

SHB 1592 - S AMD 449

By Senators Hargrove, Kline, McCaslin

ADOPTED 04/23/2009

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

3 "Sec. 1. RCW 25.15.270 and 2006 c 48 s 4 are each amended to read  
4 as follows:

5 A limited liability company is dissolved and its affairs shall be  
6 wound up upon the first to occur of the following:

7 (1)(a) The dissolution date, if any, specified in the certificate  
8 of formation. If a dissolution date is not specified in the  
9 certificate of formation, the limited liability company's existence  
10 will continue until the first to occur of the events described in  
11 subsections (2) through (6) of this section. If a dissolution date is  
12 specified in the certificate of formation, the certificate of formation  
13 may be amended and the existence of the limited liability company may  
14 be extended by vote of all the members(~~(+)~~).

15 (b) This subsection does not apply to a limited liability company  
16 formed under RCW 30.08.025 or 32.08.025(~~(+)~~);

17 (2) The happening of events specified in a limited liability  
18 company agreement;

19 (3) The written consent of all members;

20 (4) Unless the limited liability company agreement provides  
21 otherwise, ninety days following an event of dissociation of the last  
22 remaining member, unless those having the rights of assignees in the  
23 limited liability company under RCW 25.15.130(1) have, by the ninetieth  
24 day, voted to admit one or more members, voting as though they were  
25 members, and in the manner set forth in RCW 25.15.120(1);

26 (5) The entry of a decree of judicial dissolution under RCW  
27 25.15.275; or

28 (6) The expiration of (~~(two)~~) five years after the effective date  
29 of dissolution under RCW 25.15.285 without the reinstatement of the  
30 limited liability company.

1           **Sec. 2.** RCW 25.15.290 and 1994 c 211 s 805 are each amended to  
2 read as follows:

3           (1) A limited liability company administratively dissolved under  
4 RCW 25.15.285 may apply to the secretary of state for reinstatement  
5 within (~~two~~) five years after the effective date of dissolution. The  
6 application must:

7           (a) Recite the name of the limited liability company and the  
8 effective date of its administrative dissolution;

9           (b) State that the ground or grounds for dissolution either did not  
10 exist or have been eliminated; and

11           (c) State that the limited liability company's name satisfies the  
12 requirements of RCW 25.15.010.

13           (2) If the secretary of state determines that the application  
14 contains the information required by subsection (1) of this section and  
15 that the name is available, the secretary of state shall reinstate the  
16 limited liability company and give the limited liability company  
17 written notice, as provided in RCW 25.15.285(1), of the reinstatement  
18 that recites the effective date of reinstatement. If the name is not  
19 available, the limited liability company must file with its application  
20 for reinstatement an amendment to its certificate of formation  
21 reflecting a change of name.

22           (3) When the reinstatement is effective, it relates back to and  
23 takes effect as of the effective date of the administrative dissolution  
24 and the limited liability company may resume carrying on its business  
25 as if the administrative dissolution had never occurred.

26           (4) If an application for reinstatement is not made within the  
27 (~~two-year~~) five-year period set forth in subsection (1) of this  
28 section, or if the application made within this period is not granted,  
29 the (~~secretary of state shall cancel the~~) limited liability company's  
30 certificate of formation is deemed canceled.

31           NEW SECTION. **Sec. 3.** A new section is added to chapter 25.15 RCW  
32 under the subchapter heading "Article VIII. Dissolution" to read as  
33 follows:

34           (1) A limited liability company voluntarily dissolved under RCW  
35 25.15.270 may apply to the secretary of state for reinstatement within  
36 one hundred twenty days after the effective date of dissolution. The  
37 application must:

1 (a) Recite the name of the limited liability company and the  
2 effective date of its voluntary dissolution;

3 (b) State that the ground or grounds for voluntary dissolution have  
4 been eliminated; and

5 (c) State that the limited liability company's name satisfies the  
6 requirements of RCW 25.15.010.

7 (2) If the secretary of state determines that the application  
8 contains the information required by subsection (1) of this section and  
9 that the name is available, the secretary of state shall reinstate the  
10 limited liability company and give the limited liability company  
11 written notice of the reinstatement that recites the effective date of  
12 reinstatement. If the name is not available, the limited liability  
13 company must file with its application for reinstatement an amendment  
14 to its certificate of formation reflecting a change of name.

