

SHB 2657 - S COMM AMD  
By Committee on Judiciary

ADOPTED 03/02/2010

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

3 "Sec. 1. RCW 25.15.005 and 2008 c 198 s 4 are each amended to read  
4 as follows:

5 The definitions in this section apply throughout this chapter  
6 unless the context clearly requires otherwise.

7 (1) "Certificate of formation" means the certificate referred to in  
8 RCW 25.15.070, and the certificate as amended.

9 (2) "Event of dissociation" means an event that causes a person to  
10 cease to be a member as provided in RCW 25.15.130.

11 (3) "Foreign limited liability company" means an entity that is  
12 formed under:

13 (a) The limited liability company laws of any state other than this  
14 state; or

15 (b) The laws of any foreign country that is: (i) An unincorporated  
16 association, (ii) formed under a statute pursuant to which an  
17 association may be formed that affords to each of its members limited  
18 liability with respect to the liabilities of the entity, and (iii) not  
19 required, in order to transact business or conduct affairs in this  
20 state, to be registered or qualified under Title 23B or 24 RCW, or any  
21 other chapter of the Revised Code of Washington authorizing the  
22 formation of a domestic entity and the registration or qualification in  
23 this state of similar entities formed under the laws of a jurisdiction  
24 other than this state.

25 (4) "Limited liability company" and "domestic limited liability  
26 company" means a limited liability company having one or more members  
27 that is organized and existing under this chapter.

28 (5) "Limited liability company agreement" means any written  
29 agreement of the members, or any written statement of the sole member,

1 as to the affairs of a limited liability company and the conduct of its  
2 business which is binding upon the member or members.

3 (6) "Limited liability company interest" means a member's share of  
4 the profits and losses of a limited liability company and a member's  
5 right to receive distributions of the limited liability company's  
6 assets.

7 (7) "Manager" or "managers" means, with respect to a limited  
8 liability company that has set forth in its certificate of formation  
9 that it is to be managed by managers, the person, or persons designated  
10 in accordance with RCW 25.15.150(2).

11 (8) "Member" means a person who has been admitted to a limited  
12 liability company as a member as provided in RCW 25.15.115 and who has  
13 not been dissociated from the limited liability company.

14 (9) "Person" means an individual, corporation, business trust,  
15 estate, trust, partnership, limited liability company, association,  
16 joint venture, government, governmental subdivision, agency, or  
17 instrumentality, or a separate legal entity comprised of two or more of  
18 these entities, or any other legal or commercial entity.

19 (10) "Professional limited liability company" means a limited  
20 liability company which is organized for the purpose of rendering  
21 professional service and whose certificate of formation sets forth that  
22 it is a professional limited liability company subject to RCW  
23 25.15.045.

24 (11) "Professional service" means the same as defined under RCW  
25 18.100.030.

26 (12) "Record" means information that is inscribed on a tangible  
27 medium or that is stored in an electronic or other medium and is  
28 retrievable in perceivable form.

29 (13) "State" means the District of Columbia or the Commonwealth of  
30 Puerto Rico or any state, territory, possession, or other jurisdiction  
31 of the United States other than the state of Washington.

32 **Sec. 2.** RCW 25.15.070 and 1994 c 211 s 201 are each amended to  
33 read as follows:

34 (1) In order to form a limited liability company, one or more  
35 persons must execute a certificate of formation. The certificate of  
36 formation shall be filed in the office of the secretary of state and  
37 set forth:

- 1 (a) The name of the limited liability company;
- 2 (b) The address of the registered office and the name and address  
3 of the registered agent for service of process required to be  
4 maintained by RCW 25.15.020;
- 5 (c) The address of the principal place of business of the limited  
6 liability company;
- 7 (d) If the limited liability company is to have a specific date of  
8 dissolution, the latest date on which the limited liability company is  
9 to dissolve;
- 10 (e) If management of the limited liability company is vested in a  
11 manager or managers, a statement to that effect;
- 12 (f) Any other matters the members decide to include therein; and
- 13 (g) The name and address of each person executing the certificate  
14 of formation.

