
SENATE BILL 5590

State of Washington

57th Legislature

2001 Regular Session

By Senators Prentice and Winsley; by request of Secretary of State

Read first time 01/26/2001. Referred to Committee on Judiciary.

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

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

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

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

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

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

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

18 (d) The address of the principal place of business of the
19 corporation in this state;

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

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

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

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

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

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

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

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

35 (1) Each domestic limited liability company, and each foreign
36 limited liability company authorized to transact business in this
37 state, shall deliver to the secretary of state for filing, both initial
38 and annual reports that set forth:

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

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

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

7 (d) The address of the principal place of business of the company
8 in this state;

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

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

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 company.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

31 (4) Upon the filing of a certificate of amendment (or judicial
32 decree of amendment) or restated certificate in the office of the
33 secretary of state, or upon the future effective date or time of a
34 certificate of amendment (or judicial decree thereof) or restated
35 certificate, as provided for therein, the certificate of formation
36 shall be amended or restated as set forth therein. Upon the filing of
37 a certificate of cancellation (or a judicial decree thereof), or
38 articles of merger which act as a certificate of cancellation, or upon
39 the future effective date or time of a certificate of cancellation (or

1 a judicial decree thereof) or of articles of merger which act as a
2 certificate of cancellation, as provided for therein, or as specified
3 in RCW 25.15.290, the certificate of formation is canceled.

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