WASHINGTON
Secretary of State
Corporations & Charities Division

Corporations & Charities Division
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INSTRUCTIONS: ARTICLES OF INCORPORATION NONPROFIT PROFESSIONAL SERVICE CORPORATION RCW 24.03A & RCW 18.100.130

Purpose: Articles of Incorporation for a Nonprofit Professional Service Corporation business entity governed by RCW 24.03A with the election to have RCW 18.100 provisions apply is used to create a new business entity that has not previously been registered with the Office of the Secretary of State; or is beyond its five (5) year reinstatement period.

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 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. Provide an email address for the registered agent AND the principal office as required.

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 Incorporation is $80 unless the Nonprofit voluntarily certifies that its initial gross revenue is less than $500,000. By selecting "Yes" to the certification or selecting the appropriate filing fee, the filing fee is reduced to $40.

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): If the business has previously filed with another state agency such as the Department of Revenue, the Department of Labor and Industries, or the Employment Security Department, the business may already have a 9-digit UBI number that can be entered. Do not enter the UBI number of a Sole Proprietorship or General Partnership. If the business does not have a UBI number, select "No" and continue with the filing. If "No" is selected, the business will be issued a UBI number upon successful completion of the filing.

(2) Business Name: Provide the 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, 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.

(3) Gross Revenue: Select "Yes" if the Nonprofit Corporation voluntarily certifies that its initial gross revenue is less than $500,000. If "Yes" the filing fee is reduced to $40, if "No" the default filing fee of $80 applies.

(4) Charitable Nonprofit Corporation: Review RCW 24.03A.010(5) to determine if the business is a Charitable Nonprofit Corporation. Select "Yes" or "No" upon determination.

If within sections 8 or 9, language indicating a "charitable purpose"; the Nonprofit is a Religious Corporation; or that the Nonprofit is eligible for tax-exempt status under section 501(C)(3) of the Internal Revenue Code, then Yes is required in this section

(5) Members: Indicate by checking "Yes" or "No" if the Nonprofit Corporation has members. Member is defined as a person who has a right set forth in the articles of bylaws to select or vote for the election of directors or delegates, or to vote on at least one type of fundamental transaction. If "Yes" is selected member names may be provided.

(6) 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.

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

(8) Any other provisions: If necessary provide language for IRS tax exempt status. See IRS website for additional information.

(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 administratively dissolve as recorded in this section. If no selection is provided, it will default to perpetual.

(10) 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.

(11) Initial Board of Directors: List the names and address of all initial directors of the Nonprofit corporation. If necessary additional names and addresses may be attached. **Do not include social security numbers, federal tax identification or other personal identifiers.**

(12) 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.**

(13) Attestation of Stated Profession: By the Incorporator(s) signing, it is being attested that each incorporator or director(s) listed are licensed or legally authorized to provide the professional services that are listed as the purpose for the business entity.

(14) RCW Election: By the Incorporator(s) signing, it is being attested that the Nonprofit Corporation elects to have the applicable parts of RCW 18.100 apply to the business in addition to RCW 24.03A

(15) 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.

(16) Incorporator Information: Provide the name, address and signature of the Incorporator(s). An Incorporator is the person(s) forming the corporation. An additional list may be attached if necessary.

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 to chat with a representative.

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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

THIS BOX FOR OFFICE USE ONLY

Select one filing fee option

☐ **Filing Fee $80 - Default**

☐ **Filing Fee $40 -** ***By selecting this box, the Nonprofit Corporation voluntarily certifies that its initial gross revenue is less than $500,000.***

☐ **To Expedite Filing, Add $100**

ARTICLES OF INCORPORATION

Nonprofit Professional Service Corporation

RCW 24.03A & RCW 18.100.130

All fields REQUIRED unless otherwise specified

(1) Do you already have a UBI No.? (Check one) ☐ **Yes** ☐ **No** If Yes, provide UBI No.: _____

If you have previously filed with another state agency (for example, the Department of Revenue, the Department of Labor and Industries, or the Employment Security Department), you may already have a 9-digit UBI Number you can provide. **Do not** enter the UBI Number of a Sole Proprietorship or General Partnership.

If you do not have a UBI Number, a UBI Number will be issued to you upon successful completion of the filing.

(2) BUSINESS ENTITY NAME:

_____

The name must contain the words "Nonprofit Professional Service(s)", "Nonprofit Professional Corporation" or the abbreviation "NP PS" or "NP PC". For name requirements review the following RCW(s): **RCW 23.95.305**

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 Reservation Number

Reservation No.: _____

(3) GROSS REVENUE CERTIFICATION:

Per **RCW 24.03A.960** does the Nonprofit voluntarily certify that its initial gross revenue is less than $500,000?

(Check one) ☐ **Yes** ☐ **No** (If "yes", the filing fee is reduced to $40)

(4) CHARITABLE NONPROFIT CORPORATION: If within sections 6 or 8 language indicating a "charitable purpose"; or the Nonprofit is a Religious Corporation; or the Nonprofit is eligible for tax-exempt status under section 501(C)(3) of the Internal Revenue Code, then Yes is required below.

Is the Nonprofit Corporation a Charitable Nonprofit as defined by **RCW 24.03A.010(5)**? **(Check one)** ☐ **Yes** ☐ **No**

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

Does the Nonprofit Corporation have members? **(Check one)** ☐ **Yes** ☐ **No** ***providing names are optional***

Name: _____ **Name:** _____

(6) REGISTERED AGENT:

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.

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: _____

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: (***required***) **Must be a physical address; No PO Box or PMB**	**Mailing Address** (***optional***) ☐ **Check if mailing address is the same as street address**
Country: **United States** **State**: **Washington**	**Country**: **United States** **State**: **Washington**
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**

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

_____

_____

_____

_____

(8) ANY OTHER PROVISIONS: IRS tax exempt language, attach additional pages if necessary

_____

_____

(9) PERIOD OF DURATION: Check **ONE** of the following

☐ This Corporation shall have a perpetual duration (default) ☐ This Corporation shall have a duration of _____ years.

☐ This Corporation shall expire on _____

(10) EFFECTIVE DATE: 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 the received date)

(11) INITIAL BOARD OF DIRECTORS: Name and address of each initial director is required**,** attach additional pages if necessary.

Name: _____ **Address**: _____

City: _____ **State:** _____ **Zip:** _____

Name: _____ **Address**: _____

City: _____ **State:** _____ **Zip:** _____

Name: _____ **Address**: _____

City: _____ **State:** _____ **Zip:** _____

Name: _____ **Address**: _____

City: _____ **State:** _____ **Zip:** _____

(12) DISTRIBUTION OF ASSETS:

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

_____

_____

_____

(13) ATTESTATION OF STATED PROFESSION:

By signing below, each Incorporator and/or Initial Director listed is licensed or legally authorized to provide the professional services listed as the purpose for this corporation

(14) RCW ELECTION:

By signing below, the Incorporator(s) and/or Initial Directors attest that the Nonprofit Professional Service Corporation elects to have **RCW 18.100** applied to the business entity in addition to **RCW 24.03A**

(15) 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:** _____

(16) INCORPORATOR INFORMATION:

Name, address, and signature required. Attach additional sheets if necessary.

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

Name: _____

Address: _____

City: _____ **State:** _____ **Zip:** _____ **Country:** _____

_____ _____ _____

Signature of Incorporator **Printed Name/Title** **Date**

Name: _____

Address: _____

City: _____ **State:** _____ **Zip:** _____ **Country:** _____

_____ _____ _____

Signature of Incorporator **Printed Name/Title** **Date**