
SENATE BILL 6293

State of Washington

54th Legislature

1996 Regular Session

By Senators Prentice, Hale, Fraser, Sellar, Quigley, Winsley and Roach;
by request of Secretary of State and Insurance Commissioner

Read first time 01/10/96. Referred to Committee on Financial
Institutions & Housing.

1 AN ACT Relating to the filing of corporate documents by insurance
2 companies, health care service contractors, and health maintenance
3 organizations; amending RCW 48.06.200 and 48.07.070; adding a new
4 section to chapter 23.86 RCW; adding a new section to chapter 23B.01
5 RCW; adding a new section to chapter 23B.02 RCW; adding new sections to
6 chapter 23B.04 RCW; adding a new section to chapter 23B.10 RCW; adding
7 a new section to chapter 23B.14 RCW; adding a new section to chapter
8 23B.15 RCW; adding new sections to chapter 24.03 RCW; adding new
9 sections to chapter 24.06 RCW; and adding new sections to chapter 25.15
10 RCW.

11 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF WASHINGTON:

12 **Sec. 1.** RCW 48.06.200 and 1981 c 302 s 37 are each amended to read
13 as follows:

14 (1) This section applies to insurers incorporated in this state,
15 but no insurer heretofore lawfully incorporated in this state is
16 required to reincorporate or change its articles of incorporation by
17 reason of any provisions of this section.

18 (2) The incorporators shall be individuals who are United States
19 citizens, of whom two-thirds shall be residents of this state. The

1 number of incorporators shall be not less than five if a stock insurer,
2 nor less than ten if a mutual insurer.

3 (3) The incorporators shall execute articles of incorporation in
4 (~~triplicate and~~) duplicate, acknowledge their signatures thereunto
5 before an officer authorized to take acknowledgments of deeds, and file
6 both copies with the commissioner.

7 (4) After approval of the articles by the commissioner, one copy
8 shall be filed (~~in the office of the secretary of state, another~~) in
9 the office of the commissioner(~~(7)~~) and the (~~third~~) other copy shall
10 be (~~retained by~~) returned to the insurer.

11 (5) The articles of incorporation shall state:

12 First: The names and addresses of the incorporators.

13 Second: The name of the insurer. If a mutual insurer the name
14 shall include the word "mutual."

15 Third: (a) The objects for which the insurer is formed;

16 (b) whether it is a stock or mutual insurer, and if a mutual
17 property insurer only, whether it will insure on the cash premium or
18 assessment plan;

19 (c) the kinds of insurance it will issue, according to the
20 designations made in this code.

21 Fourth: If a stock insurer, the amount of its capital, the
22 aggregate number of shares, and the par value of each share, which par
23 value shall be not less than ten dollars, except that after the
24 corporation has transacted business as an authorized insurer in the
25 state for five years or more, its articles of incorporation may be
26 amended, at the option of its stockholders, to provide for a par value
27 of not less than one dollar per share. If a mutual insurer, the
28 maximum contingent liability of its policyholders for the payment of
29 its expenses and losses occurring under its policies.

30 Fifth: The duration of its existence, which may be perpetual.

31 Sixth: The names and addresses of the directors, not less than
32 five in number, who shall constitute the board of directors of the
33 insurer for the initial term, not less than two nor more than six
34 months, as designated in the articles of incorporation.

35 Seventh: The name of the city or town of this state in which the
36 insurer's principal place of business is to be located.

37 Eighth: Other provisions not inconsistent with law as may be
38 deemed proper by the incorporators.

1 **Sec. 2.** RCW 48.07.070 and 1985 c 364 s 4 are each amended to read
2 as follows:

3 (1) Unless a vote of a greater proportion of directors or shares is
4 required by its articles of incorporation, amendments to the articles
5 of incorporation of a domestic insurer or a domestic insurance holding
6 corporation shall be made by a majority vote of its board of directors
7 and the vote or written assent of a majority of its voting capital
8 stock, or two-thirds of the members (if a mutual insurer) voting at a
9 valid meeting of members.

10 (2) The president and secretary of the insurer shall, under the
11 corporate seal, certify the amendment in (~~(triplicate)~~) duplicate, and
12 file (~~(it)~~) both copies in the office(~~(s)~~) of the (~~(secretary of state,~~
13 ~~the commissioner, and the insurer,~~) commissioner as required under
14 this code for original articles of incorporation. Thereupon, subject
15 to the requirements of RCW 48.08.010 relative to increase of capital
16 stock of a stock insurer, the amendment shall become effective.

17 NEW SECTION. **Sec. 3.** A new section is added to chapter 23.86 RCW
18 to read as follows:

19 For those corporations that have:

20 (1) A certificate of authority, are applying for, or intend to
21 apply for a certificate of authority from the insurance commissioner as
22 an insurance company under chapter 48.05 RCW;

23 (2) Received a registration, are applying for, or intend to apply
24 for registration from the insurance commissioner as a health care
25 service contractor under chapter 48.44 RCW; or

26 (3) Received a registration, are applying for, or intend to apply
27 for registration from the insurance commissioner as a health
28 maintenance organization under chapter 48.46 RCW;
29 whenever under this chapter corporate documents are required to be
30 filed with the secretary of state, the documents shall be filed with
31 the insurance commissioner rather than the secretary of state.

