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**SENATE BILL 5064**

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**State of Washington**

**55th Legislature**

**1997 Regular Session**

**By** Senators Roach, Haugen, Johnson, Winsley and Rossi; by request of Secretary of State

Read first time 01/13/97. Referred to Committee on Law & Justice.

1 AN ACT Relating to limited partnerships; amending RCW 25.10.453 and  
2 25.10.553; adding new sections to chapter 25.10 RCW; and providing an  
3 expiration date.

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

5 NEW SECTION. **Sec. 1.** A new section is added to chapter 25.10 RCW  
6 to read as follows:

7 The legislature finds that the maintenance of records regarding  
8 outdated limited partnerships, which no longer actively transact  
9 business, imposes an unnecessary financial burden on the state. The  
10 legislature also finds that the maintenance of outdated records  
11 regarding limited partnerships prevents the names of these partnerships  
12 from being available for use by new business entities. Based upon  
13 those findings, the purposes of chapter . . . , Laws of 1997 (this act)  
14 are:

15 (1) To authorize the secretary of state to identify limited  
16 partnerships formed under legislation that predated the current  
17 Washington uniform limited partnership act that are no longer  
18 transacting business, and to dissolve them and make their names

1 available for new business entities actively transacting business in  
2 this state; and

3 (2) To provide for a system under which the secretary of state's  
4 records of limited partnerships formed under current law are kept  
5 current and the records of limited partnerships no longer conducting  
6 business can be purged.

7 NEW SECTION. **Sec. 2.** A new section is added to chapter 25.10 RCW  
8 to read as follows:

9 (1) This section applies to all existing limited partnerships  
10 formed after June 6, 1945, and before January 1, 1982, under the  
11 authority of statutes effective before January 1, 1982.

12 (2) A limited partnership under this section shall notify the  
13 secretary of state, before January 1, 1998, that it continues to  
14 actively conduct business. The notice must be in writing, and must  
15 include its principle business address, the name of its registered  
16 agent, and the address of its registered office. If the limited  
17 partnership has not previously appointed a registered agent or  
18 designated a registered office, it must do so.

19 (3) The secretary of state shall notify all limited partnerships  
20 under this section of the requirements of subsection (2) of this  
21 section within ninety days of the effective date of this act. The  
22 notice must be in writing, deposited into the mail postage prepaid, and  
23 addressed to the registered office of the limited partnership. If the  
24 secretary does not have a record of a registered office, the notice  
25 must be addressed to the principle business address or other address  
26 contained in the secretary's records.

27 (4) If the notice is returned as undeliverable, or if the limited  
28 partnership does not comply with subsection (2) of this section, then  
29 the secretary of state shall commence proceedings to administratively  
30 dissolve the limited partnership under RCW 25.10.455.

31 (5) Limited partnerships dissolved under subsection (4) of this  
32 section may be reinstated under RCW 25.10.457, except that if the  
33 notice was returned as undeliverable the limited partnership may be  
34 reinstated at any time within five years of dissolution.

35 **Sec. 3.** RCW 25.10.453 and 1991 c 269 s 31 are each amended to read  
36 as follows:

1 The secretary of state may commence a proceeding under RCW  
2 25.10.455 to administratively dissolve a limited partnership if:

3 (1) An amendment to the certificate of limited partnership required  
4 by RCW 25.10.090(2)(c) is not filed when specified by that provision;

5 (2) The limited partnership is without a registered agent or  
6 registered office in this state for sixty days or more; ((or))

7 (3) The limited partnership does not notify the secretary of state  
8 within sixty days that its registered agent or registered office has  
9 been changed, that its registered agent has resigned, or that its  
10 registered office has been discontinued; or

11 (4) The limited partnership does not deliver its completed periodic  
12 report to the secretary of state when it is due.

13 **Sec. 4.** RCW 25.10.553 and 1991 c 269 s 43 are each amended to read  
14 as follows:

15 The secretary of state may commence a proceeding under ((~~section 45~~  
16 ~~of this act~~)) RCW 25.10.555 to revoke registration of a foreign limited  
17 partnership authorized to transact business in this state if:

18 (1) The foreign limited partnership is without a registered agent  
19 or registered office in this state for sixty days or more;

20 (2) The foreign limited partnership does not inform the secretary  
21 of state under RCW 25.10.520 that its registered agent or registered  
22 office has changed, that its registered agent has resigned, or that its  
23 registered office has been discontinued within sixty days of the  
24 change, resignation, or discontinuance;

25 (3) A general partner or other agent of the foreign limited  
26 partnership signed a document knowing it was false in any material  
27 respect with intent that the document be delivered to the secretary of  
28 state for filing; ((or))

29 (4) The secretary of state receives a duly authenticated  
30 certificate from the secretary of state or other official having  
31 custody of partnership records in the jurisdiction under which the  
32 foreign limited partnership was organized stating that the foreign  
33 limited partnership has been dissolved or its limited partnership  
34 certificate canceled; or

35 (5) The foreign limited partnership does not deliver its completed  
36 periodic report to the secretary of state when it is due.

1        NEW SECTION.    **Sec. 5.**    A new section is added to chapter 25.10 RCW  
2 to read as follows:

3        (1) A limited partnership formed or registered under this chapter  
4 shall deliver to the secretary of state for filing periodic reports  
5 that set forth:

6        (a) The name of the limited partnership;

7        (b) The street address of its registered office and the name of its  
8 registered agent in this state;

9        (c) In the case of a foreign limited partnership, the address of  
10 its principle office in the state or country under the laws of which it  
11 is formed; and

12        (d) The address of the principle place of business of the limited  
13 partnership in this state.

14        (2) Periodic reports are due every five years on the anniversary  
15 date of the formation or registration of the limited partnership. The  
16 secretary of state may provide by rule for a longer period of time  
17 between reports. Periodic reports must be accompanied by a fee equal  
18 to the corporation license fee under Title 23B RCW.

19        (3) As to limited partnerships formed or registered before the  
20 effective date of this act, the secretary of state shall provide by  
21 administrative rule for a schedule under which the first reports under  
22 this section shall be due. The reports may not be due earlier than one  
23 year after the effective date of this act.

24        NEW SECTION.    **Sec. 6.**    Sections 1 and 2 of this act expire January  
25 1, 2005.

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