



## **INSTRUCTIONS: FOREIGN NONPROFIT & NONPROFIT PROFESSIONAL SERVICE CORPORATION REGISTRATION STATEMENT RCW 23.95 & RCW 24.03A**

**Purpose:** A Nonprofit Foreign Registration Statement is used by a nonprofit corporation or nonprofit professional service corporation whose home state is a different state or country for the purpose of registering to do business in Washington State. Home state refers to the place where the business's creation documents were filed.

A Foreign Registration Statement may also be used as a Requalification to reactivate a foreign nonprofit corporation or nonprofit professional service corporation that was previously registered with this office and is currently in a terminated status for failure to maintain an active registration.

**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](http://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 is \$30 for a Nonprofit Corporation and Nonprofit Professional Service Corporation.

**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.**

**Required:** A Certificate of Existence/Good Standing or document of similar import from the home jurisdiction issued no more than 60 days before the date of submission must be attached to this filing. Failure to do so will result in the Foreign Registration Statement being returned for correction. Contact your Secretary of State or your keeper of corporate records for instructions on obtaining this document.

**(1) Requalification:** If this business has previously registered with our office, indicate so by checking "Yes" and provide the UBI number and the previous registration expiration date. Under section (6), "Date Began Doing Business in Washington," enter the last registration expiration date. **Back fees may apply. Contact our office for details and fee calculation.** See instructions for sections (15), (16), (17), and (18) which are required during a requalification.

**(2) Unified Business Identifier (UBI):** If the business has previously filed with another state agency such as the Department of Revenue, the Department of Labor and Industries, or the Employment Security Department, the business may already have a 9-digit UBI number that can be entered. Do not enter the UBI number of a Sole Proprietorship or General Partnership. If the business does not have a UBI number, select "No" and continue with the filing. If "No" is selected, the business will be issued a UBI number upon successful completion of the filing.

**(3) Business Name:** Provide the 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".

Enter the name as it appears on the Certificate of Existence/Good Standing from the home jurisdiction. In accordance with [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.

The name of a Washington Nonprofit Professional Service Corporation **must contain the words** "Nonprofit Professional Service(s), "Nonprofit Professional Corporation" or the abbreviation "NP PS" or "NP PC". The abbreviations can have periods between them.

If the Professional Service Corporation is organized to render dental services, the name must contain the full names or surnames of all directors and/or incorporators and no other word than Chartered or the words Nonprofit Professional Services or the abbreviation "NP PS" or "NP PC". The abbreviations can have periods between them.

**(4) Doing Business As (DBA) Name:** If the name of the business is not available in Washington or the designation does not meet statutory requirements, choose an alternate name (DBA) to use in Washington. Refer to [RCW 23.95.525](#) for more information.

**(5) Date Began Doing Business:** Select the date the business began or will begin doing business in Washington State.

**(6) Registered Agent:** All businesses must have a Registered Agent in Washington State per [RCW 23.95.415](#). Select only **one** type of agent. 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. A 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, notices, or demands 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.

**(7) Jurisdiction:** Enter the home state or country under whose law the organic documents are filed.

**(8) Principal Office:** Enter the principal office address. This is the place where the business's records are kept. This address must be a physical address. A PO Box or PMB will not be accepted. The address does not need to be in Washington State.

**(9) Governors:** 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.

**(10) Date of Formation:** Enter the date of formation as recorded in the home jurisdiction.

**(11) Period of Duration in Home Jurisdiction:** Enter the business’s period of duration as it is recorded in the home jurisdiction.

**(12) Nature of Business:** Enter a brief description of the type of business the business conducts in Washington State.

**(13) 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.

**(14) 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.

**(15) Gross Revenue:** Select “Yes” if the Foreign Nonprofit Corporation voluntarily certifies that its gross revenue was less than \$500,000 in the most recent fiscal year. If “Yes” the filing fee is reduced to \$20 per each missed annual report missed. If “No” the default filing of \$60 applies for each annual report year missed.

