
HOUSE BILL 1264

State of Washington 61st Legislature 2009 Regular Session

By Representatives Springer, Rodne, and Eddy

Read first time 01/16/09. Referred to Committee on Judiciary.

1 AN ACT Relating to creation and registration of entities formed by
2 public agencies; amending RCW 24.03.050, 24.06.050, 25.05.005,
3 25.10.040, and 25.15.020; and reenacting RCW 39.34.030.

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

5 **Sec. 1.** RCW 24.03.050 and 2004 c 265 s 8 are each amended to read
6 as follows:

7 Each corporation shall have and continuously maintain in this
8 state:

9 (1) A registered office which may be, but need not be, the same as
10 its principal office. The registered office shall be at a specific
11 geographic location in this state, and be identified by number, if any,
12 and street, or building address or rural route, or, if a commonly known
13 street or rural route address does not exist, by legal description. A
14 registered office may not be identified by post office box number or
15 other nongeographic address. For purposes of communicating by mail,
16 the secretary of state may permit the use of a post office address in
17 conjunction with the registered office address if the corporation also
18 maintains on file the specific geographic address of the registered
19 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 governmental body or agency, or a foreign corporation,
5 whether for profit or not for profit, authorized to transact business
6 or conduct affairs in this state, having an office identical with such
7 registered office, or a domestic limited liability company whose
8 business office is identical with the registered office, or a foreign
9 limited liability company authorized to conduct affairs in this state
10 whose business address is identical with the registered office. A
11 registered agent shall not be appointed without having given prior
12 consent to the appointment, in the form of a record. The consent shall
13 be filed with the secretary of state in such form as the secretary may
14 prescribe. The consent shall be filed with or as a part of the record
15 first appointing a registered agent. In the event any individual,
16 corporation, or limited liability company has been appointed agent
17 without consent, that person, corporation, or limited liability company
18 may file a notarized statement attesting to that fact, and the name
19 shall immediately be removed from the records of the secretary of
20 state.

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

25 **Sec. 2.** RCW 24.06.050 and 1993 c 356 s 15 are each amended to read
26 as follows:

27 Each domestic corporation and foreign corporation authorized to do
28 business in this state shall have and continuously maintain in this
29 state:

30 (1) A registered office which may be, but need not be, the same as
31 its principal office. The registered office shall be at a specific
32 geographic location in this state, and be identified by number, if any,
33 and street, or building address or rural route, or, if a commonly known
34 street or rural route address does not exist, by legal description. A
35 registered office may not be identified by post office box number or
36 other nongeographic address. For purposes of communicating by mail,
37 the secretary of state may permit the use of a post office address in

1 conjunction with the registered office address if the corporation also
2 maintains on file the specific geographic address of the registered
3 office where personal service of process may be made.

4 (2) A registered agent, which agent may be either an individual
5 resident in this state whose business office is identical with such
6 registered office, or a domestic corporation existing under any act of
7 this state, or a governmental body or agency, or a foreign corporation
8 authorized to transact business or conduct affairs in this state under
9 any act of this state having an office identical with such registered
10 office. The resident agent and registered office shall be designated
11 by duly adopted resolution of the board of directors; and a statement
12 of such designation, executed by an officer of the corporation, shall
13 be filed with the secretary of state. A registered agent shall not be
14 appointed without having given prior written consent to the
15 appointment. The written consent shall be filed with the secretary of
16 state in such form as the secretary may prescribe. The written consent
17 shall be filed with or as a part of the document first appointing a
18 registered agent. In the event any individual or corporation has been
19 appointed agent without consent, that person or corporation may file a
20 notarized statement attesting to that fact, and the name shall
21 forthwith be removed from the records of the secretary of state.

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

26 **Sec. 3.** RCW 25.05.005 and 1998 c 103 s 101 are each amended to
27 read as follows:

28 The definitions in this section apply throughout this chapter
29 unless the context clearly requires otherwise:

30 (1) "Business" includes every trade, occupation, and profession.

31 (2) "Debtor in bankruptcy" means a person who is the subject of:

32 (a) An order for relief under Title 11 of the United States Code or
33 a comparable order under a successor statute of general application; or

34 (b) A comparable order under federal, state, or foreign law
35 governing insolvency.

36 (3) "Distribution" means a transfer of money or other property from

1 a partnership to a partner in the partner's capacity as a partner or to
2 the partner's transferee.

3 (4) "Foreign limited liability partnership" means a partnership
4 that:

5 (a) Is formed under laws other than the laws of this state; and

6 (b) Has the status of a limited liability partnership under those
7 laws.

8 (5) "Limited liability partnership" means a partnership that has
9 filed (~~a statement of qualification~~) an application under RCW
10 25.05.500 and does not have a similar statement in effect in any other
11 jurisdiction.

