# REVISED CODE OF WASHINGTON ANNOTATED

### TITLE 19 BUSINESS REGULATIONS—MISCELLANEOUS

### CHAPTER 1977 TRADEMARK REGISTRATION

19.77.010	Definitions
19.77.015	Reservation—Fees—Rules
19.77.020	Registration of certain trademarks prohibited
19.77.030	Application for registration—Fee—Rules—Corrections— Amendment for change in categories—Certificates issued in error
19.77.040	Certificate of registration—Issuance—Contents— Admissibility in evidence
19.77.050	Duration of certificate—Renewal—Fees—Rules
19.77.060	Assignment of trademark, registration, or application—Fee—Rules
19.77.070	Secretary of state to keep records
19.77.080	Secretary of state must cancel certain registrations
19.77.090	Actions relating to registration—Service on secretary of state—Assessment—Set by rule
19.77.100	Repealed by Laws 1989, ch. 72, § 15
19.77.110	Repealed by Laws 2003, ch. 34, § 8, eff. July 27, 2003
19.77.115	Classification of goods and services
19.77.120	Repealed by Laws 1989, ch. 72, § 15
19.77.130	Fraudulent registration—Financial liability
19.77.140	Trademark imitation
19.77.150	Remedies of registrants
19.77.160	Injunctive relief for owners of famous marks
19.77.170	Use of trademark employed by alien person outside of United States—Limitation of damages, relief— Exceptions
19.77.900	Common law rights preserved prior to registration
19.77.910	Saving—1955 c 211
19.77.920	Decodified July 2016
19.77.930	Construction—1989 c 72
19.77.940	Prospective application—1989 c 72
CHAPTE	R 19.80 TRADE NAMES
10 90 001	Durmogog

19.80.001	Purposes
19.80.005	Definitions
19.80.010	Registration required
19.80.020	Repealed by Laws 1984, ch. 130, § 10, eff. Oct. 1, 1984

19.80.025	Changes in registration—Filing notice of change	
19.80.030	Repealed by Laws 1984, ch. 130, § 10, eff. Oct. 1, 1984	
19.80.035		
19.80.040	Failure to file	
19.80.045	Rules—Fees	
19.80.050	Recodified as § 19.80.040	
19.80.065	Repealed by Laws 2013, ch. 144, § 55, eff. July 28, 2013	
19.80.075	Collection and deposit of fees	
19.80.080	Renewal and cancellation	
19.80.900	Decodified July 2016	
СНАРТЕ	R 19.85 REGULATORY FAIRNESS ACT	
19.85.010	Repealed by Laws 1994, ch. 249, § 16	
19.85.011	Finding	
19.85.020	Definitions	
19.85.025	Application of chapter—Limited	
19.85.030	Agency rules—Small business economic impact statement—Reduction of costs imposed by rule	
19.85.040	Small business economic impact statement—Purpose—Contents	
19.85.050	Agency plan for review of business rules—Scope—Factors applicable to review—Annual list	
19.85.060	Repealed by Laws 1995, ch. 403, § 405	
19.85.061	Compliance with federal law	
19.85.070	Small business economic impact statement—Notice of proposed rule	
19.85.080	Repealed by Laws 1994, ch. 249, § 16	
19.85.900	Decodified July 2016	
СНАРТЕ	R 19.86 UNFAIR BUSINESS PRACTICES—	
	IER PROTECTION	
19.86.010	Definitions	
19.86.020	Unfair competition, practices, declared unlawful	
19.86.023	Violation of RCW 15.86.030 constitutes violation of RCW 19.86.020	
19.86.030	Contracts, combinations, conspiracies in restraint of trade declared unlawful	
19.86.040	Monopolies and attempted monopolies declared unlawful	
19.86.050	Transactions and agreements not to use or deal in commodities or services of competitor declared unlawful when lessens competition	
19.86.060	Acquisition of corporate stock by another corporation to lessen competition declared unlawful—Exceptions—Judicial order to divest	
19.86.070	Labor not an article of commerce—Chapter not to affect mutual, nonprofit organizations	

19.86.080	Attorney general may restrain prohibited acts—Costs—Restoration of property
19.86.085	Establishment of investigation unit—Receipt and use of
19.86.090	criminal history information Civil action for damages—Treble damages authorized—
10.00.000	Action by governmental entities
19.86.093	Civil action—Unfair or deceptive act or practice—Claim elements
19.86.095	Request for injunctive relief—Appellate proceeding— Service on the attorney general
19.86.100	Assurance of discontinuance of prohibited act—Approval of court—Not considered admission
19.86.110	Demand to produce documentary materials for inspection, answer written interrogatories, or give oral testimony—Contents—Service—Unauthorized disclosure—Return—Modification, vacation—Use—Penalty
10.00.115	
19.86.115	Materials from a federal agency or other state's attorney general
19.86.120	Limitation of actions—Tolling
19.86.130	Final judgment to restrain is prima facie evidence in civil
10.00.100	action—Exceptions
19.86.140	Civil penalties
19.86.145	Penalties—Animals used in biomedical research
19.86.150	Dissolution, forfeiture of corporate franchise for violations
19.86.160	Personal service of process outside state
19.86.170	Exempted actions or transactions—Stipulated penalties and remedies are exclusive
19.86.180	Mailing materials that interfere with census
19.86.900	Decodified July 2016
19.86.910	Short title
19.86.920	Purpose—Interpretation—Liberal construction—Saving—
10.00.020	1985 c 401; 1983 c 288; 1983 c 3; 1961 c 216

# CHAPTER 19.100 FRANCHISE INVESTMENT PROTECTION

19.100.010	Definitions
19.100.020	Unlawful in certain instances to sell or offer to sell
	franchise if unregistered or not exempt
19.100.030	Exemptions from registration requirements
19.100.040	Application for registration—Contents—Filing
19.100.050	Escrow or impoundment of franchise fees as registration
	condition—Rules or orders—Procedure to rescind
19.100.060	Registration statement—Effective, when
19.100.070	Registration—Claim of exemption filing—Duration—
	Renewal—Supplemental report
19.100.080	Unlawful acts—Sale of franchise—Terms of franchise
	agreement

Filings, registration, or finding of director—Construction
Advertisements—Copy to be filed
Advertisements—False or misleading—Notice—Procedure
Registration statement—Stop order—Grounds
Registration statement—Stop order—Notice—Hearing— Modification or vacation of order
Registration of franchise brokers required
Records and accounts—Reports
Application of chapter—Jurisdiction—Service of process— Consent
Violations
Relation between franchisor and franchisee—Rights and prohibitions
Terms and conditions from negotiations initiated by franchisee
Unfair or deceptive acts—Suits for damages—Violations of other acts, use in evidence
Pendency of other proceedings tolls limitation of action
Violations—Injunctions—Assurance of discontinuance— Civil and criminal penalties—Chapter nonexclusive
Exceptions or exemptions—Burden of proof—Waivers of compliance void—Settlement release or waiver—Chapter as fundamental policy
Referral of evidence to attorney general or prosecuting attorney
Fees
Investigations by director
Subpoena authority—Application—Contents—Notice—Fees
Investigatory powers—Proceedings for contempt
Cease and desist orders
Powers of director as to rules, forms, orders and defining terms—Interpretive opinions
Denial, suspension, or revocation of franchise broker by director
Denial, suspension, or revocation of exemption by director
Applicability of administrative procedure act
Administrator of securities
Chapter applicable to existing and future franchises and contracts
Chapter cumulative and nonexclusive
Effective date—1971 ex.s. c 252
Decodified July 2016
Decodified July 2016
Decodified July 2016
Short title

# CHAPTER 19.102 CHAIN DISTRIBUTOR SCHEMES [REPEALED]

19.102.010 Repealed by Laws 2006, ch. 65, § 6, eff. June 7, 2006 19.102.020 Repealed by Laws 2006, ch. 65, § 6, eff. June 7, 2006

### CHAPTER 19.108 UNIFORM TRADE SECRETS ACT

- 19.108.010 Definitions
- 19.108.020 Remedies for misappropriation—Injunction, royalty
- 19.108.030 Remedies for misappropriation—Damages
- 19.108.040 Award of attorney's fees
- 19.108.050 Court orders to preserve secrecy of alleged trade secrets
- 19.108.060 Actions for misappropriation—Time limitation
- 19.108.900 Effect of chapter on other law
- 19.108.910 Construction of uniform act
- 19.108.920 Short title
- 19.108.930 Effective date—Application—1981 c 286
- 19.108.940 Decodified July 2016

### CHAPTER 19.110 BUSINESS OPPORTUNITY FRAUD ACT

- 19.110.010 Legislative declaration
- 19.110.020 Definitions
- 19.110.030 Sale or lease of business opportunity—Offer to sell or lease business opportunity—Occurrence in Washington
- 19.110.040 Application of chapter
- 19.110.050 Persons proposing to sell or lease business opportunity— Registration required—Application—Renewal—Denial, suspension, or revocation of registration
- 19.110.060 Registration fees
- 19.110.070 Disclosure document required—Contents
- 19.110.075 Business opportunity fraud—Penalties
- 19.110.080 Disclosure document—Director authorized to accept alternative
- 19.110.090 Persons proposing to sell or lease business opportunity— Service of process
- 19.110.100 Seller to provide surety bond or trust account—Action by state or injured person—Damages
- 19.110.110 Business opportunity contract—Content—Cancellation period
- 19.110.120 Unlawful acts
- 19.110.130 Liability of seller for violation of chapter—Remedies— Damages
- 19.110.140 Director authorized to investigate violations—Authority to subpoena witnesses or require production of documents
- 19.110.143 Subpoena authority—Application—Contents—Notice—Fees

19.110.150	Order to cease and desist—Hearing—Notice
19.110.160	Actions by attorney general or prosecuting attorney to enjoin violations—Injunction—Appointment of receiver or conservator—Civil penalties
19.110.170	Violations constitute unfair practice
19.110.180	Authority of director to issue rules, forms, orders, interpretive opinions
19.110.190	Appointment of administrator—Delegation of powers
19.110.900	Chapter cumulative and nonexclusive
19.110.910	Short title
19.110.920	Decodified July 2016
19.110.930	Effective date—1981 c 155
CHAPTER	R 19.178 GOING OUT OF BUSINESS SALES
19.178.010	Definitions
19.178.020	Notice—Recording—Display—Service on attorney general
19.178.030	Notice—Recording—Procedure
19.178.040	Inventory list—Compilation of purchase orders
19.178.050	Business identification number—Ownership interest
	purposes limited—Application of consumer protection act
19.178.060	Time limit
19.178.070	Merchandise—Consigned or not owned by seller— Transfer—Additional
19.178.080	Continuing business prohibited—Exception
19.178.090	Means for continuation of closing business location prohibited
19.178.100	Advertising—Moving sale
19.178.110	Violations—Application of consumer protection act
19.178.120	Violation—False or incorrect notice—Penalty
19.178.130	Proceedings instituted by attorney general or prosecuting attorney
19.178.140	State preemption
19.178.900	Application of chapter—Exceptions
19.178.901	Decodified July 2016
CHAPTER	R 19.182 FAIR CREDIT REPORTING ACT
19.182.005	Findings—Declaration
19.182.010	Definitions
19.182.020	Consumer report—Furnishing—Procuring
19.182.030	Consumer report—Credit action not initiated by
	consumer—Exclusion by consumer
19.182.040	Consumer report—Prohibited information—Exceptions
19.182.050	Investigative consumer report—Procurement, preparation—Disclosure—Use—Liability—Record

19.182.060	Consumer report—Procedures for compliance— Information for governmental agency—Record
19.182.070	Disclosures to consumer
19.182.080	Disclosures to consumer—Procedures
19.182.090	Consumer file—Dispute—Procedure—Notice—Statement
10.102.000	of dispute—Toll-free information number
19.182.100	Consumer reporting agency—Consumer fees and charges for required information—Exceptions
19.182.110	Adverse action based on report—Procedure—Notice
19.182.120	Limitation on action—Exception
19.182.130	Obtaining information under false pretenses—Penalty
19.182.140	Provision of information to unauthorized person—Penalty
19.182.150	Application of consumer protection act—Limitation—
	Awards—Penalties—Attorneys' fees
19.182.160	Block of information appearing as result of identity theft
19.182.170	Victim of identity theft—Security freeze
19.182.180	Security freeze—Changes to information—Written
	confirmation required
19.182.190	Security freeze—RCW 19.182.170 not applicable to certain
	consumer reporting agencies
19.182.200	Security freeze—Exempt entities
19.182.210	Information furnished to a governmental agency
19.182.220	Security freeze—Protected consumers—Definitions
19.182.230	Security freeze—Protected consumers—Placement and
10 100 000	removal—Fees—Exceptions
19.182.800	Report on credit freezes
19.182.900	Short title—1993 c 476
19.182.901	Decodified July 2016
19.182.902	Effective date—1993 c 476

### TITLE 21 SECURITIES AND INVESTMENTS

# **CHAPTER 21.20 SECURITIES ACT OF WASHINGTON**

### **DEFINITIONS**

21.20.005 Definitions

### FRAUDULENT AND OTHER PROHIBITED PRACTICES

21.20.010	Unlawful offers, sales, purchases
21.20.020	Unlawful acts of person advising another
21.20.030	Unlawful acts of investment adviser
21.20.035	Unlawful purchases or sales for customer's account

### VARIABLE CONTRACTS

21.20.037 Variable contracts—Registration required—Rules

# REGISTRATION AND NOTICE FOR BROKER-DEALERS, SALESPERSONS, INVESTMENT ADVISERS, AND INVESTMENT ADVISER SALESPERSONS

21.20.040	Registration and notification required—Exemptions
21.20.050	Application for registration—Filing of documents—Consent
	to service of process—Fee
21.20.060	Contents of application for registration—Capital requirements
21.20.070	When registration effective—Requirements determined by rule
21.20.080	Duration of registration—Association with issuer, broker- dealer, federal covered adviser, or investment adviser— Notice to director—Extension of licensing period
21.20.090	Renewal of registration—Financial reports—Application for a successor
21.20.100	Accounts, correspondence, memoranda, papers, books, and other records—Release of information—Correction of filed document—Examination
21.20.110	Director may deny, suspend, revoke, restrict, condition, or limit any application or registration—Director may censure or fine registrant—Grounds—Procedures—Costs—Accounting
21.20.120	Denial, suspension, revocation of registration—Order— Request for, notice of hearing—Findings and conclusions
21.20.130	Cancellation of registration or application—Grounds
21.20.135	License as salesperson or broker-dealer prerequisite to suit for commission
REGISTRA	ATION OF SECURITIES
21.20.140	Unlawful to offer or sell unregistered securities— Exceptions
21.20.150	Repealed by Laws 1975, 1st Ex.Sess., ch. 84, § 28
21.20.160	Repealed by Laws 1975, 1st Ex.Sess., ch. 84, § 28
21.20.170	Repealed by Laws 1975, 1st Ex.Sess., ch. 84, § 28
REGISTRA	ATION BY COORDINATION
21.20.180	Registration by coordination—Requirements—Statement, contents
21.20.190	Time of taking effect of registration statement by coordination—Conditions—"Price amendment", notification

21.20.200 Failure to notify of price amendment, proof of compliance—Stop order—Waiver of certain conditions

### REGISTRATION BY QUALIFICATION

21.20.210 Registration by qualification—Statements—
Requirements—Audits
21.20.220 Information not required when nonissuer distribution
21.20.230 Time of taking effect of registration statement by
qualification—Conditions

### REGISTRATION OF RESTRICTED REAL ESTATE SECURITIES

21.20.235 Repealed by Laws 1979, Ex.Sess., ch. 68, § 45

# GENERAL PROVISIONS REGARDING REGISTRATION OF SECURITIES

# DENIAL, SUSPENSION AND REVOCATION OF REGISTRATION OF SECURITIES

21.20.280 Stop orders—Grounds
 21.20.290 Stop order prohibited if facts known on effective date of statement
 21.20.300 Notification of entry of stop order—Hearing—Findings, conclusions, modification, etc.

