

REQUIRES TWO-THIRDS MAJORITY VOTE (§§ 2, 3, 5-15, 17-21, 23-25, 27-29, 31, 32, 34-41, 45, 55, 57-60, 64-75, 77-80, 82)

**A.B. 439**

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ASSEMBLY BILL NO. 439—ASSEMBLYMEN CHRISTENSEN, KNECHT, OHRENSCHALL, BEERS, CONKLIN, ANDERSON, ANDONOV, ANGLE, ARBERRY, BROWN, CARPENTER, CHOWNING, COLLINS, GEDDES, GIBBONS, GIUNCHIGLIANI, GOICOECHEA, GOLDWATER, GRADY, GRIFFIN, GUSTAVSON, HARDY, HETRICK, KOIVISTO, MABEY, MANENDO, MARVEL, MORTENSON, OCEGUERA, PARKS, PERKINS, SHERER, WEBER AND WILLIAMS

MARCH 17, 2003

JOINT SPONSORS: SENATORS TOWNSEND, RAWSON,  
RHOADS AND WASHINGTON

Referred to Committee on Judiciary

SUMMARY—Makes various changes to provisions pertaining to business. (BDR 7-825)

FISCAL NOTE: Effect on Local Government: No.  
Effect on the State: No.

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EXPLANATION – Matter in *bolded italics* is new; matter between brackets ~~omitted material~~ is material to be omitted.

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AN ACT relating to business; requiring a defaulting business entity that wants to reinstate its right to transact business in this state to file with the Secretary of State a certificate of acceptance of appointment signed by its resident agent; changing the exclusive remedy by which a judgment creditor of a member of a limited-liability company or a limited partnership may satisfy a judgment; allowing a limited partnership to register as a limited-liability limited partnership; increasing certain fees and establishing new fees; providing that certain changes do not constitute a change in the appointment of a resident agent; repealing the requirement that a foreign corporation publish its annual statement; providing for the issuance of an order to cease and desist for failure to comply with certain



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provisions pertaining to business licenses; making various other changes to provisions pertaining to business entities; and providing other matters properly relating thereto.

THE PEOPLE OF THE STATE OF NEVADA, REPRESENTED IN SENATE AND ASSEMBLY, DO ENACT AS FOLLOWS:

- 1     **Section 1.** The Legislature hereby declares that:  
2     1. Many of the fees increased pursuant to the amendatory  
3 provisions of this act have not been increased for a substantial  
4 length of time, and increasing these fees is necessary and  
5 appropriate at this time.  
6     2. It is the intent of the Legislature that the fees increased  
7 pursuant to the amendatory provisions of this act must not be  
8 increased again for a period of at least 10 years following the  
9 enactment of this act.
- 10    **Sec. 2.** NRS 78.0295 is hereby amended to read as follows:  
11    78.0295 1. A corporation may correct a document filed by  
12 the Secretary of State with respect to the corporation if the  
13 document contains an inaccurate record of a corporate action  
14 described in the document or was defectively executed, attested,  
15 sealed, verified or acknowledged.  
16    2. To correct a document, the corporation shall:  
17    (a) Prepare a certificate of correction which:  
18       (1) States the name of the corporation;  
19       (2) Describes the document, including, without limitation, its  
20 filing date;  
21       (3) Specifies the inaccuracy or defect;  
22       (4) Sets forth the inaccurate or defective portion of the  
23 document in an accurate or corrected form; and  
24       (5) Is signed by an officer of the corporation.  
25    (b) Deliver the certificate to the Secretary of State for filing.  
26    (c) Pay a filing fee of ~~[\$150]~~ **\$175** to the Secretary of State.  
27    3. A certificate of correction is effective on the effective date  
28 of the document it corrects except as to persons relying on the  
29 uncorrected document and adversely affected by the correction. As  
30 to those persons, the certificate is effective when filed.
- 31    **Sec. 3.** NRS 78.097 is hereby amended to read as follows:  
32    78.097 1. A resident agent who desires to resign shall file  
33 with the Secretary of State a signed statement for each corporation  
34 that he is unwilling to continue to act as the agent of the corporation  
35 for the service of process. *The fee for filing a statement of*  
36 *resignation is \$100 for the first corporation that the resident agent*  
37 *is unwilling to continue to act as the agent of and \$1 for each*  
38 *additional corporation listed on the statement of resignation. A*



1 resignation is not effective until the signed statement is filed with  
2 the Secretary of State.

3 2. The statement of resignation may contain a statement of the  
4 affected corporation appointing a successor resident agent for that  
5 corporation. A certificate of acceptance executed by the new  
6 resident agent, stating the full name, complete street address and, if  
7 different from the street address, mailing address of the new resident  
8 agent, must accompany the statement appointing a successor  
9 resident agent.

10 3. Upon the filing of the statement of resignation with the  
11 Secretary of State the capacity of the resigning person as resident  
12 agent terminates. If the statement of resignation contains no  
13 statement by the corporation appointing a successor resident agent,  
14 the resigning resident agent shall immediately give written notice,  
15 by mail, to the corporation of the filing of the statement and its  
16 effect. The notice must be addressed to any officer of the  
17 corporation other than the resident agent.

18 4. If a resident agent dies, resigns or removes from the State,  
19 the corporation, within 30 days thereafter, shall file with the  
20 Secretary of State a certificate of acceptance executed by the new  
21 resident agent. The certificate must set forth the full name and  
22 complete street address of the new resident agent for the service of  
23 process, and may have a separate mailing address, such as *a* post  
24 office box, which may be different from the street address.

25 5. A corporation that fails to file a certificate of acceptance  
26 executed by the new resident agent within 30 days after the death,  
27 resignation or removal of its former resident agent shall be deemed  
28 in default and is subject to the provisions of NRS 78.170 and  
29 78.175.

30 **Sec. 4.** NRS 78.110 is hereby amended to read as follows:

31 78.110 1. If a corporation created pursuant to this chapter  
32 desires to change its resident agent, the change may be effected by  
33 filing with the Secretary of State a certificate of change signed by an  
34 officer of the corporation which sets forth:

- 35 (a) The name of the corporation;  
36 (b) The name and street address of its present resident agent; and  
37 (c) The name and street address of the new resident agent.

38 2. The new resident agent's certificate of acceptance must be a  
39 part of or attached to the certificate of change.

40 3. *For the purposes of this section, if the resident agent is a*  
41 *corporation, limited-liability company, limited-liability*  
42 *partnership, limited partnership, limited-liability limited*  
43 *partnership or business trust and the name of the resident agent is*  
44 *changed as a result of a merger, conversion, exchange, sale,*



1 *reorganization or amendment, the corporation is not required to*  
2 *file a certificate of change.*

3 4. A change authorized by this section becomes effective upon  
4 the filing of the certificate of change.

5 **Sec. 5.** NRS 78.150 is hereby amended to read as follows:

6 78.150 1. A corporation organized pursuant to the laws of  
7 this state shall, on or before the first day of the second month after  
8 the filing of its articles of incorporation with the Secretary of State,  
9 file with the Secretary of State a list, on a form furnished by him,  
10 containing:

- 11 (a) The name of the corporation;
- 12 (b) The file number of the corporation, if known;
- 13 (c) The names and titles of the president, secretary, treasurer and  
14 of all the directors of the corporation;
- 15 (d) The mailing or street address, either residence or business, of  
16 each officer and director listed, following the name of the officer or  
17 director;
- 18 (e) The name and street address of the *lawfully designated*  
19 resident agent of the corporation; and
- 20 (f) The signature of an officer of the corporation certifying that  
21 the list is true, complete and accurate.

