate, and therein shall be set forth the facts authorizing such incorporation, and declare the manner in which any vacancy occurring in the incumbency of such bishop, overseer, or presiding elder, as the case may be, is required by the constitution, canons, rules, regulations, or discipline of such church or denomination to be filled, which statement shall be verified by affidavit, and for proof of the appointment or election of such bishop, overseer, or presiding elder, as the case may be, or any succeeding incumbent of such corporation, it shall be sufficient to file with the secretary of state the original or a copy of his or her commission, or certificate, or letters of election or appointment, duly attested: PROVIDED, All property held in such official capacity by such bishop, overseer, or presiding elder, as the case may be, shall be in trust for the use, purpose, benefit, and behoof of his or her religious denomination, society, or church.

24.12.040

Existing corporations sole.

Any corporation sole heretofore organized and existing under the laws of this state may elect to continue its existence under *this title [chapter] by filing a certificate to that effect, under its corporate seal and the hand of its incumbent, or by filing amended articles of incorporation, in the form, as near as may be, as provided for corporations aggregate, and from and after the filing of such certificate of amended articles, such corporation shall be entitled to the privileges and subject to the duties, liabilities and provisions in *this title [chapter] expressed.

24.12.055

Failure to file annual report -- Reinstatement after administrative dissolution.

(1) The secretary of state shall, when exigent or mitigating circumstances are presented, reinstate to full active status any corporation sole previously in good standing that would otherwise be penalized or lose its active status. Any corporation sole desiring to seek relief under this section shall, within five years of the missed filing or lapse, notify the secretary of state in writing. The notification must include the name and mailing address of the corporation sole, the corporate sole officer to whom correspondence should be sent, and a statement under oath by a responsible corporate sole officer, setting forth the nature of the missed filing or lapse, the circumstances of the missed filing or lapse, that disproportionate harm would occur to the corporation sole if relief were not granted, and the relief sought.

(2) Upon receipt of the notice under subsection (1) of this section, the secretary of state shall investigate the circumstances of the missed filing or lapse.

(a) If the secretary of state is satisfied that sufficient exigent or mitigating circumstances exist; that the corporation sole has demonstrated good faith and a reasonable attempt to comply with the applicable corporate sole license statutes of this state; that disproportionate harm would occur to the corporation sole if relief were not granted; and that relief would not be contrary to the public interest expressed in this title, the secretary may issue an order reinstating the corporation sole and specifying any terms and conditions of the relief. Reinstatement may relate back to the date of lapse or dissolution.

(b) If the secretary of state determines the request does not comply with the requirements for relief, the secretary shall issue an order denying the requested relief and stating the reasons for the denial. Any denial of relief by the secretary of state is final and is not appealable.

(c) The secretary of state shall keep records of all requests for relief and the disposition of the requests. The secretary of state shall annually report to the legislature the number of relief requests received in the preceding year and a summary of the secretary's disposition of the requests.

24.20.010

Incorporation -- Articles.

Any grand lodge, encampment, chapter or any subordinate lodge or body of Free and Accepted Masons, Independent Order of Odd Fellows, Knights of Pythias, or other fraternal society, desiring to incorporate, shall make articles of incorporation in duplicate, and file one of such articles in the office of the secretary of state; such articles shall be signed by the presiding officer and the secretary of such lodge, chapter or encampment, and attested by the seal thereof, and shall specify:

(1) The name of such lodge or other society, and the place of holding its meetings;

(2) the name of the grand body from which it derives its rights and powers as such lodge or society; or if it be a grand lodge, the manner in which its powers as such grand lodge are derived;

(3) the names of the presiding officer and the secretary having the custody of the seal of such lodge or society;

(4) what officers shall join in the execution of any contract by such lodge or society to give it force and effect in accordance with the usages of such lodges or society.

24.20.040

Reincorporation.

Any lodge or society, or the members thereof, having heretofore attempted to incorporate as a body under the provisions of an act entitled "An act to provide for the incorporation of associations for social, charitable and educational purposes," approved March 21st, 1895 [*chapter 24.16RCW], such lodge or society may incorporate under its original corporate name by complying with the provisions of RCW 24.20.010 and 24.20.020: PROVIDED, That such lodge or society shall attach to and file with the articles of incorporation provided for in this chapter a certificate duly signed, executed and attested by the officers of the said corporation consenting to such reincorporation and waiving all rights of the original corporation to such corporate name.

24.24.020

Articles -- Contents.

The articles of incorporation shall set forth;

(1) The names of the persons so associating themselves together, their places of residence and the name and location of the lodge, chapter, or society to which they severally belong;

(2) The corporate name assumed by the corporation and the duration of the same if limited;

(3) The purpose of the association, which shall be to provide, maintain and operate a building or buildings to be used for fraternal and social purposes, and for the benefit of the several bodies represented in such association;

(4) The place where the corporation proposes to have its principal place of business;

(5) The amount of capital stock and the par value thereof per share, if it shall be organized as a joint stock company.

24.28.010

Manner of incorporating a grange.

Any grange of the patrons of husbandry, desiring hereafter to incorporate, may incorporate and become bodies politic in this state, by filing in the office of the secretary of state of Washington, a certificate or article subscribed and acknowledged by not less than five members of such grange and by the master of the Washington state grange embodying:

(1) The name of such grange and the place of holding its meetings.

(2) What elective officers the said grange will have, when such officers shall be elected; how, and by whom, the business of the grange shall be conducted or managed, and what officers shall join in the execution of any contract by such grange to give force and effect in accordance with the usages of the order of the patrons of husbandry; such articles shall be subscribed by the master of such grange attested by the secretary, with the seal of the grange.

(3) A copy of the bylaws of such grange shall also be filed in the said office of the secretary of state.

(4) The names of all such officers at the time of filing the application, and the time for which they may be respectively elected. When such articles shall be filed, such grange shall be a body politic and corporate, with all the incidents of a corporation, subject nevertheless to the laws and parts of laws now in force or hereafter to be passed regulating corporations.

24.28.040

Use of term "grange" -- "Person" defined.

No person, doing business in this state shall be entitled to use or to register the term "grange" as part or all of his or her business name or other name or in connection with his or her products or services, or otherwise, unless either (1) he or she has complied with the provisions of this chapter or (2) he or she has obtained written consent of the Washington state grange certified thereto by its master. Any person violating the provisions of this section may be enjoined from using or displaying such name and doing business under such name at the instance of the Washington state grange or any grange organized under this chapter, or any member thereof: PROVIDED, That nothing herein shall prevent the continued use of the term "grange" by any person using said name prior to the adoption of *this act.

For the purposes of this section "person" shall include any person, partnership, corporation, or association of individuals.

24.28.045

Administrative dissolution or revocation of a certificate of authority --

Corporation name not distinguishable from name of governmental entity --

Application by governmental entity.

RCW 23B.14.203 applies to this chapter.

24.34.010

Who may organize -- Purposes -- Limitations.

Persons engaged in the production of agricultural products as farmers, planters, ranchmen, dairymen, nut growers, or fruit growers may act together in associations, corporate or otherwise, with or without capital stock, in collectively processing, preparing for market, handling, and marketing in intrastate commerce, such products of persons so engaged. Such associations may have marketing agencies in common; and such associations and their members may make the necessary contracts and agreements to effect such purposes: PROVIDED, That such associations are operated for the mutual benefit of the members thereof, as such producers, and conform to one or both of the following requirements:

First. That no member of the association is allowed more than one vote because of the amount of stock or membership capital he or she may own therein, or,

Second. That the association does not pay dividends on stock or membership capital in excess of eight percent per annum.

And in any case to the following:

Third. That the association shall not deal in the products of nonmembers to an amount greater in value than such as are handled by it for members.

24.34.020

Monopoly or restraint of trade -- Complaint -- Procedure.

If the attorney general has reason to believe that any such association as provided for in RCW 24.34.010 monopolizes or restrains trade to such an extent that the price of any agricultural product is unduly enhanced by reason thereof, he or she shall serve upon such association a complaint stating his or her charge in that respect, to which complaint shall be attached, or contained therein, a notice of hearing, specifying a day and place not less than thirty days after the service thereof, requiring the association to show cause why an order should not be made directing it to cease and desist from monopolization or restraint of trade.

Such hearing, and any appeal which may be made from such hearing, shall be conducted and held subject to and in conformance with the provisions for adjudicative proceedings and judicial review in chapter 34.05 RCW, the administrative procedure act.

24.36.120

Nonstock associations -- Statement in articles.

If the association is organized without shares of stock, the articles shall state whether the voting power and the property rights and interest of each member are equal or unequal; and if unequal the general rule or rules applicable to all members by which the voting power and the property rights and interests, respectively, of each member may be and are determined and fixed; and shall also provide for the admission of new members who shall be entitled to vote and to share in the property of the association with the old members, in accordance with such general rule or rules.

24.36.020

Application for permission to establish, operate and maintain foreign trade zones authorized.

The purpose of this chapter is to promote, foster, and encourage the intelligent and orderly marketing of fish and fishery products through cooperation; to eliminate speculation and waste; to make the distribution of fish and fishery products between producer and consumer as direct as can be efficiently done; and to stabilize the marketing of fish and fishery products.

25.04.716

Name -- Reservation of exclusive right -- Filing.

(1) The exclusive right to the use of a name may be reserved by:

(a) A person intending to organize a limited liability partnership under this chapter and to adopt that name;

(b) A domestic or foreign limited liability partnership registered in this state which intends to adopt that name;

(c) A foreign limited liability partnership intending to register in this state and to adopt that name; and

(d) A person intending to organize a foreign limited liability partnership and intending to have it registered in this state and adopt that name.

(2) The reservation shall be made by filing with the secretary of state an application, executed by the applicant, to reserve a specified name, accompanied by a fee established by the secretary of state by rule. If the secretary of state finds that the name is available for use by a domestic or foreign limited liability partnership, the secretary of state shall reserve the name for the exclusive use of the applicant for a period of one hundred eighty days. The reservation is limited to one filing and is nonrenewable.

A person or partnership may transfer the right to the exclusive use of a reserved name to any other person by filing in the office of the secretary of state a notice of the transfer, executed by the applicant for whom the name was reserved and specifying the name and address of the transferee.

25.05.025

Execution and filing of statements.

(1) A statement may be filed in the office of the secretary of state. A certified copy of a statement that is filed in an office in another state may be filed in the office of the secretary of state. Either filing has the effect provided in this chapter with respect to partnership property located in or transactions that occur in this state.

(2) A statement filed by a partnership must be executed by at least two partners. **Other statements** must be executed by a partner or other person authorized by this chapter. An individual who executes a statement as, or on behalf of, a partner or other person shall personally declare under penalty of perjury that the contents of the statement are accurate.

(3) A person authorized by this chapter to file a statement may amend or cancel the statement by filing an amendment or cancellation that names the partnership, identifies the statement, and states the substance of the amendment or cancellation.

(4) A person who files a statement pursuant to this section shall promptly send a copy of the statement to every nonfiling partner and to any other person named as a partner in the statement. Failure to send a copy of a statement to a partner or other person does not limit the effectiveness of the statement as to a person not a partner.

(1) A partnership may file a statement of partnership authority, which:

(a) Must include:

- (i) The name of the partnership; and
- (ii) The street address of its chief executive office and of one office in this state, if there is one; and

(b) May state the names of all of the partners, the names of the partners authorized to execute an instrument transferring real property held in the name of the partnership, the authority, or limitations on the authority, of some or all of the partners to enter into other transactions on behalf of the partnership and any other matter.

(2) A grant of authority contained in a filed statement of partnership authority is conclusive in favor of a person not a partner who gives value without knowledge to the contrary, so long as and to the extent that a limitation on that authority is not then contained in a subsequently filed statement. A filed cancellation of a limitation on authority revives the previous grant of authority.

(3) A person not a partner is deemed to know of a limitation on the authority of a partner to transfer real property held in the name of the partnership if the limitation is contained in a filed statement of partnership authority.

(4) Except as otherwise provided in subsection (3) of this section and RCW 25.05.265 and 25.05.320, a person not a partner is not deemed to know of a limitation on the authority of a partner merely because the limitation is contained in a filed statement.

(5) Unless earlier canceled, a filed statement of partnership authority is canceled by operation of law five years after the date on which the statement, or the most recent amendment, was filed with the secretary of state.

25.05.115

Statement of denial.

A partner, or other person named as a partner in a filed statement of partnership authority, may file a statement of denial stating the name of the partnership and the fact that is being denied, which may include denial of a person's authority or status as a partner. A statement of denial is a limitation on authority as provided in RCW 25.05.110 (2) and (3).

25.05.265

Statement of dissociation.

(1) A dissociated partner or the partnership may file a statement of dissociation stating the name of the partnership and that the partner is dissociated from the partnership.

(2) A statement of dissociation is a limitation on the authority of a dissociated partner for the purposes of RCW 25.05.110 (2) and (3).

(3) For the purposes of RCW 25.05.255(1)(c) and 25.05.260(2)(c), a person not a partner is deemed to have notice of the dissociation ninety days after the statement of dissociation is filed.

25.05.320

Statement of dissolution.

(1) After dissolution, a partner who has not wrongfully dissociated may file a statement of dissolution stating the name of the partnership and that the partnership has dissolved and is winding up its business.

(2) A statement of dissolution cancels all previously filed statements of partnership authority.

(3) For the purposes of RCW 25.05.100 and 25.05.315, a person not a partner is deemed to have notice of the dissolution and the limitation on the partners' authority as a result of the statement of dissolution ninety days after it is filed.

(4) After filing a statement of dissolution, a dissolved partnership may file a statement of partnership authority which will operate with respect to a person not a partner as provided in RCW 25.05.110 (2) and (3) in any transaction, whether or not the transaction is appropriate for winding up the partnership business.

25.05.500

Formation -- Registration -- Application -- Registered agent -- Fee -- Rules -- Forms.

(1) A partnership which is not a limited liability partnership on June 11, 1998, may become a limited liability partnership upon the approval of the terms and conditions upon which it becomes a limited liability partnership by the vote necessary to amend the partnership agreement except, in the case of a partnership agreement that expressly considers obligations to contribute to the partnership, the vote necessary to amend those provisions, and by filing the applications required by subsection (2) of this section. A partnership which is a limited liability partnership on June 11, 1998, continues as a limited liability partnership under this chapter.

(2)(a) To become and to continue as a limited liability partnership, a partnership must file with the secretary of state an application stating the name of the partnership; the **location of a registered office**, which need not be a place of its activity in this state; the address of its principal office; if the partnership's principal office is not located in this state, the **address of a registered office** and the name and address of a registered agent for service of process in this state which the partnership will be required to continuously maintain; the number of partners; a brief statement of the business in which the partnership engages; any other matters that the partnership determines to include; and that the partnership thereby applies for status as a limited liability partnership.

(b) A registered agent for service of process under (a) of this subsection must be an individual who is a resident of this state or other person authorized to do business in this state.

(3) The application must be accompanied by a fee for each partnership as established by the secretary of state in rule.

(4) The secretary of state must register as a limited liability partnership any partnership that submits a completed application with the required fee.

(5) A partnership registered under this section must pay an annual fee, in each year following the year in which its application is filed, on a date and in an amount specified by the secretary of state. The fee must be accompanied by a notice, on a form provided by the secretary of state, of the number of partners currently in the partnership and of any material changes in the information contained in the partnership's application for registration.

(6) Registration is effective immediately after the date an application is filed, and remains effective until:

(a) It is voluntarily withdrawn by filing with the secretary of state a written withdrawal notice executed by a majority of the partners or by one or more partners or other persons authorized to execute a withdrawal notice; or

(b) Thirty days after receipt by the partnership of a notice from the secretary of state, which notice must be sent by first-class mail, postage prepaid, that the partnership has failed to make timely payment of the annual fee specified in subsection (5) of this section, unless the fee is paid within such a thirty-day period.

(7) The status of a partnership as a limited liability partnership, and the liability of the partners thereof, is not affected by: (a) Errors in the information stated in an application under subsection (2) of this section or a notice under subsection (6) of this section; or (b) changes after the filing of such an application or notice in the information stated in the application or notice.

(8) The secretary of state may provide forms for the application under subsection (2) of this section or a notice under subsection (6) of this section.

25.05.505

Name.

The name of a limited liability partnership shall contain the words "limited liability partnership" or the abbreviation "L.L.P." or "LLP" as the last words or letters of its name.

25.05.530

Change of registered office or agent for service of process.

(1) In order to change its registered office, registered agent for service of process, or the address of its registered agent for service of process, a limited liability partnership must deliver to the secretary of state for filing a statement of change containing:

(a) The name of the limited liability partnership;

(b) The street and mailing address of its current registered office;

(c) If the current registered office is to be changed, the street and mailing address of the new registered office;

(d) The name and street and mailing address of its current registered agent for service of process; and

(e) If the current registered agent for service of process or an address of the registered agent is to be changed, the new information.

(2) A statement of change is effective when filed by the secretary of state.

25.05.533

Resignation of registered agent for service of process.

(1) In order to resign as a registered agent for service of process of a limited liability partnership, the registered agent must deliver to the secretary of state for filing a statement of resignation containing the name of the limited liability partnership.

(2) After receiving a statement of resignation, the secretary of state shall file it and mail a copy to the registered office of the limited liability partnership and another copy to the principal office if the address of the office appears in the records of the secretary of state and is different from the address of the registered office.

(3) A registered agent for service of process is terminated on the thirty-first day after the secretary of state files the statement of resignation.

25.05.536

Service of process.

(1) A registered agent for service of process appointed by a limited liability partnership is a registered agent of the limited liability partnership for service of any process, notice, or demand required or permitted by law to be served upon the limited liability partnership.

(2) If a limited liability partnership does not appoint or maintain a registered agent for service of process in this state or the registered agent for service of process cannot with reasonable diligence be found at the registered agent's address, the secretary of state is an agent of the limited liability partnership upon whom process, notice, or demand may be served.

(3) Service of any process, notice, or demand on the secretary of state may be made by delivering to and leaving with the secretary of state duplicate copies of the process, notice, or demand. If a process, notice, or demand is served on the secretary of state, the secretary of state shall forward one of the copies by registered or certified mail, return receipt requested, to the limited liability partnership at its registered office.

(4) Service is effected under subsection (3) of this section at the earliest of:

(a) The date the limited liability partnership receives the process, notice, or demand;

(b) The date shown on the return receipt, if signed on behalf of the limited liability partnership; or

(c) Five days after the process, notice, or demand is deposited in the mail, if mailed postpaid and correctly addressed.

(5) The secretary of state shall keep a record of each process, notice, and demand served pursuant to this section and record the time of, and the action taken regarding, the service.

(6) This section does not affect the right to serve process, notice, or demand in any other manner provided by law.

25.05.555

Statement of foreign qualification.

Before transacting business in this state, a foreign limited liability partnership must register with the secretary of state under this chapter in the same manner as a limited liability partnership, except that if the foreign limited liability partnership's name contains the words "registered limited liability partnership" or the abbreviation "R.L.L.P." or "RLLP," it may include those words or abbreviations in its application with the secretary of state.

25.05.560

Effect of failure to qualify.

(1) A foreign limited liability partnership transacting business in this state may not maintain an action or proceeding in this state unless it has in effect a registration as a foreign limited liability partnership.

(2) The failure of a foreign limited liability partnership to have in effect a registration as a foreign limited liability partnership does not impair the validity of a contract or act of the foreign limited liability partnership or preclude it from defending an action or proceeding in this state.

(3) A limitation on personal liability of a partner is not waived solely by transacting business in this state without registration as a foreign limited liability partnership.

(4) If a foreign limited liability partnership transacts business in this state without a registration as a foreign limited liability partnership, the secretary of state is its agent, as set forth under RCW 25.05.589, for service of process with respect to a right of action arising out of the transaction of business in this state.

25.05.583

Change of registered office or agent for service of process.

(1) In order to change its registered office, registered agent for service of process, or the address of its registered agent for service of process, a foreign limited liability partnership must deliver to the secretary of state for filing a statement of change containing:

(a) The name of the foreign limited liability partnership;

(b) The street and mailing address of its current registered office;

(c) If the current registered office is to be changed, the street and mailing address of the new registered office;

(d) The name and street and mailing address of its current registered agent for service of process; and

(e) If the current registered agent for service of process or an address of the registered agent is to be changed, the new information.

(2) A statement of change is effective when filed by the secretary of state.

25.05.586

Resignation of registered agent for service of process.

(1) In order to resign as a registered agent for service of process of a foreign limited liability partnership, the registered agent must deliver to the secretary of state for filing a statement of resignation containing the name of the foreign limited liability partnership.

(2) After receiving a statement of resignation, the secretary of state shall file it and mail a copy to the registered office of the foreign limited liability partnership and another copy to the principal office if the address of the office appears in the records of the secretary of state and is different from the address of the registered office.

(3) A registered agent for service of process is terminated on the thirty-first day after the secretary of state files the statement of resignation.

25.05.589

Service of process.

(1) A registered agent for service of process appointed by a foreign limited liability partnership is a registered agent of the foreign limited liability partnership for service of any process, notice, or demand required or permitted by law to be served upon the foreign limited liability partnership.

(2) If a foreign limited liability partnership does not appoint or maintain a registered agent for service of process in this state or the registered agent for service of process cannot with reasonable diligence be found at the registered agent's address, the secretary of state is an agent of the foreign limited liability partnership upon whom process, notice, or demand may be served.

(3) Service of any process, notice, or demand on the secretary of state may be made by delivering to and leaving with the secretary of state duplicate copies of the process, notice, or demand. If a process, notice, or demand is served on the secretary of state, the secretary of state shall forward one of the copies by registered or certified mail, return receipt requested, to the foreign limited liability partnership at its registered office.

(4) Service is effected under subsection (3) of this section at the earliest of:

(a) The date the foreign limited liability partnership receives the process, notice, or demand;

(b) The date shown on the return receipt, if signed on behalf of the foreign limited liability partnership; or

(c) Five days after the process, notice, or demand is deposited in the mail, if mailed postpaid and correctly addressed.

(5) The secretary of state shall keep a record of each process, notice, and demand served pursuant to this section and record the time of, and the action taken regarding, the service.

(6) This section does not affect the right to serve process, notice, or demand in any other manner provided by law.

25.05.902

Establishment of filing fees and miscellaneous charges -- Secretary of state.

(1) The secretary of state shall adopt rules establishing fees which shall be charged and collected for:

(a) Filing of a statement;

(b) Filing of a certified copy of a statement that is filed in an office in another state;

(c) Filing amendments to any of the foregoing or any other certificate, statement, or report authorized or permitted to be filed; and

(d) Copies, certified copies, certificates, and expedited filings or other special services.

(2) In the establishment of a fee schedule, the secretary of state shall, insofar as is possible and reasonable, be guided by the fee schedule provided for corporations covered by Title 23B RCW. Fees for copies, certified copies, and certificates of record shall be as provided for in RCW23B.01.220.

(3) All fees collected by the secretary of state shall be deposited with the state treasurer pursuant to law.

25.10.040

Registered office and agent (as amended by 2009 c 202).

(1) Each limited partnership shall continuously maintain in this state an office which may but need not be a place of its business in this state, at which shall be kept the records required by *RCW 25.10.050 to be maintained. The office shall be at a specific geographical location in this state and be identified by number, if any, and street or building address or rural route or other geographical address. The office shall not be identified only by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in conjunction with the office address.

(2) Each limited partnership shall continuously maintain in this state an agent for service of process on the limited partnership, which agent must be an individual resident of this state, a domestic corporation, a government, governmental subdivision, agency, or instrumentality, or a foreign corporation authorized to do business in this state. The agent may, but need not, be located at the office identified in *RCW 25.10.040(1) [subsection (1) of this section]. The agent's address shall be at a specific geographical location in this state and be identified by number, if any, and street or building address or rural route or other geographical address. The agent's address shall not be identified only by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in conjunction with the agent's geographic address.

(3) A registered agent shall not be appointed without having given prior written consent to the appointment. The written consent shall be filed with the secretary of state in such form as the secretary may prescribe. The written consent shall be filed with or as a part of the document first appointing a registered agent. In the event any individual or corporation has been appointed agent without consent, that person or corporation may file a notarized statement attesting to that fact, and the name shall forthwith be removed from the records of the secretary of state. The registered agent so appointed by a limited partnership shall be an agent of such limited partnership upon whom any process, notice, or demand required or permitted by law to be served upon the limited partnership may be served. If a limited partnership fails to appoint or maintain a registered agent in this state, or if its registered agent cannot with reasonable diligence be found, then the secretary of state shall be an agent of such limited partnership upon whom any such process, notice, or demand may be served. Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with the secretary of state, or with any authorized clerk of the corporation department of the secretary of state's office, duplicate copies of such process, notice, or demand. In the event any such process, notice, or demand is served on the secretary of state, the secretary of state shall immediately cause one of the copies thereof to be forwarded by certified mail, addressed to the limited partnership at the office referred to in *RCW 25.10.040(1) [subsection (1) of this section]. Any service so had on the secretary of state shall be returnable in no fewer than thirty days.

The secretary of state shall keep a record of all processes, notices, and demands served upon the secretary of state under this section, and shall record therein the time of such service and the secretary of state's action with reference thereto.

Nothing in this section limits or affects the right to serve any process, notice, or demand required or permitted by law to be served upon a limited partnership in any other manner now or hereafter permitted by law.

Any registered agent may resign as such agent upon filing a written notice thereof, executed in duplicate, with the secretary of state, who shall forthwith mail one copy thereof to the limited partnership. The appointment of such agent shall terminate upon the expiration of thirty days after receipt of such notice by the secretary of state.

25.10.061

Name.

(1) The name of a limited partnership may contain the name of any partner.

(2) The name of a limited partnership that is not a limited liability limited partnership must contain the term "limited partnership" or the abbreviation "LP" or "L.P." and may not contain the term "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P."

(3) The name of a limited liability limited partnership must contain the term "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P." and must not contain the abbreviation "LP" or "L.P."

(4) Unless authorized by subsection (5) of this section, the name of a limited partnership must be distinguishable in the records of the secretary of state from:

(a) The name of each person other than an individual incorporated, organized, or authorized to transact business in this state through a filing or registration with the secretary of state; and

(b) Each name reserved under RCW 25.10.071.

(5) A limited partnership may apply to the secretary of state for authorization to use a name that does not comply with subsection (4) of this section. The secretary of state shall authorize use of the name applied for if, as to each conflicting name:

(a) The present user, registrant, or owner of the conflicting name consents in a signed record to the use and submits an undertaking in a form satisfactory to the secretary of state to change the conflicting name to a name that complies with subsection (4) of this section and is distinguishable in the records of the secretary of state from the name applied for;

(b) The applicant delivers to the secretary of state a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use in this state the name applied for; or

(c) The applicant delivers to the secretary of state proof satisfactory to the secretary of state that the present user, registrant, or owner of the conflicting name:

(i) Has merged into the applicant;

(ii) Has been converted into the applicant; or

(iii) Has transferred substantially all of its assets, including the conflicting name, to the applicant.

(6) Subject to RCW 25.10.661, this section applies to any foreign limited partnership transacting business in this state, having a certificate of authority to transact business in this state, or applying for a certificate of authority.

(7) A name shall not be considered distinguishable upon the records of the secretary of state by virtue of:

(a) A variation in any of the following designations for the same name: "Corporation," "incorporated," "company," "limited," "partnership," "limited partnership," "limited liability limited partnership," "limited liability company," or "limited liability partnership," or the abbreviations "corp.," "inc.," "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLLP," "L.L.L.P.," "LLC," or "L.L.C.";

(b) The addition or deletion of an article or conjunction such as "the" or "and" from the same name;

(c) Punctuation, capitalization, or special characters or symbols in the same name; or

(d) Use of abbreviation or the plural form of a word in the same name.

(8) This chapter does not control the use of assumed business names or trade names.

25.10.071

Reservation of name.

(1) The exclusive right to the use of a name that complies with RCW 25.10.061 may be reserved by:

(a) A person intending to organize a limited partnership under this chapter and to adopt the name;

(b) A limited partnership or a foreign limited partnership authorized to transact business in this state intending to adopt the name;

(c) A foreign limited partnership intending to obtain a certificate of authority to transact business in this state and adopt the name;

(d) A person intending to organize a foreign limited partnership and intending to have it obtain a certificate of authority to transact business in this state and adopt the name;

(e) A foreign limited partnership formed under the name; or

(f) A foreign limited partnership formed under a name that does not comply with RCW 25.10.061 (2) or (3), but the name reserved under this subsection (1)(f) may differ from the foreign limited partnership's name only to the extent necessary to comply with RCW 25.10.061 (2) and (3).

(2) A person may apply to reserve a name under subsection (1) of this section by delivering to the secretary of state for filing an application that states the name to be reserved and the subsection of subsection (1) of this section that applies. If the secretary of state finds that the name is available for use by the applicant, the secretary of state shall file a statement of name reservation and thereby reserve the name for the exclusive use of the applicant for one hundred eighty days.

(3) An applicant that has reserved a name pursuant to subsection (2) of this section may reserve the same name for additional one hundred eighty-day periods. A person having a current reservation for a name may not apply for another one hundred eighty-day period for the same name until ninety days have elapsed in the current reservation.

(4) A person that has reserved a name under this section may deliver to the secretary of state for filing a notice of transfer that states the reserved name, the name and street and mailing address of some other person to which the reservation is to be transferred, and the subsection of subsection (1) of this section that applies to the other person. Subject to RCW 25.10.251(3), the transfer is effective when the secretary of state files the notice of transfer.

25.10.091

Required information.

A limited partnership shall maintain at its designated office the following information:

(1) A current list showing the full name and last known street and mailing address of each partner, separately identifying the general partners, in alphabetical order, and the limited partners, in alphabetical order;

(2) A copy of the initial certificate of limited partnership and all amendments to and restatements of the certificate, together with signed copies of any powers of attorney under which any certificate, amendment, or restatement has been signed;

(3) A copy of any filed articles of conversion or merger;

(4) A copy of the limited partnership's federal, state, and local tax returns and reports, if any, for the three most recent years;

(5) A copy of any partnership agreement made in a record and any amendment made in a record to any partnership agreement;

(6) A copy of any financial statement of the limited partnership for the three most recent years;

(7) A copy of the three most recent annual reports delivered by the limited partnership to the secretary of state pursuant to RCW 25.10.291;

(8) A copy of any record made by the limited partnership during the past three years of any consent given by or vote taken of any partner pursuant to this chapter or the partnership agreement; and

(9) Unless contained in a partnership agreement made in a record, a record stating:

(a) The amount of cash, and a description and statement of the agreed value of the other benefits, contributed and agreed to be contributed by each partner;

(b) The times at which, or events on the happening of which, any additional contributions agreed to be made by each partner are to be made;

(c) For any person that is both a general partner and a limited partner, a specification of what transferable interest the person owns in each capacity; and

(d) Any events upon the happening of which the limited partnership is to be dissolved and its activities wound up.

25.10.131

Change of designated office or agent for service of process.

(1) In order to change its designated office, agent for service of process, or the address of its agent for service of process, a limited partnership or a foreign limited partnership must deliver to the secretary of state for filing a statement of change containing:

(a) The name of the limited partnership or foreign limited partnership;

(b) The street and mailing address of its current designated office;

(c) If the current designated office is to be changed, the street and mailing address of the new designated office;

(d) The name and street and mailing address of its current agent for service of process; and

(e) If the current agent for service of process or an address of the agent is to be changed, the new information.

(2) Subject to RCW 25.10.251(3), a statement of change is effective when filed by the secretary of state.

25.10.171

Standards for electronic filing rules.

The secretary of state may adopt rules to facilitate electronic filing. The rules will detail the circumstances under which the electronic filing of documents will be permitted, how the documents will be filed, and how the secretary of state will return filed documents. The rules may also impose additional requirements related to implementation of electronic filing processes, including but not limited to file formats, signature technologies, delivery, and the types of entities, records, or documents permitted.

