

AMENDATORY SECTION (Amending WSR 19-16-130, filed 8/6/19, effective 9/6/19)

WAC 434-112-010 Services provided by the corporations and charities division, "the division". The corporations and charities division provides the following services:

(1) Filing business records under chapter ~~((s)) 18.100((, 23.78, 23.86, 23.90))~~ RCW, and Titles 23, 23B, and 25 RCW ~~((, and chapter 176, Laws of 2015))~~;

(2) Filing nonprofit ~~((organization))~~ entity records under Title 24 RCW ~~((and chapter 176, Laws of 2015))~~;

(3) Filing ~~((charities program))~~ registrations for charitable organizations, charitable trusts, and commercial fund-raisers under chapters 11.110 and 19.09 RCW and 434-120 WAC;

(4) Filing trademark registrations ~~((records))~~ under chapters 19.77 RCW and 434-12 WAC;

(5) Filing registration records of international student exchange programs under chapters 19.166 RCW and 434-166 WAC;

(6) ~~((Apostilles))~~ Providing apostille certification of documents under RCW ((42.44.180)) 43.07.032 and the Hague Conference 1961 Apostille Convention;

(7) Agent for service of process on nonresident motorists under RCW 46.64.040;

(8) Agent for service of process on defendants in actions for recovery of damages for motor vehicle theft, as authorized by RCW 9A.56.078;

(9) Agent for service of process for those entities and under those circumstances listed in ~~((section 1411(4), chapter 176, Laws of 2015))~~ RCW 23.95.450 and 23B.18.040;

(10) Agent for service of process in civil actions relating to acting as an athlete agent under RCW 19.225.020;

(11) Filing registration records of state registered domestic partnerships under chapter 26.60 RCW and RCW 43.07.400.

AMENDATORY SECTION (Amending WSR 15-22-047, filed 10/29/15, effective 1/1/16)

WAC 434-112-028 Name reservation. (1) ~~((Paper))~~ Requests for a name reservation submitted on paper are completed in order of date received unless immediate or expedited service is requested, and after payment has been made. A name reservation may be made by completing the form provided by the division or in a letter clearly containing all the following information:

(a) The ~~((corporate name desired))~~ preferred entity name, and up to three alternate names in order of preference;

(b) The entity type or entity structure for which a name reservation is sought;

(c) The name, address, and ~~((telephone number))~~ email address of the applicant;

~~((e))~~ (d) The signature of the applicant; and

~~((d))~~ (e) The application date.

An application on behalf of a client should also include the client's name and complete address.

(2) If subsequent documents are submitted citing the name reservation number or reserved entity name, the name and/or address of the applicant, or the client on whose behalf the reservation was submitted, must appear in the submitted document, or a transfer of reservation will be required.

(3) A name reservation expires ~~((in one hundred eighty))~~ 180 days after filing, and may not be renewed. A new filing may be made after the expiration date.

~~((3))~~ (4) Requests for a name reservation may be filed online, when the system is available.

AMENDATORY SECTION (Amending WSR 15-22-047, filed 10/29/15, effective 1/1/16)

WAC 434-112-030 Certificates. Certificates issued by the secretary of state or the secretary's designee in furtherance of duties under Titles 18, 19, 23, 23B, 24, 25, 26 RCW~~((r))~~ and chapter ~~((42.44))~~ 42.45 RCW~~((, and chapter 176, Laws of 2015,))~~ will:

- (1) Contain a rendition of the Washington state seal;
- (2) Contain a mechanical or electronic reproduction of the secretary's signature; and
- (3) Be regarded as the secretary of state's official certification of the matters itemized in the certificate~~((r and))~~.
- (4) Types of certificates issued include, but are not limited to:
 - (a) Certificate of existence;
 - (b) Certificate of registration;
 - (c) Certificate of fact or record;
 - (d) Duplicate certificate of registration or formation.

