



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

**Purpose:** Articles of Amendment is used to record changes to the business entity's previously recorded articles of incorporation or its most recently recorded amendment. Amendment filings are most commonly used to change to the business entity's name.

**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/corporations](http://www.sos.wa.gov/corporations) a fillable .pdf version of this form is available or you can file online at <https://ccfs.sos.wa.gov>

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

**Email:** An email address is required on all documents submitted to this office. Existing email addresses will be used for notifications unless replaced via a filing with this office. Archived emails from previous filings will continue to be used for all notifications.

**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* \$100 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) 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.

**(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.
  - 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.

**(7) 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.

**(8) 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.

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

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

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

**(12) 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.

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

For a rapid response to questions, requests for assistance, or to provide feedback, please visit the Corporations and Charities website at [www.sos.wa.gov/corporations](http://www.sos.wa.gov/corporations) to chat with a representative.



**Mailing Address (ALL USPS):** PO Box 40234 Olympia, WA 98504-0234

See website for overnight address by commercial carrier

Tel: 360.725.0377 | Website: [www.sos.wa.gov/corporations-charities](http://www.sos.wa.gov/corporations-charities)

**THIS BOX FOR OFFICE USE ONLY**

☐ **Filing Fee \$30**

☐ **To Expedite Filing, Add \$100**

## ARTICLES OF AMENDMENT

Social Purpose Corporation

[RCW 23B.25](#)

**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**

*Additional requirements must be submitted if changing the business type, including a change to the name, see instructions for details.*

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

New Name: \_\_\_\_\_  
**If designation is not provided, it will default to SPC**

The name must contain the words "Social Purpose Corporation" or the abbreviation "SPC", "S.P.C." The name may also contain either the words "Corporation", "Incorporated", "Company", "Limited" or the abbreviation "Corp.", "Inc.", "Co." or "Ltd." For name requirements review the following RCW(s): [RCW 23.95.305](#)

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

Reservation No.: \_\_\_\_\_

**(5) CORPORATE SHARES:** Are you changing your business's authorized shares? (Check one) ☐ **Yes** ☐ **No**

New number of authorized shares: \_\_\_\_\_ (Minimum of one share must be listed)

Class of shares: ☐ **Common Stock (default)** ☐ **Preferred Stock**

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

**(6) Has your registered agent or their contact details changed?** (Check one) ☐ **Yes** ☐ **No** If Yes, complete page 2

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**NEW REGISTERED AGENT: Required ONLY if question 6 was marked Yes**

A **Registered Agent** is an agent of a business which is authorized to receive service of any process, notices, or demands required or permitted by law to be served on the business including hand delivered service of process.

All businesses must have a Registered Agent in Washington State per [RCW 23.95.415](#)

Provide the name of the *Commercial Registered Agent* **OR** *Non-Commercial Registered Agent*. The appointed agent must sign the **Consent to Serve** statement below.

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**COMMERCIAL REGISTERED AGENT**

A *Commercial Registered Agent* is a business or individual that is registered specifically as a Commercial Agent 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 this office in advance and does not need to provide it with this submission.

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

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**NON-COMMERCIAL REGISTERED AGENT**

A *Non-Commercial Registered Agent* is a person, business, or office or position title appointed to serve as the registered agent for a business. A street address located in Washington State and an email address are required; a phone number and separate Washington State mailing address are optional.

*If multiple types are listed the first type will be entered by this office*

- .....
- **Type 1:** If an **individual** is serving as the Registered Agent, only provide the individual's first and last name below.
  - **Type 2:** If a **business** is serving as the Registered Agent, only provide the name of the business below.
  - **Type 3:** 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:** \_\_\_\_\_

**Email (required):** \_\_\_\_\_

**Phone: (optional)** \_\_\_\_\_

Street Address: <i>(required)</i>	Mailing Address <i>(optional)</i>
Must be a physical address; No PO Box or PMB	<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: _____

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**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.

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<b>Signature of Registered Agent</b>	<b>Printed Name/Title</b>	<b>Date</b>
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**(7) PERIOD OF 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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**(8) GOVERNOR(S):** *Required only if changed* A business cannot serve as its own Governor.

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

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

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

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

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.25](#)

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**(10) 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 [RCW 23B.10.040](#)
- ☐ By the board of directors. Shareholder approval is not required.
- ☐ By the incorporators prior to the issuance of shares, filing of an initial report or appointment of directors. Shareholder approval is not required.

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**(11) DATE OF ADOPTION:**

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

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

- ☐ Date of filing (default) this is the date that the submission is completed by our office
- ☐ Specify a Date \_\_\_\_\_ (cannot be more than 90 days following received date)

**(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 to:** \_\_\_\_\_ **Email:** \_\_\_\_\_

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

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

**(14) AUTHORIZED PERSON:**

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

_____ <b>Signature of Authorized Person</b>	_____ <b>Printed Name/Title</b>	_____ <b>Date</b>
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