25.10.201

Formation of limited partnership -- Certificate of limited partnership.

(1) In order for a limited partnership to be formed, a certificate of limited partnership must be delivered to the secretary of state for filing. The certificate of limited partnership must state:

(a) The name of the limited partnership, which must comply with RCW 25.10.061;

(b) The street and mailing address of the initial designated office and the name and street and mailing address of the initial agent for service of process;

(c) The name and the street and mailing address of each general partner;

(d) Whether the limited partnership is a limited liability limited partnership; and

(e) Any additional information required by article 11 of this chapter.

(2) A certificate of limited partnership may also contain any other matters but may not vary or otherwise affect the provisions specified in RCW 25.10.081(2) in a manner inconsistent with that section.

(3) If there has been substantial compliance with subsection (1) of this section, subject to RCW 25.10.251(3), a limited partnership is formed when the secretary of state files the certificate of limited partnership.

(4) Subject to subsection (2) of this section, if any provision of a partnership agreement is inconsistent with the filed certificate of limited partnership or with a filed statement of dissociation, termination, or change or filed articles of conversion or merger:

(a) The partnership agreement prevails as to partners and transferees; and

(b) The filed certificate of limited partnership, statement of dissociation, termination, or change or articles of conversion or merger prevails as to persons, other than partners and transferees, that reasonably rely on the filed record to their detriment.

25.10.211

Amendment or restatement of certificate of limited partnership.

(1) In order to amend its certificate of limited partnership, a limited partnership must deliver to the secretary of state for filing an amendment or, pursuant to article 11 of this chapter, articles of merger stating:

- (a) The name of the limited partnership;
- (b) The date of filing of its initial certificate of limited partnership; and
- (c) The changes the amendment makes to the certificate of limited partnership as most recently amended or restated.

(2) A limited partnership shall promptly deliver to the secretary of state for filing an amendment to a certificate of limited partnership to reflect:

- (a) The admission of a new general partner;
- (b) The dissociation of a person as a general partner; or

(c) The appointment of a person to wind up the limited partnership's activities under RCW 25.10.581 (3) or (4).

(3) A general partner that knows that any information in a filed certificate of limited partnership was false when the certificate was filed or has become false due to changed circumstances shall promptly:

- (a) Cause the certificate of limited partnership to be amended; or

(b) If appropriate, deliver to the secretary of state for filing a statement of change pursuant to RCW 25.10.131 or a statement of correction pursuant to RCW 25.10.261.

(4) A certificate of limited partnership may be amended at any time for any other proper purpose as determined by the limited partnership.

(5) A restated certificate of limited partnership may be delivered to the secretary of state for filing in the same manner as an amendment.

(6) Subject to RCW 25.10.251(3), an amendment or restated certificate of limited partnership is effective when filed by the secretary of state.

25.10.221

Statement of termination.

A dissolved limited partnership that has completed winding up may deliver to the secretary of state for filing a statement of termination that states:

- (1) The name of the limited partnership;
- (2) The date of filing of its initial certificate of limited partnership; and

(3) Any other information as determined by the general partners filing the statement or by a person appointed pursuant to RCW 25.10.581 (3) or (4).

25.10.231

Signing of records.

(1) Each record delivered to the secretary of state for filing pursuant to this chapter must be signed in the following manner:

(a) An initial certificate of limited partnership must be signed by all general partners listed in the certificate.

(b) An amendment adding or deleting a statement that the limited partnership is a limited liability limited partnership must be signed by all general partners listed in the certificate.

(c) An amendment designating as general partner a person admitted under RCW 25.10.571(3)(b) following the dissociation of a limited partnership's last general partner must be signed by that person.

(d) An amendment required by RCW 25.10.581(3) following the appointment of a person to wind up the dissolved limited partnership's activities must be signed by that person.

(e) Any other amendment must be signed by:

(i) At least one general partner listed in the certificate of limited partnership;

(ii) Each other person designated in the amendment as a new general partner; and

(iii) Each person that the amendment indicates has dissociated as a general partner, unless:

(A) The person is deceased or a guardian or general conservator has been appointed for the person and the amendment so states; or

(B) The person has previously delivered to the secretary of state for filing a statement of dissociation.

(f) A restated certificate of limited partnership must be signed by at least one general partner listed in the certificate, and, to the extent the restated certificate effects a change under any other subsection of this subsection (1), the certificate must be signed in a manner that satisfies that subsection.

(g) A statement of termination must be signed by all general partners listed in the certificate or, if the certificate of a dissolved limited partnership lists no general partners, by the person appointed pursuant to RCW 25.10.581 (3) or (4) to wind up the dissolved limited partnership's activities.

(h) Articles of conversion must be signed by each general partner listed in the certificate of limited partnership.

(i) Articles of merger must be signed as provided in RCW 25.10.786(1).

(j) Any other record delivered on behalf of a limited partnership to the secretary of state for filing must be signed by at least one general partner listed in the certificate of limited partnership.

(k) A statement by a person pursuant to RCW 25.10.531(1)(d) stating that the person has dissociated as a general partner must be signed by that person.

(l) A statement of withdrawal by a person pursuant to RCW 25.10.351 must be signed by that person.

(m) A record delivered on behalf of a foreign limited partnership to the secretary of state for filing must be signed by at least one general partner of the foreign limited partnership.

(n) Any other record delivered on behalf of any person to the secretary of state for filing must be signed by that person.

(2) Any person may sign by an attorney-in-fact any record to be filed pursuant to this chapter.

25.10.241

Signing and filing pursuant to judicial order.

(1) If a person required by this chapter to sign a record or deliver a record to the secretary of state for filing does not do so, any other person that is aggrieved may petition the appropriate court to order:

(a) The person to sign the record;

(b) Delivery of the record to the secretary of state for filing; or

(c) The secretary of state to file the record unsigned.

(2) If the person aggrieved under subsection (1) of this section is not the limited partnership or foreign limited partnership to which the record pertains, the aggrieved person shall make the limited partnership or foreign limited partnership a party to the action. A person aggrieved under subsection (1) of this section may seek the remedies provided in subsection (1) of this section in the same action in combination or in the alternative.

(3) A record filed unsigned pursuant to this section is effective without being signed.

25.10.251

Delivery to and filing of records by secretary of state -- Effective time and date.

(1) A record authorized or required to be delivered to the secretary of state for filing under this chapter must be captioned to describe the record's purpose, be in a medium permitted by the secretary of state, and be delivered to the secretary of state. Unless the secretary of state determines that a record does not comply with the filing requirements of this chapter, and if all filing fees have been paid, the secretary of state shall file the record and:

(a) For a statement of dissociation, send:

- (i) A copy of the filed statement and a receipt for the fees to the person that the statement indicates has dissociated as a general partner; and
- (ii) A copy of the filed statement and receipt to the limited partnership;

(b) For a statement of withdrawal, send:

- (i) A copy of the filed statement and a receipt for the fees to the person on whose behalf the record was filed; and
- (ii) If the statement refers to an existing limited partnership, a copy of the filed statement and receipt to the limited partnership; and

(c) For all other records, send a copy of the filed record and a receipt for the fees to the person on whose behalf the record was filed.

(2) Upon request and payment of a fee, the secretary of state shall send to the requester a certified copy of the requested record.

(3) Except as otherwise provided in RCW 25.10.141 and 25.10.261, a record delivered to the secretary of state for filing under this chapter may specify an effective time and a delayed effective date. Except as otherwise provided in this chapter, a record filed by the secretary of state is effective:

(a) If the record does not specify an effective time and does not specify a delayed effective date, on the date and at the time the record is filed as evidenced by the secretary of state's endorsement of the date and time on the record;

(b) If the record specifies an effective time but not a delayed effective date, on the date the record is filed at the time specified in the record;

(c) If the record specifies a delayed effective date but not an effective time, at 12:01 a.m. on the earlier of:

(i) The specified date; or

(ii) The ninetieth day after the record is filed; or

(d) If the record specifies an effective time and a delayed effective date, at the specified time on the earlier of:

(i) The specified date; or

(ii) The ninetieth day after the record is filed.

25.10.261

Correcting filed record.

1) A limited partnership or foreign limited partnership may deliver to the secretary of state for filing a statement of correction to correct a record previously delivered by the limited partnership or foreign limited partnership to the secretary of state and filed by the secretary of state, if at the time of filing the record contained false or erroneous information or was defectively signed.

(2) A statement of correction may not state a delayed effective date and must:

(a) Describe the record to be corrected, including its filing date, or attach a copy of the record as filed;

(b) Specify the incorrect information and the reason it is incorrect or the manner in which the signing was defective; and

(c) Correct the incorrect information or defective signature.

(3) When filed by the secretary of state, a statement of correction is effective retroactively as of the effective date of the record the statement corrects, but the statement is effective when filed:

(a) For the purposes of RCW 25.10.016 (3) and (4); and

(b) As to persons relying on the uncorrected record and adversely affected by the correction.

25.10.271

Liability for false information in filed record.

(1) If a record delivered to the secretary of state for filing under this chapter and filed by the secretary of state contains false information, a person that suffers loss by reliance on the information may recover damages for the loss from:

(a) A person that signed the record, or caused another to sign it on the person's behalf, and knew the information to be false at the time the record was signed; and

(b) A general partner that has notice that the information was false when the record was filed or has become false because of changed circumstances, if the general partner has notice for a reasonably sufficient time before the information is relied upon to enable the general partner to effect an amendment under RCW 25.10.211, file a petition under RCW 25.10.241, or deliver to the secretary of state for filing a statement of change under RCW 25.10.131 or a statement of correction under RCW 25.10.261.

(2) A person who signs a record authorized or required to be filed under this chapter that such a person knows is false in any material respect with intent that the record be delivered to the secretary of state for filing is guilty of a gross misdemeanor punishable under chapter 9A.20 RCW.

25.10.281

Certificate of existence or authorization.

(1) Any person may apply to the secretary of state to furnish a certificate of existence for a domestic limited partnership or a certificate of authorization for a foreign limited partnership.

(2) A certificate of existence or authorization means that as of the date of its issuance:

(a) The domestic limited partnership is duly formed under the laws of this state, or that the foreign limited partnership is authorized to transact business in this state;

(b) All fees and penalties owed to this state under this chapter have been paid, if (i) payment is reflected in the records of the secretary of state, and (ii) nonpayment affects the existence or authorization of the domestic or foreign limited partnership;

(c) The limited partnership's most recent annual report required by RCW 25.10.291 has been delivered to the secretary of state;

(d) The partnership's certificate of limited partnership has not been amended to state that the limited partnership is dissolved; and

(e) A statement of termination or an application for withdrawal has not been filed by the secretary of state.

(3) A person may apply to the secretary of state to issue a certificate covering any fact of record.

(4) Subject to any qualification stated in the certificate, a certificate of existence or authorization issued by the secretary of state may be relied upon as conclusive evidence that the domestic or foreign limited partnership is in existence or is authorized to transact business in the limited partnership form in this state.

25.10.291

Annual report for secretary of state.

(1) A limited partnership or a foreign limited partnership authorized to transact business in this state shall deliver to the secretary of state for filing an annual report that states:

(a) The name of the limited partnership or foreign limited partnership;

(b) The street and mailing address of its designated office and the name and street and mailing address of its agent for service of process in this state;

(c) In the case of a limited partnership, the street and mailing address of its principal office; and

(d) In the case of a foreign limited partnership, the state or other jurisdiction under whose law the foreign limited partnership is formed and any alternate name adopted under RCW 25.10.661(1).

(2) Information in an annual report must be current as of the date the annual report is delivered to the secretary of state for filing.

25.10.611

Administrative dissolution.

(1) The secretary of state may dissolve a limited partnership administratively if the limited partnership does not:

(a) Within sixty days after the due date:

(i) Pay any fee, tax, or penalty due to the secretary of state under this chapter or other law; or

(ii) Deliver its annual report to the secretary of state;

(b) Maintain a registered agent and registered office as required under RCW 25.10.121; or

(c) Notify the secretary of state that its registered agent or registered office has been changed, that its registered agent has resigned, or that its registered office has been discontinued.

(2) If the secretary of state determines that grounds exist for administratively dissolving a limited partnership, the secretary of state shall send notice of the grounds for dissolution to the limited partnership by first-class mail, postage prepaid.

(3) If within sixty days after service of the copy the limited partnership does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist, the secretary of state shall administratively dissolve the limited partnership. The secretary of state shall send the limited partnership a declaration of administrative dissolution stating the grounds for the dissolution.

(4) A limited partnership administratively dissolved continues its existence but may carry on only activities necessary to wind up its activities and liquidate its assets under RCW 25.10.581 and 25.10.621 and to notify claimants under RCW 25.10.596 and 25.10.601.

(5) The administrative dissolution of a limited partnership does not terminate the authority of its agent for service of process.

25.10.616

Reinstatement following administrative dissolution.

(1) A limited partnership that has been administratively dissolved may apply to the secretary of state for reinstatement within five years after the effective date of dissolution. The application must be delivered to the secretary of state for filing and state:

(a) The name of the limited partnership and the effective date of its administrative dissolution;

(b) That the grounds for dissolution either did not exist or have been eliminated; and

(c) That the limited partnership's name satisfies the requirements of RCW 25.10.061.

(2) If the secretary of state determines that an application contains the information required by subsection (1) of this section and that the information is correct, the secretary of state shall prepare a declaration of reinstatement that states this determination, sign and file the original of the declaration of reinstatement, and send a copy of the filed declaration to the limited partnership.

(3) When reinstatement becomes effective, it relates back to and takes effect as of the effective date of the administrative dissolution and the limited partnership may resume its activities as if the administrative dissolution had never occurred.

25.10.646

Application for certificate of authority.

(1) Before transacting business in this state, a foreign limited partnership shall apply for a certificate of authority to transact business in this state by delivering an application to the secretary of state for filing. The application must state:

(a) The name of the foreign limited partnership and, if the name does not comply with RCW 25.10.061, an alternate name adopted pursuant to RCW 25.10.661(1);

(b) The name of the state or other jurisdiction under whose law the foreign limited partnership is organized;

(c) The street and mailing address of the foreign limited partnership's principal office and, if the laws of the jurisdiction under which the foreign limited partnership is organized require the foreign limited partnership to maintain an office in that jurisdiction, the street and mailing address of the required office;

(d) The name and street and mailing address of the foreign limited partnership's initial agent for service of process in this state;

(e) The name and street and mailing address of each of the foreign limited partnership's general partners; and

(f) Whether the foreign limited partnership is a foreign limited liability limited partnership.

(2) A foreign limited partnership shall deliver with the completed application a certificate of existence or a record of similar import signed by the secretary of state or other official having custody of the foreign limited partnership's publicly filed records in the state or other jurisdiction under whose law the foreign limited partnership is organized.

25.10.656

Filing of certificate of authority.

Unless the secretary of state determines that an application for a certificate of authority does not comply with the filing requirements of this chapter, the secretary of state, upon payment of all filing fees, shall file the application, prepare, sign, and file a certificate of authority to transact business in this state, and send a copy of the filed certificate, together with a receipt for the fees, to the foreign limited partnership or its representative.

25.10.666

Revocation of certificate of authority.

(1) A certificate of authority of a foreign limited partnership to transact business in this state may be revoked by the secretary of state in the manner provided in subsections (2) and (3) of this section if the foreign limited partnership does not:

(a) Pay, within sixty days after the due date, any fee, tax, or penalty due to the secretary of state under this chapter or other law;

(b) Deliver, within sixty days after the due date, its annual report required under RCW 25.10.291;

(c) Appoint and maintain an agent for service of process as required by RCW 25.10.121; or

(d) Deliver for filing a statement of a change under RCW 25.10.131 within thirty days after a change has occurred in the name or address of the agent.

(2) In order to revoke a certificate of authority, the secretary of state must prepare, sign, and file a notice of revocation and send a copy to the foreign limited partnership's agent for service of process in this state, or if the foreign limited partnership does not appoint and maintain a proper agent in this state, to the foreign limited partnership's designated office. The notice must state:

(a) The revocation's effective date, which must be at least sixty days after the date the secretary of state sends the copy; and

(b) The foreign limited partnership's failures to comply with subsection (1) of this section that are the reason for the revocation.

(3) The authority of the foreign limited partnership to transact business in this state ceases on the effective date of the notice of revocation unless before that date the foreign limited partnership cures each failure to comply with subsection (1) of this section stated in the notice. If the foreign limited partnership cures the failures, the secretary of state shall so indicate on the filed notice.

25.10.671

Cancellation of certificate of authority -- Effect of failure to have certificate.

(1) In order to cancel its certificate of authority to transact business in this state, a foreign limited partnership must deliver to the secretary of state for filing a notice of cancellation. The certificate is canceled when the notice becomes effective under RCW 25.10.251.

(2) A foreign limited partnership transacting business in this state may not maintain an action or proceeding in this state unless it has a certificate of authority to transact business in this state.

(3) The failure of a foreign limited partnership to have a certificate of authority to transact business in this state does not impair the validity of a contract or act of the foreign limited partnership or prevent the foreign limited partnership from defending an action or proceeding in this state.

(4) A partner of a foreign limited partnership is not liable for the obligations of the foreign limited partnership solely by reason of the foreign limited partnership's having transacted business in this state without a certificate of authority.

(5) If a foreign limited partnership transacts business in this state without a certificate of authority or cancels its certificate of authority, it appoints the secretary of state as its agent for service of process for rights of action arising out of the transaction of business in this state.

25.12.030

Certificate to be made, acknowledged and filed.

The persons forming such partnership shall make and severally subscribe a certificate, in duplicate, and file one of such certificates with the county auditor of the county in which the principal place of business of the partnership is to be. Before being filed, the execution of such certificate shall be acknowledged by each partner subscribing it before some officer authorized to take acknowledgments of deeds; and such certificate shall contain the name assumed by the partnership and under which its business is to be conducted, the names and respective places of residence of all the general and special partners, the amount of capital which each special partner has contributed to the common stock, the general nature of the business to be transacted, and the time when the partnership is to commence, and when it is to terminate.

25.12.040

Certificate of partnership -- Publication.

The partnership cannot commence before the filing of the certificate of partnership, and if a false statement is made in the certificate, all the persons subscribing thereto are liable as general partners for all the debts of the partnership. The partners shall, for four consecutive weeks immediately after the filing of the certificate of partnership, publish a copy of it in some newspaper of general circulation in the county where the principal place of business of the partnership is, and until the publication is made and completed, the partnership is to be deemed general.

25.12.050

Renewal of limited partnership.

A limited partnership may be continued or renewed by making, acknowledging, filing, and publishing a certificate thereof, in the manner provided in this chapter for the formation of such partnership originally, and every such partnership, not renewed or continued as herein provided, from and after the expiration thereof according to the original certificate, shall be a general partnership.

25.12.060

Name of firm -- When special partner liable as general partner.

The business of the partnership may be conducted under a name in which the names of the general partners only shall be inserted, without the addition of the word "company" or any other general term. If the name of any special partner is used in such firm with his or her consent or privity, he or she shall be deemed and treated as a general partner, or if he or she personally makes any contract respecting the concerns of the partnership with any person except the general partners, he or she shall be deemed and treated as a general partner in relation to such contract, unless he or she makes it appear that in making such contract he or she acted and was recognized as a special partner only.

25.12.090

Dissolution, how accomplished.

No dissolution of a limited partnership shall take place except by operation of law, before the time specified in the certificate of partnership, unless a notice of such dissolution, subscribed by the general and special partners is filed with the original certificate of partnership or the certificate, if any, renewing or continuing such partnership nor unless a copy of such notice be published for the time and in the manner prescribed for the publication of the certificate of partnership.

25.15.010

Name set forth in certificate of formation.

(1) The name of each limited liability company as set forth in its certificate of formation:

(a) Must contain the words "Limited Liability Company," the words "Limited Liability" and abbreviation "Co.," or the abbreviation "L.L.C." or "LLC";

(b) Except as provided in subsection (1)(d) of this section, may contain the name of a member or manager;

(c) Must not contain language stating or implying that the limited liability company is organized for a purpose other than those permitted by RCW 25.15.030;

(d) Must not contain any of the words or phrases: "Bank," "banking," "banker," "trust," "cooperative," "partnership," "corporation," "incorporated," or the abbreviations "corp.," "Ltd.," or "inc.," or "LP," "L.P.," "LLP," "L.L.P.," or any combination of the words "industrial" and "loan," or any combination of any two or more of the words "building," "savings," "loan," "home," "association," and "society," or any other words or phrases prohibited by any statute of this state; and

(e) Must be distinguishable upon the records of the secretary of state from the names described in RCW 23B.04.010(1)(d) and 25.10.061(4), and the names of any limited liability company reserved, registered, or formed under the laws of this state or qualified to do business as a foreign limited liability company in this state.

(2) A limited liability company may apply to the secretary of state for authorization to use any name which is not distinguishable upon the records of the secretary of state from one or more of the names described in subsection (1)(e) of this section. The secretary of state shall authorize use of the name applied for if the other corporation, limited partnership, limited liability partnership, or limited liability company **consents in writing to the use and files with the secretary of state documents** necessary to change its name or the name reserved or registered to a name that is distinguishable upon the records of the secretary of state from the name of the applying limited liability company.

(3) A name shall not be considered distinguishable upon the records of the secretary of state by virtue of:

(a) A variation in any of the following designations for the same name: "Corporation," "incorporated," "company," "limited," "partnership," "limited partnership," "limited liability company," or "limited liability partnership," or the abbreviations "corp.," "inc.," "co.," "Ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or "L.L.C.";

(b) The addition or deletion of an article or conjunction such as "the" or "and" from the same name;

(c) Punctuation, capitalization, or special characters or symbols in the same name; or

(d) Use of abbreviation or the plural form of a word in the same name.

(4) This chapter does not control the use of assumed business names or "trade names."

25.15.015

Reserved name -- Registered name.

(1) Reserved Name.

(a) A person may reserve the exclusive use of a limited liability company name by delivering an application to the secretary of state for filing. The application must set forth the name and address of the applicant and the name proposed to be reserved. If the secretary of state finds that the limited liability company name applied for is available, the secretary of state shall reserve the name for the applicant's exclusive use for a nonrenewable one hundred eighty-day period.

(b) The owner of a reserved limited liability company name may transfer the reservation to another person by delivering to the secretary of state a signed notice of the transfer that states the name and address of the transferee.

(2) Registered Name.

(a) A foreign limited liability company may register its name if the name is distinguishable upon the records of the secretary of state from the names specified in RCW 25.15.010.

(b) A foreign limited liability company registers its name by delivering to the secretary of state for filing an application that:

(i) Sets forth its name and the state or country and date of its organization; and

(ii) Is accompanied by a certificate of existence, or a document of similar import, from the state or country of organization.

(c) The name is registered for the applicant's exclusive use upon the effective date of the application and until the close of the calendar year in which the application for registration is filed.

(d) A foreign limited liability company whose registration is effective may renew it for successive years by delivering to the secretary of state for filing a renewal application, which complies with the requirements of (b) of this subsection, between October 1st and December 31st of the preceding year. The renewal application when filed renews the registration for the following calendar year.

(e) A foreign limited liability company whose registration is effective may thereafter qualify as a foreign limited liability company under the registered name, or consent in writing to the use of that name by a limited liability company thereafter organized under this chapter, by a corporation thereafter formed under Title 23B RCW, by a limited partnership thereafter formed under chapter 25.10 RCW, or by another foreign limited liability company, foreign corporation, or foreign limited partnership thereafter authorized to transact business in this state. The registration terminates when the domestic limited liability company is organized, the domestic corporation is incorporated, or the domestic limited partnership is formed, or the foreign limited liability company qualifies or consents to the qualification of another foreign limited liability company, corporation, or limited partnership under the registered name.

25.15.020

Registered office -- Registered agent.

(1) Each limited liability company shall continuously maintain in this state:

(a) A registered office, which may but need not be a place of its business in this state. The registered office shall be at a specific geographic location in this state, and be identified by number, if any, and street, or building address or rural route, or, if a commonly known street or rural route address does not exist, by legal description. A registered office may not be identified by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in conjunction with the registered office address if the limited liability company also maintains on file the specific geographic address of the registered office where personal service of process may be made;

(b) A registered agent for service of process on the limited liability company, which agent may be either an individual resident of this state whose business office is identical with the limited liability company's registered office, or a domestic corporation, limited partnership, or limited liability company, or a government, governmental subdivision, agency, or instrumentality, or a separate legal entity comprised of two or more of these entities, or a foreign corporation, limited partnership, or limited liability company authorized to do business in this state having a business office identical with such registered office; and

(c) A registered agent who shall not be appointed without having given prior written consent to the appointment. The written consent shall be filed with the secretary of state in such form as the secretary may prescribe. The written consent shall be filed with or as a part of the document first appointing a registered agent.

(2) A limited liability company may change its registered office or registered agent by delivering to the secretary of state for filing a statement of change that sets forth:

(a) The name of the limited liability company;

(b) If the current registered office is to be changed, the street address of the new registered office in accord with subsection (1) of this section;

(c) If the current registered agent is to be changed, the name of the new registered agent and the new agent's written consent, either on the statement or attached to it, to the appointment; and

(d) That after the change or changes are made, the street addresses of its registered office and the business office of its registered agent will be identical.

(3) If a registered agent changes the street address of the agent's business office, the registered agent may change the street address of the registered office of any limited liability company for which the agent is the registered agent by notifying the limited liability company in writing of the change and signing, either manually or in facsimile, and delivering to the secretary of state for filing a statement that complies with the requirements of subsection (2) of this section and recites that the limited liability company has been notified of the change.

(4) A registered agent may resign as agent by signing and delivering to the secretary of state for filing a statement that the registered office is also discontinued. After filing the statement the secretary of state shall mail a copy of the statement to the limited liability company at its principal office. The agency appointment is terminated, and the registered office discontinued is so provided, on the thirty-first day after the date on which the statement was filed.

25.15.025

Service of process on domestic limited liability companies.

(1) A limited liability company's registered agent is its agent for service of process, notice, or demand required or permitted by law to be served on the limited liability company.

(2) The secretary of state shall be an agent of a limited liability company upon whom any such process, notice, or demand may be served if:

(a) The limited liability company fails to appoint or maintain a registered agent in this state; or

(b) The registered agent cannot with reasonable diligence be found at the registered office.

(3) Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with the secretary of state, or with any duly authorized clerk of the secretary of state's office, the process, notice, or demand. In the event any such process, notice, or demand is served on the secretary of state, the secretary of state shall immediately cause a copy thereof to be forwarded by certified mail, addressed to the limited liability company at its principal place of business as it appears on the records of the secretary of state. Any service so had on the secretary of state shall be returnable in not less than thirty days.

(4) The secretary of state shall keep a record of all processes, notices, and demands served upon the secretary of state under this section, and shall record therein the time of such service and the secretary of state's action with reference thereto.

(5) This section does not limit or affect the right to serve any process, notice, or demand required or permitted by law to be served upon a limited liability company in any other manner now or hereafter permitted by law

25.15.070

Certificate of formation.

(1) In order to form a limited liability company, one or more persons must execute a certificate of formation. The certificate of formation shall be filed in the office of the secretary of state and set forth:

(a) The name of the limited liability company;

(b) The address of the registered office and the name and address of the registered agent for service of process required to be maintained by RCW 25.15.020;

(c) The address of the principal place of business of the limited liability company;

(d) If the limited liability company is to have a specific date of dissolution, the latest date on which the limited liability company is to dissolve;

(e) If management of the limited liability company is vested in a manager or managers, a statement to that effect;

(f) Any other matters the members decide to include therein; and

(g) The name and address of each person executing the certificate of formation.

(2) Effect of filing:

(a) Unless a delayed effective date is specified, a limited liability company is formed when its certificate of formation is filed by the secretary of state. A delayed effective date for a certificate of formation may be no later than the ninetieth day after the date it is filed.

(b) The secretary of state's filing of the certificate of formation is conclusive proof that the persons executing the certificate satisfied all conditions precedent to the formation.

(c) A limited liability company formed under this chapter shall be a separate legal entity.

25.15.075

Amendment to certificate of formation.

(1) A certificate of formation is amended by filing a certificate of amendment thereto with the secretary of state. The certificate of amendment shall set forth:

(a) The name of the limited liability company; and

(b) The amendment to the certificate of formation.

(2) A manager or, if there is no manager, then any member who becomes aware that any statement in a certificate of formation was false when made, or that any matter described has changed making the certificate of formation false in any material respect, shall promptly amend the certificate of formation.

(3) A certificate of formation may be amended at any time for any other proper purpose.

(4) Unless otherwise provided in this chapter or unless a later effective date (which shall be a date not later than the ninetieth day after the date it is filed) is provided for in the certificate of amendment, a certificate of amendment shall be effective when filed by the secretary of state.

25.15.085

Execution.

(1) Each document required by this chapter to be filed in the office of the secretary of state shall be executed in the following manner, or in compliance with the rules established to facilitate electronic filing under RCW 25.15.007, except as set forth in RCW 25.15.105(4)(b):

(a) Each original certificate of formation must be signed by the person or persons forming the limited liability company;

(b) A reservation of name may be signed by any person;

(c) A transfer of reservation of name must be signed by, or on behalf of, the applicant for the reserved name;

(d) A registration of name must be signed by any member or manager of the foreign limited liability company;

(e) A certificate of amendment or restatement must be signed by at least one manager, or by a member if management of the limited liability company is reserved to the members;

(f) A certificate of dissolution must be signed by the person or persons authorized to wind up the limited liability company's affairs pursuant to RCW 25.15.295(3);

(g) If a surviving domestic limited liability company is filing articles of merger, the articles of merger must be signed by at least one manager, or by a member if management of the limited liability company is reserved to the members, or if the articles of merger are being filed by a surviving foreign limited liability company, limited partnership, or corporation, the articles of merger must be signed by a person authorized by such foreign limited liability company, limited partnership, or corporation; and

(h) A foreign limited liability company's application for registration as a foreign limited liability company doing business within the state must be signed by any member or manager of the foreign limited liability company.

(2) Any person may sign a certificate, articles of merger, limited liability company agreement, or other document by an attorney-in-fact or other person acting in a valid representative capacity, so long as each document signed in such manner identifies the capacity in which the signator signed.

(3) The person executing the document shall sign it and state beneath or opposite the signature the name of the person and capacity in which the person signs. The document must be typewritten or printed, and must meet such legibility or other standards as may be prescribed by the secretary of state.

(4) The execution of a certificate or articles of merger by any person constitutes an affirmation under the penalties of perjury that the facts stated therein are true.

25.15.090

Execution, amendment, or cancellation by judicial order.

(1) If a person required to execute a certificate required by this chapter fails or refuses to do so, any other person who is adversely affected by the failure or refusal may petition the superior courts to direct the execution of the certificate. If the court finds that the execution of the certificate is proper and that any person so designated has failed or refused to execute the certificate, it shall order the secretary of state to record an appropriate certificate.

(2) If a person required to execute a limited liability company agreement or amendment thereof fails or refuses to do so, any other person who is adversely affected by the failure or refusal may petition the superior courts to direct the execution of the limited liability company agreement or amendment thereof. If the court finds that the limited liability company agreement or amendment thereof should be executed and that any person required to execute the limited liability company agreement or amendment thereof has failed or refused to do so, it shall enter an order granting appropriate relief.

25.15.095

Filing.

(1) The original signed copy, together with a duplicate copy that may be either a signed, photocopied, or conformed copy, of the certificate of formation or any other document required to be filed pursuant to this chapter, except as set forth under RCW 25.15.105 or unless a duplicate is not required under rules adopted under RCW 25.15.007, shall be delivered to the secretary of state. If the secretary of state determines that the documents conform to the filing provisions of this chapter, he or she shall, when all required filing fees have been paid:

(a) Endorse on each signed original and duplicate copy the word "filed" and the date of its acceptance for filing;

(b) Retain the signed original in the secretary of state's files; and

(c) Return the duplicate copy to the person who filed it or the person's representative.