22 2. The corporation shall annually thereafter, on or before the  
23 last day of the month in which the anniversary date of incorporation  
24 occurs in each year, file with the Secretary of State, on a form  
25 furnished by him, an annual list containing all of the information  
26 required in subsection 1.

27 3. Each list required by subsection 1 or 2 must be accompanied  
28 by a declaration under penalty of perjury that the corporation has  
29 complied with the provisions of chapter 364A of NRS.

30 4. Upon filing the list required by:

31 (a) Subsection 1, the corporation shall pay to the Secretary of  
32 State a fee of ~~[\$165.]~~ *\$125.*

33 (b) Subsection 2, the corporation shall pay to the Secretary of  
34 State ~~[a fee of \$85.]~~ *, if the amount represented by the total*  
35 *number of shares provided for in the articles is:*

36	<i>\$75,000 or less .....</i>	<i>\$125</i>
37	<i>Over \$75,000 and not over \$200,000 .....</i>	<i>175</i>
38	<i>Over \$200,000 and not over \$500,000 .....</i>	<i>275</i>
39	<i>Over \$500,000 and not over \$1,000,000 .....</i>	<i>375</i>
40	<i>Over \$1,000,000:</i>	

41 *For the first \$1,000,000..... 375*

42 *For each additional \$500,000 or fraction thereof ..... 275*

43 *The maximum fee which may be charged pursuant to paragraph*  
44 *(b) for filing the annual list is \$11,100.*



1 5. The Secretary of State shall, 60 days before the last day for  
2 filing each annual list required by subsection 2, cause to be mailed  
3 to each corporation which is required to comply with the provisions  
4 of NRS 78.150 to 78.185, inclusive, and which has not become  
5 delinquent, a notice of the fee due pursuant to subsection 4 and a  
6 reminder to file the annual list required by subsection 2. Failure of  
7 any corporation to receive a notice or form does not excuse it from  
8 the penalty imposed by law.

9 6. If the list to be filed pursuant to the provisions of subsection  
10 1 or 2 is defective in any respect or the fee required by subsection 4  
11 or 8 is not paid, the Secretary of State may return the list for  
12 correction or payment.

13 7. An annual list for a corporation not in default which is  
14 received by the Secretary of State more than 60 days before its due  
15 date shall be deemed an amended list for the previous year and must  
16 be accompanied by ~~fa fee of \$85~~ *the appropriate fee as provided in*  
17 *subsection 4* for filing. A payment submitted pursuant to this  
18 subsection does not satisfy the requirements of subsection 2 for the  
19 year to which the due date is applicable.

20 8. If the corporation is an association as defined in NRS  
21 116.110315, the Secretary of State shall not accept the filing  
22 required by this section unless it is accompanied by evidence of the  
23 payment of the fee required to be paid pursuant to NRS 116.31155  
24 that is provided to the association pursuant to subsection 4 of that  
25 section.

26 **Sec. 6.** NRS 78.170 is hereby amended to read as follows:

27 78.170 1. Each corporation required to make a filing and pay  
28 the fee prescribed in NRS 78.150 to 78.185, inclusive, which refuses  
29 or neglects to do so within the time provided shall be deemed in  
30 default.

31 2. For default there must be added to the amount of the fee a  
32 penalty of ~~[\$50.]~~ *\$75*. The fee and penalty must be collected as  
33 provided in this chapter.

34 **Sec. 7.** NRS 78.180 is hereby amended to read as follows:

35 78.180 1. Except as otherwise provided in subsections 3 and  
36 4, the Secretary of State shall reinstate a corporation which has  
37 forfeited its right to transact business pursuant to the provisions of  
38 this chapter and restore to the corporation its right to carry on  
39 business in this state, and to exercise its corporate privileges and  
40 immunities, if it:

- 41 (a) Files with the Secretary of State ~~the~~ :  
42 *(1) The* list required by NRS 78.150; *and*  
43 *(2) A certificate of acceptance of appointment signed by its*  
44 *resident agent;* and  
45 (b) Pays to the Secretary of State:



1 (1) The filing fee and penalty set forth in NRS 78.150 and  
2 78.170 for each year or portion thereof during which it failed to file  
3 each required annual list in a timely manner; and

4 (2) A fee of ~~[\$200]~~ \$300 for reinstatement.

5 2. When the Secretary of State reinstates the corporation, he  
6 shall:

7 (a) Immediately issue and deliver to the corporation a certificate  
8 of reinstatement authorizing it to transact business as if the filing fee  
9 or fees had been paid when due; and

10 (b) Upon demand, issue to the corporation one or more certified  
11 copies of the certificate of reinstatement.

12 3. The Secretary of State shall not order a reinstatement unless  
13 all delinquent fees and penalties have been paid, and the revocation  
14 of the charter occurred only by reason of failure to pay the fees and  
15 penalties.

16 4. If a corporate charter has been revoked pursuant to the  
17 provisions of this chapter and has remained revoked for a period of  
18 5 consecutive years, the charter must not be reinstated.

19 **Sec. 8.** NRS 78.390 is hereby amended to read as follows:

20 78.390 1. Every amendment adopted pursuant to the  
21 provisions of NRS 78.385 must be made in the following manner:

22 (a) The board of directors must adopt a resolution setting forth  
23 the amendment proposed and declaring its advisability, and either  
24 call a special meeting of the stockholders entitled to vote on the  
25 amendment or direct that the proposed amendment be considered at  
26 the next annual meeting of the stockholders entitled to vote on the  
27 amendment.

28 (b) At the meeting, of which notice must be given to each  
29 stockholder entitled to vote pursuant to the provisions of this  
30 section, a vote of the stockholders entitled to vote in person or by  
31 proxy must be taken for and against the proposed amendment. If it  
32 appears upon the canvassing of the votes that stockholders holding  
33 shares in the corporation entitling them to exercise at least a  
34 majority of the voting power, or such greater proportion of the  
35 voting power as may be required in the case of a vote by classes or  
36 series, as provided in subsections 2 and 4, or as may be required by  
37 the provisions of the articles of incorporation, have voted in favor of  
38 the amendment, an officer of the corporation shall sign a certificate  
39 setting forth the amendment, or setting forth the articles of  
40 incorporation as amended, and the vote by which the amendment  
41 was adopted.

42 (c) The certificate so signed must be filed with the Secretary of  
43 State.

44 2. If any proposed amendment would adversely alter or change  
45 any preference or any relative or other right given to any class or



1 series of outstanding shares, then the amendment must be approved  
2 by the vote, in addition to the affirmative vote otherwise required, of  
3 the holders of shares representing a majority of the voting power of  
4 each class or series adversely affected by the amendment regardless  
5 of limitations or restrictions on the voting power thereof.

6 3. Provision may be made in the articles of incorporation  
7 requiring, in the case of any specified amendments, a larger  
8 proportion of the voting power of stockholders than that required by  
9 this section.

10 4. Different series of the same class of shares do not constitute  
11 different classes of shares for the purpose of voting by classes  
12 except when the series is adversely affected by an amendment in a  
13 different manner than other series of the same class.

14 5. The resolution of the stockholders approving the proposed  
15 amendment may provide that at any time before the effective date of  
16 the amendment, notwithstanding approval of the proposed  
17 amendment by the stockholders, the board of directors may, by  
18 resolution, abandon the proposed amendment without further action  
19 by the stockholders.

