

## **INSTRUCTIONS- ARTICLES OF INCORPORATION OF A SOCIAL PURPOSE CORPORATION** **RCW 23B**

**General Instructions:** Use dark ink only. Complete the entire form and enter all requested information in the fields provided. A fillable .pdf version of this form is available for download, or you can file online at [www.sos.wa.gov/corps](http://www.sos.wa.gov/corps)

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

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

**Expedited Service:** If expedited service is requested, include an *additional* \$50 fee and check the box indicating expedited service on page 1.

**Fees:** The filing fee for Articles of Incorporation of a Social Purpose Corporation is \$180.00

**Initial Report:** An initial report is due within 120 days of the effective date of this formation per RCW 23.95.255. The report may be included with this formation at no additional fee. If the Initial Report is not submitted with this formation, a \$10 filing fee will apply.

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

**(1) Unified Business Identifier (UBI):** If the entity has previously filed with another state agency such as the Department of Revenue, the Department of Labor and Industries, or the Employment Security Department, the entity may already have a 9-digit UBI number that can be entered. Do not enter the UBI number of a Sole Proprietorship or General Partnership. If the entity does not have a UBI number, select "No" and continue with the filing. If "No" is selected, the entity will be issued a UBI number upon successful completion of the filing.

**(2) Entity Name:** In accordance with RCW 23.95.305, a Social Purpose Corporation name must contain one of the following designation: Social Purpose Corporation, SPC, or S.P.C. The name must be distinguishable upon the records of the Secretary of State from any other entity already registered with the Secretary of State's office. If the designation is omitted, it will default to SPC when processed.

If a name has been reserved and a Name Reservation Number has been provided, enter the Number and Name in the appropriate section. If a Name Reservation has not been provided, select "no" and enter a name to submit for review.

### **(3) Purpose and Powers:**

1. Enter the general business purpose or purposes of the corporation.
2. Check the appropriate social purpose(s).
3. List any specific social purposes for which this corporation is formed. This is not required.
4. 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
5. This corporation is organized as a Social Purpose Corporation governed by chapter RCW 23B.

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

- **Option 1:** Commercial Registered Agent is an entity or individual registered with the Office of the Secretary of State, whose nature of business it is to receive legal documents, notice, or demand required or permitted by law to be served on behalf of the entity. A Commercial Registered Agent has a verified address on record with the Office of the Secretary of State.
  - Select “Yes” or “No.”
    - If “Yes,” provide the name of the Commercial Registered Agent. An address is not required.
    - If “No,” continue to Option 2: Noncommercial Registered Agent directions below.
- **Option 2:** Noncommercial Registered Agent is an entity or individual who agrees to receive legal documents, notice, or demand required or permitted by law to be served on behalf of the entity.
  - Make **one** selection: Individual, Entity, or Office/Position, and fill out accordingly.
    - Individual: Write the individual’s first and last name.
    - Entity: Write the entity’s full name.
    - Office/Position: Write the office or position such as President, Secretary, or Member.
  - Provide the required **physical** street address of the Noncommercial Registered Agent. You may also provide the mailing address if needed. Addresses **must** be in Washington State.
  - Provide a contact phone number and email address (optional). This information will be used if there are any questions regarding the submission.

**(5) Period of Duration:** Select a period of duration. Only one selection will be accepted. Perpetual duration means “on-going” until the entity is either administratively or voluntarily dissolved. A specified date or specified number of years, may be selected. If a specified date or years is selected the entity will be administratively dissolved as recorded in this section. If no selection is provided, it will default to perpetual.

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

**(7) Corporate Shares:** List the type and number of shares the corporation is authorized to issue. There must be at least 1 share authorized in a corporation. If no selection is made, the type of shares will default to common stock. If preferred stock is checked, an attached description is required. Refer to RCW 23B.06.010 and RCW 23B.06.020 for further information.

**(8) Return Address for this Filing:** This section is optional. This address will be sent document(s) regarding this specific filing in addition to the document(s) being sent to the Registered Agent's street/ mailing address.

**(9) Incorporator Information:** The Incorporator is the person(s) forming the corporation. List the full name and address of each Executor. Attach an additional list if necessary.

If you have questions, need assistance, or would like to provide feedback, visit the Corporations & Charities Division website at [www.sos.wa.gov/corps](http://www.sos.wa.gov/corps) or call 360-725-0377.