15 (2) Effect of filing:

16 (a) Unless a delayed effective date is specified, a limited  
17 liability company is formed when its certificate of formation is filed  
18 by the secretary of state. A delayed effective date for a certificate  
19 of formation may be no later than the ninetieth day after the date it  
20 is filed.

21 (b) The secretary of state's filing of the certificate of formation  
22 is conclusive proof that the persons executing the certificate  
23 satisfied all conditions precedent to the formation (~~(except in a~~  
24 ~~proceeding by the state to cancel the certificate)~~).

25 (c) A limited liability company formed under this chapter shall be  
26 a separate legal entity(~~(, the existence of which as a separate legal~~  
27 ~~entity shall continue until cancellation of the limited liability~~  
28 ~~company's certificate of formation)~~).

29 **Sec. 3.** RCW 25.15.085 and 2002 c 74 s 17 are each amended to read  
30 as follows:

31 (1) Each document required by this chapter to be filed in the  
32 office of the secretary of state shall be executed in the following  
33 manner, or in compliance with the rules established to facilitate  
34 electronic filing under RCW 25.15.007, except as set forth in RCW  
35 25.15.105(4)(b):

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

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

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

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

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

9 (f) A certificate of (~~cancellation~~) dissolution must be signed by  
10 the person or persons authorized to wind up the limited liability  
11 company's affairs pursuant to RCW 25.15.295(~~(+1)~~) (3);

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

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

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

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

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

1       **Sec. 4.** RCW 25.15.095 and 2002 c 74 s 18 are each amended to read  
2 as follows:

3       (1) The original signed copy, together with a duplicate copy that  
4 may be either a signed, photocopied, or conformed copy, of the  
5 certificate of formation or any other document required to be filed  
6 pursuant to this chapter, except as set forth under RCW 25.15.105 or  
7 unless a duplicate is not required under rules adopted under RCW  
8 25.15.007, shall be delivered to the secretary of state. If the  
9 secretary of state determines that the documents conform to the filing  
10 provisions of this chapter, he or she shall, when all required filing  
11 fees have been paid:

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

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

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

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

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

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

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

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

1 ~~articles of merger which act as a certificate of cancellation, or upon~~  
2 ~~the future effective date or time of a certificate of cancellation (or~~  
3 ~~a judicial decree thereof) or of articles of merger which act as a~~  
4 ~~certificate of cancellation, as provided for therein, or as specified~~  
5 ~~in RCW 25.15.290, the certificate of formation is canceled.))~~

6 **Sec. 5.** RCW 25.15.270 and 2009 c 437 s 1 are each amended to read  
7 as follows:

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

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

18 (b) This subsection does not apply to a limited liability company  
19 formed under RCW 30.08.025 or 32.08.025;

20 (2) The happening of events specified in a limited liability  
21 company agreement;

22 (3) The written consent of all members;

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

29 (5) The entry of a decree of judicial dissolution under RCW  
30 25.15.275; or

31 (6) The ~~((expiration of five years after the effective date of~~  
32 ~~dissolution under RCW 25.15.285 without the reinstatement))~~  
33 administrative dissolution of the limited liability company by the  
34 secretary of state under RCW 25.15.285(2), unless the limited liability  
35 company is reinstated by the secretary of state under RCW 25.15.290.

1        NEW SECTION.    **Sec. 6.**    A new section is added to chapter 25.15 RCW  
2 to read as follows:

3        (1) After dissolution occurs under RCW 25.15.270, the limited  
4 liability company may deliver to the secretary of state for filing a  
5 certificate of dissolution signed in accordance with RCW 25.15.085.

6        (2) A certificate of dissolution filed under subsection (1) of this  
7 section must set forth:

8            (a) The name of the limited liability company; and

9            (b) A statement that the limited liability company is dissolved  
10 under RCW 25.15.270.