(2) If the secretary of state is unable to make the determination required for filing by subsection (1) of this section at the time any documents are delivered for filing, the documents are deemed to have been filed at the time of delivery if the secretary of state subsequently determines that:

(a) The documents as delivered conform to the filing provisions of this chapter; or

(b) Within twenty days after notification of nonconformance is given by the secretary of state to the person who delivered the documents for filing or the person's representative, the documents are brought into conformance.

(3) If the filing and determination requirements of this chapter are not satisfied completely within the time prescribed in subsection (2)(b) of this section, the documents shall not be filed.

(4) Upon the filing of a certificate of amendment (or judicial decree of amendment) or restated certificate in the office of the secretary of state, or upon the future effective date or time of a certificate of amendment (or judicial decree thereof) or restated certificate, as provided for therein, the certificate of formation shall be amended or restated as set forth therein.

Restated certificate.

25.15.100

(1) A limited liability company may, whenever desired, integrate into a single instrument all of the provisions of its certificate of formation which are then in effect and operative as a result of there having theretofore been filed with the secretary of state one or more certificates or other instruments pursuant to any of the sections referred to in this chapter and it may at the same time also further amend its certificate of formation by adopting a restated certificate of formation.

(2) If a restated certificate of formation merely restates and integrates but does not amend the initial certificate of formation, as theretofore amended or supplemented by any instrument that was executed and filed pursuant to any of the sections in this chapter, it shall be specifically designated in its heading as a "Restated Certificate of Formation" together with such other words as the limited liability company may deem appropriate and shall be executed by at least one manager, or by a member if management of the limited liability company is reserved to its members, and filed as provided in RCW 25.15.095 in the office of the secretary of state. If a restated certificate restates and integrates and also amends in any respect the certificate of formation, as theretofore amended or supplemented, it shall be specifically designated in its heading as an "Amended and Restated Certificate of Formation" together with such other words as the limited liability company may deem appropriate and shall be executed by at least one manager, or by a member if management of the limited liability company is reserved to its members, and filed as provided in RCW 25.15.095 in the office of the secretary of state.

(3) A restated certificate of formation shall state, either in its heading or in an introductory paragraph, the limited liability company's present name, and, if it has been changed, the name under which it was originally filed, and the date of filing of its original certificate of formation with the secretary of state, and the future effective date (which shall be a date not later than the ninetieth day after the date it is filed) of the restated certificate if it is not to be effective upon the filing of the restated certificate. A restated certificate shall also state that it was duly executed and is being filed in accordance with this section. If a restated certificate only restates and integrates and does not further amend a limited liability company's certificate of formation as theretofore amended or supplemented and there is no discrepancy between those provisions and the restated certificate, it shall state that fact as well.

(4) Upon the filing of a restated certificate of formation with the secretary of state, or upon the future effective date or time of a restated certificate of formation as provided for therein, the initial certificate of formation, as theretofore amended or supplemented, shall be superseded; thenceforth, the restated certificate of formation, including any further amendment or changes made thereby, shall be the certificate of formation of the limited liability company, but the original effective date of formation shall remain unchanged.

(5) Any amendment or change effected in connection with the restatement and integration of the certificate of formation shall be subject to any other provision of this chapter, not inconsistent with this section, which would apply if a separate certificate of amendment were filed to effect such amendment or change.

25.15.105

Initial and annual reports.

(1) Each domestic limited liability company, and each foreign limited liability company authorized to transact business in this state, must deliver to the secretary of state for filing, both initial and annual reports that set forth:

(a) The name of the company and the state or country under whose law it is organized;

(b) The street address of its registered office and the name of its registered agent at that office in this state;

(c) In the case of a foreign company, the address of its principal office in the state or country under the laws of which it is organized;

(d) The address of the principal place of business of the company in this state;

(e) The names and addresses of the company's members, or if the management of the company is vested in a manager or managers, then the name and address of its manager or managers; and

(f) A brief description of the nature of its business.

(2) Information in an initial report or an annual report must be current as of the date the report is executed on behalf of the company.

(3) A company's initial report must be delivered to the secretary of state within one hundred twenty days of the date on which a domestic company's certificate of formation was filed, or on which a foreign company's application for registration was submitted. Subsequent annual reports must be delivered to the secretary of state on a date determined by the secretary of state, and at such additional times as the company elects.

(4)(a) The secretary of state may allow a company to file an initial or annual report through electronic means. If allowed, the secretary of state must adopt rules detailing the circumstances under which the electronic filing of the reports is permitted and how the reports may be filed.

(b) For purposes of this section only, a person executing an electronically filed annual report may deliver the report to the office of the secretary of state without a signature and without an exact or conformed copy, but the person's name must appear in the electronic filing as the person executing the filing, and the filing must state the capacity in which the person is executing the filing.

25.15.280

Administrative dissolution -- Commencement of proceeding.

The secretary of state may commence a proceeding under RCW 25.15.285 to administratively dissolve a limited liability company if:

(1) The limited liability company does not pay any license fees or penalties, imposed by this chapter, when they become due;

(2) The limited liability company does not deliver its completed initial report or annual report to the secretary of state when it is due;

(3) The limited liability company is without a registered agent or registered office in this state for sixty days or more; or

(4) The limited liability company does not notify the secretary of state within sixty days that its registered agent or registered office has been changed, that its registered agent has resigned, or that its registered office has been discontinued.

25.15.285

Administrative dissolution -- Notice -- Opportunity to correct deficiencies.

(1) If the secretary of state determines that one or more grounds exist under RCW 25.15.280 for dissolving a limited liability company, the secretary of state shall give the limited liability company written notice of the determination by first-class mail, postage prepaid, reciting the grounds therefor. Notice shall be sent to the address of the principal place of business of the limited liability company as it appears in the records of the secretary of state.

(2) If the limited liability company does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within sixty days after notice is sent, the limited liability company is thereupon dissolved. The secretary of state shall give the limited liability company written notice of the dissolution that recites the ground or grounds therefor and its effective date.

(3) A limited liability company administratively dissolved continues its existence but may not carry on any business except as necessary to wind up and liquidate its business and affairs.

(4) The administrative dissolution of a limited liability company does not terminate the authority of its registered agent.

25.15.290

Administrative dissolution -- Reinstatement -- Application -- When effective.

(1) A limited liability company that has been administratively dissolved under RCW 25.15.285 may apply to the secretary of state for reinstatement within five years after the effective date of dissolution. The application must be delivered to the secretary of state for filing and state:

(a) The name of the limited liability company and the effective date of its administrative dissolution;

(b) That the ground or grounds for dissolution either did not exist or have been eliminated; and

(c) That the limited liability company's name satisfies the requirements of RCW 25.15.010.

(2) If the secretary of state determines that an application contains the information required by subsection (1) of this section and that the name is available, the secretary of state shall reinstate the limited liability company and give the limited liability company written notice, as provided in RCW 25.15.285(1), of the reinstatement that recites the effective date of reinstatement. If the name is not available, the limited liability company must file with its application for reinstatement an amendment to its certificate of formation reflecting a change of name.

(3) When reinstatement becomes effective, it relates back to and takes effect as of the effective date of the administrative dissolution and the limited liability company may resume carrying on its activities as if the administrative dissolution had never occurred.

25.15.315

Registration required -- Application.

Before doing business in this state, a foreign limited liability company shall register with the secretary of state. In order to register, a foreign limited liability company shall submit to the secretary of state, an application for registration as a foreign limited liability company executed by any member or manager of the foreign limited liability company, setting forth:

(1) The name of the foreign limited liability company and, if different, the name under which it proposes to register and do business in this state;

(2) The state, territory, possession, or other jurisdiction or country where formed, the date of its formation and a duly authenticated statement from the secretary of state or other official having custody of limited liability company records in the jurisdiction under whose law it was formed, that as of the date of filing the foreign limited liability company validly exists as a limited liability company under the laws of the jurisdiction of its formation;

(3) The nature of the business or purposes to be conducted or promoted in this state;

(4) The address of the registered office and the name and address of the registered agent for service of process required to be maintained by RCW 25.15.325(2);

(5) The address of the principal place of business of the foreign limited liability company;

(6) A statement that the secretary of state is appointed the agent of the foreign limited liability company for service of process under the circumstances set forth in RCW 25.15.355(2); and

(7) The date on which the foreign limited liability company first did, or intends to do, business in this state.

25.15.320

Issuance of registration.

(1) If the secretary of state finds that an application for registration conforms to law and all requisite fees have been paid, the secretary shall:

(a) Certify that the application has been filed in his or her office by endorsing upon the original application the word "Filed," and the date of the filing. This endorsement is conclusive of the date of its filing in the absence of actual fraud;

(b) File the endorsed application.

(2) The duplicate of the application, similarly endorsed, shall be returned to the person who filed the application or that person's representative.

25.15.325

Name -- Registered office -- Registered agent.

(1) A foreign limited liability company may register with the secretary of state under any name (whether or not it is the name under which it is registered in the jurisdiction of its formation) that includes the words "Limited Liability Company," the words "Limited Liability" and the abbreviation "Co.," or the abbreviation "L.L.C." or "LLC" and that could be registered by a domestic limited liability company. A foreign limited liability company may apply to the secretary of state for authorization to use a name which is not distinguishable upon the records of the office of the secretary of state from the names described in RCW 23B.04.010 and 25.10.061, and the names of any domestic or foreign limited liability company reserved, registered, or formed under the laws of this state. The secretary of state shall authorize use of the name applied for if the other corporation, limited liability company, limited liability partnership, or limited partnership consents in writing to the use and files with the secretary of state documents necessary to change its name, or the name reserved or registered to a name that is distinguishable upon the records of the secretary of state from the name of the applying foreign limited liability company.

(2) Each foreign limited liability company shall continuously maintain in this state:

(a) A registered office, which may but need not be a place of its business in this state. The registered office shall be at a specific geographic location in this state, and be identified by number, if any, and street, or building address or rural route, or, if a commonly known street or rural route address does not exist, by legal description. A registered office may not be identified by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in conjunction with the registered office address if the foreign limited liability company also maintains on file the specific geographic address of the registered office where personal service of process may be made;

(b) A registered agent for service of process on the foreign limited liability company, which agent may be either an individual resident of this state whose business office is identical with the foreign limited liability company's registered office, or a domestic corporation, a limited partnership or limited liability company, or a foreign corporation authorized to do business in this state having a business office identical with such registered office; and

(c) A registered agent who shall not be appointed without having given prior written consent to the appointment. The written consent shall be filed with the secretary of state in such form as the secretary may prescribe. The written consent shall be filled with or as a part of the document first appointing a registered agent. In the event any individual, limited liability company, limited partnership, or corporation has been appointed agent without consent, that person or corporation may file a notarized statement attesting to that fact, and the name shall forthwith be removed from the records of the secretary of state.

(3) A foreign limited liability company may change its registered office or registered agent by delivering to the secretary of state for filing a statement of change that sets forth:

(a) The name of the foreign limited liability company;

(b) If the current registered office is to be changed, the street address of the new registered office in accord with subsection (2)(a) of this section;

(c) If the current registered agent is to be changed, the name of the new registered agent and the new agent's written consent, either on the statement or attached to it, to the appointment; and

(d) That after the change or changes are made, the street addresses of its registered office and the business office of its registered agent will be identical.

(4) If a registered agent changes the street address of the agent's business office, the registered agent may change the street address of the registered office of any foreign limited liability company for which the agent is the registered agent by notifying the foreign limited liability company in writing of the change and signing, either manually or in facsimile, and delivering to the secretary of state for filing a statement that complies with the requirements of subsection (3) of this section and recites that the foreign limited liability company has been notified of the change.

(5) A registered agent of any foreign limited liability company may resign as agent by signing and delivering to the secretary of state for filing a statement that the registered office is also discontinued. After filing the statement the secretary of state shall mail a copy of the statement to the foreign limited liability company at its principal place of business shown in its application for certificate of registration if no annual report has been filed. The agency appointment is terminated, and the registered office discontinued if so provided, on the thirty-first day after the date on which the statement was filed.

25.15.330

Amendments to application.

If any statement in the application for registration of a foreign limited liability company was false when made or any arrangements or other facts described have changed, making the application false in any respect, the foreign limited liability company shall promptly file in the office of the secretary of state a certificate, executed by any member or manager, correcting such statement.

25.15.335

Cancellation of registration.

(1) A foreign limited liability company may cancel its registration by filing with the secretary of state a certificate of cancellation, executed by any member or manager. A cancellation does not terminate the authority of the secretary of state to accept service of process on the foreign limited liability company with respect to causes of action arising out of the doing of business in this state.

(2) The certificate of cancellation shall set forth:

- (a) The name of the foreign limited liability company;
- (b) The date of filing of its certificate of registration;
- (c) The reason for filing the certificate of cancellation;
- (d) The future effective date (not later than the ninetieth day after the date it is filed) of cancellation if it is not to be effective upon filing of the certificate;

- (e) The address to which service of process may be forwarded; and
- (f) Any other information the person filing the certificate of cancellation desires.

25.15.355

Service of process on registered foreign limited liability companies.

(1) A foreign limited liability company's registered agent is its agent for service of process, notice, or demand required or permitted by law to be served on the foreign limited liability company.

(2) The secretary of state shall be an agent of a foreign limited liability company upon whom any such process, notice, or demand may be served if:

(a) The foreign limited liability company fails to appoint or maintain a registered agent in this state; or

(b) The registered agent cannot with reasonable diligence be found at the registered office.

(3) Service on the secretary of state of any such process, notice, or demand shall be made by delivering to and leaving with the secretary of state, or with any duly authorized clerk of the secretary of state's office, the process, notice, or demand. In the event any such process, notice, or demand is served on the secretary of state, the secretary of state shall immediately cause a copy thereof to be forwarded by certified mail, addressed to the foreign limited liability company at the address of its principal place of business as it appears on the records of the secretary of state. Any service so had on the secretary of state shall be returnable in not less than thirty days.

(4) The secretary of state shall keep a record of all processes, notices, and demands served upon the secretary of state under this section, and shall record therein the time of such service and the secretary of state's action with reference thereto.

(5) This section does not limit or affect the right to serve any process, notice, or demand required or permitted by law to be served upon a foreign limited liability company in any other manner now or hereafter permitted by law.

25.15.360

Service of process on unregistered foreign limited liability companies.

(1) Any foreign limited liability company which shall do business in this state without having registered under RCW 25.15.315 shall be deemed to have thereby appointed and constituted the secretary of state its agent for the acceptance of legal process in any civil action, suit, or proceeding against it in any state or federal court in this state arising or growing out of any business done by it within this state. The doing of business in this state by such foreign limited liability company shall be a signification of the agreement of such foreign limited liability company that any such process when so served shall be of the same legal force and validity as if served upon a registered agent personally within this state.

(2) In the event of service upon the secretary of state in accordance with subsection (1) of this section, the secretary of state shall forthwith notify the foreign limited liability company thereof by letter, certified mail, return receipt requested, directed to the foreign limited liability company at the address furnished to the secretary of state by the plaintiff in such action, suit, or proceeding. Such letter shall enclose a copy of the process and any other papers served upon the secretary of state. It shall be the duty of the plaintiff in the event of such service to serve process and any other papers in duplicate, to notify the secretary of state that service is being made pursuant to this subsection.

25.15.365

Revocation of registration -- Requirements for commencement.

The secretary of state may commence a proceeding under *section 11 of this act to revoke registration of a foreign limited liability company authorized to transact business in this state if:

(1) The foreign limited liability company is without a registered agent or registered office in this state for sixty days or more;

(2) The foreign limited liability company does not inform the secretary of state under RCW 25.15.330 that its registered agent or registered office has changed, that its registered agent has resigned, or that its registered office has been discontinued within sixty days of the change, resignation, or discontinuance;

(3) A manager or other agent of the foreign limited liability company signed a document knowing it was false in any material respect with intent that the document be delivered to the secretary of state for filing; or

(4) The secretary of state receives a duly authenticated certificate from the secretary of state or other official having custody of limited liability company records in the jurisdiction under which the foreign limited liability company was organized stating that the foreign limited liability company has been dissolved or its certificate or articles of formation canceled.

25.15.366

Revocation of registration -- Procedure -- Notice -- Correction of grounds -- Certificate of revocation -- Authority of agent.

(1) If the secretary of state determines that one or more grounds exist under *section 10 of this act for revocation of a foreign limited liability company's registration, the secretary of state shall give the foreign limited liability company written notice of the determination by first-class mail, postage prepaid, stating in the notice the ground or grounds for and effective date of the secretary of state's determination, which date shall not be earlier than the date on which the notice is mailed.

(2) If the foreign limited liability company does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within sixty days after notice is effective, the secretary of state shall revoke the foreign limited liability company's registration by signing a certificate of revocation that recites the ground or grounds for revocation and its effective date. The secretary of state shall file the original of the certificate and mail a copy to the foreign limited liability company.

(3) Documents to be mailed by the secretary of state to a foreign limited liability company for which provision is made in this section shall be sent to the foreign limited liability company at the address of the agent for service of process contained in the application or certificate of this limited liability company which is most recently filed with the secretary of state.

(4) The authority of a foreign limited liability company to transact business in this state ceases on the date shown on the certificate revoking its registration.

(5) The secretary of state's revocation of a foreign limited liability company's registration appoints the secretary of state the foreign limited liability company's agent for service of process in any proceeding based on a cause of action which arose during the time the foreign limited liability company was authorized to transact business in this state.

(6) Revocation of a foreign limited liability company's registration does not terminate the authority of the registered agent of the foreign limited liability company.

46.64.040

Nonresident's use of highways — Resident leaving state — Secretary of state as attorney-in-fact.

The acceptance by a nonresident of the rights and privileges conferred by law in the use of the public highways of this state, as evidenced by his or her operation of a vehicle thereon, or the operation thereon of his or her vehicle with his or her consent, express or implied, shall be deemed equivalent to and construed to be an appointment by such nonresident of the secretary of state of the state of Washington to be his or her true and lawful attorney upon whom may be served all lawful summons and processes against him or her growing out of any accident, collision, or liability in which such nonresident may be involved while operating a vehicle upon the public highways, or while his or her vehicle is being operated thereon with his or her consent, express or implied, and such operation and acceptance shall be a signification of the nonresident's agreement that any summons or process against him or her which is so served shall be of the same legal force and validity as if served on the nonresident personally within the state of Washington. Likewise each resident of this state who, while operating a motor vehicle on the public highways of this state, is involved in any accident, collision, or liability and thereafter at any time within the following three years cannot, after a due and diligent search, be found in this state appoints the secretary of state of the state of Washington as his or her lawful attorney for service of summons as provided in this section for nonresidents. Service of such summons or process shall be made by leaving two copies thereof with a fee established by the secretary of state by rule with the secretary of state of the state of Washington, or at the secretary of state's office, and such service shall be sufficient and valid personal service upon said resident or nonresident: PROVIDED, That notice of such service and a copy of the summons or process is forthwith sent by registered mail with return receipt requested, by plaintiff to the defendant at the last known address of the said defendant, and the plaintiff's affidavit of compliance herewith are appended to the process, together with the affidavit

19.34.010

Purpose and construction.

This chapter shall be construed consistently with what is commercially reasonable under the circumstances and to effectuate the following purposes:

(1) To facilitate commerce by means of reliable electronic messages;

(2) To ensure that electronic signatures are not denied legal recognition solely because they are in electronic form;

(3) To provide a voluntary licensing mechanism for digital signature certification authorities by which businesses, consumers, courts, government agencies, and other entities can reasonably be assured as to the integrity, authenticity, and nonrepudiation of a digitally signed electronic communication;

(4) To establish procedures governing the use of digital signatures for official public business to provide reasonable assurance of the integrity, authenticity, and nonrepudiation of an electronic communication;

(5) To minimize the incidence of forged digital signatures and fraud in electronic commerce;

(6) To implement legally the general import of relevant standards; and

(7) To establish, in coordination with states and other jurisdictions, uniform rules regarding the authentication and reliability of electronic messages.

26.60.010

Legislative findings.

(Effective until June 30, 2014.)

Many Washingtonians are in intimate, committed, and exclusive relationships with another person to whom they are not legally married. These relationships are important to the individuals involved and their families; they also benefit the public by providing a private source of mutual support for the financial, physical, and emotional health of those individuals and their families. The public has an interest in providing a legal framework for such mutually supportive relationships, whether the partners are of the same or different sexes, and irrespective of their sexual orientation.

The legislature finds that same sex couples, because they cannot marry in this state, do not automatically have the same access that married couples have to certain rights and benefits, such as those associated with hospital visitation, health care decision-making, organ donation decisions, and other issues related to illness, incapacity, and death. Although many of these rights and benefits may be secured by private agreement, doing so often is costly and complex.

The legislature also finds that the public interest would be served by extending rights and benefits to different sex couples in which either or both of the partners is at least sixty-two years of age. While these couples are entitled to marry under the state's marriage statutes, some social security and pension laws nevertheless make it impractical for these couples to marry. For this reason, chapter 156, Laws of 2007 specifically allows couples to enter into a state registered domestic partnership if one of the persons is at least sixty-two years of age, the age at which many people choose to retire and are eligible to begin collecting social security and pension benefits.

The rights granted to state registered domestic partners in chapter 156, Laws of 2007 will further Washington's interest in promoting family relationships and protecting family members during life crises. Chapter 156, Laws of 2007 does not affect marriage or any other ways in which legal rights and responsibilities between two adults may be created, recognized, or given effect in Washingto

(Effective June 30, 2014.)

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26.60.030

Requirements.

(Effective until June 30, 2014.)

To enter into a state registered domestic partnership the two persons involved must meet the following requirements:

- (1) Both persons share a common residence;
- (2) Both persons are at least eighteen years of age;
- (3) Neither person is married to someone other than the party to the domestic partnership and neither person is in a state registered domestic partnership with another person;
- (4) Both persons are capable of consenting to the domestic partnership;
- (5) Both of the following are true:
 - (a) The persons are not nearer of kin to each other than second cousins, whether of the whole or half blood computing by the rules of the civil law; and
 - (b) Neither person is a sibling, child, grandchild, aunt, uncle, niece, or nephew to the other person; and
- (6) Either (a) both persons are members of the same sex; or (b) at least one of the persons is sixty-two years of age or older.

Requirements. (Effective June 30, 2014.)

To enter into a state registered domestic partnership the two persons involved must meet the following requirements:

(1) Both persons share a common residence;

(2) Both persons are at least eighteen years of age and at least one of the persons is sixty-two years of age or older;

(3) Neither person is married to someone other than the party to the domestic partnership and neither person is in a state registered domestic partnership with another person;

(4) Both persons are capable of consenting to the domestic partnership; and

(5) Both of the following are true:

(a) The persons are not nearer of kin to each other than second cousins, whether of the whole or half blood computing by the rules of the civil law; and

(b) Neither person is a sibling, child, grandchild, aunt, uncle, niece, or nephew to the other person.

26.60.040

Registration -- Records -- Fees.

(1) Two persons desiring to become state registered domestic partners who meet the requirements of RCW 26.60.030 may register their domestic partnership by filing a declaration of state registered domestic partnership with the secretary and paying the filing fee established pursuant to subsection (4) of this section. The declaration must be signed by both parties and notarized.

(2) Upon receipt of a signed, notarized declaration and the filing fee, the secretary shall register the declaration and provide a certificate of state registered domestic partnership to each party named on the declaration.

(3) The secretary shall permanently maintain a record of each declaration of state registered domestic partnership filed with the secretary. The secretary has the authority to update the records to reflect changes in the status of a state registered domestic partnership, such as a change of address, name, dissolution, or death. The secretary shall provide the state registrar of vital statistics with records of declarations of state registered domestic partnerships.

(4) The secretary shall set by rule and collect a reasonable fee for filing the declaration, calculated to cover the secretary's costs, but not to exceed fifty dollars. Fees collected under this section are expressly designated for deposit in the secretary of state's revolving fund established under RCW 43.07.130.

70.58.175

Certificate of death — Domestic partnership information

Information recorded on death certificates shall include domestic partnership status and the surviving partner's information to the same extent such information is recorded for marital status and the surviving spouse's information.

43.07.400

Domestic partnership registry — Forms — Rules

(1) The state domestic partnership registry is created within the secretary of state's office.

(2)(a) The secretary shall prepare forms entitled "declaration of state registered domestic partnership" and "notice of termination of state registered domestic partnership" to meet the requirements of RCW 26.60.010, 26.60.020, 26.60.030, and 26.60.070.

(b) The "declaration of state registered domestic partnership" form must contain a statement that registration may affect property and inheritance rights, that registration is not a substitute for a will, deed, or partnership agreement, and that any rights conferred by registration may be completely superseded by a will, deed, or other instrument that may be executed by either party. The form must also contain instructions on how the partnership may be terminated.

(c) The "notice of termination of state registered domestic partnership" form must contain a statement that termination may affect property and inheritance rights, including beneficiary designations, and other agreements, such as the appointment of a state registered domestic partner as an attorney-in-fact under a power of attorney.

(3) The secretary shall distribute these forms to each county clerk. These forms shall be available to the public at the secretary of state's office, each county clerk, and on the internet.

(4) The secretary shall adopt rules necessary to implement the administration of the state domestic partnership registry.

41.05.066

Same sex domestic partner benefits

A certificate of domestic partnership issued to a couple of the same sex under the provisions of RCW 26.60.030 shall be recognized as evidence of a qualified same sex domestic partnership fulfilling all necessary eligibility criteria for the partner of the employee to receive benefits. Nothing in this section affects the requirements of same sex domestic partners to complete documentation related to federal tax status that may currently be required by the board for employees choosing to make premium payments on a pretax basis.

23B.05.010

(2) A registered agent shall not be appointed without having given prior consent in a record to the appointment. The consent shall be filed with the secretary of state in such form as the secretary of state may prescribe. The consent shall be filed with or as a part of the record first appointing a registered agent. In the event any individual, corporation, or limited liability company has been appointed agent without consent, that person, corporation, or limited liability company may file a notarized statement attesting to that fact, and the name shall immediately be removed from the records of the secretary of state.

19.166.040

Organization application for registration -- Suspension of license or certificate for noncompliance with support order -- Reinstatement.

(1) An application for registration as an international student exchange visitor placement organization shall be submitted in the form prescribed by the secretary of state. The application shall include:

(a) Evidence that the organization meets the standards established by the secretary of state under RCW 19.166.050;

(b) The name, address, and telephone number of the organization, its chief executive officer, and the person within the organization who has primary responsibility for supervising placements within the state;

(c) The organization's unified business identification number, if any;

(d) The organization's United States Information Agency number, if any;

(e) Evidence of council on standards for international educational travel listing, if any;

(f) Whether the organization is exempt from federal income tax; and

(g) A list of the organization's placements in Washington for the previous academic year including the number of students placed, their home countries, the school districts in which they were placed, and the length of their placements.

(2) The application shall be signed by the chief executive officer of the organization and the person within the organization who has primary responsibility for supervising placements within Washington. If the secretary of state determines that the application is complete, the secretary of state shall file the application and the applicant is registered.

(3) International student exchange visitor placement organizations that have registered shall inform the secretary of state of any changes in the information required under subsection (1) of this section within thirty days of the change.

(4) Registration shall be renewed annually as established by rule by the office of the secretary of state.

(5) The office of the secretary of state shall immediately suspend the license or certificate of a person who has been certified pursuant to RCW 74.20A.320 by the department of social and health services as a person who is not in compliance with a support order or a *residential or visitation order. If the person has continued to meet all other requirements for reinstatement during the suspension, reissuance of the license or certificate shall be automatic upon the office of the secretary of state's receipt of a release issued by the department of social and health services stating that the licensee is in compliance with the order.

Clarification

Rule Y/N

No

No

No

No

Yes

Yes

No

New WAC in process to
prescribe information
required

No

No

Yes

We shouldn't worry
about who **doesn't** have
to register with us

No

Yes

WAC changes in
progress

No

No

No

PMB requirement will
be met by system
design, which will
identify PMBs

Yes

WAC changes in
progress

Yes

Yes

UI

Yes/UI

No

Rule In 19.09.075 (1) (c). No
WAC defines
PersonInCharge

Rule In 19.09.075 (1) (c). No
WAC defines
PersonInCharge

No

Yes/UI

Provides additional
detail/explantation of
RCW 19-09-075 (1) (h) Yes

Provides additional
detail/explantation of
RCW 19-09-075 (1) (h) Yes

Provides additional
detail/explantation of
RCW 19-09-075 (1) (h) Yes

Provides additional
detail/explantation of
RCW 19-09-075 (1) (h) Yes

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detail/explantation of
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Provides additional
detail/explantation of
RCW 19-09-075 (1) (h) Yes

Provides additional
detail/explantation of
RCW 19-09-075 (1) (h) Yes

Provides additional
detail/explantation of
RCW 19-09-075 (1) (h) Yes

No

UI

No

No

No
No
No
No
No
Yes

Fee table

Fee table

Yes

Fee table

Yes

Fee table

Yes

Does this apply to everything now? Is it additive or just the default?

Yes

Fee table

Yes

Fee table

Yes

Fee table

Yes

Fee table

No
Yes

Fee table

Yes

No

No

No

Based on due date

Yes

Based on notice
INVClosed means
Involuntary Closure

Yes

No

Not in RCW

Yes

Status = Closed for
voluntary closure;
Status = INVClosed for
administrative closure

Yes

UI

No

No

No

No

No

No

Yes

Foreign corp may or
may not have UBI. Yes
Domestic always have
UBI.
Needed only if charities
will be tied to
Corporations.

Yes

Yes/UI

Yes/UI

No

Yes

Yes

Yes/UI

No

UI

No

See similar rule on Charities on collecting fundraiser info - this should be a reciprocal relationship in the system. Primary fundraiser and subcontracting fundraisers, they also have registration numbers. Want to update each other to keep in synch.

WAC change in progress Yes
to no later than the last
day of the 11th month
Add rule for (1), date
constraint

No

No

Yes

Yes

Yes

No

Yes

Yes

No

No

Fee table

Yes

Fee table

No

Does this apply to everything now? Is it additive or just the default?

Yes

Fee table

Fee table Yes

Fee table Yes

No

No

No

No

No

No

This whole WAC will not be in this system, but we have rules for whatever system that may need them.

Yes

Yes

Yes

Yes

Yes

Yes

Yes/UI

Yes

Yes

Yes

FinancialReport may be a separate part on the form specifically for financial information. We recommend that this information be kept as a separate bundle that can be independently updated and changed from the main submission.

Yes

Program expenditures are for the charitable purpose; expenditures are for administrative cost or cost not related to charitable purpose

Yes

Yes

Yes

Yes

This is for the Trustee, not the trust

Yes/UI

Yes

UI

No

No

Yes

Yes

No

No

No

Yes

Fee table

Does this apply to everything now? Is it additive or just the default?

Yes

Fee table

Fee table

Fee table

Yes

Fee table

No

Yes

Fee table

Yes

No

No

Trustee can be an individual.
Individual or an Organization

No

No

No

No

No

No

We do not verify the timing. It is the filer's responsibility only

No

Yes

Yes

Here, the Entity and the Trustee are one and the same.

Yes

No

No

No

Except if signed by attorney, in this case it is rejected.

No

No

No

There can be several professionals under one umbrella.

No

Dental is not
acceptable.

Yes

No

No

Yes

No

Whether the application/renewal is stamped in 20 days or not, it is considered registered/renewed.

