

## **INSTRUCTIONS: ARTICLES OF AMENDMENT OF A SOCIAL PURPOSE CORPORATION RCW 23B.25**

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

**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 Articles of Amendment of a Social Purpose Corporation is \$30.00

**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 Social Purpose 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. If "Yes", select the appropriate business type to change to. If you are changing your business type, please review the RCW below as additional requirements **must** be attached with this form.

Professional Service Corporation – [RCW 18.100](#)

Public Utility Corporation – [RCW 23B.01.590](#)

Profit Corporation – [RCW 23B.10](#)

**(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 and Name in the appropriate section. If a Name Reservation has not been provided select "No".

In accordance with [RCW 23.95.305](#), a corporate name must contain one of the following designation: Social Purpose Corporation, or the abbreviation SPC or S.P.C. A Social Purpose corporate 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. If the designation is omitted, it will default to SPC when processed.

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

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

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

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

**(7) 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.

**(8) Corporate Shares:** If changing number or class of corporate shares, indicate by checking “Yes” or “No”. If “Yes”, provide the new number of authorized shares and class of shares. If preferred is checked, a further description will be needed prior to issuance. Refer to [RCW 23B.06.010](#) and [RCW 23B.06.020](#) for further information.

**(9) Purpose and Powers:** If changed, indicate by providing the new purpose.

**(10) Governors:** List the current 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.

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

**(12) Date of Adoption:** Enter the specified date of when the Amendment was adopted.

**(13) 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.

**(14) 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.

**(15) 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.



Office of the Secretary of State  
Corporations & Charities Division

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

This Box For Office Use Only

- ☐ **Filing Fee \$30**
- ☐ **To Expedite Filing, Add \$50**

**Articles of Amendment**  
**Washington Social Purpose Corporation**  
**RCW 23B**

**All fields required unless otherwise specified**

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

**(2) NAME OF SOCIAL PURPOSE 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 PROFESSIONAL SERVICE CORPORATION ☐ WA PROFIT CORPORATION
- ☐ WA PUBLIC UTILITY CORPORATION

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

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

**If designation is not provided, it will default to SPC**

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

If Yes, provide the Name Reservation Number and Name

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

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

**(5) 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 \_\_\_\_\_

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

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

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 corporation. A Commercial Registered Agent 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**

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

☐ **Individual:** \_\_\_\_\_

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

☐ **Business:** \_\_\_\_\_

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

☐ **Office or Position:** \_\_\_\_\_

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

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

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

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

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 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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**(7) 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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**(8) CORPORATE SHARES:**

Number of Authorized Shares: \_\_\_\_\_ (Minimum of one 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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**(9) PURPOSE AND POWERS:** *Required only if changed*

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

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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): \_\_\_\_\_

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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.

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**(10) 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: _____
Name: _____	Name: _____

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**(11) ADOPTION OF ARTICLES OF AMENDMENT:**

This Amendment was duly adopted by the following method (Check one)

- ☐ By a sufficient vote of shareholders in accordance with the provisions of RCW 23B.10.030 and 23B.10.040
- ☐ By the board of directors. Shareholder approval is not required.
- ☐ By the incorporators prior to the issuance of shares. Shareholder approval is not required.

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**(12) DATE OF ADOPTION:** When was this Amendment adopted? (Check one)

- ☐ Date of filing   ☐ Specify a date: \_\_\_\_\_

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

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

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

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

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

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**(14) 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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**(15) 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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