### **EXEMPT SECURITIES**

21.20.310 Securities exempt from registration

### **EXEMPT TRANSACTIONS**

21.20.320 Exempt transactions 21.20.321 Repealed by Laws 1989, ch. 307, § 44

### EXEMPT SECURITIES AND TRANSACTIONS

21.20.325 Denial, revocation, condition, of exemptions—Authority— Procedure

### FEDERAL COVERED SECURITY

21.20.327 Required filings—Consent to service—Failure to comply—Rules—Fees

#### CONSENT TO SERVICE OF PROCESS

21.20.330 Consent to service of process—Service, how made 21.20.335 Repealed by Laws 1977, Ex.Sess., ch. 172, § 5

#### **FEES**

21.20.340 Fees—Disposition

#### MISLEADING FILINGS

21.20.350 False or misleading statements in filed documents

# UNLAWFUL REPRESENTATIONS CONCERNING REGISTRATION OR EXEMPTION

21.20.360 Filing, registration, statement, exemption not conclusive as to truth or completeness—Unlawful representations

#### INVESTIGATIONS AND SUBPOENAS

- 21.20.370 Investigations—Statement of facts relating to investigation may be permitted—Publication of information—Use of criminal history record information
- 21.20.377 Subpoena authority—Application—Contents—Notice—Fees
- 21.20.380 Oaths—Subpoenas—Assisting another state—Compelling obedience—Punishment

#### INJUNCTIONS AND OTHER REMEDIES

- 21.20.390 Injunction, cease and desist order, restraining order, mandamus—Appointment of receiver or conservator for insolvent—Restitution or damages—Costs—Accounting
- 21.20.395 Administrative action—Hearing—Judicial review— Judgment

### CRIMINAL LIABILITIES

21.20.400 Penalty for violation of chapter—Limitation of actions
21.20.410 Attorney general, prosecuting attorney may institute
criminal proceeding—Referral of evidence by director
21.20.420 Criminal punishment, chapter not exclusive

### **CIVIL LIABILITIES**

21.20.430 Civil liabilities—Survival, limitation of actions—Waiver of chapter void—Scienter

#### DISCONTINUANCE OF VIOLATIONS

21.20.435 Assurance of discontinuance of violations—Acceptance—Filing

#### JUDICIAL REVIEW OF ORDERS

21.20.440 Judicial review of order—Modification of order by director on additional evidence

#### ADMINISTRATION OF CHAPTER

- 21.20.450 Administration of chapter—Rules and forms, publication—
  Cooperation with other state and federal authorities
  21.20.460 Administrator of securities—Appointment, qualifications, term, etc.
- 21.20.470 Compensation, travel expenses of administrator and employees
- 21.20.480 Unlawful use or disclosure of filed information
- 21.20.490 No liability under chapter for act in good faith
- 21.20.500 Administrative hearings public—Exception
- 21.20.510 Document filed when received—Register—Inspection of register, information, etc.
- 21.20.520 Copies of entries, documents to be furnished—Copies as prima facie evidence
- 21.20.530 Interpretative opinions by director

#### PROOF OF EXEMPTION

21.20.540 Exemptions, exceptions, and preemptions—Burden of proof

### ADVISORY COMMITTEE

21.20.550 Repealed by Laws 2009, ch. 560, § 16, eff. June 30, 2009 21.20.560 Repealed by Laws 2009, ch. 560, § 16, eff. June 30, 2009 21.20.570 Repealed by Laws 2009, ch. 560, § 16, eff. June 30, 2009 21.20.580 Repealed by Laws 2009, ch. 560, § 16, eff. June 30, 2009 21.20.590 Repealed by Laws 2009, ch. 560, § 16, eff. June 30, 2009

### ADDITIONAL PROVISIONS

- 21.20.700 Investigations and examinations—Additional authority—Scope
- 21.20.702 Suitability of recommendation—Reasonable grounds required
- 21.20.705 Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
- 21.20.710 Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
- 21.20.715 Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
- 21.20.717 Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
- 21.20.720 Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
- 21.20.725 Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
- 21.20.727 Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
- 21.20.730 Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
- 21.20.732 Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020

21.20.734	Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
21.20.740	Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
21.20.745	Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
21.20.750	Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
21.20.800	Decodified July 2016
21.20.805	Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
21.20.810	Application of chapter not limited
21.20.815	Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
21.20.820	Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
21.20.825	Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
21.20.830	Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
21.20.835	Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
21.20.840	Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
21.20.845	Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
21.20.850	Repealed by Laws 2020, ch. 151, § 2, eff. June 11, 2020
21.20.855	Examination reports and information—Exempt from public
	disclosure—Use in civil actions
21.20.860	Construction—Chapter applicable to state registered
	domestic partnerships—2009 c 521

# SMALL SECURITIES OFFERINGS

21.20.880	Small securities offerings—Exemptions—Annual
	reports—Disqualification provisions—Rules
21.20.883, 21.20.886	Repealed by Laws 2017, ch. 113, § 2, eff. July
	23, 2017

### STATUTORY POLICY

21.20.900 Construction to secure uniformity

### SEVERABILITY OF PROVISIONS

21.20.905 Decodified July 2016

### REPEAL AND SAVING PROVISIONS

21.20.910	Saving—Civil, criminal proceedings
21.20.915	Saving—Prior effective registrations
21.20.920	Application of prior law
21.20.925	Judicial review of prior administrative orders
21.20.930	Solicitation permits under insurance laws not limited
21.20.935	Repealer

### SHORT TITLE

21.20.940 Short title

# CHAPTER 21.24 UNIFORM GIFTS TO MINORS ACT [RECODIFIED]

# CHAPTER 21.25 GIFTS OF REALTY TO MINORS ACT [REPEALED]

21.25.010 to 21.25.900 Repealed by Laws 1984, ch. 149, § 178, eff. Jan. 1, 1985; Laws 1985, ch. 30, § 143, eff. April 10, 1985

### **CHAPTER 21.30 COMMODITY TRANSACTIONS**

_	
21.30.005	Intent
21.30.010	Definitions
21.30.020	Transactions involving commodity contract or option— Prohibition—Exceptions
21.30.030	Transactions conducted by certain persons exempt from prohibition under RCW 21.30.020
21.30.040	Transactions and contracts exempt from prohibition under RCW 21.30.020—Rules
21.30.050	Commodity merchants—Place for trading commodity contract or option—Requirements
21.30.060	Prohibited practices
21.30.070	Responsibility for acts or omissions—Liability—Burden of proof
21.30.080	Offers to sell or buy in this state—Application of RCW 21.30.020, 21.30.050, and 21.30.060
21.30.090	When publications or electronic communications not deemed offers to sell or buy in this state
21.30.100	Investigations—Statements—Publication of information
21.30.107	Subpoena authority—Application—Contents—Notice—Fees
21.30.110	Investigations—Evidence—Subpoenas—Court orders of compliance
21.30.120	Violations—Director's authority—Court actions—Penalties
21.30.130	Violations—Court-ordered remedies—Penalties—Bond by director not required
21.30.140	Willful violations—Penalty—Limitation on actions
21.30.150	No liability under chapter for act in good faith
21.30.160	Unlawful use or disclosure of information
21.30.170	Information—Availability to public—Exceptions
21.30.180	Cooperation with other agencies or organizations
21.30.190	Consent for service of process—Service, how made
21.30.200	Administrative proceedings—Summary order—Notice— Hearing—Final order

21.30.210	Application of chapter 34.05 RCW, the administrative procedure act
21.30.220	Pleading exemptions or exceptions—Burden of proof
21.30.230	Application for licensing
21.30.240	Fees
21.30.250	Examinations—Waiver
21.30.260	Expiration of licenses—Authority under commodity sales representative license—Notification of changes
21.30.270	Multiple licenses, when permitted
21.30.280	Classification of licenses—Limitations and conditions of licenses
21.30.290	Annual report and fee
21.30.300	Minimum net capital and fidelity bond requirements
21.30.310	Financial and other reports
21.30.320	Records
21.30.330	Correcting amendments of information in application or financial and other reports—Exception
21.30.340	Examination of records—Copies—Fees
21.30.350	Denial, suspension, revocation, or limitation of license—Grounds
21.30.360	Violations—Prosecuting attorney may bring criminal proceedings
21.30.370	Penalties in chapter nonexclusive
21.30.380	Administration of chapter under director of financial institutions
21.30.390	Administrator—Appointment—Delegation of duties—Term
21.30.400	Director's powers and duties—Rules, forms, and orders—Fees
21.30.800	Securities laws not affected
21.30.810	Construction and purpose
21.30.900	Decodified July 2016
21.30.901	Effective date—1986 c 14
	R 21.35 UNIFORM TRANSFER ON DEATH
SECURIT	Y REGISTRATION ACT
21.35.005	Definitions
21.35.010	Security registered in beneficiary form—Ownership
21.35.015	Registering a security in beneficiary form—Authorization
21.35.020	Registering a security in beneficiary form—Designation of beneficiary
21.35.025	Registering a security in beneficiary form—Words of designation
21.35.030	Designation of a TOD or POD beneficiary—Effect on ownership—Cancellation or change
21.35.035	Death of owner or owners—Ownership passes to beneficiaries

21.35.040	Registering entity—Protection
21.35.045	Transfer on death—Contract—Rights of creditors
21.35.050	Registering entity—Terms and conditions—Forms
	authorized
21.35.900	Short title—Statutory construction
21.35.901	Application
21.35.902	Construction—Chapter applicable to state registered
	domestic partnerships—2009 c 521

# CHAPTER 21.40 WHISTLEBLOWER AWARD AND PROTECTION ACT

21.40.005	Definitions
21.40.010	Rules and regulations
21.40.020	Award—Original material—Successful enforcement
21.40.030	Disclosure of whistleblower identity
21.40.040	Amount of award limited
21.40.050	Authority to determine award amount—Securities
	administrator
21.40.060	Payment from securities prosecution fund
21.40.070	Determination of award amount—Factors
21.40.080	Prohibition on awards for certain whistleblowers
21.40.090	Retaliatory action unlawful—Exceptions—Action for
	relief—Miscellaneous
21.40.900	Short title—2023 c 149

### TITLE 23 CORPORATIONS AND ASSOCIATIONS (PROFIT)

# CHAPTER 23.78 EMPLOYEE COOPERATIVE CORPORATIONS

23.78.010	Definitions
23.78.020	Election by corporation to be governed as an employee cooperative—Laws governing
23.78.030	Revocation of election
23.78.040	Corporate name
23.78.050	Members—Membership shares
23.78.060	Right to vote—Power to amend or repeal bylaws—Right to amend articles of incorporation
23.78.070	Net earnings or losses—Apportionment, distribution, and payment
23.78.080	Internal capital accounts authorized—Redemptions— Assignment of portion of retained net earnings and net losses to collective reserve account authorized
23.78.090	Internal capital account cooperatives
23.78.100	Provision for conversion of shares and accounts— Limitations upon merger
23.78.900	Short title

23.78.902 Decodified July 2016

# CHAPTER 23.80 UNIFORM STOCK TRANSFER ACT [REPEALED]

23.80.010 to 23.80.250 Repealed by Laws 1965, Ex.Sess., ch. 157,  $\,$  § 10–102, eff. midnight June 30, 1967

### CHAPTER 23.86 COOPERATIVE ASSOCIATIONS

	it 20:00 COOT LIMITY LINGUOUS STORE
23.86.007	Definitions
23.86.010	Cooperative associations—Who may organize
23.86.020	Business authorized
23.86.022	Certificate of authority as insurance company—Filing of documents
23.86.030	Association name—Immunity from liability of association board members and officers
23.86.035	Powers
23.86.040	Repealed by Laws 1989, ch. 307, § 44
23.86.050	Articles—Contents
23.86.055	Articles—Filing
23.86.060	Repealed by Laws 1989, ch. 307, § 44
23.86.070	Applicable fees, charges, and penalties
23.86.075	Fees for services by secretary of state
23.86.080	Directors—Election and appointment
23.86.085	Election of officers
23.86.087	Removal of officers or directors
23.86.090	Amendments to articles
23.86.095	Registered agent
23.86.100	Bylaws
23.86.105	Member liability—Termination
23.86.110	Repealed by Laws 1989, ch. 307, § 44
23.86.115	Voting
23.86.120	Repealed by Laws 1989, ch. 307, § 44
23.86.125	Voting—Quorum
23.86.130	Repealed by Laws 1989, ch. 307, § 44
23.86.135	Members right to dissent—Exception for members of a rural electric association
23.86.140	Repealed by Laws 1989, ch. 307, § 44
23.86.145	Rights of dissenting members
23.86.150	Repealed by Laws 1989, ch. 307, § 44
23.86.155	Repealed by Laws 2015, ch. 176, § 9121, eff. January 1, 2016
23.86.160	Apportionment of earnings
23.86.170	Distribution of dividends
23.86.180	Repealed by Laws 1989, ch. 307, § 44
23.86.190	Repealed by Laws 1981, ch. 297, § 39

# TABLE OF CONTENTS

23.86.191	Indemnification of agents of any corporation authorized
23.86.195	Cooperative associations organized under other statutes— Reorganization under chapter
23.86.200	Definitions
23.86.210	Conversion of cooperative association to domestic ordinary business corporation—Procedure
23.86.220	Merger of cooperative association with one or more cooperative associations or business corporations— Procedure
23.86.230	Merger of cooperative association with one or more cooperative associations or business corporations— Rights, powers, duties and liabilities of surviving entity—Articles
23.86.250	Dissolution
23.86.300	Repealed by Laws 2015, ch. 176, § 9121, eff. January 1, 2016
23.86.310	Annual report
23.86.320	Repealed by Laws 2015, ch. 176, § 9121, eff. January 1, 2016
23.86.330	Administrative dissolution
23.86.335	Repealed by Laws 2015, ch. 176, § 9121, eff. January 1, 2016
23.86.340	Repealed by Laws 2015, ch. 176, § 9121, eff. January 1, 2016
23.86.350	Application of RCW 24.06.100 and 24.06.105
23.86.360	Application of Title 23B RCW
23.86.370	Application of Article 5 of chapter 23.95 RCW
23.86.400	Locally regulated utilities—Attachments to poles
23.86.405	Locally regulated utilities—Involuntary termination of electric service during heat-related alerts prohibited— Reconnection and repayment plan—Report
23.86.410	Tariff for irrigation pumping service—Authority for locally regulated utility to buy back electricity
23.86.420	Conversion of domestic association to limited cooperative association—Procedure
23.86.900	Application—1989 c 307
СНАРТЕ	CR 23.90 MASSACHUSETTS TRUSTS
23.90.010	Short title
23.90.020	Massachusetts trust defined
23.90.030	Form of association authorized
23.90.040	Filing trust instrument, effect—Powers and duties of trust
23.90.050	Fees for services by secretary of state
23.90.060	Indemnification of agents of any corporation authorized
23.90.900	Decodified July 2016

# CHAPTER 23.95 UNIFORM BUSINESS ORGANIZATIONS CODE

ARTICLE	1 GENERAL PROVISIONS
23.95.100	Short title
23.95.105	
23.95.110	Delivery of record
23.95.115	Rules and procedures
ARTICLE	2 FILING
23.95.200	Entity filing requirements
23.95.205	Forms
23.95.210	Effective date and time
23.95.215	Withdrawal of filed record before effectiveness
23.95.220	Correcting filed record
23.95.225	Duty of secretary of state to file—Review of refusal to file
23.95.230	Evidentiary effect of copy of filed record
23.95.235	Certificate of existence or registration—Definitions
23.95.240	Execution of entity filing
23.95.245	Execution and filing pursuant to judicial order
23.95.250	Delivery by secretary of state
23.95.255	Initial or annual report for secretary of state
23.95.260	Fees
23.95.265	Waiver of penalty fees
ARTICLE	3 NAME OF ENTITY
23.95.300	Permitted names
23.95.305	Name requirements for certain types of entities
23.95.310	Reservation of name
23.95.315	Registration of name
ADDICE	4 REGISTERED AGENT OF ENTITY
23.95.400	Definitions
23.95.405	Entities required to designate and maintain registered agent
23.95.410	Addresses in filing
23.95.415	Designation of registered agent
23.95.420	Listing of commercial registered agent
23.95.425	Termination of listing of commercial registered agent
23.95.430	Change of registered agent by entity
23.95.435	Change of name, address, type of entity, or jurisdiction of formation by noncommercial registered agent
23.95.440	Change of name, address, type of entity, or jurisdiction of formation by commercial registered agent

# TABLE OF CONTENTS

23.95.445	Resignation of registered agent	
23.95.450	Service of process, notice, or demand on entity	
23.95.455	Duties of registered agent	
23.95.460	Jurisdiction and venue	
ARTICLE	5 FOREIGN ENTITIES	
23.95.500	Governing law	
23.95.505	Registration to do business in this state	
23.95.510	Foreign registration statement	
23.95.515	Amendment of foreign registration statement	
23.95.520	Activities not constituting doing business	
23.95.525	Noncomplying name of foreign entity	
23.95.530	Withdrawal of registration of registered foreign entity	
23.95.535	Withdrawal deemed on conversion to domestic entity	
23.95.540	Withdrawal on dissolution or conversion	
23.95.545	Transfer of registration	
23.95.550	Termination of registration	
23.95.555	Action by attorney general	
ARTICLE	6 ADMINISTRATIVE DISSOLUTION	
23.95.600	Domestic entity—Definition	
23.95.605	Grounds	
23.95.610	Procedure and effect	
23.95.615	Reinstatement	
23.95.620	Judicial review of denial of reinstatement	
23.95.625	Entity name not distinguishable from name of	
	governmental entity	
ARTICLE	7 MISCELLANEOUS PROVISIONS	
23.95.700	Reservation of power to amend or repeal	
23.95.705	Supplemental principles of law	
23.95.710	Relation to electronic signatures in global and national	
20.00.110	commerce act	
23.95.715	Savings	
CILADTE	VD 09 100 I IMITED COODED ATINE	
_	CHAPTER 23.100 LIMITED COOPERATIVE ASSOCIATIONS	
ASSOCIA	ATIONS	
GENERAL PROVISIONS		
23.100.010	1 Short title	
23.100.010		

23.100.0103 Nature of limited cooperative association

23.100.0105 Powers

23.100.0104 Purpose and duration of limited cooperative association

# Washington Business Law

23.100.0106	Governing law
23.100.0107	Requirements of other laws
23.100.0108	Relation to restraint of trade and antitrust laws
23.100.0109	Effect of organic rules
23.100.0110	Required information
23.100.0111	Business transactions of member with limited
	cooperative association
23.100.0112	Dual capacity
23.100.0113	Use of the term "cooperative" in name
23.100.0114	Subjects covered outside chapter
ORGANIZAT	ION OF LIMITED COOPERATIVE ASSOCIATION
23.100.0201	Formation of limited cooperative association—Articles of organization
23.100.0202	Organization of limited cooperative association
23.100.0203	Bylaws
23.100.0204	Executing of records to be delivered for filing to secretary of state
	T OF ORGANIC RULES OF LIMITED COOPERATIVE
ASSOCIATIO	N
23.100.0301	Authority to amend organic rules
23.100.0302	Notice and action on amendment of organic rules
23.100.0303	Method of voting on amendment of organic rules
23.100.0304	Voting by district, class, or voting group
23.100.0305	Approval of amendment
23.100.0306	Restated articles of organization
23.100.0307	Amendment or restatement of articles of organization—Filing
MEMBERS	
23.100.0401	Members
23.100.0402	Becoming a member
23.100.0403	No agency power of member as member
23.100.0404	Liability of members and directors
23.100.0405	Right of members and dissociated members to
	information
23.100.0406	Annual meeting of members
23.100.0407	Special meeting of members
23.100.0408	Notice of members meeting
23.100.0409	Waiver of members meeting notice
23.100.0410	Quorum of members
23.100.0411	Voting by patron members
23.100.0412	Allocation of voting power of patron members
23.100.0413	Voting by investor members