15 (3) When the reinstatement is effective, it relates back to and  
16 takes effect as of the effective date of the voluntary dissolution and  
17 the limited liability company may resume carrying on its business as if  
18 the voluntary dissolution had never occurred.

19 (4) If an application for reinstatement is not made within the one  
20 hundred twenty-day period set forth in subsection (1) of this section,  
21 or if the application made within this period is not granted, the  
22 secretary of state shall cancel the limited liability company's  
23 certificate of formation.

24 **Sec. 4.** RCW 25.05.500 and 1998 c 103 s 1101 are each amended to  
25 read as follows:

26 (1) A partnership which is not a limited liability partnership on  
27 June 11, 1998, may become a limited liability partnership upon the  
28 approval of the terms and conditions upon which it becomes a limited  
29 liability partnership by the vote necessary to amend the partnership  
30 agreement except, in the case of a partnership agreement that expressly  
31 considers obligations to contribute to the partnership, the vote  
32 necessary to amend those provisions, and by filing the applications  
33 required by subsection (2) of this section. A partnership which is a  
34 limited liability partnership on June 11, 1998, continues as a limited  
35 liability partnership under this chapter.

36 (2)(a) To become and to continue as a limited liability  
37 partnership, a partnership shall file with the secretary of state an

1 application stating the name of the partnership; the location of a  
2 registered office, which need not be a place of its activity in this  
3 state; the address of its principal office; if the partnership's  
4 principal office is not located in this state, the address of a  
5 registered office and the name and address of a registered agent for  
6 service of process in this state which the partnership will be required  
7 to continuously maintain; the number of partners; a brief statement of  
8 the business in which the partnership engages; any other matters that  
9 the partnership determines to include; and that the partnership thereby  
10 applies for status as a limited liability partnership.

11 (b) A registered agent for service of process under (a) of this  
12 subsection must be an individual who is a resident of this state or  
13 other person authorized to do business in this state.

14 (3) The application shall be accompanied by a fee of one hundred  
15 seventy-five dollars for each partnership.

16 (4) The secretary of state shall register as a limited liability  
17 partnership any partnership that submits a completed application with  
18 the required fee.

19 (5) A partnership registered under this section shall pay an annual  
20 fee, in each year following the year in which its application is filed,  
21 on a date and in an amount specified by the secretary of state. The  
22 fee must be accompanied by a notice, on a form provided by the  
23 secretary of state, of the number of partners currently in the  
24 partnership and of any material changes in the information contained in  
25 the partnership's application for registration.

26 (6) Registration is effective immediately after the date an  
27 application is filed, and remains effective until:

28 (a) It is voluntarily withdrawn by filing with the secretary of  
29 state a written withdrawal notice executed by a majority of the  
30 partners or by one or more partners or other persons authorized to  
31 execute a withdrawal notice; or

32 (b) Thirty days after receipt by the partnership of a notice from  
33 the secretary of state, which notice shall be sent by first-class mail,  
34 postage prepaid, that the partnership has failed to make timely payment  
35 of the annual fee specified in subsection (5) of this section, unless  
36 the fee is paid within such a thirty-day period.

37 (7) The status of a partnership as a limited liability partnership,  
38 and the liability of the partners thereof, shall not be affected by:

1 (a) Errors in the information stated in an application under subsection  
2 (2) of this section or a notice under subsection (6) of this section;  
3 or (b) changes after the filing of such an application or notice in the  
4 information stated in the application or notice.

5 (8) The secretary of state may provide forms for the application  
6 under subsection (2) of this section or a notice under subsection (6)  
7 of this section.

8 NEW SECTION. **Sec. 5.** CHANGE OF REGISTERED OFFICE OR AGENT FOR  
9 SERVICE OF PROCESS. (1) In order to change its registered office,  
10 registered agent for service of process, or the address of its  
11 registered agent for service of process, a limited liability  
12 partnership must deliver to the secretary of state for filing a  
13 statement of change containing:

14 (a) The name of the limited liability partnership;

15 (b) The street and mailing address of its current registered  
16 office;

17 (c) If the current registered office is to be changed, the street  
18 and mailing address of the new registered office;

19 (d) The name and street and mailing address of its current  
20 registered agent for service of process; and

21 (e) If the current registered agent for service of process or an  
22 address of the registered agent is to be changed, the new information.