11        **Sec. 7.**    RCW 25.15.290 and 2009 c 437 s 2 are each amended to read  
12 as follows:

13        (1) A limited liability company that has been administratively  
14 dissolved under RCW 25.15.285 may apply to the secretary of state for  
15 reinstatement within five years after the effective date of  
16 dissolution. The application must be delivered to the secretary of  
17 state for filing and state:

18            (a) ~~((Recite))~~ The name of the limited liability company and the  
19 effective date of its administrative dissolution;

20            (b) ~~((State))~~ That the ground or grounds for dissolution either did  
21 not exist or have been eliminated; and

22            (c) ~~((State))~~ That the limited liability company's name satisfies  
23 the requirements of RCW 25.15.010.

24        (2) If the secretary of state determines that ~~((the))~~ an  
25 application contains the information required by subsection (1) of this  
26 section and that the name is available, the secretary of state shall  
27 reinstate the limited liability company and give the limited liability  
28 company written notice, as provided in RCW 25.15.285(1), of the  
29 reinstatement that recites the effective date of reinstatement. If the  
30 name is not available, the limited liability company must file with its  
31 application for reinstatement an amendment to its certificate of  
32 formation reflecting a change of name.

33        (3) When ~~((the))~~ reinstatement ~~((is))~~ becomes effective, it relates  
34 back to and takes effect as of the effective date of the administrative  
35 dissolution and the limited liability company may resume carrying on  
36 its ~~((business))~~ activities as if the administrative dissolution had  
37 never occurred.

1       ~~((4) If an application for reinstatement is not made within the~~  
2 ~~five-year period set forth in subsection (1) of this section, or if the~~  
3 ~~application made within this period is not granted, the limited~~  
4 ~~liability company's certificate of formation is deemed canceled.))~~

5       **Sec. 8.** RCW 25.15.293 and 2009 c 437 s 3 are each amended to read  
6 as follows:

7       (1) A limited liability company (~~voluntarily~~) dissolved under RCW  
8 25.15.270 (2) or (3) that has filed a certificate of dissolution under  
9 section 6 of this act may (~~apply to the secretary of state for~~  
10 ~~reinstatement~~) revoke its dissolution within one hundred twenty days  
11 (~~after the effective date~~) of filing its certificate of dissolution.  
12 (~~The application must:~~

13       ~~(a) Recite the name of the limited liability company and the~~  
14 ~~effective date of its voluntary dissolution;~~

15       ~~(b) State that the ground or grounds for voluntary dissolution have~~  
16 ~~been eliminated; and~~

17       ~~(c) State that the limited liability company's name satisfies the~~  
18 ~~requirements of RCW 25.15.010.~~

19       ~~(2) If the secretary of state determines that the application~~  
20 ~~contains the information required by subsection (1) of this section and~~  
21 ~~that the name is available, the secretary of state shall reinstate the~~  
22 ~~limited liability company and give the limited liability company~~  
23 ~~written notice of the reinstatement that recites the effective date of~~  
24 ~~reinstatement. If the name is not available, the limited liability~~  
25 ~~company must file with its application for reinstatement an amendment~~  
26 ~~to its certificate of formation reflecting a change of name.~~

27       ~~(3) When the reinstatement is effective, it relates back to and~~  
28 ~~takes effect as of the effective date of the voluntary dissolution and~~  
29 ~~the limited liability company may resume carrying on its business as if~~  
30 ~~the voluntary dissolution had never occurred.~~

31       ~~(4) If an application for reinstatement is not made within the one~~  
32 ~~hundred twenty-day period set forth in subsection (1) of this section,~~  
33 ~~or if the application made within this period is not granted, the~~  
34 ~~secretary of state shall cancel the limited liability company's~~  
35 ~~certificate of formation.))~~

36       (2)(a) Except as provided in (b) of this subsection, revocation of  
37 dissolution must be approved in the same manner as the dissolution was



1 approved unless that approval permitted revocation in some other  
2 manner, in which event the dissolution may be revoked in the manner  
3 permitted.

