

Table of Contents

REVISED CODE OF WASHINGTON ANNOTATED

TITLE 19 BUSINESS REGULATIONS—MISCELLANEOUS

CHAPTER 19.77 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
- § 19.77.060 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- 19.77.100 Repealed by Laws 1989, ch. 72, § 15
- 19.77.110 Repealed by Laws 2003, ch. 34, § 8, eff.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- 19.77.120 Repealed by Laws 1989, ch. 72, § 15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

CHAPTER 19.80 TRADE NAMES

- 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- 19.80.020 Repealed by Laws 1984, ch. 130, § 10, eff.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- 19.80.030 Repealed by Laws 1984, ch. 130, § 10, eff.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- 19.80.035 Repealed by Laws 1992, ch. 107, § 8, eff. June 1, 1992
- 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- 19.80.065 Repealed by Laws 2013, ch. 144, § 55, eff.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

CHAPTER 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- 19.85.010 Repealed by Laws 1994, ch. 249, § 16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

CHAPTER 19.86 UNFAIR BUSINESS PRACTICES—CONSUMER 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

TABLE OF CONTENTS

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 criminal history information
19.86.090	Civil action for damages—Treble damages authorized—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
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 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—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
- 19.100.090 Filings, registration, or finding of director—Construction
- 19.100.100 Advertisements—Copy to be filed
- 19.100.110 Advertisements—False or misleading—Notice—Procedure
- 19.100.120 Registration statement—Stop order—Grounds
- 19.100.130 Registration statement—Stop order—Notice—Hearing—Modification or vacation of order
- 19.100.140 Registration of franchise brokers required
- 19.100.150 Records and accounts—Reports
- 19.100.160 Application of chapter—Jurisdiction—Service of process—Consent
- 19.100.170 Violations
- 19.100.180 Relation between franchisor and franchisee—Rights and prohibitions
- 19.100.184 Terms and conditions from negotiations initiated by franchisee
- 19.100.190 Unfair or deceptive acts—Suits for damages—Violations of other acts, use in evidence
- 19.100.200 Pendency of other proceedings tolls limitation of action
- 19.100.210 Violations—Injunctions—Assurance of discontinuance—Civil and criminal penalties—Chapter nonexclusive
- 19.100.220 Exceptions or exemptions—Burden of proof—Waivers of compliance void—Settlement release or waiver—Chapter as fundamental policy
- 19.100.230 Referral of evidence to attorney general or prosecuting attorney
- 19.100.240 Fees
- 19.100.242 Investigations by director
- 19.100.243 Subpoena authority—Application—Contents—Notice—Fees
- 19.100.245 Investigatory powers—Proceedings for contempt
- 19.100.248 Cease and desist orders
- 19.100.250 Powers of director as to rules, forms, orders and defining terms—Interpretive opinions
- 19.100.252 Denial, suspension, or revocation of franchise broker by director
- 19.100.255 Denial, suspension, or revocation of exemption by director
- 19.100.260 Applicability of administrative procedure act
- 19.100.270 Administrator of securities
- 19.100.900 Chapter applicable to existing and future franchises and contracts
- 19.100.910 Chapter cumulative and nonexclusive
- 19.100.920 Effective date—1971 ex.s. c 252
- 19.100.930 Decodified July 2016
- 19.100.931 Decodified July 2016

TABLE OF CONTENTS

- 19.100.932 Decodified July 2016
- 19.100.940 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 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 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

TABLE OF CONTENTS

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 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 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

REGISTRATION 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

REGISTRATION 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

TABLE OF CONTENTS

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

- 21.20.240 Registration statements—Generally
- 21.20.250 Registration by qualification or coordination—Escrow—
Impounding proceeds
- 21.20.260 Registration by coordination or qualification—Offer and
sale—Duration of effectiveness
- 21.20.270 Reports by filer of statement—Annual financial statements
- 21.20.275 Pending registration—Notice of termination—Application
for continuation