23 (2) A statement of change is effective when filed by the secretary  
24 of state.

25 NEW SECTION. **Sec. 6.** RESIGNATION OF REGISTERED AGENT FOR SERVICE  
26 OF PROCESS. (1) In order to resign as a registered agent for service  
27 of process of a limited liability partnership, the registered agent  
28 must deliver to the secretary of state for filing a statement of  
29 resignation containing the name of the limited liability partnership.

30 (2) After receiving a statement of resignation, the secretary of  
31 state shall file it and mail a copy to the registered office of the  
32 limited liability partnership and another copy to the principal office  
33 if the address of the office appears in the records of the secretary of  
34 state and is different from the address of the registered office.

35 (3) A registered agent for service of process is terminated on the

1 thirty-first day after the secretary of state files the statement of  
2 resignation.

3 NEW SECTION. **Sec. 7.** SERVICE OF PROCESS. (1) A registered agent  
4 for service of process appointed by a limited liability partnership is  
5 a registered agent of the limited liability partnership for service of  
6 any process, notice, or demand required or permitted by law to be  
7 served upon the limited liability partnership.

8 (2) If a limited liability partnership does not appoint or maintain  
9 a registered agent for service of process in this state or the  
10 registered agent for service of process cannot with reasonable  
11 diligence be found at the registered agent's address, the secretary of  
12 state is an agent of the limited liability partnership upon whom  
13 process, notice, or demand may be served.

14 (3) Service of any process, notice, or demand on the secretary of  
15 state may be made by delivering to and leaving with the secretary of  
16 state duplicate copies of the process, notice, or demand. If a  
17 process, notice, or demand is served on the secretary of state, the  
18 secretary of state shall forward one of the copies by registered or  
19 certified mail, return receipt requested, to the limited liability  
20 partnership at its registered office.

21 (4) Service is effected under subsection (3) of this section at the  
22 earliest of:

23 (a) The date the limited liability partnership receives the  
24 process, notice, or demand;

25 (b) The date shown on the return receipt, if signed on behalf of  
26 the limited liability partnership; or

27 (c) Five days after the process, notice, or demand is deposited in  
28 the mail, if mailed postpaid and correctly addressed.

29 (5) The secretary of state shall keep a record of each process,  
30 notice, and demand served pursuant to this section and record the time  
31 of, and the action taken regarding, the service.

32 (6) This section does not affect the right to serve process,  
33 notice, or demand in any other manner provided by law.

34 NEW SECTION. **Sec. 8.** REGISTERED OFFICE AND AGENT FOR SERVICE OF  
35 PROCESS. (1) A foreign limited liability partnership shall designate  
36 and continuously maintain in this state:

1 (a) A registered office, which need not be a place of its activity  
2 in this state; and

3 (b) A registered agent for service of process.

4 (2) A registered agent for service of process of a foreign limited  
5 liability partnership must be an individual who is a resident of this  
6 state or other person authorized to do business in this state.

7 NEW SECTION. **Sec. 9.** CHANGE OF REGISTERED OFFICE OR AGENT FOR  
8 SERVICE OF PROCESS. (1) In order to change its registered office,  
9 registered agent for service of process, or the address of its  
10 registered agent for service of process, a foreign limited liability  
11 partnership must deliver to the secretary of state for filing a  
12 statement of change containing:

13 (a) The name of the foreign limited liability partnership;

14 (b) The street and mailing address of its current registered  
15 office;

16 (c) If the current registered office is to be changed, the street  
17 and mailing address of the new registered office;

18 (d) The name and street and mailing address of its current  
19 registered agent for service of process; and

20 (e) If the current registered agent for service of process or an  
21 address of the registered agent is to be changed, the new information.

22 (2) A statement of change is effective when filed by the secretary  
23 of state.

24 NEW SECTION. **Sec. 10.** RESIGNATION OF REGISTERED AGENT FOR SERVICE  
25 OF PROCESS. (1) In order to resign as a registered agent for service  
26 of process of a foreign limited liability partnership, the registered  
27 agent must deliver to the secretary of state for filing a statement of  
28 resignation containing the name of the foreign limited liability  
29 partnership.

30 (2) After receiving a statement of resignation, the secretary of  
31 state shall file it and mail a copy to the registered office of the  
32 foreign limited liability partnership and another copy to the principal  
33 office if the address of the office appears in the records of the  
34 secretary of state and is different from the address of the registered  
35 office.