Yes

No

Yes

Charitable organization registration/renewal form including CFD

No

(include aka names, under which soliciatations are made)

Yes

Yes

Yes/UI

Yes

Yes

Yes

Yes/UI

For example: Mail; Phone; Internet; Door to Door; Txt; Vehicle Donations

Yes/UI

Note for system feature: if they select "raffle" pop-up stating they need to talk to the Gambling Commission

Yes

Revenue received from all solicitation revenue

Yes

Yes

Yes

Reciprocal data, keeping in synch between charities and fundraisers.

Yes/UI

UI

No

No

No

Yes/UI

No

No

Yes

Yes

Yes

Yes

Yes

Yes

Yes

reciprocal relationship Yes

Yes

Yes

Yes

UI

No

UI

No

Yes

No

No

No

Yes

Yes

Yes

Yes

Contract is the
Submission.
Note that EndDate may
be open-ended, until
such time that the
contract is canceled

Yes

Yes

For items in section
19.09.097 (2) (f) - (g)
Need radio button or
toggle for filer to testify
that "All items required
per statute are included
in contract" (uploaded)

UI

For items in section
19.09.097 (2) (f) - (g)
Need radio button or
toggle for filer to testify
that "All items required
per statute are included
in contract" (uploaded)

UI

For items in section 19.09.097 (2) (f) - (g)
Need radio button or toggle for filer to testify that "All items required per statute are included in contract" (uploaded)

UI

For items in section 19.09.097 (2) (f) - (g)
Need radio button or toggle for filer to testify that "All items required per statute are included in contract" (uploaded)

UI

For items in section 19.09.097 (2) (f) - (g)
Need radio button or toggle for filer to testify that "All items required per statute are included in contract" (uploaded)

UI

No

We do not check this now.

No

No

No

No

Yes/UI

No

These seem definitional
but also specify who can
act. Do we check?

No

No

No

No

Limited to one filing

Yes

Reject if found or in
contention with the
RCW.

No

Yes

Yes

Yes

Yes

Yes

Yes

This is where we enforce our need for what the trademark is: the words, the look of an image...

Yes

No

Yes

Yes

Yes

Yes

In case court reinstate. Yes

No

Yes

No

No

No

No

No

No
Yes

Yes

Originals are in Archives No
No

No
No
Yes

Yes

We don't care about the ruling requirements, just that we need to cancel Yes

No

No
No
No

No

No

No

No

No

No
No

No
No

No
No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No
No

No
No
No

No

No

No

No

No

Yes

Yes

UI

UI

UI

Yes

Yes/UI

Yes

No

No

DSHS: Department of
SOcial and Health
Services

Yes

No

No

No

No

No

No

Must qualify...

No

No

They must filing
translation, not tracked

No

No

No

No

No

UI

No

No

No

No

No

No

No

Not going to do paper forms in future.

No

No

No

Yes

Yes

No
No

No
Yes

No

We shouldn't have to
change anything here

No

These are generic rules
that seem to apply to all
submissions

No
Yes

Yes

Yes

No

Yes

No

No

No

No

No

No

No

No

No

Just verifying this is all
taken care of by the
company

No

No

No

No

No

No

No

Corporation rules apply Yes/UI
to Mass Trusts,
regarding Registered
Agent, Registered Office,
Beneficial Shares,
Purpose, where and
when formed if not WA,
term of existence,
address of principle
office in state where
formed,
Do we need to include
as rule?

No

Pull this out into as many rules as needed so can be coded as algorithm.
Added: "or 24.06"

No

No

Yes

Yes

Yes

Yes

Change is ok Yes

No

This seems to be a separate document that company will generate and upload Not usually - it is currently included in submission document

Yes

Yes

Yes

better variable name Yes

UI

added Name part Yes

Yes

Yes

No

better wording

UI

better wording

UI

No

No

No

No

Yes

Yes

Yes

Yes

No

Accept document

No

Yes

Yes

Yes

Yes

UI

UI

No

No

Yes

Yes

Yes

No

Yes

Yes

Yes

Yes

Yes

No

No

No

No

No

No

Yes

Yes

Yes

Yes

Yes

No

No
No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

Yes

No

No

Yes

No

Yes

Consistent Formatting Yes

Yes

Yes

Yes

Yes

Yes

Yes

Yes

No

No

no

No

No

No

No

No

Yes

Yes

Yes

Yes

No

Name needs to be
checked.
Added AND clause.

Yes

Yes

No

Yes

No

added date rule yes

Yes

Yes

Submission is Renewal. Yes

No

No

No

Yes

UI

UI

Yes

We would like this
feature for global agent
address update

UI

No

No

Yes

added AND clause

Yes

No

No

No

Yes

Yes

Yes

Yes

No

No

No

Name must be found in
Sec of State DB

Yes

yes

UI

yes

yes

yes

No

No

UI

No

Yes

Yes

Yes

Yes

UI

No

No

No

Yes

No

Yes

Yes

Yes

Yes

Yes

No

No

No

No

No

23B.11 should be included in the discussions on mergers/conversions

No

No

Yes

No

No

Yes

No

Yes

Yes

Yes

Yes

No

No

No
Yes

No

No

Yes

Yes

Yes

Yes

Yes

Yes

Yes

No

23B.14.210

No

No

Revoked term used in reference to foreign only; dissolved term is used for domestic; permissions are different for revoked (can no longer do business) and dissolution (can continue to do business)

Yes

Yes

Yes

No

Would like feature of system automated notification before Duration Date

Yes

Yes

No

No
Yes

Yes

No

No

No
Yes

Yes

Yes

Yes

Yes

No

No

Yes

No

Yes

No

Information is displayed. Yes

No

Yes

Yes
Yes

REused Yes
Yes

Reused Yes

The system can't check Yes
authenticity of
document; That will
have to be done
manually

No
No

Reused Yes

Reused Yes

No

Yes

IncorporatingRegion = Yes
jurisdiction

Yes
Yes
Yes

Yes

No
No

Yes

No

Yes

No

Yes

Yes

Yes

Yes

Yes

Yes

Yes

Yes

Yes

No

Yes

Yes

No

Nothing new here

No

Yes

No

Yes

Yes

Yes

No

No

Yes

No

Yes

Yes

Yes

Yes

Yes

Yes

No

No

Yes

Yes

Yes

Yes

UI

Submission is
StatementOfResignation

No
Yes/UI

Possibly have system
generate document for
mailing – Pam

Yes

added AND clause

Yes

No

No

No

Yes

Yes

Yes

Yes

Yes

No

No
Yes

Submission is
RequestToWithdraw

Yes

Yes

Yes/UI

Yes

Yes

No

No

No
No

Yes

Yes

Yes

No

No

Yes

No

Yes

Yes

No

Yes

No

No

No

Yes

Yes

Yes

Yes

Yes

Yes

Using specifics to avoid
confusion with 735

Yes

No

Yes

No

Possibly use Entity
instead of Submitee?
Yes - use of the term
"person" suggests so

Yes

No

No

Are we going to log this
in the system

No

Yes

No

No

Yes

Yes

Yes

Yes

Yes

No

No

No

No

No

No

No

No

No

WAC is needed to be established

No

No

No

Yes

Yes

Yes

Yes

Possible feature: prompt Yes
"do you need to file an
ammendment"

No
No

Yes
Yes

Yes
No

No
No

No

No

Yes

Yes

Yes

Yes

No

No

No

No
Yes

No

Yes

Yes
Yes

Yes

Yes

Yes

Yes

No

Yes

Yes

No

Yes

Yes

Yes

Yes

Yes

No

Yes

Yes

Yes

Yes

No

Note: not in RCW here,
but we require name
and address of reserver

No

No

Yes

Yes

Yes

Yes

Yes

Limited to one filing

Yes

Yes

Note: not in RCW here,
but we require name
and address of reserver

No

Yes

NP- Should have been
multiple rows (1, a, b)

No
Yes

System should
automatically close

added AND clause

Yes
Yes
No
Yes

No
No
No

No

No

No

No

Yes

No

No

Yes

No

Yes

No

No
No

Submission is process,
notice or demand

Yes

Yes

No

No
No

Yes

Should have used term "store"?

Yes

Yes

Yes

No

No

Yes

Yes

Does OSOS check for whether there are members with voting rights? If not, then these are all UI things. The Entity is required to do different things depending on voting rights

Yes/UI

see above

Yes/UI

No

No

Yes

Yes

Yes

No

No

Law will change 2015

No

UI

Yes

Yes

Yes

No

No

No

No

Yes

Yes

UI

UI

No

No

No

Will be more than one
proposing firm

Yes

Yes

Yes

UI

No

No

Yes

Yes/UI

Yes/UI

No

Yes

Yes

Yes

No

Yes/UI

No

No

No

No

No

No

No

Yes

Yes

Yes

Yes

No

No

Yes

Yes

Yes

UI

Yes

UI

UI

Verify details
No
No

Yes

Yes

Yes

No

No

No

No

No

No

Yes

Yes

No

Automate it use e-mail if Yes possible.

Yes

No

A request is needed. Yes
MU: second rule seems to be a monitoring rule that requires the Entity to do something, so it should only be a rule if OSOS will send the entity a notice that something must be done.

No

No

Submission is Yes
NotificationToSeekRelief

No

No

No

No

No

No

Not all of Nonprofits
only if the name does
not meet the statute.

Yes

No

Yes

No

No

Yes

Yes

Yes

Yes

Yes

Yes

Yes

UI

No

Yes

No
No

No

Yes

Yes

Required process Yes

Yes

No
No

No

No

No

No

No

Yes

No

No

RegisteredAgent.Addresses may not be on Submission (DB Lookup)

Yes

Required process

Yes

No

No
No

No
No

No

No
No

Yes

UI
UI

UI

Yes

Yes

No

Verify details
No
No

Yes

Yes

Provide document
Yes

No

No

Yes

Yes

No

No

No

Document provided. Yes

The system may send the notice but a person must first write the template

No

No

No

Yes

Yes

Yes

No

No
Yes

No
Yes/UI

Yes

Yes

Yes

Yes

We do not send back
the application. DES
currently act as SOS
agent.

Yes

No

Yes

No

No

Yes

Yes

Yes

Yes

Yes

No

No

No

Yes

WAC 434.112.062:
requires annual report
be filed last day of
month of original
registration

Yes

Yes

No

No

No

No

UI

Yes

OSOS does not do this

No

No

No

No

This is automated

No
?

No we don't check

No
?

No

Yes

Yes

Yes

Yes

No

Yes

Yes

Yes

Yes

Yes/UI

Yes

Yes

Yes

Yes

Yes

No

UI

UI

No

No

No

No

Yes

No

Yes

Yes

Yes

Yes

Yes

Yes

Yes

Yes

No

Rule inherent in
previously stated name
change rules

No

Yes

No

Yes

Yes

Yes

Yes

No

Yes

Yes

Yes

Yes

No

No

No
Yes

Yes

Yes

Yes

Yes

UI Requirement: Yes
Require
NameReserver.Name
Require
NameReserver.Address

No

No
Yes

UI Requirement: No
Require Yes
NameRegistor.Name
Require
NameRegistor.Address

Yes

Yes

No
Yes

No
No

No

No

No

No

No

Yes

No

No

No

Yes

Yes

No

No

Yes

Yes

No

No

No

Yes

Yes

Yes

Yes

No

No

No

No

No

No

Yes

Yes

Yes/UI

No

No

Yes

Yes

Yes

Yes

No

No

No

No

No

UI

No

Yes

Yes

Yes

Yes

No

No

No

Yes

Yes/UI

No

Yes

Yes

Yes

Yes

No

Yes

No

No

No

No

Yes

UI

Yes

No

only applies to non-
profits.
Can back out up to a
certain point, like
backing out of a
mortgage in 72 hrs.
Conforms to law means
what is in sec 24.06.335

No

reused

Yes

Yes

We are not issuing it.

Yes

No

No

Submission is
ArticlesOfDissolution

Yes

Yes

UI

UI

UI

UI

UI

RCW 82.32 is totally out of scope for this
*** would like to change the law and eliminate this*** until then
upload it (***) do we want some software that would evaluate whether it is or not)

No

No

Yes

Yes

Yes

Yes

Yes

No

NOTE: any one of the following three conditions will trigger dissolution.

No

No

The send notice is derived from section (3) of this RCW

Yes

The send notice is derived from section (3) of this RCW.

Yes

There is no specific Submission being referred to here.

No

Yes

Yes

This should probalby be Yes
worded more simply as
IF the Entity takes care
of what the problem
was that caused its
dissolution THEN ...

No

No
No
Yes

No

However a corporation is dissolved, remedies remain intact fro two years.

No
No

No

No

No

No

No

No

No

Yes/UI

No

No

reused

Yes

PeriodOfDuration can be an amount of time or be 'perpetual'? It can be either.

Yes

reused

Yes

Yes

Yes

reused

Yes

No

No

Ignored the sentence, not checked.

Yes

OSOS not sure what this clarification means?

No

Same format as
24.06.280

Yes

what to say for
electronic documents/

Yes

Yes

Yes

No

No

No

No

Reflected in RCW
24.06.360

No

May be a NO, since not
about the form or the
application. Requires
entity to do something.

No

Can not check

No

To be used in RCW
24.06.360 and
24.06.055; rule
not distinguishing
domestic/foreign

No

To be used in RCW
24.06.360 and
24.06.055; rule
not distinguishing
domestic/foreign

No

No

No

Yes

UI

UI

Will go away with new law (2015)

Yes

File_Store vs File_Submit

Yes

No

No
Yes

No
No

No

CrossRef: row 845

Yes

Currently happens in another system; not sure where will go in future.

Yes

No
No

No
No

No
No

Yes

No
*** there isn't an actual
certificate of withdrawal
per se let's get the
closest document
Indeed there is form for
cert. withdrawal -

Yes

Yes

Yes/UI

Yes/UI

Yes

Yes

No

No
No

Yes

reused Yes
Yes

reused Yes

Analogous to
administrative
dissolution No
No

CrossRef: 717 Yes

CrossRef: 1003,1223 Yes

No

No

No

Unless there is a whistle No
blower :-)
No

Analogous to administrative dissolution. Row 1222 24.06.290 (1) and Row 593 RCW 23B.12.210 (2)

Yes

No

No

Yes

Yes

Yes

No

No

Added a bit more and simplified what was there.

Yes/UI

No

Means: use a DBA if there is one.

Yes

Yes

Means: use a DBA if there is one.

Yes

Yes

Yes

Yes

No

Mostly about what the entity must do; OSOS just needs to verify the name is correct.

Yes

No

No

Yes

Yes

Yes

Yes

Yes

No

No

*** now in the anniversary date

No
No

Yes

No

No
No

No

No

No

Says that documents
must be accepted in
courts.

No

No

No

Yes

No

Corporate Soles has
been replace by law ***

No

No

Submission is the
Notification of
mitigating
circumstances; Entity is
Corporation Sole.

Yes

No

Note: the 5 year
condition is from section
(1) of this statute

Yes

Yes

Not sure about this one

Yes

No

No

Yes

Yes

TODO: add rule

Yes

Yes

No

No

No

No

Yes

Yes

Yes

Yes

Yes

No

No

Yes

Yes

required but we don't
have

Yes

Yes

No

No

No

No

?

No

Which of these details
need to be spelled out?

No

No

No

No

No

No

No

No

No

Why name only available for 180 days? Forces a name change every 6 months? Odd.

Submission is NoticeOfTransfer Yes

No

No

What "other statements" are being referred to here? Statements not filed by the Partnership?

No

No

No

No

No
Yes
Yes

?

No

No

No

Yes

No

No

No

Yes

No

No

No

Submission is
StatementOfDissolution

Yes

?

No

?

No

We don't have any of
these any more. Would
not be filed here.

No

NB: Location is same as address of Registered Office Yes

Submission is Fee with Notice Yes

Yes

Yes

Submission is Fee with Notice (note we don't administratively dissolve these folks for not filing) Yes

We should but we do not track the EffectiveDate WithdrawalNotice is kind of second level Submission Here the Entity is the LLP. Yes

Yes

No

No

No
Yes

No
No

Yes
Yes

Was "Yes" but cannot
check for. UI

Yes

Was "Yes" but cannot
check for. UI

Yes

No
Yes

Yes

the new agent could
overlap with the old one Yes

No
No

Cannot check for what happens if a RegAgent cannot be reached. Yes

Happens in a different system. Yes
Submission is the service of process, ...

No

No

No

No

Yes

No

No

Yes

No

No

No

No

Yes

No
No

same structure as
25.05.530

Yes

Yes

UI

Yes

Was "Yes" but cannot
check for.

UI

Yes

Repeat of 25.05.533

No

Yes

Yes

Yes

Same as 25.05.536

No

No

Yes

Yes

No

No

No

No

Yes

No

No

No

No

No

No

No

Yes

Yes

No

No

No

This is a separate submission by the registered agent.

Yes

Yes

No

CrossRef: 1785

Yes

No

No

This will likely be implemented as an algorithm

Yes

Yes

No

person means business
entity. Yes

Yes

No

No/UI

UI?

UI?

UI

UI

UI

No

No

Yes

Yes

Yes

Yes

No

No

No

?

?

?

?

?

?

Yes

Yes

Yes

No

DesignatedOffice is the
same thing as Registered
Office.

No

No

Yes

Yes

Yes

Yes

Yes

Yes

No

No

No

No

Yes

What is a designated office compared to a registered office?

Yes

Yes

Yes/UI

No

No

No

No

No

No

No

No

Yes

Yes

Yes

No

No

No

No

No

No

No

No

*** where we use the term "Definition" we mean direction for lawyers (in column E/F)

No

Yes

No

No

Yes

Yes

?

No

No

UI

UI

UI

UI

No

UI

UI

No

UI

No

No

No

No

No

No

No

Yes

No

NB: this rule applies to all the following clauses as well. There is plenty of redundancy in these statutes

Yes

No

Yes

Yes

No

Yes

Yes

The except condition is odd, since the same thing is done in prior clauses (a) and (b).

Yes

Yes

This rule has extremely broad scope, covering about any request for filing.

UI

Assuming that there is no difference between the Submission and the Filed Record; the Submission will be rejected until it is ok.

Yes

No

Yes

No

No

Should only need one rule to say EffectiveDate is never more than 90 days. The law is clear but redundant.

Yes

No

No

No

No

UI

Yes

Yes

Yes

No

No

No

No

No

a and b

No

a and b

No

Yes

Yes

Yes

Yes

No

No

Cross ref 928 RCW
24.03.302

No

No

Yes

Yes

Yes

No

No

Yes

No

No

No
Yes

Yes

Yes

Yes

Yes

Yes

No
No

Yes

Yes

Yes/UI

Yes

Yes

Yes

Yes

No

Yes

Cross ref
24.06.425
(row 1306)

No

No

Is this right, "Under
Review" or is this
sufficient for the letter
to be sent? (per row
1308

Yes

Yes

Yes

No

No

Yes

Yes

Yes

No

Yes

Submission is
NoticeOfCancellationOfC
ertificateOfAuthority

No

No

No

Yes

No

No

No
No

No
No

No
No

No
No

No
No

Yes

No

No

Yes

Yes

Yes

No

Yes

Yes

Yes

Yes

No

No

No

Submission is
Application for Reserved
Name Yes

Submission is
NoticeOfTransfer of
NameReservation. Yes

No

Submission if to register
name Yes

No

Yes

Yes

Yes

Submission is
RenewalApplication for
registered name. Yes

No

No

No

Yes/UI

Yes

Submission is
appointment of
Registered Agent

Yes

Submission is request to
change registered office

No

Yes

Yes/UI

Yes/UI

Yes

No

Submission is
NoticeOfResignation

Yes

No

No

No

Yes

Yes

Yes

Yes

No

Submission is
CertificateOfFormatino
of an LLC

No

No

Yes

Yes

Yes

UI

UI

UI

Yes

No

Cross ref Row 1659

Yes

No

No

No

No

Yes

Yes

No

No

Cross ref from rows
1654,1659

Yes

No

No

UI

No

In the future we should
be able to have a log on
for a manager and know
if they are in the slit

UI

No

No

No

No

No

No

It will not be required in
future

No

No

No

No

No

No

Yes

Yes

Yes

Yes

No

Yes

No

Yes

No

No

No

No

Yes

No

No

No

Yes

Yes

Yes

Yes

Yes

Yes

No

Yes

No

No

CrossRef: like 24.03.302 No
row 927

No

Yes

Yes

Yes

No

No

Yes

Yes

No

No

CrossRef: like 24.06.433
on row 1322

Yes

Yes

Yes

Yes

Yes

No

No

No

Yes

Yes

Yes

The RegisteredOffice is
the office of the
REgisteredAgent

Yes

Yes

Yes

No

No

Yes

Yes

Yes

No

Maybe needs more rules Yes
about name conflict and
name transfer.

Cross Ref: 25.10.040 No
row 1520 No

No

No

No

Yes
UI

Yes/UI

Yes

No

Accept Document

Yes

No
No

No
No

No

Yes
Yes
Yes
Yes

Yes
UI

No
No

No

Yes

Yes

No

Yes

No

No

No

No

CrossRef: 25.15.280 row
1858

No

Yes

No

No

Yes

No

Yes

Yes

No

No

Yes

No

No

Process

No

Yes

Yes

Yes

Yes

No

No

No
No

No

No

No

No

No

No
No

No

No

No

Potentially for
registration renewal

No

Submission is
application to register as
international student
exchange visitor

Yes

UI

UI

UI

Yes/UI

No

Is exempt status stored Yes/UI
in database,

No

Yes

No

Rule or UI implication

Gaps

Definitional

Definitional

This has to do with public records

States what is the case, not what needs to be done

IF Entity is charitable organization

THEN

$\text{PercentageOfTotalExpenditures} = (\text{CharitableExpenditures} / \text{TotalExpenses}) * 100$

IF Entity is commercial fund-raiser

THEN

$\text{PercentageOfProceeds} = (\text{FundsRetainedAfterExpenses} / \text{RaisedFunds}) * 100$

States what is the case, not what needs to be done

Rule is defined in RCW

Requirement of what the entity may or must do

Require Submission.Signature

Likely a checkbox to signify they are qualified to sign

Requirement of what the entity may or must do

Allow URS from NASCO in place of Submission

This is definitional for the rest of the 120 section.

Name or introduction to law

States what is the case, not what needs to be done

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.MailingAddress

IF Submission.Entity.MailingAddress == PMB OR POBOX (Check Box)

THEN

Require Submission.Entity.PhysicalAddress

Require Submission.Entity.FederalTaxPayerIdentificationNumber

Require Submission.Entity.EmailAddress OR Submission.Entity.InternetAddress

For each Entity.SolicitationName:

Require Submission.Entity.SolicitationName

IF Entity registered in WA

THEN

Require Submission.Entity.UBI

IF Entity incorporated out of state

THEN

Require Submission.Entity.JurisdictionOfIncorporation

Require Submission.Entity.AccountingYear.StartDate

Require Submission.Entity.AccountingYear.EndDate

IF CourtRuling (checkbox checked)

THEN

For each CourtRuling:

Require Submission include CourtRuling

IF Entity is registered in another state (checkbox checked)

THEN

For each Entity.RegisteredState:

Require Submission.Entity.RegisteredState.Name

Introduces a set of conditions below, is not a condition itself

Rule is defined in RCW

Rule is defined in RCW

Introduces a set of conditions below, is not a condition itself

IF Entity has collected contributions (checkbox checked)

THEN

For each Entity.SolicitationAddress:

 Require Submission.Entity.SolicitationAddress

Require Submission.Entity.ContributionsReceived

Require Submission.Entity.OtherRevenue

Require Submission include GrossReceipts

Require Submission.Entity.CharitableExpenditures

Require Submission.Entity.TotalExpenditures

Require Submission.Entity.AccountingYear.BeginningAssets

Require Submission.Entity.AccountingYear.EndingAssets

Allow Submission include AdditionalInformation

Requirement of what the entity may or must do

Require Submission.Signature

Likely a checkbox to signify they are qualified to sign

Requirement of what the entity may or must do, unrelated to the system

Require Submission.Entity.Name
Require Submission.Entity.MailingAddress

IF Submission.Entity.MailingAddress == PMB or POBOX
THEN

Require Submission.Entity.PhysicalAddress

Require Submission.Entity.EmailAddress
Allow Submission.Entity.Website

Require Submission.Entity.ExemptionReason

IF Entity.JurisdictionOfIncorporation == "WA"
THEN

Require Submission.Entity.UBI

IF Entity.JurisdictionOfIncorporation <> "WA"
THEN

Require Submission.Entity.JurisdictionOfIncorporation

Require Submission.Entity.FederalTaxIdentificationNumber
Require Submission.Entity.TaxExemptionStatus

For each Entity.SolicitationName:

Require Submission.Entity.SolicitationName

Requirement of what the entity may or must do, unrelated to the system
Cannot be automated

Requirement of what the entity may or must do, unrelated to the system
States what is the case, not what needs to be done

Name or introduction to law

IF Entity registering as charitable organization

THEN

InitialRegistration.Fee = \$60 unless otherwise specified

IF Entity is a charitable organization

THEN

AnnualRenewal.Fee = \$40 unless otherwise specified

IF Entity is a charitable organization

THEN

InformationChanges.Fee = \$0

For each Document copy:

Require Document.Fee = \$5

OnlineSubmission.Fee = \$20

For each ServiceOfProcess.Address:

ServiceOfProcess.Address.Fee = \$50

IF Entity is reactivating registration

THEN

Submission.Fee = \$60 + applicable late fees

CommercialFundraiserContract.Fee = \$20

Name or introduction to law

IF Entity doesn't renew on time

THEN

RegistrationRenewal.Fee = \$50

RegistratinRenewal.Fee is additive to other filing fees/penalties

Requirement of what the entity may or must do, unrelated to the system

Name or introduction to law

States what is the case, not what needs to be done

IF Entity doesn't renew on time

THEN

OSOS sends NoticeOfDelinquency to Entity.RegisteredAddress within 60 days

Entity = "Delinquent"

IF Today == NoticeOfDelinquency.SentDate + 30 days and Entity == "Delinquent"

THEN

Entity = "INVClosed"

This shouldn't happen in the online system since submission implies filing

If Entity == "INVClosed"

THEN

Require Submission.Entity.RegistrationNumber

Submission.Fee = \$60 + Late Fees

There needs to be a way to distinguish reregistration and fresh registration

IF Entity == "Closed"

THEN

Require Submission.Entity.RegistrationNumber

Require Submission.Fee = \$60

OPTIONAL: Allow submission additional information not required (upload)

Definitional, unrelated to system

Definitional

We've already generated rules on these

Name or introduction to law

States what is the case, not what needs to be done

Introduces a set of conditions below, is not a condition itself

```
Require Submission.Entity.MailingAddress
IF Submission.Entity.MailingAddress = PO Box OR PMB
THEN
  Require Submission.Entity.PhysicalAddress.City
  Require Submission.Entity.PhysicalAddress.State
  Require Submission.Entity.PhysicalAddress.ZIP
  Require Submission.Entity.PhysicalAddress.County [can system figure this out
from above info?]
```

Gap: WAC does not account for privacy protection charities or fundraisers who don't have a physical address

```
Allow Submission.Entity.EmailAddress
Allow Submission.Entity.InternetAddress
```

```
IF Entity has solicited (checkbox checked)
THEN
  For each Entity.SolicitationAddress:
    Require Submission.Entity.SolicitationAddress
  Require Submission.Entity.Type;
  Require Submission.Entity.FederalTaxPayerIdentificationNumber;
```

```
IF Entity.JurisdictionOfIncorporation == "WA"
THEN
  Require Submission.Entity.UBI
```

```
If Entity.JurisdictionOfIncorporation <> "WA"
THEN
  Allow Submission.Entity.UBI
  Require Entity.JurisdictionOfIncorporation
  Require Submission.Entity.AccountingYear.BeginningDate
  Require Submission.Entity.AccountingYear.EndingDate
IF CourtRuling (checkbox checked)
THEN
  For each CourtRuling:
    Require Submission include CourtRuling
```

IF Entity registered in other states (checkbox checked)

THEN

For each Entity.RegisteredState:

 Require Submission.Entity.RegisteredState

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.ContributionsReceived

Require Submission.Entity.NetFundsDispersedToCharity

Allow Submission include AdditionalInformation

States what is the case, not what needs to be done

Require Submission.Signature

Likely a checkbox to signify they are qualified to sign

We really can't enforce any of these things and the submission process is already covered in 19.09.075

```
If Submission == LastYearsSubmission
THEN
  Reject Submission
```

Requirement of what the entity may or must do

Name or introduction to law

```
If Today > Submission.DueDate
THEN
  Submission.Entity = "delinquent"
IF Entity doesn't renew on time
THEN
  OSOS sends NoticeOfDelinquency to Entity.MailingAddress within 60 days
```

```
IF Today == NoticeOfDelinquency.SentDate + 30 days
THEN
  Entity = "INVClosed"
```

This shouldn't happen in the online system since submission implies filing

IF Entity == "INVClosed"

THEN

Submission.Fee = \$300 + Late Fees

There needs to be a way to distinguish reregistration and fresh registration

IF Entity == "Closed"

THEN

Submission.Fee = \$300

Name or introduction to law

States what is the case, not what needs to be done

InitialRegistration.Fee = \$300

AnnualRenewal.Fee = \$250

FilingChanges.Fee = \$0

CharitableOrganizationContract.Fee = \$20

IF Entity doesn't renew on time

THEN

RegistrationRenewal.Fee = \$50

RegistratinRenewal.Fee is additive to other filing fees/penalties

Requirement of what the entity may or must do

OnlineSubmission.Fee = \$20

For each AnnualRegistration copy:

AnnualRegistration.Fee = \$10

IF Entity reregistering

THEN

Submission.Fee = \$300 + Late Fees

There needs to be a way to distinguish reregistration and fresh registration

Requirement of what the entity may or must do

Requirement of what the entity may or must do

Name or introduction to law

We can't enforce this

States what is the case, not what needs to be done

States what is the case, not what needs to be done

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Trustee.Name

Require Submission.Entity.Trustee.MailingAddress;

IF Submission.Entity.Trustee.PhysicalAddress <>

Submission.Entity.Trustee.MailingAddress

THEN

Require Submission.Entity.Trustee.PhysicalAddress

Require Submission.Entity.Trustee.Name

(Require Submission.Entity.FederalEmployerIdentificationNumber OR

Require Submission include Entity.IdentifyingInformation)

Require Submission.Entity.Purpose

Require Submission.Entity.AssetsValue

Require Submission includes Entity.GoverningInstrument copy

Require Submission includes Entity.StatementOfExemption (may be checkbox)

If Exempt

THEN

Require IRS Code under which Entity is exempt

IF Submission.Entity.TaxStatus == "Exempt"

THEN

Require Submission include IRSLetterOfExemption

Require Submission.Entity.FiscalYearEndDate

IF Submission.Entity is funded

THEN

Require Submission Includes FinancialReport;

Require FinancialReport.Date < Submission.Entity.FiscalYearEndDate – 1 Year;

Require FinancialReport.BeginningTrustAssets

Require FinancialReport.TrustRevenue

Require FinancialReport.TrustProgramExpenditures

For each PersonInCharge:

Require FinancialReport.PersonInCharge.Compensation

Require FinancialReport.TrustTotalExpenses

Require FinancialReport.TrustEndingAssets

Checkbox to say whether filed FederalInformationReturn

IF Checkbox checked

THEN Require Submission include (copy of) FederalInformationReturn

IF Submission.Preparer <> Submission.Entity

THEN

Require Submission.Preparer.Name

Require Submission.Preparer.TelephoneNumber

requirement on the form

Requirement on what the entity may or must do, unrelated to system

Introduces a set of conditions below, is not a condition itself

IF Entity is not a corporation

THEN

Require Submission.LegallyResponsibleEntity.Signature

IF Entity is a corporation

THEN

Require Submission.CorporateOfficer.Signature

States what is to be the case, not what needs to be done.