**(16) Reporting Changes for the Charitable Nonprofit Corporation: Required only if re-qualifying.** If the business selected “Yes” to being a Charitable Nonprofit Corporation, indicate by checking “Yes” or “No” if the Nonprofit Corporation meets the exemptions of reporting under [RCW 24.03A.075](#). If “No” the question from section 17 must be completed.

**(17) Reporting Questions:** Indicate by checking “Yes” or “No” if the business operated a significant program or activity that is different from:

- a. A program or activity that the business has previously operated; and
- b. A program or activity described in the most recent application for recognition of exemption from federal tax income.

**(18) EIN:** Provide the EIN assigned to the business from the IRS. If you need to apply for an EIN see the IRS website at: <https://www.irs.gov/businesses/small-businesses-self-employed/how-to-apply-for-an-ein>.

**(19) 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.

**(20) 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](http://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 \$30

To Expedite Filing, Add \$100

**FOREIGN REGISTRATION STATEMENT**

Nonprofit and Nonprofit Professional Service Corporation

[RCW 24.03A](#) & [RCW 23.95](#)

All fields **REQUIRED** unless otherwise specified

**(1) REQUALIFICATION:**

Has this business previously registered with the Office of the Secretary of State? (Check one)  Yes  No

If Yes, provide the UBI No. and Expiration date: UBI No.: \_\_\_\_\_ Expiration: \_\_\_\_\_

**If Yes, additional fees may apply and additional requirements under section (15) through (18) are required.**

**(2) Do you already have a UBI No.?** (Check one)  Yes  No If Yes, provide UBI No.: \_\_\_\_\_

If you have previously filed with another state agency (for example, the Department of Revenue, the Department of Labor and Industries, or the Employment Security Department), you may already have a 9-digit UBI Number you can provide. **Do not** enter the UBI Number of a Sole Proprietorship or General Partnership.

If you do not have a UBI Number, a UBI Number will be issued to you upon successful completion of the filing.

**(3) BUSINESS ENTITY NAME:**

**Name must match the name listed on the Certificate of Existence/Good Standing**

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

Reservation Number: \_\_\_\_\_

If a foreign business entity registering with our office has a business name in their home jurisdiction that is unavailable in Washington, or their designation does not meet Washington State statutory requirements, they must choose an alternate name (DBA) to use in Washington, which includes the correct designation. Refer to [RCW 23.95.525](#) for more information.

**For Washington State name requirements see [RCW 23.95.305](#)**

**Is the business a Nonprofit Professional Service?** (Check one)  Yes  No

**If Yes:** the name must contain the words "Nonprofit Professional Service(s)", "Nonprofit Professional Corporation" or the abbreviation "NP PS" or "NP PC". The abbreviations can have periods between them.

**Does this Professional Service Corporation provide Dental Services?** (Check one)  Yes  No

**If Yes:** The name of a Nonprofit Professional Service Corporation organized to render dental services must contain the full names or surnames of all Directors and/or Incorporators and no other word than "Chartered" or the words "Nonprofit Professional Services" or the abbreviation "NP PS" or "NP PC" The abbreviations can have periods between them.

**To meet the requirements above a Doing Business As (DBA) Name may be required below.**

**(4) DOING BUSINESS AS (DBA) NAME:** If above name is not available, enter a name to be used in Washington State.

**(5) DATE BEGAN DOING BUSINESS IN WASHINGTON:** Check ONE of the following

Date of filing  Specify a date \_\_\_\_\_

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**(6) REGISTERED AGENT:**

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.

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**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: \_\_\_\_\_

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**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*

- .....
- **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: _____
<b>Street Address: <i>(required)</i></b> <b>Must be a physical address; No PO Box or PMB</b> Country: <u>United States</u> State: <u>Washington</u> Address : _____ _____ Zip: _____ City: _____	<b>Mailing Address <i>(optional)</i></b> <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: _____

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**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.