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

TABLE OF CONTENTS

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

WASHINGTON BUSINESS LAW

- 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

TABLE OF CONTENTS

**CHAPTER 21.24 UNIFORM GIFTS TO MINORS ACT
[RECODIFIED]**

- 21.24.010 to 21.24.080 Recodified as §§ 11.93.010 to 11.93.080 by
Laws 1984, ch. 149, § 15
- 21.24.090 to 21.24.900 Recodified as §§ 11.93.910 to 11.93.920 by
Laws 1984, ch. 149, § 24, eff. Jan. 1, 1985

**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

CHAPTER 21.35 UNIFORM TRANSFER ON DEATH SECURITY 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

TABLE OF CONTENTS

- 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

- 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
§ 23.86.405	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

CHAPTER 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 Definitions
- 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
- § 23.95.225 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
- § 23.95.255 Initial or annual report for secretary of state
- 23.95.260 Fees
- § 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

ARTICLE 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

TABLE OF CONTENTS

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
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
§ 23.95.515	Amendment of foreign registration statement
23.95.520	Activities not constituting doing business
§ 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 commerce act
23.95.715	Savings

CHAPTER 23.100 LIMITED COOPERATIVE ASSOCIATIONS

GENERAL PROVISIONS

- 23.100.0101 Short title
- 23.100.0102 Definitions
- 23.100.0103 Nature of limited cooperative association
- 23.100.0104 Purpose and duration of limited cooperative association
- 23.100.0105 Powers
- 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

ORGANIZATION 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

AMENDMENT OF ORGANIC RULES OF LIMITED COOPERATIVE ASSOCIATION

- 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

TABLE OF CONTENTS

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
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 INTEREST 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 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 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

TABLE OF CONTENTS

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
- 23B.01.270 Repealed by Laws 2015, ch. 176, § 2149, eff. January 1, 2016
- 23B.01.280 Certificate of existence or registration
- 23B.01.290 Penalty for signing false document
- 23B.01.300 Powers
- 23B.01.400 Definitions
- 23B.01.410 Notice
- 23B.01.420 Notice—Common address—Address defined—Shareholders consent
- 23B.01.500 Repealed by Laws 2015, ch. 176, § 2149, eff. January 1, 2016
- 23B.01.510 Repealed by Laws 2015, ch. 176, § 2149, eff. January 1, 2016
- 23B.01.520 Domestic corporations—Filing, initial, and annual license fees
- 23B.01.530 Repealed by Laws 2015, ch. 176, § 2149, eff. January 1, 2016
- 23B.01.540 Foreign corporations—Filing and annual license fees
- 23B.01.550 Repealed by Laws 2015, ch. 176, § 2149, eff. January 1, 2016
- 23B.01.560 Repealed by Laws 2015, ch. 176, § 2149, eff. January 1, 2016
- 23B.01.570 Penalty for nonpayment of annual corporate license fees and failure to file a substantially complete annual report—Payment of delinquent fees—Rules
- 23B.01.580 Repealed by Laws 2015, ch. 176, § 2149, eff. January 1, 2016
- 23B.01.590 Public service companies entitled to deductions

CHAPTER 23B.02 INCORPORATION

- 23B.02.010 Incorporators
- 23B.02.020 Articles of incorporation
- 23B.02.030 Effect of filing
- 23B.02.032 Certificate of authority as insurance company—Filing of records
- 23B.02.040 Liability for preincorporation transactions
- 23B.02.050 Organization of corporation
- 23B.02.060 Bylaws

TABLE OF CONTENTS

- 23B.02.070 Emergency bylaws
- 23B.02.080 Forum selection

CHAPTER 23B.03 POWERS AND PURPOSES

- 23B.03.010 Purposes
- 23B.03.020 General powers
- 23B.03.030 Emergency powers
- 23B.03.040 Ultra vires

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 rights, options, warrants, and awards
- 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
- 23B.07.060 Waiver of notice
- 23B.07.070 Record date
- 23B.07.080 Shareholder participation by means of communication
equipment
- 23B.07.200 Shareholders' list for meeting
- 23B.07.210 Voting entitlement of shares
- 23B.07.220 Proxies
- 23B.07.230 Shares held by nominees
- 23B.07.240 Corporation's acceptance or rejection of votes, ballots,
consents, waivers, or proxy appointments
- 23B.07.250 Quorum and voting requirements
- 23B.07.260 Corporate action by single and multiple voting groups
- 23B.07.270 Amendment to quorum or voting requirements
- 23B.07.280 Voting for directors—Cumulative voting
- 23B.07.300 Voting trusts
- 23B.07.310 Voting agreements
- 23B.07.320 Agreements among shareholders—Acquisition of shares
after agreement—Liability
- 23B.07.400 Derivative proceedings procedure