32 NEW SECTION. **Sec. 4.** A new section is added to chapter 23B.01 RCW
33 to read as follows:

34 For those corporations that have:

35 (1) A certificate of authority, are applying for, or intend to
36 apply for a certificate of authority from the insurance commissioner as
37 an insurance company under chapter 48.05 RCW;

1 (2) Received a registration, are applying for, or intend to apply
2 for registration from the insurance commissioner as a health care
3 service contractor under chapter 48.44 RCW; or

4 (3) Received a registration, are applying for, or intend to apply
5 for registration from the insurance commissioner as a health
6 maintenance organization under chapter 48.46 RCW;

7 whenever under this chapter corporate documents are required to be
8 filed with the secretary of state, the documents shall be filed with
9 the insurance commissioner rather than the secretary of state.

10 NEW SECTION. Sec. 5. A new section is added to chapter 23B.02 RCW
11 to read as follows:

12 For those corporations that have:

13 (1) A certificate of authority, are applying for, or intend to
14 apply for a certificate of authority from the insurance commissioner as
15 an insurance company under chapter 48.05 RCW;

16 (2) Received a registration, are applying for, or intend to apply
17 for registration from the insurance commissioner as a health care
18 service contractor under chapter 48.44 RCW; or

19 (3) Received a registration, are applying for, or intend to apply
20 for registration from the insurance commissioner as a health
21 maintenance organization under chapter 48.46 RCW;

22 whenever under this chapter corporate documents are required to be
23 filed with the secretary of state, the documents shall be filed with
24 the insurance commissioner rather than the secretary of state.

25 NEW SECTION. Sec. 6. A new section is added to chapter 23B.04 RCW
26 to read as follows:

27 For those corporations that have:

28 (1) A certificate of authority, are applying for, or intend to
29 apply for a certificate of authority from the insurance commissioner as
30 an insurance company under chapter 48.05 RCW;

31 (2) Received a registration, are applying for, or intend to apply
32 for registration from the insurance commissioner as a health care
33 service contractor under chapter 48.44 RCW; or

34 (3) Received a registration, are applying for, or intend to apply
35 for registration from the insurance commissioner as a health
36 maintenance organization under chapter 48.46 RCW;

1 whenever under this chapter corporate documents are required to be
2 filed with the secretary of state, the documents shall be filed with
3 the insurance commissioner rather than the secretary of state.

4 NEW SECTION. Sec. 7. A new section is added to chapter 23B.04 RCW
5 to read as follows:

6 For those corporations that intend to apply for:

7 (1) A certificate of authority from the insurance commissioner as
8 an insurance company under chapter 48.05 RCW;

9 (2) Registration from the insurance commissioner as a health care
10 service contractor under chapter 48.44 RCW; or

11 (3) Registration from the insurance commissioner as a health
12 maintenance organization under chapter 48.46 RCW;

13 whenever under this chapter a corporation may register or reserve a
14 corporate name, the registration or reservation shall be filed with the
15 insurance commissioner rather than the secretary of state. The
16 secretary of state and insurance commissioner shall cooperate with each
17 other in registering or reserving a corporate name so that there is no
18 duplication of the name.

19 NEW SECTION. Sec. 8. A new section is added to chapter 23B.10 RCW
20 to read as follows:

21 For those corporations that have:

22 (1) A certificate of authority, are applying for, or intend to
23 apply for a certificate of authority from the insurance commissioner as
24 an insurance company under chapter 48.05 RCW;

25 (2) Received a registration, are applying for, or intend to apply
26 for registration from the insurance commissioner as a health care
27 service contractor under chapter 48.44 RCW; or

28 (3) Received a registration, are applying for, or intend to apply
29 for registration from the insurance commissioner as a health
30 maintenance organization under chapter 48.46 RCW;

31 whenever under this chapter corporate documents are required to be
32 filed with the secretary of state, the documents shall be filed with
33 the insurance commissioner rather than the secretary of state.

34 NEW SECTION. Sec. 9. A new section is added to chapter 23B.14 RCW
35 to read as follows:

36 For those corporations that have:

1 (1) A certificate of authority, are applying for, or intend to
2 apply for a certificate of authority from the insurance commissioner as
3 an insurance company under chapter 48.05 RCW;

4 (2) Received a registration, are applying for, or intend to apply
5 for registration from the insurance commissioner as a health care
6 service contractor under chapter 48.44 RCW; or

7 (3) Received a registration, are applying for, or intend to apply
8 for registration from the insurance commissioner as a health
9 maintenance organization under chapter 48.46 RCW;

10 whenever under this chapter corporate documents are required to be
11 filed with the secretary of state, the documents shall be filed with
12 the insurance commissioner rather than the secretary of state.

