



## **INSTRUCTIONS: ARTICLES OF AMENDMENT NONPROFIT PROFESSIONAL SERVICE CORPORATION RCW 24.03**

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

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

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

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

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

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

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

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

**(3) Business Type:** Indicate by checking "Yes" or "No" if changing your business type to a Washington Nonprofit Corporation. If "Yes", the designation for a Professional Service Corporation will need to be removed from the business name.

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

In accordance with [RCW 23.95.305](http://RCW 23.95.305), a Nonprofit Corporation **must not include or end with** any of the following designations or abbreviations of: incorporated, company, cooperative, partnership, limited, limited partnership, or limited liability partnership, but may use club, league, association, services, committee, fund, society, foundation, guild, a nonprofit corporation, a nonprofit mutual corporation, or any name of like import. A Nonprofit Corporation name **must** be distinguishable upon the records of the Secretary of State from any other business already registered with the Secretary of State's office.

The name of a Washington Nonprofit Professional Service Corporation **must contain the words** "Nonprofit Professional Service(s)", "Nonprofit Professional Corporation" or the abbreviation "NP PS" or "NP PC". The abbreviations can have periods between them.

If the Professional Service Corporation is organized to render dental services, the name must contain the full names or surnames of all directors and/or incorporators and no other word than Chartered or the words Nonprofit Professional Services or the abbreviation "NP PS" or "NP PC". The abbreviations can have periods between them.

**(5) Charitable Nonprofit Corporation:** Review [RCW 24.03A.010\(5\)](http://RCW 24.03A.010(5)) to determine if the business is a Charitable Nonprofit Corporation. Select "Yes" or "No" upon determination.

**(6) Members:** Indicate by checking “Yes” or “No” if the Nonprofit Corporation has members.

**(7) Member Names:** If the Nonprofit Corporation has members provide the names of the members. This section is optional.

**(8) Registered Agent:** If the Registered Agent has changed, indicate by selecting “Yes” and provide new Registered Agent information.

**Registered Agent:** All businesses must have a Registered Agent in Washington State per [RCW 23.95.415](#). The Consent of the Registered Agent **must** be signed, regardless of the type of Registered Agent. Print the name and title of the person signing and provide the date of signature.

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

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

**(10) Public Benefit Designation:** Indicate by checking “Yes” or “No” if the Nonprofit Corporation is currently designated as a Public Benefit Corporation.

- If “Yes”, indicate if the Nonprofit Corporation still meets the requirements to maintain its Public Benefit designation.
  - If “Yes”, indicate if the Nonprofit Corporation still elects to have the Public Benefit Designation apply.
- If “No” to either question the designation of Public Benefit will be removed from the Nonprofit Corporation. If the term Public Benefit is part of the business’ name the Nonprofit Corporation will need to remove this as part of the amendment submission.

**(11) Host Home Registration:** Indicate by checking “Yes” or “No” if the Nonprofit Corporation is currently designated as a Host Home.

- If “Yes”, indicate if the Nonprofit Corporation elects to maintain its Host Home registration.
  - If “No”, the designation of Host Home will be removed from the Nonprofit Corporation.

**(12) Initial Board of Directors:** Indicate by checking “Yes” or “No” if the Nonprofit Corporation elects to remove any of the Initial Board of Directors from its record. At least one is required to be maintained on record.

- If “Yes”, provide the name of each Director that should be removed. The name(s) will still appear on the filed stamped Articles of Incorporation document within the business’ filing history. If a name does not appear listed as an Initial Director the name will be disregarded.

**(13) Incorporator Information:** Indicate by checking “Yes” or “No” if the Nonprofit Corporation elects to remove any Incorporators from its record.

- If “Yes”, provide the name of each Incorporator that should be removed. The name(s) will still appear on the filed stamped Articles of Incorporation document within the business’ filing history. If a name does not appear listed as an Incorporator the name will be disregarded

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

**(15) Adoption of Articles of Amendment:** Select how the Amendment was adopted by checking the appropriate box.

**(16) Date of Adoption:** Provide the date that the Amendment was adopted.

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

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

**(19) 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.

**(20) Return Address for this Filing:** If provided, the confirmation regarding this specific filing will be sent to this address, in addition to the Registered Agent’s address.

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

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

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



Physical/Overnight address: 801 Capitol Way S Olympia, WA 98501-1226 Mailing Address: PO Box 40234 Olympia, WA 98504-0234

This Box For Office Use Only

- Filing Fee \$20 To Expedite Filing, Add \$50

ARTICLES OF AMENDMENT Washington Nonprofit Professional Service Corporation RCW 24.03A

All fields REQUIRED unless otherwise specified

(1) UBI No.:

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

(3) BUSINESS TYPE:

Are you changing your business type? (Check one) Yes No If Yes, select the change being made:

WA NONPROFIT CORPORATION

(4) BUSINESS NAME CHANGE: Are you changing your business name? (Check one) Yes No

New Name:

The name must contain the words "Nonprofit Professional Service(s), "Nonprofit Professional Corporation" or the abbreviation "NP PS" or "NP PC". The abbreviations can have periods between them.

Does this Professional Service Corporation provide Dental Services? (Check one) Yes No

If Yes: The name of a Nonprofit Professional Service Corporation organized to render dental services must contain the full names or surnames of all Directors and/or Incorporators and no other word than "Chartered" or the words "Nonprofit Professional Services" or the abbreviation "NP PS" or "NP PC" The abbreviations can have periods between them.

