

HB 1040 - S COMM AMD
By Committee on Judiciary

ADOPTED 04/12/2011

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

3 "Sec. 1. RCW 19.09.085 and 2007 c 471 s 6 are each amended to read
4 as follows:

5 (1) Registration under this chapter shall be effective for one year
6 or longer, as established by the secretary.

7 (2) Reregistration required under RCW 19.09.075 or 19.09.079 shall
8 be submitted to the secretary no later than the date established by the
9 secretary by rule.

10 (3) Entities required to register under this chapter shall file a
11 notice of change of information within thirty days of any change in the
12 information contained in RCW 19.09.075 (1) through (9) or 19.09.079 (1)
13 through (7).

14 (4) The secretary shall notify entities registered under this
15 chapter of the need to reregister upon the expiration of their current
16 registration. The notification (~~shall~~) may be by postal or
17 electronic mail, sent at least sixty days prior to the expiration of
18 their current registration. Failure to register shall not be excused
19 by a failure of the secretary to (~~mail~~) send the notice or by an
20 entity's failure to receive the notice.

21 **Sec. 2.** RCW 19.34.231 and 1999 c 287 s 12 are each amended to read
22 as follows:

23 (1) If a signature of a unit of state or local government,
24 including its appropriate officers or employees, is required by
25 statute, administrative rule, court rule, or requirement of the office
26 of financial management, that unit of state or local government
27 (~~shall~~) may become a subscriber to a certificate issued by a licensed
28 certification authority for purposes of conducting official public
29 business with electronic records.

1 (2) A city or county may become a licensed certification authority
2 under RCW 19.34.100 for purposes of providing services to local
3 government, if authorized by ordinance adopted by the city or county
4 legislative authority.

5 (3) A unit of state government, except the secretary and the
6 department of information services, may not act as a certification
7 authority.

8 **Sec. 3.** RCW 23B.01.500 and 1989 c 165 s 16 are each amended to
9 read as follows:

10 Not less than thirty nor more than ninety days prior to July 1st of
11 each year or to the expiration date of any staggered yearly license,
12 the secretary of state shall send, by postal or electronic mail as
13 elected by the domestic corporation, to each domestic corporation, at
14 its registered office within the state, (~~by first class mail,~~) or to
15 an electronic address designated by the corporation in a record
16 retained by the secretary of state, a notice that its annual license
17 fee must be paid and its annual report must be filed as required by
18 this title, and stating that if any domestic corporation (~~shall~~)
19 fails to pay its annual license fee or to file its annual report it
20 (~~shall be~~) is dissolved and ceases to exist. Failure of the
21 secretary of state to (~~mail~~) provide any such notice (~~shall~~) does
22 not relieve a corporation from its obligations to pay the annual
23 license fees and to file the annual reports required by this title.
24 The option to receive the notice provided under this section by
25 electronic mail may be selected only when the secretary of state makes
26 the option available.

27 **Sec. 4.** RCW 23B.01.510 and 1990 c 178 s 3 are each amended to read
28 as follows:

29 Not less than thirty nor more than ninety days prior to July 1st of
30 each year or to the expiration date of any staggered yearly license,
31 the secretary of state shall send by postal or electronic mail, as
32 elected by the foreign corporation, to each foreign corporation
33 qualified to do business in this state, (~~by first class mail~~)
34 addressed to its registered office within this state, or to an
35 electronic address designated by the corporation in a record retained
36 by the secretary of state, a notice that its annual license fee must be

1 paid and its annual report must be filed as required by this title, and
2 stating that if it (~~shall~~) fails to pay its annual license fee or to
3 file its annual report its certificate of authority to transact
4 business within this state may be revoked. Failure of the secretary of
5 state to (~~mail~~) send any such notice (~~shall~~) does not relieve a
6 corporation from its obligations to pay the annual license fees and to
7 obtain or file the annual reports required by this title. The option
8 to receive the notice provided under this section by electronic mail
9 may be selected only when the secretary of state makes the option
10 available.

