

ESB 6188 - H COMM AMD
By Committee on Judiciary

ADOPTED 03/04/2004

1 Strike everything after the enacting clause and insert the
2 following:

3 "Sec. 1. RCW 24.03.005 and 2002 c 74 s 4 are each amended to read
4 as follows:

5 As used in this chapter, unless the context otherwise requires, the
6 term:

7 (1) "Corporation" or "domestic corporation" means a corporation not
8 for profit subject to the provisions of this chapter, except a foreign
9 corporation.

10 (2) "Foreign corporation" means a corporation not for profit
11 organized under laws other than the laws of this state.

12 (3) "Not for profit corporation" or "nonprofit corporation" means
13 a corporation no part of the income of which is distributable to its
14 members, directors or officers.

15 (4) "Articles of incorporation" and "articles" mean the original
16 articles of incorporation and all amendments thereto, and includes
17 articles of merger and restated articles.

18 (5) "Bylaws" means the code or codes of rules adopted for the
19 regulation or management of the affairs of the corporation irrespective
20 of the name or names by which such rules are designated.

21 (6) "Member" means an individual or entity having membership rights
22 in a corporation in accordance with the provisions of its articles or
23 incorporation or bylaws.

24 (7) "Board of directors" means the group of persons vested with the
25 management of the affairs of the corporation irrespective of the name
26 by which such group is designated in the articles or bylaws.

27 (8) "Insolvent" means inability of a corporation to pay debts as
28 they become due in the usual course of its affairs.

29 (9) (~~"Duplicate originals" means two copies, original or~~
30 ~~otherwise, each with original signatures, or one original with original~~

1 ~~signatures and one copy thereof.))~~ "Deliver" means: (a) Mailing; (b)
2 transmission by facsimile equipment, for purposes of delivering a
3 demand, consent, notice, or waiver to the corporation or one of its
4 officers, directors, or members; (c) electronic transmission, in
5 accordance with the officer's, director's, or member's consent, for
6 purposes of delivering a demand, consent, notice, or waiver to the
7 corporation or one of its officers, directors, or members under section
8 4 of this act; and (d) as prescribed by the secretary of state for
9 purposes of submitting a record for filing with the secretary of state.

10 (10) "Conforms to law" as used in connection with duties of the
11 secretary of state in reviewing (~~documents~~) records for filing under
12 this chapter, means the secretary of state has determined that the
13 (~~document~~) record complies as to form with the applicable
14 requirements of this chapter.

15 (11) "Effective date" means, in connection with a (~~document~~)
16 record filing made by the secretary of state, the date which is shown
17 by affixing a "filed" stamp on the (~~documents~~) records. When a
18 (~~document~~) record is received for filing by the secretary of state in
19 a form which complies with the requirements of this chapter and which
20 would entitle the (~~document~~) record to be filed immediately upon
21 receipt, but the secretary of state's approval action occurs subsequent
22 to the date of receipt, the secretary of state's filing date shall
23 relate back to the date on which the secretary of state first received
24 the (~~document~~) record in acceptable form. An applicant may request
25 a specific effective date no more than thirty days later than the
26 receipt date which might otherwise be applied as the effective date.

27 (12) "Electronic transmission" means an electronic communication
28 (a) not directly involving the physical transfer of a record in a
29 tangible medium and (b) that may be retained, retrieved, and reviewed
30 by the sender and the recipient thereof, and that may be directly
31 reproduced in a tangible medium by a sender and recipient.

32 (13) "Electronically transmitted" means the initiation of an
33 electronic transmission.

34 (14) "Execute," "executes," or "executed" means (a) signed, with
35 respect to a written record or (b) electronically transmitted along
36 with sufficient information to determine the sender's identity, with
37 respect to an electronic transmission, or (c) filed in compliance with

1 the standards for filing with the office of the secretary of state as
2 prescribed by the secretary of state, with respect to a record to be
3 filed with the secretary of state.

4 (15) "Executed by an officer of the corporation," or words of
5 similar import, means that any ~~((document signed))~~ record executed by
6 such person shall be and is ~~((signed))~~ executed by that person under
7 penalties of perjury and in an official and authorized capacity on
8 behalf of the corporation or person making the ~~((document))~~ record
9 submission with the secretary of state and, for the purpose of
10 ~~((documents))~~ records filed electronically with the secretary of state,
11 in compliance with the rules adopted by the secretary of state for
12 electronic filing.

13 ~~((+13))~~ (16) "An officer of the corporation" means, in connection
14 with the execution of ~~((documents))~~ records submitted for filing with
15 the secretary of state, the president, a vice president, the secretary,
16 or the treasurer of the corporation.

17 ~~((+14))~~ (17) "Public benefit not for profit corporation" or
18 "public benefit nonprofit corporation" means a corporation no part of
19 the income of which is distributable to its members, directors, or
20 officers and that holds a current tax exempt status as provided under
21 26 U.S.C. Sec. 501(c)(3) or is specifically exempted from the
22 requirement to apply for its tax exempt status under 26 U.S.C. Sec.
23 501(c)(3).

24 (18) "Record" means information inscribed on a tangible medium or
25 contained in an electronic transmission.

26 (19) "Tangible medium" means a writing, copy of a writing,
27 facsimile, or a physical reproduction, each on paper or on other
28 tangible material.

29 (20) "Writing" does not include an electronic transmission.

30 (21) "Written" means embodied in a tangible medium.

31 **Sec. 2.** RCW 24.03.007 and 2002 c 74 s 5 are each amended to read
32 as follows:

33 The secretary of state may adopt rules to facilitate electronic
34 filing. The rules will detail the circumstances under which the
35 electronic filing of ~~((documents))~~ records will be permitted, how the
36 ~~((documents))~~ records will be filed, and how the secretary of state

1 will return filed (~~documents~~) records. The rules may also impose
2 additional requirements related to implementation of electronic filing
3 processes, including but not limited to file formats, signature
4 technologies, delivery, and the types of entities(~~(, records,)~~) or
5 (~~documents~~) records permitted.

6 **Sec. 3.** RCW 24.03.008 and 2002 c 74 s 6 are each amended to read
7 as follows:

8 A (~~document~~) record submitted to the secretary of state for
9 filing under this chapter must be accompanied by an exact or conformed
10 copy of the (~~document~~) record, unless the secretary of state provides
11 by rule that an exact or conformed copy is not required.

12 NEW SECTION. **Sec. 4.** A new section is added to chapter 24.03 RCW
13 to read as follows:

14 (1) A notice to be provided by electronic transmission must be
15 electronically transmitted.

16 (2) Notice to members and directors in an electronic transmission
17 that otherwise complies with the requirements of this chapter is
18 effective only with respect to members and directors who have
19 consented, in the form of a record, to receive electronically
20 transmitted notices under this chapter.

21 (a) Notice to members and directors includes material that this
22 chapter requires or permits to accompany the notice.

23 (b) A member or director who provides consent, in the form of a
24 record, to receipt of electronically transmitted notices shall
25 designate in the consent the message format accessible to the
26 recipient, and the address, location, or system to which these notices
27 may be electronically transmitted.

28 (c) A member or director who has consented to receipt of
29 electronically transmitted notices may revoke the consent by delivering
30 a revocation to the corporation in the form of a record.