20 6. A certificate filed pursuant to subsection 1 becomes  
21 effective upon filing with the Secretary of State or upon a later date  
22 specified in the certificate, which must not be later than 90 days  
23 after the certificate is filed.

24 7. If a certificate filed pursuant to subsection 1 specifies an  
25 effective date and if the resolution of the stockholders approving the  
26 proposed amendment provides that the board of directors may  
27 abandon the proposed amendment pursuant to subsection 5, the  
28 board of directors may terminate the effectiveness of the certificate  
29 by resolution and by filing a certificate of termination with the  
30 Secretary of State that:

31 (a) Is filed before the effective date specified in the certificate  
32 filed pursuant to subsection 1;

33 (b) Identifies the certificate being terminated;

34 (c) States that, pursuant to the resolution of the stockholders, the  
35 board of directors is authorized to terminate the effectiveness of the  
36 certificate;

37 (d) States that the effectiveness of the certificate has been  
38 terminated;

39 (e) Is signed by an officer of the corporation; and

40 (f) Is accompanied by a filing fee of ~~[\$150.] \$175.~~

41 **Sec. 9.** NRS 78.760 is hereby amended to read as follows:

42 78.760 1. The fee for filing articles of incorporation is  
43 prescribed in the following schedule:



1 If the amount represented by the total number of shares  
2 provided for in the articles is:

3	\$75,000 or less .....	<del>[\$175]</del> \$ 75
4	Over \$75,000 and not over \$200,000.....	<del>[225]</del> 175
5	Over \$200,000 and not over \$500,000.....	<del>[325]</del> 275
6	Over \$500,000 and not over \$1,000,000.....	<del>[425]</del> 375
7	Over \$1,000,000:	
8	For the first \$1,000,000.....	<del>[425]</del> 375
9	For each additional \$500,000 or fraction thereof.	<del>[225]</del> 275

10  
11 2. The maximum fee which may be charged pursuant to this  
12 section is ~~[\$25,000]~~ \$35,000 for:

- 13 (a) The original filing of articles of incorporation.  
14 (b) A subsequent filing of any instrument which authorizes an  
15 increase in stock.

16 3. For the purposes of computing the filing fees according to  
17 the schedule in subsection 1, the amount represented by the total  
18 number of shares provided for in the articles of incorporation is:

- 19 (a) The aggregate par value of the shares, if only shares with a  
20 par value are therein provided for;  
21 (b) The product of the number of shares multiplied by \$1,  
22 regardless of any lesser amount prescribed as the value or  
23 consideration for which shares may be issued and disposed of, if  
24 only shares without par value are therein provided for; or  
25 (c) The aggregate par value of the shares with a par value plus  
26 the product of the number of shares without par value multiplied by  
27 \$1, regardless of any lesser amount prescribed as the value or  
28 consideration for which the shares without par value may be issued  
29 and disposed of, if shares with and without par value are therein  
30 provided for.

31 For the purposes of this subsection, shares with no prescribed par  
32 value shall be deemed shares without par value.

33 4. The Secretary of State shall calculate filing fees pursuant to  
34 this section with respect to shares with a par value of less than one-  
35 tenth of a cent as if the par value were one-tenth of a cent.

36 **Sec. 10.** NRS 78.765 is hereby amended to read as follows:

37 78.765 1. The fee for filing a certificate changing the number  
38 of authorized shares pursuant to NRS 78.209 or a certificate of  
39 amendment to articles of incorporation that increases the  
40 corporation's authorized stock or a certificate of correction that  
41 increases the corporation's authorized stock is the difference  
42 between the fee computed at the rates specified in NRS 78.760 upon  
43 the total authorized stock of the corporation, including the proposed  
44 increase, and the fee computed at the rates specified in NRS 78.760





1 upon the total authorized capital, excluding the proposed increase.  
2 In no case may the amount be less than ~~[\$150.]~~ **\$175.**

3 2. The fee for filing a certificate of amendment to articles of  
4 incorporation that does not increase the corporation's authorized  
5 stock or a certificate of correction that does not increase the  
6 corporation's authorized stock is ~~[\$150.]~~ **\$175.**

7 3. The fee for filing a certificate or an amended certificate  
8 pursuant to NRS 78.1955 is ~~[\$150.]~~ **\$175.**

9 4. The fee for filing a certificate of termination pursuant to  
10 NRS 78.1955, 78.209 or 78.380 is ~~[\$150.]~~ **\$175.**

11 **Sec. 11.** NRS 78.767 is hereby amended to read as follows:

12 78.767 1. The fee for filing a certificate of restated articles of  
13 incorporation that does not increase the corporation's authorized  
14 stock is ~~[\$150.]~~ **\$175.**

15 2. The fee for filing a certificate of restated articles of  
16 incorporation that increases the corporation's authorized stock is the  
17 difference between the fee computed pursuant to NRS 78.760 based  
18 upon the total authorized stock of the corporation, including the  
19 proposed increase, and the fee computed pursuant to NRS 78.760  
20 based upon the total authorized stock of the corporation, excluding  
21 the proposed increase. In no case may the amount be less than  
22 ~~[\$150.]~~ **\$175.**

23 **Sec. 12.** NRS 78.780 is hereby amended to read as follows:

24 78.780 1. The fee for filing a certificate of extension of  
25 corporate existence of any corporation is an amount equal to one-  
26 fourth of the fee computed at the rates specified in NRS 78.760 for  
27 filing articles of incorporation.

28 2. The fee for filing a certificate of dissolution whether it  
29 occurs before or after payment of capital and beginning of business  
30 is ~~[\$60.]~~ **\$75.**

31 **Sec. 13.** NRS 78.785 is hereby amended to read as follows:

32 78.785 1. The fee for filing a certificate of change of location  
33 of a corporation's registered office and resident agent, or a new  
34 designation of resident agent, is ~~[\$30.]~~ **\$60.**

35 2. The fee for certifying articles of incorporation where a copy  
36 is provided is ~~[\$20.]~~ **\$30.**

37 3. The fee for certifying a copy of an amendment to articles of  
38 incorporation, or to a copy of the articles as amended, where a copy  
39 is furnished, is ~~[\$20.]~~ **\$30.**

40 4. The fee for certifying an authorized printed copy of the  
41 general corporation law as compiled by the Secretary of State is  
42 ~~[\$20.]~~ **\$30.**

43 5. The fee for reserving a corporate name is ~~[\$20.]~~ **\$25.**

44 6. The fee for executing a certificate of corporate existence  
45 which does not list the previous documents relating to the



1 corporation, or a certificate of change in a corporate name, is ~~[\$40.]~~  
2 **\$50.**

3 7. The fee for executing a certificate of corporate existence  
4 which lists the previous documents relating to the corporation is  
5 ~~[\$40.]~~ **\$50.**

6 8. *The fee for submitting the resignation of a director or*  
7 *officer, if the resignation is not made in conjunction with the*  
8 *filing of an annual or amended list of directors and officers, is*  
9 **\$75.**

10 9. The fee for executing, certifying or filing any certificate or  
11 document not provided for in NRS 78.760 to 78.785, inclusive, is  
12 ~~[\$40.]~~

13 **\$50.**

14 10. The fee for copies made at the Office of the Secretary of  
15 State is ~~[\$1]~~ **\$2** per page.

16 ~~[\$0.]~~ 11. The fees for filing articles of incorporation, articles of  
17 merger, or certificates of amendment increasing the basic surplus of  
18 a mutual or reciprocal insurer must be computed pursuant to NRS  
19 78.760, 78.765 and 92A.210, on the basis of the amount of basic  
20 surplus of the insurer.