This line seems to be a mistake. Left in to keep numbering intact.

Name or introduction to law

Registration.Fee = \$25

OnlineSubmission.Fee = \$20

For each IRS990EZ:

IRS990EZ.Fee = \$5

For each IRS990:

IRS990.Fee = \$10

For each IRS990-PF:

IRS990-PF.Fee = \$10

For each 50 pages on documents over 100 pages:

Copy.Fee = \$13

RegistrationFormCopy.Fee = \$ 5

Name or introduction to law

IF Today < Registration.RenewalDate + 2 Years

THEN

RegistratinRenewal.Fee = \$50 + \$50 for each year unregistered (including current year)

RegistratinRenewal.Fee is additive to other filing fees/penalties

Requirement of what the entity may or must do

Requirement of what the entity may or must do

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system.
The trustee is required to file but we will have nothing to execute a rule against until they do. Our current trust registration form does not have the date that the trust was actually set up, should we include this for the purpose of this evaluation

Require Submission Includes TrustDocument

Require Submission Includes InventoryOfAssets

Require Submission includes RegistrationForm;
Require RegistrationForm.Entity.Name
Require RegistrationForm.Entity.MailingAddress
IF RegistrationForm.Entity.PhysicalAddress <>
 RegistrationForm.Entity.MailingAddress
THEN
 Require RegistrationForm.Entity.PhysicalAddress
Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

This line seems to be a mistake. Left in to keep numbering intact.
Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

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Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Require Entity.Name contain the words "professional service" or "professional corporation" or the abbreviation "P.S." or "P.C.";
Require AnnualReport.ShareHolders;
Need to include the Dental portion of the rule here. Probably a UI issue, but needs to somehow be annotated.

Yes - not presently requiring ShareHolder names in annual report

Requirement on what the entity may or must do, unrelated to system

We can't check for this

Redact Submission.Entity.SSN
Redact Submission.Entity.FinancialAccountNumber

This will have to be done manually but is still a requirement Requires further discussion - unredacted docs will be required if a court order occurs for an unredacted copy

Requirement on what the entity may or must do, unrelated to system

IF Today > (Entity.Registration.Date or Entity.Renewal.Date) + 20 days
THEN
Entity is "registered"

If the registration isn't accepted there will be no registration start date so there is nothing to be done

IF Today > Submission.FilingDate + 30 days and
Submission.Entity.Payment < Submission.Fees
THEN
Reject Submission

Introduces a set of conditions below, is not a condition itself

For each Entity.SolicitationName:

Require All Submission.Entity.SolicitationNames

Require Submission.Entity.PersonInCharge.Name

Require Submission.Entity.PersonInCharge.Address

Require Submission.Entity.PersonInCharge.Phone

Checkbox to testify that noone gets paid.

IF checkbox unchecked

THEN:

For 3 (highest paid) Entity.PersonInChargeOrEmployee:

Require Submission.Entity.PersonInChargeOrEmployee.Name

Require.Entity.CharitablePurpose

Require Submission.Entity.TaxExemption;

IF Submission.Entity.TaxExemption == True

THEN

Require Submission include IRSExemptionLetter

Require.Entity.FinancialStatementPreparer.Name

Require.Entity.FinancialStatementPreparer.Address

Checkbox if they have completed a previous accounting year

IF checkbox checked

THEN Require Submission include SolicitationReport

Require SolicitationReport.Types (including a 'none' option)

UI: pick list of options, including 'other' and maybe field to enter the other options.

Require SolicitationReport.Total Revenue

Require SolicitationReport.ContributionRevenue

Require SolicitationReport.FundsExpendedForCharitablePurposes

Require SolicitationReport.TotalExpenses

For each CommercialFundraiser:

Require CommercialFundraiser.Name

Require CommercialFundraiser.Address

Require CommercialFundraiser.TelephoneNumber

Checkbox on the form

This will be specified elsewhere

Requirement of what the entity may or must do

Just says when not need to do something.

Require Submission.Entity.PersonInCharge.Signature (checkbox)

Require Submission.Entity.PersonInCharge.Name

Require Submission.SigningDate

Require Submission.Fee

Requirement on what the entity may or must do, unrelated to system

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name

Require Submission.Entity.Address

Require Submission.Entity.TelephoneNumber

For each PersonInCharge:

Require Submission.Entity.PersonInCharge.Name;

Require Submission.Entity.PersonInCharge.Address;

Require Submission.Entity.PersonInCharge.TelephoneNumber

Require Submission.Entity.WAActivitiesManager.Name

Require Submission.Entity.WAActivitiesManager.Address

Require Submission.Entity.WAActivitiesManager.TelephoneNumber

Checkbox to testify that noone gets paid.

IF checkbox unchecked

THEN:

For 3 (highest paid) Entity.PersonInChargeOrEmployees:

Require Submission.Entity.PersonInChargeOrEmployee.Name

Require Submission.Entity.FinancialReportPreparer.Name

Require Submission.Entity.FinancialReportPreparer.Address

IF Entity has previous accounting year

THEN

Require Submission includes SolicitationReport

Require SolicitationReport.FundraisingTypes

Require SolicitationReport.CharitableClients

Require SolicitationReport.TotalContributions (revenue)

Require SolicitationReport.NetFundsDispersedToCharity

For each CommercialFundraiser:

Require CommercialFundraiser.Name

Require CommercialFundraiser.Address

Require CommercialFundraiser.TelephoneNumber

Checkbox on the form

Requirement on what the entity may or must do, unrelated to system

Require Submission.Signature

Likely a checkbox to signify they are qualified to sign

Requirement on what the entity may or must do, unrelated to system

Registration.ExpirationDate >= Registration.EffectiveDate + 1 year

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Introduces a set of conditions below, is not a condition itself

Require Submission.Fundraiser.Name

Require Submission.Fundraiser.RegistrationNumber

Require Submission.Entity.Name

Require Submission.Entity.RegistrationNumber

Require Submission.Fundraiser.Representative.Name

Require Submission.Fundraiser.ServiceTypes

Require Submission.StartDate

Require Submission.EndDate (if there is one)

Maybe checkbox for open ended.

Require Submission.Terms

Checkbox to say this information is in the upload.

Checkbox to say this information is in the upload.

Checkbox to say this information is in the upload.

Checkbox to say this information is in the upload.

Checkbox to say this information is in the upload.

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

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Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Require Submission include SuretyBond

Require Submission.SuretyBond.Issuer

Require Submission.SuretyBond.Number

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Describes who uses this RCW

Describes who uses this RCW

IF Today < Submission.FilingDate + 180 days

THEN

Submission.Trademark is reserved

Submission may only be filed once

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done

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States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

```
Require Submission.Entity.Name
IF Entity.Type == "Corporation"
THEN
  Require Submission.Entity.JurisdictionOfIncorporation
  Require Submission.Trademark.Goods or Services;
  Require Submission.Trademark.Goods or Services.Class
  Require Submission.Trademark.MannerApplied
```

Require Submission.Trademark.DateFirstUsedAnywhere;
Require Submission.Trademark.DateFirstUsedWashington

Require Submission.Trademark.UseStatement

Require Submission.Trademark.OwnershipStatement

Require Submission.Trademark.Description

States what is to be the case, not what needs to be done

Require Submission includes AuthorizedSignature

Require Submission.Fee

For 3 TrademarkSpecimen:

Require TrademarkSpecimen

Yes - An RCW
revision
warranted;
don't need
three
examples, just
an example for
each
good/service

IF Today > Submission.FilingDate + 90 days

THEN

Submission cannot be corrected

IF Today =< Submission.FilingDate + 90 days and correction requested

THEN

Submission includes ApplicationCorrectionForm

Submission includes ApplicationCorrectionFee

Fulfilled by requirements above

```
IF Today < Submission.FilingDate + 90 days
THEN
  OSOS may revoke Entity.CertificateOfRegistration
IF Entity.CertificateOfRegistration = "Cancelled"
THEN
  OSOS mails NoticeOfRevocation
Name or introduction to law
```

#####

Introduces a set of conditions below, is not a condition itself

States what is to be the case, not what needs to be done
States what is to be the case, not what needs to be done
States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done

Name or introduction to law

Require Submission.ExpirationDate = Submission.FilingDate + 5 years

IF Submission renewed within 6 month of
Submission.ExpirationDate

THEN

Submission.ExpirationDate = Submission.ExpirationDate + 5 years

Require Submission as fulfilled by requirements above

Require Submission.Fee

Require OSOS send NoticeOfExpiration within a year to six months of expiration

Name or introduction to law

Requires OSOS to make some functionality availability in the system, is not a rule in the system.

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

IF OSOS receives Entity.CancellationRequest

THEN

Entity = 'Cancelled'

IF Today > Entity.ExpirationDate

THEN

Entity = 'Cancelled'

IF Court.CancelationOrders <> ""

THEN

Entity = 'Cancelled'

States what is to be the case, not what needs to be done

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Name or introduction to law

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Name or introduction to law

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States what is to be the case, not what needs to be done

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Submission includes Evidence satisfying RCW 19.166.050

Require Submission.Entity.Name
Require Submission.Entity.Address
Require Submission.Entity.TelephoneNumber

Require Submission.ChiefOfficer.Name
Require Submission.ChiefOfficer.Address
Require Submission.ChiefOfficer.TelephoneNumber

Require Submission.PlacementSupervisor.Name
Require Submission.PlacementSupervisor.Address
Require Submission.PlacementSupervisor.TelephoneNumber
OPTIONAL field for UBI number

OPTIONAL field for Submission.Entity.USInformationAgencyNumber

OPTIONAL field or document upload for EvidenceOfCouncil

Require Submission.Entity.TaxExemptionStatus

Require Submission include StudentPlacementList;
OPTIONAL: a way to upload document as alternative to a text field.

require Submission is signedBy Submission.Entity.PersonInCharge-CEO;
require Submission is signedBy Submission.Entity.PersonInCharge-
PlacementSupervisorInWA;

Cannot test for this. This is a requirement on the organization not OSOS

Requirement on what the entity may or must do, unrelated to system

IF Entity not compliant
THEN
 Entity.Authority == "Suspended"
IF release received from DSHS
THEN
 Entiity.Authority== "Reinstated"

Name or introduction to law

Not done online now, cannot automate. They come in all kinds of ways, phone, email etc.

Name or introduction to law

States what is to be the case, not what needs to be done

Requirement on what the entity may or must do, unrelated to system

States what is to be the case, not what needs to be done

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Introduces a set of conditions below, is not a condition itself

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

This is a checkbox in the UI, possibly including a name field

States what is to be the case, not what needs to be done

Requirement on what the entity may or must do, unrelated to system. General guidance to attorneys. Already are rules for this, e.g. for AnnualReports.

Name or introduction to law

States what is to be the case, not what needs to be done

Name or introduction to law

States what is to be the case, not what needs to be done

Name or introduction to law

Just allows OSOS to use forms, not a requirement.

Name or introduction to law

This is for the organization filing only not OSOS.

Require $\text{Submission.DelayedEffectiveDate} \leq \text{Submission.FilingDate} + 90 \text{ days}$

Submission.FilingDate == Submission.DateOfReceipt

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Introduces a set of conditions below, is not a condition itself

Require (Submission.DescriptionOfRecord and
Submission.Record.FilingDate)

or

(Submission includes CopyOfOriginalRecord);

Require (Submission.DescriptionOfIncorrectStatementAnWhatsWrong and
Submission.CorrectedStatement)

or

(Submission.DescriptionOfDefectiveExecution and
Submission.CorrectedExecution)

Requirement on what the entity may or must do, unrelated to system

States what is to be the case, not what needs to be done

Name or introduction to law

IF Submission conforms to law

THEN

OSOS files Submission

OSOS endorses Submission with word "Filed" and Submission.FilingDate

OSOS sends Submission copy to Entity.RegisteredAddress

We file on submission, so system rules should not allow submissions lacking requirements

States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done
States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done

Name or introduction to law
Requirement on what the entity may or must do, unrelated to system

Name or introduction to law
Requirement on what the entity may or must do, unrelated to system

Introduces a set of conditions below, is not a condition itself

States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done

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States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done

Name or introduction to law

A separate calculator already computes this.

Says what OSOS may not do with respect to charging fees.

Name or introduction to law

IF Entity.AnnualReport == "" after AnnualReport.DueDate

THEN

 Apply penalties to Entity

IF Entity.InitialReport == "" after InitialReport.DueDate

THEN

 Apply penalties to Entity

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

This will be done manually, not in the system. Must be in writing for auditor. Can only waive penalties, not filing fees.

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

States what is to be the case, not what needs to be done

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

States what is to be the case, not what needs to be done

Name or introduction to law

Require Submission includes TrustInstrument copy;
Require Submission.Entity.Name;

For each Trustee:

Require Submission.Trustee.Name
Require Submission.Trustee.Address

OPTIONAL: Allow Submission include Ammendments

Name or introduction to law

IF Entity is subject to chapter 23.78 or 31.12 or 24.06

THEN

Entity.Name may contain "cooperative"

IF Entity is subject to chapter 24.06

THEN

Entity.Name may contain "cooperative"

IF Entity.Name lawfully contains "cooperative" on July 23, 1989

THEN

Entity.Name may contain "cooperative"

IF Entity is a nonprofit corporation

THEN

Entity.Name may contain "cooperative"

Entity.Name may contain the word "corporation," "incorporated," or "limited" or an abbreviation of any such word

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name

Require Submission.Entity.Purpose

Require Submission.Entity.BusinessAddress

Require Submission.Entity.Duration

IF Entity has no CapitalStock

THEN

Require Entity.Statement that interest is Equal or Unequal

IF Unequal

THEN

Require Submission includes PropertyRights

Introduces a set of conditions below, is not a condition itself

IF Entity has CapitalStock

THEN

Require Submission include ShareInformation

IF Entity has CapitalStock

THEN

Require Submission include ShareInformation

IF Entity has CapitalStock

THEN

Require Submission include ShareInformation

Require Submission Include ProvisionForStockAcquisition

Require Submission include ProvisionForDistributionofAssets

OPTIONAL: Allow Submission.DissentingMemberConditions

Require Submission.Entity.RegisteredAddress and RegisteredAgent Name

For each PersonInCharge:

Require Submission.Entity.PersonInCharge.Name

Require Submission.Entity.PersonInCharge.Address

For each Incorporator:

Require Submission.Entity.Incorporator.Name

Require Submission.Entity.Incorporator.Address

Introduces a set of conditions below, is not a condition itself

UI Should allow submission of extrainformation or documents

UI Should allow submission of extra information or documents

States what is to be the case, not what needs to be done

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

IF Submission conforms to law

THEN

OSOS endorses Submission with word "Filed" and Submission.FilingDate

IF Submission conforms to law

THEN

OSOS files Submission

IF Submission conforms to law

THEN

OSOS Issues Entity.CertificateOfIncorporation

IF Submission conforms to law

THEN

OSOS sends Submission copy and Entity.CertificateOfIncorporation to
Entity.RegisteredAddress

States what is to be the case, not what needs to be done

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

States what is to be the case, not what needs to be done

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

States what is to be the case, not what needs to be done

Introduces a set of conditions below, is not a condition itself

For each MergingEntity:

- Require Submission.MergingEntity.Name

- Require Submission.Entity.Name

- Require Submission.Terms

- Require Submission include ShareConversionManner

OPTIONAL: Allow Submission include StatementOfChanges

OPTIONAL: Field(s) or Upload of additional Provisions

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Require Submission include MergerPlan

For each MergingEntity:

- Require Submission.MergingEntity.MemberCount

- Require Submission.MergingEntity.CapitalStockStatus

- Require Submission.MergingEntity.OutstandingShareCount

For each MergingEntity:

- Require Submission.MergingEntity.VotingResults

Introduces a set of conditions below, is not a condition itself

IF Submission conforms to law and Submission.Fees paid
THEN
 OSOS endorses Submission with "Filed" and Submission.EffectiveDate
IF Submission conforms to law and Submission.Fees paid
THEN
 OSOS files Submission
IF Submission conforms to law and Submission.Fees paid
THEN
 OSOS issues Entity.CertificateOfMerger
IF Submission conforms to law and Submission.Fees paid
THEN
 OSOS sends Submission copy and Entity.CertificateOfMerger to
Entity.RegisteredAddress
Require Fee==Corporations Fee

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law
States what is to be the case, not what needs to be done

Name or introduction to law
Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name satisfying RCW 23B.04.010

Require Submission.Entity.NumberOfSharesIssuable

Require Submission.Entity.RegisteredAddress

Require Submission.Entity.RegistereAgent.Name

For each Incorporator:

Require Submission.Entity.Incorporator.Name

Require Submission.Entity.Incorporator.Address

Require

Submission.Entity.NumberOfDirectors OR

Submission.Entity.ProcessToDetermineNumberOfDirectors

Introduces a set of conditions below, is not a condition itself

States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done

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Introduces a set of conditions below, is not a condition itself
States what is to be the case, not what needs to be done

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States what is to be the case, not what needs to be done

Name or introduction to law

States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Entity.Name contain one of the following:

"corporation," "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.";

Unenforcable, noone will care to even check this. Probably no reason to have in UI checkbox either, but someone might want to.

Introduces a set of conditions below, is not a condition itself

Require Entity.Name not contain any of the following:

"Bank," "banking," "banker," "trust," "cooperative," or any combination of the words "industrial" and "loan," or any combination of any two or more of the words "building," "savings," "loan," "home," "association," and "society," or any other words or phrases prohibited by any statute of this state; and

Introduces a set of conditions below, is not a condition itself

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.Name

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.ReservedName

Require Entity.Name <> AuthorizedEntity.Name

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.FictitiousName

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.ReservedName

Require Entity.Name <> AuthorizedEntity.Name

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.ReservedName

Require Entity.Name <> AuthorizedEntity.Name

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.ReservedName

Require Entity.Name <> AuthorizedEntity.Name

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.ReservedName

Require Entity.Name <> AuthorizedEntity.Name

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.ReservedName

Require Entity.Name <> AuthorizedEntity.Name

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.ReservedName

Require Entity.Name <> AuthorizedEntity.Name

Introduces a set of conditions below, is not a condition itself

IF AuthorizedEntity.Name changes

THEN

Entity.Name may equal AuthorizedEntity.OldName

IF Entity delivers Court.Order

THEN

Entity.Name may use Court.Order.Name

Introduces a set of conditions below, is not a condition itself

IF Entity and AuthorizedEntity merge

THEN

Entity.Name = AuthorizedEntity.Name

IF Entity formed from AuthorizedEntity

THEN

Entity.Name = AuthorizedEntity.Name

States what is to be the case, not what needs to be done

Introduces a set of conditions below, is not a condition itself

The following do not make Entity.Name unique:

"Corporation," "incorporated," "company," "limited," "partnership," "limited partnership," "limited liability company," "limited liability partnership," or "social purpose corporation," or the abbreviations "corp.," "inc.," "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," "L.L.C." "SPC," or "S.P.C.";

The following do not make Entity.Name unique:

“the” or “and”

The following do not make Entity.Name unique:

Punctuation, capitalization, or special characters or symbols in the same name

The following do not make Entity.Name unique:

Use of abbreviation or the plural form of a word in the same name.

Name or introduction to law

Require Submission.Entity.Name

Require Submission.Entity.Address

Require Submission.Entity.DesiredName

IF Submission conforms to law

AND

Submission.Entity.DesiredName <> AuthorizedEntity.Name

THEN

Submission.Entity.DesiredName reserved for 180 days

Require Transfer.Transferee.Name

Require Transfer.Transferee.Address

Name or introduction to law

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.Name

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name

Require Submission.Entity.JurisdictionOfIncorporation

Require Submission.Entity.DateofIncorporation

Require Submission include CertificateOfExistence

Entity.Name registered till end of calendar year

Copy rules for section (2)(a) and (2)(b) from 23B.04.030

AND

Entity.Name registered till end of year

States what is to be the case, not what needs to be done

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name

Determined to be an optional UI function

Determined to be an optional UI function

Require Entity.RegisteredAddress == RegisteredAgent.Address

Determined to be an optional UI function

Provide form for RegisteredAgents to change information

Name or introduction to law

States what is to be the case, not what needs to be done

OPTIONAL:

Submission includes StatementOfDiscontinuation
OSOS mails Submission copy to Entity.PrincipalOffice

IF Today >= Submission.SubmittedDate + 31 days

AND

Submission.Entity.RegisteredAgent has not already been changed

THEN

Submission.Entity.RegisteredAgent = "OSOS"

Name or introduction to law

States what is to be the case, not what needs to be done

Introduces a set of conditions below, is not a condition itself

If Entity.RegisteredAgent == ""

THEN Entity.RegisteredAgent == "OSOS"

IF Entity.RegisteredAgent cannot be found

THEN

Entity.RegisteredAgent = "OSOS"

IF OSOS receives Submission

THEN

OSOS mails submission copy to Entity.PrincipalOffice

OSOS File_Store Summons

This does not limit other summons

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name

Require Submission.Amendments

OPTIONAL: Allow Submission.ShareInformation

Require Submission.AdoptionDate

IF Shareholder approval not required

THEN

Require Submission.ShareholderStatementThatNoApprovalNeeded

IF Shareholder approval required

THEN

Require Submission.ShareholderStatementThatAmendmentWasApproved

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Allow Submission.Amendment(s)

Requirement of what the entity may or must do, unrelated to system

Require Submission.Entity.Name

Require Submission.Entity.RestatedText

IF Submission includes no amendment

THEN

Require Submission include Submission.Entity.NoAmendmentStatement

IF Submission includes Amendment and no shareholder approval required

THEN

Require Amendment.StatementOfAdoption AND

Require Amendment.DateOfAdoption

IF Submission includes Amendment and shareholder approval required

THEN

Require Information satisfying RCW 23B.10.060

Require checkbox checked to testify that ArticlesOfRestatement have been executed.

Require checkbox checked to testify that Certificate have been executed.

States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done

Name or introduction to law

IF Court requires amendment

THEN

Submission.ApprovalStatement not required

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name

Require Submission.AmendmentText

Require Submission.CourtProcess.ApprovalDate

Require Submission.CourtProcess.TitleOfProceeding

Require Submission include StatementOfJurisdiction

States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

States what is to be the case, not what needs to be done

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

IF Survivor is a foreign entity not registered

THEN

Entity.RegisteredAgent defaults to "OSOS"

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Submission include RevenueClearanceCertificate copy

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name

Require Submission.ApprovalDate

Require Submission include StatementOfApproval

IF Today >= Submission.EffectiveDate

THEN

Entity = "Dissolved"

Requirement of what the entity may or must do, unrelated to system

States what is to be the case, not what needs to be done of dissolved corp

Name or introduction to law

IF Today < Entity.ExpirationDate + 120 days

THEN

Entity may revoke dissolution

Requirement of what the entity may or must do, unrelated to system

Introduces a set of conditions below, is not a condition itself

Gap - not
requiring at
present

Require Submission.Entity.Name

Require Submission include NameStatement

IF Submission.Entity.Name unavailable

THEN

Require Submission include ArticlesOfAmendment.NewName

Require Submission.DissolutionEffectiveDate

Require Submission.DissolutionRevocationDate

IF Revoked by BoardOfDirectors or by Incorporators

THEN require Submission include RevocationStatement (to that effect)

IF Entity.Directors revoked DissolutionByShareholders

THEN

Require Submission include Statement that Shareholders gave BoardOfDirectores
Permission to revoke under current circumstances.

IF Submission required ShareHolderApproval

THEN

Require Submission include Statement that Dissolution was approved by shareholders in accordance to RCW 23B.14.040(2) [subsection (2) of this section] and 23B.14.020

Entity.EffectiveDate == Submission.EffectiveDate

States what is to be the case, not what needs to be done

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

IF Entity.Payments < Entity.Fees

THEN

Entity may be dissolved

IF Today >=Entity.AnnualReport.DueDate and Entity.AnnualReport == ""

THEN

Entity may be dissolved

IF Entity.RegisteredAgent == ""

THEN

Entity may be dissolved

No way to check for this

IF Entity.ArticlesofIncorporation.ExpirationDate before today and also after July 1, 1990

THEN

Entity may be dissolved

IF Entity.ArticlesofIncorporation.ExpirationDate before July 1, 1990

THEN

Entity may be dissolved

Name or introduction to law

Requirement of what the entity may or must do, unrelated to system

Introduces a set of conditions below, is not a condition itself

Rules (manually evaluated by the government agency)

Introduces a set of conditions below, is not a condition itself

Rules (manually evaluated by the government agency)

Need a judgement of a court

States what is to be the case, not what needs to be done

Name or introduction to law

IF grounds for dissolution

THEN

OSOS Mails Notice to Entity.RegisteredAddress

IF Today > Notice.IssueDate + 60 days and grounds not fixed

THEN

Entity = "Dissolved"

OSOS mails NoticeOfDissolution with EffectiveDate to Entity.RegisteredAddress

States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done

Name or introduction to law

require Submission.Date less than 5 years after Submission.Entity.DissolutionDate;

Require Submission.Entity.Name

Require Submission.Entity.DissolutionDate

Require Submission include StatementOfConformity

Require Submission.Entity.Name satisfies 23B.04.010

IF Submission.Entity.Name unavailable

THEN

Entity must file Articles of Amendment changing name

IF Submission conforms to law

THEN

Entity = "Reinstated"

OSOS mails Notice to Entity.RegisteredAddress

Just defining terms

Name or introduction to law

IF Court issues order

THEN

Entity is dissolved

Requirement on what the entity may or must do, unrelated to system

Require Submission includes RevenueClearanceCertificate;

OSOS files Submission

Name or introduction to law

IF Today is 1st day of new month

THEN publish MonthlyDissolutionReport of previous month

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Introduces a set of conditions below, is not a condition itself

Just defining terms

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Just defining terms

Just defining terms

Just defining terms

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name satisfies RCW 23B.15.060

Submission.Entity.JurisdictionOfIncorporation is a recognized state or country
Require Submission.Entity.IncorporationDate;
Require Submission.Entity.IncorporationDuration
Require Submission.Entity.PrincipalOffice
Requires Submission.Entity.RegisteredOffice is in "WA";
Require Submission.Entity.RegisteredOffice.RegisteredAgent.Name;
Submission.Entity.RegisteredAgent.Name satisfies RCW 23B.15.070
For each PersonInCharge:
 Require Submission.Entity.PersonInCharge.Name
 Require Submission.Entity.PersonInCharge.Address
Require Submission include Entity.CertificateOfExistence;
Entity.CertificateOfExistence.IssueDate within 60 days of Submission.FilingDate

Name or introduction to law
Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name

Require Submission.Entity.IncorporationDuration

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name;
IF Submission.Entity.Name <> Submission.Entity.AuthorizedName
THEN
 Require Submission.Entity.AuthorizedName
Require Submission.Entity.IncorporatingRegion

Require Submission.Entity.AuthorizationDate
Require Submission.StatementOfChange
IF Submission.Entity.ChangedName does not satisfy 23B.15.060
THEN
 Require Submission.Entity.FictitiousName
 Require Submission.Entity.DirectorsResolution

Require Entity.NameChangeDocument with "filed" stamp from
Entity.JurisdictionOfIncorporation
Name or introduction to law
Introduces a set of conditions below, is not a condition itself

Require Entity.Name contains one or more of the following: "corporation," "incorporated," "company," "limited," "corp.," "inc.," "co.," or "ltd."
OSOS won't check for this

Require Entity.Name does not contain any the words "Bank," "banking," "banker," "trust," "cooperative," "industrial" or "loan," or any combination of any two or more words "building," "savings," "loan," "home," "association," and "society," or any other words or phrases prohibited by any statute of this state;

Introduces a set of conditions below, is not a condition itself

Require Entity.Name does not contain AuthorizedEntity.Name

Require Entity.Name does not contain a corporate name reserved or registered under chapter 23B.04 RCW;
Require Entity.Name does not contain 23B.15.AuthorizedEntity.FictitiousName

Require Entity.Name does not contain the corporate name or reserved name of a not-for-profit corporation incorporated or authorized to conduct affairs in this state under chapter 24.03 RCW;

Require Entity.Name does not contain the name or reserved name of a mutual corporation or miscellaneous corporation incorporated or authorized to do business under chapter 24.06 RCW;

Require Entity.Name does not contain the name or reserved name of a foreign or domestic limited partnership formed or registered under chapter 25.10 RCW;

Require Entity.Name does not contain the name or reserved name of any limited liability company organized or registered under chapter 25.15 RCW;

Require Entity.Name does not contain the name or reserved name of any limited liability partnership registered under chapter 25.04 RCW.

Require Entity.Name shall not be considered distinguishable under the same grounds as provided under RCW 23B.04.010.

Introduces a set of conditions below, is not a condition itself

Entity.Name may contain "corporation," "incorporated," "company," "limited," "corp.," "inc.," "co.," or "ltd.,"

IF Entity.Name is already in OSOS database
THEN

Require Submission of Entity.CertifiedResolution from Entity.Directors for use of a fictitious name

Introduces a set of conditions below, is not a condition itself

Rule for entity - does not indicate business rule for OSOS because this rule has been spelled out elsewhere

IF CertifiedCourtJudgement allows
THEN Entity.Name may be AuthorizedEntity.Name

Introduces a set of conditions below, is not a condition itself

IF Entity merges with AuthorizedEntity
THEN
 Entity.Name = AuthorizedEntity.Name
IF Entity is reorganized from AuthorizedEntity
THEN
 Entity.Name = AuthorizedEntity.Name
IF Entity.Name changes
THEN
 Entity.Name must follow 23B.15.040 to conduct
 Business.

Name or introduction to law
Introduces a set of conditions below, is not a condition itself

Entity.RegisteredOfficeAddress == IdentifiablePhysicalLocation
Entity.RegisteredOfficeAddress <> PostOffice

Introduces a set of conditions below, is not a condition itself

```
IF Entity.RegisteredAgent is a person
THEN
    Entity.RegisteredAgent.Residency = "WA";
    Entity.RegisteredAgent.Address = RegisteredOfficeAddress
IF Entity.RegisteredAgent is a domestic/not-for-profit corp
THEN
    Entity.RegisteredAgent.Address = RegisteredOfficeAddress
IF Entity.RegisteredAgent is a foreign/foreign not-for-profit corp
THEN
    Entity.RegisteredAgent.Address = RegisteredOfficeAddress
IF Entity.RegisteredAgent is a domestic LLC
THEN
    Entity.RegisteredAgent.Address = RegisteredOfficeAddress
IF Entity.RegisteredAgent is a foreign LLC
THEN
    Entity.RegisteredAgent.Address = RegisteredOfficeAddress
Require submission of RegisteredAgent.ConsentRecord
```

```
IF RegisteredAgent did not provide consent AND
    Agent submits NotarizedStatementAttestingNoConsent
THEN
    OSOS will then update RegisteredAgent == " "
```

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

```
Require Submission.Entity.Name
IF Entity.Address changed
THEN
    Require Submission.Entity.NewAddress
If Entity.RegisteredAgent changed
THEN
    Require Submission.Entity.NewRegisteredAgent.Consent
    Require Submission.Entity.NewRegisteredAgent.Name
Submission.Entity.RegisteredAgent.Address = Entity.RegisteredAddress
```

UI must include an option for physical mailing of written materials

Name or introduction to law
require Submission.ResignationText;
Checkbox on Resignation that RegisteredOffice is discontinued.

