



## **INSTRUCTIONS: ARTICLES OF REORGANIZATION FROM A NONPROFIT CORPORATION RCW 24.03A TO A NONPROFIT MISCELLANEOUS AND MUTUAL CORPORATION RCW 24.06**

**Purpose:** Articles of Reorganization is used by a nonprofit corporation organized under RCW 24.03A electing to be governed by RCW 24.06. After this submission is successfully filed, the business type displayed online will change to a nonprofit miscellaneous and mutual corporation.

**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/corporations](http://www.sos.wa.gov/corporations)

**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 the Articles of Reorganization is \$20.00

**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 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) Statement of Reorganization:** By the authorized person signing the business attests that the statement in this section is true and correct.

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

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

**(6) 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](http://www.wa.gov/rcw/23.95.305), a Nonprofit Miscellaneous and Mutual Corporation **may not contain** any of the following designations or abbreviations of: Corporation, Company, Incorporated, Limited, Limited Partnership or Limited Liability Partnership. The name of a Nonprofit Miscellaneous and Mutual Corporation may include Club, League, Association, Services, Committee, Fund, Society, Foundation, Guild, A Nonprofit Corporation or A Nonprofit Miscellaneous and Mutual Corporation, or any name of like import. A Nonprofit Miscellaneous and Mutual 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.

**(7) Purpose of Corporation:** Indicate the purpose for which the Nonprofit is organized. Any other provisions may be attached if needed. **Do not attach or refer to the bylaws.**

**(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, 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.

**(9) Period of Duration:** 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.

**(10) Distribution of Assets:** In the event of a voluntary dissolution, a plan for distribution of any assets remaining after payment or arrangement for payment of all liabilities must be in place. **Do not attach or refer to the bylaws.**

**(11) 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.

**(12) Qualifications, rights and responsibilities of members:** Provide the manner of election, appointment, or admission to membership and termination of membership. If there is more than one class of members or if the members of any one class are not equal. The relative rights and responsibilities of each class or member

**(13) Dissent:** If the dissenting shareholders or members have limited return of less than their fair value select “Yes”, otherwise select “No”.

**(14) 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.

**(15) Capital Stock:** If the business does not have capitol stock select No. If the business does have capitol stock provide the aggregate number of authorized shares and continue to below instructions.

- **Are there any provisions limiting or denying to shareholders the preemptive right to acquire additional shares of the corporation?**
  - If there are any provisions limiting or denying the shareholders preemptive rights to acquire additional shares select “Yes”.
  - If there are not any provisions select No and continue to the next question below.
- **Will there be more than 1 class of shares?**

- If only 1 class of shares select “Yes”, and continue to the next question.
- If shares are divided into multiple classes an attachment must be submitted either with this filing or through Articles of Amendment prior to the issuance of shares stating the following:
  - The number of shares of each class
  - The par value of the shares **or** that the shares are without par value
  - An outline of [RCW 24.06.025\(5\)\(b\)\(c\)](#) must be submitted either with this filing or through Articles of Amendment prior to the issuance of shares.
- **If only 1 class, select the value, and then continue to (13).**
  - If “Yes” is selected above select if the shares will have a Par Value and provide the value, or that the shares will be Without Par Value.

**(16) Distribution of Surplus:** If the business will distribute a surplus to its members, stockholders, or other persons select “Yes” and provide the provisions for determining the amount and time of distribution, otherwise select “No”.

**(17) 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.

**(18) 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.



**WASHINGTON**  
Secretary of State  
Corporations & Charities Division

**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 \$20

☐ To Expedite Filing, Add \$100

## ARTICLES OF REORGANIZATION

Nonprofit Corporation under [RCW 24.03A](#) to a

Nonprofit Miscellaneous and Mutual Corporation under [RCW 24.06](#)

**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) STATEMENT OF REORGANIZATION:**

**By the authorized person signing the business attests that the below statement is true and correct.**

- The corporation accepts the benefits and will be bound by the provisions of chapter 24.06

### **(4) ADOPTION OF ARTICLES OF AMENDMENT:**

This Amendment was duly adopted by the following method (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](#).

### **(5) DATE OF ADOPTION:**

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

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

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

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

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

### **(7) PURPOSE OF NONPROFIT CORPORATION:** Purpose for which the nonprofit corporation is organized

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**(8) 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 2 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*

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- **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: (required)	Mailing Address (optional)
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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**Signature of Registered Agent**

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**Printed Name/Title**

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**Date**

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**(9) DURATION:** 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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**(10) DISTRIBUTION OF ASSETS:**

In the event of voluntary dissolution, the net assets will be distributed as follows:

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**(11) GOVERNOR(S):** List at least one. Attach additional pages if necessary. A business cannot serve as its own Governor.

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

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

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

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**(12) QUALIFICATIONS, RIGHTS & RESPONSIBILITIES OF MEMBERS:** Attach additional pages if necessary

Provide the manner of election, appointment, or admission to membership and termination of membership; and, if there is more than one class of members or if the members of any one class are not equal, the relative rights and responsibilities of each class or member:

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**(13) DISSENTION:**

Do dissenting shareholders or members have limited return of less than the fair value? (Check one) ☐ Yes   ☐ No

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**(14) 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)

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**(15) CAPITAL STOCK:**

Will the entity have capital stock? (Check one) ☐ Yes ☐ No **If No, continue to (16)** If

Yes, aggregate number of Authorized Shares: \_\_\_\_\_

- Are there any provisions limiting or denying shareholders the preemptive right to acquire additional shares of the corporation? (Check one) ☐ Yes ☐ No
- Will there be more than one class of shares? (Check one) ☐ Yes ☐ No
- If only one class, select the value, **then continue to (16)**. (Check one) ☐ Par Value: \_\_\_\_\_ ☐ Without Par Value
- If shares are divided into multiple classes, an attachment stating the number of shares of each class, the par value of the shares or that the shares are without par value, and an outline of [RCW 24.06.025\(5\)\(b\)\(c\)](#) must be submitted either with this filing or through Articles of Amendment prior to the issuance of shares.

Please refer to [RCW 24.06.025](#) and [RCW 24.06.070](#)

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**(16) DISTRIBUTION OF SURPLUS:**

Will the business distribute surplus funds to its members, stockholders, or other persons? (Check one) ☐ Yes ☐ No

If Yes, provide the provisions for determining the amount and time of distribution: \_\_\_\_\_

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**(17) 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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**(18) 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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