21 ~~[\$1]~~ 12. The fee for examining and provisionally approving  
22 any document at any time before the document is presented for  
23 filing is ~~[\$100.]~~ **\$125.**

24 **Sec. 14.** NRS 78.795 is hereby amended to read as follows:

25 78.795 1. Any natural person or corporation residing or  
26 located in this state may, on or after January 1 of any year but before  
27 ~~[January 31]~~ **June 30** of that year, register his willingness to serve  
28 as the resident agent of a domestic or foreign corporation, limited-  
29 liability company or limited partnership with the Secretary of State.  
30 The registration must *state the full, legal name of the person or*  
31 *corporation willing to serve as the resident agent and* be  
32 accompanied by a fee of ~~[\$250]~~ **\$500** per office location of the  
33 resident agent.

34 2. The Secretary of State shall maintain a list of those persons  
35 who are registered pursuant to subsection 1 and make the list  
36 available to persons seeking to do business in this state.

37 **Sec. 15.** NRS 80.050 is hereby amended to read as follows:

38 80.050 1. Except as otherwise provided in subsection 3,  
39 foreign corporations shall pay the same fees to the Secretary of State  
40 as are required to be paid by corporations organized pursuant to the  
41 laws of this state, but the amount of fees to be charged must not  
42 exceed:

43 (a) The sum of ~~[\$25,000]~~ **\$35,000** for filing documents for  
44 initial qualification; or



1 (b) The sum of ~~[\$25,000]~~ \$35,000 for each subsequent filing of  
2 a certificate increasing authorized capital stock.

3 2. If the corporate documents required to be filed set forth only  
4 the total number of shares of stock the corporation is authorized to  
5 issue without reference to value, the authorized shares shall be  
6 deemed to be without par value and the filing fee must be computed  
7 pursuant to paragraph (b) of subsection 3 of NRS 78.760.

8 3. Foreign corporations which are nonprofit corporations and  
9 do not have or issue shares of stock shall pay the same fees to the  
10 Secretary of State as are required to be paid by nonprofit  
11 corporations organized pursuant to the laws of this state.

12 4. The fee for filing a notice of withdrawal from the State of  
13 Nevada by a foreign corporation is ~~[\$60.]~~ \$75.

14 **Sec. 16.** NRS 80.070 is hereby amended to read as follows:

15 80.070 1. A foreign corporation may change its resident  
16 agent by filing with the Secretary of State:

17 (a) A certificate of change, signed by an officer of the  
18 corporation, setting forth:

- 19 (1) The name of the corporation;  
20 (2) The name and street address of the present resident agent;

21 and

- 22 (3) The name and street address of the new resident agent;  
23 and

24 (b) A certificate of acceptance executed by the new resident  
25 agent, which must be a part of or attached to the certificate of  
26 change.

27 *For the purposes of this subsection, if the resident agent is a*  
28 *corporation, limited-liability company, limited-liability*  
29 *partnership, limited partnership, limited-liability limited*  
30 *partnership or business trust and the name of the resident agent is*  
31 *changed as a result of a merger, conversion, exchange, sale,*  
32 *reorganization or amendment, the corporation is not required to*  
33 *file a certificate of change.* The change authorized by this  
34 subsection becomes effective upon the filing of the certificate of  
35 change.

36 2. A person who has been designated by a foreign corporation  
37 as resident agent may file with the Secretary of State a signed  
38 statement that he is unwilling to continue to act as the agent of the  
39 corporation for the service of process.

40 3. Upon the filing of the statement of resignation with the  
41 Secretary of State, the capacity of the resigning person as resident  
42 agent terminates. If the statement of resignation is not accompanied  
43 by a statement of the corporation appointing a successor resident  
44 agent, the resigning resident agent shall give written notice, by mail,  
45 to the corporation, of the filing of the statement and its effect. The



1 notice must be addressed to any officer of the corporation other than  
2 the resident agent.

3 4. If a resident agent dies, resigns or moves from the State, the  
4 corporation, within 30 days thereafter, shall file with the Secretary  
5 of State a certificate of acceptance executed by the new resident  
6 agent. The certificate must set forth the name of the new resident  
7 agent, his street address for the service of process, and his mailing  
8 address if different from his street address.

9 5. A corporation that fails to file a certificate of acceptance  
10 executed by a new resident agent within 30 days after the death,  
11 resignation or removal of its resident agent shall be deemed in  
12 default and is subject to the provisions of NRS 80.150 and 80.160.

13 **Sec. 17.** NRS 80.110 is hereby amended to read as follows:

14 80.110 1. Each foreign corporation doing business in this  
15 state shall, on or before the first day of the second month after the  
16 filing of its certificate of corporate existence with the Secretary of  
17 State, and annually thereafter on or before the last day of the month  
18 in which the anniversary date of its qualification to do business in  
19 this state occurs in each year, file with the Secretary of State a list,  
20 on a form furnished by him, that contains:

21 (a) The names of its president, secretary and treasurer or their  
22 equivalent, and all of its directors;

23 (b) ~~[A designation of its]~~ *The name and street address of the*  
24 *lawfully designated* resident agent *of the corporation* in this state;  
25 and

26 (c) The signature of an officer of the corporation.

27 Each list filed pursuant to this subsection must be accompanied by a  
28 declaration under penalty of perjury that the foreign corporation has  
29 complied with the provisions of chapter 364A of NRS.

30 2. Upon filing:

31 (a) The initial list required by subsection 1, the corporation shall  
32 pay to the Secretary of State a fee of ~~[\$165.]~~ *\$125.*

33 (b) Each annual list required by subsection 1, the corporation  
34 shall pay to the Secretary of State ~~[a fee of \$85.]~~ *, if the amount*  
35 *represented by the total number of shares provided for in the*  
36 *articles is:*

37	<i>\$75,000 or less .....</i>	<i>\$125</i>
38	<i>Over \$75,000 and not over \$200,000 .....</i>	<i>175</i>
39	<i>Over \$200,000 and not over \$500,000 .....</i>	<i>275</i>
40	<i>Over \$500,000 and not over \$1,000,000 .....</i>	<i>375</i>
41	<i>Over \$1,000,000:</i>	

42 *For the first \$1,000,000.....* 375

43 *For each additional \$500,000 or fraction thereof .....* 275

44 *The maximum fee which may be charged pursuant to paragraph*

45 *(b) for filing the annual list is \$11,100.*



1 3. The Secretary of State shall, 60 days before the last day for  
2 filing each annual list required by subsection 1, cause to be mailed  
3 to each corporation required to comply with the provisions of NRS  
4 80.110 to 80.170, inclusive, which has not become delinquent, the  
5 blank forms to be completed and filed with him. Failure of any  
6 corporation to receive the forms does not excuse it from the penalty  
7 imposed by the provisions of NRS 80.110 to 80.170, inclusive.

8 4. An annual list for a corporation not in default which is  
9 received by the Secretary of State more than 60 days before its due  
10 date shall be deemed an amended list for the previous year and does  
11 not satisfy the requirements of subsection 1 for the year to which the  
12 due date is applicable.

13 **Sec. 18.** NRS 80.150 is hereby amended to read as follows:

14 80.150 1. Any corporation required to make a filing and pay  
15 the fee prescribed in NRS 80.110 to 80.170, inclusive, which refuses  
16 or neglects to do so within the time provided, is in default.