12 (6) "Partnership" means an association of two or more persons to
13 carry on as co-owners a business for profit formed under RCW 25.05.055,
14 predecessor law, or comparable law of another jurisdiction.

15 (7) "Partnership agreement" means the agreement, whether written,
16 oral, or implied, among the partners concerning the partnership,
17 including amendments to the partnership agreement.

18 (8) "Partnership at will" means a partnership in which the partners
19 have not agreed to remain partners until the expiration of a definite
20 term or the completion of a particular undertaking.

21 (9) "Partnership interest" or "partner's interest in the
22 partnership" means all of a partner's interests in the partnership,
23 including the partner's transferable interest and all management and
24 other rights.

25 (10) "Person" means an individual, corporation, business trust,
26 estate, trust, partnership, limited liability company, association,
27 joint venture, government, governmental subdivision, agency, or
28 instrumentality, or any other legal or commercial entity.

29 (11) "Property" means all property, real, personal, or mixed,
30 tangible or intangible, or any interest therein.

31 (12) "Registered agent" means an individual resident of this state,
32 a domestic corporation, a government, governmental subdivision, agency,
33 or instrumentality, or a foreign corporation authorized to do business
34 in this state.

35 (13) "State" means a state of the United States, the District of
36 Columbia, the Commonwealth of Puerto Rico, or any territory or insular
37 possession subject to the jurisdiction of the United States.

1 document first appointing a registered agent. In the event any
2 individual or corporation has been appointed agent without consent,
3 that person or corporation may file a notarized statement attesting to
4 that fact, and the name shall forthwith be removed from the records of
5 the secretary of state. The registered agent so appointed by a limited
6 partnership shall be an agent of such limited partnership upon whom any
7 process, notice, or demand required or permitted by law to be served
8 upon the limited partnership may be served. If a limited partnership
9 fails to appoint or maintain a registered agent in this state, or if
10 its registered agent cannot with reasonable diligence be found, then
11 the secretary of state shall be an agent of such limited partnership
12 upon whom any such process, notice, or demand may be served. Service
13 on the secretary of state of any such process, notice, or demand shall
14 be made by delivering to and leaving with the secretary of state, or
15 with any authorized clerk of the corporation department of the
16 secretary of state's office, duplicate copies of such process, notice,
17 or demand. In the event any such process, notice, or demand is served
18 on the secretary of state, the secretary of state shall immediately
19 cause one of the copies thereof to be forwarded by certified mail,
20 addressed to the limited partnership at the office referred to in RCW
21 25.10.040(1). Any service so had on the secretary of state shall be
22 returnable in no fewer than thirty days.

23 The secretary of state shall keep a record of all processes,
24 notices, and demands served upon the secretary of state under this
25 section, and shall record therein the time of such service and the
26 secretary of state's action with reference thereto.

27 Nothing in this section limits or affects the right to serve any
28 process, notice, or demand required or permitted by law to be served
29 upon a limited partnership in any other manner now or hereafter
30 permitted by law.

31 Any registered agent may resign as such agent upon filing a written
32 notice thereof, executed in duplicate, with the secretary of state, who
33 shall forthwith mail one copy thereof to the limited partnership. The
34 appointment of such agent shall terminate upon the expiration of thirty
35 days after receipt of such notice by the secretary of state.

36 **Sec. 5.** RCW 25.15.020 and 2002 c 74 s 16 are each amended to read
37 as follows:

1 (1) Each limited liability company shall continuously maintain in
2 this state:

3 (a) A registered office, which may but need not be a place of its
4 business in this state. 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 limited liability
12 company also maintains on file the specific geographic address of the
13 registered office where personal service of process may be made;

14 (b) A registered agent for service of process on the limited
15 liability company, which agent may be either an individual resident of
16 this state whose business office is identical with the limited
17 liability company's registered office, or a domestic corporation,
18 limited partnership, or limited liability company, or a government,
19 governmental subdivision, agency, or instrumentality, or a separate
20 legal entity comprised of two or more of these entities, or a foreign
21 corporation, limited partnership, or limited liability company
22 authorized to do business in this state having a business office
23 identical with such registered office; and

24 (c) A registered agent who shall not be appointed without having
25 given prior written consent to the appointment. The written consent
26 shall be filed with the secretary of state in such form as the
27 secretary may prescribe. The written consent shall be filed with or as
28 a part of the document first appointing a registered agent.

29 (2) A limited liability company may change its registered office or
30 registered agent by delivering to the secretary of state for filing a
31 statement of change that sets forth:

32 (a) The name of the limited liability company;

33 (b) If the current registered office is to be changed, the street
34 address of the new registered office in accord with subsection (1) of
35 this section;

36 (c) If the current registered agent is to be changed, the name of
37 the new registered agent and the new agent's written consent, either on
38 the statement or attached to it, to the appointment; and

1 (d) That after the change or changes are made, the street addresses
2 of its registered office and the business office of its registered
3 agent will be identical.