31 (d) The consent of any member or director is revoked if the
32 corporation is unable to electronically transmit two consecutive
33 notices given by the corporation in accordance with the consent, and
34 this inability becomes known to the secretary of the corporation or

1 other person responsible for giving the notice. The inadvertent
2 failure by the corporation to treat this inability as a revocation does
3 not invalidate any meeting or other action.

4 (3) Notice to members or directors who have consented to receipt of
5 electronically transmitted notices may be provided notice by posting
6 the notice on an electronic network and delivering to the member or
7 director a separate record of the posting, together with comprehensible
8 instructions regarding how to obtain access to this posting on the
9 electronic network.

10 (4) Notice provided in an electronic transmission is effective when
11 it: (a) Is electronically transmitted to an address, location, or
12 system designated by the recipient for that purpose, and is made
13 pursuant to the consent provided by the recipient; or (b) has been
14 posted on an electronic network and a separate record of the posting
15 has been delivered to the recipient together with comprehensible
16 instructions regarding how to obtain access to the posting on the
17 electronic network.

18 **Sec. 5.** RCW 24.03.017 and 1982 c 35 s 73 are each amended to read
19 as follows:

20 Any corporation organized under any act of the state of Washington
21 for any one or more of the purposes for which a corporation may be
22 organized under this chapter and for no purpose other than those
23 permitted by this chapter, and to which this chapter does not otherwise
24 apply, may elect to have this chapter and the provisions thereof apply
25 to such corporation. Such corporation may so elect by having a
26 resolution to do so adopted by the governing body of such corporation
27 and by delivering to the secretary of state a statement of election in
28 accordance with this section. Such statement of election shall be
29 executed (~~in duplicate~~) by the corporation by an officer of the
30 corporation, and shall set forth:

31 (1) The name of the corporation;

32 (2) The act which created the corporation or pursuant to which it
33 was organized;

34 (3) That the governing body of the corporation has elected to have
35 this chapter and the provisions thereof apply to (~~said~~) the
36 corporation.

1 (~~Duplicate originals of such~~) The statement of election shall be
2 delivered to the secretary of state. If the secretary of state finds
3 that the statement of election conforms to law, the secretary of state
4 shall, when fees in the same amount as required by this chapter for
5 filing articles of incorporation have been paid, endorse on (~~each of~~
6 ~~such duplicates~~) the statement the word "filed" and the effective date
7 of the filing thereof, shall file (~~one of such duplicate originals~~)
8 the statement, and shall issue a certificate of elective coverage to
9 which (~~the other duplicate original~~) an exact or conformed copy of
10 the statement shall be affixed.

11 The certificate of elective coverage together with the (~~duplicate~~
12 ~~original~~) exact or conformed copy of the statement affixed thereto by
13 the secretary of state shall be returned to the corporation or its
14 representative. Upon the filing of the statement of elective coverage,
15 the provisions of this chapter shall apply to (~~said~~) the corporation
16 which thereafter shall be subject to and shall have the benefits of
17 this chapter and the provisions thereof as they exist on the date of
18 filing such statement of election and as they may be amended from time
19 to time thereafter, including, without limiting the generality of the
20 foregoing, the power to amend its charter or articles of incorporation,
21 whether or not created by special act of the legislature, delete
22 provisions therefrom and add provisions thereto in any manner and to
23 any extent it may choose to do from time to time so long as its amended
24 articles shall not be inconsistent with the provisions of this chapter.

25 **Sec. 6.** RCW 24.03.020 and 1986 c 240 s 3 are each amended to read
26 as follows:

27 One or more persons of the age of eighteen years or more, or a
28 domestic or foreign, profit or nonprofit, corporation, may act as
29 incorporator or incorporators of a corporation by (~~signing~~) executing
30 and delivering to the secretary of state articles of incorporation for
31 such corporation.

32 **Sec. 7.** RCW 24.03.045 and 1998 c 102 s 3 are each amended to read
33 as follows:

34 The corporate name:

1 (1) Shall not contain any word or phrase which indicates or implies
2 that it is organized for any purpose other than one or more of the
3 purposes contained in its articles of incorporation.

4 (2)(a) Except as provided in (b) and (c) of this subsection, must
5 be distinguishable upon the records of the secretary of state from:

6 (i) The corporate name or reserved name of a corporation or
7 domestic corporation organized or authorized to transact business under
8 this chapter;

9 (ii) A corporate name reserved or registered under chapter 23B.04
10 RCW;

11 (iii) The fictitious name adopted under RCW 23B.15.060 by a foreign
12 corporation authorized to transact business in this state because its
13 real name is unavailable;

14 (iv) The name or reserved name of a mutual corporation or
15 miscellaneous corporation incorporated or authorized to do business
16 under chapter 24.06 RCW;

17 (v) The name or reserved name of a foreign or domestic limited
18 partnership formed or registered under chapter 25.10 RCW;

19 (vi) The name or reserved name of a limited liability company
20 organized or registered under chapter 25.15 RCW; and

21 (vii) The name or reserved name of a limited liability partnership
22 registered under chapter 25.04 RCW.

23 (b) A corporation may apply to the secretary of state for
24 authorization to use a name that is not distinguishable upon the
25 records from one or more of the names described in (a) of this
26 subsection. The secretary of state shall authorize use of the name
27 applied for if:

28 (i) The other corporation, company, holder, limited liability
29 partnership, or limited partnership consents to the use in (~~writing~~)
30 the form of a record and files with the secretary of state
31 (~~documents~~) records necessary to change its name or the name reserved
32 or registered to a name that is distinguishable upon the records of the
33 secretary of state from the name of the applying corporation; or

34 (ii) The applicant delivers to the secretary of state a certified
35 copy of the final judgment of a court of competent jurisdiction
36 establishing the applicant's right to use the name applied for in this
37 state.

1 (c) A corporation may use the name, including the fictitious name,
2 of another domestic or foreign corporation, limited liability company,
3 limited partnership, or limited liability partnership, that is used in
4 this state if the other entity is formed or authorized to transact
5 business in this state, and the proposed user corporation:

6 (i) Has merged with the other corporation, limited liability
7 company, or limited partnership; or

8 (ii) Has been formed by reorganization of the other corporation.

9 (3) Shall be transliterated into letters of the English alphabet,
10 if it is not in English.

11 (4) Shall not include or end with "incorporated," "company,"
12 "corporation," "partnership," "limited partnership," or "Ltd.," or any
13 abbreviation thereof, but may use "club," "league," "association,"
14 "services," "committee," "fund," "society," "foundation," ".",
15 a nonprofit corporation," or any name of like import.

16 (5) May only include the term "public benefit" or names of like
17 import if the corporation has been designated as a public benefit
18 nonprofit corporation by the secretary in accordance with this chapter.

19 (6) A name shall not be considered distinguishable upon the records
20 of the secretary of state by virtue of:

21 (a) A variation in any of the following designations for the same
22 name: "Corporation," "incorporated," "company," "limited,"
23 "partnership," "limited partnership," "limited liability company," or
24 "limited liability partnership," or the abbreviations "corp.," "inc.,"
25 "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or "L.L.C.";

26 (b) The addition or deletion of an article or conjunction such as
27 "the" or "and" from the same name;

28 (c) Punctuation, capitalization, or special characters or symbols
29 in the same name; or

30 (d) Use of abbreviation or the plural form of a word in the same
31 name.

32 (7) This title does not control the use of assumed business names
33 or "trade names."