17 2. For default there must be added to the amount of the fee a  
18 penalty of ~~[\$50.]~~ **\$75**, and unless the filing is made and the fee and  
19 penalty are paid on or before the first day of the ninth month  
20 following the month in which filing was required, the defaulting  
21 corporation by reason of its default forfeits its right to transact any  
22 business within this state. The fee and penalty must be collected as  
23 provided in this chapter.

24 **Sec. 19.** NRS 80.170 is hereby amended to read as follows:

25 80.170 1. Except as otherwise provided in subsections 3 and  
26 4, the Secretary of State shall reinstate a corporation which has  
27 forfeited or which forfeits its right to transact business under the  
28 provisions of this chapter and restore to the corporation its right to  
29 transact business in this state, and to exercise its corporate privileges  
30 and immunities if it:

31 (a) Files with the Secretary of State ~~[a]~~ :

32 **(1) The** list as provided in NRS 80.110 and 80.140; **and**

33 **(2) A certificate of acceptance of appointment signed by its**  
34 **resident agent;** and

35 (b) Pays to the Secretary of State:

36 (1) The filing fee and penalty set forth in NRS 80.110 and  
37 80.150 for each year or portion thereof that its right to transact  
38 business was forfeited; and

39 (2) A fee of ~~[\$200]~~ **\$300** for reinstatement.

40 2. If payment is made and the Secretary of State reinstates the  
41 corporation to its former rights, he shall:

42 (a) Immediately issue and deliver to the corporation so  
43 reinstated a certificate of reinstatement authorizing it to transact  
44 business in the same manner as if the filing fee had been paid when  
45 due; and



1 (b) Upon demand, issue to the corporation one or more certified  
2 copies of the certificate of reinstatement.

3 3. The Secretary of State shall not order a reinstatement unless  
4 all delinquent fees and penalties have been paid, and the revocation  
5 of the right to transact business occurred only by reason of failure to  
6 pay the fees and penalties.

7 4. If the right of a corporation to transact business in this state  
8 has been forfeited pursuant to the provisions of NRS 80.160 and has  
9 remained forfeited for a period of 5 consecutive years, the right is  
10 not subject to reinstatement.

11 **Sec. 20.** NRS 82.193 is hereby amended to read as follows:

12 82.193 1. A corporation shall have a resident agent in the  
13 manner provided in NRS 78.090, 78.095, 78.097 and 78.110. The  
14 resident agent and the corporation shall comply with the provisions  
15 of those sections.

16 2. A corporation is subject to the provisions of NRS 78.150 to  
17 78.185, inclusive, except that:

- 18 (a) The fee for filing a list is ~~[\$15;]~~ \$25;
- 19 (b) The penalty added for default is ~~[\$5;]~~ \$50; and
- 20 (c) The fee for reinstatement is ~~[\$25;]~~ \$100.

21 **Sec. 21.** NRS 82.531 is hereby amended to read as follows:

22 82.531 1. The fee for filing articles of incorporation,  
23 amendments to or restatements of articles of incorporation,  
24 certificates pursuant to NRS 82.061 and 82.063 and documents for  
25 dissolution is ~~[\$25]~~ \$50 for each document.

26 2. Except as otherwise provided in NRS 82.193 and subsection  
27 1, the fees for filing documents are those set forth in NRS 78.765 to  
28 78.785, inclusive.

29 **Sec. 22.** NRS 82.546 is hereby amended to read as follows:

30 82.546 1. Any corporation which did exist or is existing  
31 pursuant to the laws of this state may, upon complying with the  
32 provisions of NRS 78.150 and 82.193, procure a renewal or revival  
33 of its charter for any period, together with all the rights, franchises,  
34 privileges and immunities, and subject to all its existing and  
35 preexisting debts, duties and liabilities secured or imposed by its  
36 original charter and amendments thereto, or its existing charter, by  
37 filing:

38 (a) A certificate with the Secretary of State, which must set  
39 forth:

40 (1) The name of the corporation, which must be the name of  
41 the corporation at the time of the renewal or revival, or its name at  
42 the time its original charter expired.

43 (2) The name and street address of the *lawfully designated*  
44 resident agent of the filing corporation, and his mailing address if  
45 different from his street address.



1 (3) The date when the renewal or revival of the charter is to  
2 commence or be effective, which may be, in cases of a revival,  
3 before the date of the certificate.

4 (4) Whether or not the renewal or revival is to be perpetual,  
5 and, if not perpetual, the time for which the renewal or revival is to  
6 continue.

7 (5) That the corporation desiring to renew or revive its  
8 charter is, or has been, organized and carrying on the business  
9 authorized by its existing or original charter and amendments  
10 thereto, and desires to renew or continue through revival its  
11 existence pursuant to and subject to the provisions of this chapter.

12 (b) A list of its president, secretary and treasurer and all of its  
13 directors and their post office box and street addresses, either  
14 residence or business.

15 2. A corporation whose charter has not expired and is being  
16 renewed shall cause the certificate to be signed by its president or  
17 vice president and secretary or assistant secretary. The certificate  
18 must be approved by a majority of the last-appointed surviving  
19 directors.

20 3. A corporation seeking to revive its original or amended  
21 charter shall cause the certificate to be signed by its president or  
22 vice president and secretary or assistant secretary. The execution  
23 and filing of the certificate must be approved unanimously by the  
24 last-appointed surviving directors of the corporation and must  
25 contain a recital that unanimous consent was secured. The  
26 corporation shall pay to the Secretary of State the fee required to  
27 establish a new corporation pursuant to the provisions of this  
28 chapter.

29 4. The filed certificate, or a copy thereof which has been  
30 certified under the hand and seal of the Secretary of State, must be  
31 received in all courts and places as prima facie evidence of the facts  
32 therein stated and of the existence and incorporation of the  
33 corporation named therein.

34 **Sec. 23.** NRS 84.090 is hereby amended to read as follows:

35 84.090 1. The fee for filing articles of incorporation,  
36 amendments to or restatements of articles of incorporation,  
37 certificates of reinstatement and documents for dissolution is ~~[\$25]~~  
38 **\$50** for each document.

39 2. Except as otherwise provided in this chapter, the fees set  
40 forth in NRS 78.785 apply to this chapter.

41 **Sec. 24.** NRS 84.110 is hereby amended to read as follows:

42 84.110 1. Every corporation sole must have a resident agent  
43 in the manner provided in NRS 78.090 and 78.095, subsections 1 to  
44 4, inclusive, of NRS 78.097 and NRS 78.110. The resident agent  
45 shall comply with the provisions of those sections.



1 2. A corporation sole that fails to file a certificate of acceptance  
2 executed by the new resident agent within 30 days after the death,  
3 resignation or removal of its former resident agent shall be deemed  
4 in default and is subject to the provisions of NRS 84.130 and  
5 84.140.

6 3. ~~[No] A corporation sole [may be required to file an annual~~  
7 ~~list of officers, directors and designation of resident agent.] is~~  
8 ~~subject to the provisions of NRS 78.150 to 78.185, inclusive, except~~  
9 ~~that:~~

- 10 (a) *The fee for filing a list is \$25;*  
11 (b) *The penalty added for default is \$50; and*  
12 (c) *The fee for reinstatement is \$100.*

13 **Sec. 25.** NRS 86.226 is hereby amended to read as follows:

14 86.226 1. A signed certificate of amendment, or a certified  
15 copy of a judicial decree of amendment, must be filed with the  
16 Secretary of State. A person who executes a certificate as an agent,  
17 officer or fiduciary of the limited-liability company need not exhibit  
18 evidence of his authority as a prerequisite to filing. Unless the  
19 Secretary of State finds that a certificate does not conform to law,  
20 upon his receipt of all required filing fees he shall file the certificate.