### TABLE OF CONTENTS

TABLE OF CONTENTS		
23.100.0414	Voting requirements for members	
23.100.0415	Manner of voting	
23.100.0416	Action without a meeting	
23.100.0417	Districts and delegates—Classes of members	
23.100.0418	Approval of certain transactions	
23.100.0419	Notice to members of consumer cooperative	
MEMBER'S I	NTEREST IN LIMITED COOPERATIVE ASSOCIATION	
23.100.0501	Member's interest	
23.100.0502	Patron and investor members' interests	
23.100.0503	Transferability of member's interest	
DIRECTORS	AND OFFICERS	
23.100.0601	Board of directors	
23.100.0602	No liability as director for limited cooperative	
29.100.0002	association's obligations	
23.100.0603	Qualifications of directors	
23.100.0604	Election of directors and composition of board	
23.100.0605	Term of director	
23.100.0606	Resignation of director	
23.100.0607	Removal of director	
23.100.0608	Suspension of director by board	
23.100.0609	Vacancy on board	
23.100.0610	Remuneration of directors	
23.100.0611	Meetings	
23.100.0612	Action without meeting	
23.100.0613	Meetings and notice	
23.100.0614	Waiver of notice of meeting	
23.100.0615	Quorum	
23.100.0616	Voting	
23.100.0617	Committees	
23.100.0618	Standards of conduct and liability	
23.100.0619	Conflict of interest	
23.100.0620	Other considerations of directors	
23.100.0621	Right of director or committee member to information	
23.100.0622	Appointment and authority of officer	
23.100.0623	Resignation and removal of officers	

# INDEMNIFICATION

 ${ 23.100.0701 \quad Indemnification \ and \ advancement \ of \ expenses-} \\ Insurance$ 

# CONTRIBUTIONS, ALLOCATIONS, AND DISTRIBUTIONS

23.100.0801	Members' contributions
23.100.0802	Contribution and validation
23.100.0803	Allocation of profits and losses
23.100.0804	Distributions
23.100.0805	Redemption or repurchase
23.100.0806	Limitations on distributions
23.100.0807	Liability for improper distributions—Limitation of action
23.100.0808	Relation to state securities law
23.100.0809	Alternative distribution of unclaimed property,
	distributions, redemptions, or payments

### DISSOCIATION

23.100.0901	Member's dissociation
23.100.0902	Effect of dissociation
23.100.0903	Power of legal representative of deceased member

### DISSOLUTION

23.100.1001	Dissolution and winding up
23.100.1002	Nonjudicial dissolution
23.100.1003	Judicial dissolution
23.100.1004	Voluntary dissolution before commencement of activity
23.100.1005	Voluntary dissolution by the board and members
23.100.1006	Winding up
23.100.1007	Rescinding dissolution
23.100.1008	Distribution of assets in winding up
23.100.1009	Known claims against dissolved limited cooperative association
23.100.1010	Other claims against dissolved limited cooperative association
23.100.1011	Court proceedings
23.100.1012	Statement of dissolution
23.100.1013	Statement of termination

### **ACTIONS BY MEMBERS**

23.100.1101 Derivative action

### DISPOSITION OF ASSETS

23.100.1201	Disposition of assets not requiring member approval
23.100.1202	Member approval of other disposition of assets
23.100.1203	Notice and action by board on disposition of assets
	requiring member approval
23.100.1204	Member action on disposition of assets

# **CONVERSION AND MERGER**

23.100.1301	Definitions
23.100.1302	Conversion authorized
23.100.1303	Plan of conversion
23.100.1304	Approval of conversion
23.100.1305	Amendment or abandonment of plan of conversion
23.100.1306	Statement of conversion—Effective date of conversion
23.100.1307	Effect of conversion
23.100.1308	Merger authorized
23.100.1309	Plan of merger
23.100.1310	Approval of merger
23.100.1311	Amendment or abandonment of plan of merger
23.100.1312	Statement of merger—Effective date of merger
23.100.1313	Effect of merger
23.100.1314	Relationship to other laws
23.100.1315	Charitable assets
23.100.1316	Status of filings
23.100.1317	Nonexclusivity
23.100.1318	Reference to external facts
23.100.1319	Alternative means of approval of conversion or merger
23.100.1320	Subjects covered

# MISCELLANEOUS PROVISIONS

23.100.1501	Uniformity of application and construction—2019 c 37
23.100.1502	Relation to electronic signatures in global and national
	commerce act
23.100.1503	Savings—2019 c 37

### TITLE 23B WASHINGTON BUSINESS CORPORATION ACT

# **CHAPTER 23B.01 GENERAL PROVISIONS**

23B.01.010	Short title
23B.01.020	Reservation of power to amend or repeal
23B.01.200	Filing requirements
23B.01.202	Certificate of authority as insurance company—Filing of records
23B.01.204	Certificate of authority from department of financial institutions—Filing of records
23B.01.210	Repealed by Laws 2015, ch. 176, § 2149, eff. January 1, 2016
23B.01.220	Fees
23B.01.230	Effective time and date of document
23B.01.240	Correcting filed documents
23B.01.250	Filing duty of secretary of state
23B.01.260	Repealed by Laws 2015, ch. 176, § 2149, eff. January 1, 2016

Repealed by Laws 2015, ch. 176, § 2149, eff. January 1, 2016
Certificate of existence or registration
Penalty for signing false document
Powers
Definitions
Notice
Notice—Common address—Address defined— Shareholders consent
Repealed by Laws 2015, ch. 176, § 2149, eff. January 1, 2016
Repealed by Laws 2015, ch. 176, $\S$ 2149, eff. January 1, 2016
Domestic corporations—Filing, initial, and annual license fees
Repealed by Laws 2015, ch. 176, § 2149, eff. January 1, 2016
Foreign corporations—Filing and annual license fees
Repealed by Laws 2015, ch. 176, § 2149, eff. January 1, 2016
Repealed by Laws 2015, ch. 176, § 2149, eff. January 1, 2016
Penalty for nonpayment of annual corporate license fees and failure to file a substantially complete annual report—Payment of delinquent fees—Rules
Repealed by Laws 2015, ch. 176, § 2149, eff. January 1, 2016
Public service companies entitled to deductions
23B.02 INCORPORATION
Incorporators
Articles of incorporation
Effect of filing
Certificate of authority as insurance company—Filing of records
Liability for preincorporation transactions
Organization of corporation
Bylaws
Emergency bylaws
Forum selection
23B.03 POWERS AND PURPOSES
Purposes
General powers
Emergency powers
Ultra vires

Table of Contents			
CHAPTER	CHAPTER 23B.04 NAME		
23B.04.010	Corporate name		
23B.04.020	Reserved name		
23B.04.030	Registered name		
23B.04.035	Certificate of authority as insurance company—Filing of records		
23B.04.037	Certificate of authority as insurance company— Registration or reservation of name		
CHAPTER	23B.05 OFFICE AND AGENT		
23B.05.010	Registered agent		
23B.05.020	Change of registered agent		
23B.05.030	Resignation of registered agent		
23B.05.040	Service on corporation		
23B.05.050	Annual meeting of shareholders—Limitations—Terms of		
	directors		
CHAPTER	23B.06 SHARES AND DISTRIBUTIONS		
23B.06.010	Authorized shares		
23B.06.020	Terms of class or series		
23B.06.030	Issued and outstanding shares		
23B.06.040	Fractional shares		
23B.06.200	Subscription for shares before incorporation		
23B.06.210	Issuance of shares		
23B.06.220	Liability of shareholders		
23B.06.230	Share dividends		
23B.06.240	Share options		
23B.06.250	Certificates		
23B.06.260	Shares without certificates		
23B.06.270	Restriction on transfer of shares and other securities		
23B.06.280	Expense of issue		
23B.06.300	Shareholders' preemptive rights		
23B.06.310	Corporation's acquisition of its own shares		
23B.06.400	Distributions to shareholders		
23B.06.410	Stock split		
CHAPTER 23B.07 SHAREHOLDERS			
23B.07.010	Annual meeting		
23B.07.020	Special meeting		
23B.07.030	Court-ordered meeting		
23B.07.035	Inspectors to act at meetings—Appointment—Duties—		
	Certain corporations		
23B.07.040	Corporate action without a meeting or a vote		
23B.07.050	Notice of meeting		

Waiver of notice
Record date
Shareholder participation by means of communication equipment
Shareholders' list for meeting
Voting entitlement of shares
Proxies
Shares held by nominees
Corporation's acceptance or rejection of votes, ballots, consents, waivers, or proxy appointments
Quorum and voting requirements
Corporate action by single and multiple voting groups
Greater or lesser quorum or voting requirements
Voting for directors—Cumulative voting
Voting trusts
Voting agreements
Agreements among shareholders—Acquisition of shares after agreement—Liability
Derivative proceedings procedure
23B.08 DIRECTORS AND OFFICERS
Requirement for and duties of board of directors
Qualifications of directors
Number and election of directors
Election of directors by certain classes or series of shares
Terms of directors—Generally
Staggered terms for directors
Resignation of directors
Removal of directors by shareholders
Removal of directors by judicial proceeding
Vacancy on board of directors
Compensation of directors
Gender-diverse board of directors—Board diversity discussion and analysis—Remedy for failure to comply
Regular or special meetings of the board
Corporate action without meeting
Notice of meeting
Waiver of notice
Quorum and voting
Corporate action—Vote of shareholders
Committees
General standards for directors
Liability for unlawful distributions
—
Limitation on liability of directors

23B.08.410	Duties of officers
23B.08.420	Standards of conduct for officers
23B.08.430	Resignation and removal of officers
23B.08.440	Contract rights of officers
23B.08.500	Indemnification definitions
23B.08.510	Authority to indemnify
23B.08.520	Mandatory indemnification
23B.08.530	Advance for expenses
23B.08.540	Court-ordered indemnification
23B.08.550	Determination and authorization of indemnification
23B.08.560	Shareholder authorized indemnification and advancement
	of expenses
23B.08.570	Indemnification of officers, employees, and agents
23B.08.580	Insurance
23B.08.590	Validity of indemnification or advance for expenses
23B.08.600	Report to shareholders
23B.08.603	Indemnification or advance for expenses—Later
	amendment or repeal of subject provision
23B.08.700	Definitions
23B.08.710	Judicial action
23B.08.720	Directors' action
23B.08.730	Shareholders' action
23B.08.735	Pursuit of business opportunities—Duty to corporation
23B.08.900	Construction—Chapter applicable to state registered domestic partnerships—2009 c 521

# CHAPTER 23B.09 CORPORATE ENTITIES—CONVERSIONS

23B.09.005	Definitions
23B.09.010	Entity conversion
23B.09.020	Plan of entity conversion
23B.09.030	Approval of a plan of entity conversion
23B.09.040	Articles of entity conversion
23B.09.050	Effect of entity conversion
23B.09.060	Abandonment of entity conversion

# CHAPTER 23B.10 AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

23B.10.010	Authority to amend articles of incorporation
23B.10.012	Certificate of authority as insurance company—Filing of
	records
23B.10.020	Amendment of articles of incorporation by board of
	directors
23B.10.030	Amendment of articles of incorporation by board of
	directors and shareholders

23B.10.040	Voting on amendments to articles of incorporation by voting groups	
23B.10.050	Amendment of articles of incorporation before issuance of shares	
23B.10.060	Articles of amendment	
23B.10.070	Restated articles of incorporation	
23B.10.080	Amendment of articles of incorporation pursuant to reorganization	
23B.10.090	Effect of amendment of articles of incorporation	
23B.10.200	Amendment of bylaws by board of directors or shareholders	
23B.10.205	Amendment of bylaws—Election of directors	
23B.10.210	Bylaw increasing quorum or voting requirements for directors	
CHAPTER 23B.11 MERGER AND SHARE EXCHANGE		
[REPEALE	_	
23B.11.010	Repealed by Laws 2024, ch. 22, § 13, eff. June 6, 2024	
23B.11.020	Repealed by Laws 2024, ch. 22, § 13, eff. June 6, 2024	
23B.11.030	Repealed by Laws 2024, ch. 22, § 13, eff. June 6, 2024	
23B.11.035	Repealed by Laws 2024, ch. 22, § 13, eff. June 6, 2024	
23B.11.040	Repealed by Laws 2024, ch. 22, § 13, eff. June 6, 2024	
23B.11.045	Repealed by Laws 2024, ch. 22, § 13, eff. June 6, 2024	
23B.11.050	Repealed by Laws 2024, ch. 22, § 13, eff. June 6, 2024	
23B.11.060	Repealed by Laws 2024, ch. 22, § 13, eff. June 6, 2024	
23B.11.070	Repealed by Laws 2024, ch. 22, § 13, eff. June 6, 2024	
23B.11.080	Repealed by Laws 2024, ch. 22, § 13, eff. June 6, 2024	
23B.11.090	Repealed by Laws 2024, ch. 22, § 13, eff. June 6, 2024	
23B.11.100	Repealed by Laws 2024, ch. 22, § 13, eff. June 6, 2024	
23B.11.110	Repealed by Laws 2024, ch. 22, § 13, eff. June 6, 2024	
CHAPTER	23B.11A MERGERS AND SHARE EXCHANGES	
23B.11A.010	Definitions	
23B.11A.020	Merger	
23B.11A.030	Share exchange	
23B.11A.040	Approval of plan of merger or share exchange	
23B.11A.041	Voting on plan of merger or share exchange—Separate	
200.1111.041	voting groups	
23B.11A.045	Without approval of plan of merger or share exchange— Tender offer—Definitions	
23B.11A.050	Merger between parent and subsidiary or between subsidiaries	
23B.11A.060	Articles of merger or share exchange	
23B.11A.070	Effect of merger or share exchange	
23B.11A.080	Abandonment of merger or share exchange	

23B.11A.090 Merger to effect a holding company reorganization— Definitions

### **CHAPTER 23B.12 SALE OF ASSETS**

- 23B.12.010 Sale of property and assets in usual and regular course of business or for benefit of creditors
- 23B.12.020 Sale of property and assets other than in the usual and regular course of business

### **CHAPTER 23B.13 DISSENTERS' RIGHTS**

- 23B.13.010 Definitions
- 23B.13.020 Right to dissent
- 23B.13.030 Dissent by nominees and beneficial owners
- 23B.13.200 Notice of dissenters' rights
- 23B.13.210 Notice of intent to demand payment
- 23B.13.220 Dissenters' rights—Notice
- 23B.13.230 Duty to demand payment
- 23B.13.240 Share restrictions
- 23B.13.250 Payment
- 23B.13.260 Failure to take corporate action
- 23B.13.270 After-acquired shares
- 23B.13.280 Procedure if shareholder dissatisfied with payment or offer
- 23B.13.300 Court action
- 23B.13.310 Court costs and counsel fees

### **CHAPTER 23B.14 DISSOLUTION**

- 23B.14.010 Dissolution by initial directors, incorporators, or board of directors
- 23B.14.020 Dissolution by board of directors and shareholders
- 23B.14.030 Articles of dissolution—Publication of notice
- 23B.14.040 Revocation of dissolution
- 23B.14.050 Effect of dissolution
- 23B.14.060 Known claims against a dissolved corporation
- 23B.14.065 Form and adequacy of satisfaction of claims—Application to and determination by court
- 23B.14.070 Holder of an unpaid claim—Proceeding against dissolved corporation to collect amount of claim
- 23B.14.200 Administrative dissolution—Grounds
- 23B.14.203 Repealed by Laws 2015, ch. 176, § 2149, eff. January 1, 2016
- 23B.14.210 Repealed by Laws 2015, ch. 176, § 2149, eff. January 1, 2016
- 23B.14.220 Reinstatement following administrative dissolution— Application

00D 14 000	
23B.14.300	Judicial dissolution—Grounds
23B.14.310	Judicial dissolution or supervision of voluntary
00D 14 000	dissolution—Procedure
23B.14.320	General or custodial receivership
23B.14.330	Decree of dissolution—Other orders, decrees, and injunctions—Revenue clearance certificate
23B.14.340	Survival of remedy after dissolution
23B.14.390	Secretary of state—List of corporations dissolved
23B.14.392	Certificate of authority as insurance company—Filing of records
23B.14.394	Certificate of authority from department of financial institutions—Filing of records
23B.14.400	Deposit with state treasurer
CHAPTER	23B.15 FOREIGN CORPORATIONS
23B.15.010	Authority to transact business required
23B.15.015	Repealed by Laws 2015, ch. 176, § 2149, eff. January 1, 2016
23B.15.020	Consequences of transacting business without registering
23B.15.030	Foreign registration statement
23B.15.032	Certificate of authority as insurance company—Filing of records
23B.15.040	Amended foreign registration statement
23B.15.050	Effect of registration—Right of state to terminate— Governing law
23B.15.060	Corporate name of foreign corporation
23B.15.070	Registered agent of foreign corporation
23B.15.080	Change of registered agent of foreign corporation
23B.15.090	Resignation of registered agent of foreign corporation
23B.15.100	Service on foreign corporation
23B.15.200	Withdrawal of foreign corporation
23B.15.300	Termination—Grounds
23B.15.310	Repealed by Laws 2015, ch. 176, § 2149, eff. January 1, 2016
CHAPTER	23B.16 RECORDS AND REPORTS
23B.16.010	Corporate records
23B.16.020	Inspection of records by shareholders
23B.16.030	Scope of inspection right
23B.16.040	Court-ordered inspection
23B.16.200	Financial statements for shareholders
23B.16.220	Initial and annual reports for secretary of state
	and annual reports for boolesary of blace