34 **Sec. 8.** RCW 24.03.050 and 1986 c 240 s 9 are each amended to read
35 as follows:

1 Each corporation shall have and continuously maintain in this
2 state:

3 (1) A registered office which may be, but need not be, the same as
4 its principal office. The registered office shall be at a specific
5 geographic location in this state, and be identified by number, if any,
6 and street, or building address or rural route, or, if a commonly known
7 street or rural route address does not exist, by legal description. A
8 registered office may not be identified by post office box number or
9 other nongeographic address. For purposes of communicating by mail,
10 the secretary of state may permit the use of a post office address in
11 conjunction with the registered office address if the corporation also
12 maintains on file the specific geographic address of the registered
13 office where personal service of process may be made.

14 (2) A registered agent, which agent may be either an individual
15 resident in this state whose business office is identical with such
16 registered office, or a domestic corporation, whether for profit or not
17 for profit, or a foreign corporation, whether for profit or not for
18 profit, authorized to transact business or conduct affairs in this
19 state, having an office identical with such registered office, or a
20 domestic limited liability company whose business office is identical
21 with the registered office, or a foreign limited liability company
22 authorized to conduct affairs in this state whose business address is
23 identical with the registered office. A registered agent shall not be
24 appointed without having given prior ~~((written))~~ consent to the
25 appointment, in the form of a record. The ~~((written))~~ consent shall be
26 filed with the secretary of state in such form as the secretary may
27 prescribe. The ~~((written))~~ consent shall be filed with or as a part of
28 the ~~((document))~~ record first appointing a registered agent. In the
29 event any individual ~~((or))~~, corporation, or limited liability company
30 has been appointed agent without consent, that person ~~((or))~~,
31 corporation, or limited liability company may file a notarized
32 statement attesting to that fact, and the name shall ~~((forthwith))~~
33 immediately be removed from the records of the secretary of state.

34 No Washington corporation or foreign corporation authorized to
35 conduct affairs in this state may be permitted to maintain any action
36 in any court in this state until the corporation complies with the
37 requirements of this section.

1 **Sec. 9.** RCW 24.03.055 and 1993 c 356 s 3 are each amended to read
2 as follows:

3 A corporation may change its registered office or change its
4 registered agent, or both, upon filing in the office of the secretary
5 of state in the form prescribed by the secretary of state a statement
6 setting forth:

7 (1) The name of the corporation.

8 (2) If the current registered office is to be changed, the street
9 address to which the registered office is to be changed.

10 (3) If the current registered agent is to be changed, the name of
11 the new registered agent.

12 (4) That the address of its registered office and the address of
13 the office of its registered agent, as changed, will be identical.

14 Such statement shall be executed by the corporation by an officer
15 of the corporation, and delivered to the secretary of state, together
16 with a ~~((written))~~ consent, in the form of a record, of the registered
17 agent to ~~((his or its))~~ the appointment, if applicable. If the
18 secretary of state finds that such statement conforms to the provisions
19 of this chapter, the secretary of state shall endorse thereon the word
20 "Filed," and the month, day, and year of the filing thereof, and file
21 the statement. The change of address of the registered office, or the
22 appointment of a new registered agent, or both, as the case may be,
23 shall become effective upon filing unless a later date is specified.

24 Any registered agent of a corporation may resign as such agent upon
25 filing a ~~((written))~~ notice thereof, ~~((executed in duplicate))~~ in the
26 form of a record, with the secretary of state, who shall ~~((forthwith~~
27 ~~mail-a))~~ immediately deliver an exact or conformed copy thereof to the
28 corporation in care of an officer, who is not the resigning registered
29 agent, at the address of such officer as shown by the most recent
30 annual report of the corporation. The appointment of such agent shall
31 terminate upon the expiration of thirty days after receipt of such
32 notice by the secretary of state.

33 If a registered agent changes the agent's business address to
34 another place within the state, the agent may change such address and
35 the address of the registered office of any corporation of which the
36 agent is a registered agent, by filing a statement as required by this
37 section except that it need be ~~((signed))~~ executed only by the

1 registered agent, it need not be responsive to subsection (3) of this
2 section, and it must recite that a copy of the statement has been
3 (~~mailed~~) delivered to the secretary of the corporation.

4 **Sec. 10.** RCW 24.03.080 and 1969 ex.s. c 115 s 1 are each amended
5 to read as follows:

6 (~~Written or printed~~) (1) Notice, in the form of a record, in a
7 tangible medium, or in an electronic transmission, stating the place,
8 day, and hour of the annual meeting and, in case of a special meeting,
9 the purpose or purposes for which the meeting is called, shall be
10 delivered not less than ten nor more than fifty days before the date of
11 the meeting, (~~either personally or by mail,~~) by or at the direction
12 of the president, or the secretary, or the officers or persons calling
13 the meeting, to each member entitled to vote at such meeting. Notice
14 of regular meetings other than annual shall be made by providing each
15 member with the adopted schedule of regular meetings for the ensuing
16 year at any time after the annual meeting and ten days prior to the
17 next succeeding regular meeting and at any time when requested by a
18 member or by such other notice as may be prescribed by the bylaws.

19 (2) If notice is provided in a tangible medium, it may be
20 transmitted by: Mail, private carrier, or personal delivery; telegraph
21 or teletype; or telephone, wire, or wireless equipment that transmits
22 a facsimile of the notice. If mailed, such notice shall be deemed to
23 be delivered when deposited in the United States mail addressed to the
24 member at his or her address as it appears on the records of the
25 corporation, with postage thereon prepaid. Other forms of notice in a
26 tangible medium described in this subsection are effective when
27 received.

28 (3) If notice is provided in an electronic transmission, it must
29 satisfy the requirements of section 4 of this act.

30 **Sec. 11.** RCW 24.03.085 and 1969 ex.s. c 115 s 2 are each amended
31 to read as follows:

32 (1) The right of the members, or any class or classes of members,
33 to vote may be limited, enlarged or denied to the extent specified in
34 the articles of incorporation or the bylaws. Unless so limited,

1 enlarged or denied, each member, regardless of class, shall be entitled
2 to one vote on each matter submitted to a vote of members.

3 (2) A member may vote in person or, if so authorized by the
4 articles of incorporation or the bylaws, may vote by mail, by
5 electronic transmission, or by proxy in the form of a record executed
6 ~~((in writing))~~ by the member or ~~((by his))~~ a duly authorized attorney-
7 in-fact. No proxy shall be valid after eleven months from the date of
8 its execution, unless otherwise provided in the proxy.

9 ~~((Where))~~ (3) If specifically permitted by the articles of
10 incorporation or bylaws, whenever proposals or directors or officers
11 are to be elected by members, the ~~((bylaws may provide that such~~
12 ~~elections may be conducted))~~ vote may be taken by mail or by electronic
13 transmission if the name of each candidate and the text of each
14 proposal to be voted upon are set forth in a record accompanying or
15 contained in the notice of meeting. If the bylaws provide, an election
16 may be conducted by electronic transmission if the corporation has
17 designated an address, location, or system to which the ballot may be
18 electronically transmitted and the ballot is electronically transmitted
19 to the designated address, location, or system, in an executed
20 electronically transmitted record. Members voting by mail or
21 electronic transmission are present for all purposes of quorum, count
22 of votes, and percentages of total voting power present.

23 (4) The articles of incorporation or the bylaws may provide that in
24 all elections for directors every member entitled to vote shall have
25 the right to cumulate his vote and to give one candidate a number of
26 votes equal to his vote multiplied by the number of directors to be
27 elected, or by distributing such votes on the same principle among any
28 number of such candidates.