4 (3) If a registered agent changes the street address of the agent's
5 business office, the registered agent may change the street address of
6 the registered office of any limited liability company for which the
7 agent is the registered agent by notifying the limited liability
8 company in writing of the change and signing, either manually or in
9 facsimile, and delivering to the secretary of state for filing a
10 statement that complies with the requirements of subsection (2) of this
11 section and recites that the limited liability company has been
12 notified of the change.

13 (4) A registered agent may resign as agent by signing and
14 delivering to the secretary of state for filing a statement that the
15 registered office is also discontinued. After filing the statement the
16 secretary of state shall mail a copy of the statement to the limited
17 liability company at its principal office. The agency appointment is
18 terminated, and the registered office discontinued is so provided, on
19 the thirty-first day after the date on which the statement was filed.

20 **Sec. 6.** RCW 39.34.030 and 2008 c 198 s 2 are each reenacted to
21 read as follows:

22 (1) Any power or powers, privileges or authority exercised or
23 capable of exercise by a public agency of this state may be exercised
24 and enjoyed jointly with any other public agency of this state having
25 the power or powers, privilege or authority, and jointly with any
26 public agency of any other state or of the United States to the extent
27 that laws of such other state or of the United States permit such joint
28 exercise or enjoyment. Any agency of the state government when acting
29 jointly with any public agency may exercise and enjoy all of the
30 powers, privileges and authority conferred by this chapter upon a
31 public agency.

32 (2) Any two or more public agencies may enter into agreements with
33 one another for joint or cooperative action pursuant to the provisions
34 of this chapter, except that any such joint or cooperative action by
35 public agencies which are educational service districts and/or school
36 districts shall comply with the provisions of RCW 28A.320.080.

1 Appropriate action by ordinance, resolution or otherwise pursuant to
2 law of the governing bodies of the participating public agencies shall
3 be necessary before any such agreement may enter into force.

4 (3) Any such agreement shall specify the following:

5 (a) Its duration;

6 (b) The precise organization, composition and nature of any
7 separate legal or administrative entity created thereby together with
8 the powers delegated thereto, provided such entity may be legally
9 created. Such entity may include a nonprofit corporation organized
10 pursuant to chapter 24.03 or 24.06 RCW whose membership is limited
11 solely to the participating public agencies or a partnership organized
12 pursuant to chapter 25.04 or 25.05 RCW whose partners are limited
13 solely to participating public agencies, or a limited liability company
14 organized under chapter 25.15 RCW whose membership is limited solely to
15 participating public agencies, and the funds of any such corporation,
16 partnership, or limited liability company shall be subject to audit in
17 the manner provided by law for the auditing of public funds;

18 (c) Its purpose or purposes;

19 (d) The manner of financing the joint or cooperative undertaking
20 and of establishing and maintaining a budget therefor;

21 (e) The permissible method or methods to be employed in
22 accomplishing the partial or complete termination of the agreement and
23 for disposing of property upon such partial or complete termination;
24 and

25 (f) Any other necessary and proper matters.

26 (4) In the event that the agreement does not establish a separate
27 legal entity to conduct the joint or cooperative undertaking, the
28 agreement shall contain, in addition to provisions specified in
29 subsection (3)(a), (c), (d), (e), and (f) of this section, the
30 following:

31 (a) Provision for an administrator or a joint board responsible for
32 administering the joint or cooperative undertaking. In the case of a
33 joint board, public agencies that are party to the agreement shall be
34 represented; and

35 (b) The manner of acquiring, holding and disposing of real and
36 personal property used in the joint or cooperative undertaking. Any
37 joint board is authorized to establish a special fund with a state,

1 county, city, or district treasurer servicing an involved public agency
2 designated "Operating fund of joint board".

3 (5) No agreement made pursuant to this chapter relieves any public
4 agency of any obligation or responsibility imposed upon it by law
5 except that:

6 (a) To the extent of actual and timely performance thereof by a
7 joint board or other legal or administrative entity created by an
8 agreement made pursuant to this chapter, the performance may be offered
9 in satisfaction of the obligation or responsibility; and

10 (b) With respect to one or more public agencies purchasing or
11 otherwise contracting through a bid, proposal, or contract awarded by
12 another public agency or by a group of public agencies, any statutory
13 obligation to provide notice for bids or proposals that applies to the
14 public agencies involved is satisfied if the public agency or group of
15 public agencies that awarded the bid, proposal, or contract complied
16 with its own statutory requirements and either (i) posted the bid or
17 solicitation notice on a web site established and maintained by a
18 public agency, purchasing cooperative, or similar service provider, for
19 purposes of posting public notice of bid or proposal solicitations, or
20 (ii) provided an access link on the state's web portal to the notice.

21 (6) Financing of joint projects by agreement shall be as provided
22 by law.

--- END ---