



INSTRUCTIONS: ARTICLES OF REORGANIZATION FROM A NONPROFIT MISCELLANEOUS AND MUTUAL CORPORATION RCW 24.06 TO A NONPROFIT CORPORATION RCW 24.03

Purpose: Articles of Reorganization is used by a nonprofit miscellaneous and mutual corporation organized under RCW 24.06 electing to be governed by RCW 24.03A. After this submission is successfully filed, the business type displayed online will change to a nonprofit corporation.

General Instructions: Use dark ink only. Complete the entire form and enter all requested information in the fields provided. A fillable .pdf version of this form is available for download at www.sos.wa.gov/corporations

Mail: Send the completed form and payment to the address listed above.

Payment: Make checks or money orders payable to “Secretary of State.” Checks cannot be backdated more than 60 days from the date the check is received.

Fees: The filing fee for the Articles of Reorganization is \$20.00

Expedited Service: If expedited service is requested, an *additional* \$100 must be added to the filing fee. Check the box indicating expedited service on page one.

ALL FILING FEES ARE NON-REFUNDABLE. ALL DOCUMENTS ARE PUBLIC RECORD.

(1) Unified Business Identifier (UBI): Provide the UBI Number assigned to the business registration as on file with the Office of the Secretary of State of Washington. The UBI Number and name of the business **must** match our records in order to be accepted.

(2) Name of Nonprofit Corporation: Provide the name as recorded with the Office of the Secretary of State of Washington. The Name and UBI Number of the business **must** match our records to be accepted.

(3) Statement of Reorganization: By the authorized person signing the business attests that the statement in this section is true and correct.

(4) Adoption of Articles of Amendment: Select how the Amendment was adopted by checking the appropriate box.

(5) Date of Adoption: Provide the date that the Amendment was adopted.

(6) Business Name Change: Provide the new name for review. If a name has been reserved and a Name Reservation Number has been provided, enter the Number and Name in the appropriate section. If a Name Reservation has not been provided select “No”.

In accordance with [RCW 23.95.305](http://www.wa.gov/rcw/23.95.305), a Nonprofit Corporation **must not include or end with** any of the following designations or abbreviations of: incorporated, company, cooperative, partnership, limited, limited partnership, or limited liability partnership, but may use club, league, association, services, committee, fund, society, foundation, guild, a nonprofit corporation, a nonprofit mutual corporation, or any name of like import. A Nonprofit Corporation name **must** be distinguishable upon the records of the Secretary of State from any other business already registered with the Secretary of State’s office.

(7) Registered Agent: If the Registered Agent has changed, indicate by selecting “Yes” and provide new Registered Agent information.

Registered Agent: All businesses must have a Registered Agent in Washington State per [RCW 23.95.415](#). The Consent of the Registered Agent **must** be signed, regardless of the type of Registered Agent. Print the name and title of the person signing and provide the date of signature.

- **Commercial Registered Agent** is a business or individual registered with the Office of the Secretary of State, whose nature of business it is to receive legal documents, notices, or demands required or permitted by law to be served on behalf of the business. The Commercial Registered Agent has a verified address on record with the Office of the Secretary of State.
 - Select “Yes” or “No.”
 - If “Yes,” provide the name of the Commercial Registered Agent. An address is not required.
 - If “No,” continue to Noncommercial Registered Agent.
- **Noncommercial Registered Agent** is a business or individual who agrees to receive legal documents, notice, or demand required or permitted by law to be served on behalf of the business.
 - Identify the Registered Agent.
 - Individual: Write the individual’s first and last name.
 - Business: Write the business’ full name.
 - Office/Position: Write the office or position title held within the business such as President, Secretary, Treasurer, or Member.
 - Provide the required **physical** street address of the Noncommercial Registered Agent. You may also provide the mailing address if needed. Addresses **must** be in Washington State.
 - Provide a contact phone number and email address. This information will be used if there are any questions regarding the submission.

(8) Charitable Nonprofit Corporation: Review [RCW 24.03A.010\(5\)](#) to determine if the business is a Charitable Nonprofit Corporation. Select “Yes” or “No” upon determination.