4 (b) If dissolution occurred upon the happening of events specified  
5 in the limited liability company agreement, revocation of dissolution  
6 must be approved in the manner necessary to amend the provisions of the  
7 limited liability company agreement specifying the events of  
8 dissolution.

9 (3) After the revocation of dissolution is approved, the limited  
10 liability company may revoke the dissolution and the certificate of  
11 dissolution by delivering to the secretary of state for filing a  
12 certificate of revocation of dissolution that sets forth:

13 (a) The name of the limited liability company and a statement that  
14 the name satisfies the requirements of RCW 25.15.010; if the name is  
15 not available, the limited liability company must file a certificate of  
16 amendment changing its name with the certificate of revocation of  
17 dissolution;

18 (b) The effective date of the dissolution that was revoked;

19 (c) The date that the revocation of dissolution was approved;

20 (d) If the limited liability company's managers revoked the  
21 dissolution, a statement to that effect;

22 (e) If the limited liability company's managers revoked a  
23 dissolution approved by the company's members, a statement that  
24 revocation was permitted by action by the managers alone pursuant to  
25 that approval; and

26 (f) If member approval was required to revoke the dissolution, a  
27 statement that revocation of the dissolution was duly approved by the  
28 members in accordance with subsection (2) of this section.

29 (4) Revocation of dissolution and revocation of the certificate of  
30 dissolution are effective upon the filing of the certificate of  
31 revocation of dissolution.

32 (5) When the revocation of dissolution and revocation of the  
33 certificate of dissolution are effective, they relate back to and take  
34 effect as of the effective date of the dissolution and the limited  
35 liability company resumes carrying on its activities as if the  
36 dissolution had never occurred.

1           **Sec. 9.** RCW 25.15.295 and 1994 c 211 s 806 are each amended to  
2 read as follows:

3           ~~((1) Unless otherwise provided in a limited liability company  
4 agreement, a manager who has not wrongfully dissolved a limited  
5 liability company or, if none, the members or a person approved by the  
6 members or, if there is more than one class or group of members, then  
7 by each class or group of members, in either case, by members  
8 contributing, or required to contribute, more than fifty percent of the  
9 agreed value (as stated in the records of the limited liability company  
10 required to be kept pursuant to RCW 25.15.135) of the contributions  
11 made, or required to be made, by all members, or by the members in each  
12 class or group, as appropriate, may wind up the limited liability  
13 company's affairs. The superior courts, upon cause shown, may wind up  
14 the limited liability company's affairs upon application of any member  
15 or manager, his or her legal representative or assignee, and in  
16 connection therewith, may appoint a receiver.~~

17           ~~(2) Upon dissolution of a limited liability company and until the  
18 filing of a certificate of cancellation as provided in RCW 25.15.080,  
19 the persons winding up the limited liability company's affairs may, in  
20 the name of, and for and on behalf of, the limited liability company,  
21 prosecute and defend suits, whether civil, criminal, or administrative,  
22 gradually settle and close the limited liability company's business,  
23 dispose of and convey the limited liability company's property,  
24 discharge or make reasonable provision for the limited liability  
25 company's liabilities, and distribute to the members any remaining  
26 assets of the limited liability company.)~~

27           (1) A limited liability company continues after dissolution only  
28 for the purpose of winding up its activities.

29           (2) In winding up its activities, the limited liability company:

30           (a) May file a certificate of dissolution with the secretary of  
31 state to provide notice that the limited liability company is  
32 dissolved, preserve the limited liability company's business or  
33 property as a going concern for a reasonable time, prosecute and defend  
34 actions and proceedings, whether civil, criminal, or administrative,  
35 transfer the limited liability company's property, settle disputes, and  
36 perform other necessary acts; and

37           (b) Shall discharge the limited liability company's liabilities,

1 settle and close the limited liability company's activities, and  
2 marshal and distribute the assets of the company.

