
SUBSTITUTE SENATE BILL 5590

State of Washington

57th Legislature

2001 Regular Session

By Senate Committee on Labor, Commerce & Financial Institutions
(originally sponsored by Senators Prentice and Winsley; by request of
Secretary of State)

READ FIRST TIME 02/26/01.

1 AN ACT Relating to electronic filing of corporation and limited
2 liability company annual reports; amending RCW 23B.16.220, 25.15.105,
3 25.15.085, and 25.15.095; providing an effective date; and declaring an
4 emergency.

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

6 **Sec. 1.** RCW 23B.16.220 and 1993 c 290 s 5 are each amended to read
7 as follows:

8 (1) Each domestic corporation, and each foreign corporation
9 authorized to transact business in this state, shall deliver to the
10 secretary of state for filing initial and annual reports that set
11 forth:

12 (a) The name of the corporation and the state or country under
13 whose law it is incorporated;

14 (b) The street address of its registered office and the name of its
15 registered agent at that office in this state;

16 (c) In the case of a foreign corporation, the address of its
17 principal office in the state or country under the laws of which it is
18 incorporated;

1 (d) The address of the principal place of business of the
2 corporation in this state;

3 (e) The names and addresses of its directors, if the corporation
4 has dispensed with or limited the authority of its board of directors
5 pursuant to RCW 23B.08.010, in an agreement authorized under RCW
6 23B.07.320, or analogous authority, the names and addresses of persons
7 who will perform some or all of the duties of the board of directors;

8 (f) A brief description of the nature of its business; and

9 (g) The names and addresses of its chairperson of the board of
10 directors, if any, president, secretary, and treasurer, or of
11 individuals, however designated, performing the functions of such
12 officers.

13 (2) Information in an initial report or an annual report must be
14 current as of the date the report is executed on behalf of the
15 corporation.

16 (3) A corporation's initial report must be delivered to the
17 secretary of state within one hundred twenty days of the date on which
18 the articles of incorporation for a domestic corporation were filed, or
19 on which a foreign corporation's certificate of authority was filed.
20 Subsequent annual reports must be delivered to the secretary of state
21 on, or prior to, the date on which the domestic or foreign corporation
22 is required to pay its annual corporate license fee, and at such
23 additional times as the corporation elects.

24 (4)(a) The secretary of state may allow a corporation to file an
25 annual report through electronic means. If allowed, the secretary of
26 state shall adopt rules detailing the circumstances under which the
27 electronic filing of such reports shall be permitted and how such
28 reports may be filed.

29 (b) For purposes of this section only, a person executing an
30 electronically filed annual report may deliver the report to the office
31 of the secretary of state without a signature and without an exact or
32 conformed copy, but the person's name must appear in the electronic
33 filing as the person executing the filing, and the filing must state
34 the capacity in which the person is executing the filing.

35 **Sec. 2.** RCW 25.15.105 and 1994 c 211 s 208 are each amended to
36 read as follows:

37 (1) Each domestic limited liability company, and each foreign
38 limited liability company authorized to transact business in this

1 state, shall deliver to the secretary of state for filing, both initial
2 and annual reports that set forth:

3 (a) The name of the company and the state or country under whose
4 law it is organized;

5 (b) The street address of its registered office and the name of its
6 registered agent at that office in this state;

7 (c) In the case of a foreign company, the address of its principal
8 office in the state or country under the laws of which it is organized;

9 (d) The address of the principal place of business of the company
10 in this state;

11 (e) The names and addresses of the company's members, or if the
12 management of the company is vested in a manager or managers, then the
13 name and address of its manager or managers; and

14 (f) A brief description of the nature of its business.

15 (2) Information in an initial report or an annual report must be
16 current as of the date the report is executed on behalf of the company.

17 (3) A company's initial report must be delivered to the secretary
18 of state within one hundred twenty days of the date on which a domestic
19 company's certificate of formation was filed, or on which a foreign
20 company's application for registration was submitted. Subsequent
21 annual reports must be delivered to the secretary of state on a date
22 determined by the secretary of state, and at such additional times as
23 the company elects.

24 (4)(a) The secretary of state may allow a company to file an annual
25 report through electronic means. If allowed, the secretary of state
26 shall adopt rules detailing the circumstances under which the
27 electronic filing of such reports shall be permitted and how such
28 reports may be filed.

29 (b) For purposes of this section only, a person executing an
30 electronically filed annual report may deliver the report to the office
31 of the secretary of state without a signature and without an exact or
32 conformed copy, but the person's name must appear in the electronic
33 filing as the person executing the filing, and the filing must state
34 the capacity in which the person is executing the filing.