(9) Members: Indicate by checking “Yes” or “No” if the Nonprofit Corporation has members. Member is defined as a person who has a right set forth in the articles of bylaws to select or vote for the election of directors or delegates, or to vote on at least one type of fundamental transaction. If “Yes” is selected member names may be provided.

(10) Purpose of Corporation: Indicate the purpose for which the Nonprofit is organized. Any other provisions may be attached if needed. **Do not attach or refer to the bylaws.**

(11) Any other provisions: If necessary, provide language for IRS tax exempt status. See [IRS website](#) for additional information.

(12) Period of Duration: Select a period of duration. Only one selection will be accepted. Perpetual duration means “on-going” until the business is either administratively or voluntarily dissolved. A specified date or specified number of years, may be selected. If a specified date or years is selected the business will be administratively dissolved as recorded in this section. If no selection is provided, it will default to perpetual.

(13) Distribution of Assets: In the event of a voluntary dissolution, a plan for distribution of any assets remaining after payment or arrangement for payment of all liabilities must be in place. **Do not attach or refer to the bylaws.**

(14) Governors: If changed, list the individuals/businesses responsible for governing the business. Attach additional pages if necessary. A business cannot serve as its own governor. A governor is commonly a business/individual who has the authority to make decisions on behalf of the business.

(15) Effective Date: Select the date this filing is to be effective. If “Date of Filing” is selected, the effective date will be the date the submission is completed by our office. A future effective date may be specified which may not be more than 90 days **after** the date of filing.

(16) Return Address for this Filing: If provided, the confirmation regarding this specific filing will be sent to this address, in addition to the Registered Agent's address.

(17) Authorized Person: Sign, print, provide the signer's title, and date the document.

For a rapid response to questions, requests for assistance, or to provide feedback, please visit the Corporations and Charities website at www.sos.wa.gov/corporations to chat with a representative.



WASHINGTON
Secretary of State

Corporations & Charities Division

Overnight address by commercial carrier: 801 Capitol Way S Olympia, WA 98501-1226

Mailing Address (ALL USPS): PO Box 40234 Olympia, WA 98504-0234

Tel: 360.725.0377 | Website: www.sos.wa.gov/corporations-charities

THIS BOX FOR OFFICE USE ONLY

Filing Fee \$20

To Expedite Filing, Add \$100

ARTICLES OF REORGANIZATION

Nonprofit Miscellaneous and Mutual Corporation under [RCW 24.06](#) to a

Nonprofit Corporation under [RCW 24.03A](#)

All fields REQUIRED unless otherwise specified

(1) UBI No.: _____

(2) NAME OF NONPROFIT CORPORATION: (as currently recorded with the Office of the Secretary of State) _____

(3) STATEMENT OF REORGANIZATION:

By the authorized person signing the business attests that the below statement is true and correct.

- The corporation accepts the benefits and will be bound by the provisions of chapter 24.03A

(4) ADOPTION OF ARTICLES OF AMENDMENT:

This Amendment was duly adopted by the following method (Check one)

- Adopted by the board of directors without being submitted for member or shareholder action and that member or shareholder action was not required.
- Adopted by a meeting of members or shareholders held on (date required) _____, a quorum was present at the meeting, and the amendment received at least two-thirds of the votes which members or shareholders and of each class entitled to vote thereon as a class, present at such meeting in person, by mail, by electronic transmission, or represented by proxy were entitled to cast.
- Adopted by a consent in writing signed by all members or shareholders entitled to vote.

(5) DATE OF ADOPTION:

The date that the Articles of Amendment were adopted was: _____

(6) BUSINESS NAME CHANGE: Are you changing your business name? (Check one) Yes No

New Name: _____

Does the business have a name reserved? (Check one) Yes No If Yes, provide the Name Reservation Number

Reservation Number: _____

(7) Has your registered agent or their contact details changed? (Check one) Yes No If Yes, complete page 2

NEW REGISTERED AGENT: Required ONLY if question 7 was marked Yes

A **Registered Agent** is an agent of a business which is authorized to receive service of any process, notices, or demands required or permitted by law to be served on the business including hand delivered service of process.