CHAPTER 23B.08 DIRECTORS AND OFFICERS

- 23B.08.010 Requirement for and duties of board of directors
- 23B.08.020 Qualifications of directors
- 23B.08.030 Number and election of directors
- 23B.08.040 Election of directors by certain classes or series of shares
- 23B.08.050 Terms of directors—Generally
- 23B.08.060 Staggered terms for directors
- 23B.08.070 Resignation of directors
- 23B.08.080 Removal of directors by shareholders
- 23B.08.090 Removal of directors by judicial proceeding
- 23B.08.100 Vacancy on board of directors
- 23B.08.110 Compensation of directors
- 23B.08.120 Gender-diverse board of directors—Board diversity
discussion and analysis—Remedy for failure to comply
- 23B.08.200 Regular or special meetings of the board
- 23B.08.210 Corporate action without meeting
- 23B.08.220 Notice of meeting

TABLE OF CONTENTS

23B.08.230	Waiver of notice
23B.08.240	Quorum and voting
23B.08.245	Corporate action—Vote of shareholders
23B.08.250	Board committees
23B.08.300	General standards for directors
23B.08.310	Liability for unlawful distributions
23B.08.320	Limitation on liability of directors
23B.08.400	Officers
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 [REPEALED]

- 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

TABLE OF CONTENTS

23B.11A.041	Voting on plan of merger or share exchange—Separate 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
- 23B.14.300 Judicial dissolution—Grounds
- 23B.14.310 Judicial dissolution or supervision of voluntary 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

TABLE OF CONTENTS

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

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 23B.19 SIGNIFICANT BUSINESS TRANSACTIONS

- 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—Plan of election—Effect
- 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

TABLE OF CONTENTS

**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. March 25, 2010
24.03.271	Repealed by Laws 2021, ch. 176, § 5301, eff. January 1, 2022
24.03.275	Repealed by Laws 2004, ch. 165, § 47, eff. June 10, 2004
24.03.276	Repealed by Laws 2021, ch. 176, § 5301, eff. January 1, 2022
24.03.280	Repealed by Laws 2004, ch. 165, § 47, eff. June 10, 2004
24.03.285	Repealed by Laws 2004, ch. 165, § 47, eff. June 10, 2004
24.03.290	Repealed by Laws 2010, ch. 212, § 5, eff. March 25, 2010
24.03.295 to 24.03.302	Repealed by Laws 2021, ch. 176, § 5301, eff. January 1, 2022
24.03.3025	Repealed by Laws 2015, ch. 176, § 3136, eff. January 1, 2016
24.03.303	Repealed by Laws 2015, ch. 176, § 3136, eff. January 1, 2016
24.03.305	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

WASHINGTON BUSINESS LAW

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. January 1, 2016
24.03.332 to 24.03.350	Repealed by Laws 2021, ch. 176, § 5301, eff. January 1, 2022
24.03.355	Repealed by Laws 1986, ch. 240, § 59
24.03.360 to 24.03.370	Repealed by Laws 2021, ch. 176, § 5301, eff. January 1, 2022
24.03.375	Repealed by Laws 2015, ch. 176, § 3136, eff. January 1, 2016
24.03.380	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. January 1, 2016
24.03.388	Repealed by Laws 2015, ch. 176, § 3136, eff. 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. 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. January 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

TABLE OF CONTENTS

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
24.03A.065	Electronic filings
24.03A.070	Annual report
24.03A.075	Major changes by charitable corporations
24.03A.080	Powers of secretary of state
24.03A.085	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