AMENDATORY SECTION (Amending WSR 21-04-056, filed 1/27/21, effective 2/27/21)

WAC 434-112-040 Standards for confirmation of filed records. Confirmation of filing of all paper or electronic ~~((business related))~~ records ~~((are returned))~~ filed by the division is sent to the registered agent's email address on behalf of the entity when processing is completed ~~((unless the record indicates otherwise)), and to the return email address for the entity, if provided. Date-stamped copies of all records filed by the division are maintained in the online filing system and can be viewed and downloaded from that site.~~

AMENDATORY SECTION (Amending WSR 21-04-056, filed 1/27/21, effective 2/27/21)

WAC 434-112-045 Rejection of records. (1) The ~~((corporations program))~~ division may reject paper or electronic records that:

- (a) Are not legible; or

- (b) Are not able to be recorded as an image with adequate resolution and clarity; or
- (c) Are incomplete; or
- (d) Are not permitted to be filed (~~(in the corporations office;~~
or
- ~~(e) Paper records completed in pencil or faxed will not be accepted for filing)) with the division.~~
- (2) Additional information, clarification, corrections, or payment may be requested by division staff via telephone, email, or letter.
- (3) The (~~(corporations program))~~ division may hold records for up to (~~(thirty))~~ 60 days after rejection to await additional information or funds needed to complete the filing process. After (~~(thirty))~~ 60 days, new records and fees may be required.
- (4) Records that do not include a return mailing address (~~(will))~~ and email address may not be accepted for filing.

AMENDATORY SECTION (Amending WSR 21-04-056, filed 1/27/21, effective 2/27/21)

- WAC 434-112-050 Filing procedure.** (1) Persons submitting paper (~~(business))~~ records under chapters 18.100, 19.77 RCW, or Titles 23, 23B, 24, and 25 RCW, (~~(and chapter 176, Laws of 2015,))~~ must submit one copy of the record for filing.
- (2) (~~(The corporations program))~~ Once filed, the division will retain a digital image of the paper or electronic record (~~(submitted for filing))~~. The (~~(corporations program))~~ division will, (~~(on))~~ upon completion of the filing, send a confirmation per WAC 434-112-040.
- (3) (~~(The corporations program may return the completed filed record via email or other electronic means if the record indicates that an electronic response is acceptable.~~
- ~~(4))~~ If a record submitted for filing contains more than (~~(one hundred))~~ 100 governors as defined in RCW 23.95.105(12), (~~(that record must be submitted by))~~ the person submitting the record must add each governor's name using the online filing system.

AMENDATORY SECTION (Amending WSR 15-22-047, filed 10/29/15, effective 1/1/16)

- WAC 434-112-055 Registered agent—Designation, statement of change, resignation.** (1) A domestic entity and a foreign registered entity must designate a registered agent. A registered agent may be a noncommercial or commercial registered agent.
- (2) To be designated as a commercial registered agent, a person must deliver to the secretary of state via the online filing system a commercial-registered-agent-listing statement (~~(accompanied by a list of all entities')~~), and must enter the names and unified business identifier numbers of all entities which the commercial registered agent represents in this state.

(3) When completing and submitting an online filing for any entity required by Washington law to appoint a registered agent, the filing party shall affirm under oath that they have obtained and have in their possession the signed, written consent of the person appointed as registered agent.

(4) When the person submitting the filing online is the person appointed as registered agent, a separate written consent is not required.

(5) Submitting a false affirmation is punishable as a gross misdemeanor under RCW 43.07.210.

(6) The entity required to maintain a registered agent must:

(a) Retain the registered agent's signed consent;

(b) Make the registered agent's signed consent available for inspection upon request; and

(c) Submit the registered agent's signed consent to the division or the office of the attorney general within 10 business days upon demand.

(7) A statement of change to update the registered agent name or contact information may be completed online by:

(a) An authorized person acting on behalf of the entity;

(b) A noncommercial registered agent; or

(c) A commercial registered agent.

(8) When a statement of change is filed by a noncommercial or commercial registered agent, the agent making the change must give each entity represented a notice of a record relating to the change.

(9) A registered agent may resign as the agent for a represented entity by delivering to the secretary of state via the online filing system a statement of resignation, executed by the agent.

(10) A statement of resignation takes effect on the 31st day after the day on which it is filed by the division, or the designation of a new registered agent, whichever is earlier.

(11) A resigning registered agent must promptly furnish each represented entity notice in a record of the date on which a statement of resignation was filed. Notice must include the warning that the entity may be administratively dissolved if a new registered agent is not appointed within 60 days of the resignation of the agent.