21 2. A certificate of amendment or judicial decree of amendment  
22 is effective upon filing with the Secretary of State or upon a later  
23 date specified in the certificate or judicial decree, which must not be  
24 more than 90 days after the certificate or judicial decree is filed.

25 3. If a certificate specifies an effective date and if the  
26 resolution of the members approving the proposed amendment  
27 provides that one or more managers or, if management is not vested  
28 in a manager, one or more members may abandon the proposed  
29 amendment, then those managers or members may terminate the  
30 effectiveness of the certificate by filing a certificate of termination  
31 with the Secretary of State that:

32 (a) Is filed before the effective date specified in the certificate or  
33 judicial decree filed pursuant to subsection 1;

34 (b) Identifies the certificate being terminated;

35 (c) States that, pursuant to the resolution of the members, the  
36 manager of the company or, if management is not vested in a  
37 manager, a designated member is authorized to terminate the  
38 effectiveness of the certificate;

39 (d) States that the effectiveness of the certificate has been  
40 terminated;

41 (e) Is signed by a manager of the company or, if management is  
42 not vested in a manager, a designated member; and

43 (f) Is accompanied by a filing fee of ~~[\$150.] \$175.~~





1       **Sec. 26.** NRS 86.235 is hereby amended to read as follows:  
2       86.235 1. If a limited-liability company formed pursuant to  
3 this chapter desires to change its resident agent, the change may be  
4 effected by filing with the Secretary of State a certificate of change  
5 signed by a manager of the company or, if management is not vested  
6 in a manager, by a member, that sets forth:

- 7       (a) The name of the limited-liability company;
- 8       (b) The name and street address of its present resident agent; and
- 9       (c) The name and street address of the new resident agent.

10       2. The new resident agent's certificate of acceptance must be a  
11 part of or attached to the certificate of change.

12       3. *For the purposes of this section, if the resident agent is a*  
13 *corporation, limited-liability company, limited-liability*  
14 *partnership, limited partnership, limited-liability limited*  
15 *partnership or business trust and the name of the resident agent is*  
16 *changed as a result of a merger, conversion, exchange, sale,*  
17 *reorganization or amendment, the limited-liability company is not*  
18 *required to file a certificate of change.*

19       4. The change authorized by this section becomes effective  
20 upon the filing of the certificate of change.

21       **Sec. 27.** NRS 86.263 is hereby amended to read as follows:

22       86.263 1. A limited-liability company shall, on or before the  
23 first day of the second month after the filing of its articles of  
24 organization with the Secretary of State, file with the Secretary of  
25 State, on a form furnished by him, a list that contains:

- 26       (a) The name of the limited-liability company;
- 27       (b) The file number of the limited-liability company, if known;
- 28       (c) The names and titles of all of its managers or, if there is no  
29 manager, all of its managing members;
- 30       (d) The mailing or street address, either residence or business, of  
31 each manager or managing member listed, following the name of  
32 the manager or managing member;
- 33       (e) The name and street address of the *lawfully designated*  
34 resident agent of the limited-liability company; and
- 35       (f) The signature of a manager or managing member of the  
36 limited-liability company certifying that the list is true, complete  
37 and accurate.

38       2. The limited-liability company shall annually thereafter, on  
39 or before the last day of the month in which the anniversary date of  
40 its organization occurs, file with the Secretary of State, on a form  
41 furnished by him, an amended list containing all of the information  
42 required in subsection 1. ~~If the limited liability company has had no~~  
43 ~~changes in its managers or, if there is no manager, its managing~~  
44 ~~members, since its previous list was filed, no amended list need be~~  
45 ~~filed if a manager or managing member of the limited liability~~



1 ~~company certifies to the Secretary of State as a true and accurate~~  
2 ~~statement that no changes in the managers or managing members~~  
3 ~~have occurred.]~~

4 3. Each list required by ~~[subsection 1 and each list or~~  
5 ~~certification required by subsection]~~ *subsections 1 and 2* must be  
6 accompanied by a declaration under penalty of perjury that the  
7 limited-liability company has complied with the provisions of  
8 chapter 364A of NRS.

9 4. Upon filing:

10 (a) The initial list required by subsection 1, the limited-liability  
11 company shall pay to the Secretary of State a fee of ~~[\$165.]~~ *\$125.*

12 (b) Each annual list required by subsection 2, ~~[for certifying that~~  
13 ~~no changes have occurred,]~~ the limited-liability company shall pay  
14 to the Secretary of State a fee of ~~[\$85.]~~ *\$125.*

15 5. The Secretary of State shall, 60 days before the last day for  
16 filing each list required by subsection 2, cause to be mailed to each  
17 limited-liability company required to comply with the provisions of  
18 this section, which has not become delinquent, a notice of the fee  
19 due under subsection 4 and a reminder to file a list required by  
20 subsection 2. ~~[or a certification of no change.]~~ Failure of any  
21 company to receive a notice or form does not excuse it from the  
22 penalty imposed by law.

23 6. If the list to be filed pursuant to the provisions of subsection  
24 1 or 2 is defective or the fee required by subsection 4 is not paid, the  
25 Secretary of State may return the list for correction or payment.

26 7. An annual list for a limited-liability company not in default  
27 received by the Secretary of State more than 60 days before its due  
28 date shall be deemed an amended list for the previous year.

29 **Sec. 28.** NRS 86.272 is hereby amended to read as follows:

30 86.272 1. Each limited-liability company required to make a  
31 filing and pay the fee prescribed in NRS 86.263 which refuses or  
32 neglects to do so within the time provided is in default.

33 2. For default there must be added to the amount of the fee a  
34 penalty of ~~[\$50.]~~ *\$75.* The fee and penalty must be collected as  
35 provided in this chapter.

36 **Sec. 29.** NRS 86.276 is hereby amended to read as follows:

37 86.276 1. Except as otherwise provided in subsections 3 and  
38 4, the Secretary of State shall reinstate any limited-liability company  
39 which has forfeited its right to transact business pursuant to the  
40 provisions of this chapter and restore to the company its right to  
41 carry on business in this state, and to exercise its privileges and  
42 immunities, if it:

43 (a) Files with the Secretary of State ~~[the]~~ :  
44 *(1) The* list required by NRS 86.263; *and*



1           (2) *A certificate of acceptance of appointment signed by its*  
2 *resident agent;* and

3           (b) Pays to the Secretary of State:

4           (1) The filing fee and penalty set forth in NRS 86.263 and  
5 86.272 for each year or portion thereof during which it failed *to file*  
6 in a timely manner each required annual list; and

7           (2) A fee of ~~[\$200]~~ \$300 for reinstatement.

8           2. When the Secretary of State reinstates the limited-liability  
9 company, he shall:

10          (a) Immediately issue and deliver to the company a certificate of  
11 reinstatement authorizing it to transact business as if the filing fee  
12 had been paid when due; and

13          (b) Upon demand, issue to the company one or more certified  
14 copies of the certificate of reinstatement.

15           3. The Secretary of State shall not order a reinstatement unless  
16 all delinquent fees and penalties have been paid, and the revocation  
17 of the charter occurred only by reason of failure to pay the fees and  
18 penalties.

19           4. If a company's charter has been revoked pursuant to the  
20 provisions of this chapter and has remained revoked for a period of  
21 5 consecutive years, the charter must not be reinstated.