TABLE OF CONTENTS

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
24.03A.410	Notice of membership meeting
24.03A.415	Waiver of notice
24.03A.420	Record date
24.03A.425	Conduct of meeting
24.03A.430	Proxies
24.03A.435	Voting entitlement of members
24.03A.440	Membership quorum and voting requirements
24.03A.445	Differing quorum and voting requirements
24.03A.450	Voting for directors
24.03A.455	Acceptance of ballots, consents, waivers, or proxies
24.03A.460	Inspectors of election
24.03A.465	Action by voting groups
24.03A.470	Voting agreements
24.03A.475	Action without meeting by unanimous written consent
24.03A.480	Action without meeting by ballot
24.03A.485	Procedure for remote meetings

ARTICLE 4 BOARD OF DIRECTORS

24.03A.490	Board of directors—Authority
24.03A.495	Standards of conduct for directors
24.03A.500	Qualification of directors
24.03A.505	Number of directors
24.03A.510	Selection of directors
24.03A.515	Terms of directors, generally
24.03A.520	Staggered terms for directors
24.03A.525	Resignation of director
24.03A.530	Removal of directors
24.03A.535	Vacancy on board of directors
24.03A.540	Liability of directors
24.03A.545	Compensation of directors

ARTICLE 5 MEETINGS AND ACTION OF THE BOARD

- 24.03A.550 Meetings of the board
- 24.03A.555 Notice of board meetings
- 24.03A.560 Waiver of notice
- 24.03A.565 Board quorum and voting requirements
- 24.03A.570 Action without meeting by unanimous written consent
- 24.03A.575 Board and advisory committees
- 24.03A.580 Procedure for remote meetings

ARTICLE 6 OFFICERS

- 24.03A.585 Officers—Duties
- 24.03A.590 Standards of conduct for officers
- 24.03A.595 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

TABLE OF CONTENTS

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 Notice to attorney general
24.03A.946 Actions to secure property held for charitable purposes
24.03A.948 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

TABLE OF CONTENTS

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, § 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	Organization meeting
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
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—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

TABLE OF CONTENTS

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
- § 24.06.605 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

TABLE OF CONTENTS

- 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, § 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, § 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
- § 24.34.010 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

TABLE OF CONTENTS

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
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	Application
24.40.020	Articles of incorporation deemed to contain prohibiting provisions
24.40.030	Articles of incorporation deemed to contain provisions for distribution

- 24.40.040 Rights, powers, of courts, attorney general, not impaired
- 24.40.050 Construction of references to federal code
- 24.40.060 Present articles of incorporation may be amended—
Application to new corporation
- 24.40.070 Severability—1971 c 59
- 24.40.080 Tax reform act of 1969, state implementation—Charitable
trusts

CHAPTER 24.44 UNIFORM MANAGEMENT OF INSTITUTIONAL FUNDS ACT [REPEALED]

- 24.44.010 Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009
- 24.44.020 Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009
- 24.44.030 Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009
- 24.44.040 Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009
- 24.44.050 Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009
- 24.44.060 Repealed by Laws 2009, ch. 436, § 13, eff. July 1, 2009
- 24.44.070 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—Intent
- 24.46.020 Application for permission to establish, operate and
maintain foreign trade zones authorized

CHAPTER 24.50 WASHINGTON MANUFACTURING SERVICES

- 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

TABLE OF CONTENTS

- 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

TITLE 25 PARTNERSHIPS

LIMITED LIABILITY PARTNERSHIPS

CHAPTER 25.04 GENERAL AND LIMITED LIABILITY PARTNERSHIPS [REPEALED]

- 25.04.010 to 25.04.715 Repealed by Laws 1998, ch. 103, § 1308, eff. Jan. 1, 1999
- 25.04.716 Repealed by Laws 2015, ch. 176, § 5122, eff. January 1, 2016
- 25.04.720 to 25.04.750 Repealed by Laws 1998, ch. 103, § 1308, eff. Jan. 1, 1999

CHAPTER 25.05 REVISED UNIFORM PARTNERSHIP ACT

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

TABLE OF CONTENTS

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
- 25.05.365 Effect of conversion—Entity unchanged
- 25.05.370 Merger of partnerships
- 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 Partner—Dissent—Payment of fair value
- 25.05.430 Dissenters' rights—Notice—Timing
- 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—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. 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
- 25.10.016 Knowledge and notice
- 25.10.020 Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
- 25.10.021 Nature, purpose, and duration of entity
- 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

