

HOUSE BILL REPORT

SB 5544

*As Reported By House Committee on:
Judiciary*

Title: An act relating to corporations.

Brief Description: Authorizing corporations to use a private mailbox as a mailing address.

Sponsor(s): Senator Metcalf.

Brief History:

Reported by House Committee on:
Judiciary, April 2, 1991, DPA.

**HOUSE COMMITTEE ON
JUDICIARY**

Majority Report: *Do pass as amended.* Signed by 17 members: Representatives Appelwick, Chair; Ludwig, Vice Chair; Padden, Ranking Minority Member; Paris, Assistant Ranking Minority Member; Belcher; Broback; Hargrove; Inslee; R. Meyers; Mielke; H. Myers; Riley; Scott; D. Sommers; Tate; Vance; and Wineberry.

Staff: Susan Kirkpatrick (786-7192).

Background: Current law requires each corporation operating within this state to maintain a registered office and a registered agent at a specific street address within the state. A registered office may not be identified by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in the same city as the registered office in conjunction with the registered office address if the corporation also maintains on file the specific geographic address of the registered office where personal service of process may be made.

Summary of Amended Bill: For purposes of communicating by mail, the secretary of state may permit the use of an address at a commercial mail receiving agency in the same city as the registered office that rents private mailboxes upon condition that the corporation provide an alternative mailing address to be used if mail sent to the commercial mail receiving agency is returned to the secretary of state. The alternative mailing address must be a United States

postal service post office address in the same state as the registered office or be the address of the registered office. The mailing addresses must be used in conjunction with the registered office address and can be used only if the corporation also maintains on file the specific geographic address of the registered office where personal service of process may be made.

Amended Bill Compared to Original Bill: The bill as amended adds a provision conditioning the ability to use a commercial mail receiving agency for mailing purposes on providing an alternative mailing address to be used if mail sent to the commercial mail receiving agency is returned to the secretary of state and sets forth the requirements the alternative mailing address must meet.

Fiscal Note: Not requested.

Effective Date of Amended Bill: Ninety days after adjournment of session in which bill is passed.

Testimony For: Original bill: This bill will help commercial mail receiving agencies and people who want a post office box, but would have to be on a long waiting list to get one. This bill will not hurt anyone.

Testimony Against: Original bill: It is important that corporations get a copy of the license renewal, because if they do not pay their annual fees, they will be dissolved. The United States post office will return mail that is undeliverable to the sender. However, if a commercial mail receiving agency goes bankrupt or moves, mail may not be delivered to the corporation or returned to the sender. Having two street addresses, one for the mailing address and one for the registered office, will cause confusion and cost the Secretary of State and the Department of Licensing, agent for the Secretary of State, money, because they will need to change their forms to distinguish between the addresses.

Witnesses: Senator Metcalf, prime sponsor (in favor of original bill); and Helen Morris, Secretary of State's Office (opposed to original bill).