All businesses must have a Registered Agent in Washington State per [RCW 23.95.415](#)

Provide the name of the *Commercial Registered Agent* **OR** *Non-Commercial Registered Agent*. The appointed agent must sign the **Consent to Serve** statement below.

COMMERCIAL REGISTERED AGENT

A *Commercial Registered Agent* is a business or individual that is registered specifically as a Commercial Agent with the Office of the Secretary of State to receive legal documents on behalf of a corporation. A Commercial Registered Agent address has been registered with this office in advance and does not need to provide it with this submission.

If applicable, provide the name of the Commercial Registered Agent: _____

NON-COMMERCIAL REGISTERED AGENT

A *Non-Commercial Registered Agent* is a person, business, or office or position title appointed to serve as the registered agent for a business. A street address located in Washington State and an email address are required; a phone number and separate Washington State mailing address are optional.

If multiple types are listed the first type will be entered by this office

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- **Type 1:** If an **individual** is serving as the Registered Agent, only provide the individual's first and last name below.
 - **Type 2:** If a **business** is serving as the Registered Agent, only provide the name of the business below.
 - **Type 3:** If an **office** or **position** within the business is serving as the Registered Agent, only provide the position title such as President, Secretary, Treasurer, or Member below.

Registered Agent: _____

Phone: <i>(optional)</i> _____	Email: _____
Street Address: <i>(required)</i> Must be a physical address; No PO Box or PMB Country: <u>United States</u> State: <u>Washington</u> Address : _____ _____ Zip: _____ City: _____	Mailing Address <i>(optional)</i> <input type="checkbox"/> Check if mailing address is the same as street address Country: <u>United States</u> State: <u>Washington</u> Address : _____ _____ Zip: _____ City: _____

CONSENT TO SERVE AS REGISTERED AGENT - REQUIRED FOR ALL TYPES

I hereby consent to serve as Registered Agent in the State of Washington for the named business. I understand it will be my responsibility to accept service of process, notices, and demands on behalf of the business; to forward mail to the business; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

Signature of Registered Agent **Printed Name/Title** **Date**

(8) CHARITABLE NONPROFIT CORPORATION: If within section 10, 11, or in the most recent recorded Nonprofit’s Nature of Business, language indicating a “charitable purpose”; the Nonprofit is a Religious Corporation; or that the Nonprofit is eligible for tax-exempt status under section 501(C)(3) of the Internal Revenue Code, then Yes is required below,

Is the Nonprofit Corporation a Charitable Nonprofit as defined by [RCW 24.03A.010\(5\)](#)? (Check one) Yes No

(9) MEMBERS: [RCW 24.03A.010\(45\)](#)

Does the Nonprofit Corporation have members? (Check one) Yes No *providing names are optional*

Name: _____ Name: _____

(10) PURPOSE OF NONPROFIT CORPORATION:

(11) ANY OTHER PROVISIONS: IRS tax exempt language, attach additional pages if necessary

(12) PERIOD OF DURATION: Check ONE of the following

This Company shall have a perpetual duration (default) This Company shall have a duration of _____ years.

This Company shall expire on _____

(13) DISTRIBUTION OF ASSETS: In the event of voluntary dissolution, the net assets will be distributed as follows

(14) GOVERNOR(S): List at least one. Attach additional pages if necessary. A business cannot serve as its own Governor.

Name: _____ Name: _____

Name: _____ Name: _____

(15) EFFECTIVE DATE OF THIS FILING: Check ONE of the following

Date of filing (default) this is the date that the submission is completed by our office

Specify a date _____ (cannot be more than 90 days following the received date)

(16) RETURN ADDRESS FOR THIS FILING: *(optional)*

If provided, the confirmation regarding this specific filing will be sent to the address below, in addition to the Registered Agent’s address.

Attention to: _____ Email: _____

Address: _____

City: _____ State: _____ Zip: _____

(17) AUTHORIZED PERSON:

I hereby certify, under penalty of law, that the above information is accurate and complies with the filing requirements of state law.

Signature of Authorized Person Printed Name/Title Date