TABLE OF CONTENTS

25.10.041	Governing law
25.10.050	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.051	Supplemental principles of law—Rate of interest
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
25.10.071	Reservation of name
25.10.075	Decodified July 1, 2010
25.10.079	Expired January 1, 2006, pursuant to Laws 1998, ch. 277, § 6
25.10.080	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
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
25.10.101	Business transactions of partner with partnership
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, § 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 3 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 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

TABLE OF CONTENTS

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 contribution
25.10.466	Liability for contribution
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
TRANSFEREES 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 Rights of creditor of partner or transferee
- 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 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 Activities not constituting transacting business
- 25.10.656 Repealed by Laws 2015, ch. 176, § 6131, eff. January 1, 2016

TABLE OF CONTENTS

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	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
25.10.671	Withdrawal of registration
25.10.676	Repealed by Laws 2015, ch. 176, § 6131, eff. January 1, 2016
25.10.680	Repealed by Laws 2009, ch. 188, § 1305, eff. July 1, 2010
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 11 CONVERSION AND MERGER

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

TABLE OF CONTENTS

- 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
- 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

**ARTICLE II FORMATION: CERTIFICATE OF FORMATION,
AMENDMENT, 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

ARTICLE III MEMBERS

- 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

TABLE OF CONTENTS

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 VI DISTRIBUTIONS

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
- 25.15.300 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.301 Disposition of known claims—Definition
- 25.15.303 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.305 Distribution of assets
- 25.15.309 Remedies available after distribution

ARTICLE IX FOREIGN LIMITED LIABILITY COMPANIES

- 25.15.310 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.315 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.316 Law governing
- 25.15.320 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.321 Registration required
- 25.15.325 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.326 Repealed by Laws 2015, ch. 176, § 7133, eff. January 1, 2016
- 25.15.330 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.331 Name—Registered agent
- 25.15.335 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.336 Amendments to application
- 25.15.340 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 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
- 25.15.350 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.351 Enjoinder from doing business in this state
- 25.15.355 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
- 25.15.356 Activities not constituting transacting business
- 25.15.360 Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016

TABLE OF CONTENTS

25.15.361	Service of process on registered foreign limited liability companies
25.15.365	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.366	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
25.15.367	Service of process on unregistered foreign limited liability companies
25.15.370	Repealed by Laws 2015, ch. 188, § 108, eff. January 1, 2016
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

TABLE OF CONTENTS

CHAPTER 25.98 CONSTRUCTION [REPEALED]

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

TITLE 82 EXCISE TAXES

CHAPTER 82.04 BUSINESS AND OCCUPATION TAX

§ 82.04.0001	Applicability of chapter [Tentative classification and name line supplied by publisher]
§ 82.04.0002	Business and occupation tax—Penalty and interest waiver—Repayment schedule for exemption-related delinquencies (<i>Expires January 1, 2029</i>) [Tentative classification and name line supplied by publisher]
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” (<i>Effective until January 1, 2030</i>)
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” (<i>Effective January 1, 2030</i>)
§ 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” (<i>Effective January 1, 2030</i>)
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	Repealed by Laws 2025, ch. 423, § 105, effective January 1, 2026
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
82.04.2201	Decodified September 1999
82.04.230	Tax upon extractors (<i>Effective until January 1, 2027</i>)
§ 82.04.230	Tax upon extractors (<i>Effective January 1, 2027</i>)
82.04.235	Repealed by Laws 1957, ch. 279, § 6
82.04.240	Tax on manufacturers (<i>Effective until January 1, 2027</i>)
§ 82.04.240	Tax on manufacturers (<i>Effective January 1, 2027</i>)
82.04.2402	Expired Dec. 31, 1993, pursuant to Laws 1991, ch. 347, § 24
82.04.2403	Manufacturer tax not applicable to cleaning fish