29 **Sec. 12.** RCW 24.03.113 and 1986 c 240 s 19 are each amended to
30 read as follows:

31 A director of a corporation who is present at a meeting of its
32 board of directors at which action on any corporate matter is taken
33 shall be presumed to have assented to the action taken unless the
34 director's dissent or abstention shall be entered in the minutes of the
35 meeting or unless the director shall ~~((file))~~ deliver his or her
36 ~~((written))~~ dissent or abstention to such action ~~((with))~~ to the person

1 acting as the secretary of the meeting before the adjournment thereof,
2 or shall (~~forward~~) deliver such dissent or abstention (~~by registered~~
3 ~~mail~~) to the secretary of the corporation immediately after the
4 adjournment of the meeting which dissent or abstention must be in the
5 form of a record. Such right to dissent or abstain shall not apply to
6 a director who voted in favor of such action.

7 **Sec. 13.** RCW 24.03.120 and 1986 c 240 s 21 are each amended to
8 read as follows:

9 Meetings of the board of directors, regular or special, may be held
10 either within or without this state.

11 Regular meetings of the board of directors or of any committee
12 designated by the board of directors may be held with or without notice
13 as prescribed in the bylaws. Special meeting of the board of directors
14 or any committee designated by the board of directors shall be held
15 upon such notice as is prescribed in the bylaws. Attendance of a
16 director or a committee member at a meeting shall constitute a waiver
17 of notice of such meeting, except where a director or a committee
18 member attends a meeting for the express purpose of objecting to the
19 transaction of any business because the meeting is not lawfully called
20 or convened. Neither the business to be transacted at, nor the purpose
21 of, any regular or special meeting of the board of directors or any
22 committee designated by the board of directors need be specified in the
23 notice or waiver of notice of such meeting unless required by the
24 bylaws. If notice of regular or special meetings is provided by
25 electronic transmission, it must satisfy the requirements of section 4
26 of this act.

27 Except as may be otherwise restricted by the articles of
28 incorporation or bylaws, members of the board of directors or any
29 committee designated by the board of directors may participate in a
30 meeting of such board or committee by means of a conference telephone
31 or similar communications equipment by means of which all persons
32 participating in the meeting can hear each other at the same time and
33 participation by such means shall constitute presence in person at a
34 meeting.

1 **Sec. 14.** RCW 24.03.135 and 1986 c 240 s 24 are each amended to
2 read as follows:

3 Each corporation shall keep at its registered office, its principal
4 office in this state, or at its secretary's office if in this state,
5 the following documents in the form of a record:

6 (1) Current articles and bylaws;

7 (2) A (~~record~~) list of members, including names, addresses, and
8 classes of membership, if any;

9 (3) Correct and adequate (~~records~~) statements of accounts and
10 finances;

11 (4) A (~~record~~) list of officers' and directors' names and
12 addresses;

13 (5) Minutes of the proceedings of the members, if any, the board,
14 and any minutes which may be maintained by committees of the board.
15 (~~Records may be written, or electronic if capable of being converted~~
16 ~~to writing.~~)

17 The corporate records shall be open at any reasonable time to
18 inspection by any member of more than three months standing or a
19 representative of more than five percent of the membership.

20 Cost of inspecting or copying shall be borne by such member except
21 for costs for copies of articles or bylaws. Any such member must have
22 a purpose for inspection reasonably related to membership interests.
23 Use or sale of members' lists by such member if obtained by inspection
24 is prohibited.

25 The superior court of the corporation's or such member's residence
26 may order inspection and may appoint independent inspectors. Such
27 member shall pay inspection costs unless the court orders otherwise.

28 **Sec. 15.** RCW 24.03.155 and 1986 c 240 s 26 are each amended to
29 read as follows:

30 After the issuance of the certificate of incorporation an
31 organization meeting of the board of directors named in the articles of
32 incorporation shall be held, either within or without this state, at
33 the call of a majority of the directors named in the articles of
34 incorporation, for the purpose of adopting bylaws, electing officers
35 and the transaction of such other business as may come before the
36 meeting. The directors calling the meeting shall give at least three

1 days' notice thereof by mail, facsimile transmission, or electronic
2 transmission to each director so named, which notice shall be in the
3 form of a record and shall state the time and place of the meeting. If
4 notice is provided by electronic transmission, it must satisfy the
5 requirements of section 4 of this act. Any action permitted to be
6 taken at the organization meeting of the directors may be taken without
7 a meeting if each director (~~(signs an instrument)~~) executes a record
8 stating the action so taken.

9 **Sec. 16.** RCW 24.03.165 and 1986 c 240 s 27 are each amended to
10 read as follows:

11 Amendments to the articles of incorporation shall be made in the
12 following manner:

13 (1) Where there are members having voting rights, with regard to
14 the question, the board of directors shall adopt a resolution setting
15 forth the proposed amendment and directing that it be submitted to a
16 vote at a meeting of members having voting rights, which may be either
17 an annual or a special meeting. (~~Written or printed~~) Notice in the
18 form of a record setting forth the proposed amendment or a summary of
19 the changes to be effected thereby shall be given to each member
20 entitled to vote at such meeting within the time and in the manner
21 provided in this chapter for the giving of notice of meetings of
22 members. The proposed amendment shall be adopted upon receiving at
23 least two-thirds of the votes which members present at such meeting or
24 represented by proxy are entitled to cast.

25 (2) Where there are no members, or no members having voting rights,
26 with regard to the question, an amendment shall be adopted at a meeting
27 of the board of directors upon receiving the vote of a majority of the
28 directors in office.

29 Any number of amendments may be submitted and voted upon at any one
30 meeting.

31 **Sec. 17.** RCW 24.03.170 and 1982 c 35 s 85 are each amended to read
32 as follows:

33 The articles of amendment shall be executed (~~in duplicate~~) by the
34 corporation by an officer of the corporation, and shall set forth:

35 (1) The name of the corporation.

1 (2) The amendment so adopted.

2 (3) Where there are members having voting rights, (a) a statement
3 setting forth the date of the meeting of members at which the amendment
4 was adopted, that a quorum was present at such meeting, and that such
5 amendment received at least two-thirds of the votes which members
6 present at such meeting or represented by proxy were entitled to cast,
7 or (b) a statement that such amendment was adopted by a consent in
8 ((writing signed)) the form of a record executed by all members
9 entitled to vote with respect thereto.

10 (4) Where there are no members, or no members having voting rights,
11 a statement of such fact, the date of the meeting of the board of
12 directors at which the amendment was adopted, and a statement of the
13 fact that such amendment received the vote of a majority of the
14 directors in office.

15 **Sec. 18.** RCW 24.03.183 and 2002 c 74 s 9 are each amended to read
16 as follows:

17 A domestic corporation may at any time restate its articles of
18 incorporation by a resolution adopted by the board of directors. A
19 corporation may amend and restate in one resolution, but may not
20 present the amendments and restatement for filing by the secretary in
21 a single ((document)) record. Separate articles of amendment, under
22 RCW 24.03.165 and articles of restatement, under this section, must be
23 presented notwithstanding the corporation's adoption of a single
24 resolution of amendment and restatement.