3 (3) Unless otherwise provided in a limited liability company  
4 agreement, the persons responsible for managing the business and  
5 affairs of a limited liability company under RCW 25.15.150 are  
6 responsible for winding up the activities of a dissolved limited  
7 liability company. If a dissolved limited liability company does not  
8 have any managers or members, the legal representative of the last  
9 person to have been a member may wind up the activities of the  
10 dissolved limited liability company, in which event the legal  
11 representative is a manager for the purposes of RCW 25.15.155.

12 (4) If the persons responsible for winding up the activities of a  
13 dissolved limited liability company under subsection (3) of this  
14 section decline or fail to wind up the limited liability company's  
15 activities, a person to wind up the dissolved limited liability  
16 company's activities may be appointed by the consent of the transferees  
17 owning a majority of the rights to receive distributions as transferees  
18 at the time consent is to be effective. A person appointed under this  
19 subsection:

20 (a) Is a manager for the purposes of RCW 25.15.155; and

21 (b) Shall promptly amend the certificate of formation to state:

22 (i) The name of the person who has been appointed to wind up the  
23 limited liability company; and

24 (ii) The street and mailing address of the person.

25 (5) The superior court may order judicial supervision of the  
26 winding up, including the appointment of a person to wind up the  
27 dissolved limited liability company's activities, if:

28 (a) On application of a member, the applicant establishes good  
29 cause; or

30 (b) On application of a transferee, a limited liability company  
31 does not have any managers or members and within a reasonable time  
32 following the dissolution no person has been appointed pursuant to  
33 subsection (3) or (4) of this section.

34 NEW SECTION. Sec. 10. A new section is added to chapter 25.15 RCW  
35 to read as follows:

36 (1) A dissolved limited liability company that has filed a

1 certificate of dissolution with the secretary of state may dispose of  
2 the known claims against it by following the procedure described in  
3 subsection (2) of this section.

4 (2) A dissolved limited liability company may notify its known  
5 claimants of the dissolution in a record. The notice must:

6 (a) Specify the information required to be included in a known  
7 claim;

8 (b) Provide a mailing address to which the known claim must be  
9 sent;

10 (c) State the deadline for receipt of the known claim, which may  
11 not be fewer than one hundred twenty days after the date the notice is  
12 received by the claimant; and

13 (d) State that the known claim will be barred if not received by  
14 the deadline.

15 (3) A known claim against a dissolved limited liability company is  
16 barred if the requirements of subsection (2) of this section are met  
17 and:

18 (a) The known claim is not received by the specified deadline; or

19 (b) In the case of a known claim that is timely received but  
20 rejected by the dissolved limited liability company, the claimant does  
21 not commence an action to enforce the known claim against the limited  
22 liability company within ninety days after the receipt of the notice of  
23 rejection.

24 (4) For purposes of this section, "known claim" means any claim or  
25 liability that either:

26 (a)(i) Has matured sufficiently, before or after the effective date  
27 of the dissolution, to be legally capable of assertion against the  
28 dissolved limited liability company, whether or not the amount of the  
29 claim or liability is known or determinable; or (ii) is unmatured,  
30 conditional, or otherwise contingent but may subsequently arise under  
31 any executory contract to which the dissolved limited liability company  
32 is a party, other than under an implied or statutory warranty as to any  
33 product manufactured, sold, distributed, or handled by the dissolved  
34 limited liability company; and

35 (b) As to which the dissolved limited liability company has  
36 knowledge of the identity and the mailing address of the holder of the  
37 claim or liability and, in the case of a matured and legally assertable

1 claim or liability, actual knowledge of existing facts that either (i)  
2 could be asserted to give rise to, or (ii) indicate an intention by the  
3 holder to assert, such a matured claim or liability.