Table of Contents		
CHAPTER	23B.17 MISCELLANEOUS PROVISIONS	
23B.17.010	Application to existing corporations	
23B.17.015	Alternative quorum and voting requirements	
23B.17.020	Repealed by Laws 1996, ch. 155, § 6	
23B.17.030	Limitation on liability of directors—Indemnification	
CHAPTER	23B.18 NONADMITTED ORGANIZATIONS	
23B.18.010	Ownership and enforcement of notes secured by real estate mortgages	
23B.18.020	Mortgage foreclosure	
23B.18.030	Transacting business	
23B.18.040	Service of process	
23B.18.050	Repealed by Laws 2015, ch. 176, § 2149, eff. January 1, 2016	
23B.18.060	Venue	
CHAPTER TRANSAC'	23B.19 SIGNIFICANT BUSINESS TIONS	
23B.19.010	Legislative findings—Intent	
23B.19.020	Definitions	
23B.19.030	Transaction excluded from chapter—Inadvertent acquisition	
23B.19.040	Approval of significant business transaction required— Violation	
23B.19.050	Provisions of chapter additional to other requirements	
23B.19.900	Construction—Chapter applicable to state registered domestic partnerships—2009 c 521	
CHAPTER	23B.25 SOCIAL PURPOSE CORPORATIONS	
23B.25.005	Becoming or ceasing to be a social purpose corporation	
23B.25.010	Powers, rights, and obligations—Definition—Application of RCW 23B.03.010	
23B.25.020	General social purposes	
23B.25.030	Specific social purposes	
23B.25.040	Articles of incorporation—Required and optional provisions—Notice—Availability of copies	
23B.25.050	Duties of director—Standards—Liabilities	
23B.25.060	Duties of officer—Standards—Liabilities	
23B.25.070	Shares—Represented by certificate—Not represented by certificate	
23B.25.080	Instituting or maintaining proceedings—Shareholders only	
23B.25.090	Amendment to articles of incorporation—Change to social purposes—Voting requirements	
23B.25.100	Plan of merger or share exchange—Status as social purpose corporation—Voting requirements	

23B.25.110	Selling, leasing, exchanging, or disposing of property— Voting requirements
23B.25.120	Shareholder dissent—Payment of fair value, when
23B.25.130	Corporation converting to a social purpose corporation— Conditions—Election
23B.25.140	Corporation ceasing to be a social purpose corporation— Conditions—Election
23B.25.150	Social purpose report required—Timing—Information—Failure to comply

### CHAPTER 23B.30 DEFECTIVE CORPORATE ACTIONS

23B.30.010	Definitions
23B.30.020	Chapter not exclusive
23B.30.030	Ratification
23B.30.040	Ratification—Quorum—Voting
23B.30.050	Ratification and validation—Notice
23B.30.060	Ratification and validation—Effect
23B.30.070	Defective corporate action—Filings—Articles of validation
23B.30.080	Judicial proceedings to validate or challenge ratification

# CHAPTER 23B.900 CONSTRUCTION

23B.900.010	Savings provisions—1989 c 165
23B.900.020	Decodified July 2016
23B.900.030	Repealer—1989 c 165
23B.900.040	Effective date—1989 c 165
23B.900.050	Section headings—1989 c 165

### TITLE 24 CORPORATIONS AND ASSOCIATIONS (NONPROFIT)

### CHAPTER 24.01 GENERAL PROVISIONS [REPEALED]

24.01.010 Repealed by Laws 1967, ch. 235, § 100, eff. July 1, 1969

# CHAPTER 24.03 WASHINGTON NONPROFIT CORPORATION ACT [REPEALED]

24.03.005	Repealed by Laws 2021, ch. 176, § 5301, eff. January 1, 2022
24.03.007	Repealed by Laws 2015, ch. 176, § 3136, eff. January 1, 2016
24.03.008	Repealed by Laws 2015, ch. 176, § 3136, eff. January 1, 2016
24.03.009 to 24.03.035	Repealed by Laws 2021, ch. 176, § 5301, eff. January 1, 2022
24.03.038	Repealed by Laws 1986, ch. 261, § 7
24.03.040 to 24.03.145	Repealed by Laws 2021, ch. 176, § 5301, eff. January 1, 2022

24.03.150 to 24.03.260	Repealed by Laws 2021, ch. 176, § 5301, eff. January 1, 2022
24.03.265	Repealed by Laws 2010, ch. 212, § 5, eff. March 25, 2010
24.03.266	Repealed by Laws 2021, ch. 176, § 5301, eff. January 1, 2022
24.03.270	Repealed by Laws 2010, ch. 212, § 5, eff.
24.03.271	March 25, 2010 Repealed by Laws 2021, ch. 176, § 5301, eff.
24.03.275	January 1, 2022 Repealed by Laws 2004, ch. 165, § 47, eff.
24.03.276	June 10, 2004 Repealed by Laws 2021, ch. 176, § 5301, eff.
24.03.280	January 1, 2022 Repealed by Laws 2004, ch. 165, § 47, eff.
24.03.285	June 10, 2004 Repealed by Laws 2004, ch. 165, § 47, eff.
24.03.290	June 10, 2004 Repealed by Laws 2010, ch. 212, § 5, eff.
24.03.295 to 24.03.302	March 25, 2010 Repealed by Laws 2021, ch. 176, § 5301, eff.
24.03.3025	January 1, 2022 Repealed by Laws 2015, ch. 176, § 3136, eff.
24.03.303	January 1, 2016 Repealed by Laws 2015, ch. 176, § 3136, eff.
24.03.305	January 1, 2016 Repealed by Laws 2021, ch. 176, § 5301, eff.
	January 1, 2022
24.03.307	Repealed by Laws 2015, ch. 176, § 3136, eff. January 1, 2016
24.03.310, 24.03.315	Repealed by Laws 2021, ch. 176, § 5301, eff. January 1, 2022
24.03.320	Repealed by Laws 2015, ch. 176, § 3136, eff. January 1, 2016
24.03.325	Repealed by Laws 2021, ch. 176, § 5301, eff. January 1, 2022
24.03.330	Repealed by Laws 2015, ch. 176, § 3136, eff.
24.03.332 to 24.03.350	January 1, 2016 Repealed by Laws 2021, ch. 176, § 5301, eff.
24.03.355	January 1, 2022 Repealed by Laws 1986, ch. 240, § 59
24.03.360 to 24.03.370	Repealed by Laws 2021, ch. 176, § 5301, eff.
24.03.375	January 1, 2022 Repealed by Laws 2015, ch. 176, § 3136, eff.
24.03.380	January 1, 2016 Repealed by Laws 2021, ch. 176, § 5301, eff.
	January 1, 2022

24.03.385	Repealed by Laws 2015, ch. 176, § 3136, eff.
	January 1, 2016
24.03.386	Repealed by Laws 2015, ch. 176, § 3136, eff.
	Ĵanuary 1, 2016
24.03.388	Repealed by Laws 2015, ch. 176, § 3136, eff.
04.00.000.04.00.00	January 1, 2016
24.03.390, 24.03.395	Repealed by Laws 2021, ch. 176, § 5301, eff. January 1, 2022
24.03.400	Repealed by Laws 2015, ch. 176, § 3136, eff.
04.00.405	January 1, 2016
24.03.405	Repealed by Laws 2021, ch. 176, § 5301, eff. January 1, 2022
24.03.410	Repealed by Laws 2015, ch. 176, § 3136, eff.
	January 1, 2016
24.03.415	Repealed by Laws 2015, ch. 176, § 3136, eff. January 1, 2016
24.03.417 to 24.03.445	Repealed by Laws 2021, ch. 176, § 5301, eff.
	January 1, 2022
24.03.450	Repealed by Laws 2015, ch. 176, § 3136, eff.
	January 1, 2016
24.03.455 to 24.03.905	Repealed by Laws 2021, ch. 176, § 5301, eff.
	January 1, 2022
24.03.910	Decodified July 2016
24.03.915 to 24.03.925	Repealed by Laws 2021, ch. 176, § 5301, eff.
	Ĵanuary 1, 2022

# CHAPTER 24.03A WASHINGTON NONPROFIT CORPORATION ACT

# PART I FORMATION AND GENERAL CONDITIONS

### ARTICLE 1 GENERAL PROVISIONS

24.03A.005	Short title
24.03A.010	Definitions
24.03A.015	Notice
24.03A.020	Service on corporations
24.03A.025	Venue for actions
24.03A.030	Application to existing nonprofit corporations
24.03A.035	Application to registered foreign nonprofit corporations
24.03A.040	Relationship to prior statutes
24.03A.045	Relationship to other laws
24.03A.050	Subordination to canon law

### ARTICLE 2 FILING DOCUMENTS—SECRETARY OF STATE

24.03A.055	Applicability of uniform business organizations code
24.03A.060	Filing requirements

INDEE OF COL	VIEWID	
24.03A.065 24.03A.070 24.03A.075 24.03A.080 24.03A.085	Electronic filings Annual report Major changes by charitable corporations Powers of secretary of state Fees	
ARTICLE 3 INCORPORATION		
24.03A.090	Incorporators	
24.03A.095	Corporate name	
24.03A.100	Articles of incorporation	
24.03A.105	Effectiveness of incorporation	
24.03A.110	Requirement of registered agent	
24.03A.115	Liability for preincorporation transactions	
24.03A.120	Organization of corporations	
24.03A.125	Bylaws	
ARTICLE 4	PURPOSES, POWERS, AND LIMITATIONS	
24.03A.130	Purposes	
24.03A.135	Power to modify purposes	
24.03A.140	General powers	
24.03A.145	Emergency powers	
24.03A.150	Ultra vires action	
24.03A.155	Distributions prohibited	
24.03A.160	Reasonable compensation permitted	
24.03A.165	Property held for charitable purposes	
24.03A.170	Debt and security interests	
24.03A.175	Private foundations	
ARTICLE 5	GIFT RESTRICTIONS	
24.03A.180	Unrestricted gifts	
24.03A.185	Restricted gifts	
24.03A.190	Modification or release of gift restrictions	
24.03A.195	Binding agreement to modify or release restrictions	
24.03A.200	Judicial modification or release of restrictions	
24.03A.205	Charitable purpose survives	

### ARTICLE 6 BOOKS AND RECORDS

24.03A.210	Corporate records
	•
24.03A.215	Inspection by members
24.03A.220	Scope of member's inspection right
24.03A.225	Financial statements for members
24.03A.230	Court-ordered inspection
24.03A.235	Inspection by directors
24.03A.240	Use of membership list

#### ARTICLE 7 PUBLIC BENEFIT CORPORATIONS

- 24.03A.245 Public benefit designation
- 24.03A.250 Application and renewal
- 24.03A.255 Removal of status

### ARTICLE 8 FOREIGN CORPORATIONS

- 24.03A.260 Registration to do business
- 24.03A.265 Effect of registration
- 24.03A.270 Name of foreign nonprofit corporation
- 24.03A.275 Registered agent of foreign nonprofit corporation
- 24.03A.280 Service on foreign nonprofit corporation
- 24.03A.285 Withdrawal of registration
- 24.03A.290 Withdrawal upon conversion or dissolution
- 24.03A.295 Amendment to registration upon conversion
- 24.03A.300 Transfer of registration
- 24.03A.305 Termination of registration
- 24.03A.310 Judicial review of termination

#### PART II GOVERNANCE

#### ARTICLE 1 MEMBERS AND MEMBERSHIPS

- 24.03A.315 Members
- 24.03A.320 Scope of membership
- 24.03A.325 Admission of members
- 24.03A.330 Consideration for admission
- 24.03A.335 Capital contributions
- 24.03A.340 Rights and obligations
- 24.03A.345 Differences in rights and obligations
- 24.03A.350 Transfers of membership
- 24.03A.355 Member's liability for corporate obligations
- 24.03A.360 Member's liability for dues, fees, and assessments
- 24.03A.365 Creditor's action against member
- 24.03A.370 Resignation of member
- 24.03A.375 Termination and suspension of membership
- 24.03A.380 Repurchase of memberships

### ARTICLE 2 DELEGATES

24.03A.385 Delegates

#### ARTICLE 3 MEMBERSHIP MEETINGS AND VOTING

- 24.03A.390 Annual and regular meetings
- 24.03A.395 Special meetings
- 24.03A.400 Court-ordered meeting
- 24.03A.405 List of members for meeting

Notice of membership meeting		
Waiver of notice		
Record date		
Conduct of meeting		
Proxies		
Voting entitlement of members		
Membership quorum and voting requirements		
Differing quorum and voting requirements		
Voting for directors		
Acceptance of ballots, consents, waivers, or proxies		
Inspectors of election		
Action by voting groups		
Voting agreements		
Action without meeting by unanimous written consent		
Action without meeting by ballot		
Procedure for remote meetings		
BOARD OF DIRECTORS		
Board of directors—Authority		
Standards of conduct for directors		
Qualification of directors		
Number of directors		
Selection of directors		
Terms of directors, generally		
Staggered terms for directors		
Resignation of director		
Removal of directors		
Vacancy on board of directors		
Liability of directors		
Compensation of directors		
ARTICLE 5 MEETINGS AND ACTION OF THE BOARD		
Meetings of the board		
Notice of board meetings		
Waiver of notice		
Board quorum and voting requirements		
Action without meeting by unanimous written consent		
Board and advisory committees		
Procedure for remote meetings		
ARTICLE 6 OFFICERS		
Officers—Duties		
Standards of conduct for officers		
Resignation and removal of officers		

# 24.03A.600 Contract rights of officers

#### ARTICLE 7 PROVISIONS COMMON TO DIRECTORS AND OFFICERS

24.03A.605	Loans or guarantees
24.03A.610	Liability for unlawful distributions
24.03A.615	Conflicting interest transactions—Voidability
24.03A.620	Business opportunities
24.03A.625	Removal by judicial proceeding
24.03A.630	Indemnification and advance for expenses
24.03A.635	Directors and officers under 18 years of age

# PART III FUNDAMENTAL TRANSACTIONS

### ARTICLE 1 AMENDMENT OF ARTICLES OR BYLAWS

24.03A.640	Authority to amend
24.03A.645	Amendment of articles by nonmembership corporation
24.03A.650	Amendment before admission of members
24.03A.655	Amendment after admission of members
24.03A.660	Voting on amendments by voting groups
24.03A.665	Articles of amendment
24.03A.670	Restated articles of incorporation
24.03A.675	Amendment of articles pursuant to reorganization
24.03A.680	Effective date
24.03A.685	Effect of articles of amendment
24.03A.690	Power to amend bylaws
24.03A.695	Bylaw amendments requiring member approval
24.03A.700	Effect of bylaw amendment
24.03A.705	Approval of amendments by third parties

### ARTICLE 2 MERGER

24.03A.710	Definitions
24.03A.715	Property held for charitable purposes
24.03A.720	Prohibition of financial benefit
24.03A.725	Limitations on charitable corporations
24.03A.730	Merger
24.03A.735	Adoption of plan of merger
24.03A.740	Articles of merger
24.03A.745	Effect of merger
24.03A.750	Abandonment of merger

### ARTICLE 3 DOMESTICATION AND CONVERSION

24.03A.755	Definitions
24.03A.760	Excluded transactions
24.03A.765	Required approvals

24.03A.770	Property held for charitable purposes
24.03A.775	Prohibition on financial benefit
24.03A.780	Voting rights in existing corporations
24.03A.785	Domestication
24.03A.790	Action on a plan of domestication
24.03A.795	Articles of domestication
24.03A.800	Effect of domestication
24.03A.805	Abandonment of domestication
24.03A.810	For-profit conversion of noncharitable corporations
24.03A.815	Action on a plan of for-profit conversion
24.03A.820	Articles of for-profit conversion
24.03A.825	Effect of for-profit conversion
24.03A.830	Abandonment of for-profit conversion
24.03A.835	For-profit domestication and conversion
24.03A.840	Articles of domestication and conversion
24.03A.845	Effect of for-profit domestication and conversion
24.03A.850	Abandonment of for-profit domestication and conversion
24.03A.855	Entity conversion for noncharitable corporations
24.03A.860	Plan of entity conversion
24.03A.865	Action on a plan of entity conversion
24.03A.870	Articles of entity conversion
24.03A.875	Effect of entity conversion
24.03A.880	Abandonment of entity conversion
ARTICLE 4	DISPOSITION OF ASSETS
24.03A.885	Dispositions not requiring member approval
24.03A.890	Dispositions requiring member approval
24.03A.895	Effect of dispositions
24.03A.900	Property held for charitable purposes
24.03A.902	Prohibition of financial benefit
ARTICLE 5	VOLUNTARY DISSOLUTION
24.03A.904	Authorization of voluntary dissolution
24.03A.906	Distribution of assets on dissolution
24.03A.908	Corporations holding property for charitable purposes
24.03A.910	Articles of dissolution
24.03A.912	Revocation of dissolution
24.03A.914	Effect of dissolution
24.03A.916	Prohibition of financial benefit
24.03A.918	Known claims against dissolved corporation
24.03A.920	Other claims against dissolved corporation
24.03A.922	Enforcement of claims
24.03A.924	Court proceedings
24.03A.926	Directors' duties

#### ARTICLE 6 ADMINISTRATIVE AND JUDICIAL DISSOLUTION

24.03A.928	Administrative dissolution
24.03A.930	Procedure and effect of administrative dissolution
24.03A.932	Property held for charitable purposes
24.03A.934	Reinstatement of administratively dissolved corporation
24.03A.936	Judicial dissolution
24.03A.938	Procedure for judicial dissolution
24.03A.940	Receivership
24.03A.942	Decree of dissolution