1 (3) A registered agent for service of process is terminated on the  
2 thirty-first day after the secretary of state files the statement of  
3 resignation.

4 NEW SECTION. **Sec. 11.** SERVICE OF PROCESS. (1) A registered agent  
5 for service of process appointed by a foreign limited liability  
6 partnership is a registered agent of the foreign limited liability  
7 partnership for service of any process, notice, or demand required or  
8 permitted by law to be served upon the foreign limited liability  
9 partnership.

10 (2) If a foreign limited liability partnership does not appoint or  
11 maintain a registered agent for service of process in this state or the  
12 registered agent for service of process cannot with reasonable  
13 diligence be found at the registered agent's address, the secretary of  
14 state is an agent of the foreign limited liability partnership upon  
15 whom process, notice, or demand may be served.

16 (3) Service of any process, notice, or demand on the secretary of  
17 state may be made by delivering to and leaving with the secretary of  
18 state duplicate copies of the process, notice, or demand. If a  
19 process, notice, or demand is served on the secretary of state, the  
20 secretary of state shall forward one of the copies by registered or  
21 certified mail, return receipt requested, to the foreign limited  
22 liability partnership at its registered office.

23 (4) Service is effected under subsection (3) of this section at the  
24 earliest of:

25 (a) The date the foreign limited liability partnership receives the  
26 process, notice, or demand;

27 (b) The date shown on the return receipt, if signed on behalf of  
28 the foreign limited liability partnership; or

29 (c) Five days after the process, notice, or demand is deposited in  
30 the mail, if mailed postpaid and correctly addressed.

31 (5) The secretary of state shall keep a record of each process,  
32 notice, and demand served pursuant to this section and record the time  
33 of, and the action taken regarding, the service.

34 (6) This section does not affect the right to serve process,  
35 notice, or demand in any other manner provided by law.



1           **Sec. 12.** RCW 25.05.560 and 1998 c 103 s 1203 are each amended to  
2 read as follows:

3           (1) A foreign limited liability partnership transacting business in  
4 this state may not maintain an action or proceeding in this state  
5 unless it has in effect a registration as a foreign limited liability  
6 partnership.

7           (2) The failure of a foreign limited liability partnership to have  
8 in effect a registration as a foreign limited liability partnership  
9 does not impair the validity of a contract or act of the foreign  
10 limited liability partnership or preclude it from defending an action  
11 or proceeding in this state.

12           (3) A limitation on personal liability of a partner is not waived  
13 solely by transacting business in this state without registration as a  
14 foreign limited liability partnership.

15           (4) If a foreign limited liability partnership transacts business  
16 in this state without a registration as a foreign limited liability  
17 partnership, the secretary of state is its agent, as set forth under  
18 section 11 of this act, for service of process with respect to a right  
19 of action arising out of the transaction of business in this state.

20           NEW SECTION. **Sec. 13.** A new section is added to chapter 24.12 RCW  
21 to read as follows:

22           (1) Each corporation sole registered in this state shall file, with  
23 a ten dollar filing fee and within the time prescribed by this chapter,  
24 an annual report in the form prescribed by the secretary of state. The  
25 report shall set forth:

26           (a) The name of the corporation sole and the state or country under  
27 the laws of which it is incorporated;

28           (b) The address of the principal place of business of the  
29 corporation sole in this state including street and number;

30           (c) The name and respective address of the bishop, overseer, or  
31 presiding elder of the corporation sole; and

32           (d) The corporation sole's unified business identifier number.

33           (2)(a) The information shall be given as of the date of the  
34 execution of the report. It shall be executed by the corporation sole  
35 by an officer of the corporation sole or, if the corporation sole is in  
36 the hands of a receiver or trustee, it shall be executed on behalf of  
37 the corporation sole by such receiver or trustee.

1 (b) The secretary of state may provide that correcting or updating  
2 information appearing on previous annual or biennial filings is  
3 sufficient to constitute the current filing.

4 (3) The secretary may administratively dissolve a corporation sole  
5 that does not comply with this section. However, the secretary shall  
6 reinstate a corporation sole administratively dissolved under this  
7 subsection if the corporation sole complies with the requirements of  
8 section 15 of this act within five years of the administrative  
9 dissolution.