13 NEW SECTION. **Sec. 10.** A new section is added to chapter 23B.15
14 RCW to read as follows:

15 For those corporations that have:

16 (1) A certificate of authority, are applying for, or intend to
17 apply for a certificate of authority from the insurance commissioner as
18 an insurance company under chapter 48.05 RCW;

19 (2) Received a registration, are applying for, or intend to apply
20 for registration from the insurance commissioner as a health care
21 service contractor under chapter 48.44 RCW; or

22 (3) Received a registration, are applying for, or intend to apply
23 for registration from the insurance commissioner as a health
24 maintenance organization under chapter 48.46 RCW;

25 whenever under this chapter corporate documents are required to be
26 filed with the secretary of state, the documents shall be filed with
27 the insurance commissioner rather than the secretary of state.

28 NEW SECTION. **Sec. 11.** A new section is added to chapter 24.03 RCW
29 to read as follows:

30 For those corporations that have:

31 (1) A certificate of authority, are applying for, or intend to
32 apply for a certificate of authority from the insurance commissioner as
33 an insurance company under chapter 48.05 RCW;

34 (2) Received a registration, are applying for, or intend to apply
35 for registration from the insurance commissioner as a health care
36 service contractor under chapter 48.44 RCW; or

1 (3) Received a registration, are applying for, or intend to apply
2 for registration from the insurance commissioner as a health
3 maintenance organization under chapter 48.46 RCW;
4 whenever under this chapter corporate documents are required to be
5 filed with the secretary of state, the documents shall be filed with
6 the insurance commissioner rather than the secretary of state.

7 NEW SECTION. **Sec. 12.** A new section is added to chapter 24.03 RCW
8 to read as follows:

9 For those corporations that intend to apply for:

10 (1) A certificate of authority from the insurance commissioner as
11 an insurance company under chapter 48.05 RCW;

12 (2) Registration from the insurance commissioner as a health care
13 service contractor under chapter 48.44 RCW; or

14 (3) Registration from the insurance commissioner as a health
15 maintenance organization under chapter 48.46 RCW;

16 whenever under this chapter a corporation may register or reserve a
17 corporate name, the registration or reservation shall be filed with the
18 insurance commissioner rather than the secretary of state. The
19 secretary of state and insurance commissioner shall cooperate with each
20 other in registering or reserving a corporate name so that there is no
21 duplication of the name.

22 NEW SECTION. **Sec. 13.** A new section is added to chapter 24.06 RCW
23 to read as follows:

24 For those corporations that have:

25 (1) A certificate of authority, are applying for, or intend to
26 apply for a certificate of authority from the insurance commissioner as
27 an insurance company under chapter 48.05 RCW;

28 (2) Received a registration, are applying for, or intend to apply
29 for registration from the insurance commissioner as a health care
30 service contractor under chapter 48.44 RCW; or

31 (3) Received a registration, are applying for, or intend to apply
32 for registration from the insurance commissioner as a health
33 maintenance organization under chapter 48.46 RCW;

34 whenever under this chapter corporate documents are required to be
35 filed with the secretary of state, the documents shall be filed with
36 the insurance commissioner rather than the secretary of state.

1 NEW SECTION. **Sec. 14.** A new section is added to chapter 24.06 RCW
2 to read as follows:

3 For those corporations that intend to apply for:

4 (1) A certificate of authority from the insurance commissioner as
5 an insurance company under chapter 48.05 RCW;

6 (2) Registration from the insurance commissioner as a health care
7 service contractor under chapter 48.44 RCW; or

8 (3) Registration from the insurance commissioner as a health
9 maintenance organization under chapter 48.46 RCW;

10 whenever under this chapter a corporation may register or reserve a
11 corporate name, the registration or reservation shall be filed with the
12 insurance commissioner rather than the secretary of state. The
13 secretary of state and insurance commissioner shall cooperate with each
14 other in registering or reserving a corporate name so that there is no
15 duplication of the name.

16 NEW SECTION. **Sec. 15.** A new section is added to chapter 25.15 RCW
17 to read as follows:

18 For those corporations that have received a registration, are
19 applying for, or intend to apply for registration from the insurance
20 commissioner as:

21 (1) A health care service contractor under chapter 48.44 RCW; or

22 (2) A health maintenance organization under chapter 48.46 RCW;

23 whenever under this chapter corporate documents are required to be
24 filed with the secretary of state, the documents shall be filed with
25 the insurance commissioner rather than the secretary of state.

26 NEW SECTION. **Sec. 16.** A new section is added to chapter 25.15 RCW
27 to read as follows:

28 For those corporations that intend to apply for registration from
29 the insurance commissioner as:

30 (1) A health care service contractor under chapter 48.44 RCW; or

31 (2) A health maintenance organization under chapter 48.46 RCW;

32 whenever under this chapter a corporation may register or reserve a
33 corporate name, the registration or reservation shall be filed with the
34 insurance commissioner rather than the secretary of state. The
35 secretary of state and insurance commissioner shall cooperate with each

- 1 other in registering or reserving a corporate name so that there is no
- 2 duplication of the name.

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