# PART IV ACTIONS INVOLVING NONPROFIT CORPORATIONS

# ARTICLE 1 SUPERVISION OF PROPERTY HELD FOR CHARITABLE PURPOSES

24.03A.944 24.03A.946 24.03A.948	Notice to attorney general Actions to secure property held for charitable purposes Attorney general's right to intervene
24.03A.950	Attorney general's investigative power
24.03A.952	Civil investigative demands
24.03A.954	Religious corporations
24.03A.956	Assurances of discontinuance
24.03A.958	Civil penalties, costs, and fees
24.03A.960	Charitable asset protection account

#### ARTICLE 2 CONTESTED CORPORATE ACTION

24.03A.962	Definitions
24.03A.964	Proceedings prior to corporate action
24.03A.966	Review of contested corporate action

# CHAPTER 24.04 NONPROFIT, NONSTOCK CORPORATIONS [REPEALED]

24.04.010 to 24.04.170 Repealed by Laws 1967, ch. 235,  $\S$  100, eff. July 1, 1969

# CHAPTER 24.06 NONPROFIT MISCELLANEOUS AND MUTUAL CORPORATIONS ACT

24.06.005	Definitions
24.06.010	Application of chapter
24.06.015	Purposes
24.06.020	Incorporators
24.06.025	Articles of incorporation
24.06.030	General powers
24.06.032	Additional rights and powers authorized

24.06.035	Nonprofit status—Members', officers' immunity from liability
24.06.040	Defense of ultra vires
24.06.043	Indemnification of agents of any corporation authorized
24.06.045	Corporate name
24.06.046	Reservation of exclusive right to use corporate name
24.06.047	Registration of corporate name
24.06.048	Renewal of registration of corporate name
24.06.050	Registered agent
24.06.055	Change of registered agent
24.06.060	Service of process on corporation
24.06.065	Members
24.06.070	Shares—Issuance—Payment—Subscription agreements
24.06.075	Shares—Consideration, fixing
24.06.080	Shares—Certificates
24.06.085	Liability of shareholders, subscribers, assignees, executors, trustees, etc.
24.06.090	Preemptive share acquisition rights
24.06.095	Bylaws
24.06.100	Meetings of members and shareholders
24.06.105	Notice of meetings
24.06.110	Voting
24.06.115	Quorum
24.06.120	Class voting
24.06.125	Board of directors
24.06.130	Number and election of directors
24.06.135	Vacancies
24.06.140	Quorum of directors
24.06.145	Committees
24.06.150	Directors' meetings
24.06.153	Duties of director or officer—Standards—Liability
24.06.155	Officers
24.06.160	Books and records
24.06.165	Loans to directors or officers
24.06.170	Repealed by Laws 2015, ch. 176, § 4135, eff. January 1, 2016
24.06.175	Effect of filing of articles of incorporation
24.06.180	_
24.06.185	Right to amend articles of incorporation
24.06.190	Procedure to amend articles of incorporation
24.06.195	Articles of amendment
24.06.200	Filing of articles of amendment—Procedure
24.06.205	When amendment becomes effective—Existing actions and
	rights not affected
24.06.207	Restated articles of incorporation
24.06.210	Procedure for merger
	5

24.06.215	Procedure for consolidation
24.06.220	Approval of merger or consolidation
24.06.225	Articles of merger or consolidation
24.06.230	Merger or consolidation—When effected
24.06.233	Merger or consolidation of domestic and foreign
	corporation—Participation in an exchange
24.06.235	Effect of merger or consolidation
24.06.240	Sale, lease, exchange, etc., of property and assets
24.06.245	Right of member or shareholder to dissent
24.06.250	Exercise of right of dissent—Rights and liabilities
24.06.255	Payment of fair value to dissenting member or shareholder
24.06.260	Voluntary dissolution
24.06.265	Distribution of assets
24.06.270	Revocation of voluntary dissolution proceedings
24.06.275	Articles of dissolution
24.06.280	Filing of articles of dissolution
24.06.285	Involuntary dissolution
24.06.290	Proceedings for administrative dissolution—
0.4.00.000	Reinstatement—Survival of actions
24.06.293	Repealed by Laws 2015, ch. 176, § 4135, eff. January 1, 2016
24.06.295	Venue and process
24.06.300	Jurisdiction of court to liquidate assets and dissolve corporation
24.06.305	Procedure in liquidation of corporation in court
24.06.310	Qualifications of receivers—Bond
24.06.315	Filing of claims in liquidation proceedings
24.06.320	Discontinuance of liquidation proceedings
24.06.325	Decree of involuntary dissolution
24.06.330	Filing of decree of dissolution
24.06.335	Survival of remedies after dissolution
24.06.340	Registration of foreign corporation—Right to conduct affairs in the state
24.06.345	Effect of registration—Governing law
24.06.350	Corporate name of foreign corporation
24.06.355	Repealed by Laws 2015, ch. 176, § 4135, eff. January 1, 2016
24.06.360	Foreign registration statement—Filing
24.06.365	Repealed by Laws 2015, ch. 176, § 4135, eff. January 1, 2016
24.06.367	Certificate of authority as insurance company—Filing of documents
24.06.369	Certificate of authority as insurance company— Registration or reservation of name
24.06.370	Authorization to conduct affairs in the state—Right of state to terminate registration

24.06.375	Registered agent of foreign corporation
24.06.380	Change of registered agent of foreign corporation
24.06.385	Resignation of registered agent
24.06.390	Service of process, notice, or demand on corporation
24.06.395	Failure to appoint or maintain agent—Service of process, notice, or demand
24.06.400	Amendment to articles of incorporation of foreign corporation
24.06.405	Merger of foreign corporation authorized to conduct affairs in this state
24.06.410	Amended foreign registration statement
24.06.415	Withdrawal of foreign corporation
24.06.420	Repealed by Laws 2015, ch. 176, § 4135, eff. January 1, 2016
24.06.425	Termination of registration
24.06.430	Repealed by Laws 2015, ch. 176, § 4135, eff. January 1, 2016
24.06.433	Repealed by Laws 2015, ch. 176, § 4135, eff. January 1, 2016
24.06.435	Conducting affairs without registering
24.06.440	Annual report of domestic and foreign corporations
24.06.445	Repealed by Laws 2015, ch. 176, § 4135, eff. January 1, 2016
24.06.450	Applicable fees, charges, and penalties
24.06.455	Repealed by Laws 2015, ch. 176, § 4135, eff. January 1, 2016
24.06.460	Repealed by Laws 2015, ch. 176, § 4135, eff. January 1, 2016
24.06.462	Fees for services by secretary of state
24.06.465	Penalties imposed upon corporation—Penalty established by secretary of state
24.06.470	Penalties imposed upon directors and officers
24.06.475	Interrogatories by secretary of state
24.06.480	Confidential nature of information disclosed by interrogatories
24.06.485	Power and authority of secretary of state
24.06.490	Duty of secretary of state to file—Review of refusal to file
24.06.495	Repealed by Laws 2015, ch. 176, § 4135, eff. January 1, 2016
24.06.500	Greater voting requirements
24.06.505	Waiver of notice
24.06.510	Action by members or directors without a meeting
24.06.515	Unauthorized assumption of corporate powers
24.06.520	Reinstatement and renewal of corporate existence—Fee
24.06.525	Reorganization of corporations or associations in accordance with this chapter

24.06.600	Locally regulated utilities—Attachments to poles
24.06.605	Locally regulated utilities—Involuntary termination of electric service during heat-related alerts prohibited—
	Reconnection and repayment plan—Report
24.06.610	Tariff for irrigation pumping service—Authority for locally
	regulated utility to buy back electricity
24.06.615	Conversion of domestic corporation to limited cooperative
	association—Procedure
24.06.900	Short title
24.06.905	Existing liabilities not terminated—Continuation of
	corporate existence—Application of chapter
24.06.910	Decodified July 2016
24.06.915	Repealed by Laws 2015, ch. 176, § 4135, eff. January 1,
	2016
24.06.920	Effective date—1969 ex.s. c 120

# CHAPTER 24.08 EDUCATIONAL, RELIGIOUS, BENEVOLENT, FRATERNAL, OR CHARITABLE SOCIETIES [REPEALED]

24.08.010 to 24.08.900 Repealed by Laws 1967, ch. 235,  $\$  100, eff. July 1, 1969

### **CHAPTER 24.12 CORPORATIONS SOLE**

24.12.005	Application of chapter
24.12.010	Corporations sole—Church and religious societies
24.12.020	Corporate powers
24.12.025	Indemnification of agents of any corporation authorized
24.12.030	Filing articles—Property held in trust
24.12.040	Existing corporations sole
24.12.045	Annual report—Secretary of state's powers
24.12.050	Decodified September 2009
24.12.051	Notice of annual report requirement—Rules
24.12.055	Failure to file annual report—Reinstatement after administrative dissolution
24.12.060	Repealed by Laws 2015, ch. 176, § 9121, eff. January 1, 2016

# CHAPTER 24.16 ASSOCIATIONS FOR MUTUAL BENEFIT (INSURANCE) AND EDUCATIONAL, CHARITABLE, ETC., PURPOSES [REPEALED]

24.16.010 to 24.16.140 Repealed by Laws 1967, ch. 235,  $\S$  100, eff. July 1, 1969

# CHAPTER 24.20 FRATERNAL SOCIETIES

24.20.010	Incorporation—Articles
24.20.020	Filing fee
24.20.025	Fees for services by secretary of state
24.20.030	Powers—Not subject to license fees
24.20.035	Indemnification of agents of any corporation authorized
24.20.040	Repealed by Laws 2015, ch. 176, § 9121, eff. January 1, 2016
24.20.050	Repealed by Laws 2015, ch. 176, § 9121, eff. January 1, 2016

# CHAPTER 24.24 BUILDING CORPORATIONS COMPOSED OF FRATERNAL SOCIETY MEMBERS

24.24.010	Who may incorporate—Filing fee
24.24.015	Fees for services by secretary of state
24.24.020	Articles—Contents
24.24.030	Powers
24.24.040	Membership certificates
24.24.050	Bylaws
24.24.060	Membership—Trustees—Elections
24.24.070	Control of business—Officers
24.24.080	Right of corporations under the statutes
24.24.090	Certificates of capital stock
24.24.100	Fees
24.24.110	Exemption from ordinary corporate taxes
24.24.120	Indemnification of agents of any corporation authorized
24.24.130	Repealed by Laws 2015, ch. 176, $\S$ 9121, eff. January 1, 2016

### **CHAPTER 24.28 GRANGES**

24.28.010	Manner of incorporating a grange
24.28.020	In what pursuits such corporation may engage
24.28.030	General rights and liabilities
24.28.035	Indemnification of agents of any corporation authorized
24.28.040	Use of term "grange"—"Person" defined
24.28.045	Repealed by Laws 2015, ch. 176, § 9121, eff. January 1
	2016
24.28.050	Fees for services by secretary of state

# CHAPTER 24.34 AGRICULTURAL PROCESSING AND MARKETING ASSOCIATIONS

24.34.010	Who may organize—Purposes—Limitations
24.34.020	Monopoly or restraint of trade—Complaint—Procedure

# CHAPTER 24.36 FISH MARKETING ACT

24.36.010	Short title
24.36.020	Declaration of purpose
24.36.030	Definitions
24.36.040	Associations deemed nonprofit
24.36.050	General laws relating to corporations for profit applicable
24.36.055	Fees for services by secretary of state
24.36.060	Securities act inapplicable
24.36.070	Associations deemed not a conspiracy, in restraint of trade, etc.—Contracts not illegal
24.36.080	Conflicting laws not applicable—Exemptions apply
24.36.090	Merger, consolidation of associations authorized— Procedure
24.36.100	Stock associations—Statement in articles
24.36.110	Stock associations—Classified shares—Statement in articles
24.36.120	Nonstock associations—Statement in articles
24.36.130	Bylaws of association
24.36.140	Bylaws of association—Transfer of stock, membership certificates limited
24.36.150	Bylaws of association—Quorum, voting, directors, penalties
24.36.160	Bylaws of association—Fees, charges, marketing contract, dividends
24.36.170	Bylaws of association—Membership
24.36.180	Bylaws of association—Meetings
24.36.190	Bylaws of association—Direct election of directors from districts of territory
24.36.200	Bylaws of association—Election of directors by representatives or advisers from districts of territory
24.36.210	Bylaws of association—Primary elections to nominate directors
24.36.220	Bylaws of association—Nomination of directors by public officials or other directors—Limitation
24.36.230	Bylaws of association—Terms of directors—Staggering
24.36.240	Bylaws of association—Executive committee
24.36.250	Qualifications of members, stockholders
24.36.260	Certificate of membership in nonstock associations
24.36.270	Liability of member for association's debts
24.36.280	Place of membership meetings
24.36.290	Appraisal of expelled member's property—Payment
24.36.300	Powers of association—General scope of activities
24.36.310	Powers of association—Incurring indebtedness—Advances to members
24.36.315	Decodified August 2000
24.36.320	Association as agent for member
24.36.330	Reserves—Investments

# TABLE OF CONTENTS

24.36.340	Powers relating to capital stock or bonds of other corporations or associations	
24.36.350	Powers relating to real or personal property	
24.36.360	Levy of assessments	
24.36.370	General powers, rights, privileges of association	
24.36.380	Use of association's facilities—Disposition of proceeds	
24.36.390	Power of association to form, control, own stock in or be member of another corporation or association— Warehouse receipts	
24.36.400	Contracts and agreements with other corporations or associations—Joint operations	
24.36.410	Marketing contracts with members	
24.36.420	When title passes on sale by member to association	
24.36.430	Association may sell products without taking title—Powers and duties	
24.36.440	Liability of member for breach of marketing contract	
24.36.450	Injunctions, specific performance if breach or threatened breach by member	
24.36.460	Presumption that landlord or lessor can control delivery— Remedies for nondelivery or breach	
24.36.470	Enforcement by association to secure delivery by member	
CHAPTER 24.40 TAX REFORM ACT OF 1969, STATE IMPLEMENTATION—NOT FOR PROFIT CORPORATIONS		
24.40.010	A 1	
	Application	
24.40.020	Application Articles of incorporation deemed to contain prohibiting provisions	
24.40.020	Articles of incorporation deemed to contain prohibiting provisions  Articles of incorporation deemed to contain provisions for distribution	
24.40.020 24.40.030	Articles of incorporation deemed to contain prohibiting provisions  Articles of incorporation deemed to contain provisions for	
24.40.020 24.40.030 24.40.040	Articles of incorporation deemed to contain prohibiting provisions  Articles of incorporation deemed to contain provisions for distribution  Rights, powers, of courts, attorney general, not impaired Construction of references to federal code  Present articles of incorporation may be amended—	
24.40.020 24.40.030 24.40.040 24.40.050	Articles of incorporation deemed to contain prohibiting provisions Articles of incorporation deemed to contain provisions for distribution Rights, powers, of courts, attorney general, not impaired Construction of references to federal code	
24.40.020 24.40.030 24.40.040 24.40.050 24.40.060	Articles of incorporation deemed to contain prohibiting provisions  Articles of incorporation deemed to contain provisions for distribution  Rights, powers, of courts, attorney general, not impaired Construction of references to federal code  Present articles of incorporation may be amended— Application to new corporation	
24.40.020 24.40.030 24.40.040 24.40.050 24.40.060 24.40.070 24.40.080 CHAPTE	Articles of incorporation deemed to contain prohibiting provisions  Articles of incorporation deemed to contain provisions for distribution  Rights, powers, of courts, attorney general, not impaired Construction of references to federal code  Present articles of incorporation may be amended— Application to new corporation  Severability—1971 c 59  Tax reform act of 1969, state implementation—Charitable trusts  R 24.44 UNIFORM MANAGEMENT OF	
24.40.020 24.40.030 24.40.040 24.40.050 24.40.060 24.40.070 24.40.080 CHAPTE	Articles of incorporation deemed to contain prohibiting provisions  Articles of incorporation deemed to contain provisions for distribution  Rights, powers, of courts, attorney general, not impaired Construction of references to federal code  Present articles of incorporation may be amended— Application to new corporation  Severability—1971 c 59  Tax reform act of 1969, state implementation—Charitable trusts	
24.40.020 24.40.030 24.40.040 24.40.050 24.40.060 24.40.070 24.40.080  CHAPTE INSTITU	Articles of incorporation deemed to contain prohibiting provisions  Articles of incorporation deemed to contain provisions for distribution  Rights, powers, of courts, attorney general, not impaired Construction of references to federal code  Present articles of incorporation may be amended— Application to new corporation  Severability—1971 c 59  Tax reform act of 1969, state implementation—Charitable trusts  R 24.44 UNIFORM MANAGEMENT OF  TIONAL FUNDS ACT [REPEALED]	
24.40.020 24.40.030 24.40.040 24.40.050 24.40.060 24.40.070 24.40.080  CHAPTE INSTITU 24.44.010	Articles of incorporation deemed to contain prohibiting provisions  Articles of incorporation deemed to contain provisions for distribution  Rights, powers, of courts, attorney general, not impaired Construction of references to federal code  Present articles of incorporation may be amended— Application to new corporation  Severability—1971 c 59  Tax reform act of 1969, state implementation—Charitable trusts  R 24.44 UNIFORM MANAGEMENT OF TIONAL FUNDS ACT [REPEALED]  Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009	
24.40.020 24.40.030 24.40.040 24.40.050 24.40.060 24.40.070 24.40.080  CHAPTE INSTITU 24.44.010 24.44.020	Articles of incorporation deemed to contain prohibiting provisions  Articles of incorporation deemed to contain provisions for distribution  Rights, powers, of courts, attorney general, not impaired Construction of references to federal code  Present articles of incorporation may be amended— Application to new corporation  Severability—1971 c 59  Tax reform act of 1969, state implementation—Charitable trusts  R 24.44 UNIFORM MANAGEMENT OF TIONAL FUNDS ACT [REPEALED]  Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009  Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009	
24.40.020 24.40.030 24.40.040 24.40.050 24.40.060 24.40.080  CHAPTE INSTITU 24.44.010 24.44.020 24.44.030	Articles of incorporation deemed to contain prohibiting provisions  Articles of incorporation deemed to contain provisions for distribution  Rights, powers, of courts, attorney general, not impaired Construction of references to federal code  Present articles of incorporation may be amended— Application to new corporation  Severability—1971 c 59  Tax reform act of 1969, state implementation—Charitable trusts  R 24.44 UNIFORM MANAGEMENT OF TIONAL FUNDS ACT [REPEALED]  Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009  Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009  Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009	
24.40.020 24.40.030 24.40.040 24.40.050 24.40.060 24.40.080  CHAPTE INSTITU 24.44.010 24.44.020 24.44.030 24.44.040	Articles of incorporation deemed to contain prohibiting provisions  Articles of incorporation deemed to contain provisions for distribution  Rights, powers, of courts, attorney general, not impaired Construction of references to federal code  Present articles of incorporation may be amended— Application to new corporation  Severability—1971 c 59  Tax reform act of 1969, state implementation—Charitable trusts  R 24.44 UNIFORM MANAGEMENT OF TIONAL FUNDS ACT [REPEALED]  Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009  Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009  Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009  Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009	
24.40.020 24.40.030 24.40.040 24.40.050 24.40.060 24.40.080  CHAPTE INSTITU 24.44.010 24.44.020 24.44.030 24.44.040 24.44.050	Articles of incorporation deemed to contain prohibiting provisions  Articles of incorporation deemed to contain provisions for distribution  Rights, powers, of courts, attorney general, not impaired Construction of references to federal code  Present articles of incorporation may be amended— Application to new corporation  Severability—1971 c 59  Tax reform act of 1969, state implementation—Charitable trusts  R 24.44 UNIFORM MANAGEMENT OF TIONAL FUNDS ACT [REPEALED]  Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009  Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009  Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009  Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009  Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009  Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009	
24.40.020 24.40.030 24.40.040 24.40.050 24.40.060 24.40.080  CHAPTE INSTITU 24.44.010 24.44.020 24.44.030 24.44.040	Articles of incorporation deemed to contain prohibiting provisions  Articles of incorporation deemed to contain provisions for distribution  Rights, powers, of courts, attorney general, not impaired Construction of references to federal code  Present articles of incorporation may be amended— Application to new corporation  Severability—1971 c 59  Tax reform act of 1969, state implementation—Charitable trusts  R 24.44 UNIFORM MANAGEMENT OF TIONAL FUNDS ACT [REPEALED]  Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009  Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009  Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009  Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009	