Office of the Secretary of State

Corporations & Charities Division

This Box For Office Use Only

**Physical/Overnight address**

801 Capitol Way S  
Olympia, WA 98501-1226  
Tel: 360.725.0377

**Mailing Address**

PO Box 40234  
Olympia, WA 98504-0234  
www.sos.wa.gov/corps

- Filing Fee \$180**
- To Expedite Filing Add \$50**

**Articles of Incorporation**  
**Washington Social Purpose Corporation**  
[RCW 23B](#)

**All fields required unless otherwise specified**

**(1) Do you already have a UBI Number?** (Check one)  Yes  No If Yes, provide UBI # \_\_\_\_\_

If No, a new UBI# will be issued to you upon successful completion of the filing.

**(2) ENTITY NAME:** \_\_\_\_\_

**If designation is not provided, it will be defaulted to SPC**

**For name requirements review the following RCW(s): [RCW 23.95.305](#)**

Does the entity have a name reserved? (Check one)  Yes  No

If Yes, provide the Name Reservation Number and Name If No, provide only the name

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

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

**(3) PURPOSE AND POWERS:**

1. The business purpose or purposes of this corporation is/are (Attach additional sheets if necessary): \_\_\_\_\_

2. This corporation is organized to carry out the above business in a manner intended to promote positive short-term or long-term effects of, or minimize adverse short-term or long-term effects of, the corporation's activities upon any or all of: (check all that apply)

- (1) the corporation's employees, suppliers, or customers;
- (2) the local, state, national, or world community; or
- (3) the environment

3. List the specific social purpose (s) for which this corporation is organized (Optional): \_\_\_\_\_

4. 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.

5. This corporation is organized as a Social Purpose Corporation governed by chapter RCW 23B.

**(4) REGISTERED AGENT:**

Is the Registered Agent a Commercial Registered Agent?  Yes  No

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

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

**A Registered Agent consent is still required for a Commercial Registered Agent located below.**

If No, please continue below

**Please complete ONE type of Registered Agent below. Be sure to include the name below the checked box. Then continue to provide the required street address. Mailing address if needed.**

**Individual**

\_\_\_\_\_  
First and last name of a Non-commercial Registered Agent. (Any person not registered as a Commercial Registered Agent.)

**Entity**

\_\_\_\_\_  
Name of a Non-commercial Registered Agent. (Any business not registered as a Commercial Registered Agent.)

**Office or Position**

\_\_\_\_\_  
List the Office or Position serves as agent. (Only if using the specific office or position as the registered agent, no matter who holds the position like: Secretary, Member or Treasurer.)

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

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

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

Country: United States State: Washington

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

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

**Registered Agent Mailing Address (optional)**

Check if mailing address is the same as street address

Country: United States State: Washington

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

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

**CONSENT TO SERVE AS REGISTERED AGENT - REQUIRED FOR ALL TYPES**

I hereby consent to serve as Registered Agent in the State of Washington for the named entity. I understand it will be my responsibility to accept service of process, notices, and demands on behalf of the entity; to forward mail to the entity; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

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

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

\_\_\_\_\_  
Date

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**(5) PERIOD OF DURATION** - Please check ONE of the following

- This Company shall have a perpetual duration (default)    This Company shall have a duration of \_\_\_\_\_ years.
- This Company shall expire on \_\_\_\_\_

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**(6) EFFECTIVE DATE:** Please check ONE of the following

- Date of filing    Specify a date \_\_\_\_\_ cannot be more than 90 days following received date

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**(7) CORPORATE SHARES:**

Number of Authorized Shares\* \_\_\_\_\_ (Minimum of one (1) share must be listed)

- Common Stock       Preferred Stock

If preferred is checked, a further description will be needed prior to issuance of shares.  
Please refer to [RCW 23B.06.010](#) and [RCW 23B.06.020](#)

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

This address will be sent document(s) regarding this specific filing in addition to document(s) being sent to the Registered Agent's street/ mailing address.

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

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

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

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**(9) INCORPORATOR INFORMATION:**

**Name, address, and signature required. Attach additional sheets if necessary.**

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

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

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

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_ Country \_\_\_\_\_

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**Signature of Incorporator**

**Printed Name/Title**

**Date**

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