25 Upon the adoption of the resolution, restated articles of
26 incorporation shall be executed ((in duplicate)) by the corporation by
27 one of its officers. The restated articles shall set forth all of the
28 operative provisions of the articles of incorporation together with a
29 statement that the restated articles of incorporation correctly set
30 forth without change the provisions of the articles of incorporation as
31 amended and that the restated articles of incorporation supersede the
32 original articles of incorporation and all amendments thereto.

33 The restated articles of incorporation shall be delivered to the
34 secretary of state. If the secretary of state finds that the restated
35 articles of incorporation conform to law, the secretary of state shall,
36 when all fees required by this title have been paid:

1 (1) Endorse on the articles the word "Filed" and the date of the
2 filing;

3 (2) File the restated articles.

4 An exact or conformed copy of the restated articles of
5 incorporation bearing the endorsement affixed thereto by the secretary
6 of state, shall be returned to the corporation or its representative.

7 Upon the filing of the restated articles of incorporation by the
8 secretary of state, the restated articles of incorporation shall become
9 effective and shall supersede the original articles of incorporation
10 and all amendments thereto.

11 **Sec. 19.** RCW 24.03.195 and 1986 c 240 s 32 are each amended to
12 read as follows:

13 A plan of merger or consolidation shall be adopted in the following
14 manner:

15 (1) Where the members of any merging or consolidating corporation
16 have voting rights with regard to the question, the board of directors
17 of such corporation shall adopt a resolution approving the proposed
18 plan and directing that it be submitted to a vote at a meeting of
19 members having voting rights, which may be either an annual or a
20 special meeting. (~~Written or printed~~) Notice in the form of a record
21 setting forth the proposed plan or a summary thereof shall be given to
22 each member entitled to vote at such meeting within the time and in the
23 manner provided in this chapter for the giving of notice of meetings of
24 members. The proposed plan shall be adopted upon receiving at least
25 two-thirds of the votes which members present at each such meeting or
26 represented by proxy are entitled to cast.

27 (2) Where any merging or consolidating corporation has no members,
28 or no members having voting rights with regard to the question, a plan
29 of merger or consolidation shall be adopted at a meeting of the board
30 of directors of such corporation upon receiving the vote of a majority
31 of the directors in office.

32 After such approval, and at any time prior to the filing of the
33 articles of merger or consolidation, the merger or consolidation may be
34 abandoned pursuant to provisions therefor, if any, set forth in the
35 plan of merger or consolidation.

1 **Sec. 20.** RCW 24.03.200 and 2002 c 74 s 10 are each amended to read
2 as follows:

3 (1) Upon such approval, articles of merger or articles of
4 consolidation shall be executed by each corporation by an officer of
5 each corporation, and shall set forth:

6 (a) The plan of merger or the plan of consolidation;

7 (b) Where the members of any merging or consolidating corporation
8 have voting rights, then as to each such corporation (i) a statement
9 setting forth the date of the meeting of members at which the plan was
10 adopted, that a quorum was present at such meeting, and that such plan
11 received at least two-thirds of the votes which members present at such
12 meeting or represented by proxy were entitled to cast, or (ii) a
13 statement that such amendment was adopted by a consent in (~~writing~~
14 ~~signed~~) the form of a record executed by all members entitled to vote
15 with respect thereto;

16 (c) Where any merging or consolidating corporation has no members,
17 or no members having voting rights, then as to each such corporation a
18 statement of such fact, the date of the meeting of the board of
19 directors at which the plan was adopted and a statement of the fact
20 that such plan received the vote of a majority of the directors in
21 office.

22 (2) The articles of merger or articles of consolidation shall be
23 delivered to the secretary of state. If the secretary of state finds
24 that such articles conform to law, the secretary of state shall, when
25 all fees have been paid as in this chapter prescribed:

26 (a) Endorse on the articles of merger or consolidation the word
27 "Filed," and the date of the filing;

28 (b) File the articles of merger or consolidation.

29 An exact or conformed copy of the articles of merger or articles of
30 consolidation bearing the filing endorsement affixed thereto by the
31 secretary of state, shall be returned to the surviving or new
32 corporation, as the case may be, or its representative.

33 **Sec. 21.** RCW 24.03.207 and 1986 c 240 s 35 are each amended to
34 read as follows:

35 One or more foreign corporations and one or more domestic

1 corporations may be merged or consolidated in the following manner, if
2 such merger or consolidation is permitted by the laws of the state
3 under which each such foreign corporation is organized:

4 (1) Each domestic corporation shall comply with the provisions of
5 this title with respect to the merger or consolidation as the case may
6 be, of domestic corporations and each foreign corporation shall comply
7 with the applicable provisions of the laws of the state under which it
8 is organized.

9 (2) If the surviving or new corporation in a merger or
10 consolidation is to be governed by the laws of any state other than
11 this state, it shall comply with the provisions of this title with
12 respect to foreign corporations if it is to transact business in this
13 state, and in every case it shall file with the secretary of state of
14 this state:

15 (a) An agreement that it may be served with process in this state
16 in any proceeding for the enforcement of any obligation of any domestic
17 corporation which is a party to the merger or consolidation and in any
18 proceeding for the enforcement of the rights, if any, of a member of
19 any such domestic corporation against the surviving or new corporation;
20 and

21 (b) An irrevocable appointment of the secretary of state of this
22 state as its agent to accept service of process in any such proceeding.

23 The effect of the merger or consolidation shall be the same as in
24 the case of the merger or consolidation of domestic corporations, if
25 the surviving or new corporation is to be governed by the laws of this
26 state. If the surviving or new corporation is to be governed by the
27 laws of any state other than this state, the effect of the merger or
28 consolidation shall be the same as in the case of the merger or
29 consolidation of domestic corporations except as the laws of the other
30 state provide otherwise.

31 (3) At any time prior to the effective date of the articles of
32 merger or consolidation, the merger or consolidation may be abandoned
33 pursuant to provision therefor, if any, set forth in the plan of merger
34 or consolidation. In the event the merger or consolidation is
35 abandoned, the parties thereto shall execute a notice of abandonment in
36 triplicate (~~signed~~) executed by an officer for each corporation

1 ((~~signing~~)) executing the notice, which must be in the form of a
2 record. If the secretary of state finds the notice conforms to law,
3 the secretary of state shall:

4 (a) Endorse on each of the originals the word "Filed" and the date
5 of the filing;

6 (b) File one of the triplicate originals in the secretary of
7 state's office; and

8 (c) Issue the other triplicate originals to the respective parties
9 or their representatives.

10 **Sec. 22.** RCW 24.03.215 and 1986 c 240 s 36 are each amended to
11 read as follows:

12 A sale, lease, exchange, or other disposition of all, or
13 substantially all, the property and assets of a corporation, if not in
14 the ordinary course of business, may be made upon such terms and
15 conditions and for such consideration, which may consist in whole or in
16 part of money or property, real or personal, including shares of any
17 corporation for profit, domestic or foreign, as may be authorized in
18 the following manner:

19 (1) Where there are members having voting rights with regard to the
20 question, the board of directors shall adopt a resolution recommending
21 such sale, lease, exchange, or other disposition and directing that it
22 be submitted to a vote at a meeting of members having voting rights,
23 which may be either an annual or a special meeting. ((~~Written or~~
24 ~~printed~~)) Notice in the form of a record stating that the purpose, or
25 one of the purposes, of such meeting is to consider the sale, lease,
26 exchange, or other disposition of all, or substantially all, the
27 property and assets of the corporation shall be given to each member
28 entitled to vote at such meeting, within the time and in the manner
29 provided by this chapter for the giving of notice of meetings of
30 members. At such meeting the members may authorize such sale, lease,
31 exchange, or other disposition and may fix, or may authorize the board
32 of directors to fix, any or all of the terms and conditions thereof and
33 the consideration to be received by the corporation therefor. Such
34 authorization shall require at least two-thirds of the votes which
35 members present at such meeting or represented by proxy are entitled to
36 cast. After such authorization by a vote of members, the board of

1 directors, nevertheless, in its discretion, may abandon such sale,
2 lease, exchange, or other disposition of assets, subject to the rights
3 of third parties under any contracts relating thereto, without further
4 action or approval by members.