24.44.080	Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009
24.44.090	Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009
24.44.900	Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009

#### **CHAPTER 24.46 FOREIGN TRADE ZONES**

- 24.46.010 Finding—Intent24.46.020 Application for permission to establish, operate and
- CHAPTER 24.50 WASHINGTON MANUFACTURING SERVICES

maintain foreign trade zones authorized

24.50.005 Findings—Intent
 24.50.010 Washington manufacturing services—Organization—Mission—Board of directors—Powers—Duties

# CHAPTER 24.55 PRUDENT MANAGEMENT OF INSTITUTIONAL FUNDS ACT

24.55.005	Short title
24.55.007	Uniformity of application and construction
24.55.010	Definitions
24.55.015	Standard of conduct in managing and investing institutional fund
24.55.025	Appropriation for expenditure or accumulation of endowment fund—Rules of construction
24.55.035	Delegation of management and investment functions
24.55.045	Release or modification of restrictions on management, investment, or purpose
24.55.055	Reviewing compliance
24.55.065	Application to existing institutional funds
24.55.075	Relation to electronic signatures in global and national commerce act
24.55.900	Effective date—2009 c 436

# CHAPTER 24.60 INTRASTATE BUILDING SAFETY MUTUAL AID SYSTEM

24.60.005	System established—Member jurisdictions
24.60.010	Definitions
24.60.020	Request for assistance—Conditions
24.60.030	Emergency responders—Qualifications
24.60.040	Employee death—Benefits
24.60.050	Temporary emergency responders
24.60.060	Disputes regarding reimbursement—Arbitration
24.60.070	Tort liability or immunity—Good faith
24.60.080	Person responds without request or authorization

**ACT** 

#### TITLE 25 PARTNERSHIPS

### LIMITED LIABILITY PARTNERSHIPS

# CHAPTER 25.04 GENERAL AND LIMITED LIABILITY PARTNERSHIPS [REPEALED]

Jan. 1, 1999

CHAPTER 25.05 REVISED UNIFORM PARTNERSHIP

# ARTICLE 1 GENERAL PROVISIONS

25.05.005	Definitions
25.05.010	Knowledge and notice
25.05.015	Effect of partnership agreement—Nonwaivable provisions
25.05.020	Supplemental principles of law
25.05.025	Delivery and filing of statements
25.05.030	Governing law
25.05.035	Partnership subject to amendment or repeal of chapter

#### ARTICLE 2 NATURE OF PARTNERSHIP

25.05.050	Partnership as entity
25.05.055	Formation of partnership
25.05.060	Partnership property
25.05.065	When property is partnership property

# ARTICLE 3 RELATIONS OF PARTNERS TO PERSONS DEALING WITH PARTNERSHIP

25.05.100	Partner agent of partnership
25.05.105	Transfer of partnership property
25.05.110	Statement of partnership authority
25.05.115	Statement of denial
25.05.120	Partnership liable for partner's actionable conduct
25.05.125	Partner's liability
25.05.130	Actions by and against partnership and partners
25.05.135	Liability of purported partner

# ARTICLE 4 RELATIONS OF PARTNERS TO EACH OTHER AND TO PARTNERSHIP

25.05.150	Partner's rights and duties
25.05.155	Distributions in kind
25.05.160	Partner's rights and duties with respect to information
25.05.165	General standards of partner's conduct
25.05.170	Actions by partnership and partners
25.05.175	Continuation of partnership beyond definite term or particular undertaking

#### ARTICLE 5 TRANSFEREES AND CREDITORS OF PARTNER

25.05.200	Partner not co-owner of partnership property
25.05.205	Partner's transferable interest in partnership
25.05.210	Transfer of partner's transferable interest
25.05.215	Partner's transferable interest subject to charging order

#### ARTICLE 6 PARTNER'S DISSOCIATION

25.05.225	Events causing partner's dissociation
25.05.230	Partner's power to dissociate—Wrongful dissociation
25.05.235	Effect of partner's dissociation

# ARTICLE 7 PARTNER'S DISSOCIATION WHEN BUSINESS NOT WOUND UP

25.05.250	Purchase of dissociated partner's interest
25.05.255	Dissociated partner's power to bind and liability to
	partnership
25.05.260	Dissociated partner's liability to other persons
25.05.265	Statement of dissociation
25.05.270	Continued use of partnership name

#### ARTICLE 8 WINDING UP PARTNERSHIP BUSINESS

25.05.300	Events causing dissolution and winding up of partnership business
25.05.305	Partnership continues after dissolution
25.05.310	Right to wind up partnership business
25.05.315	Partner's power to bind partnership after dissolution
25.05.320	Statement of dissolution
25.05.325	Partner's liability to other partners after dissolution
25.05.330	Settlement of accounts and contributions among partners

#### ARTICLE 9 CONVERSIONS AND MERGERS

25.05.350	Definitions
25.05.355	Conversion of partnership to limited partnership
25.05.360	Conversion of limited partnership to partnership

# TABLE OF CONTENTS

25.05.365	Effect of conversion—Entity unchanged
25.05.370	
25.05.375	Merger—Plan—Approval
25.05.380	Articles of merger—Filing
25.05.385	Effect of merger
25.05.390	Merger—Foreign and domestic
25.05.395	Nonexclusive
ARTICLE	10 DISSENTERS' RIGHTS
25.05.420	Definitions
25.05.425	
25.05.430	
25.05.435	Partner—Dissent—Voting restriction
25.05.440	Partners—Dissenters' notice—Requirements
25.05.445	Partner—Payment demand—Entitlement
25.05.450	Partners' interests—Transfer restriction
25.05.455	Payment of fair value—Requirements for compliance
25.05.460	Merger—Not effective within sixty days—Transfer restrictions
25.05.465	Dissenter's estimate of fair value—Notice
25.05.470	Unsettled demand for payment—Proceeding—Parties—
05 05 455	Appraisers
25.05.475	Unsettled demand for payment—Costs—Fees and expenses of counsel
ARTICLE	11 LIMITED LIABILITY PARTNERSHIP
25.05.500	Formation—Registration—Application—Registered agent—Fee
25.05.505	Name
25.05.510	Rendering professional services
25.05.530	Change of registered agent for service of process
25.05.533	Resignation of registered agent for service of process
25.05.536	Service of process
ARTICLE	12 FOREIGN LIMITED LIABILITY PARTNERSHIP
25.05.550	Foreign limited liability partnership—Effect of registration and governing law
25.05.555	Registration requirement
25.05.560	Failure to register—Penalties—Service of process
25.05.565	Activities not constituting transacting business
25.05.570	Repealed by Laws 2015, ch. 176, § 5122, eff. January 1,
	2016
25.05.580	Registered agent—Designation and maintenance
25.05.583	Change of registered agent for service of process
25.05.586	Resignation of registered agent

#### 25.05.589 Service of process

#### ARTICLE 13 MISCELLANEOUS PROVISIONS

- 25.05.901 Dates of applicability 25.05.902 Applicable fees, charges, and penalties 25.05.903 Authority to adopt rules—Secretary of state
- 25.05.904 Uniformity of application and construction—1998 c 103
- 25.05.905 Short title—1998 c 103
- 25.05.906 Decodified July 2016
- 25.05.907 Savings clause—1998 c 103

#### CHAPTER 25.08 LIMITED PARTNERSHIPS [REPEALED]

25.08.010 to 25.08.310 Repealed by Laws 1981, ch. 51, § 72, eff. Jan.  $\bar{1}$ , 1982

#### CHAPTER 25.10 UNIFORM LIMITED PARTNERSHIP ACT

#### ARTICLE 1 GENERAL PROVISIONS

- 25.10.005 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010 25.10.006 Short title 25.10.010 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.011 **Definitions**
- Knowledge and notice 25.10.016
- Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010 25.10.020
- Nature, purpose, and duration of entity 25.10.021
- 25.10.030 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.031 Powers
- 25.10.040 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010; Laws 2015, ch. 176, § 6131, eff. January 1, 2016
- Governing law 25.10.041
- Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010 25.10.050
- Supplemental principles of law—Rate of interest 25.10.051
- 25.10.060 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.061 Name
- 25.10.070 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- Reservation of name 25.10.071
- Decodified July 1, 2010 25.10.075
- Expired January 1, 2006, pursuant to Laws 1998, ch. 277, 25.10.079 § 6
- Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010 25.10.080
- 25.10.081 Effect of partnership agreement—Nonwaivable provisions
- 25.10.090 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.091 Required information
- 25.10.100 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- Business transactions of partner with partnership 25.10.101

- 25.10.110 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.111 Dual capacity
- 25.10.120 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.121 Registered agent—Requirements
- 25.10.130 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.131 Change of registered agent for service of process
- 25.10.140 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.141 Resignation of agent for service of process
- 25.10.150 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.151 Service of process
- 25.10.160 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.161 Consent and proxies of partners
- 25.10.170 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.171 Repealed by Laws 2015, ch. 176,  $\S$  6131, eff. January 1, 2016
- 25.10.180 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.190 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.200 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010

# ARTICLE 2 FORMATION—CERTIFICATE OF LIMITED PARTNERSHIP AND OTHER FILINGS

- 25.10.201 Formation of limited partnership—Certificate of limited partnership
- 25.10.210 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.211 Amendment or restatement of certificate of limited partnership
- 25.10.220 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.221 Statement of termination
- 25.10.230 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.231 Signing of records
- 25.10.240 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.241 Signing and filing pursuant to judicial order
- 25.10.250 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.251 Delivery to and filing of records by secretary of state— Effective time and date
- 25.10.260 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.261 Correcting filed record
- 25.10.270 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.271 Liability for false information in filed record
- 25.10.280 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.281 Certificate of existence or registration
- 25.10.290 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.291 Annual report for secretary of state
- 25.10.300 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010

ARTICLE :	B LIMITED PARTNERS
25.10.301	Becoming limited partner
25.10.310	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.311	No right or power as limited partner to bind limited partnership
25.10.320	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.321	No liability as limited partner for limited partnership obligations
25.10.330	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.331	Right of limited partner and former limited partner to information
25.10.340	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.341	Limited duties of limited partners
25.10.350	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.351	Person erroneously believing self to be limited partner
25.10.360	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.370	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
ARTICLE 4	4 GENERAL PARTNERS
25.10.371	Becoming general partner
25.10.380	Repealed by Laws 1991, ch. 269, § 34
25.10.381	General partner agent of limited partnership
25.10.390	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.391	Limited partnership liable for general partner's actionable conduct
25.10.400	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.401	General partner's liability
25.10.410	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.411	Actions by and against partnership and partners
25.10.420	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.421	Management rights of general partner
25.10.430	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.431	Right of general partner and former general partner to information
25.10.440	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.441	General standards of general partner's conduct
25.10.450	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.453	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.455	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.457	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.460	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010

# ARTICLE 5 CONTRIBUTIONS AND DISTRIBUTIONS

25.10.461 Form of contribution25.10.466 Liability for contribution

#### TABLE OF CONTENTS

TABLE OF C	ONTENTS
25.10.470	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.471	Sharing of distributions
25.10.476	Interim distributions
25.10.480	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.481	No distribution on account of dissociation
25.10.486	Distribution in kind
25.10.490	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.491	Right to distribution
25.10.496	Limitations on distribution
25.10.500	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.501	Liability for improper distributions
25.10.510	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
ARTICLE	6 DISSOCIATION
25.10.511	Dissociation as limited partner
25.10.516	Effect of dissociation as limited partner
25.10.520	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.521	Dissociation as general partner
25.10.526	Person's power to dissociate as general partner—Wrongful
	dissociation
25.10.530	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.531	Effect of dissociation as general partner
25.10.536	Power to bind and liability to limited partnership before dissolution of partnership of person dissociated as general partner
25.10.540	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.541	Liability to other persons of person dissociated as general
	partner
ARTICLE	7 TRANSFERABLE INTERESTS AND RIGHTS OF
TRANSFE	REES AND CREDITORS
25.10.546	Partner's transferable interest
25.10.550	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.551	Transfer of partner's transferable interest
25.10.553	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.555	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.556	
25.10.560	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.561	Power of estate of deceased partner
25.10.570	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
ARTICLE	8 DISSOLUTION
25.10.571	Nonjudicial dissolution
25.10.576	Judicial dissolution
25.10.580	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010

25.10.581	Winding up
25.10.586	Power of general partner and person dissociated as general
05 10 500	partner to bind partnership after dissolution
25.10.590	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.591	Liability after dissolution of general partner and person
	dissociated as general partner to limited partnership,
	other general partners, and persons dissociated as general partner
25.10.596	Known claims against dissolved limited partnership
25.10.600	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.601	Other claims against dissolved limited partnership
25.10.605	Decodified July 1, 2010
25.10.606	Liability of general partner and person dissociated as
	general partner when claim against limited partnership
	barred
25.10.610	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.611	Administrative dissolution
25.10.616	Reinstatement following administrative dissolution
25.10.620	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.621	Disposition of assets—When contributions required
25.10.630	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.640	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
ARTICLE	9 FOREIGN LIMITED PARTNERSHIPS
25.10.641	Effect of registration and governing law
25.10.646	Registration with the secretary of state
25.10.650	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.651	e e
25.10.656	Repealed by Laws 2015, ch. 176, § 6131, eff. January 1,
0 × 10 000	2016
25.10.660	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.661	Name of foreign limited partnership
25.10.666	Termination of registration
25.10.670 25.10.671	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010 Withdrawal of registration
25.10.671	Repealed by Laws 2015, ch. 176, § 6131, eff. January 1,
25.10.676	2016 2016, cn. 176, § 6151, en. January 1,
25.10.680	
25.10.690	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
ARTICLE	10 ACTIONS BY PARTNERS
25.10.701	Direct action by partner
25.10.706	Derivative action
25.10.711	Proper plaintiff
25.10.716	Pleading

# 25.10.721 Proceeds and expenses

ARTICLE 1	1	CONVE	RSION	AND	MER	$\mathbf{GER}$
-----------	---	-------	-------	-----	-----	----------------

AILIOLE	II CONVERSION AND MERCER
25.10.751	Definitions
25.10.756	Conversion
25.10.761	Action on plan of conversion by converting limited partnership
25.10.766	Filings required for conversion—Effective date
25.10.771	Effect of conversion
25.10.776	Merger
25.10.781	Action on plan of merger by constituent limited partnership
25.10.786	Filings required for merger—Effective date
25.10.791	Effect of merger
25.10.796	Restrictions on approval of conversions and mergers and on relinquishing LLLP status
25.10.800	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.801	Liability of general partner after conversion or merger
25.10.806	Power of general partners and persons dissociated as general partners to bind organization after conversion or merger
25.10.810	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.811	Article not exclusive
25.10.820	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.830	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
ARTICLE	12 DISSENTERS' RIGHTS
25.10.831	Definitions
25.10.836	Partner—Dissent—Payment of fair value
25.10.840	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.841	Dissenters' rights—Notice—Timing
25.10.846	Partner—Dissent—Voting restriction
25.10.851	Partners—Dissenters' notice—Requirements
25.10.856	Partner—Payment demand—Entitlement
25.10.861	Partnership interests—Transfer restrictions
25.10.866	Payment of fair value—Requirements for compliance
25.10.871	Merger—Not effective within sixty days—Transfer restrictions
25.10.876	Dissenter's estimate of fair value—Notice
25.10.881	Unsettled demand for payment—Proceeding—Parties— Appraisers
25.10.886	Unsettled demand for payment—Costs, fees, and expenses of counsel
25.10.900	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010