22           **Sec. 30.** NRS 86.401 is hereby amended to read as follows:

23           86.401 1. On application to a court of competent jurisdiction  
24 by a judgment creditor of a member, the court may charge the  
25 member's interest with payment of the unsatisfied amount of the  
26 judgment with interest. To the extent so charged, the judgment  
27 creditor has only the rights of an assignee of the member's interest.

28           2. ~~{The court may appoint a receiver of the share of the~~  
29 ~~distributions due or to become due to the judgment debtor in respect~~  
30 ~~of the limited liability company. The receiver has only the rights of~~  
31 ~~an assignee. The court may make all other orders, directions,~~  
32 ~~accounts and inquiries that the judgment debtor might have made or~~  
33 ~~which the circumstances of the case may require.~~

34           ~~—3.— A charging order constitutes a lien on the member's interest~~  
35 ~~of the judgment debtor. The court may order a foreclosure of the~~  
36 ~~member's interest subject to the charging order at any time. The~~  
37 ~~purchaser at the foreclosure sale has only the rights of an assignee.~~

38           ~~—4.— Unless otherwise provided in the articles of organization or~~  
39 ~~operating agreement, at any time before foreclosure, a member's~~  
40 ~~interest charged may be redeemed:~~

41           ~~—(a) By the judgment debtor;~~

42           ~~—(b) With property other than property of the limited liability~~  
43 ~~company, by one or more of the other members; or~~

44           ~~—(c) By the limited liability company with the consent of all of~~  
45 ~~the members whose interests are not so charged.~~



1 ~~5.]~~ This section ~~provides]~~ :  
2 (a) *Provides* the exclusive remedy by which a judgment creditor  
3 of a member or an assignee of a member may satisfy a judgment out  
4 of the member's interest of the judgment debtor.

5 ~~[6.— No creditor of a member has any right to obtain possession~~  
6 ~~of, or otherwise exercise legal or equitable remedies with respect to,~~  
7 ~~the property of the limited liability company.~~

8 ~~7.— This section does]~~  
9 (b) *Does* not deprive any member of the benefit of any  
10 exemption applicable to his interest.

11 **Sec. 31.** NRS 86.561 is hereby amended to read as follows:

12 86.561 1. The Secretary of State shall charge and collect for:

13 (a) Filing the original articles of organization, or for registration  
14 of a foreign company, ~~[\$175;]~~ \$75;

15 (b) Amending or restating the articles of organization, amending  
16 the registration of a foreign company or filing a certificate of  
17 correction, ~~[\$150;]~~ \$175;

18 (c) Filing the articles of dissolution of a domestic or foreign  
19 company, ~~[\$60;]~~ \$75;

20 (d) Filing a statement of change of address of a records or  
21 registered office, or change of the resident agent, ~~[\$30;]~~ \$60;

22 (e) Certifying articles of organization or an amendment to the  
23 articles, in both cases where a copy is provided, ~~[\$20;]~~ \$30;

24 (f) Certifying an authorized printed copy of this chapter, ~~[\$20;]~~  
25 \$30;

26 (g) Reserving a name for a limited-liability company, ~~[\$20;]~~  
27 \$25;

28 (h) Filing a certificate of cancelation, ~~[\$60;]~~ \$75;

29 (i) Executing, filing or certifying any other document, ~~[\$40;]~~  
30 \$50; and

31 (j) Copies made at the Office of the Secretary of State, ~~[\$1]~~ \$2  
32 per page.

33 2. The Secretary of State shall charge and collect at the time of  
34 any service of process on him as agent for service of process of a  
35 limited-liability company, ~~[\$10]~~ \$100 which may be recovered as  
36 taxable costs by the party to the action causing the service to be  
37 made if the party prevails in the action.

38 3. Except as otherwise provided in this section, the fees set  
39 forth in NRS 78.785 apply to this chapter.

40 **Sec. 32.** NRS 86.568 is hereby amended to read as follows:

41 86.568 1. A limited-liability company may correct a  
42 document filed by the Secretary of State with respect to the limited-  
43 liability company if the document contains an inaccurate record of a  
44 company action described in the document or was defectively  
45 executed, attested, sealed, verified or acknowledged.



- 1       2. To correct a document, the limited-liability company must:  
2       (a) Prepare a certificate of correction that:  
3           (1) States the name of the limited-liability company;  
4           (2) Describes the document, including, without limitation, its  
5 filing date;  
6           (3) Specifies the inaccuracy or defect;  
7           (4) Sets forth the inaccurate or defective portion of the  
8 document in an accurate or corrected form; and  
9           (5) Is signed by a manager of the company, or if  
10 management is not vested in a manager, by a member of the  
11 company.  
12       (b) Deliver the certificate to the Secretary of State for filing.  
13       (c) Pay a filing fee of ~~[\$150]~~ \$175 to the Secretary of State.  
14       3. A certificate of correction is effective on the effective date  
15 of the document it corrects except as to persons relying on the  
16 uncorrected document and adversely affected by the correction. As  
17 to those persons, the certificate is effective when filed.  
18       **Sec. 33.** NRS 86.580 is hereby amended to read as follows:  
19       86.580 1. A limited-liability company which did exist or is  
20 existing pursuant to the laws of this state may, upon complying with  
21 the provisions of NRS 86.276, procure a renewal or revival of its  
22 charter for any period, together with all the rights, franchises,  
23 privileges and immunities, and subject to all its existing and  
24 preexisting debts, duties and liabilities secured or imposed by its  
25 original charter and amendments thereto, or existing charter, by  
26 filing:  
27       (a) A certificate with the Secretary of State, which must set  
28 forth:  
29           (1) The name of the limited-liability company, which must  
30 be the name of the limited-liability company at the time of the  
31 renewal or revival, or its name at the time its original charter  
32 expired.  
33           (2) The name of the person *lawfully* designated as the  
34 resident agent of the limited-liability company, his street address for  
35 the service of process, and his mailing address if different from his  
36 street address.  
37           (3) The date when the renewal or revival of the charter is to  
38 commence or be effective, which may be, in cases of a revival,  
39 before the date of the certificate.  
40           (4) Whether or not the renewal or revival is to be perpetual,  
41 and, if not perpetual, the time for which the renewal or revival is to  
42 continue.  
43           (5) That the limited-liability company desiring to renew or  
44 revive its charter is, or has been, organized and carrying on the  
45 business authorized by its existing or original charter and



1 amendments thereto, and desires to renew or continue through  
2 revival its existence pursuant to and subject to the provisions of this  
3 chapter.

4 (b) A list of its managers, or if there are no managers, all its  
5 managing members and their post office box or street addresses,  
6 either residence or business.

7 2. A limited-liability company whose charter has not expired  
8 and is being renewed shall cause the certificate to be signed by its  
9 manager, or if there is no manager, by a person designated by its  
10 members. The certificate must be approved by a majority in interest.

11 3. A limited-liability company seeking to revive its original or  
12 amended charter shall cause the certificate to be signed by a person  
13 or persons designated or appointed by the members. The execution  
14 and filing of the certificate must be approved by the written consent  
15 of a majority in interest and must contain a recital that this consent  
16 was secured. The limited-liability company shall pay to the  
17 Secretary of State the fee required to establish a new limited-  
18 liability company pursuant to the provisions of this chapter.

19 4. The filed certificate, or a copy thereof which has been  
20 certified under the hand and seal of the Secretary of State, must be  
21 received in all courts and places as prima facie evidence of the facts  
22 therein stated and of the existence of the limited-liability company  
23 therein named.