35 **Sec. 3.** RCW 25.15.085 and 1995 c 337 s 16 are each amended to read
36 as follows:

1 (1) Each document required by this chapter to be filed in the
2 office of the secretary of state shall be executed in the following
3 manner, except as set forth in RCW 25.15.105(4)(b):

4 (a) Each original certificate of formation must be signed by the
5 person or persons forming the limited liability company;

6 (b) A reservation of name may be signed by any person;

7 (c) A transfer of reservation of name must be signed by, or on
8 behalf of, the applicant for the reserved name;

9 (d) A registration of name must be signed by any member or manager
10 of the foreign limited liability company;

11 (e) A certificate of amendment or restatement must be signed by at
12 least one manager, or by a member if management of the limited
13 liability company is reserved to the members;

14 (f) A certificate of cancellation must be signed by the person or
15 persons authorized to wind up the limited liability company's affairs
16 pursuant to RCW 25.15.295(1);

17 (g) If a surviving domestic limited liability company is filing
18 articles of merger, the articles of merger must be signed by at least
19 one manager, or by a member if management of the limited liability
20 company is reserved to the members, or if the articles of merger are
21 being filed by a surviving foreign limited liability company, limited
22 partnership, or corporation, the articles of merger must be signed by
23 a person authorized by such foreign limited liability company, limited
24 partnership, or corporation; and

25 (h) A foreign limited liability company's application for
26 registration as a foreign limited liability company doing business
27 within the state must be signed by any member or manager of the foreign
28 limited liability company.

29 (2) Any person may sign a certificate, articles of merger, limited
30 liability company agreement, or other document by an attorney-in-fact
31 or other person acting in a valid representative capacity, so long as
32 each document signed in such manner identifies the capacity in which
33 the signator signed.

34 (3) The person executing the document shall sign it and state
35 beneath or opposite the signature the name of the person and capacity
36 in which the person signs. The document must be typewritten or
37 printed, and must meet such legibility or other standards as may be
38 prescribed by the secretary of state.

1 (4) The execution of a certificate or articles of merger by any
2 person constitutes an affirmation under the penalties of perjury that
3 the facts stated therein are true.

4 **Sec. 4.** RCW 25.15.095 and 1994 c 211 s 206 are each amended to
5 read as follows:

6 (1) The original signed copy, together with a duplicate copy that
7 may be either a signed, photocopied, or conformed copy, of the
8 certificate of formation or any other document required to be filed
9 pursuant to this chapter, except as set forth under RCW 25.15.105,
10 shall be delivered to the secretary of state. If the secretary of
11 state determines that the documents conform to the filing provisions of
12 this chapter, he or she shall, when all required filing fees have been
13 paid:

14 (a) Endorse on each signed original and duplicate copy the word
15 "filed" and the date of its acceptance for filing;

16 (b) Retain the signed original in the secretary of state's files;
17 and

18 (c) Return the duplicate copy to the person who filed it or the
19 person's representative.

20 (2) If the secretary of state is unable to make the determination
21 required for filing by subsection (1) of this section at the time any
22 documents are delivered for filing, the documents are deemed to have
23 been filed at the time of delivery if the secretary of state
24 subsequently determines that:

25 (a) The documents as delivered conform to the filing provisions of
26 this chapter; or

27 (b) Within twenty days after notification of nonconformance is
28 given by the secretary of state to the person who delivered the
29 documents for filing or the person's representative, the documents are
30 brought into conformance.

31 (3) If the filing and determination requirements of this chapter
32 are not satisfied completely within the time prescribed in subsection
33 (2)(b) of this section, the documents shall not be filed.

34 (4) Upon the filing of a certificate of amendment (or judicial
35 decree of amendment) or restated certificate in the office of the
36 secretary of state, or upon the future effective date or time of a
37 certificate of amendment (or judicial decree thereof) or restated
38 certificate, as provided for therein, the certificate of formation

1 shall be amended or restated as set forth therein. Upon the filing of
2 a certificate of cancellation (or a judicial decree thereof), or
3 articles of merger which act as a certificate of cancellation, or upon
4 the future effective date or time of a certificate of cancellation (or
5 a judicial decree thereof) or of articles of merger which act as a
6 certificate of cancellation, as provided for therein, or as specified
7 in RCW 25.15.290, the certificate of formation is canceled.

8 NEW SECTION. **Sec. 5.** This act is necessary for the immediate
9 preservation of the public peace, health, or safety, or support of the
10 state government and its existing public institutions, and takes effect
11 May 1, 2001.

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