10 NEW SECTION. **Sec. 14.** A new section is added to chapter 24.12 RCW  
11 to read as follows:

12 (1) Not less than thirty days prior to a corporation sole's renewal  
13 date, the secretary of state shall mail to each corporation sole, by  
14 first-class mail addressed to its registered office, a notice that its  
15 annual report must be filed as required by this chapter, and stating  
16 that if it fails to file its annual report it shall be dissolved or its  
17 certificate of authority revoked, as the case may be. Failure of the  
18 secretary of state to mail the notice does not relieve a corporation  
19 sole from its obligation to file the annual reports required by this  
20 chapter.

21 (2)(a) The report of a corporation sole shall be delivered to the  
22 secretary of state on an annual renewal date as the secretary of state  
23 may establish. The secretary of state may adopt rules to establish  
24 biennial reporting dates and to stagger reporting dates.

25 (b) If the secretary of state finds that the report substantially  
26 conforms to the requirements of this chapter, the secretary of state  
27 shall file that report.

28 NEW SECTION. **Sec. 15.** A new section is added to chapter 24.12 RCW  
29 to read as follows:

30 (1) The secretary of state shall, when exigent or mitigating  
31 circumstances are presented, reinstate to full active status any  
32 corporation sole previously in good standing that would otherwise be  
33 penalized or lose its active status. Any corporation sole desiring to  
34 seek relief under this section shall, within five years of the missed  
35 filing or lapse, notify the secretary of state in writing. The  
36 notification must include the name and mailing address of the

1 corporation sole, the corporate sole officer to whom correspondence  
2 should be sent, and a statement under oath by a responsible corporate  
3 sole officer, setting forth the nature of the missed filing or lapse,  
4 the circumstances of the missed filing or lapse, that disproportionate  
5 harm would occur to the corporation sole if relief were not granted,  
6 and the relief sought.

7 (2) Upon receipt of the notice under subsection (1) of this  
8 section, the secretary of state shall investigate the circumstances of  
9 the missed filing or lapse.

10 (a) If the secretary of state is satisfied that sufficient exigent  
11 or mitigating circumstances exist; that the corporation sole has  
12 demonstrated good faith and a reasonable attempt to comply with the  
13 applicable corporate sole license statutes of this state; that  
14 disproportionate harm would occur to the corporation sole if relief  
15 were not granted; and that relief would not be contrary to the public  
16 interest expressed in this title, the secretary may issue an order  
17 reinstating the corporation sole and specifying any terms and  
18 conditions of the relief. Reinstatement may relate back to the date of  
19 lapse or dissolution.

20 (b) If the secretary of state determines the request does not  
21 comply with the requirements for relief, the secretary shall issue an  
22 order denying the requested relief and stating the reasons for the  
23 denial. Any denial of relief by the secretary of state is final and is  
24 not appealable.

25 (c) The secretary of state shall keep records of all requests for  
26 relief and the disposition of the requests. The secretary of state  
27 shall annually report to the legislature the number of relief requests  
28 received in the preceding year and a summary of the secretary's  
29 disposition of the requests.

30 NEW SECTION. **Sec. 16.** A new section is added to chapter 24.12 RCW  
31 to read as follows:

32 Effective August 1, 2009, a corporation sole may not be formed or  
33 incorporated under this chapter.

34 NEW SECTION. **Sec. 17.** Sections 5 through 7 of this act are each  
35 added to chapter 25.05 RCW under the subchapter heading "Article 11  
36 Limited Liability Partnership."

1        NEW SECTION.   **Sec. 18.**   Sections 8 through 11 of this act are each  
2 added to chapter 25.05 RCW under the subchapter heading "Article 12  
3 Foreign Limited Liability Partnership."

4        NEW SECTION.   **Sec. 19.**   Captions used in this act are not any part  
5 of the law."

**SHB 1592** - S AMD

By Senators Hargrove, Kline, McCaslin

**ADOPTED 04/23/2009**

6        On page 1, line 2 of the title, after "state;" strike the remainder  
7 of the title and insert "amending RCW 25.15.270, 25.15.290, 25.05.500,  
8 and 25.05.560; adding a new section to chapter 25.15 RCW; adding new  
9 sections to chapter 24.12 RCW; adding new sections to chapter 25.05  
10 RCW; and creating a new section."

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