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HOUSE BILL 1040

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State of Washington

62nd Legislature

2011 Regular Session

**By** Representatives Pedersen, Armstrong, Kirby, Warnick, Kelley, and Hunt; by request of Secretary of State

Prefiled 12/17/10. Read first time 01/10/11. Referred to Committee on Judiciary.

1       AN ACT Relating to the use of electronic signatures and notices;  
2   and amending RCW 19.09.085, 19.34.231, 23B.01.500, 23B.01.510,  
3   24.03.400, 24.06.445, and 24.12.051.

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

5       **Sec. 1.** RCW 19.09.085 and 2007 c 471 s 6 are each amended to read  
6   as follows:

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

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

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

16       (4) The secretary shall notify entities registered under this  
17   chapter of the need to reregister upon the expiration of their current  
18   registration. The notification (~~((shall))~~) may be by postal or  
19   electronic mail, sent at least sixty days prior to the expiration of

1 their current registration. Failure to register shall not be excused  
2 by a failure of the secretary to ~~((mail))~~ send the notice or by an  
3 entity's failure to receive the notice.

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

6 (1) If a signature of a unit of state or local government,  
7 including its appropriate officers or employees, is required by  
8 statute, administrative rule, court rule, or requirement of the office  
9 of financial management, that unit of state or local government  
10 ~~((shall))~~ may become a subscriber to a certificate issued by a licensed  
11 certification authority for purposes of conducting official public  
12 business with electronic records.

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

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

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

22 Not less than thirty nor more than ninety days prior to July 1st of  
23 each year or to the expiration date of any staggered yearly license,  
24 the secretary of state shall send, by postal or electronic mail as  
25 elected by the domestic corporation, to each domestic corporation, at  
26 its registered office within the state, ~~((by first class mail,))~~ or to  
27 an electronic address designated by the corporation in a record  
28 retained by the secretary of state, a notice that its annual license  
29 fee must be paid and its annual report must be filed as required by  
30 this title, and stating that if any domestic corporation ~~((shall))~~  
31 fails to pay its annual license fee or to file its annual report it  
32 ~~((shall-be))~~ is dissolved and ceases to exist. Failure of the  
33 secretary of state to ~~((mail))~~ provide any such notice ~~((shall))~~ does  
34 not relieve a corporation from its obligations to pay the annual  
35 license fees and to file the annual reports required by this title.

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

3       Not less than thirty nor more than ninety days prior to July 1st of  
4 each year or to the expiration date of any staggered yearly license,  
5 the secretary of state shall send by postal or electronic mail, as  
6 elected by the foreign corporation, to each foreign corporation  
7 qualified to do business in this state, ~~((by first class mail))~~  
8 addressed to its registered office within this state, or to an  
9 electronic address designated by the corporation in a record retained  
10 by the secretary of state, a notice that its annual license fee must be  
11 paid and its annual report must be filed as required by this title, and  
12 stating that if it ~~((shall))~~ fails to pay its annual license fee or to  
13 file its annual report its certificate of authority to transact  
14 business within this state may be revoked. Failure of the secretary of  
15 state to ~~((mail))~~ send any such notice ~~((shall))~~ does not relieve a  
16 corporation from its obligations to pay the annual license fees and to  
17 obtain or file the annual reports required by this title.

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

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

34       Such report of a domestic or foreign corporation shall be delivered  
35 to the secretary of state between the first day of January and the  
36 first day of March of each year, or on an annual or biennial renewal

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

4 If the secretary of state finds that such report substantially  
5 conforms to the requirements of this chapter, the secretary of state  
6 shall file the same.

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

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

20 If the secretary of state finds that a report substantially  
21 conforms to the requirements of this chapter, the secretary of state  
22 shall file the same.

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

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

28 (1) Not less than thirty days prior to a corporation sole's renewal  
29 date, the secretary of state shall (~~(mail)~~) send to each corporation  
30 sole, by (~~(first-class)~~) postal or electronic mail, as elected by the  
31 corporation sole, addressed to its registered office, or to an  
32 electronic address designated by the corporation sole, in a record  
33 retained by the secretary of state, a notice that its annual report  
34 must be filed as required by this chapter, and stating that if it fails  
35 to file its annual report it shall be dissolved or its certificate of  
36 authority revoked, as the case may be. Failure of the secretary of

1 state to ((~~mail~~)) send the notice does not relieve a corporation sole  
2 from its obligation to file the annual reports required by this  
3 chapter.

4 (2) (a) The report of a corporation sole shall be delivered to the  
5 secretary of state on an annual renewal date as the secretary of state  
6 may establish. The secretary of state may adopt rules to establish  
7 biennial reporting dates and to stagger reporting dates.

8 (b) If the secretary of state finds that the report substantially  
9 conforms to the requirements of this chapter, the secretary of state  
10 shall file that report.

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