AMENDATORY SECTION (Amending WSR 15-22-047, filed 10/29/15, effective 1/1/16)

WAC 434-112-060 Annual reports. ~~((All business entities, as defined in section 1102(6), chapter 176, Laws of 2015,))~~ (1) An entity defined by RCW 23.95.105(6) and subject to RCW 23.95.255 must file an annual report((s)) accompanied by the ((statutory)) fee established under WAC 434-112-085 ((and are due)) by the last day of the month that the ((business)) entity was formed or registered ((in)) by the ((secretary of state's office)) division.

(2) An annual report may be filed up to 180 days prior to the due date.

(3) Any entity formed under Title((s)) 23, 23B, ((and)) 24, or 25 RCW must disclose any transfer in the controlling interest of the entity and any interest in real property on the annual report, ((under)) pursuant to RCW 43.07.390.

AMENDATORY SECTION (Amending WSR 15-22-047, filed 10/29/15, effective 1/1/16)

WAC 434-112-070 Online filing—For foreign entity registration—Certificate of existence.

(1) When a foreign entity as defined by ~~((section 1102(6), chapter 176, Laws of 2015))~~ RCW 23.95.105, submits an online foreign entity registration statement, the filing party may meet the statutory requirement for submitting a certificate of existence by submitting a digital image of a certificate of existence or document of similar import no older than ~~((sixty))~~ 60 days before the date of submission.

(2) The image must be in a format specified as acceptable on the online filing website.

(3) The entity must:

(a) Retain the original certificate of existence;

(b) Make the original certificate of existence available for inspection ~~((on))~~ upon request; and

(c) Submit the original to the ~~((corporations program))~~ division or the office of the attorney general within ~~((ten))~~ 10 business days upon demand.

AMENDATORY SECTION (Amending WSR 21-04-056, filed 1/27/21, effective 2/27/21)

WAC 434-112-075 Online services.

(1) Online filings ~~((÷ (a)))~~ will be subject to an online processing fee of ~~((twenty dollars))~~ \$20, with the exception of:

(a) Annual reports ~~((7))~~;

(b) Statements of change, designation, or resignation of registered agent ~~((, resignation of registered agent, articles of dissolution or statement of withdrawal, requested certificates or certified copies; and~~

~~((b) Be))~~;

(c) Requested certificates; and

(d) Charitable organization, charitable trust, and commercial fund-raiser filings.

(2) Online filings will be treated as received when the division's filing system records receipt of the completed transaction including payment authorization.

~~((2))~~ (3) When submitting an online filing, the person completing the filing shall sign the application by ~~((: Typing))~~ recording their full name ~~((in the space provided on the web form; stating their capacity with the entity addressed in the filing; and following the directions for signing the web form.~~

~~((3))~~ within the authorized person/signature attestation section of the web form.

(4) Online processing fees ~~((may))~~ are not ~~((be))~~ refundable.

AMENDATORY SECTION (Amending WSR 21-04-056, filed 1/27/21, effective 2/27/21)

WAC 434-112-080 Immediate and expedited service—Special fees.

(1) Immediate service is available at the division's front counter for an immediate service fee of (~~(fifty dollars)~~) \$150 for single or multiple transactions on paper within each new or existing division program filing. In addition, the filing fee for each transaction applies.

(2) There is no immediate service fee for records dropped off in-person for processing with nonexpedited records received that day.

(3) Expedited service requests for filing (~~(paper)~~) records (~~(received by mail,)~~) will be completed within (~~(two)~~) three working days of submission for an expedited service fee of (~~(fifty dollars)~~) \$100. If a request is made for immediate service on an expedited record, an additional immediate service fee of \$50 may be assessed.

(4) Nonexpedited service requests for filing paper records received by mail are processed within (~~(fifteen)~~) 15 business days. If a request is made for (~~(expedite)~~) expedited or immediate service, the applicable fee may be assessed.

(5) If (~~(an online)~~) a record submitted online is subsequently requested to be filed immediately, (~~(an additional)~~) the \$150 immediate service fee may be required.

