

RCW 31.24.020 Application—Contents—Articles of incorporation—Fees—Initial capital—Approval. (1) Five or more persons, a majority of whom are residents of this state and three of which are federally insured depository institutions, who desire to charter a business development company under this chapter, may incorporate as a business development company by filing with the director an application for a business development company charter, which application contains the following:

(a) A cover letter requesting a charter as a business development company under authority of this chapter, and specifying the purpose of the requested charter;

(b) A business plan satisfactory to the director, including a plan of assessment in the event that applicant seeks to assess stockholders, or a class of stockholders, as provided for in RCW 31.24.066;

(c) Proposed articles of incorporation, in form and substance consistent with the requirements of subsection (4) of this section;

(d) Proposed bylaws, in form and substance consistent with the requirements of this chapter;

(e) A filing fee and application review fee as established by the director consistent with RCW 31.24.025; and

(f) All other relevant information as is necessary to satisfy the director that such proposed business development company has a reasonable likelihood of (i) fulfilling the purposes of this chapter and (ii) operating in a safe and sound manner.

(2) In addition to all other requirements of an application, the director shall not grant final approval of an application for organization as a business development company under this chapter, and a business development company shall not commence business, until the applicant certifies to the satisfaction of the director, that a minimum amount of initial capital has been subscribed for, which minimum amount of capital is subject to the determination of the director, who may consider (a) the intended purpose of initial capital and (b) the suitability and sufficiency of the amount of initial capital in relation to the applicant's proposed business plan.

(3) The articles of incorporation must be in writing, signed by all the incorporators and their representatives and acknowledged before an officer authorized to take acknowledgments.

(4) The articles of incorporation shall contain:

(a) The name of the business development company, which must include the word "Development";

(b) A recital that the business development company is organized under this chapter;

(c) The location of the principal office of the business development company, but the company may have offices in other places within the state as may be fixed by the board of directors;

(d) The purposes for which the business development company is founded, which, except for a historic business development company as authorized by RCW 31.24.190, are:

(i) To promote, stimulate, develop, and advance the business prosperity and economic welfare of Washington and its citizens;

(ii) To encourage and assist through financing, investments, or other business transactions, in the location of new business and industry in this state and to rehabilitate and assist existing business and industry;

(iii) To stimulate and assist in the expansion of business activity which will tend to promote the business development and maintain the economic stability of this state, provide maximum opportunities for employment, encourage thrift, and improve the standard of living of citizens of this state;

(iv) To cooperate and act in conjunction with other organizations, public or private, in the promotion and advancement of industrial, commercial, agricultural, and/or recreational developments in this state; and

(v) To provide financing for the promotion, development, and conduct of business activity in this state;

(e) The names and mailing addresses of the members of the first board of directors, who, unless otherwise provided by the articles of incorporation or the bylaws, shall hold office for the first year of existence of the business development company or until their successors are elected and have qualified;

(f) Any provision which the incorporators may choose to insert for the regulation of the business and for the conduct of the affairs of the business development company;

(g) Any provision creating, dividing, limiting, and regulating the powers of the business development company, the directors, stockholders or any class of the stockholders, including a designation of the officers, and provisions governing the issuance of stock certificates to replace lost or destroyed certificates;

(h) The amount of authorized capital stock and the number of shares into which it is divided, the par value of each share, and the amount of capital with which it will commence business;

(i) A statement indicating whether capital stock or any class of capital stock shall be assessable stock as part of a plan of assessment;

(j) The names and mailing addresses of the subscribers of stock and the number of shares subscribed by each;

(k) Any other provision consistent with the laws of this state for the regulation of the affairs of the business development company, and Title 23B RCW; and

(l) The signatures of each of the incorporators, who must be the same persons making application for a business development company charter as identified in subsection (1) of this section.

(5) The director has ninety days from submission of a completed application to approve it and issue a certificate of authority. If the director finds that the application is insufficient, the director may either disapprove the application or respond by specifying in writing what changes and modifications, consistent with this chapter, will be necessary to approve such application. [2006 c 87 § 3; 1974 ex.s. c 16 § 1; 1963 c 162 § 2.]