

**RCW 23B.02.020 Articles of incorporation.** (1) The articles of incorporation must include:

(a) A corporate name for the corporation that satisfies the requirements of Article 3 of chapter 23.95 RCW;

(b) The number of shares the corporation is authorized to issue in accordance with RCW 23B.06.010 and 23B.06.020;

(c) The name and address of the corporation's initial registered agent designated in accordance with Article 4 of chapter 23.95 RCW; and

(d) The name and address of each incorporator in accordance with RCW 23B.02.010.

(2) The articles of incorporation may include:

(a) The names and addresses of the individuals who are to serve as initial directors;

(b) The par value of any authorized shares or classes of shares;

(c) Provisions not inconsistent with law regarding:

(i) The purpose or purposes for which the corporation is organized;

(ii) Managing the business and regulating the affairs of the corporation; or

(iii) Defining, limiting, and regulating the powers of the corporation, its board of directors, and shareholders;

(d) Any provision that under this title is required or permitted to be set forth in the bylaws;

(e) A provision eliminating or limiting a director's personal liability to the corporation or its shareholders for monetary damages for conduct as a director in accordance with RCW 23B.08.320;

(f) A provision permitting or making obligatory indemnification of a director made a party to a proceeding, or advancement or reimbursement of expenses incurred by a director in a proceeding to the extent permitted by RCW 23B.08.560; and

(g) A provision limiting or eliminating any duty of a director or any other person to offer the corporation the right to have or participate in any, or one or more classes or categories of, business opportunities, prior to the pursuit or taking of the opportunity by the director or other person in accordance with RCW 23B.08.735(1)(b).

(3) The articles of incorporation need not set forth any of the corporate powers enumerated in this title.

(4) Provisions in the articles of incorporation may be made dependent on facts objectively ascertainable outside the articles of incorporation in accordance with RCW 23B.01.200(3). [2020 c 194 § 2; 2019 c 141 § 1. Prior: 2015 c 176 § 2112; 2015 c 20 § 2; 2009 c 189 § 3; 2002 c 297 § 11; 1997 c 19 § 1; 1996 c 155 § 5; 1994 c 256 § 27; 1989 c 165 § 27.]

**Effective date—Contingent effective date—2015 c 176:** See note following RCW 23.95.100.

**Findings—Construction—1994 c 256:** See RCW 43.320.007.