OSOS mails Entity.RegisteredAgent.ResignationStatement copy to
Entity.PrincipleOffice

IF Today >= RegisteredAgent.ResignationStatement.FilingDate + 31 days
AND
No submission of statement of change has been received
THEN
Remove Entity.RegisteredAgent

Name or introduction to law
Defining role of RegisteredAgent

Introduces a set of conditions below, is not a condition itself

IF Entity.RegisteredAgent == ""
THEN
Entity.RegisteredAgent = "OSOS"
IF Entity.Authority == "Revoked"
THEN
Entity.RegisteredAgent = "OSOS"
IF Entity.Status == "Withdrawn"
THEN
Entity.RegisteredAgent = "OSOS"

OSOS copies any process, notice, or demand and sends it to Entity.Secretary

OSOS stores all processes, notices, and demands with TimeOfService and ActionTaken

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

IF Entity attempts withdrawl

THEN

Require Entity.CertificateOfWithdrawl

require Submission includes RevenueClearanceCertificate;

Require Submission.Entity.Name

Require Submission.Entity.JurisdictionOfIncorporation.Name

Require Submission.Entity.Authority == "Surrendered" (checkbox)

Submission.Entity.RegisteredAgent = "OSOS"

Require Submission.Entity.MailingAddress

Requirement on what the entity may or must do, unrelated to system

States what is to be the case, not what needs to be done.

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

```
IF Today >= Submission.DueDate and Submission == ""
THEN
    Entity.Authority == "Revoked"
IF Entity.Payments < Entity.IncurredFees
THEN
    Entity.Authority == "Revoked"
IF Entity.RegisteredAgent == ""
THEN
    Entity.Authority == "Revoked"
OSOS cannot track this
```

Requirement of what the entity must do
We cannot check for this

```
IF OSOS receives ForeignEntity.DissolutionNotice from ForeignEntity.Jurisdiction
THEN
    revoke ForeignEntity.CertificateOfAuthority
```

Name or introduction to law
IF any grounds in 23B.15.300 are met
THEN
 Mail NoticeOfDetermination to Entity.RegisteredAddress

```
IF any grounds in 23B.15.300 are met AND Today >= NoticeOfDetermination.Date +
60 days
THEN
    Entity.Authority = "Revoked";
    OSOS Files Entity.CertificateOfRevocation;
    OSOS Mails Entity.CertificateOfRevocation to Entity.RegisteredAddress;
```

States what is to be the case, not what needs to be done.

```
IF Entity.Authority == "Revoked"
THEN
    Entity.RegisteredAgent = "OSOS"
```

States what is to be the case, not what needs to be done.

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name
Require Submission.Entity.JurisdictionOfIncorporation
Require Submission.Entity.RegisteredAddress
Require Submission.Entity.RegisteredAgent.Name
IF Entity is ForeignCorp
THEN
 Require Submission.Entity.PrincipalOffice.Address
Require Submission.Entity.BusinessAddress

For each PersonInCharge:
 Require Submission.Entity.PersonInCharge.Name
 Require Submission.Entity.PersonInCharge.Address

Require Submission.Entity.NatureofBusiness
For each Officer:
 Require Submission.Entity.Officer.Name
 Require Submission.Entity.Officer.Address
Requirement on what the entity may or must do, unrelated to system

IF Today >= Entity.FormingDocuments.FilingDate + 120 Days
THEN
 Require Submission.Entity.InitialReport

IF Today >= Entity.AnnualReport.ExpirationDate
THEN
 Require Submission

Requirement on the functionality of the system

Require Submission.Submitter.Name
Require Submission.Submitter.Capacity

Yes - not
presently
allowing an
entity to
submit;
requires AG
review for
answer to
clarification
note

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Submission.Fees = \$25;

Require Submission.Entity.HomeState;

Require Submission.Entity.HomeOfficeAddress;

OSOS mails Submission copy to Entity.HomeOfficeAddress;

OSOS files Submission with DateOfService;

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name contains "Social Purpose Corporation" or "SPC"

Require Submission.Entity.PurposeStatement == "Social Purpose Organization"

Require Submission.Entity.StatementOfOrganization == the general social purpose or purposes for which the corporation is organized pursuant to RCW 23B.25.020;

For each Entity.OrganizationPurpose

Require Submission.Entity.OrganizationPurpose

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

Introduces a set of conditions below, is not a condition itself

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

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Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Part of gap analysis, irrelevant for electronic submission

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name

Require Submission.Entity.OrganizationAct

Require Submission.Entity.StatementOfElection

IF Submission.Entity.StatementOfElection conforms to law and

Entity.Payment >= Submission.Fees

THEN

OSOS Endorses Submission with word "filed"

and with Submission.EffectiveDate;

OSOS Issues CertificateOfElectiveCoverage with Submission copy

OSOS Mails CertificateOfElectiveCoverage with Submission copy to
Entity.RegisteredAddress

Yes - today we
require
Submission.Enti
ty.Amendment

Name or introduction to law
Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name
Require Submission.Entity.PeriodOfDuration

Submission.Entity.PeriodOfDuration may be perpetual
Require Submission.Entity.PurposeStatement
Introduces a set of conditions below, is not a condition itself

Requirement on what the entity may or must do, unrelated to system
Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Require Submission.Entity.RegisteredAddress
Require Submission.Entity.RegisteredAgent.Name
For each PersonInCharge:
Require Submission.Entity.PersonInCharge.Name
Require Submission.Entity.PersonInCharge.Address

For each Entity.Incorporator:

Require Submission.Entity.Incorporator.Name

Require Submission.Entity.Incorporator.Address

Require Submission.Entity.Beneficiary.Name

Requirement on what the entity may or must do, unrelated to system

States what is to be the case, not what needs to be done.

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Entity.Name shall not contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation.

Introduces a set of conditions below, is not a condition itself

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.Name

Require Entity.Name <> AuthorizedEntity.ReservedName

Require Entity.Name <> Name reserved or registered under RCW 23B.04

Require Entity.Name <> AuthorizedEntity.FictitiousName satisfying 23B.15.060

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.Name

Require Entity.Name <> AuthorizedEntity.ReservedName

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.Name

Require Entity.Name <> AuthorizedEntity.ReservedName

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.Name

Require Entity.Name <> AuthorizedEntity.ReservedName

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.Name

Require Entity.Name <> AuthorizedEntity.ReservedName

Introduces a set of conditions below, is not a condition itself

IF AuthorizedEntity.Name changes
THEN
Entity.Name may equal AuthorizedEntity.OldName

IF Entity delivers Court.Order
THEN
Entity.Name may use Court.Order.Name
Introduces a set of conditions below, is not a condition itself

IF Entity and AuthorizedEntity merge
THEN
Entity.Name = AuthorizedEntity.Name
IF Entity formed from AuthorizedEntity
THEN
Entity.Name = AuthorizedEntity.Name
Require Entity.Name cannot contain non-English alphabet

Require Entity.Name cannot contain "incorporated," "company," "corporation,"
"partnership," "limited partnership," "Ltd.," or any abbreviation thereof, but may
use "club," "league," "association," "services," "committee," "fund," "society,"
"foundation," "., a nonprofit corporation," or any name of like import.

IF Entity.Designation <> "nonprofit corporation"
THEN
Entity.Name cannot contain "public benefit" or
Names of like import
Introduces a set of conditions below, is not a condition itself

Entity.Name is not made unique by the use of the following:
"Corporation," "incorporated," "company," "limited," "partnership," "limited
partnership," "limited liability company," or "limited liability partnership," or the
abbreviations "corp.," "inc.," "co.," "Ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or
"L.L.C."

Entity.Name is not made unique by the use of the following:
"the" and "and"

Entity.Name is not made unique by the use of the following:
Punctuation, capitalization, or special characters or symbols in the same name

Entity.Name is not made unique by the use of the following:

Use of abbreviation or the plural form of a word

States what is to be the case, not what needs to be done.

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

NameReserver can be any person

NameReserver can be any DomesticCorp

NameReserver can be any ForeignCorp with intent to do business in WA

NameReserver can be any ForeignCorp with authorization

NameReserver can be any Person with intent to create a ForeignCorp with intent to do business in WA

```
Entity.ReservationFilings <= 1;  
IF Entity.DesiredName is available  
THEN  
    Entity.DesiredName reserved for ReservingDate+180 days
```

Entity may transfer Entity.ReservedName to any person or corporation

Name or introduction to law

```
For each AuthorizedEntity:  
    Entity.Name <> AuthorizedEntity.Name
```

Introduces a set of conditions below, is not a condition itself

(1) No - Introduces a set of conditions below, is not a condition itself

(a) Require Submission.Entity.Name

Require Submission.Entity.IncorporatingRegion

Require Submission.Entity.DateOfIncorporation

(b) Require Submission includes Entity.CertificateOfGoodStanding

Entity.Payment >= Submission.Fees

24.03.Registration.EffectiveTill = "01-01-Year+1"

Name or introduction to law

Require Entity.Registration.ValidDate <= Today + 12 months;

IF Submission.FilingDate between 10/1/CurrentYear and
12/31/CurrentYear

AND

Require Submission includes Entity.CertificateOfGoodStanding

THEN

Entity.Registration.ValidDate = CurrentValidDate <= 12/31 of next year

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name

This is an optional submission field, not a requirement

This is an optional submission field, not a requirement

Require Submission.Entity.RegisteredAddress ==

Submission.Entity.RegisteredAgent.Address

IF Entity.RegisteredAgent changed

THEN

Require Submission.RegisteredAgent.Consent

If OSOS receives Submission
THEN
OSOS mails Submission copy to
Entity.Officer.Address

This is an optional submission field, not a requirement

Name or introduction to law
Just defining terms

If OSOS receives Submission
THEN
OSOS mails Submission copy to Entity.Secretary

Require Submission includes TimeOfService
Require Submission includes ActionTake
OSOS files Submission

States what is to be the case, not what needs to be done.

Name or introduction to law
Introduces a set of conditions below, is not a condition itself

Endorse Submission with word "Filed" and EffectiveDate

OSOS files Submission

Issue Entity.CertificateOfIncorporation

OSOS sends Submission copy to Entity.RegisteredAddress

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name

Require Submission.Amendment

UI toggle selection yes/no whether there are members with voting rights

If Entity has MemberVotingRights

THEN either

(Require Submission includes StatementOfAdoptionByVoting AND

Require StatementOfAdoptionByVoting.DateOfVoting AND

Require Checkbox checked testifying that there was a quorum AND

Require Checkbox checked testifying that there was a 2/3 majority)

OR

Require Submission includes StatementOfAdoptionByConsent AND

Require StatementOfAdoptionByConsent executed by all voting members.

UI toggle selection yes/no whether there are members with voting rights

IF Entity doesn't have MemberVotingRights

THEN

Require Submission.DateOfDirectorVote

Require Checkbox checked testifying that there was a majority vote

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

OSOS Endorses Submission with word "Filed" and with Submission.FilingDate

OSOS Files Submission

OSOS Sends Submission copy to Entity.RegisteredAddress

Name or introduction to law

Requires OSOS to make some functionality availability in the system, is not a rule in the system.

Checkbox testifying that the RestatedArticles have not changed anything material in the original Articles (need carefully worded text)

Checkbox testify that Submission conforms to law

IF Submission conforms to law (checkbox checked) and
Submission includes appropriate Fees
THEN OSOS endorses Submission with word "Filed" and Submission.FilingDate
IF Submission conforms to law (checkbox checked) and
Submission includes appropriate Fees
OSOS Files Submission
OSOS Sends Submission copy to Entity.RegisteredAddress

States what is to be the case, not what needs to be done.

Name or introduction to law
Requirement on what the entity may or must do, unrelated to system

Introduces a set of conditions below, is not a condition itself

Require Submission.ProposingEntity.Name
Require Submission.SurvivingEntity.Name

Require Submission.Terms

OPTIONAL: Allow Submission include StatementOfChanges

OPTIONAL: Allow Submission include Provisions

Name or introduction to law

Definition of consolidation of corporations

Introduces a set of conditions below, is not a condition itself

Require Submission.ProposingEntity.Names

Require Submission.NewConsolidatedEntity.Name

Require Submission.Terms

Require Submission include all statements required to be set forth in articles of incorporation for corporations organized under this chapter.

#NAME?

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

and

Introduces a set of conditions below, is not a condition itself

Require Submission.Plan

UI toggle selection yes/no whether there are members with voting rights

If Entity has MemberVotingRights

THEN either

(Require Submission includes StatementOfAdoptionByVoting AND

Require StatementOfAdoptionByVoting.DateOfVoting AND

Require Checkbox checked testifying that there was a quorum AND

Require Checkbox checked testifying that there was a 2/3 majority)

OR

Require Submission includes StatementOfAdoptionByConsent AND

Require StatementOfAdoptionByConsent executed by all voting members.

UI toggle selection yes/no whether there are members with voting rights

IF Entity doesn't have MemberVotingRights

THEN for each Corporation

Require Submission.Corporation.StatementThatThereAreNoMemberVotingRights.

(could be checkbox)

Require Submission.Corporation.DateOfVoting

Require checkbox checked testifying the the majority of Corporation.Directors approved.

Introduces a set of conditions below, is not a condition itself
OSOS endorses Submission with word "Filed" and with Submission.FilingDate

OSOS Files Submission
OSOS Sends Submission copy to Entity.RegisteredAddress

Name or introduction to law
Submission.EffectiveDate defaults to Submission.SubmittedDate;
(overridden by OPTIONAL DelayedEffectiveDate)

IF Submission.DelayedEffectiveDate is present
THEN require Submission.DelayedEffectiveDate to be
 within 30 days of Submission.SubmittedDate;
Name or introduction to law
Introduces a set of conditions below, is not a condition itself

Requirement on what the entity may or must do, unrelated to system

Introduces a set of conditions below, is not a condition itself

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

IF Today < Submission.EffectiveDate
THEN
 NoticeOfAbandonment may be submitted

OSOS endorses Submission with word "Filed" and Submission.FilingDate

OSOS Files Submission

OSOS sends Submission copy to Entity.RegisteredAddress

Name or introduction to law
Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name
If Entity has MemberVotingRights
THEN
 Require Submission.StatementOfAdoption
 Require Submission.DateOfVoting
 Require Submission.MemberQuorum (CheckBox)

If Entity has no MemberVotingRights
THEN
 Require Submission.StatementOfAdoption
 Require Submission.DateOfVoting
 Require Submission.DirectorQuorum (CheckBox)
Checkbox to testify that all debts, obligations, and liabilities have been taken care of.

Require Submission include RevenueClearanceCertificate copy

Checkbox to testify that all property and assets have been transferred, conveyed or distributed appropriately.

Checkbox to testify that any pending law suits have been taken care of.

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

OSOS endorses Submission with word "Filed" and with Submission.FilingDate

OSOS Files Submission

OSOS Sends Submission copy to Entity.RegisteredAddress

Name or introduction to law

Requirement of what the entity must do

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

```
IF Submission.DueDate == Today and Submission == ""
THEN
  OSOS sends NoticeOfDelinquency to Entity.RegisteredAddress
IF Entity.RegisteredAgent == "" and Today >=
  Entity.DayOfNoAgent + 30 days
THEN
  OSOS sends NoticeOfDelinquency to Entity.RegisteredAddress
No way to check for this
```

```
IF Today < Notice.Date+60 days and Entity is still
  delinquent
THEN
  Entity = "dissolved"
```

```
IF Entity Status == "Dissolved"
THEN
  OSOS issues Entity.CertificateOfDissolution;
  OSOS files Entity.CertificateOfDissolution;
  OSOS mails Entity.CertificateOfDissolution copy to Entity.RegisteredAddress
or last address on Entity.AnnualReport
```

Requirement on what the entity may or must do, unrelated to system

```
If Entity.DateOfDissolution > Today-3 years and
  Entity.AnnualReport <> "" and
  Entity.Payment >= Fees
THEN
  Entity <> "Dissolved"
```

```
If Entity.DateOfDissolution > Today-3 years and
  Entity.Name == Authorized.Entity.Name
THEN
  Require Submission Amendment Name Change
```

Just defining terms

Name or introduction to law

IF Entity seeks relief

THEN

Submission of Notice to OSOS

require Entity.Name

require Submission.Entity.MailingAddress

require Submission.Entity.PersonInCharge

require Submission.StatementOfReason

Submission.StatementOfReason includes NatureOfLapse

Submission.StatementOfReason includes CircumstancesOfLapse

Submission.StatementOfReason includes ReliefSought

IF OSOS is satisfied with Submission Statement of Reason

THEN

Entity <> "Dissolved"

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Defining what does NOT constitute approval to transact business

Defining what does NOT constitute approval to transact business

Defining what does NOT constitute approval to transact business

IF Entity requests Authority

THEN

Require Entity.Name satisfies RCW 24.03.045 or

Require Entity.ResolutionOfFictitiousName.Name satisfies RCW
24.03.045

Name or introduction to law

IF Entity.Name <> CompliantName

THEN

Entity.Authority == "suspended"

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name;

Require Submission.Entity.JurisdictionOfIncorporation;

IF Submission.Entity.Name contains the word "corporation," "company,"
"incorporated," or "limited," or contains an abbreviation of one of such words,

THEN

Require Submission.Entity.NameInWA

Require Submission.Entity.DateOfIncorporation

Require Submission.Entity.Duration

Require Submission.Entity.PrincipalOffice.Address

Require Submission includes StatementOfAgent;

Require Submission.RegisteredAgent.Name;

Require Submission.RegisteredAgent.Address;

Submission.RegistereAgent.Address == Submission.Entity.RegisteredAddress

Require Submission.Entity.Purpose

For each PersonInCharge:

Require Submission.Entity.PersonInCharge.Name Require

Submission.Entity.PersonInCharge.Address

OPTIONAL: Allow Submission include AddtionalInformation

States what is to be the case, not what needs to be done.

Require Submission include CertificateOfGoodStanding;

Require CertificateOfGoodStanding.IssueDate > Today – 61 days

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Introduces a set of conditions below, is not a condition itself

OSOS endorses Submission with word "Filed" and with Submission.FilingDate

OSOS Files Submission

Issue Entity.CertificateOfAuthority

Send Entity.CertificateOfAuthority and Submission copy to Entity.RegisteredAddress

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Requirement of what the entity must do

Requirement of what the entity must do

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name

This is an optional submission field, not a requirement

This is an optional submission field, not a requirement

Submission.Entity.RegisteredAddress == Entity.RegisteredAgent.Address

IF Submission conforms to law

THEN

OSOS endorses Submission with word "Filed" and

Submission.FilingDate;

OSOS Files Submission;

OSOS sends Submission copy to Entity.PrincipalOffice;
IF Today >= Submission.ReceivedDate + 30 days
THEN
 Entity.RegisteredAgent.Authority = "Revoked"

Requirement of what the entity must do

Name or introduction to law
Requirement on what the entity may or must do, unrelated to system

Name or introduction to law
Requirement on what the entity may or must do, unrelated to system

States what is to be the case, not what needs to be done.

Name or introduction to law
Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name
Require Submission.Entity.JurisdictionOfIncorporation
Likely a check box to signify this is true
Checkbox to testify that the corporation surrenders its authority to conduct affairs
in this state.

Checkbox to testify that <see text on left>

Require Submission include RevenueClearanceCertificate copy

Require Submission.Entity.MailingAddress

Requires OSOS to make some functionality availability in the system, is not a rule in the system.

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

OSOS endorses Submission with word "Filed" and Submission.FilingDate

OSOS Files Submission

OSOS sends Submission copy to Entity.RegisteredAddress

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

IF Entity.AnnualReport == "" and Today > Entity.AnnualReport.DueDate

THEN

 Revoke Entity.Authority

IF Entity.Payments < Fees

THEN

 Revoke Entity.Authortiy

IF Entity.RegisteredAgent == "" for 30 days

THEN

 Revoke Entity.Authority

We can't check this

We don't have a good metric to track this

We don't have a good metric to track this

OSOS mails Notice to Entity.RegisteredAddress

IF Today > Notice.EffectiveDate + 60 days and Entity has not made corrections

THEN

Entity.Authority = "Revoked"

States requirements for Notice writer, not the system

Requirement of what an entity may or must do

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

OSOS issues Entity.CertificateOfRevocation

OSOS files Entity.CertificateOfRevocation

OSOS mails Entity.CertificateOfRevocation copy to Entity.RegisteredAddress

Definitional

Name or introduction to law

IF Today < Entity.RevocationDate + 3 years

THEN

Submission may be accepted

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name

Require Submission.DateofRevocation (auto populate)

Require Submission.ComplianceStatement

Require Submission.Entity.CurrentName or

Require Submission.Entity.FictitiousName

Require Submission.Entity.RegisteredAgent.Name

Require Submission.Entity.RegisteredAddress

Require Submission.Fees

IF Submission conforms to law and Entity.Payment > Submission.Fees

THEN

Entity.CertificateOfRevocation = "Canceled"

OSOS Files Entity.CertificateOfReinstatement

OSOS mails Entity.CertificateOfReinstatement to Entity

Definitional

IF Entity.Name doesn't satisfy 24.03.046

THEN

Entity adopts Entity.FictitiousName satisfying 24.03.046

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name
Require Submission.Entity.JurisdictionOfIncorporation
Require Submission.Entity.RegisteredAddress
Require Submission.Entity.RegisteredAgent.Name

IF Entity is foreign corporation

THEN

Require Submission.Entity.PrincipleOffice
Require Submission.Entity.StatementOfAffairs

For each PersonInCharge:

Require Submission.Entity.PersonInCharge.Name
Require Submission.Entity.PersonInCharge.Address
Require Submission.Entity.UBI

Requirement of what an entity may or must do

States what is to be the case, not what needs to be done.

Name or introduction to law

IF Today == Entity.AnnualReport.DueDate – 30 days

THEN

OSOS sends NoticeOfRenewal to Entity.RegisteredAddress

If today == last day of month of original registration

THEN

Require Submission.Entity.AnnualReport

IF Entity.AnnualReport conforms to law

THEN

OSOS files Entity.AnnualReport

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Checkbox testifying that Entity complies with this chapter.

Checkbox (text to the left)

IF Checkbox for here and for above row hold

THEN

Entity Category == Public benefit nonprofit corporation

Name or introduction to law

Name or introduction to law

Requirement on the OSOS to do something off line, unrelated to system

Name or introduction to law

Is this automatable or will this be done on a case by case basis

Name or introduction to law

Does OSOS check for this?

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

States the scope of applicability of the law

States the scope of applicability of the law

States the scope of applicability of the law

Name or introduction to law

States what is to be the case, not what needs to be done.

Name or introduction to law

Requirement of what an entity may or must do

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name

Require Submission.Entity.Duration

Require Submission.Entity.Purpose

Require Submission include MemberSpecifications

Introduces a set of conditions below, is not a condition itself

If Entity has capital stock

THEN

Require Submission include ShareInformation

If Entity has capital stock

THEN

Require Submission include ShareClassesInformation

If Entity has capital stock

THEN

Require Submission include ShareSeriesInformation

If Entity has capital stock

THEN

Require Submission include ShareHolderProvisions

Checkbox whether will distribute fundIf Entity distributes funds

IF Checkbox checked

THEN

Require Submission include FundDistributionInstructions

Require Submission include AssetDistrubtionProvisions

Require Submission include DissentingShareholder statement

Require Submission.Entity.RegisteredAddress

Require Submission.Entity.RegisteredAgent.Name

For each PersonInCharge:

Require Submission.Entity.PersonInCharge.Name

Require Submission.Entity.PersonInCharge.Address

For each Incorporator:

Require Submission.Entity.Incorporator.Name

Require Submission.Entity.Incorporator.Address

Introduces a set of conditions below, is not a condition itself

OPTIONAL: Allow Submission.StatementOfLiabilityRelease
(field or document upload)

OPTIONAL: Allow Submission Provisions
(field or document upload)

States what is to be the case, not what needs to be done.

States requirements for Notice writer, not the system

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Entity.Name not contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation.

Introduces a set of conditions below, is not a condition itself

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.Name

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.Name

Require Entity.Name <> AuthorizedEntity.ReservedName

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.Name

Require Entity.Name <> AuthorizedEntity.ReservedName

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.FictitiousName

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.Name

Require Entity.Name <> AuthorizedEntity.ReservedName

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.Name

Require Entity.Name <> AuthorizedEntity.ReservedName

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.Name

Require Entity.Name <> AuthorizedEntity.ReservedName

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.Name

Require Entity.Name <> AuthorizedEntity.ReservedName

Introduces a set of conditions below, is not a condition itself

IF Entity delivers Court.Order

THEN

Entity.Name may use Court.Order.Name

Introduces a set of conditions below, is not a condition itself

IF Entity and AuthorizedEntity merge

THEN

Entity.Name = AuthorizedEntity.Name

IF Entity formed from AuthorizedEntity

THEN

Entity.Name = AuthorizedEntity.Name

Require Entity.Name cannot contain non-English alphabet

#####

Introduces a set of conditions below, is not a condition itself

Entity.Name is not made unique by any of the following:

"Corporation," "incorporated," "company," "limited," "partnership," "limited partnership," "limited liability company," or "limited liability partnership," or the abbreviations "corp.," "inc.," "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or "L.L.C.";

Entity.Name is not made unique by any of the following:

“the” or “and”

Entity.Name is not made unique by any of the following:

Punctuation, capitalization, or special characters or symbols in the same name

Entity.Name is not made unique by any of the following:

Use of abbreviation or the plural form of a word in the same name.

States what is to be the case, not what needs to be done.

Name or introduction to law

Introduces a set of conditions below, is not a condition itself
NameReserver can be any person

NameReserver can be any DomesticCorp

NameReserver can be any ForeignCorp with intent to do business in WA

NameReserver can be any ForeignCorp with authorization

NameReserver can be any Person intending to form a ForeignCorp with intent to do business in WA

Require Submission.Entity.DesiredName

IF Submission.Entity.DesiredName available
Entity.DesiredName reserved for 180 days

Requirement of what an entity may or must do

Name or introduction to law

For each AuthorizedEntity:

Require Entity.Name <> AuthorizedEntity.Name

Introduces a set of conditions below, is not a condition itself

(1) No - Introduces a set of conditions below, is not a condition itself

(a) Require Submission.Entity.Name

Require Submission.Entity.JurisdictionOfIncorporation

Require Submission.Entity.DateOfIncorporation

(b) Require Submission includes Entity.CertificateOfGoodStanding

Require Submission.Fees

Entity.Registration.ExpirationDate = End Of Calendar Year

Name or introduction to law

Require Submission.FilingDate between 10/1 and 12/31 of current year

Entity.ExpirationDate = 12/31/currentYear +1

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name

Determined to be a UI implication for field availability

Determined to be a UI implication for field availability

Require Entity.RegisteredAddress == Entity.RegisteredAgent.Address

IF Entity.RegisteredAgent changed

THEN

Require Submission include RegisteredAgent.Consent

OSOS mails RegisteredAgent.NoticeOfResignation to Entity.RegisteredAddress

IF Today > RegisteredAgent.NoticeOfResignation + 30 days

AND

No Statement of Change has been received

THEN

Entity.RegisteredAgent == OSOS

Name or introduction to law

States what is to be the case, not what needs to be done.

IF OSOS receives process, notice or demand

THEN

OSOS mails process, notice, or demand to Entity.RegisteredAddress

OSOS Files process, notice, or demand with TimeOfService and ActionTaken

Requirement on what happens off-line; unrelated to system

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

IF Submission.Fees paid

THEN

OSOS endorses Submission with word "Filed" and effectiveDate

OSOS Files Submission

OSOS Issues Entity.CertificateOfIncorporation

OSOS mails Entity.CertificateOfIncorporation with Submission copy to
Entity.RegisteredAddress

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Requirement of what an entity may or must do

Requirement of what an entity may or must do

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name

Require Submission include Amendments

UI toggle selection yes/no whether the amendment was adopted by members and/or shareholders.

IF NotAdoptedByMembersOrShareholders

THEN

require Submission include StatementThatShareholderActionNotRequired;

IF AdoptedByMembersOrShareholders

THEN

(require DateOfVotingMeeting AND

require Checkbox checked testifying that there was a quorum AND

require Checkbox checked testifying that there was a 2/3 majority or those entitled to cast votes)

OR

(require checkbox checked testifying that the amendment was adopted by a consent in writing signed by all members and shareholders entitled to vote)

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

IF Submission.Fees paid

THEN

OSOS endorses Submission with "Filed" and EffectiveDate

IF Submission.Fees paid

THEN

OSOS files Submission

IF Submission.Fees paid

THEN

OSOS Issues Entity.CertificateOfAmendment

OSOS mails Entity.CertificateOfAmendment and Submission copy to
Entity.RegisteredAddress

Yes - we don't
issue a
certificate

Name or introduction to law

States what is to be the case, not what needs to be done.

States what is to be the case, not what needs to be done.

Name or introduction to law

States what is to be the case, not what needs to be done.

Checkbox testifying that the RestatedArticles have not changed anything material in
the original Articles (need carefully worded text)

Introduces a set of conditions below, is not a condition itself

IF Submission.Fees paid

THEN

OSOS endorses Submission with "Filed" and EffectiveDate

IF Submission.Fees paid

THEN

OSOS files Submission

IF Submission.Fees paid

THEN

OSOS Issues Entity.RestatedCertificateOfIncorporation

OSOS mails Entity.RestatedCertificateOfIncorporation and Submission copy to
Entity.RegisteredAddress

Yes - we don't
issue a
certificate

States what is to be the case, not what needs to be done.

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Submission include PlanOfMerger

Require Submission include StatementOfAdoption

Require Submission.Meeting.Date

Require Submission.Meeting.QuorumVoted (checkbox)

Introduces a set of conditions below, is not a condition itself

IF Submission.Fees paid

THEN

OSOS endorses Submission with "Filed" and EffectiveDate

IF Submission.Fees paid

THEN

OSOS files Submission

IF Submission.Fees paid

THEN

OSOS Issues Entity.CertificateOfConsolidation

OSOS mails Entity.CertificateOfConsolidation and Submission copy to
Entity.RegisteredAddress

Name or introduction to law

Submission.EffectiveDate == Submission.FilingDate

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Requirement of what an entity may or must do

Introduces a set of conditions below, is not a condition itself

Require Submission includes StatementOfLiability

Yes - we don't
look for this
today.
Presently
assume it as
understood.

UI checkbox

Require Submission include AgreementToPay

Yes - we don't
look for this
today

States what is to be the case, not what needs to be done.

Require NoticeOfAbandonment.SubmissionDate before Submission.EffectiveDate

Submission.NoticeOfAbandonment must be signed by an officer for each corporation.

IF NoticeOfAbandonment conforms to law
THEN Endorse the Submission with the word "Filed" and with the FilingDate

IF NoticeOfAbandonment conforms to law
THEN OSOS to File Submission

IF NoticeOfAbandonment conforms to law
THEN Send a copy of the NoticeOfAbandonment to each of the representatives of the corporations

Not doing this now, should change statute, is being changed now by barr association, done in 2015

Name or introduction to law
These are requirements on the user, not the system.

Require Submission.Entity.Name

Require Submission.MeetingToAdoptResolution.Date

Checkbox to certify that quorum was present at MeetingToAdoptResolution
Checkbox to certify that at least two thirds of votes were entitled to be cast
Checkbox to certify that Resolution was adopted by all members and shareholder in writing.

check box that all debts have been paid, we will not evaluate

check box that all assets have been conveyed, we will not evaluate

check box that no suits outstanding, we will not evaluate

Require Submission.RevenueClearanceCertificate

Name or introduction to law

A requirement on the users and a broad description, not a specific rule.

IF Submission conforms to law

THEN Endorse the Submission with the word "Filed" and with the FilingDate

IF Submission conforms to law

THEN File Submission

IF Submission conforms to law

THEN Issue CertificateOfDissolution

Yes - we don't
do this now

IF Submission conforms to law

THEN send CertificateOfDissolution to Entity and

send copy of Submission

Entity.DissolutionDate == Submission.SubmittedDate

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Introduces a set of conditions below, is not a condition itself

IF Submission AnnualReport.SubmittedDate > Expiration Date

THEN

OSOS send NoticeOfPossibleDissolution to Entity by first-class mail, postage prepaid to Entity.RegisteredOffice (if there is one) and if not, to the last known address of any Entity.PersonInCharge.

