

**Chapter 23B.15 RCW  
FOREIGN CORPORATIONS**

**Sections**

23B.15.010	Authority to transact business required.
23B.15.020	Consequences of transacting business without registering.
23B.15.030	Foreign registration statement.
23B.15.032	Certificate of authority as insurance company—Filing of records.
23B.15.040	Amended foreign registration statement.
23B.15.050	Effect of registration—Right of state to terminate—Governing law.
23B.15.060	Corporate name of foreign corporation.
23B.15.070	Registered agent of foreign corporation.
23B.15.080	Change of registered agent of foreign corporation.
23B.15.090	Resignation of registered agent of foreign corporation.
23B.15.100	Service on foreign corporation.
23B.15.200	Withdrawal of foreign corporation.
23B.15.300	Termination—Grounds.

**RCW 23B.15.010 Authority to transact business required. (1)**

Unless it is otherwise authorized to transact business pursuant to a state or federal statute, a foreign corporation may not transact business in this state until it registers with the secretary of state in accordance with Article 5 of chapter 23.95 RCW.

(2) A nonexhaustive list of activities that do not constitute transacting business in this state is provided in RCW 23.95.520. [2015 c 176 s 2130; 1993 c 181 s 11; 1990 c 178 s 7; 1989 c 165 s 169.]

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

**Effective date—1990 c 178:** See note following RCW 23B.01.220.

**RCW 23B.15.020 Consequences of transacting business without registering.** Unless it is otherwise authorized to transact business pursuant to a state or federal statute, a foreign corporation transacting business in this state without registering with the secretary of state is subject to RCW 23.95.505. [2015 c 176 s 2131; 1990 c 178 s 8; 1989 c 165 s 170.]

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

**Effective date—1990 c 178:** See note following RCW 23B.01.220.

**RCW 23B.15.030 Foreign registration statement.** A foreign corporation may register to transact business in this state by delivering a foreign registration statement to the secretary of state for filing in accordance with RCW 23.95.510. [2015 c 176 s 2132; 1989 c 165 s 171.]

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

**RCW 23B.15.032 Certificate of authority as insurance company—Filing of records.** For those corporations that have a certificate of authority, are applying for, or intend to apply for a certificate of authority from the insurance commissioner as an insurance company under chapter 48.05 RCW, whenever under this chapter corporate records are required to be filed with the secretary of state, the records shall be filed with the insurance commissioner rather than the secretary of state. [2002 c 297 s 42; 1998 c 23 s 11.]

**RCW 23B.15.040 Amended foreign registration statement.** A foreign corporation registered to transact business in this state must amend its foreign registration statement under the circumstances specified in RCW 23.95.515. [2015 c 176 s 2133; 1991 c 72 s 38; 1989 c 165 s 172.]

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

**RCW 23B.15.050 Effect of registration—Right of state to terminate—Governing law.** (1) A registered foreign corporation may transact business in this state subject, however, to the right of the state to terminate the registration as provided in Article 5 of chapter 23.95 RCW.

(2) A foreign corporation registered to transact business in this state is subject to RCW 23.95.500 relating to the effect of registration and the governing law for registered foreign corporations. [2015 c 176 s 2134; 1989 c 165 s 173.]

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

**RCW 23B.15.060 Corporate name of foreign corporation.** The corporate name of a foreign corporation registered in this state must comply with the provisions of RCW 23.95.525 and Article 3 of chapter 23.95 RCW. [2015 c 176 s 2135; 1998 c 102 s 2; 1989 c 165 s 174.]

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

**RCW 23B.15.070 Registered agent of foreign corporation.** Each foreign corporation registered to transact business in this state must continuously maintain in this state a registered agent in accordance with Article 4 of chapter 23.95 RCW. [2015 c 176 s 2136; 2002 c 297 s 43; 1989 c 165 s 175.]

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

**RCW 23B.15.080 Change of registered agent of foreign corporation.** (1) A foreign corporation registered to transact business in this state may change its registered agent by delivering to the secretary of state for filing a statement of change in accordance with RCW 23.95.430.

(2) A registered agent of a foreign corporation may change its information on file with the secretary of state in accordance with RCW 23.95.435 or 23.95.440. [2015 c 176 s 2137; 2002 c 297 s 44; 1989 c 165 s 176.]

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

**RCW 23B.15.090 Resignation of registered agent of foreign corporation.** The registered agent of a foreign corporation may resign as agent by executing and delivering to the secretary of state for filing a statement of resignation in accordance with RCW 23.95.445. [2020 c 57 s 72; 2015 c 176 s 2138; 1989 c 165 s 177.]

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

**RCW 23B.15.100 Service on foreign corporation.** Service of any process, notice, or demand required or permitted by law to be served upon the foreign corporation may be made in accordance with RCW 23.95.450. [2015 c 176 s 2139; 1989 c 165 s 178.]

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

**RCW 23B.15.200 Withdrawal of foreign corporation.** A foreign corporation registered to transact business in this state may not withdraw from this state until it delivers a statement of withdrawal to the secretary of state for filing in accordance with RCW 23.95.530. [2015 c 176 s 2140; 1989 c 165 s 179.]

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

**RCW 23B.15.300 Termination—Grounds.** The secretary of state may terminate the registration of a registered foreign corporation under the circumstances and procedures specified in RCW 23.95.550. [2015 c 176 s 2141; 1991 c 72 s 39; 1990 c 178 s 9; 1989 c 165 s 180.]

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

**Effective date—1990 c 178:** See note following RCW 23B.01.220.