5 (2) Where there are no members, or no members having voting rights
6 with regard to the question, a sale, lease, exchange, or other
7 disposition of all, or substantially all, the property and assets of a
8 corporation shall be authorized upon receiving the vote of a majority
9 of the directors in office.

10 **Sec. 23.** RCW 24.03.220 and 1986 c 240 s 38 are each amended to
11 read as follows:

12 A corporation may dissolve and wind up its affairs in the following
13 manner:

14 (1) Where there are members having voting rights with regard to the
15 question, the board of directors shall adopt a resolution recommending
16 that the corporation be dissolved, and directing that the question of
17 such dissolution be submitted to a vote at a meeting of members having
18 such voting rights, which may be either an annual or a special meeting.
19 (~~Written or printed~~) Notice in the form of a record stating that the
20 purpose, or one of the purposes, of such meeting is to consider the
21 advisability of dissolving the corporation, shall be given to each
22 member entitled to vote at such meeting, within the time and in the
23 manner provided in this chapter for the giving of notice of meetings of
24 members. A resolution to dissolve the corporation shall be adopted
25 upon receiving at least two-thirds of the votes which members present
26 at such meeting or represented by proxy are entitled to cast.

27 (2) Where there are no members, or no members having voting rights
28 with regard to the question, the dissolution of the corporation shall
29 be authorized at a meeting of the board of directors upon the adoption
30 of a resolution to dissolve by the vote of a majority of the directors
31 in office.

32 Upon the adoption of such resolution by the members, or by the
33 board of directors where there are no members or no members having
34 voting rights, the corporation shall cease to conduct its affairs
35 except in so far as may be necessary for the winding up thereof, shall
36 immediately cause a notice of the proposed dissolution to be mailed to

1 each known creditor of the corporation, to the attorney general with
2 respect to assets subject to RCW 24.03.225(3), and to the department of
3 revenue, and shall proceed to collect its assets and apply and
4 distribute them as provided in this chapter.

5 **Sec. 24.** RCW 24.03.230 and 1969 ex.s. c 115 s 3 are each amended
6 to read as follows:

7 A plan providing for the distribution of assets, not inconsistent
8 with the provisions of this chapter, may be adopted by a corporation in
9 the process of dissolution and shall be adopted by a corporation for
10 the purpose of authorizing any transfer or conveyance of assets for
11 which this chapter requires a plan of distribution, in the following
12 manner:

13 (1) Where there are members having voting rights, the board of
14 directors shall adopt a resolution recommending a plan of distribution
15 and directing the submission thereof to a vote at a meeting of members
16 having voting rights, which may be either an annual or a special
17 meeting. (~~Written or printed~~) Notice in the form of a record setting
18 forth the proposed plan of distribution or a summary thereof shall be
19 given to each member entitled to vote at such meeting, within the time
20 and in the manner provided in this chapter for the giving of notice of
21 meetings of members. Such plan of distribution shall be adopted upon
22 receiving at least two-thirds of the votes which members present at
23 such meeting or represented by proxy are entitled to cast.

24 (2) Where there are no members, or no members having voting rights,
25 a plan of distribution shall be adopted at a meeting of the board of
26 directors upon receiving a vote of a majority of the directors in
27 office.

28 If the plan of distribution includes assets received and held by
29 the corporation subject to limitations described in subsection (3) of
30 RCW 24.03.225, notice of the adoption of the proposed plan shall be
31 submitted to the attorney general by registered or certified mail
32 directed to him at his office in Olympia, at least twenty days prior to
33 the meeting at which the proposed plan is to be adopted. No plan for
34 the distribution of such assets may be adopted without the approval of
35 the attorney general, or the approval of a court of competent
36 jurisdiction in a proceeding to which the attorney general is made a

1 party. In the event that an objection is not filed within twenty days
2 after the date of mailing, his approval shall be deemed to have been
3 given.

4 **Sec. 25.** RCW 24.03.235 and 1967 c 235 s 48 are each amended to
5 read as follows:

6 A corporation may, at any time prior to the issuance of a
7 certificate of dissolution by the secretary of state, revoke the action
8 theretofore taken to dissolve the corporation, in the following manner:

9 (1) Where there are members having voting rights, the board of
10 directors shall adopt a resolution recommending that the voluntary
11 dissolution proceedings be revoked, and directing that the question of
12 such revocation be submitted to a vote at a meeting of members having
13 voting rights, which may be either an annual or a special meeting.
14 (~~Written or printed~~) Notice in the form of a record stating that the
15 purpose, or one of the purposes, of such meeting is to consider the
16 advisability of revoking the voluntary dissolution proceedings, shall
17 be given to each member entitled to vote at such meeting, within the
18 time and in the manner provided in this chapter for the giving of
19 notice of meetings of members. A resolution to revoke the voluntary
20 dissolution proceedings shall be adopted upon receiving at least two-
21 thirds of the votes which members present at such meeting or
22 represented by proxy are entitled to cast.

23 (2) Where there are no members, or no members having voting rights,
24 a resolution to revoke the voluntary dissolution proceedings shall be
25 adopted at a meeting of the board of directors upon receiving the vote
26 of a majority of the directors in office.

27 Upon the adoption of such resolution by the members, or by the
28 board of directors where there are no members or no members having
29 voting rights, the corporation may thereupon again conduct its affairs.

30 **Sec. 26.** RCW 24.03.240 and 1993 c 356 s 4 are each amended to read
31 as follows:

32 If voluntary dissolution proceedings have not been revoked, then
33 when all debts, liabilities and obligations of the corporation shall
34 have been paid and discharged, or adequate provision shall have been
35 made therefor, and all of the remaining property and assets of the

1 corporation shall have been transferred, conveyed or distributed in
2 accordance with the provisions of this chapter, articles of dissolution
3 shall be executed (~~(in duplicate)~~) by the corporation by an officer of
4 the corporation and shall set forth:

5 (1) The name of the corporation.

6 (2) Where there are members having voting rights, (a) a statement
7 setting forth the date of the meeting of members at which the
8 resolution to dissolve was adopted, that a quorum was present at such
9 meeting, and that such resolution received at least two-thirds of the
10 votes which members present at such meeting or represented by proxy
11 were entitled to cast, or (b) a statement that such resolution was
12 adopted by a consent in (~~(writing signed)~~) the form of a record
13 executed by all members entitled to vote with respect thereto.

14 (3) Where there are no members, or no members having voting rights,
15 a statement of such fact, the date of the meeting of the board of
16 directors at which the resolution to dissolve was adopted and a
17 statement of the fact that such resolution received the vote of a
18 majority of the directors in office.

19 (4) That all debts, obligations, and liabilities of the corporation
20 have been paid and discharged or that adequate provision has been made
21 therefor.

22 (5) A copy of a revenue clearance certificate issued pursuant to
23 chapter 82.32 RCW.