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

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**(7) JURISDICTION:** Country: \_\_\_\_\_ State: \_\_\_\_\_

**(8) PRINCIPAL OFFICE:** The location where the business's records are kept

**Street Address (required)**

**Must be a physical address; No PO Box or PMB**

Address: \_\_\_\_\_

Zip: \_\_\_\_\_ City: \_\_\_\_\_

State: \_\_\_\_\_ Country: \_\_\_\_\_

**Mailing Address (optional)**

Check if mailing address is the same as street address

Address: \_\_\_\_\_

Zip: \_\_\_\_\_ City: \_\_\_\_\_

State: \_\_\_\_\_ Country: \_\_\_\_\_

**Phone:** \_\_\_\_\_ **Email:** \_\_\_\_\_

**(9) GOVERNOR(S):** List at least one, attach additional pages if necessary. **A business cannot serve as its own Governor**

**Name:** \_\_\_\_\_ **Name:** \_\_\_\_\_

**Name:** \_\_\_\_\_ **Name:** \_\_\_\_\_

**Name:** \_\_\_\_\_ **Name:** \_\_\_\_\_

**(10) DATE OF FORMATION IN HOME JURISDICTION:** \_\_\_\_\_

**(11) PERIOD OF DURATION IN HOME JURISDICTION:** 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 \_\_\_\_\_

**(12) NATURE OF BUSINESS:** Briefly describe the type of business your business conducts in the state of Washington

**(13) EFFECTIVE DATE:**

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)

**(14) CHARITABLE NONPROFIT CORPORATION:**

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

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**REQUALIFICATION: (15) - (18) Required only if re-qualifying with a previous registration**

**(15) GROSS REVENUE CERTIFICATION:**

Per [RCW 24.03A.960](#) does the Nonprofit voluntarily certify that its total gross revenue in the most recent fiscal year was less than \$500,000? (Check one)  Yes  No (If “yes”, the filing fee for missed annual report year(s) is reduced to \$20)

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**(16) REPORTING CHANGES FOR THE CHARITABLE NONPROFIT CORPORATION: If “yes” to section 14**

Does the Nonprofit Corporation meet exemptions of reporting? (Check one)  Yes  No *If “no” the reporting question in section 17 must be answered.*

**Exemption reasons as outlined in [RCW 24.03A.075\(3\)](#)**

- The business was a religious corporation both before and after it took the actions outlined below in section 17.
- The business is within its first three years of existence and all programs or activities it operates are consistent with the purposes set forth in the business’ articles of incorporation.
- If the business operates a program activity described in section 12 below and all funds are derived from the sources outlined in [RCW 24.03.075\(3\)\(c\)\(i-v\)](#).

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**(17) REPORTING QUESTIONS:**

Has the Nonprofit Corporation operated a significant program or activity that is different from:

- a. A program or activity that the Nonprofit has previously operated; and
- b. A program or activity described in the most recent application for recognition of exemption from federal tax income? (Check one)  Yes  No

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**(18) EIN:** \_\_\_\_\_

Per the IRS a Nonprofit Corporation is required to have an EIN. See the instructions for the IRS website regarding this process.

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**(19) 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:** \_\_\_\_\_ **Email:** \_\_\_\_\_

**Address:** \_\_\_\_\_

**City:** \_\_\_\_\_ **State:** \_\_\_\_\_ **Zip:** \_\_\_\_\_

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**(21) AUTHORIZED PERSON:**

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

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**Signature of Authorized Person** \_\_\_\_\_ **Printed Name/Title** \_\_\_\_\_ **Date** \_\_\_\_\_

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**REQUIRED: A Certificate of Existence/Good Standing or document of similar import from the home jurisdiction issued no more than 60 days before the date of submission must be attached to this filing. Failure to do so will result in the Foreign Registration Statement being returned for correction. Contact your Secretary of State or your keeper of corporate records for instructions on obtaining this document.**

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