
SENATE BILL 5544

State of Washington

52nd Legislature

1991 Regular Session

By Senator Metcalf.

Read first time February 6, 1991. Referred to Committee on Law & Justice.

1 AN ACT Relating to corporations; and amending RCW 23B.05.010 and
2 23B.15.070.

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

4 **Sec. 1.** RCW 23B.05.010 and 1989 c 165 s 40 are each amended to
5 read as follows:

6 (1) Each corporation must continuously maintain in this state:

7 (a) A registered office that may be the same as any of its places
8 of business. The registered office shall be at a specific geographic
9 location in this state, and be identified by number, if any, and
10 street, or building address or rural route, or, if a commonly known
11 street or rural route address does not exist, by legal description. A
12 registered office may not be identified by post office box number or
13 other nongeographic address. For purposes of communicating by mail,
14 the secretary of state may permit the use of a post office address in
15 the same city as the registered office or an address at a commercial

1 mail receiving agency in the same city as the registered office that
2 rents private mailboxes in conjunction with the registered office
3 address if the corporation also maintains on file the specific
4 geographic address of the registered office where personal service of
5 process may be made;

6 (b) A registered agent that may be:

7 (i) An individual residing in this state whose business office is
8 identical with the registered office;

9 (ii) A domestic corporation or not-for-profit domestic corporation
10 whose business office is identical with the registered office; or

11 (iii) A foreign corporation or not-for-profit foreign corporation
12 authorized to conduct affairs in this state whose business office is
13 identical with the registered office.

14 (2) A registered agent shall not be appointed without having given
15 prior written consent to the appointment. The written consent shall be
16 filed with the secretary of state in such form as the secretary may
17 prescribe. The written consent shall be filed with or as a part of the
18 document first appointing a registered agent. In the event any
19 individual or corporation has been appointed agent without consent,
20 that person or corporation may file a notarized statement attesting to
21 that fact, and the name shall forthwith be removed from the records of
22 the secretary of state.

23 **Sec. 2.** RCW 23B.15.070 and 1989 c 165 s 175 are each amended to
24 read as follows:

25 (1) Each foreign corporation authorized to transact business in
26 this state must continuously maintain in this state:

27 (a) A registered office which may be, but need not be, the same as
28 its place of business in this state. The registered office shall be at
29 a specific geographic location in this state, and be identified by

1 number, if any, and street, building address, or rural route, or, if a
2 commonly known street or rural route address does not exist, by legal
3 description. A registered office may not be identified by post office
4 box number or other nongeographic address. For purposes of
5 communicating by mail, the secretary of state may permit the use of a
6 post office address in the same city as the registered office or an
7 address at a commercial mail receiving agency in the same city as the
8 registered office that rents private mailboxes to be used in
9 conjunction with the registered office address if the corporation also
10 maintains on file the specific geographic address of the registered
11 office where personal service of process may be made.

12 (b) A registered agent, who may be:

13 (i) An individual who resides in this state and whose business
14 office is identical with the registered office;

15 (ii) A domestic corporation or not-for-profit domestic corporation
16 whose business office is identical with the registered office; or

17 (iii) A foreign corporation or foreign not-for-profit corporation
18 authorized to transact business or conduct affairs in this state whose
19 business office is identical with the registered office.

20 (2) A registered agent shall not be appointed without having given
21 prior written consent to the appointment. The written consent shall be
22 filed with the secretary of state in such form as the secretary may
23 prescribe. The written consent shall be filed with or as a part of the
24 document first appointing a registered agent. In the event any
25 individual or corporation has been appointed agent without consent,
26 that person or corporation may file a notarized statement attesting to
27 that fact, and the name shall forthwith be removed from the records.