#### ARTICLE 13 MISCELLANEOUS PROVISIONS

- 25.10.901 Uniformity of application and construction
- 25.10.903 Effective date—2009 c 188
- 25.10.905 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.906 Relation to electronic signatures in global and national commerce act
- 25.10.910 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.911 Application to existing relationships
- 25.10.915 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.916 Applicable fees, charges, and penalties
- 25.10.920 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.921 Authority to adopt rules
- 25.10.925 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.926 Savings clause
- 25.10.930 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.935 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.940 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.945 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.950 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.955 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010

# CHAPTER 25.12 LIMITED PARTNERSHIPS EXISTING PRIOR TO JUNE 6, 1945

- 25.12.005 Application of chapter
- 25.12.010 Limited partnership may be formed
- 25.12.020 Of whom composed—Liability of members
- 25.12.030 Certificate to be made, acknowledged and filed
- 25.12.040 Certificate of partnership—Publication
- 25.12.050 Renewal of limited partnership
- 25.12.060 Name of firm—When special partner liable as general partner
- 25.12.070 Withdrawal of stock and profits—Effect
- 25.12.080 Suits by and against limited partnership—Parties
- 25.12.090 Dissolution, how accomplished
- 25.12.100 Liabilities and rights of members of firm

#### **CHAPTER 25.15 LIMITED LIABILITY COMPANIES**

#### ARTICLE I GENERAL PROVISIONS

- 25.15.005 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.006 Definitions
- 25.15.007 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.008 Repealed by Laws 2015, ch. 176, § 7133, eff. January 1, 2016

INDEE OF C	ONTENTO
25.15.010	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.011	Name of limited liability company
25.15.015	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.016	Reserved name
25.15.018	Effect of limited liability company agreement—
	Nonwaivable provisions
25.15.020	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.021	Registered agent
25.15.025	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.026	Service of process, notice, or demand
25.15.030	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.031	Purpose and powers
25.15.033	Law of this state governs
25.15.035	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.036	Business transactions of member or manager with the
	limited liability company
25.15.038	General standards—Limitation of liability
25.15.040	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.041	Indemnification
25.15.045	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.046	Professional limited liability companies
25.15.048	Professional limited liability company—Licensing
25.15.050	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.051	Foreign professional limited liability company
25.15.054	Membership residency
25.15.055	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.060	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.061	Piercing the veil
	II FORMATION: CERTIFICATE OF FORMATION,
AMENDMI	ENT, FILING, AND EXECUTION
25.15.070	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.071	Formation—Certificate of formation
25.15.075	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.076	Amendment to certificate of formation
25.15.080	Repealed by Laws 2010, ch. 196, § 14, eff. June 10, 2010
25.15.081	Restated certificate
25.15.085	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.086	Execution
25.15.090	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.091	Execution or amendment by judicial order
25.15.095	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.096	Duty of secretary of state to file—Review of refusal to file
25.15.100	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.105	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016

#### 25.15.106 Initial and annual reports

ARTI	CLE	TTT	MEN	ИBER	S

- 25.15.115 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.116 Admission of members
- 25.15.120 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.121 Voting and classes of membership
- 25.15.125 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.126 Liability of members and managers to third parties
- 25.15.130 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.131 Member dissociation
- 25.15.135 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.136 Records and information
- 25.15.140 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.141 Remedies for breach of limited liability company agreement by member

#### ARTICLE IV MANAGEMENT AND MANAGERS

- 25.15.150 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.151 Member-managed limited liability companies
- 25.15.154 Manager-managed limited liability companies
- 25.15.155 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.157 Delegation of rights and powers to manage
- 25.15.160 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.161 Manager—Member's rights and duties
- 25.15.165 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.166 Voting and classes of managers
- 25.15.170 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.171 Remedies for breach of limited liability company agreement by manager
- 25.15.175 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.176 Resignation of manager
- 25.15.180 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.181 Loss of sole remaining manager
- 25.15.185 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016

#### ARTICLE V CONTRIBUTIONS

- 25.15.190 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.191 Form of contribution
- 25.15.195 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.196 Liability for contribution
- 25.15.200 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.205 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016

ARTICLE	<b>T 7T</b>	DICTO	TIDITITIE	OT A
	<b>V</b> /	IIISIR		

- 25.15.206 Allocation of distributions
- 25.15.211 Interim distributions
- 25.15.215 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.216 Distribution following dissociation
- 25.15.220 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.221 Distribution in-kind
- 25.15.225 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.226 Right to distribution
- 25.15.230 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.231 Limitations on distribution
- 25.15.235 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.236 Liability for improper distributions

# ARTICLE VII ASSIGNMENT OF LIMITED LIABILITY COMPANY INTERESTS

- 25.15.245 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.246 Nature of limited liability company interest—Certificate of interest
- 25.15.250 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.251 Transfer of transferable interest
- 25.15.255 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.256 Rights of judgment creditor
- 25.15.260 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016

#### ARTICLE VIII DISSOLUTION

- 25.15.265 Dissolution
- 25.15.269 After dissolution under RCW 25.15.265
- 25.15.270 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.273 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.274 Judicial dissolution
- 25.15.275 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.279 Administrative dissolution—Commencement of proceeding
- 25.15.280 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.284 Repealed by Laws 2015, ch. 176, § 7133, eff. January 1, 2016
- 25.15.285 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.289 Administrative dissolution—Reinstatement
- 25.15.290 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.293 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.294 Voluntary dissolution—Revocation of dissolution—When effective—Effect
- 25.15.295 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.297 Winding up
- 25.15.298 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016

Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016 25.15.300 25.15.301 Disposition of known claims—Definition Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016 25.15.303 25.15.305 Distribution of assets 25.15.309 Remedies available after distribution ARTICLE IX FOREIGN LIMITED LIABILITY COMPANIES Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016 25.15.310 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016 25.15.315 25.15.316 Law governing Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016 25.15.320 Registration required 25.15.321 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016 25.15.325 Repealed by Laws 2015, ch. 176, § 7133, eff. January 1, 25.15.326 2016 25.15.330 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016 Name—Registered agent 25.15.331 25.15.335 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016 Amendments to application 25.15.336 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016 25.15.340 25.15.341 Withdrawal of registration 25.15.345 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016 25.15.346 Doing business without registration Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016 25.15.350 Enjoinder from doing business in this state 25.15.351 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016 25.15.355 25.15.356 Activities not constituting transacting business 25.15.360 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016 Service of process on registered foreign limited liability 25.15.361 companies 25.15.365 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016 25.15.366 25.15.367 Service of process on unregistered foreign limited liability companies Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016 25.15.370 25.15.371 Termination of registration 25.15.375 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016 25.15.376 Repealed by Laws 2015, ch. 176, § 7133, eff. January 1, 2016

#### ARTICLE X DERIVATIVE ACTIONS

25.15.380 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016 25.15.385 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016 25.15.386 Right to bring action 25.15.390 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016

- 25.15.391 Proper plaintiff
- 25.15.395 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.396 Complaint
- 25.15.400 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.401 Expenses

#### ARTICLE XI MERGERS AND CONVERSIONS

- 25.15.405 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.410 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.411 Definitions
- 25.15.415 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.416 Merger—Plan
- 25.15.417 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.419 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.420 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.421 Merger—Plan—Approval
- 25.15.422 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.423 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.425 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.426 Articles of merger—Filing—Effective date
- 25.15.430 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.431 Effect of merger
- 25.15.435 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.436 Conversion
- 25.15.440 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.441 Action on plan of conversion by converting limited liability company
- 25.15.445 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.446 Filing required for conversion—Effective date
- 25.15.450 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.451 Effect of conversion
- 25.15.455 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.456 Restrictions on approval of conversions

#### ARTICLE XII DISSENTERS' RIGHTS

- 25.15.460 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.465 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.466 Definitions
- 25.15.470 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.471 Member—Dissent—Payment of fair value
- 25.15.475 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.476 Dissenters' rights—Notice—Timing
- 25.15.480 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.481 Member—Dissent—Voting restriction
- 25.15.486 Members—Dissenters' notice—Requirement

25.15.491	Member—Payment demand—Entitlement
25.15.496	Members' interests—Transfer restriction
25.15.501	Payment of fair value—Requirements for compliance
25.15.506	Merger—Not effective within sixty days—Transfer
	restrictions
25.15.511	Dissenter's estimate of fair value—Notice
25.15.516	Unsettled demand for payment—Proceeding—Parties— Appraisers
25.15.521	Unsettled demand for payment—Costs—Fees and expenses of counsel

#### ARTICLE XIII MISCELLANEOUS

25.15.800	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.801	Construction and application of chapter and limited
	liability company agreement
25.15.805	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.806	Applicable fees, charges, and penalties
25.15.810	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.811	Authority to adopt rules
25.15.900	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.901	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.902	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.903	Effective date—2015 c 188
25.15.904	Short title
25.15.905	Chapter application

# CHAPTER 25.98 CONSTRUCTION [REPEALED]

25.98.010 to 25.98.050 Repealed by Laws 1981, ch. 51,  $\S$  72, eff. Jan. 1, 1982

### TITLE 82 EXCISE TAXES

# CHAPTER 82.04 BUSINESS AND OCCUPATION TAX

82.04.010	Introductory
82.04.020	"Tax year," "taxable year"
82.04.030	"Person," "company"
82.04.035	"Plantation Christmas trees"
82.04.036	"Sale," "casual or isolated sale," "lease or rental," "adoption fee," "animal care and control agency," "animal rescue group," "animal rescue organization," "senior living community" (Effective until January 1, 2030)
82.04.040	"Sale," "casual or isolated sale," "lease or rental," "adoption fee," "animal care and

	control agency," "animal rescue group," "animal rescue organization," "senior living community" (Effective January 1, 2030)
82.04.050	"Sale at retail," "retail sale"
82.04.051	"Services rendered in respect to"—Taxation of hybrid or subsequent agreements
82.04.055	Decodified July 1, 1998
82.04.060	"Sale at wholesale," "wholesale sale"
82.04.062	"Sale at wholesale," "sale at retail" excludes sale of precious metal bullion and monetized bullion—Computation of tax
82.04.065	Telephone, telecommunications, and ancillary services—Definitions
82.04.066	"Engaging within this state," "engaging within the state"
82.04.067	Substantial nexus—Engaging in business
82.04.070	"Gross proceeds of sales"
82.04.080	"Gross income of the business"
82.04.090	"Value proceeding or accruing"
82.04.100	"Extractor"
82.04.110	"Manufacturer"
82.04.120	"To manufacture"
82.04.130	"Commercial or industrial use"
82.04.140	"Business"
82.04.150	"Engaging in business"
82.04.160	"Cash discount"
82.04.170	"Tuition fee"
82.04.180	"Successor"
82.04.190	"Consumer"
82.04.192	Digital products definitions
82.04.200	"In this state," "within this state"
82.04.210	"By-product"
82.04.212	"Retail store or outlet"
82.04.213	"Agricultural product," "farmer," "cannabis"
82.04.214	"Newspaper"
82.04.215	"Computer," "computer software," "custom software," "customization of prewritten computer software," "master copies," "prewritten computer software," "retained rights"
82.04.216	Exclusion of steam, electricity, or electrical energy from definition of certain terms
82.04.217	"Direct service industrial customer," "aluminum smelter"
82.04.220	Business and occupation tax imposed

# Washington Business Law

82.04.2201	Decodified September 1999
82.04.230	Tax upon extractors
82.04.235	Repealed by Laws 1957, ch. 279, § 6
82.04.240	Tax on manufacturers (Contingent
	expiration date)
82.04.240	Tax on manufacturers (Contingent effective date; contingent expiration date)
82.04.2402	Expired Dec. 31, 1993, pursuant to Laws 1991, ch. 347, § 24
82.04.2403	Manufacturer tax not applicable to cleaning fish
82.04.2404	Manufacturers—Processors for hire— Semiconductor materials (Expires January 1, 2034)
82.04.241	Manufacturers—Semiconductor materials
02.04.241	(Contingent effective date; contingent
00.04.050	expiration date)
82.04.250	Tax on retailers
82.04.255	Tax on real estate brokers
82.04.257	Tax on digital products and services
82.04.258	Digital products—Apportionable income
82.04.260	Tax on manufacturers and processors of various foods and by-products—Research and development organizations—Travel agents—Certain international activities—Stevedoring and associated activities—Low-level waste disposers—Insurance producers, surplus line brokers, and title insurance agents—Hospitals—Commercial airplane activities—Timber product activities—Canned salmon processors (Effective until January 1, 2034)
82.04.260	Tax on manufacturers and processors of various foods and by-products—Research and development organizations—Travel agents—Certain international activities—Stevedoring and associated activities—Low-level waste disposers—Insurance producers, surplus line brokers, and title insurance agents—Hospitals—Commercial airplane activities—Timber product activities—Canned salmon processors (Effective January 1, 2034)
82.04.2602	Tax on commercial airplane activities— Conditions for rate reduction
82.04.261	Surcharge on timber and wood product manufacturers, extractors, and wholesalers (Expires July 1, 2045)

# TABLE OF CONTENTS

TIBBLE OF CONTENTS	
82.04.263	Tax on cleaning up radioactive waste and other by-products of weapons production and nuclear research and development
82.04.2635	Expired July 1, 2003, pursuant to Laws 2001, ch. 320, § 3
82.04.264	Repealed by Laws 2011, ch. 2, § 201 (Initiative Measure No. 1107, approved November 2, 2010), eff. December 2, 2010
82.04.265	Repealed by Laws 1983, 2nd Ex.Sess., ch. 3, § 58, eff. July 1, 1983
82.04.270	Tax on wholesalers
82.04.272	Tax on warehousing and reselling
02.01.212	prescription drugs
82.04.275	Repealed by Laws 1981, ch. 172, § 11, eff. July 1, 1981
82.04.280	Tax on printers, publishers, highway contractors, extracting or processing for hire, cold storage warehouse or storage warehouse operation, insurance general agents, radio and television broadcasting, government contractors—Cold storage warehouse defined—Storage warehouse defined—Periodical or magazine defined
82.04.285	Tax on contests of chance
82.04.286	Tax on horse races
82.04.287	Tax on alternative jet fuel
82.04.290	Tax on service and other activities
82.04.29001	Creation and distribution of custom software—Customization of prewritten computer software—Taxable services
82.04.29002	Additional tax on certain business and service activities
82.04.29004	Additional tax on financial institutions
82.04.29005	Tax on loan interest—2012 2nd sp.s. c 6
82.04.2901	Repealed by Laws 1993, 1st Sp.Sess., ch. 25, § 108, eff. July 1, 1993
82.04.2902, 82.04.2903	Repealed by Laws 1985, ch. 32, § 6, eff. April 10, 1985
82.04.2904	Repealed by Laws 1993, 1st Sp.Sess., ch. 25, § 108
82.04.2905	Tax on providing day care
82.04.2906	Tax on certain chemical dependency services
82.04.2907	Tax on royalties
82.04.2908	Tax on provision of room and domiciliary
	care to assisted living facility residents
82.04.2909	Tax on aluminum smelters (Expires January 1, 2027)

# Washington Business Law

82.04.291	Recodified as § 84.33.071 by Laws 1979, ch. 6, § 1
82.04.292	Repealed by Laws 1971, Ex.Sess., ch. 281, § 18, eff. May 21, 1971
82.04.293	International investment management services—Definitions
82.04.294	Tax on manufacturers or wholesalers of solar energy systems (Expires July 1, 2032)
82.04.295, 82.04.296	Repealed by Laws 1967, Ex.Sess., ch. 149, § 62, eff. July 1, 1967
82.04.297	Internet access—Definitions
82.04.298	Tax on qualified grocery distribution cooperatives
82.04.299	Workforce education investment surcharge
82.04.300	Repealed by Laws 1994, Sp.Sess., ch. 2, § 4, eff. July 1, 1994
82.04.301	Exemptions—Certain hospitals (Expires January 1, 2030)
82.04.310	Exemptions—Public utilities—Electrical energy—Natural or manufactured gas
82.04.311	Exemptions—Tobacco settlement authority
82.04.312	Expired July 1, 2004, by its own terms
82.04.315	Exemptions—International banking facilities
82.04.317	Exemptions—Motor vehicle sales by manufacturers at wholesale auctions to dealers
82.04.320	Exemptions—Insurance business
82.04.321	Exemptions—Qualified health plan patients
82.04.322	Exemptions—Health maintenance
	organization, health care service
	contractor, certified health plan
82.04.323	Exemption—Washington health benefit exchange
82.04.324	Exemptions—Qualifying blood, tissue, or blood and tissue banks
82.04.325	Expired Dec. 31, 1992, pursuant to Laws 1985, ch. 371, § 2
82.04.326	Exemptions—Qualified organ procurement organizations
82.04.327	Exemptions—Adult family homes
82.04.330	Exemptions—Sales of agricultural products
82.04.331	Exemptions—Wholesale sales to farmers of seed for planting, conditioning seed for planting owned by others
82.04.332	Exemptions—Buying and selling at