TABLE OF CONTENTS

82.04.2404	Manufacturers—Processors for hire— Semiconductor materials (<i>Expires January 1, 2034</i>)
82.04.241	Manufacturers—Semiconductor materials (<i>Contingent effective date; contingent expiration date</i>)
82.04.250	Tax on retailers (<i>Effective until January 1, 2027</i>)
§ 82.04.250	Tax on retailers (<i>Effective January 1, 2027</i>)
82.04.255	Tax on real estate brokers
82.04.257	Tax on digital products and services (<i>Effective until January 1, 2027</i>)
§ 82.04.257	Tax on digital products and services (<i>Effective January 1, 2027</i>)
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 and surplus line brokers—Hospitals— Commercial airplane activities—Timber product activities—Canned salmon processors (<i>Effective until January 1, 2027</i>)
§ 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 and surplus line brokers—Hospitals— Commercial airplane activities—Timber product activities—Canned salmon processors (<i>Effective January 1, 2027, until January 1, 2034</i>)
§ 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 and surplus line brokers—Hospitals—

	Commercial airplane activities—Timber product activities—Canned salmon processors (<i>Effective January 1, 2034</i>)
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 (<i>Expires July 1, 2045</i>)
82.04.263	Tax on cleaning up radioactive waste and other by-products of weapons production and nuclear research and development (<i>Effective until January 1, 2027</i>)
§ 82.04.263	Tax on cleaning up radioactive waste and other by-products of weapons production and nuclear research and development (<i>Effective January 1, 2027</i>)
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 (<i>Effective until January 1, 2027</i>)
§ 82.04.270	Tax on wholesalers (<i>Effective January 1, 2027</i>)
82.04.272	Repealed by Laws 2026, ch. 265, § 4, eff. January 1, 2027
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, government contractors—Cold storage warehouse defined—Storage warehouse defined—Periodical or magazine defined (<i>Effective until January 1, 2027</i>)
§ 82.04.280	Tax on printers, publishers, highway contractors, extracting or processing for hire, cold storage warehouse or storage warehouse operation, insurance general agents, government contractors—Cold storage warehouse defined—Storage warehouse defined—Periodical or

TABLE OF CONTENTS

	magazine defined (<i>Effective January 1, 2027</i>)
§ 82.04.281	Tax on radio and television broadcasting
82.04.285	Tax on contests of chance (<i>Effective until January 1, 2027</i>)
§ 82.04.285	Tax on contests of chance (<i>Effective January 1, 2027</i>)
82.04.286	Tax on horse races
82.04.287	Tax on alternative jet fuel
§ 82.04.288	Surcharge on Washington taxable income over \$250,000,000—Exemptions (<i>Effective until December 31, 2029</i>)
82.04.290	Tax on service and other activities (<i>Effective April 1, 2026</i>)
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
§ 82.04.29005	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 (<i>Effective until January 1, 2027</i>)
§ 82.04.2905	Tax on providing day care (<i>Effective January 1, 2027</i>)
82.04.2906	Tax on certain chemical dependency services (<i>Effective until January 1, 2027</i>)
§ 82.04.2906	Tax on certain chemical dependency services (<i>Effective January 1, 2027</i>)
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 (<i>Expires January 1, 2027</i>)
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 (<i>Expires July 1, 2032</i>)
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 (<i>as amended by 2025 c 401</i>)
§ 82.04.299	Workforce education investment surcharge (<i>as amended by 2025 c 420</i>)
§ 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 (<i>Expires January 1, 2030</i>)
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	Repealed by Laws 2026, ch. 263, § 3, eff. June 11, 2026
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 wholesale unprocessed milk, wheat,

TABLE OF CONTENTS

	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 (<i>Effective April 1, 2026</i>)
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
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	Credit unions—Tax—Exemptions
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 (<i>Contingent effective date; contingent expiration date</i>)
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

82.04.4265	Exemptions—Comprehensive cancer centers
82.04.4266	Exemptions—Fruit and vegetable businesses (<i>Expires July 1, 2035</i>)
82.04.4267	Exemptions—Operation of parking/business improvement areas
82.04.4268	Exemptions—Dairy product businesses (<i>Expires July 1, 2035</i>)
82.04.4269	Exemptions—Seafood product businesses (<i>Expires July 1, 2035</i>)
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 (<i>Expires January 1, 2034</i>)
82.04.4277	Expired January 1, 2020, by its own terms
82.04.4281	Deductions—Investments, dividends, interest on loans—Rules
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 (<i>Expires January 1, 2032</i>)
82.04.4291	Deductions—Compensation received by a political subdivision from another

	political subdivision for services taxable 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 (<i>Effective until January 1, 2028</i>)
82.04.4298	Deductions—Repair, maintenance, replacement, management, or improvement of residential structures and common elements—Eligible organizations (<i>Effective January 1, 2028</i>)
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