Does the business have a name reserved? (Check one) Yes No If Yes, provide the Name Reservation Number

Reservation Number:

(5) CHARITABLE NONPROFIT CORPORATION:

Is the Nonprofit Corporation a Charitable Nonprofit as defined by RCW 24.03A.010(5)? (Check one) YES NO

(6) MEMBERS: RCW 24.03A.010(45)

Does the Nonprofit Corporation have members? (Check one) YES NO

(7) MEMBER NAME(S): (optional) attach additional pages if necessary. If names are provided section (6) will be considered as "yes"

Name: Name:

Name: Name:

(8) Has your registered agent changed? (Check one) YES NO If Yes, complete page 2

**NEW REGISTERED AGENT:**

**COMMERCIAL REGISTERED AGENT: [RCW 23.95.420](#)**

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

Is the Registered Agent a Commercial Registered Agent? (Check one)  Yes  No

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

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

If No, continue below

**NON-COMMERCIAL REGISTERED AGENT**

A Non-Commercial Registered Agent is an individual, business, or an office or position that is not registered as a Commercial Registered Agent.

- If an **individual** is serving as the Registered Agent, only provide the individual's first and last name below.
- If a **business** is serving as the Registered Agent, only provide the name of the business below.
- If an **office** or **position** within the business is serving as the Registered Agent, only provide the position title such as President, Secretary, Treasurer, or Member below.

**Registered Agent:** \_\_\_\_\_

Phone: _____	Email: _____
<b>Registered Agent Street Address (required)</b> (Must be a physical address; No PO Box or PMB)	<b>Registered Agent Mailing Address (optional)</b> <input type="checkbox"/> Check if mailing address is the same as street address
Country: <u>United States</u> State: <u>Washington</u>	Country: <u>United States</u> State: <u>Washington</u>
Address : _____	Address : _____
Zip: _____      City: _____	Zip: _____      City: _____

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

I hereby consent to serve as Registered Agent in the State of Washington for the named business. I understand it will be my responsibility to accept service of process, notices, and demands on behalf of the business; to forward mail to the business; 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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**(9) PURPOSE OF NONPROFIT CORPORATION:** *Required only if changed* attach additional pages if necessary.

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**(10) PUBLIC BENEFIT DESIGNATION:** [RCW 24.03A.245/250](#) *Required only if changed*

1. Is the Nonprofit Corporation currently designated as a Public Benefit Corporation with the Office of the Secretary of State? **(Check one)**  YES  NO

2. If “yes”, does the Nonprofit Corporation still meet the requirements to maintain its Public Benefit designation? **(Check one)**  YES  NO *If “no” is selected the Nonprofit will not maintain the designation of a Public Benefit Corporation*

2a. If “yes”, does the Nonprofit Corporation still elect to have the Public Benefit Designation? **(Check one)**  YES  NO

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**(11) HOST HOME REGISTRATION:** [RCW 74.15.315](#) *Required only if changed*

Is the Nonprofit Corporation currently registered as a Host Home with the Office of the Secretary of State? **(Check one)**  YES  NO

If Yes, does the Nonprofit Corporation elect to maintain its Host Home registration per [RCW 74.15.020\(2\)\(o\)](#)? **(Check one)**  YES  NO *If “no” is selected the Nonprofit will not maintain the designation of a Host Home*

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**(12) INITIAL BOARD OF DIRECTORS:** *(optional)* attach additional pages if necessary.

Does the Nonprofit Corporation elect to remove any of the Initial Board of Directors? **(Check one)**  YES  NO

If Yes, list the names of the Initial Board of Directors the Nonprofit Corporation is electing to remove. At least one initial director is required.

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

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**(13) INCORPORATOR INFORMATION:** *(optional)* attach additional pages if necessary.

Does the Nonprofit Corporation elect to remove any of the recorded Incorporators? **(Check one)**  YES  NO

If Yes, list the names of the Incorporators the Nonprofit Corporation is electing to remove.

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

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**(14) DURATION:** *Required only if changed* 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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**(15) ADOPTION OF ARTICLES OF AMENDMENT:** Articles of Amendment were adopted by: **(Check one)**

- The Articles of Amendment were duly adopted by the board of directors; member approval was not required.
- The Articles of Amendment were duly adopted and approved by the members in the manner required by the Nonprofit Corporation's articles and bylaws, and by [RCW 24.03A.665](#).

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**(16) DATE OF ADOPTION:**

The date that the Articles of Amendment were adopted was: \_\_\_\_\_

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

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**(18) GOVERNOR(S):** *Required only if changed*

List at least one. Attach additional pages if necessary. **NOTE: A business cannot serve as its own Governor.**

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

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**(19) EFFECTIVE DATE OF THIS FILING:** Check **ONE** of the following

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

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**(20) RETURN ADDRESS FOR THIS FILING:** *(optional)*

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

Attention to: \_\_\_\_\_ Email: \_\_\_\_\_  
Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

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

- The business wants to receive **all** notifications to the Registered Agent by postal mail

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**(22) AUTHORIZED PERSON:**

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

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Signature of Authorized Person

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Printed Name/Title

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Date

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