WASHINGTON
Secretary of State
Corporations & Charities Division

Corporations & Charities Division
Physical/Overnight address:
801 Capitol Way S
Olympia, WA 98501-1226
Mailing address:
PO Box 40234
Olympia, WA 98504-0234
Tel: 360.725.0377
www.sos.wa.gov/corporations

INSTRUCTIONS: ARTICLES OF AMENDMENT NONPROFIT PROFESSIONAL SERVICE CORPORATION RCW 24.03A

Purpose: Articles of Amendment is used to record changes to the business entity's previously recorded articles of incorporation or its most recently recorded amendment. Amendment filings are most commonly used to change to the business entity's name.

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 Amendment 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) Business Type: Indicate by checking "Yes" or "No" if changing your business type to a Washington Nonprofit Corporation. If "Yes", the designation for a Professional Service Corporation will need to be removed from the business name.

(4) 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 in the appropriate section. If a Name Reservation has not been provided select "No".

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.

(5) 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.

If within section 8 or in the most recent recorded Nonprofit's Purpose, 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 in this section.

(6) 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.

(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, 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.

(8) Purpose of Corporation: If changed, indicate by providing the new purpose. Any other provisions may be attached if needed. **Do not attach or refer to the bylaws.**

(9) Public Benefit Designation: Indicate by checking "Yes" or "No" if the Nonprofit Corporation is currently designated as a Public Benefit Corporation.

- If "Yes", indicate if the Nonprofit Corporation still meets the requirements to maintain its Public Benefit designation.
    - If "Yes", indicate if the Nonprofit Corporation still elects to have the Public Benefit Designation apply.
- If "No" to either question the designation of Public Benefit will be removed from the Nonprofit Corporation. If the term Public Benefit is part of the business' name the Nonprofit Corporation will need to remove this as part of the amendment submission.

(10) Host Home Registration: Indicate by checking "Yes" or "No" if the Nonprofit Corporation is currently designated as a Host Home.

- If "Yes", indicate if the Nonprofit Corporation elects to maintain its Host Home registration.
    - If "No", the designation of Host Home will be removed from the Nonprofit Corporation.

(11) Period of Duration: If changed, 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.

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

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

(14) Distribution of Assets: If changed, indicate by providing the new plan for distribution of assets. **Do not attach or refer to the bylaws.**

(15) 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.

(16) 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.

(17) 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.

(18) 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.

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☐ **Filing Fee $20**

☐ **To Expedite Filing, Add $100**

THIS BOX FOR OFFICE USE ONLY

ARTICLES OF AMENDMENT

Nonprofit Professional Service Corporation

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) BUSINESS TYPE:

Are you changing your business type? **(Check one)** ☐ **Yes** ☐ **No** If Yes, select the change being made:

☐ WA NONPROFIT CORPORATION

Additional requirements must be submitted if changing the business type, including a change to the name, see instructions for details.

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

New Name: _____

The name must contain the words "Nonprofit Professional Service(s)", "Nonprofit Professional Corporation" or the abbreviation "NP PS" or "NP PC". For name requirements review the following RCW(s): RCW 23.95.305

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.

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

Reservation Number: _____

(5) CHARITABLE NONPROFIT CORPORATION: If within section 8 or in the most recent recorded Nonprofit's Purpose, 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**

(6) MEMBERS: RCW 24.03A.010(45)

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

Name: _____ **Name:** _____

(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

- **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: ***(optional)*** _____ Email: _____

Street Address: (*required*) **Must be a physical address; No PO Box or PMB**	**Mailing Address** (*optional*) ☐ **Check if mailing address is the same as street address**
Country: **United States** **State**: **Washington**	**Country**: **United States** **State**: **Washington**
Address : _____	Address : _____
_____	_____
Zip: _____ City: _____	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) PURPOSE OF NONPROFIT CORPORATION: ***Required only if changed*** attach additional pages if necessary.

_____

_____

_____

(9) PUBLIC BENEFIT DESIGNATION: RCW 24.03A.245/250 ***Required only if changed***

1. Is the Nonprofit Corporation currently designated as a Public Benefit Corporation with the Office of the Secretary of State? **(Check one)** ☐ **Yes** ☐ **No**

2. If "yes", does the Nonprofit Corporation still meet the requirements to maintain its Public Benefit designation?

(Check one) ☐ **Yes** ☐ **No** ***If "no" is selected the Nonprofit will not maintain the designation of a Public Benefit Corporation***

2a. If "yes", does the Nonprofit Corporation still elect to have the Public Benefit Designation?

(Check one) ☐ **Yes** ☐ **No**

(10) HOST HOME REGISTRATION: RCW 74.15.315 ***Required only if changed***

Is the Nonprofit Corporation currently registered as a Host Home with the Office of the Secretary of State?

(Check one) ☐ **Yes** ☐ **No**

If Yes, does the Nonprofit Corporation elect to maintain its Host Home registration per **RCW 74.15.020(2)(o)**?

(Check one) ☐ **Yes** ☐ **No** ***If "no" is selected the Nonprofit will not maintain the designation of a Host Home***

(11) PERIOD OF DURATION: ***Required only if changed*** 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) ADOPTION OF ARTICLES OF AMENDMENT:

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

☐ The Articles of Amendment were duly adopted by the board of directors; member approval was not required.

☐ The Articles of Amendment were duly adopted and approved by the members in the manner required by the Nonprofit Corporation's articles and bylaws, and by **RCW 24.03A.665**.

(13) DATE OF ADOPTION:

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

(14) DISTRIBUTION OF ASSETS: ***Required only if changed***

_____

_____

_____

_____

(15) GOVERNOR(S): ***Required only if changed***

List at least one. Attach additional pages if necessary. NOTE: A business cannot serve as its own Governor.

Name: _____ **Name:** _____

Name: _____ **Name:** _____

Name: _____ **Name:** _____

(16) 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 received date)

(17) 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:** _____

(19) 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**