(6) The filing party may (~~(indicate)~~) request expedited service (~~(is requested)~~) on mailed records by placing the word "expedite" in bold letters on either the envelope, the face of the record to be filed, or on any cover letter submitted with the record.

(7) (~~(Customers who resubmit rejected records that were expedited the first time they were submitted, may be charged an additional expedite fee upon resubmission.~~)

(~~(8)~~) Emergency services outside regular business hours requiring employee overtime are (~~(one hundred fifty dollars)~~) \$200 per hour (minimum fee of \$200/one hour's rate) plus transaction fees due on any filing. When the division receives a request for emergency services, staff will notify the customer of the service fee and any other reasonable conditions set by the director. The customer must agree to pay the fees or have received a fee waiver before emergency services are provided.

(~~(9)~~) ~~A customer may make alternate arrangements with the director prior to bringing or sending in records, if a sudden, unexpected situation occurs during the business day.~~

(~~(10)~~) (8) A customer may submit a written request to waive emergency, expedited, or penalty fees, which must include the special circumstances justifying the fee waiver. The director or deputy director will make the determination to waive fees or not.

(~~(11)~~) (9) Immediate, online, or expedited service fees (~~(may not be)~~) are not refundable.

AMENDATORY SECTION (Amending WSR 21-04-056, filed 1/27/21, effective 2/27/21)

WAC 434-112-085 Fees and penalties. (1) Fees paid under WAC 434-112-085 are not refundable.

(2) For each certified copy of any record the fee is \$20.

(3) For noncertified copies of records, refer to fees established under WAC 434-12A-100.

(4) For any service of process, the fee is \$50 per individual, marital community, or entity, per address.

(5) Dishonored checks will be assessed a penalty of \$25.

(6) For fees for expedited and immediate processing, refer to WAC 434-112-080.

(7) For domestic and foreign business entities (~~(formed)~~) under Title 23B RCW, chapters 23.78, (~~(25.15, 25.10)~~) 23.86, 25.05, 25.10, 25.15, and 25.05 RCW, fees and penalties are:

((a))	Public organic record including cooperatives	One hundred eighty dollars
(b)	Foreign registration statement	One hundred eighty dollars (may include back fees)
(c)	Articles of amendment or amendment of foreign registration statement	Thirty dollars
(d)	Articles of restatement	Thirty dollars
(e)	Statement of correction	Thirty dollars
(f)	Revocation of voluntary dissolution	Thirty dollars
(g)	Delinquent fee	Twenty-five dollars
(h)	Annual report including cooperatives	Sixty dollars plus business licensing services fee when applicable
(i)	Reinstatement from administrative dissolution	One hundred forty dollars plus all delinquent license or annual fees
(j)	Requalification from administrative termination	One hundred eighty dollars plus all delinquent fees or penalties
(k)	Articles of merger or exchange	Twenty dollars for each listed company
(l)	Resignation of registered agent	No fee
(m)	Initial report filed with public organic record	No fee
(n)	Initial report filed separate	Ten dollars
(o)	Amended annual report	Ten dollars
(p)	Change of registered agent	No fee
(q)	Registration, reservation, or transfer of name	Thirty dollars

(r)	<u>Articles of dissolution or voluntary termination of statement</u>	No fee
(s)	<u>Agent's consent to act as agent</u>	No fee
(t)	<u>Agent's resignation if appointed without consent</u>	No fee
(u)	<u>Other statement or report</u>	Ten dollars))
(a)	<u>Public organic record</u>	<u>One hundred eighty dollars</u>
(b)	<u>Foreign registration statement</u>	<u>One hundred eighty dollars (plus applicable back fees)</u>
(c)	<u>Articles of amendment or amendment of foreign registration statement</u>	<u>Thirty dollars</u>
(d)	<u>Statement of correction</u>	<u>Thirty dollars</u>
(e)	<u>Articles of validation</u>	<u>Thirty dollars</u>
(f)	<u>Articles of restatement</u>	<u>Thirty dollars</u>
(g)	<u>Articles of merger or exchange</u>	<u>Twenty dollars for each listed company</u>
(h)	<u>Articles of Conversion</u>	<u>Ten dollars</u>
(i)	<u>Certificate of Existence – long form</u>	<u>Thirty dollars</u>
(j)	<u>Certificate of existence – short form/certificate of good standing</u>	<u>Twenty dollars</u>
(k)	<u>Registration, reservation, or transfer of name</u>	<u>Thirty dollars</u>
(l)	<u>Articles of dissolution or voluntary termination of statement</u>	No fee
(m)	<u>Revocation of voluntary dissolution</u>	<u>Thirty dollars</u>
(n)	<u>Initial report filed with public organic record</u>	No fee
(o)	<u>Initial report filed at a later date (deferred)</u>	<u>Ten dollars</u>
(p)	<u>Annual report</u>	<u>Seventy dollars</u>
(q)	<u>Amended annual report</u>	<u>Ten dollars</u>
(r)	<u>Delinquent fee</u>	<u>Twenty-five dollars</u>