** on time as specified in RCW 23B.16.220 (3)

IF Entity.RegisteredAgent not exist on OSOS records for a period of thirty days

THEN send NoticeOfPossibleDissolution to Entity by first-class mail, postage prepaid to Entity.RegisteredOffice (if there is one) and if not, to the last known address of any Entity.PersonInCharge.

No way for us to know.

IF Entity.NoticeOfPossibleDissolution.DateSent is more than 60 days ago AND if

Entity has still not resolved the matter

THEN Entity.Status = "dissolved";

IF Entity.Status = "dissolved"

THEN issue CertificateOfInvoluntaryDissolution and

File_Store the CertificateOfInvoluntaryDissolution and

mail (copy of) CertificateOfInvoluntaryDissolution to

Entity.RegisteredAddress (if there is one) and if not to

the last known address of the Entity or of any

Entity.PersonInCharge or to Entity.Incorporater and

make Entity.Name available for other Entities to use.

IF Submission.SubmittedDate within three years of
Entity.DissolutionDate AND
(Entity files a current AnnualReport
for the current Reinstatement Year OR
Entity.RegisteredAgent is appointed or maintained OR
Entity files a RequiredStatementOfChangeOfRegisteredAgent OR
Entity files a RequiredStatementOfChangeOfRegisteredOffice)
AND Entity pays Reinstatement.Fees
AND Entity pays full amount of AnnualFees
that would have been due if no Dissolution
AND Entity pays any PenaltyFees that are due
AND Entity amends its articles to show a new Entity.Name
if the old one is no longer available
THEN accept Submission_Reinstatement;
(whew!)

Name or introduction to law

No content.

Name or introduction to law

IF Court issues a Decree to Dissolve Entity

THEN File_Store Decree AND Entity is dissolved.;

Name or introduction to law

Nothing about the system, is about the entity after dissolution.

Name or introduction to law
def of "doing business"

Name or introduction to law

require Submission.Entity.Name satisfies 24.06.045

OPTIONAL: Allow Submission includes

BoardOfDirectorsResolutionToUseFictitiousName (via upload)

RequireBoardOfDirectorsResolutionToUseFictitiousName.FictitiousName

require BoardOfDirectorsResolutionToUseFictitiousName.FictitiousName satisfies

24.06.045

Name or introduction to law

Just an intro

require Submission.Entity.Name;

require Submission.Entity.JurisdictionOfIncorporation;

require Submission.Entity.DateOfFormation;

require Submission.Entity.PeriodOfDuration;

require Entity.PrincipleOffice.Address

require Submission.Entity.RegisteredAddress in WA;

require Submission.Entity.RegisteredAgent.Name

require Submission.Entity.PurposeInWA

For each PersonInCharge (e.g. officers, directors)

require Submission.Entity.PersonInCharge.Name

require Submission.Entity.PersonInCharge.Address;

Broad comment with no actionable details

Name or introduction to law

require Submission.CertificateOfGoodStanding;

require Submission.CertificateOfGoodStanding.DateIssued within 60 days of
Submission.FilingDate

Just a condition for what follows

For all Documents included in the Submission
Endorse the Document with the word "Filed" and with the EffectiveDate;
EffectiveDate defaults to FilingDate;
File/Store all the Parts included in the Submission;
e.g. records, documents

Not need to file
paper
documents
moving
forward

issue Entity.CertificateOfAuthority;

send Entity.CertificateOfAuthority;
send Submission (or copy of) to Submission.Entity;

Name or introduction to law
Requirement on what happens off-line; unrelated to system

Name or introduction to law
intro

Add optional field for a RegisteredOffice, if different from the PrincipleOffice

Just introduces the conditions.

Hard or impossible to check for this at this time

Definitional

Definitional

Name or introduction to law
intro

require Submission.Entity.Name

OPTIONAL field for change of Entity.RegisteredAddress

OPTIONAL field for change of RegisteredAgent

require Entity.RegisteredAddress == Entity.RegisteredAgent.Address

IF Submission conformsToLaw

THEN OSOS to File_Store the Submission;

Submission.EffectiveDate == Submission.ReceivedDate;

Just a convenience for the user, no action by system.

Name or introduction to law

send RegisteredAgent.Resignation to Entity.PrincipleOffice.Address;

Entity.RegisteredAgent.ExpirationDate == Submission.SubmittedDate + 30 days;

Name or introduction to law

Nothing relates to the use of the system.

Name or introduction to law

Entity.RegisteredAgent defaults to OSOS;
IF OSOS receives NoticeOfProcess
THEN send (immediately) via CertifiedMail (copy Of) NoticeOfProcess to
Entity.PrincipalOfficeAddress in JurisdictionOfIncorporation;

OSOS File_Store Submission;

Name or introduction to law
says what entity should do

Name or introduction to law
says what entity should do

Name or introduction to law
says what entity should do

Submission satisfies RCW 24.06.360

Name or introduction to law
Just says what the entity needs to do, and introduces what SOS will need to do.

require Submission.Entity.Name;
require Submission.Entity.JurisdictionOfIncorporation;
Submission includes DeclarationNotDoBusinessIn(WA).

Require submission Entity.Statement.SurrenderWAAuthority
Could be checkbox or uploaded document
Require Checkbox checked to testify that Submission.Entity acknowledges that
OSOS will take over duties as RegisteredAgent.

Submission includes 82.32.RevenueClearanceCertificate

Submission includes PostOfficeAddressToSendCopyOfProcessesServedTo

State what entity representatives need to do.

Name or introduction to law
Describes what entity representatives need to do, and merely introduces what SOS
needs to do.

Endorse Submission with the word "Filed" and with the EffectiveDate;
EffectiveDate == Submission.SubmittedDate (in this case)

[OSOS to] File_Store Submission
OSOS Issue CertificateOfWithdrawl;

yes - not
presently doing

send
 (copy of) Submission and
 CertificateOfWithdrawl;
Entity.CertificateOfAuthority is revoked;

Name or introduction to law

Just introduces the conditions.

IF Entity.AnnualReport not filed on time
THEN send NoticeOfDelinquency by first class mail to Entity.RegisteredOffice or to
last known address of any officer on record;

IF Entity has any UnpaidFees or UnpaidPenalties
THEN send NoticeOfDelinquency by first class mail to Entity.RegisteredOffice or to
last known address of any officer on record;
IF Entity.RegisteredAgent not exist on OSOS records for a period of thirty days
THEN send NoticeOfDelinquency by first class mail to Entity.RegisteredOffice or to
last known address of any officer on record;
Cannot test for this.

IF NoticeOfDelinquency.Date was more than 60 days ago and Entity is still delinquent
THEN revoke Entity.CertificateOfAuthority;

Name or introduction to law
Just introduces the conditions.

issue CertificateOfRevokation;

File_Store CertificateOfRevokation;
send NoticeOfRevocation and CertificateOfRevokation
to Entity at Entity.RegisteredAddress;

Just states what will be so after revocation.

Name or introduction to law
require today =< 3 years from Entity.RevocationEffectiveDate
(i.e. disallow Submission of this is not true)
require Submission.SubmittedBy Submission.Entity.PersonInCharge;
Submission.EffectiveDate = OriginalSubmission.SubmittedDate
OPTIONAL: Allow Submission include Amendment(s)

Introduces a set of conditions below, is not a condition itself
require Submission.Entity.name;
IF applicable
THEN require
Submission.Entity.NameWhenRevoked and
Submission.CertificateOfRevocation.EffectiveDate;
require Submission.ExplanationOfInadequateGrounds;

require Submission.Entity.ReinstatementName;
require Submission.Entity.DBA_Name == Entity.DBA_NameThatIsOnFile

require Submission.Entity.RegisteredAgent;
require Submission.Entity.RegisteredAddress;
require Submission includes AppropriateFees and AppropriatePenalties

IF Submission conformsToLaw and
IF All applicable fees have been paid
THEN OSOS cancel Entity.CertificateOfRevocation and
send Entity.CertificateOfRevocation and
prepare and file and mail a
CertificateOfReinstatement to the Entity.
States what is to be the case, not what needs to be done.

require Submission.Entity.Name satisfies RCW 24.06.046
IF Submission.Entity.Name <> Entity.NameThatIsCurrentlyOnFile
THEN Entity.Name is deemed to have been amended on
CertificateOfReinstatement.EffectiveDate

Name or introduction to law
Requirement on what the entity must do, not what the system must do

require Submission.Entity.Name
require Submission.Entity.JurisdictionOfIncorporation
require Submission.RegisteredAddress;
require Submission.Entity.RegisteredAgent.Name;
IF Submission.Entity is foreign corporation
THEN require
Submission.Entity.PrincipleOffice.Address to be in
Submission.Entity.JurisdictionOfIncorporation;
IF Submission.Entity is Domestic
THEN require Submission.Entity.StatementOfCharacterOfAffairs
IF Submission.Entity is Foreign
THEN require Submission.Entity.StatementOfCharacterOfAffairsInWA
for each Submission.Entity.PersonInCharge
require PersonInCharge.Name and
require PersonInCharge.Address
require Submission.Entity.UBI
Requirement on what the entity must do, not what the system must do

Merely says that the SOS can decide to regard the updating of information as being
satisfactory.

Name or introduction to law
Name or introduction to law

IF Submission satisfies RCW 24.06.445
THEN File_Store Submission
Requirement on what the entity must do, not what the system must do

Name or introduction to law
Online system does this checking for us, cannot do a submission unless meets all
business rules requirements.

Is about what the Entity and the Courts may or must do.

Not related to the system

Name or introduction to law

Unrelated to system.

Name or introduction to law

Requirement on what the entity must do, not what the system must do

require Submission.Entity to pay ReinstatementFee;

require Submission.Entity to pay AllFeesThatWouldHaveBeenDueIfNeverExpilred;

Name or introduction to law

Introduces a set of conditions below, is not a condition itself.

def of attached document

definition of "Locally regulated utility"

Just defining terms

Just a broad description

Description of rights, not related to system

Name or introduction to law

Requirement on what the entity must do, not what the system must do

Name or introduction to law

Requires OSOS to make some functionality availability in the system, is not a rule in the system.

Name or introduction to law

require Submission.Entity.Name;
require Submission.Entity.MailingAddress;
require Submission.Entity.CorrespondenceOfficer;
require Submission.Entity.StatementUnderOath;
Submission.Entity.StatementUnderOath includes
 DescriptionOfNatureOfMissedFilingOrLapse;
Submission.Entity.StatementUnderOath includes
 DescriptionOfCircumstancesOfMissedFilingOrLapse;
Submission.Entity.StatementUnderOath includes
 DescriptionOfHarmIfReliefNotGranted;
Submission.Entity.StatementUnderOath includes
 DescriptionOfReliefRequested;
Requires SOS to do something off line, unrelated to system

IF Submission is satisfactory, and
 Submission.SubmittedDate is within 5 years of the delinquent behavior (e.g.
 missed filing)
THEN issue OrderOfReinstatement;

IF Submission is Unsatisfactory
THEN issue a Submission.DenyRequest;
require DenyRequest includes ReasonsForDenial

File_Store all Submissions;
Produce AnnualReport includeing all Submissions and responses to the Submissions.

Name or introduction to law
Requirement on what the entity must do, not what the system must do

require Submission.Entity.Name;
require Submission.Entity.MeetingPlace;
require Submission.Entity.DescriptionOfSourceOfPowers

require Submission.Entity.PersonInCharge.Name;
require Submission.Entity.SecretaryWithCustodyOfSeal.Name;

for each Submission.Entity.ExecutingOfficer
require Submission.Entity.ExecutingngOfficer.Name

Name or introduction to law
Requirement on what the entity may or must do, not what the system must do
definition "lodge or society"

Name or introduction to law
Introduces a set of conditions below, is not a condition itself
for each Submission.AssociatedPerson
require Submission.AssociatedPerson.Names and
require Submission.AssociatedPersons.Residences and
require Submission.AssociatedPersons.Affiliation.Name and
require Submission.AssociatedPersons.Affiliation.Location;
require Submission.Entity.Name;
OPTIONAL Submission.Entity.Duration; (UI: have field)
require Submission.Entity.Purpose <> ""

require Submission.Entity.PrincipalOffice.Address;

IF Submission.Entity is a JointStockCompany
THEN require Submission.Entity.NoOfShares and
require Submission.Entity.ShareValue;

Name or introduction to law
Requirement on what the entity may or must do, not what the system must do

require Submission.Entity.Name;
require Submission.Entity.MeetingPlace;

require Submission.Entity.ListOfPlannedElectiveOfficers;
require Submission.Entity.DescriptionOfWhenOfficersWillBeElected;
require Submission.Entity.ManagementStructure;
require Submission.Entity.ListOfContractExecutionOfficers;
require Submission has Submission.Entity.Seal;
require Submission subscribed by Grange.PersonInCharge-Master
require Submission attested to by Submission.Entity.Secretary;
require Submission.Entity.ByLaws;

for each Submission.Entity.ElectedPersonInCharge
 require Submission.Entity.ElectedPersonInCharge.Name;

Name or introduction to law

Don't check for this; hardly any new granges anyway. Usually a formal document submitted/filed and we just file/store it.

Just defining terms

Name or introduction to law

Imports rules from another section. How to handle this?

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Introduces a set of conditions below, is not a condition itself

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Requirement on the Attorney General (or in some cases the OSOS) to do something off line, unrelated to system

Requirement on what happens off-line; unrelated to system.

Name or introduction to law

Do not check for this, it is information for attorneys.

Name or introduction to law

Name or introduction to law

Name or introduction to law

Introduces a set of conditions below, is not a condition itself. Although, it does seem to imply an exclusion, which is the naming right may ONLY be reserved by one of the following.

Will be covered elsewhere. Same as reserving name in other contexts.

Will be covered elsewhere. Same as reserving name in other contexts.

Will be covered elsewhere. Same as reserving name in other contexts.

Will be covered elsewhere. Same as reserving name in other contexts.

For each AuthorizedEntity:

Submission.Entity.Name <> AuthorizedEntity.Name
(i.e. the name is available);
NameReservationExpirationDate = today +180 days;
NameReservation == non renewable

require Submission.TransfereeEntity.Name;
require Submission.TransfereeEntity.Address;
require Submission.executedBy TransferringEntity;

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system. No way to check for this.

require Submission.executedBy > 2 Entity.Partners;
require Submission.ExecutingIndividual to declare that contents are accurate (under penalty of perjury); may be a UI checkbox.

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Introduces a set of conditions below, is not a condition itself
require Submission.Entity.Name;

IF it exists

THEN require Submission.Entity.ECO_Office.StreetAddress;

optional names of persons with their authority.

Do we need a rule that mentions all the things that the Entity might include if they are optional? If so, the rule would be something like:

OPTIONAL: 25.05.110.Statement includes NamesOfPartnersAuthorizedToExecute

States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done

States what is to be the case under some specified circumstances, not what needs to be done

IF NOT previously cancelled
THEN Submission.ExpirationDate ==
5 years after the latter of StatementDate or
most recent AmendmentDate.

Name or introduction to law
(was a Yes)

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law
require Submission.Entity.Name;
require Submission.Entity.DissociatedPartner.Name;

States what is to be the case under some specified circumstances, not what needs
to be done

Requires OSOS to make some functionality availability in the system, is not a rule in
the system. Must be able to accept registrations for general partnerships, even
though they usually register elsewhere.

Name or introduction to law
require Submission.Entity.Name;
require Submission to state that partnership is dissolved;

Will the OSOS go into its records and make updates as necessary?

States what is to be the case, not what needs to be done

Do we want to use these as constraints that may disallow someone from filing
certain kinds of statements?

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

require Submission.Entity.Name;
require Submission.Entity.RegisteredAddress;
require Submission.Entity.PrincipleOffice.Address;
require Submission.Entity.NoOfPartners;
require Submission.Entity.StatementOfBusiness;
IF NOT Submission.Entity.PrincipleOffice.Address in WA
THEN require Submission.Entity.RegisteredAgent.Name
and require Submission.Entity.RegisteredAgent.Address;

require either
 Submission.Entity.RegisteredAgent.Address in WA
 or Submission.Entity.RegisteredAgent is AuthorizedEntity;
require Submission includes Fee.
llp.FilingFee = \$180 [\$175/5]
IF Submission is complete
THEN File_Store Submission; (i.e. goes on the register)

require Submission includes Fee;
require Submission includes Notice;
require Submission.Notice.NoOfPartners;
IF AnyMaterialChanges
THEN require Submission.Notice.DescriptionOfMaterialChanges;
llp.AnnualNoticeFee = \$60 [\$50 general fund/ \$10 SOS]

Submission.Entity.EffectiveDate == Submission.SubmittedDate;

WithdrawalNotice.EffectiveDate == Entity.ExpirationDate;
LLP.WithdrawalFee = \$0;

IF Submission.Entity NOT pay AnnualFee on time
THEN send NoticeOfPendingDeRegistration by first class mail postage prepaid;

Requirement on what happens off-line; unrelated to system.
Status of LLP not affected by certain types of errors and omission

Requirement on what happens off-line; unrelated to system.
Permission for the SOS to create forms for the purpose of effecting the law

Name or introduction to law
require Submission.Entity.Name endsWith "L.L.P." or "LLP";

Name or introduction to law
Introduces a set of conditions below, is not a condition itself

require Submission.Entity.Name;
require Submission.Entity.RegisteredMailingAddress;
require Submission.Entity.RegisteredStreetAddress;
Have UI field for entering:
Submission.Entity.NewRegisteredMailingAddress;
Submission.Entity.NewRegisteredStreetAddress;
require Submission.Entity.RegisteredAgent.MailingAddress;
require Submission.Entity.RegisteredAgent.StreetAddress;
Have UI field for entering:
Submission.Entity.NewRegisteredAgent.Name;
Submission.Entity.NewRegisteredAgent.MailingAddress;
Submission.Entity.NewRegisteredAgent.StreetAddress;
Submission.EffectiveDate == Date of File_Store of Submission;

Name or introduction to law
require Submission.Entity.Name;

File_Store Submission;
mail (copy of) File_Store Submission to Submission.Entity.RegisteredAddress;
IF different from Entity.RegisteredAddress
THEN mail (copy of) File_Store Submission to
Submission.Entity.PrincipleOffice.Address;
Submission.EffectiveDate = 31 days after the Date of File_Store of Submission

Name or introduction to law
States what is to be the case, not what needs to be done.

```
IF Entity.RegisteredAgent == ""  
THEN  
    Entity.RegisteredAgent = "OSOS"
```

mail (copy of) Submission to Submission.Entity.RegisteredAddress using
CertifiedMail with ReturnReceiptRequested;

Introduces a set of conditions below, is not a condition itself

States what is to be the case, not what needs to be done in the system.

States what is to be the case, not what needs to be done in the system.

States what is to be the case, not what needs to be done in the system.

File_Store Submission;
File_Store Submission.SubmittedDate;
File_Store AnyActionsTaken regarding Submission;
States what is to be the case, not what needs to be done in the system.

Name or introduction to law
allow Submission.Entity.Name contains the words "registered limited liability
partnership" or the abbreviation "R.L.L.P." or "RLLP,"

Name or introduction to law
The SOS system will not be evaluating transactional business done in the state, but
the SOS system will be available to other agencies and other companies if they wish
to determine whether the company is registered.
States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done.
Nothing actionable by system

IF Entity conducts business in WA and
Entity.RegisteredAgent does not exist in WA files,
THEN
Entity.RegisteredAgent = "OSOS"

Name or introduction to law
Introduces a set of conditions below, is not a condition itself
Identical to line 1460, RCW 25.05.530

require Submission.Entity.Name;

require Submission.Entity.RegisteredStreetAddress;
require Submission.Entity.RegisteredMailingAddress;
Have UI field for entering:
Submission.Entity.NewRegisteredMailingAddress;
Submission.Entity.NewRegisteredStreetAddress;
require Submission.Entity.RegisteredAgent.MailingAddress;
require Submission.Entity.RegisteredAgent.StreetAddress;
Have UI field for entering:
Submission.Entity.NewRegisteredAgent.Name;
Submission.Entity.NewRegisteredAgent.MailingAddress;
Submission.Entity.NewRegisteredAgent.StreetAddress;
Submission.EffectiveDate == Date of File_Store of Submission;

Name or introduction to law
require Submission.Entity.Name;

File_Store Submission;
mail (copy of) File_Store Submission to Submission.Entity.RegisteredAddress;
IF different from Entity.RegisteredAddress
THEN mail (copy of) File_Store Submission to
Submission.Entity.PrincipleOffice.Address;
Submission.EffectiveDate = 31 days after the Date of File_Store of Submission

Name or introduction to law
States what is to be the case, not what needs to be done.

```
IF Entity.RegisteredAgent == ""  
THEN  
    Entity.RegisteredAgent = "OSOS"
```

mail (copy of) Submission to Submission.Entity.RegisteredAddress using
CertifiedMail with ReturnReceiptRequested;

Introduces a set of conditions below, is not a condition itself

States what is to be the case, not what needs to be done in the system.

States what is to be the case, not what needs to be done in the system.

States what is to be the case, not what needs to be done in the system.

File_Store Submission;
File_Store Submission.SubmittedDate;
File_Store AnyActionsTaken regarding Submission;
States what is to be the case, not what needs to be done in the system.

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Requires OSOS to make some functionality availability in the system, is not a rule in the system.

States that the system must have a set of rules for fees, those rules are not stated here.

Requires OSOS to make some functionality availability in the system, is not a rule in the system.

States that the system must have a set of rules for fees, those rules are not stated here.

Requires OSOS to make some functionality availability in the system, is not a rule in the system.

States that the system must have a set of rules for fees, those rules are not stated here.

Requires OSOS to make some functionality availability in the system, is not a rule in the system.

States that the system must have a set of rules for fees, those rules are not stated here.

Calculation of FeeSchedule satisfies RCW 23B;
Calculation of Fees for Copy, CertifiedCopy and CertificateOfRecord satisfies
RCW23B.01.220.

Revenue is Always Sent to the AgencyRevenueSystem along with
SourcingInstructions
Name or introduction to law
Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system. There are be
rules elsewhere for this.

Require Submission includes RegisteredAgent.WrittenConsent;

File_Store Submission;
File_Store Submission.SubmittedDate;
File_Store AnyActionsTaken regarding Submission;

States what is to be the case, not what needs to be done

mail Submission to Submission.Entity;
IF Today >= Submission.SubmittedDate + 31 days
THEN Submission.Entity.RegisteredOffice = "Discontinued"

Name or introduction to law
This is a permission, not a requirement, how to handle these in the system?

IF Entity is a LimitedPartnershipr and NOT a LimitedLiabilityLimitedPartnership
THEN require Entity.Name contains the term "limited partnership" or the
abbreviation "LP" or "L.P." and may not contain the term "limited liability limited
partnership" or the abbreviation "LLLP" or "L.L.L.P."

IF Entity is a LimitedLiabilityLimitedPartnership

THEN require Entity.Name contain the term "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P."

and require Entity.Name NOT contain the abbreviation "LP" or "L.P."

Introduces a set of conditions below, is not a condition itself

for each AuthorizedEntity

require Submission.Entity.Name <> AuthorizedEntity.Name

Require Entity.Name does not contain a name reserved or registered under chapter RCW 25.10.071;

Introduces a set of conditions below, is not a condition itself

Seems to be mostly about what happens outside the sysetm, or what happens on the system that is already covered.

Perhaps a checkbox in the UI certifying that the other party agrees for the conflicting name to be used.

Perhaps an upload document field in the UI for uploading the certified document.

Field for uploading documented proof as outlined below.

Also: Introduces a set of conditions below, is not a condition itself

Have checkbox with button upload documented proof

Have checkbox with button upload documented proof

Have checkbox with button upload documented proof

States the scope of applicability of the law

Introduces a set of conditions below, is not a condition itself

Entity.Name is not made unique by the use of the following: "Corporation," "incorporated," "company," "limited," "partnership," "limited partnership," "limited liability limited partnership," "limited liability company," or "limited liability partnership," or the abbreviations "corp.," "inc.," "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLLP," "L.L.L.P.," "LLC," or "L.L.C.";

Entity.Name is not made unique by the addition or deletion of an article or conjunction such as "the" or "and" from the same name.

Entity.Name is not made unique by the use of Punctuation, capitalization, or special characters or symbols in the same name;

Entity.Name is not made unique by the use of of abbreviation or the plural form of a word in the same name;

States the scope of applicability of the law

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Does the system check to see that this condition is met, and if not rejects the application?

Does the system check to see that this condition is met, and if not rejects the application?

Does the system check to see that this condition is met, and if not rejects the application?

Does the system check to see that this condition is met, and if not rejects the application?

Does the system check to see that this condition is met, and if not rejects the application?

Does the system check to see that this condition is met, and if not rejects the application?

require Submission.Entity.NameToBeReserved;

require Submission.ApplicableSubsectionOfRCW25.10.071;

IF Submission.Entity.NameToBeReserved is available for use

THEN File_Store Submission and

Submission.Entity.NameToBeReserve.ExpirationDate = 180 days after date of the FileStore Submission.

require RepeatSubmissionForReservedName.SubmittedDate to be at least 90 days after EffectiveDateOfOriginalNameReservation.

require Submission.Entity.ReservedName;

require TransfereePerson.Name;

require TransfereePerson.StreetAddress;

require TransfereePerson.MailingAddress;

require Submission.ApplicableSubsectionOfRCW25.10.071;

TransferOfName.EffectiveDate = Date of File_Store of Submission.

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Requirement on what the entity may or must do, unrelated to system

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Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

```
require Entity.Name;  
require Entity.CurrentRegisteredMailingAddress;  
require Entity.CurrentRegisteredStreetAddress;  
IF Entity.CurrentRegisteredOffice is going to change  
THEN require Entity.NewRegisteredMailingAddress;  
require Entity.NewRegisteredStreetAddress;
```

require Entity.CurrentRegisteredAgent.StreetAddress;
require Entity.CurrentRegisteredAgent.MailingAddress;
IF Entity.CurrentRegisteredAgent is going to change
THEN require Entity.NewRegisteredAgent.Name;
 require Entity.NewRegisteredAgent.StreetAddress;
 require Entity.NewRegisteredAgent.MailingAddress;
Submission.EffectiveDate = Date of File_Store of (accepted) Submission.

Name or introduction to law

The law says nothing specific about what needs to be done here. It allows OSOS to process electronic filing as it wishes.

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Submission.Entity.Name satisfies RCW 25.10.061

require Entity.RegisteredMailingAddress;
require Entity.RegisteredStreetAddress;
require Entity.RegisteredAgent.StreetAddress;
require Entity.RegisteredAgent.MailingAddress;
for each Submission.Entity.GeneralPartner
 require Submission.Entity.GeneralPartner.StreetAddress;
 require Submission.Entity.GeneralPartner.MailingAddress;
require Submission.Entity.Type;
Or have a checkbox if it is LimitedLiability;
Is too vague, not actionable
Referring to other RCWs whose rules that must be adhered to.

Referring to other RCWs whose rules that must be adhered to.

Referring to other RCWs whose rules that must be adhered to.

Referring to other RCWs whose rules that must be adhered to.

Referring to other RCWs whose rules that must be adhered to.

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

require Submission.Entity.Name;

require Date of File_Store of Submission.Entity.CertificiateOfFormation;

require Submission.CertificateOfFormation.DescriptionOfChanges;

Requirement on what the entity may or must do, unrelated to system. Specifically, it says when the entity must file an amendment.

Introduces a set of conditions below, is not a condition itself

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Submission.EffectiveDate = Date of File_Store of Submission;

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

require Submission.Entity.Name;

require Date of File_Store of Submission.Entity.CertificiateOfFormation;

Seems to vague to be actionable, also refers to other RCWs whose rules would have to be referred to.

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

For an initial certificate of limited partnership:

a Checkbox certifying that Entity.CertificateOfFormation is signedBy all general partners listed in said Certificate.

For an Amendment adding or deleting a statement that the limited partnership is a limited liability limited partnership:

a Checkbox to certify that Submission is signedBy all general partners

For an Amendment designating as general partner a person admitted under RCW 25.10.571(3)(b) following the dissociation of a limited partnership's last general partner:

a Checkbox to certify that Submission is signedBy the person being designated as a general partner.

for an Amendment required by RCW 25.10.581(3) following the appointment of a person to wind up the dissolved limited partnership's activities:

a Checkbox to certify that Submission is signedBy the person being appointed (i.e. the winder upper)

Introduces a set of conditions

For any other Amendment:

a Checkbox to certify that Submission is signed by at least one general partner listed in the certificate of limited partnership

For any other Amendment:

a Checkbox to certify that Submission is signed by each other person designated in the amendment as a new general partner (i.e. not listed in the certificate of limited partnership);

Introduces a set of conditions

For any other Amendment:

a Checkbox to certify that Submission is signed by each person that the amendment indicates has dissociated as a general partner, unless the person is deceased, or a guardian or general conservator has been appointed for the person and the amendment so states

For any other Amendment:

a Checkbox to certify that Submission is signed by each person that the amendment indicates has dissociated as a general partner, unless the person has previously delivered to the secretary of state for filing a statement of dissociation.

For a RestatedCertificate Submission:

a Checkbox to certify that Submission is signedBy at least one general partner listed in the certificate .

For a StatementOfTermination:

A Checkbox to certify that Submission is signedBy all general partners listed in the certificate or, if the certificate of a dissolved limited partnership lists no general partners, by the person appointed pursuant to RCW 25.10.581 (3) or (4) to wind up the dissolved limited partnership's activities.

For ArticlesOfConversion:

a Checkbox to certify that Submissin is signedBy each general partner listed in the certificate of limited partnership.

For ArticlesOfMerger:

a Checkbox to certify that Submissin is signedBy individuals as provided in RCW 25.10.786(1)

For any other Submission:

a Checkbox to certify that Submissin is signedBy at least one general partner listed in the certificate of limited partnership

For a statement that a General Partner is Dissociating:

a Checkbox to certify that Submissin is signedBy that Partner.

For a statement of withdrawl by a person pursuant to RCW 25.10.351:

a Checkbox to certify that Submissin is signedBy that person

For a Submission for filing a Record for a foreign limited partnership:

a Checkbox to certify that Submissin is signedBy at least one general partner of the foreign limited partnership.

For any other record delivered on behalf of some person:

a Checkbox to certify that the Submissin is signedBy that person.

This is a permission, not a requirement, how to handle these in the system?

Name or introduction to law

Requirement on what the entity or a court may or must do, unrelated to system

Requirement on what the entity or a court may or must do, unrelated to system

Requirement on what the entity or a court may or must do, unrelated to system

Requirement on what the entity or a court may or must do, unrelated to system

Requirement on what the entity or a agrieved person may or must do, unrelated to system

require Submission that is not signed to be Effective.

Name or introduction to law

require Submission.CaptionDescribingPurpose;
IF satisfies FilingRequirements and FilingFees are paid
THEN File_Store the Submission;

Introduces a set of conditions below, is not a condition itself

IF Submission is StatementOfDissociation
THEN send (copy of) the filed Submission to DissociatedPartner;
IF Submission is StatementOfDissociation
THEN send (copy of) the filed Submission and FeesReceipt to Submission.Entity;

GAP we're not
sending a copy
to the limited
partnership

Introduces a set of conditions below, is not a condition itself

IF Submission is StatementOfWithdrawl
THEN send (copy of) the filed Submission and FeesReceipt to
PersonRecordFiledOnBehalfOf;
IF Submission is StatementOfWithdrawl and
IF Submission refers to an existing LLP
THEN send (copy of) the filed Submission and FeesReceipt to the existing LLP;
Except IF Submission is StatementOfWithdrawl or
IF Submission is StatementOfDissociation
THEN send (copy of) the filed Submission and FeesReceipt to
PersonRecordFiledOnBehalfOf;
IF FeesPaid and Request is in good order
THEN send CertifiedCopy of RequestedRecord to Requester;
Have an OPTIONAL field for Submission.EffectiveTime and Submission.EffectiveDate;

Submission.EffectiveDate defaults to Date of File_Store of Submission;
Submission.EffectiveDate defaults to Time of File_Store of Submission;

The rule for (a) says that the unspecified date will be the filed date. Nothing is said
about the specified time, so it just stays as it is.