11 **Sec. 5.** RCW 24.03.400 and 1993 c 356 s 11 are each amended to read
12 as follows:

13 Not less than thirty days prior to a corporation's renewal date, or
14 by December 1 of each year for a nonstaggered renewal, the secretary of
15 state shall (~~mail~~) send to each domestic and foreign corporation, by
16 (~~first class mail addressed to its registered office~~) postal or
17 electronic mail, as elected by the domestic or foreign corporation,
18 addressed to its registered office or to an electronic address
19 designated by the corporation in a record retained by the secretary of
20 state, a notice that its annual or biennial report must be filed as
21 required by this chapter, and stating that if it fails to file its
22 annual or biennial report it (~~shall be~~) is dissolved or its
23 certificate of authority revoked, as the case may be. Failure of the
24 secretary of state to (~~mail~~) send any such notice (~~shall~~) does not
25 relieve a corporation from its obligation to file the annual or
26 biennial reports required by this chapter. The option to receive the
27 notice provided under this section by electronic mail may be selected
28 only when the secretary of state makes the option available.

29 Such report of a domestic or foreign corporation shall be delivered
30 to the secretary of state between the first day of January and the
31 first day of March of each year, or on an annual or biennial renewal
32 date as the secretary of state may establish. The secretary of state
33 may adopt rules to establish biennial reporting dates and to stagger
34 reporting dates.

35 If the secretary of state finds that such report substantially
36 conforms to the requirements of this chapter, the secretary of state
37 shall file the same.

1 **Sec. 6.** RCW 24.06.445 and 1993 c 356 s 23 are each amended to read
2 as follows:

3 An annual or biennial report of each domestic or foreign
4 corporation shall be delivered to the secretary of state between the
5 first day of January and the first day of March of each year or on such
6 annual or biennial renewal date as the secretary of state may
7 establish. The secretary of state may adopt rules to establish
8 biennial reporting dates and to stagger reporting dates. Proof to the
9 satisfaction of the secretary of state that the report was deposited in
10 the United States mails, in a sealed envelope, properly addressed to
11 the secretary of state, with postage prepaid thereon, prior to the
12 corporation's annual or biennial renewal date, shall be deemed
13 compliance with this requirement.

14 If the secretary of state finds that a report substantially
15 conforms to the requirements of this chapter, the secretary of state
16 shall file the same.

17 Failure of the secretary of state to ((~~mail~~)) send any such notice
18 shall not relieve a corporation from its obligation to file the annual
19 reports required by this chapter.

20 **Sec. 7.** RCW 24.12.051 and 2009 c 437 s 14 are each amended to read
21 as follows:

22 (1) Not less than thirty days prior to a corporation sole's renewal
23 date, the secretary of state shall ((~~mail~~)) send to each corporation
24 sole, by ((~~first-class~~)) postal or electronic mail, as elected by the
25 corporation sole, addressed to its registered office, or to an
26 electronic address designated by the corporation sole, in a record
27 retained by the secretary of state, a notice that its annual report
28 must be filed as required by this chapter, and stating that if it fails
29 to file its annual report it shall be dissolved or its certificate of
30 authority revoked, as the case may be. Failure of the secretary of
31 state to ((~~mail~~)) send the notice does not relieve a corporation sole
32 from its obligation to file the annual reports required by this
33 chapter. The option to receive the notice provided under this section
34 by electronic mail may be selected only when the secretary of state
35 makes the option available.

36 (2)(a) The report of a corporation sole shall be delivered to the

1 secretary of state on an annual renewal date as the secretary of state
2 may establish. The secretary of state may adopt rules to establish
3 biennial reporting dates and to stagger reporting dates.

4 (b) If the secretary of state finds that the report substantially
5 conforms to the requirements of this chapter, the secretary of state
6 shall file that report."

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7 On page 1, line 1 of the title, after "notices;" strike the
8 remainder of the title and insert "and amending RCW 19.09.085,
9 19.34.231, 23B.01.500, 23B.01.510, 24.03.400, 24.06.445, and
10 24.12.051."

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