(s)	<u>Reinstatement from administrative dissolution</u>	<u>One hundred forty dollars plus all delinquent annual report fees</u>
(t)	<u>Requalification from administrative termination</u>	<u>One hundred eighty dollars plus all delinquent annual report fees</u>
(u)	<u>Designation or statement of change of registered agent</u>	<u>No fee</u>
(v)	<u>Resignation of registered agent</u>	<u>No fee</u>
(w)	<u>Agent's resignation if appointed without consent</u>	<u>No fee</u>
(x)	<u>Other statement or report</u>	<u>Ten dollars</u>

~~((2))~~ (8) For domestic and foreign nonprofit entities under Title 24 RCW ~~((and chapter 23.86 RCW))~~, fees and penalties are:

((a))	Public organic record	Thirty dollars
(b)	Foreign registration statement	Thirty dollars
(c)	Cooperative association	Twenty-five dollars
(d)	Articles of amendment	Twenty dollars
(e)	Restatement	Twenty dollars
(f)	Annual report	Ten dollars
(g)	Articles of voluntary dissolution, statement of withdrawal	No fee
(h)	Reinstatement from administrative dissolution	Thirty dollars plus all delinquent annual fees and five dollar penalty
(i)	Articles of merger or exchange	Twenty dollars for each listed corporation
(j)	Amended annual report	Ten dollars
(k)	Change of registered agent	No fee
(l)	Change of registered agent address	No fee
(m)	Resignation of registered agent	No fee
(n)	Registration, reservation, or transfer of reservation of name	Twenty dollars
(o)	Certificate of election adopting provisions of chapter 24.03 RCW	Thirty dollars
(p)	Other statement or report filed	Ten dollars))

(a)	<u>Public organic record</u>	<u>Thirty dollars, plus the Charitable Asset Protection Account fee</u>
(b)	<u>Foreign registration statement</u>	<u>Thirty dollars</u>
(c)	<u>Articles of amendment or amendment of foreign registration statement</u>	<u>Twenty dollars</u>
(d)	<u>Statement of correction</u>	<u>Thirty dollars</u>
(e)	<u>Articles of restatement</u>	<u>Twenty dollars</u>
(f)	<u>Articles of merger or exchange</u>	<u>Twenty dollars for each listed corporation</u>
(g)	<u>Articles of domestication</u>	<u>Ten dollars</u>
(h)	<u>Articles of domestication and conversion</u>	<u>Ten dollars</u>
(i)	<u>Registration, reservation, or transfer of reservation of name</u>	<u>Twenty dollars</u>
(j)	<u>Certificate of existence/certificate of good standing</u>	<u>Twenty dollars</u>
(k)	<u>Articles of voluntary dissolution, statement of withdrawal</u>	<u>No fee</u>
(l)	<u>Revocation of voluntary dissolution</u>	<u>Twenty dollars</u>
(m)	<u>Annual report</u>	<u>Ten dollars, plus the Charitable Asset Protection Account fee</u>
(n)	<u>Amended annual report</u>	<u>Ten dollars</u>
(o)	<u>Reinstatement from administrative dissolution</u>	<u>Thirty-five dollars plus all delinquent annual report fees</u>
(p)	<u>Requalification from administrative termination</u>	<u>Thirty dollars plus all delinquent annual report fees</u>
(q)	<u>Designation as a public benefit corporation</u>	<u>Twenty dollars</u>
(r)	<u>Registration as a host home</u>	<u>Twenty dollars</u>
(s)	<u>Designation or statement of change of registered agent</u>	<u>No fee</u>
(t)	<u>Resignation of registered agent</u>	<u>No fee</u>