24 (6) That all the remaining property and assets of the corporation
25 have been transferred, conveyed or distributed in accordance with the
26 provisions of this chapter.

27 (7) That there are no suits pending against the corporation in any
28 court, or that adequate provision has been made for the satisfaction of
29 any judgment, order or decree which may be entered against it in any
30 pending suit.

31 **Sec. 27.** RCW 24.03.330 and 2002 c 74 s 13 are each amended to read
32 as follows:

33 The application of the corporation for a certificate of authority
34 shall be delivered to the secretary of state.

35 If the secretary of state finds that such application conforms to

1 law, the secretary of state shall, when all fees have been paid as in
2 this chapter prescribed:

3 (1) Endorse on each of (~~such documents~~) the records the word
4 "Filed," and the date of the filing.

5 (2) File the application and the copy of the articles of
6 incorporation and amendments thereto.

7 (3) Issue a certificate of authority to conduct affairs in this
8 state.

9 An exact or conformed copy of the application bearing the filing
10 endorsement affixed thereto by the secretary of state, shall be
11 returned to the corporation or its representative.

12 **Sec. 28.** RCW 24.03.332 and 1998 c 23 s 12 are each amended to read
13 as follows:

14 For those corporations that have a certificate of authority, are
15 applying for, or intend to apply for a certificate of authority from
16 the insurance commissioner as an insurance company under chapter 48.05
17 RCW, whenever under this chapter corporate (~~documents~~) records are
18 required to be filed with the secretary of state, the (~~documents~~)
19 records shall be filed with the insurance commissioner rather than the
20 secretary of state.

21 **Sec. 29.** RCW 24.03.340 and 1982 c 35 s 101 are each amended to
22 read as follows:

23 Each foreign corporation authorized to conduct affairs in this
24 state shall have and continuously maintain in this state:

25 (1) A registered office which may be, but need not be, the same as
26 its principal office. The registered office shall be at a specific
27 geographic location in this state, and be identified by number, if any,
28 and street, or building address or rural route, or, if a commonly known
29 street or rural route address does not exist, by legal description.
30 A registered office may not be identified by post office box number or
31 other nongeographic address. For purposes of communicating by mail,
32 the secretary of state may permit the use of a post office address in
33 conjunction with the registered office address if the corporation also
34 maintains on file the specific geographic address of the registered
35 office where personal service of process may be made.

1 (2) A registered agent, which agent may be either an individual
2 resident in this state whose business office is identical with such
3 registered office, or a domestic corporation, whether for profit or not
4 for profit, or a foreign corporation, whether for profit or not for
5 profit, authorized to transact business or conduct affairs in this
6 state, having an office identical with such registered office or a
7 domestic limited liability company whose business office is identical
8 with the registered office or a foreign limited liability company
9 authorized to conduct affairs in this state whose business address is
10 identical with the registered office. A registered agent shall not be
11 appointed without having given prior (~~written~~) consent in the form of
12 a record to the appointment. The (~~written~~) consent shall be filed
13 with the secretary of state in such form as the secretary may
14 prescribe. The (~~written~~) consent shall be filed with or as a part of
15 the (~~document~~) record first appointing a registered agent. In the
16 event any individual (~~or~~), corporation, or limited liability company
17 has been appointed agent without consent, that person (~~or~~),
18 corporation, or limited liability company may file a notarized
19 statement attesting to that fact, and the name shall (~~forthwith~~)
20 immediately be removed from the records of the secretary of state.

21 No foreign corporation authorized to transact business in this
22 state may be permitted to maintain any action in any court in this
23 state until the corporation complies with the requirements of this
24 section.

25 **Sec. 30.** RCW 24.03.345 and 1993 c 356 s 6 are each amended to read
26 as follows:

27 A foreign corporation authorized to conduct affairs in this state
28 may change its registered office or change its registered agent, or
29 both, upon filing in the office of the secretary of state in a form
30 approved by the secretary of state a statement setting forth:

31 (1) The name of the corporation.

32 (2) If the current registered office is to be changed, the street
33 address to which the registered office is to be changed.

34 (3) If the current registered agent is to be changed, the name of
35 the new registered agent.

1 (4) That the address of its registered office and the address of
2 the office of its registered agent, as changed, will be identical.

3 Such statement shall be executed by the corporation by an officer
4 of the corporation, and delivered to the secretary of state, together
5 with a (~~written~~) consent, in the form of a record, of the registered
6 agent to (~~his or its~~) the appointment, if applicable. If the
7 secretary of state finds that such statement conforms to the provisions
8 of this chapter, the secretary of state shall endorse thereon the word
9 "Filed," and the month, day, and year of the filing thereof, and file
10 the statement. The change of address of the registered office, or the
11 appointment of a new registered agent, or both, as the case may be,
12 shall become effective upon filing unless a later date is specified.

13 Any registered agent in this state appointed by a foreign
14 corporation may resign as such agent upon filing a (~~written~~) notice
15 thereof, in the form of a record, executed in duplicate, with the
16 secretary of state who shall (~~forthwith mail~~) immediately deliver a
17 copy thereof to the secretary of the foreign corporation at its
18 principal office as shown by its most recent annual report. The
19 appointment of such agent shall terminate upon the expiration of thirty
20 days after receipt of such notice by the secretary of state.

21 If a registered agent changes his or her business address to
22 another place within the state, the registered agent may change such
23 address and the address of the registered office of any corporation of
24 which the registered agent is a registered agent by filing a statement
25 as required by this section, except that it need be (~~signed~~) executed
26 only by the registered agent, it need not be responsive to subsection
27 (3) of this section, and it must recite that a copy of the statement
28 has been (~~mailed~~) delivered to the corporation.

29 **Sec. 31.** RCW 24.03.365 and 1967 c 235 s 74 are each amended to
30 read as follows:

31 A foreign corporation authorized to conduct affairs in this state
32 shall procure an amended certificate of authority in the event it
33 changes its corporate name, or desires to pursue in this state other or
34 additional purposes than those set forth in its prior application for
35 a certificate of authority, by making application therefor to the
36 secretary of state.

1 The requirements in respect to the form and contents of such
2 application, the manner of its execution, the filing of (~~duplicate~~
3 ~~originals thereof~~) the application with the secretary of state, the
4 issuance of an amended certificate of authority and the effect thereof,
5 shall be the same as in the case of an original application for a
6 certificate of authority.

7 **Sec. 32.** RCW 24.03.380 and 1986 c 240 s 50 are each amended to
8 read as follows:

9 (1) The certificate of authority of a foreign corporation to
10 conduct affairs in this state shall be revoked by the secretary of
11 state upon the conditions prescribed in this section when:

12 (a) The corporation has failed to file its annual report within the
13 time required by this chapter, or has failed to pay any fees or
14 penalties prescribed by this chapter when they have become due and
15 payable; or

16 (b) The corporation has failed for thirty days to appoint and
17 maintain a registered agent in this state as required by this chapter;
18 or

19 (c) The corporation has failed, for thirty days after change of its
20 registered agent or registered office, to file in the office of the
21 secretary of state a statement of such change as required by this
22 chapter; or

23 (d) The corporation has continued to exceed or abuse the authority
24 conferred upon it by this chapter; or

25 (e) A misrepresentation has been made of any material matter in any
26 application, report, affidavit, or other (~~document~~) record submitted
27 by such corporation pursuant to this chapter.