IF Submission.DelayedEffectiveDate is present and
IF Submission.EffectiveTime is not present
THEN Submission.EffectiveTime is 12:01 and
require Submission.DelayedEffectiveDate to be
within 90 days of Date of File_Store of Submission;
covered by rule for (c)

covered by rule for (c)

IF Submission.DelayedEffectiveDate is present and
IF Submission.EffectiveTime is also present
THEN require Submission.DelayedEffectiveDate to be
within 90 days of Date of File_Store of Submission;

covered by rule for (d)

covered by rule for (d)

Name or introduction to law
Requires OSOS to make some functionality availability in the system, is not a rule in
the system

Do not put option for DelayedEffectiveDate on form, and/or have a line saying you
cannot specify one.

Also introduces a set of conditions below.

require either

Copy of FiledRecord OR
(Submission.DescriptionOfRecordToBeCorrected and
Record.FilingDate)

require Submission.DescriptionOfIncorrectInfo;

require either

Submission.ReasonForIncorrectInfo OR
Submission.HowSigningWasDefective;

require Submission.CorrectedInfo;

States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done

Name or introduction to law;
Real world liability not systems requirement
Introduces a set of conditions below, is not a condition itself

States what is to be the case, not what needs to be done. I..e says what constituents fraud.

States what is to be the case, not what needs to be done. I..e says what constituents fraud.

States what is to be the case, not what needs to be done. I..e says what constituents fraud.

Name or introduction to law

Requires OSOS to make some functionality availability in the system, is not a rule in the system.

Introduce some factual information.

States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done

States what is to be the case, not what needs to be done

Requirement on what the entity may or must do, unrelated to system

States what is to be the case, not what needs to be done

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Also Introduces a set of conditions below,

require Submission.Entity.Name;

require Entity.CurrentRegisteredMailingAddress;
require Entity.CurrentRegisteredStreetAddress;
require Entity.CurrentRegisteredAgent.StreetAddress;
require Entity.CurrentRegisteredAgent.MailingAddress;
IF Submission.Entity is a LimitedPartnership
THEN require Entity.PrincipleOffice.StreetAddress and
require Entity.PrincipleOffice.MailingAddress;
IF Submission.Entity is a ForeignLimitedPartnership
THEN require Submission.Entity.JurisdictionOfIncorporation;
IF Submission.Entity is a ForeignLimitedPartnership and
IF there is AlternateName adopted under RCW 25.10.661(1)
THEN require Submission.Entity.AlternateName;
Requirement on what the entity may or must do, unrelated to system. No way to
check for this.

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Introduces a set of conditions below, is not a condition itself

IF Today is 60 days after Penalties.DueDate or
IF Today is 60 days after FeesDueDate
THEN send NoticeOfDelinquency to Entity.RegisteredAddress by first-class mail,
postage prepaid;
IF Today is 60 days after Submission.DueDate
THEN send NoticeOfDelinquency to Entity.RegisteredAddress by first-class mail,
postage prepaid;
IF both Entity.RegisteredAgent and Entity.RegisteredOffice are not found in OSOS
database as required,
THEN send NoticeOfDelinquency to Entity.RegisteredAddress by first-class mail,
postage prepaid;
Cannot check for this

Covered in rules for sections (a) and (b).

IF Today < NoticeOfDelinquency.Date+60 days and
(Entity is still delinquent OR
Entity does not demonstrated that all
grounds for delinquency do not exist)
THEN
Entity = "dissolved"

States what is to be the case, not what needs to be done.

States what is to be the case, not what needs to be done.

Name or introduction to law

require Submission.SubmittedDate within 5 years of
Entity.DateOfAdministrativeDissolution;

require Submission.Entity.Name;

require Submission.Entity.DateOfAdministrativeDissolution;

require Submission.StatementThatDissolutionGroundsDidNotExist

OR

Submission.StatementThatDissolutionGroundsAreFixed;

== "Did Not Exist" or 25.10.LimitedPartnership.DissolutionGrounds == "Eliminated"

Submission.Entity.Name satisfies RCW 25.10.061

IF OSOS determines that information in Submission is adequate

THEN issue Submission.Entity.DeclarationOfReinstatement and

sign Submission.Entity.DeclarationOfReinstatement and

File_Store SignedSubmission.Entity.DeclarationOfReinstatement and

send (copy of)

Submission.Entity.SignedDeclarationOfReinstatement to

Submission.Entity;

Submission.EffectiveToDate = the new date

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

Require Submission.Entity.Name;

IF Submission.Entity.Name doesn't comply with RCW 25.10.061

THEN Adopt(AlternateName) following RCW 25.10.661(1)

Require Submission.Entity.JurisdictionOfFormation

require Submission.Entity.PrincipalOffice.StreetAddress;
require Submission.Entity.PrincipalOffice.MailingAddress;
IF dictated by Submission.Entity.JurisdictinOfFormation
THEN require Submission.Entity.RequiredHomeOffice.StreetAddress and
 require Submission.Entity.RequiredHomeOffice.MailingAddress;
UI: have a checkbox certifying that there is no required home office, if there is no
requirement to have one.
require Submission.Entity.RegisteredAgent.Name;
require Submission.Entity.RegisteredAgent.StreetAddress;
require Submission.Entity.RegisteredAgent.MailingAddress;
for each GeneralPartner of Submission.Entity:
 require Submission.Entity.GeneralPartner.Name and
 require Submission.Entity.GeneralPartner.StreetAddress and
 require Submission.Entity.GeneralPartner.MailingAddress;
require Submission.Entity.PartershipType;

(Submission includes CertificateOfExistence) or
(Submission includes OtherRecordDemonstratingExistence and
OtherRecordDemonstratingExistence signedBy
(either the SecretaryOfStateOf Entity.JurisdictionOfFormation
 or another Official who has custody over public records in the
 Entity.JurisdictionOfFormation)
)

Name or introduction to law
IF Submission is satisfactory and all filing fees are paid
THEN File_Store Submission and
 prepare and sign a CertificateOfAuthority and
 send (copy of) signed CertificateOfAuthority and FeesReceipt
 to Submission.Entity or to Submission.Entity.RegisteredAgent;

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

IF Entity has UnpaidFees or UnpaidPenalties that are 60 days late
THEN Entity.Status = "UnderReview"

IF Entity.AnnualReport is 60 days late
THEN Entity.Status = "UnderReview"
IF Entity.RegisteredAgent not exist on OSOS records
THEN Entity.Status = "UnderReview"

Cannot test for this.

IF Entity.Status = "UnderReview"

THEN prepare, sign file and send (a copy of) a NoticeOfDelinquency to Entity.RegisteredAddress if there is one in WA, and if not send to Entity.DesignatedOffice.Address.

require NoticeOfDelinquency.EffectiveDate;

require NoticeOfDelinquency.EffectiveDate at least 60 days after NoticeOfDelinquency.SentDate;

require NoticeOfDelinquency.JustificationForNotice;

IF NoticeOfDelinquency.Date was more than 60 days ago and Entity is still delinquent

THEN revoke Entity.CertificateOfAuthority;

Name or introduction to law

Submission.EffectiveDate == Date of File_Store of Submission;

IF Today is on or after Submission.EffectiveDate CertificateOfAuthority = "Canceled";

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system

IF Entity.CertificateOfAuthority for WA is not active or does not exist

THEN Entity.RegisteredAgent = WA OSOS;

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

require Submission.Entity.Name contains

"Limited Liability Company," or

"Limited Liability" and abbreviation "Co.," or

the abbreviation "L.L.C." or

the abbreviation "LLC";

States what Entity may or must do, no reason to check for anything.

No way to check this.

Submission.Entity.Name must not contain any of the words or phrases: "Bank,"

"banking," "banker," "trust," "cooperative," "partnership," "corporation,"

"incorporated," or the abbreviations "corp.," "ltd.," or "inc.," or "LP," "L.P.," "LLP,"

"L.L.P.," or any combination of the words "industrial" and "loan," or any

combination of any two or more of the words "building," "savings," "loan," "home,"

"association," and "society," or any other words or phrases prohibited by any

statute of this state

for each AuthorizedEntity

require Submission.Entity.Name <> AuthorizedEntity.Name;

where AuthorizedEntity is any existing Corporation or Partnership registered or
doing business in WA.

IF OtherEntity Files SubmissionToChangeName From ConflictingName to NewName
and

IF OtherEntity signs and files with OSOS a ConsentToTransferName

THEN Entity.Name = (i.e. becomes) ConflictingName and

OtherEntity.Name = (i.e. becomes) NewName;

Introduces a set of conditions below, is not a condition itself

Entity.Name is not made unique by the use of the following: "Corporation,"

"incorporated," "company," "limited," "partnership," "limited partnership," "limited

liability company," or "limited liability partnership," or the abbreviations "corp.,"

"inc.," "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or "L.L.C."

Entity.Name is not made unique by The addition or deletion of an article or
conjunction such as "the" or "and" from the same name

Entity.Name is not made unique by Punctuation, capitalization, or special characters
or symbols in the same name;

Entity.Name is not made unique by Use of abbreviation or the plural form of a word in the same name.

States what is to be the case, not what needs to be done.

Name or introduction to law

Name or introduction to law

require Submission.Applicant.Name;

require Submission.Applicant.Address;

require Submission.NameToReserve;

require Submission is not a renewal for the same name;

IF Submission meets above conditions

THEN Submission.NameToReserve becomes a ReservedName and

Submission.NameToReserve.ExpirationDate = today +180 days;

require Submission.TransfereeEntity.Name;

require Submission.TransfereeEntity.Address;

require Submission.TransferrintEntity.PersonInCharge.Signature;

THEN 25.15.Transferer has 25.15.NameReservation;

Name or introduction to law

For each AuthorizedEntity:

Submission.Entity.Name <> AuthorizedEntity.Name

where AuthorizedEntity is any existing Corporation or Partnership registered or doing business in WA.

Introduces a set of conditions below, is not a condition itself

require Submission.Entity.Name;

require Submission.Entity.JurisdictionOfFormation;

require Submission.Entity.DateOfFormation;

(Submission includes CertificateOfExistence) or

(Submission includes OtherRecordDemonstratingExistence from

Entity.JurisdictionOfFormation)

IF Today >= Submission.EffectiveDate and Today < Submission.YearFiled+1 Year

THEN Submission.Entity NameReservation has not expired.

require Submission.SubmittedDate between October 1 and December 31

of preceding year;

IF Submission is accepted

THEN Submission.ExpirationDate is Dec 31 of following year.

Requirement on what the entity may or must do, unrelated to system

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

require RegisteredOffice.StreetAddress;

require RegisteredOffice.StreetAddress in WA;

OPTIONAL field for RegisteredOffice.MailingAddress that is not a StreetAddress;

require RegisteredAgent.StreetAddress;

require RegisteredAgent.StreetAddress.State = "WA"

require RegisteredAgent is either

an Individual and RegisteredAgent.HomeAddress.State = "WA"

or

some Registered Business or Government Organization in WA;

Submission includes ConsentDocument (whereby RegisteredAgent gives consent
serve in that capacity)

Introduces a set of conditions below, is not a condition itselfSu

require Submission.Entity.Name;

UI: have field to enter new address for registered office, if any

require NewAddress satisfies subsection (1)

UI: have field to enter new NewRegisteredAgent.Name if needed;
UI: have button to upload NewRegisteredAgent.Consent if needed;
IF Submission.NewRegisteredAgent.Name is present
THEN require Submission includes NewRegisteredAgent.Consent;
require Submission.Entity.RegisteredStreetAddress ==
Submission.Entity.RegisteredAgent.StreetAddress ;

Requirement on what the entity may or must do, unrelated to system

(OSOS is to) File_Store Submission and
mail Submission to Submission.Entity.PrincipleOffice.Address;
IF Today >= Submission.SubmittedDate + 31 days
THEN Submission.Entity.RegisteredOffice = "Discontinued"

Name or introduction to law
Just defining terms

Introduces a set of conditions below, is not a condition itself

IF Entity.RegisteredAgent not present in OSOS records
THEN Entity.RegisteredAgent = OSOS
IF Entity.RegisteredAgent cannot be found with reasonable dilligence
THEN Entity.RegisteredAgent = OSOS
IF OSOS is served in its capacity as Entity.RegisteredAgent
THEN send by certified mail (a copy of) the process, notice, or demand to
Entity.PrinciplePlaceOfBusiness.Address;

IF OSOS is served in its capacity as Entity.RegisteredAgent
THEN File_Store (a copy of) the process, notice, or demand and
File_Store the date of such service and
File_Store what action was taken.

States what is to be the case, not what needs to be done.

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

require Submission.Entity.Name;
require Submission.Entity.RegisteredAddress;
require Submission.Entity.RegisteredAgent.Name;
require Submission.Entity.RegisteredAgent.Address;
require Submission.Entity.PrincipalOfficeAddress;

Have field to enter DissolutionDate, if appropriate

Have field to enter StatementOfManagement and names of any managers if appropriate

Have field to allow entering any other information.

for each Submission.ExecutingPerson

require Submission.ExecutingPerson.Name
require Submission.ExecutingPerson.Address

Introduces a set of conditions below, is not a condition itself

IF Submission.DelayedEffectiveDate is present and
THEN require Submission.DelayedEffectiveDate to be
within 90 days of Date of File_Store of Submission;

States what is to be the case, not what needs to be done
filing LLC incorp equals recognition

Definition filing creates a separate legal entity

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

require Submission.Entity.Name;
require Submission.Amendment;

Requirement on what the entity may or must do, unrelated to system obligation for a manger or officer to correct errors in filing when they find out.

Requirement on what the entity may or must do, unrelated to system
Can ammend at any time for any reason
Submission.EffectiveDate defaults to Date of File_Store of Submission;
IF Submission.DelayedEffectiveDate is present and
THEN require Submission.DelayedEffectiveDate to be
 within 90 days of Date of File_Store of Submission;
Name or introduction to law
Introduces a set of conditions below, is not a condition itself

For an CertificateOfFormation of an LLC
have a a Checkbox certifying that Entity.CertificateOfFormation is signedBy all
persons forming the LLC.
Who can sign

For a ReservedNameTransfer
have a a Checkbox certifying that the TransferRequest is signed by, or on behalf of,
the applicant for the reserved name;

Transfer can be signed by applicant (we won't check who is signing)

Transfer can be signed by applicant (we won't check who is signing)

Transfer can be signed by applicant (we won't check who is signing)

Mergers should be signed by manager (we won't check who is signing)

Filing should be signed by manager (we won't check who is signing)

Signature could be attorney in fact (we won't check who is signing)

Signature must be legible (could we possibly check for this?)

Signature is under penalty of perjury

Name or introduction to law

Court can order specific action in regard to filing (someone who refuses to)

Court can order specific action in regard to filing (someone who refuses to)

Name or introduction to law

First part says what Entity may or must do.

Second part Introduces a set of things that must be done

OSOS endorses Submission with word "Filed" and Submission.FilingDate

If Submission.status == accepted then File_Store Submission;

If Submission.status == accepted then print and mail a duplicate copy to the filer

Date of File_Store of Submission defaults to Submission.SubmittedDate;

25.15 conformance definition, those that can be reduced to rules are below

25.15 filers have 20 days to get into conformance if there were errors in filing (note in future there aren't errors of this nature)

Says what OSOS will not do, not what they will do.

filers have 20 days to get into conformance if there were errors in filing (note in future there aren't errors of this nature)

IF Submission.status == accepted

THEN then Submission.EffectiveDate = Date of File_Store of Submission.

Name or introduction to law

Instruction that the LLC may integrate many things into one document

Description of what it means to "restate" certificate of formation (there isn't any way we can automate this)

Says what a restatement document must contain in its verbiage. Very hard to automate

IF Submission.status == accepted
THEN Submission.EntityCertificateOfFormation is replaced by Submission.

Discussion of effectivity of ammendment verbiage

Name or introduction to law
Introduces a set of conditions below, is not a condition itself

```
require Submission.Entity.Name;  
require Submission.Entity.JurisdictionOfFormation;  
require Submission.Entity.DateOfFormation;  
IF Submission.Entity is DomesticEntity  
THEN require Submission.Entity.RegisteredStreetAddress and  
         require Submission.Entity.RegisteredStreetAddress in WA and  
         require Submission.Entity.RegisteredAgent.Name;  
IF Submission.Entity is ForeignEntity  
THEN require Submission.Entity.PrincipalOfficeInJurisdictionOfFormation.Address;
```

```
IF Submission.Entity is DomesticEntity  
THEN require Submission.Entity.PrincipleOfficeInWA;  
for each Submission.Entity.PersonInCharge  
    require Submission.Entity.PersonInCharge.Name and  
    require Submission.Entity.PersonInCharge.Address and  
require Submission.Entity.DescriptionOfBusiness;
```

Instruction to filer

DueDate of AnnualReport of Submission.Entity = 120 days after Date of File_Store of Entity.CertificateOfFormation;

Says what OSOS may or must do about functionality of the system, not specific to how any particular function will work.

Electronic sig ok

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

IF Entity has any UnpaidFees or UnpaidPenalties

THEN Entity.DissolutionGrounds = "yes"

IF Entity.AnnualReport not filed on time

THEN THEN Entity.DissolutionGrounds = "yes"

IF Entity.RegisteredAgent or Entity.RegisteredOffice not exist on OSOS records for a period of 60 days

THEN Entity.DissolutionGrounds = "yes"

Cannot test for this.

Name or introduction to law

IF Entity.DissolutionGrounds = "yes"

THEN send NoticeOfDelinquency by first-class mail, postage prepaid to

Entity.PrincipalAddress;

require NoticeOfDelinquency includes DissolutionGroundsDetails;

IF NoticeOfDelinquency.Date was more than 60 days ago and Entity is still delinquent

THEN Entity is Dissolved and
mail WrittenNoticeOfDissolution To Entity and
WrittenNoticeOfDissolution includes DissolutionGroundsDetails and
WrittenNoticeOfDissolution includes DissolutionEffectiveDate;

Disolved company can still wind down

Requirement on what the entity may or must do, unrelated to system. Disolved company does not term reg Agent

Name or introduction to law

IF Entity.DissolutionEffectiveDate is less than five years ago

THEN Entity.ReinstatementStatus is "eligible"

ELSE Entity.ReinstatementStatus is "ineligible"

require Submission.Entity.Name;

require Submission.Entity.DissolutionEffectiveDates;

require Submission.ExplanationOfInadequateGrounds;

require Submission.Entity.Name satisfies RCW 25.15.010

IF Submission conformsToLaw and

Submission.Entity.Name is available

THEN mail ReinstatementNotice to Entity.

require ReinstatementNotice.EffectiveDate;

States what is to be the case, not what needs to be done.

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

require Submission.Entity.Name or

Submission.Entity.DBA_Name;

require Submission.Entity.JurisdictionOfFormation;
require Submission.Entity.DateOfFormation;

require Submission.Entity.NatureOfBusiness

require Submission.Entity.RegisteredOffice;
require Submission.Entity.RegisteredAgent.Name;

require Submission.Entity.PrincipalOffice.Address;

OSOS is default agent

require Submission.Entity.DateOfFirstBusinessInState;

Name or introduction to law
Introduces a set of conditions below, is not a condition itself

IF Submission is Accepted
THEN endorse Submission and a duplicate of the Submission
with word "Filed" and Submission.FilingDate

IF Submission is Accepted
THEN File_Store Submission
IF Submission is Accepted then duplicate copy of the Submission to
Submission.Submitter or Submission.PersonSubmittedOnBehalfOf;

Name or introduction to law

require Submission.Entity.Name includes the words "Limited Liability Company," the words "Limited Liability" and the abbreviation "Co.," or the abbreviation "L.L.C." or "LLC";
require Submission.Entity.Name to be registerable by a domestic LLC;

Introduces a set of conditions below, is not a condition itself

Requirement on what the entity may or must do, unrelated to system

Requirement on what the entity may or must do, unrelated to system. There are be rules elsewhere for this.

Requirement on what the entity may or must do, unrelated to system. There are be rules elsewhere for this.

Introduces a set of conditions below, is not a condition itself

require Submission.Entity.Name;
have field to allow entering new Submission.Entity.RegisteredAddress if it is being changed.

have field to allow entering Submission.Entity.NewRegisteredAgent if it is being changed.

IF Submission.Entity.NewRegisteredAgent is present
THEN require WrittenConsent from Entity.NewRegisteredAgent;
Submission.Entity.RegisteredStreetAddress ==
Submission.Entity.RegisteredAgent.BusinessOffice.StreetAddress;

Requirement on what the entity may or must do, unrelated to system
Says what a registered agent is allowed to do.

IF RegAgent.Resignation.Status = Accepted
THEN mail copy of StatementOfResignation to
 Entity.PrincipalPlaceOfBusiness;
 and Resignation.EffectiveDate = Submission.SubmittedDate + 31 days.

Name or introduction to law
Requirement on what the entity may or must do, unrelated to system
What a corp has to do with false information

Name or introduction to law
Requires OSOS to make some functionality availability in the system, is not a rule in the system

Introduces a set of conditions below, is not a condition itself

require Submission.Entity.Name;
require Date of File_Store of Submission.Entity.CertificateIfRegistration;
require Submission.Entity.ReasonForCancellation;
IF Submission.DelayedEffectiveDate is present and
THEN require Submission.DelayedEffectiveDate to be
 within 90 days of Date of File_Store of Submission;
require Submission.Entity.AddressForServiceOfProcess;
UI: have field to allow entering any other information.

Name or introduction to law
Requirement on what happens off-line; unrelated to system
Def of who gets served for FLLC

Introduces a set of conditions below, is not a condition itself;

IF Entity.RegisteredAgent not on file at OSOS,
THEN Entity.RegisteredAgent is OSOS;
IF Entity.RegisteredAgent not reachable with reasonable diligence
THEN Entity.RegisteredAgent is OSOS;
Requirement on what happens off-line; unrelated to system
Process for process servicing

for each ServiceOfProcess received by OSOS in the capacity of
Entity.RegisteredAgent:
 File_Store every ServiceOfProcess received and
 File_Store every ServiceOfProcess.ActionTaken;
Requirement on what happens off-line; unrelated to system
Does not limit rights to serve process

Name or introduction to law

Requirement on what happens off-line; unrelated to system
Has to do with what legal ramifications of firms that haven't registered

Requirement on what happens off-line; unrelated to system
Instructions of serving summons

Name or introduction to law

Introduces a set of conditions below, is not a condition itself

IF Entity.RegisteredAgent or Entity.RegisteredOffice not exist on OSOS records for a
period of 60 days
THEN Entity.RevocationGrounds = "yes"
Cannot test for this.

Cannot test for this.

IF OSOS receives Entity.NoticeOfDissolution from
Entity.JurisdictionOfFormation.SecretaryOfState
THEN Entity.RevocationGrounds = "yes"

There isn't any
mechanism for
automating the
notification
from another
state that a
company is
dissolved.
Perhaps we
should suggest
one

Name or introduction to law

IF Entity.RevocationGrounds = "yes"
THEN send NoticeOfDelinquency by first-class mail, postage prepaid.
require NoticeOfDelinquency includes RevocationGroundsDetails;

IF NoticeOfDelinquency.Date was more than 60 days ago and Entity is still
delinquent
THEN Entity.Registration is revoked and
 mail CertificateOfRevocation To Entity.RegisteredOffice and
 require CertificateOfRevocation.RevocationGroundsDetails and
 require CertificateOfRevocation.EffectiveDate;

covered by rule for (2) above

States what is to be the case, not what needs to be done
Authority to do business ends when registration ends

After Revocation, Entity.RegisteredAgent is OSOS.

States what is to be the case, not what needs to be done
Revocation does not term the reg agent

Requirement on what happens off-line; unrelated to system
Non resident use of highways is not a systems issue
Requirement on what happens off-line; unrelated to system
Non resident use of highways is not a systems issue

Name or introduction to law
Introduces a set of conditions below, is not a condition itself

Relates to intention and purpose, not action.

Name or introduction to law

Does not refer to the content of the law.

Domestic Partnerships winding down, won't be implementing rules

Domestic Partnerships winding down, won't be implementing rules
Domestic Partnerships winding down, won't be implementing rules
Domestic Partnerships winding down, won't be implementing rules

Domestic Partnerships winding down, won't be implementing rules

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Domestic Partnerships winding down, won't be implementing rules

Domestic Partnerships winding down, won't be implementing rules
require Submission.Notarization.

IF Submission includes FeePayment
THEN File_Store CertifOfDomesticPartnership.

Move to Interface. If 26.60.DomesticPartnership.Status = Accepted then forward to
vital Statistics

DomesticPartner.FilingFee < \$50

Domestic Partnerships winding down, won't be implementing rules
Domestic Partnerships winding down, won't be implementing rules

Domestic Partnerships winding down, won't be implementing rules
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Domestic Partnerships winding down, won't be implementing rules
Domestic Partnerships winding down, won't be implementing rules

Domestic Partnerships winding down, won't be implementing rules

Intro

Intro

Too vague for a rule

```
require Submission.Entity.Name;  
require Submission.Entity.Address;  
require Submission.Entity.PhoneNumber;  
require Submission.Entity.PersonInCharge-CEO;  
require Submission.Entity.PersonInCharge-PlacementsSupervisor;
```

UBI is optional but can be supplied

US Info Agency # is optional

Evidence of council on standards is optional

Have checkbox to indicate tax exempt status;

IF Submission.TaxExemptStatue == "yes"

THEN Submission.Entity.TaxStatus = "Exempt"

We are not currently capturing info about students who have been placed in Washington

Checkbox to certify that Submission is signedBy both:

Submission.Entity.PersonInCharge-CEO and

Submission.Entity.PersonInCharge-PlacementsSupervisor

IF Submission is Accepted

THEN File_Store Submission and

Submission.EffectiveDate is Date of File_Store of Submission.

requirement on the Student placement org

Submission.ExpirationDate = one year after Submission.EffectivdDate;

Manual process for suspension

RCW

WAC

Gap Xref

Model
Notes

??

WAC 434-120-310

WAC 434-120-310
WAC 434-120-310

WAC 434-120-310

Trust.ID (FEIN)

WAC 434-120-310

Trust.purpose

WAC 434-120-310

WAC 434-120-310
WAC 434-120-310

Should have a tax of
allowable exemption types

WAC 434-120-310

Trust.exemption.attachmen
t

WAC 434-120-310

Trust.fiscalEndDate

WAC 434-120-310 Trust.Finance.Year.Attachm
ent

WAC 434-120-310 Trust.Finance.Year.Begginin
gAssets

WAC 434-120-310 Trust.Finance.Year.Revenue

WAC 434-120-310 Trust.Finance.Year.Grants

WAC 434-120-310 Trust.Finance.Year.OfficerC
omp

WAC 434-120-310 Trust.Finance.Year.Expenses

WAC 434-120-310 Trust.Finance.Year.EndingAs
sets

WAC 434-120-310 Trust.Finance.Year.IRSAttac
hment

WAC 434-120-310 Trust.Preparer.Name;
.Phone

WAC 434-120-310 Note: need to distinguish
initial from annual for
validation

WAC 434-120-310

WAC 434-120-310 Trust.LegalResponsibleParty
(SocialBeing) -> Person or
org-> officer or org-
>employee

WAC 434-120-310

WAC 434-120-310

WAC 434-120-310

11.110.051 WAC 434.120.310

11.110.051 WAC 434.120.305

11.110.051

11.110.051

11.110.051

11.110.051

11.110.060

11.110.060

Trust.establish doc

11.110.060

Trust. Year. AssetValue

11.110.060

Trust.Trustee.Name ;
Trust.Trustee.MailingAddress;
Trust.Trustee.PhysicalAddress

11.110.060

Need the relationship
between Trust and Trustee
to be temporal

11.110.060

11.110.070 WAC 434.120.310 - 2 i, j, k

18.100.050

Taxo: Entity.type =
ProfessionalService
ProfessionalLmitedLiabilityC
ompany

18.100.050

18.100.050

18.100.050

18.100.050

18.100.050

18.100.050

18.100.060

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18.100.060

18.100.060

18.100.120

Currently done manually, will need to be an extra rule in the name validation section.

Taxo: Entity.type = DentalService

19.09.065

Entity type FundRaiser

19.09.065

19.09.065

Not a gap, is currently handled and is in the spec to be handled in the future

19.09.065

19.09.068

Entity.Registration.StartDate

19.09.068

WAC 434.120.165

19.09.068

WAC 434.112.045

Entity.RegistrationPaidThroughDate and Entity.Status

19.09.075

19.09.075

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19.09.075

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19.09.075 WAC 434.120.105

19.09.075

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19.09.079

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19.09.085

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19.09.097

19.09.097

19.09.097

19.09.097

19.09.097

19.09.097

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19.09.191 WAC 434.122.60

19.77.015

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19.77.020

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19.77.030 WAC 434.12.025

19.77.030 WAC 434.12.015

19.77.030

19.77.030 WAC 434.12.025 Gap 15

19.77.030 WAC 434.12.015

19.77.030 WAC 434.12.015

19.77.030

19.77.040

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19.77.080

19.77.080

19.77.080

19.77.080

19.77.115

19.77.115 WAC 434.12.025

19.77.130

19.77.130

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19.77.160

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19.77.160

19.77.170

19.77.170

19.77.170

19.77.170

19.166.040 WAC 434.166.070 (Denial)

19.166.040 WAC 434.166.280

19.166.040

19.166.040

19.166.040

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19.166.040

19.166.040 WAC 434.166.290

19.166.040

19.166.080

19.166.080

23B.01.200

23B.01.202

23B.01.202

23B.01.204

23B.01.204

23B.01.210

23B.01.210

23B.01.230

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23B.01.240

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23B.01.250

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23B.01.250

23B.01.250

23B.01.260

23B.01.260

23B.01.280

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23B.01.280

23B.01.280

23B.01.560

23B.01.560 WAC 434.112.085/090

23B.01.560 WAC 434.112.085/090

23B.01.570

23B.01.570 WAC 434.112.085/090

23B.01.570 WAC 434.112.085/090

23B.01.580

23B.01.580

23.78.020

23.78.020

23.78.020

23.78.030

23.78.030

23.78.050

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23.78.080

23.78.080

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23.90.030

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23.86.030

23.86.030

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23B.02.020

23B.02.030

23B.02.030

23B.02.030

23B.04.010

23B.04.020

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23B.04.030

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23B.14.030

23B.14.040

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Gap 17

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Gap 16

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Gap 16

23B.14.203

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23B.16.220

Gap 21

23B.18.040

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23B.18.050

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23B.25.040

24.03.008

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24.03.017

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Gap 17

24.03.025

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24.03.500

24.03.500

24.03.510

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24.03.520

24.03.520

24.03.540

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24.06.010

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(MMC only)

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Gap 15

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Gap 1

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Gap 19

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Gap 19

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Gap 15

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4.06.280

Gap 17

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Gap 15

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Gap 17

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24.20.010

24.20.010

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24.24.020

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definition of Person note
that this is not gist person

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24.36.120

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25.04.716

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should have an effective
end date different from the
termination effective date

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Notification as an Event that
needs to be forwarded to
the appropriate people

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Gap 17

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19.34.010

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70.58.175

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43.07.400
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41.05.066
41.05.066

23B.05.010

19.166.040

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