TABLE OF CONTENTS

82.04.433	Deductions—Sales of fuel for consumption outside United States’ waters by vessels in foreign commerce
82.04.4331	Deductions—Insurance claims for state health care coverage
82.04.4332	Deductions—Tuition fees of foreign degree-granting institutions
82.04.4333	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
§ 82.04.43397	Deductions—Processors of electronic transactions
82.04.434	Repealed by Laws 2025, ch. 423, § 105, effective January 1, 2026
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
82.04.437	Repealed by Laws 1971, Ex.Sess., ch. 281, § 18, eff. May 21, 1971
82.04.440	Credit—Persons taxable on multiple activities
82.04.442	Repealed by Laws 1983, 1st Ex.Sess., ch. 62, § 14, eff. Jan. 1, 1984
82.04.443	Recodified as § 84.36.473 by Laws 1983, 1st Ex.Sess., ch. 62, § 2
82.04.444	Repealed by Laws 1997, ch. 156, § 11
82.04.445	Repealed by Laws 1997, ch. 156, § 11
82.04.4451	Credit against tax due—Maximum credit—Table
82.04.4452	Expired January 1, 2015, by its own terms

WASHINGTON BUSINESS LAW

82.04.44525	Repealed by Laws 2025, ch. 423, § 105, effective January 1, 2026
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. July 1, 2005
82.04.446	Decodified July 1983
82.04.4461	Credit—Preproduction development expenditures (<i>Expires July 1, 2040</i>)
82.04.4462	Expired July 22, 2007, by its own terms
82.04.4463	Credit—Property and leasehold taxes paid on property used for manufacture of commercial airplanes (<i>Expires July 1, 2040</i>)
82.04.447	Credit—Natural or manufactured gas purchased by direct service industrial customers—Reports
82.04.448	Credit—Manufacturing semiconductor materials (<i>Contingent effective date; contingent expiration date</i>)
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 (<i>Expires July 1, 2026</i>)
82.04.4489	Credit—Motion picture competitiveness program
82.04.449	Credit—Washington customized

TABLE OF CONTENTS

	employment training program—Report to the legislature (<i>Expires July 1, 2033</i>)
82.04.4491	Expired June 30, 2011, by its own terms
82.04.4492	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	Expired January 1, 2026, by its own terms
82.04.4498	Expired July 1, 2023, by its own terms
82.04.4499	Credit—Equitable access to credit program (<i>Expires July 1, 2027</i>)
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 (<i>Effective January 1, 2034</i>)
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 (<i>Contingent expiration date</i>)
82.04.600	Exemptions—Materials printed in county,

WASHINGTON BUSINESS LAW

	city, town, school district, educational service district, library or library district
82.04.601	Exemptions—Affixing stamp services for cigarette sales
82.04.610	Exemptions—Import or export commerce
82.04.615	Exemptions—Certain limited purpose 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 charges—Mercury-containing lights (<i>Effective until January 1, 2035</i>)
82.04.665	Exemptions—Adaptive recreational and rehabilitation facilities (<i>Expires January 1, 2035</i>)
82.04.750	Exemptions—Restaurant employee meals
82.04.755	Exemptions—Grants received by a 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 content (<i>Effective until January 1, 2034</i>)

TABLE OF CONTENTS

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

Appendix A. Trademark Forms

Appendix B. Miscellaneous Forms

Appendix C. Securities Act and Franchise Act Forms

Appendix D. RCW 23B Forms

Appendix E. RCW 24 Forms

Appendix F. RCW 25 Forms

Appendix G. Forms for Foreign Business Entities

Appendix H. Correlation Tables

Table of Laws and Rules

Table of Cases

Index