28 (2) Prior to revoking a certificate of authority under subsection
29 (1) of this section, the secretary of state shall give the corporation
30 written notice of the corporation's delinquency or omission by first
31 class mail, postage prepaid, addressed to the corporation's registered
32 agent. If, according to the records of the secretary of state, the
33 corporation does not have a registered agent, the notice may be given
34 by mail addressed to the corporation at its last known address or at
35 the address of any officer or director of the corporation, as shown by
36 the records of the secretary of state. Notice is deemed to have been

1 given five days after the date deposited in the United States mail,
2 correctly addressed, and with correct postage affixed. The notice
3 shall inform the corporation that its certificate of authority shall be
4 revoked at the expiration of sixty days following the date the notice
5 had been deemed to have been given, unless it corrects the delinquency
6 or omission within the sixty-day period.

7 (3) Any notice provided by the secretary of state under this
8 section shall be designed to clearly identify and warn the recipient of
9 the contents thereof. A delinquency notice shall provide a succinct
10 and readable description of the delinquency or omission, the date on
11 which dissolution will occur, and the action necessary to cure the
12 delinquency or omission prior to dissolution.

13 (4) The attorney general may take such action regarding revocation
14 of a certificate of authority as is provided by RCW 24.03.250 for the
15 dissolution of a domestic corporation. The procedures of RCW 24.03.250
16 shall apply to any action under this section. The clerk of any
17 superior court entering a decree of revocation of a certificate of
18 authority shall file a certified copy, without cost or filing fee, with
19 the office of the secretary of state.

20 **Sec. 33.** RCW 24.03.410 and 1993 c 269 s 6 are each amended to read
21 as follows:

22 The secretary of state shall establish fees by rule and collect:

23 (1) For furnishing a certified copy of any charter document or any
24 other ((document)) record, instrument, or paper relating to a
25 corporation.

26 (2) For furnishing a certificate, under seal, attesting to the
27 status of a corporation or any other certificate.

28 (3) For furnishing copies of any ((document)) record, instrument or
29 paper relating to a corporation.

30 (4) At the time of any service of process on him or her as
31 registered agent of a corporation an amount that may be recovered as
32 taxable costs by the party to the suit or action causing such service
33 to be made if such party prevails in the suit or action.

34 **Sec. 34.** RCW 24.03.425 and 1967 c 235 s 86 are each amended to
35 read as follows:

1 Each director and officer of a corporation, domestic or foreign,
2 who fails or refuses within the time prescribed by this chapter to
3 answer truthfully and fully interrogatories propounded to him or her by
4 the secretary of state in accordance with the provisions of this
5 chapter, or who signs any articles, statement, report, application or
6 other ((document)) record filed with the secretary of state which is
7 known to such officer or director to be false in any material respect,
8 shall be deemed to be guilty of a misdemeanor, and upon conviction
9 thereof may be fined in any amount not exceeding five hundred dollars.

10 **Sec. 35.** RCW 24.03.430 and 1982 c 35 s 112 are each amended to
11 read as follows:

12 The secretary of state may propound to any corporation, domestic or
13 foreign, subject to the provisions of this chapter, and to any officer
14 or director thereof, such interrogatories as may be reasonably
15 necessary and proper to enable the secretary of state to ascertain
16 whether such corporation has complied with all the provisions of this
17 chapter applicable to such corporation. Such interrogatories shall be
18 answered within thirty days after the mailing thereof, or within such
19 additional time as shall be fixed by the secretary of state, and the
20 answers thereto shall be full and complete and shall be made in writing
21 and under oath. If such interrogatories be directed to an individual
22 they shall be answered by ((him)) that individual, and if directed to
23 a corporation they shall be answered by the president, vice president,
24 secretary or assistant secretary thereof. The secretary of state need
25 not file any ((document)) record to which such interrogatories relate
26 until such interrogatories be answered as herein provided, and not then
27 if the answers thereto disclose that such ((document)) record is not in
28 conformity with the provisions of this chapter. The secretary of state
29 shall certify to the attorney general, for such action as the attorney
30 general may deem appropriate, all interrogatories and answers thereto
31 which disclose a violation of any of the provisions of this chapter.

32 **Sec. 36.** RCW 24.03.445 and 1986 c 240 s 56 are each amended to
33 read as follows:

34 If the secretary of state shall fail to approve any articles of
35 incorporation, amendment, merger, consolidation or dissolution, or any

1 other (~~document~~) record required by this chapter to be approved by
2 the secretary of state before the same shall be filed in his or her
3 office, the secretary of state shall give written notice of disapproval
4 to the person or corporation, domestic or foreign, delivering the same,
5 specifying the reasons therefor. Within thirty days from such
6 disapproval such person or corporation may appeal to the superior court
7 pursuant to the provisions of the administrative procedure act, chapter
8 34.05 RCW.

9 **Sec. 37.** RCW 24.03.450 and 1982 c 35 s 116 are each amended to
10 read as follows:

11 All certificates issued by the secretary of state in accordance
12 with the provisions of this chapter, and all copies of (~~documents~~)
13 records filed in the office of the secretary of state in accordance
14 with the provisions of this chapter when certified by the secretary of
15 state under the seal of the state, shall be taken and received in all
16 courts, public offices, and official bodies as prima facie evidence of
17 the facts therein stated. A certificate by the secretary of state
18 under the seal of this state, as to the existence or nonexistence of
19 the facts relating to corporations which would not appear from a
20 certified copy of any of the (~~foregoing documents~~) records or
21 certificates under this section shall be taken and received in all
22 courts, public offices, and official bodies as prima facie evidence of
23 the existence or nonexistence of the facts therein stated.

24 **Sec. 38.** RCW 24.03.460 and 1967 c 235 s 93 are each amended to
25 read as follows:

26 Whenever any notice is required to be given to any member or
27 director of a corporation under the provisions of this chapter or under
28 the provisions of the articles of incorporation or bylaws of the
29 corporation, a waiver (~~thereof in writing signed~~) in the form of a
30 record executed by the person or persons entitled to such notice,
31 whether before or after the time stated therein, shall be equivalent to
32 the giving of such notice.

33 **Sec. 39.** RCW 24.03.465 and 1967 c 235 s 94 are each amended to
34 read as follows:

1 Any action required by this chapter to be taken at a meeting of the
2 members or directors of a corporation, or any action which may be taken
3 at a meeting of the members or directors, may be taken without a
4 meeting if a consent in (~~writing~~) the form of a record, setting forth
5 the action so taken, shall be (~~signed~~) executed by all of the members
6 entitled to vote with respect to the subject matter thereof, or all of
7 the directors, as the case may be.

8 Such consent shall have the same force and effect as a unanimous
9 vote, and may be stated as such in any articles or (~~document~~) record
10 filed with the secretary of state under this chapter.

11 NEW SECTION. Sec. 40. A new section is added to chapter 24.06 RCW
12 to read as follows:

13 In addition to any other rights and powers granted under this
14 chapter, any mutual or miscellaneous corporation that was organized
15 under this chapter prior to the effective date of this section and
16 conducts its business on a cooperative basis is entitled, by means of
17 an express election contained in its articles of incorporation or
18 bylaws, to avail itself of part or all of the additional rights and
19 powers granted to cooperative associations under RCW 23.86.105(1),
20 23.86.160, and 23.86.170, and, if the corporation is a consumer
21 cooperative, under RCW 23.86.030 (1) and (2)."

22 Correct the title.

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