

RCW 23B.30.070 Defective corporate action—Filings—Articles of validation. (1) If a defective corporate action ratified or validated under this chapter would have required under any other section of this title a document to be filed with the secretary of state, then, whether or not a document was previously filed in respect of that defective corporate action and in lieu of filing the document otherwise required by this title, the corporation shall deliver to the secretary of state for filing articles of validation setting forth:

(a) The defective corporate action that was ratified or validated and, if the defective corporate action involved the purported issuance of putative shares, the number and class or series of putative shares purportedly issued;

(b) The date of the defective corporate action that was ratified or validated and, if the defective corporate action involved the purported issuance of putative shares, the date or dates on which the putative shares were purportedly issued;

(c) The nature of the failure of authorization with respect to the defective corporate action that was ratified or validated;

(d) A statement that the defective corporate action was (i) ratified in accordance with RCW 23B.30.030, including the date on which the board of directors ratified the defective corporate action and the date, if any, on which the shareholders approved the ratification of the defective corporate action, or (ii) validated in accordance with RCW 23B.30.080, including the date on which the court validated the defective corporate action; and

(e) The information required by subsection (2) of this section.

(2) The articles of validation must also contain the following information:

(a) If the corporation previously filed a document in respect of a defective corporate action that was ratified or validated and no changes to that document are required to give effect to the ratification or validation of the defective corporate action in accordance with RCW 23B.30.040(5), the corporation shall (i) describe the document, together with any articles of correction thereto, including its filing date, in the articles of validation, and (ii) attach a copy of the document, together with any articles of correction thereto, to the articles of validation;

(b) If the corporation previously filed a document in respect of a defective corporate action that was ratified or validated and any change to that document is required to give effect to the ratification or validation of the defective corporate action in accordance with RCW 23B.30.040(5), the corporation shall (i) describe the previously filed document, together with any articles of correction thereto, including its filing date, (ii) attach a copy of the document containing all of the information required to be included under the applicable section or sections of this title to give effect to the defective corporate action that was ratified or validated to the articles of validation, and (iii) state the date and time that the filing is deemed to have become effective; or

(c) If the corporation did not previously file a document in respect of a defective corporate action that was ratified or validated and that defective corporate action would have required a filing under any other section of this title, the corporation shall (i) attach a copy of a document containing all of the information required to be included under the applicable section or sections of this title to give effect to the defective corporate action that was ratified or

validated to the articles of validation, and (ii) state the date and time that the filing is deemed to have become effective.

(3) Articles of validation that comply with this section supersede any other document in respect of a defective corporate action that was ratified in accordance with RCW 23B.30.030 or validated in accordance with RCW 23B.30.080. [2020 c 57 s 79; 2017 c 28 s 7.]