

MAINTAINING YOUR CORPORATION

IN THE STATE OF

WASHINGTON

The initial step of filing the Articles of Incorporation, for your Washington Corporation, has been completed by Guidant. The following information is important and will assist you in maintaining your corporate status:

- ✓ **Articles of Incorporation:** Within your Zip File there are several important documents. Your Corporation was established by filing “Articles of Incorporation” with the Secretary of State. You will find the Articles in the Corporate Documents folder in your Zip File.
- ✓ **Tax Identification Number:** The Tax Identification number for a business entity is known as an employer identification number (EIN). The EIN operates like a Social Security number for the entity and is required for many necessary activities, such as opening a bank account. Your EIN has already been filed with the IRS, and can be found in the Corporate Documents folder in your Zip File.
- **Washington Master Business License:** You will need to file a Washington Master Business Application for obtaining state business licenses. Although there are over 100 state licenses obtained by using the Master Application, your business may have additional local, state, or federal licensing requirements. It is your responsibility to determine and obtain all licenses, permits and registrations necessary for you to start and maintain your business. To assist you in making this determination, please refer to: <http://bls.dor.wa.gov/file.aspx> .
- **Initial & Annual Report to Washington SOS:** Every domestic corporation is required to file an initial report within 120 days after it was originally filed and an annual report each year by the date when the Corporation is required to pay its annual corporate license fee. To file online, visit the Washington Secretary of State web site at: http://www.secstate.wa.gov/corps/eforms_notice.aspx. The filing fee is \$50.00 plus a handling fee of \$9.00. Failure to timely file may result in monetary penalties or administrative dissolution of your Corporation. Please contact the Washington Secretary of State at (360) 753-7115 for more information.
- **Business Taxes:** Washington imposes various taxes on businesses. For more information, please contact the Washington Department of Revenue at (800) 647-7706 or visit: <http://dor.wa.gov/Content/Home/Default.aspx>.
- **Employees:** If your Corporation will have employees, state law requires worker’s compensation insurance coverage and you should visit the Washington Department of Labor and Industries at: <http://www.lni.wa.gov/> or call (800) 547-8367.

Many Corporations with employees will be subject to unemployment tax requirements. Information may be obtained from the Washington Employment Security Department website at: www.esd.wa.gov/employer-taxes/register-your-business or call (360) 902-9360.

- Financial Statements to Shareholders:** Every domestic corporation is required to furnish its shareholders annual financial statements within 4 months after the close of each fiscal year.

- Record Keeping:** Every domestic corporation is responsible for keeping at its principle office: the Articles of Incorporation, the Bylaws, current names and addresses of directors and officers, current names and addresses of all shareholders and the number and class of shares held by each, written communications to shareholders for the past three years, adequate and correct books, minutes and resolutions of the shareholder and board meetings, financial statements for the three most recent years, and the most recent annual report delivered to the Secretary of State.

- Change of Address and/or Resident Agent Information:** In the event your Corporation's principal office address, your registered office address and/or your resident agent changes, you will be responsible for taking the necessary steps to inform both the Secretary of State and the Internal Revenue Service (IRS) of the address change. To notify the Washington Secretary of State, you can make changes using forms located at: <http://www.sos.wa.gov/corps/StatementofChangenowONLINE.aspx>. To notify the IRS, we have included additional information, including a Change of Address IRS Form, in your Zip File in order to assist you in completing this process.

- Additional State Requirements:** It is important to note that the Washington Secretary of State may have additional requirements above and beyond what has been detailed above. It is your responsibility to read any and all information sent to you by the Washington Secretary of State or any other agencies, to assure that you are remaining compliant. Failure to remain compliant and/or respond to requests for information in a timely manner may result in dissolution of your Corporation.

This form is provided to you for informational purposes only. You are responsible for determining the correct information and completing the necessary requirements for your entity. Information provided is subject to change based on state requirements. It is important that you always check the information provided above with the most up to date information as provided by the Secretary of State and other government agencies.