

CERTIFICATION OF ENROLLMENT

HOUSE BILL 1040

62nd Legislature
2011 Regular Session

Passed by the House April 14, 2011
Yeas 97 Nays 0

Speaker of the House of Representatives

Passed by the Senate April 12, 2011
Yeas 47 Nays 0

President of the Senate

Approved

Governor of the State of Washington

CERTIFICATE

I, Barbara Baker, Chief Clerk of the House of Representatives of the State of Washington, do hereby certify that the attached is **HOUSE BILL 1040** as passed by the House of Representatives and the Senate on the dates hereon set forth.

Chief Clerk

FILED

**Secretary of State
State of Washington**

HOUSE BILL 1040

AS AMENDED BY THE SENATE

Passed Legislature - 2011 Regular Session

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 The option to receive the notice provided under this section by
2 electronic mail may be selected only when the secretary of state makes
3 the option available.

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

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

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

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

1 secretary of state to (~~mail~~) send any such notice (~~shall~~) does not
2 relieve a corporation from its obligation to file the annual or
3 biennial reports required by this chapter. The option to receive the
4 notice provided under this section by electronic mail may be selected
5 only when the secretary of state makes the option available.

6 Such report of a domestic or foreign corporation shall be delivered
7 to the secretary of state between the first day of January and the
8 first day of March of each year, or on an annual or biennial renewal
9 date as the secretary of state may establish. The secretary of state
10 may adopt rules to establish biennial reporting dates and to stagger
11 reporting dates.

12 If the secretary of state finds that such report substantially
13 conforms to the requirements of this chapter, the secretary of state
14 shall file the same.

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

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

28 If the secretary of state finds that a report substantially
29 conforms to the requirements of this chapter, the secretary of state
30 shall file the same.

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

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

36 (1) Not less than thirty days prior to a corporation sole's renewal

1 date, the secretary of state shall (~~mail~~) send to each corporation
2 sole, by (~~first-class~~) postal or electronic mail, as elected by the
3 corporation sole, addressed to its registered office, or to an
4 electronic address designated by the corporation sole, in a record
5 retained by the secretary of state, a notice that its annual report
6 must be filed as required by this chapter, and stating that if it fails
7 to file its annual report it shall be dissolved or its certificate of
8 authority revoked, as the case may be. Failure of the secretary of
9 state to (~~mail~~) send the notice does not relieve a corporation sole
10 from its obligation to file the annual reports required by this
11 chapter. The option to receive the notice provided under this section
12 by electronic mail may be selected only when the secretary of state
13 makes the option available.

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

18 (b) If the secretary of state finds that the report substantially
19 conforms to the requirements of this chapter, the secretary of state
20 shall file that report.

--- END ---