- (u) Agent's resignation if appointed without consent No fee
- (v) Other statement or report filed Ten dollars

~~((3))~~ (9) For registering trademarks for use within the state, the fees are as follows:

- (a) Five year registration Fifty-five dollars ~~((includes five dollars heritage center fee))~~ for each class)) per classification registered
- (b) Five year renewal Fifty dollars ~~((for each class))~~ per classification registered
- (c) Assignment of trademark Ten dollars
- (d) New certificate with name of assignee Five dollars
- (e) Reservation of trademark Thirty dollars for each ~~((class))~~ classification reserved ~~((, for one hundred eighty days))~~
- (f) Amendment of trademark Fifty dollars ~~((for each class))~~ per classification added
- (g) Cancellation of trademark No fee
- (h) Other statement or report filed Ten dollars

~~((4))~~ (10) For filings related to state registered domestic partnership, the fees are:

- (a) Registration Fifty dollars
- (b) Name change No fee
- (c) Address change No fee
- (d) ~~((Notice of termination by reason of death))~~ Additional or replacement certificate of domestic partnership (paper or electronic) ~~((No fee))~~ Five dollars
- (e) Replacement wallet card Ten dollars
- (f) Notice of termination by reason of death, divorce, or marriage No fee

~~((5) Fees paid under WAC 434-112-085 may not be refundable.)~~
(11) For apostille certification of documents, the fee is \$15 per document apostilled.

AMENDATORY SECTION (Amending WSR 15-22-047, filed 10/29/15, effective 1/1/16)

WAC 434-112-100 State registered domestic partnerships. (1) State registered domestic partnerships will be registered by ~~((the corporations program, in))~~ the corporations and charities division of the office of the secretary of state.

(2) Declarations of state registered domestic partnerships may be submitted to the division by mail, or in person.

(3) The paper record standards in WAC 434-112-040 apply to declarations of state registered domestic partnerships.

(4) At the time of registration of a declaration of state registered domestic partnership the ~~((corporations program))~~ division will provide to the state registered domestic ~~((partnership))~~ partners:

(a) One original certificate of registration. ~~((Further certificates or))~~ Additional certificates requested after registration are available subject to the fees set forth in WAC ((434-112-090)) 434-112-085.

(b) Two wallet sized cards documenting registration of the state registered domestic partnership.

(5) Registrations of state registered domestic partnerships are public records and all records related to the registration are subject to public disclosure.

(6) Notice of termination of domestic partnership by reason of death ~~((only)),~~ dissolution, or marriage may be submitted to the ~~((corporations program))~~ division by email, ~~((regular))~~ postal mail, or in person and must include a copy of the death certificate, decree of dissolution, or marriage certificate. There is no fee for filing a notice of termination.

NEW SECTION

WAC 434-112-110 Apostille certification of documents. (1) The division will provide apostille certification pursuant to RCW 43.07.032 and standard protocols under the Hague Conference 1961 Apostille Convention.

(2) The division can provide apostille certification for certified government documents from the state of Washington and its political subdivisions, including state agencies, courts, institutions of higher education, public school systems, and county and municipal government offices.

(3) The division can provide apostille certification for documents properly notarized by a licensed Washington notary, subject to RCW 43.07.032.

(4) The division will not provide apostille certification for documents notarized by an out-of-state notary.

(5) Documents issued by a government of another state, territory, or nation, or by the United States federal government or the United States military will not be apostilled by the secretary of state. Apostilles should be sought from the government which holds the original record or document.

(6) The division will not provide apostille certification of records recorded with county auditors or other political subdivisions of

the state of Washington if the underlying document cannot be apostilled pursuant to subsections (4) and (5) of this section.

REPEALER

The following sections of the Washington Administrative Code are repealed:

WAC 434-112-056	Statement of change for registered agent name and address.
WAC 434-112-057	Resignation of agent.
WAC 434-112-058	Service of process.
WAC 434-112-065	Online filing—Designation of registered agent.
WAC 434-112-090	Miscellaneous fees.