# TABLE OF CONTENTS

	wholesale unprocessed milk, wheat, oats, dry peas, dry beans, lentils, triticale, canola, corn, rye, and barley
82.04.333	Exemptions—Small harvesters
82.04.334	Exemptions—Standing timber
82.04.335	Exemptions—Agricultural fairs
82.04.337	Exemptions—Amounts received by hop
	growers or dealers for processed hops shipped outside the state
82.04.338	Exemptions—Hop commodity commission or hop commodity board business
82.04.339	Exemptions—Day care provided by churches
82.04.3395	Exemptions—Child care resource and referral services by nonprofit
	organizations
82.04.340	Exemptions—Boxing, sparring, or wrestling matches
82.04.350	Exemptions—Racing
82.04.355	Exemptions—Ride sharing
82.04.360	Exemptions—Employees—Independent
	contractors—Booth renters
82.04.363	Exemptions—Camp or conference center— Items sold or furnished by nonprofit organization
82.04.365	Repealed by Laws 1998, ch. 336, § 4
82.04.3651	Exemptions—Amounts received by nonprofit organizations for fund-raising activities
82.04.366	Repealed by Laws 1998, ch. 336, § 4
82.04.367	Exemptions—Nonprofit organizations that are guarantee agencies, issue debt, or provide guarantees for student loans
82.04.368	Exemptions—Nonprofit organizations— Credit and debt services
82.04.370	Exemptions—Certain fraternal and beneficiary organizations
82.04.380	Exemptions—Certain corporations furnishing aid and relief
82.04.385	Exemptions—Operation of sheltered workshops
82.04.390	Exemptions—Amounts derived from sale of real estate
82.04.392	Exemptions—Mortgage brokers' third-party provider services trust accounts
82.04.394	Repealed by Laws 2011, 1st Sp.Sess. ch. 26, § 2, eff. August 24, 2011

# Washington Business Law

82.04.395	Repealed by Laws 2015, ch. 86, § 101, eff. July 24, 2015
82.04.397	Repealed by Laws 2015, ch. 86, § 101, eff. July 24, 2015
82.04.399	Exemptions—Sales of academic transcripts
82.04.400	Repealed by Laws 1970, Ex.Sess., ch. 101, § 4, eff. March 1, 1970
82.04.405	Exemptions—Credit unions
82.04.408	Exemptions—Housing finance commission
82.04.410	Exemptions—Hatching eggs and poultry
82.04.415	Exemptions—Sand, gravel and rock taken from county or city pits or quarries, processing and handling costs
82.04.416	Exemptions—Operation of state route No. 16
82.04.417	Repealed by Laws 1993, 1st Sp.Sess., ch. 25, § 801, eff. July 1, 1993
82.04.418	Exemptions—Grants by United States government to municipal corporations or political subdivisions
82.04.419	Exemptions—County, city, town, school district, or fire district activity
82.04.420	Repealed by Laws 1983, ch. 3, § 214
82.04.4201	Exemptions—Sales/leasebacks by regional transit authorities
82.04.421	Exemptions—Out-of-state membership sales in discount programs
82.04.422	Exemptions—Wholesale sales of motor vehicles
82.04.423	Exemptions—Sales by certain out-of-state persons to or through direct seller's representatives
82.04.424	Repealed by Laws 2017, 3rd sp.s. ch. 28, § 304, eff. July 1, 2017
82.04.425	Exemptions—Accommodation sales
82.04.4251	Exemptions—Convention and tourism promotion
82.04.426	Exemptions—Semiconductor microchips (Contingent effective date; contingent expiration date)
82.04.4261	Exemptions—Federal small business innovation research program
82.04.4262	Exemptions—Federal small business technology transfer program
82.04.4263	Exemptions—Income received by the life sciences discovery fund authority
82.04.4264	Exemptions—Nonprofit assisted living facilities—Room and domiciliary care

#### Table of Contents Exemptions—Comprehensive cancer 82.04.4265 centers 82.04.4266 Exemptions—Fruit and vegetable businesses (Expires July 1, 2035) 82.04.4267 Exemptions—Operation of parking/business improvement areas Exemptions—Dairy product businesses 82.04.4268 (Expires July 1, 2035) 82.04.4269 Exemptions—Seafood product businesses (Expires July 1, 2035) 82.04.427 Exemptions and credits—Pollution control facilities 82.04.4271 Deductions—Membership fees and certain service fees by nonprofit youth organization 82.04.4272 Deductions—Direct mail delivery charges 82.04.4274 Deductions—Nonprofit management companies—Personnel performing on-site functions 82.04.4275 Deductions—Child welfare services 82.04.4276 Deductions—Loans to rural electric cooperatives (Expires January 1, 2034) 82.04.4277 Expired January 1, 2020, by its own terms 82.04.4281 Deductions—Investments, dividends, interest on loans 82.04.4282 Deductions—Fees, dues, charges 82.04.4283 Deductions—Cash discount taken by purchaser 82.04.4284 Deductions—Bad debts 82.04.4285 Deductions—Motor vehicle fuel and special fuel taxes 82.04.4286 Deductions—Nontaxable business 82.04.4287 Deductions—Compensation for receiving, washing, etc., horticultural products for person exempt under RCW 82.04.330— Materials and supplies used 82.04.4288 Repealed by Laws 1993, ch. 492, § 306, eff. July 1, 1993 82.04.4289 Exemption—Compensation for patient services or attendant sales of drugs dispensed pursuant to prescription by certain nonprofit organizations 82.04.4290 Deductions—Mental health services or substance use disorder treatment services (Expires January 1, 2032) 82.04.4291 Deductions—Compensation received by a

political subdivision from another

# Washington Business Law

	political subdivision for services taxable
00.04.4000	under RCW 82.04.290
82.04.4292	Deductions—Interest on investments or loans secured by mortgages or deeds of trust
82.04.4293	Deductions—Interest on obligations of the state, its political subdivisions, and municipal corporations
82.04.4294	Deductions—Interest on loans to farmers and ranchers, producers or harvesters of aquatic products, or their cooperatives
82.04.4295	Deductions—Manufacturing activities completed outside the United States
82.04.4296	Deductions—Reimbursement for accommodation expenditures by funeral homes
82.04.4297	Deductions—Compensation from public entities for health or social welfare services—Exception
82.04.4298	Deductions—Repair, maintenance, replacement, etc., of residential structures and commonly held property—
	Eligible organizations (Effective until January 1, 2028)
82.04.4298	Deductions—Repair, maintenance, replacement, management, or improvement of residential structures and common elements—Eligible organizations (Effective January 1, 2028)
82.04.430	Repealed by Laws 1980, ch. 37, § 81, eff. Feb. 29, 1980
82.04.431	"Health or social welfare organization" defined—Conditions for exemption— "Health or social welfare services" defined
82.04.4311	Deductions—Compensation received under the federal medicare program by certain hospitals or health centers
82.04.432	Deductions—Municipal sewer service fees or charges
82.04.4322 to 82.04.4326	Repealed by Laws 2020, ch. 139, § 64, eff. June 11, 2020
82.04.4327	Deductions—Artistic and cultural organizations
82.04.4328	"Artistic or cultural organization" defined
82.04.4329	Repealed by Laws 2005, ch. 443, § 7, eff. July 1, 2006
82.04.433	Deductions—Sales of fuel for consumption

	outside United States' waters by vessels
82.04.4331	in foreign commerce Deductions—Insurance claims for state
82.04.4332	health care coverage Deductions—Tuition fees of foreign degree-
82.04.4333	granting institutions Repealed by Laws 2015, ch. 86, § 101, eff. July 24, 2015
82.04.4334	Expired July 1, 2015, by its own terms
82.04.4335	Expired July 1, 2009, by its own terms
82.04.4336	Expired December 31, 2007, by its own terms
82.04.4337	Deductions—Certain amounts received by assisted living facilities
82.04.4338	Expired July 1, 2015, by its own terms
82.04.4339	Deductions—Salmon recovery grants
82.04.43391	Deductions—Commercial aircraft loan interest and fees
82.04.43392	Deductions—Qualified dispute resolution centers
82.04.43393	Deductions—Paymaster services
82.04.43394	Expired July 1, 2017, by its own terms
82.04.43395	Deductions—Accountable community of health
82.04.43396	Deductions—Scan-down allowances
82.04.434	Credit—Public safety standards and testing
82.04.435	Decodified by Laws 1997, ch.156, § 10
82.04.436	Credit—Manufacture of alternative jet fuel
82.04.4361	Credit—Alternative jet fuel
	Credit—Alternative jet fuel Repealed by Laws 1971, Ex.Sess., ch. 281, § 18, eff. May 21, 1971
82.04.4361	Repealed by Laws 1971, Ex.Sess., ch. 281,
82.04.4361 82.04.437	Repealed by Laws 1971, Ex.Sess., ch. 281, § 18, eff. May 21, 1971 Credit—Persons taxable on multiple activities Repealed by Laws 1983, 1st Ex.Sess., ch.
82.04.4361 82.04.437 82.04.440	Repealed by Laws 1971, Ex.Sess., ch. 281, § 18, eff. May 21, 1971 Credit—Persons taxable on multiple activities Repealed by Laws 1983, 1st Ex.Sess., ch. 62, § 14, eff. Jan. 1, 1984 Recodified as § 84.36.473 by Laws 1983, 1st
82.04.4361 82.04.437 82.04.440 82.04.442	Repealed by Laws 1971, Ex.Sess., ch. 281, § 18, eff. May 21, 1971 Credit—Persons taxable on multiple activities Repealed by Laws 1983, 1st Ex.Sess., ch. 62, § 14, eff. Jan. 1, 1984 Recodified as § 84.36.473 by Laws 1983, 1st Ex.Sess., ch. 62, § 2
82.04.4361 82.04.437 82.04.440 82.04.442 82.04.443	Repealed by Laws 1971, Ex.Sess., ch. 281, § 18, eff. May 21, 1971 Credit—Persons taxable on multiple activities Repealed by Laws 1983, 1st Ex.Sess., ch. 62, § 14, eff. Jan. 1, 1984 Recodified as § 84.36.473 by Laws 1983, 1st Ex.Sess., ch. 62, § 2 Repealed by Laws 1997, ch. 156, § 11
82.04.4361 82.04.437 82.04.440 82.04.442 82.04.443 82.04.444	Repealed by Laws 1971, Ex.Sess., ch. 281, § 18, eff. May 21, 1971 Credit—Persons taxable on multiple activities Repealed by Laws 1983, 1st Ex.Sess., ch. 62, § 14, eff. Jan. 1, 1984 Recodified as § 84.36.473 by Laws 1983, 1st Ex.Sess., ch. 62, § 2
82.04.4361 82.04.437 82.04.440 82.04.442 82.04.443 82.04.444 82.04.445	Repealed by Laws 1971, Ex.Sess., ch. 281, § 18, eff. May 21, 1971 Credit—Persons taxable on multiple activities Repealed by Laws 1983, 1st Ex.Sess., ch. 62, § 14, eff. Jan. 1, 1984 Recodified as § 84.36.473 by Laws 1983, 1st Ex.Sess., ch. 62, § 2 Repealed by Laws 1997, ch. 156, § 11 Repealed by Laws 1997, ch. 156, § 11 Credit against tax due—Maximum credit—
82.04.4361 82.04.437 82.04.440 82.04.442 82.04.443 82.04.444 82.04.445 82.04.445	Repealed by Laws 1971, Ex.Sess., ch. 281, § 18, eff. May 21, 1971 Credit—Persons taxable on multiple activities Repealed by Laws 1983, 1st Ex.Sess., ch. 62, § 14, eff. Jan. 1, 1984 Recodified as § 84.36.473 by Laws 1983, 1st Ex.Sess., ch. 62, § 2 Repealed by Laws 1997, ch. 156, § 11 Repealed by Laws 1997, ch. 156, § 11 Credit against tax due—Maximum credit—Table

# Washington Business Law

	Information from employment security department
82.04.4453	Repealed by Laws 2003, ch. 364, § 10, eff. July 1, 2003
82.04.4454	Repealed by Laws 2003, ch. 364, § 10, eff. July 1, 2003
82.04.4455	Expired pursuant to Laws 1996, ch. 128, §§ 6, 7, eff. Dec. 31, 2000
82.04.4456	Expired December 31, 2003, by its own terms
82.04.4457	Expired December 31, 2003, by its own terms
82.04.4459	Repealed by Laws 2005, ch. 420, § 4, eff.
82.04.446	July 1, 2005 Decodified July 1983
82.04.4461	Credit—Preproduction development
02.04.4401	expenditures (Expires July 1, 2040)
82.04.4462	Expired July 22, 2007, by its own terms
82.04.4463	Credit—Property and leasehold taxes paid
02.04.4400	on property used for manufacture of commercial airplanes (Expires July 1, 2040)
82.04.447	Credit—Natural or manufactured gas purchased by direct service industrial
00.04.440	customers—Reports
82.04.448	Credit—Manufacturing semiconductor materials (Contingent effective date; contingent expiration date)
82.04.4481	Credit—Property taxes paid by aluminum smelter
82.04.4482	Credit—Sales of electricity or gas to an aluminum smelter
82.04.4483	Repealed by Laws 2018, ch. 22, § 14, eff. June 7, 2018
82.04.4484	Expired January 1, 2011, by its own terms
82.04.4485	Repealed by Laws 2015, ch. 86, § 101, eff. July 24, 2015
82.04.4486	Credit—Syrup taxes paid by buyer
82.04.4487	Repealed by Laws 2008, ch. 81, § 16, eff. July 1, 2008
82.04.4488	Credit—Conversion to worker-owned cooperative, employee ownership trust, or employee stock ownership plan (Expires July 1, 2030)
82.04.4489	Credit—Motion picture competitiveness program
82.04.449	Credit—Washington customized

# TABLE OF CONTENTS

	employment training program—Report to the legislature
82.04.4491 82.04.4492	Expired June 30, 2011, by its own terms Failed to become law
82.04.4493	Expired July 1, 2010, pursuant to Laws 2008, ch. 284, § 4
82.04.4494	Expired June 30, 2015, by its own terms
82.04.4495	Repealed by Laws 2011, ch. 2, § 305 (Initiative Measure No. 1107, approved November 2, 2010), eff. December 2, 2010
82.04.4496	Credit—Clean alternative fuel commercial vehicles
82.04.4497	Credit—Sale or exchange of long-term capital assets (Contingent expiration date)
82.04.4498	Expired July 1, 2023, by its own terms
82.04.4499	Credit—Equitable access to credit program (Expires July 1, 2027)
82.04.450	Value of products, how determined
82.04.460	Apportionable income—Taxable in Washington and another state ( <i>Effective until January 1, 2034</i> )
82.04.460	Apportionable income—Taxable in Washington and another state (Effective January 1, 2034)
82.04.462	Apportionable income
82.04.470	Wholesale sale—Reseller permit— Exemption certificates—Burden of proof—Tax liability
82.04.480	Sales in own name—Sales as agent
82.04.490	Repealed by Laws 1981, ch. 7, § 4, eff. Sept. 1, 1981
82.04.500	Tax part of operating overhead
82.04.510	General administrative provisions invoked
82.04.520	Administrative provisions for motor vehicle sales by courtesy dealers
82.04.530	Telecommunications service providers— Calculation of gross proceeds
82.04.535	Gross proceeds of sales calculation for mobile telecommunications service provider
82.04.540	Professional employer organizations— Taxable under RCW 82.04.290(2)— Deduction
82.04.545	Exemptions—Sales of electricity or gas to silicon smelters (Contingent expiration date)

# Washington Business Law

82.04.600	Exemptions—Materials printed in county, city, town, school district, educational service district, library or library district
82.04.601	Exemptions—Affixing stamp services for
02.04.001	cigarette sales
82.04.610	Exemptions—Import or export commerce
82.04.615	Exemptions—Certain limited purpose
02.04.019	public corporations, commissions, and authorities
82.04.620	Exemptions—Certain prescription drugs
82.04.625	Expired December 31, 2020, pursuant to Laws 2007, ch. 334, § 4 and Laws 2014, ch. 140, § 40
82.04.627	Exemptions—Commercial airplane parts
82.04.628	Exemptions—Commercial fertilizer, agricultural crop protection products, and seed
82.04.629	Repealed by Laws 2015, 3rd sp.s. ch. 6, § 1107, eff. July 1, 2015
82.04.630	Repealed by Laws 2015, 3rd sp.s. ch. 6, § 1107, eff. July 1, 2015
82.04.635	Exemptions—Nonprofits providing legal services to low-income persons
82.04.640	Exemptions—Washington vaccine association—Certain assessments received
82.04.645	Exemptions—Financial institutions— Amounts received from certain affiliated persons
82.04.650	Exemptions—Investment conduits and securitization entities
82.04.655	Exemptions—Joint municipal utility services authorities
82.04.660	Exemptions—Environmental handling
02.04.000	charges—Mercury-containing lights (Effective until January 1, 2035)
82.04.665	Exemptions—Adaptive recreational and rehabilitation facilities ( <i>Effective until January 1, 2035</i> )
82.04.750	Exemptions—Restaurant employee meals
82.04.755	Exemptions—Grants received by a
02.01.700	nonprofit organization for the program established under RCW 70A.200.140(1)(b)(ii)
82.04.756	Exemptions—Cannabis cooperatives
82.04.758	Exceptions—Services for farms
82.04.759	Exemptions—Newspapers—Eligible digital
O2.0 1.100	content (Effective until January 1, 2026)

#### Table of Contents 82.04.759 Exemptions—Newspapers—Eligible digital content (Effective January 1, 2026, until January 1, 2034) 82.04.760 Tax preferences—Expiration dates 82.04.765 Exemptions—Receipts attributable to assessment on architectural paint imposed pursuant to chapter 70A.515 RCW 82.04.767 Exemptions—Qualifying grants—National emergency or state of emergency 82.04.769 Application of chapter—Allowances, offset credits, and price ceiling units under chapter 70A.65 RCW 82.04.770 Deduction of amounts derived from charge collected pursuant to chapter 70A.530 **RCW** 82.04.775 Application of chapter—Amounts received under chapter 70A.535 RCW 82.04.777 Application of chapter—Amounts received under chapter 70A.555 RCW 82.04.900 Construction—1961 c 15 Trademark Forms Appendix A. Miscellaneous Forms Appendix B. Securities Act and Franchise Act Forms Appendix C. Appendix D. RCW 23B Forms Appendix E. RCW 24 Forms RCW 25 Forms Appendix F. Appendix G. Forms for Foreign Business Entities Appendix H. Correlation Tables

**Table of Laws and Rules** 

**Table of Cases** 

Index