WASHINGTON
Secretary of State
Corporations & Charities Division

Corporations & Charities Division
Mailing address:
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Olympia, WA 98504-0234
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www.sos.wa.gov/corporations

INSTRUCTIONS: NONPROFIT MISCELLANEOUS AND MUTUAL ARTICLES OF INCORPORATION RCW 24.06

Purpose: Articles of Incorporation for a Nonprofit Miscellaneous and Mutual Corporation business entity governed by RCW 24.06 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. A fillable .pdf version of this form is available for download at 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. 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 Nonprofit Miscellaneous and Mutual Corporation Articles of Incorporation 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): 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 and Name in the appropriate section. If a Name Reservation has not been provided select "No".

In accordance with RCW 23.95.305, a Nonprofit corporation **may not contain** any of the following designations or abbreviations of: Corporation, Company, Incorporated, Limited, Limited Partnership, Nonprofit Articles of Incorporation, or Limited Liability Partnership, but may use club, league, association, services, committee, fund, society, foundation, a Nonprofit corporation, or any name of like import . A Nonprofit 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.

(3) 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.**

(4) Any other provisions: If necessary, provide language for the regulation of the internal affairs of the business.

(5) 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.

(6) 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.

(7) 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.

(8) 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.**

(9) 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.**

(10) 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.

(11) Dissention: If the dissenting shareholders or members have limited return of less than their fair value select "Yes", otherwise select "No".

(12) 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.

(13) 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”.

(14) 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.

(15) 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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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

☐ **Filing Fee $30**

☐ **To Expedite Filing, Add $100**

ARTICLES OF INCORPORATION

Nonprofit Miscellaneous and Mutual Corporation

RCW 24.06

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 NAME:

_____

May include "club", "league", "association", "services", "committee", "fund", "society", "foundation", "guild", ". . . . ., a nonprofit corporation", ". . . . ., a nonprofit mutual corporation" or any name of like import. **Must not include or end with** "Corporation", "Incorporated", "Company", "Limited", "Limited Partnership" or the abbreviation "Corp.", "Inc.", "Co." or "Ltd." or any abbreviation thereof. 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.: _____

(3) PURPOSE OF CORPORATION: Purpose for which the nonprofit is organized

_____

_____

_____

(4) ANY OTHER PROVISIONS:

_____

_____

(5) 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 _____

(6) 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)

(7) 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**

(8) 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:** _____

(9) DISTRIBUTION OF ASSETS:

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

_____

_____

_____

_____

_____

_____

(10) QUALIFICATIONS, RIGHTS & RESPONSIBILITIES OF MEMBERS: RCW 24.06.025(4)

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: **Attach an additional sheet if necessary**.

_____

_____

_____

_____

_____

_____

(11) DISSENTION:

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

(12) CAPITAL STOCK:

Will the entity have capital stock? (Check one): **(Check one)** ☐ **Yes** ☐ **No** **If No is selected continue to (13)**

If Yes aggregate number of Authorized Shares: _____

Are there any provisions limiting or denying to shareholders the preemptive right to acquire additional shares of the corporation? **(Check one)** ☐ **Yes** ☐ **No**

Will there be more than 1 class of shares? **(Check one)** ☐ **Yes** ☐ **No**

- If only 1 class, select the value, **then continue to (13)**. **(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**

(13) DISTRIBUTION OF SURPLUS:

Will the entity 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: _____

_____

_____

(14) 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:** _____

(15) 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**