4 **Sec. 11.** RCW 25.15.303 and 2006 c 325 s 1 are each amended to read  
5 as follows:

6 Except as provided in section 10 of this act, the dissolution of a  
7 limited liability company does not take away or impair any remedy  
8 available to or against that limited liability company, its managers,  
9 or its members for any right or claim existing, or any liability  
10 incurred at any time, whether prior to or after dissolution, unless the  
11 limited liability company has filed a certificate of dissolution under  
12 section 6 of this act, that has not been revoked under RCW 25.15.293,  
13 and an action or other proceeding thereon is not commenced within three  
14 years after the ((effective date)) filing of the certificate of  
15 dissolution. Such an action or proceeding by or against the limited  
16 liability company may be prosecuted or defended by the limited  
17 liability company in its own name.

18 **Sec. 12.** RCW 25.15.340 and 1994 c 211 s 907 are each amended to  
19 read as follows:

20 (1) A foreign limited liability company doing business in this  
21 state may not maintain any action, suit, or proceeding in this state  
22 until it has registered in this state, and has paid to this state all  
23 fees and penalties for the years or parts thereof, during which it did  
24 business in this state without having registered.

25 (2) Neither the failure of a foreign limited liability company to  
26 register in this state ((does not impair)) nor the issuance of a  
27 certificate of cancellation with respect to a foreign limited liability  
28 company's registration in this state impairs:

29 (a) The validity of any contract or act of the foreign limited  
30 liability company;

31 (b) The right of any other party to the contract to maintain any  
32 action, suit, or proceeding on the contract; or

33 (c) ~~((Prevent))~~ The foreign limited liability company from  
34 defending any action, suit, or proceeding in any court of this state.

35 (3) A member or a manager of a foreign limited liability company is

1 not liable for the obligations of the foreign limited liability company  
2 solely by reason of the limited liability company's having done  
3 business in this state without registration.

4 **Sec. 13.** RCW 25.15.805 and 1994 c 211 s 1302 are each amended to  
5 read as follows:

6 (1) The secretary of state shall adopt rules establishing fees  
7 which shall be charged and collected for:

8 (a) Filing of a certificate of formation for a domestic limited  
9 liability company or an application for registration of a foreign  
10 limited liability company;

11 (b) Filing of a certificate of (~~cancellation~~) dissolution for a  
12 domestic (~~or foreign~~) limited liability company;

13 (c) Filing a certificate of cancellation for a foreign limited  
14 liability company;

15 (d) Filing of a certificate of amendment or restatement for a  
16 domestic or foreign limited liability company;

17 (~~(d)~~) (e) Filing an application to reserve, register, or transfer  
18 a limited liability company name;

19 (~~(e)~~) (f) Filing any other certificate, statement, or report  
20 authorized or permitted to be filed;

21 (~~(f)~~) (g) Copies, certified copies, certificates, service of  
22 process filings, and expedited filings or other special services.

23 (2) In the establishment of a fee schedule, the secretary of state  
24 shall, insofar as is possible and reasonable, be guided by the fee  
25 schedule provided for corporations governed by Title 23B RCW. Fees for  
26 copies, certified copies, certificates of record, and service of  
27 process filings shall be as provided for in RCW 23B.01.220.

28 (3) All fees collected by the secretary of state shall be deposited  
29 with the state treasurer pursuant to law.

30 NEW SECTION. **Sec. 14.** RCW 25.15.080 (Cancellation of certificate)  
31 and 1994 c 211 s 203 are each repealed."

ADOPTED 03/02/2010

1           On page 1, line 1 of the title, after "companies;" strike the  
2 remainder of the title and insert "amending RCW 25.15.005, 25.15.070,  
3 25.15.085, 25.15.095, 25.15.270, 25.15.290, 25.15.293, 25.15.295,  
4 25.15.303, 25.15.340, and 25.15.805; adding new sections to chapter  
5 25.15 RCW; and repealing RCW 25.15.080."

EFFECT: Adds a definition for the term "record." Removes the requirement that an LLC file a copy of the certificate of dissolution with the Secretary of State when filing a certificate of revocation of dissolution. Clarifies that claims against an LLC may survive beyond three years if the LLC fails to file a certificate of dissolution, or if the LLC revokes the certificate of dissolution.

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