24 **Sec. 34.** NRS 87.460 is hereby amended to read as follows:

25 87.460 1. A certificate of registration of a registered limited-  
26 liability partnership may be amended by filing with the Secretary of  
27 State a certificate of amendment. The certificate of amendment must  
28 set forth:

29 (a) The name of the registered limited-liability partnership;

30 (b) The dates on which the registered limited-liability  
31 partnership filed its original certificate of registration and any other  
32 certificates of amendment; and

33 (c) The change to the information contained in the original  
34 certificate of registration or any other certificates of amendment.

35 2. The certificate of amendment must be:

36 (a) Signed by a managing partner of the registered limited-  
37 liability partnership; and

38 (b) Accompanied by a fee of ~~[\$150.]~~ \$175.

39 **Sec. 35.** NRS 87.470 is hereby amended to read as follows:

40 87.470 The registration of a registered limited-liability  
41 partnership is effective until:

42 1. Its certificate of registration is revoked pursuant to NRS  
43 87.520; or

44 2. The registered limited-liability partnership files with the  
45 Secretary of State a written notice of withdrawal executed by a



1 managing partner. The notice must be accompanied by a fee of  
2 ~~[\$60.]~~ \$75.

3 **Sec. 36.** NRS 87.490 is hereby amended to read as follows:

4 87.490 1. If a registered limited-liability partnership wishes  
5 to change the location of its principal office in this state or its  
6 resident agent, it shall first file with the Secretary of State a  
7 certificate of change that sets forth:

8 (a) The name of the registered limited-liability partnership;

9 (b) The street address of its principal office;

10 (c) If the location of its principal office will be changed, the  
11 street address of its new principal office;

12 (d) The name of its resident agent; and

13 (e) If its resident agent will be changed, the name of its new  
14 resident agent.

15 The certificate of acceptance of its new resident agent must  
16 accompany the certificate of change. *For the purposes of this*  
17 *subsection, if the resident agent is a corporation, limited-liability*  
18 *company, limited-liability partnership, limited partnership,*  
19 *limited-liability limited partnership or business trust and the name*  
20 *of the resident agent is changed as a result of a merger,*  
21 *conversion, exchange, sale, reorganization or amendment, the*  
22 *registered limited-liability partnership is not required to file a*  
23 *certificate of change.*

24 2. A certificate of change filed pursuant to this section must be:

25 (a) Signed by a managing partner of the registered limited-  
26 liability partnership; and

27 (b) Accompanied by a fee of ~~[\$30.]~~ \$60.

28 **Sec. 37.** NRS 87.510 is hereby amended to read as follows:

29 87.510 1. A registered limited-liability partnership shall, on  
30 or before the first day of the second month after the filing of its  
31 certificate of registration with the Secretary of State, and annually  
32 thereafter on or before the last day of the month in which the  
33 anniversary date of the filing of its certificate of registration with the  
34 Secretary of State occurs, file with the Secretary of State, on a form  
35 furnished by him, a list that contains:

36 (a) The name of the registered limited-liability partnership;

37 (b) The file number of the registered limited-liability  
38 partnership, if known;

39 (c) The names of all of its managing partners;

40 (d) The mailing or street address, either residence or business, of  
41 each managing partner;

42 (e) The name and street address of the *lawfully designated*  
43 resident agent of the registered limited-liability partnership; and



1 (f) The signature of a managing partner of the registered limited-  
2 liability partnership certifying that the list is true, complete and  
3 accurate.

4 Each list filed pursuant to this subsection must be accompanied by a  
5 declaration under penalty of perjury that the registered limited-  
6 liability partnership has complied with the provisions of chapter  
7 364A of NRS.

8 2. Upon filing:

9 (a) The initial list required by subsection 1, the registered  
10 limited-liability partnership shall pay to the Secretary of State a fee  
11 of ~~[\$165.]~~ **\$125.**

12 (b) Each annual list required by subsection 1, the registered  
13 limited-liability partnership shall pay to the Secretary of State a fee  
14 of ~~[\$85.]~~ **\$125.**

15 3. The Secretary of State shall, at least 60 days before the last  
16 day for filing each annual list required by subsection 1, cause to be  
17 mailed to the registered limited-liability partnership a notice of the  
18 fee due pursuant to subsection 2 and a reminder to file the annual  
19 list required by subsection 1. The failure of any registered limited-  
20 liability partnership to receive a notice or form does not excuse it  
21 from complying with the provisions of this section.

22 4. If the list to be filed pursuant to the provisions of subsection  
23 1 is defective, or the fee required by subsection 2 is not paid, the  
24 Secretary of State may return the list for correction or payment.

25 5. An annual list that is filed by a registered limited-liability  
26 partnership which is not in default more than 60 days before it is due  
27 shall be deemed an amended list for the previous year and does not  
28 satisfy the requirements of subsection 1 for the year to which the  
29 due date is applicable.

30 **Sec. 38.** NRS 87.520 is hereby amended to read as follows:

31 87.520 1. A registered limited-liability partnership that fails  
32 to comply with the provisions of NRS 87.510 is in default.

33 2. Any registered limited-liability partnership that is in default  
34 pursuant to subsection 1 must, in addition to the fee required to be  
35 paid pursuant to NRS 87.510, pay a penalty of ~~[\$50.]~~ **\$75.**

36 3. On or before the 15th day of the third month after the month  
37 in which the fee required to be paid pursuant to NRS 87.510 is due,  
38 the Secretary of State shall notify, by certified mail, the resident  
39 agent of any registered limited-liability partnership that is in default.  
40 The notice must include the amount of any payment that is due from  
41 the registered limited-liability partnership.

42 4. If a registered limited-liability partnership fails to pay the  
43 amount that is due, the certificate of registration of the registered  
44 limited-liability partnership shall be deemed revoked on the first day  
45 of the ninth month after the month in which the fee required to be





1 paid pursuant to NRS 87.510 was due. The Secretary of State shall  
2 notify a registered limited-liability partnership, by certified mail,  
3 addressed to its resident agent or, if the registered limited-liability  
4 partnership does not have a resident agent, to a managing partner,  
5 that its certificate of registration is revoked and the amount of any  
6 fees and penalties that are due.

7 **Sec. 39.** NRS 87.530 is hereby amended to read as follows:

8 87.530 1. Except as otherwise provided in subsection 3, the  
9 Secretary of State shall reinstate the certificate of registration of a  
10 registered limited-liability partnership that is revoked pursuant to  
11 NRS 87.520 if the registered limited-liability partnership:

12 (a) Files with the Secretary of State ~~the~~:

13 (1) *The* information required by NRS 87.510; *and*

14 (2) *A certificate of acceptance of appointment signed by its*  
15 *resident agent;* and

16 (b) Pays to the Secretary of State:

17 (1) The fee required to be paid by ~~that section;~~  
18 *NRS 87.510;*

19 (2) Any penalty required to be paid pursuant to NRS 87.520;  
20 and

21 (3) A reinstatement fee of ~~[\$200.]~~ *\$300.*

22 2. Upon reinstatement of a certificate of registration pursuant  
23 to this section, the Secretary of State shall:

24 (a) Deliver to the registered limited-liability partnership a  
25 certificate of reinstatement authorizing it to transact business  
26 retroactively from the date the fee required by NRS 87.510 was due;  
27 and

28 (b) Upon request, issue to the registered limited-liability  
29 partnership one or more certified copies of the certificate of  
30 reinstatement.

31 3. The Secretary of State shall not reinstate the certificate of  
32 registration of a registered limited-liability partnership if the  
33 certificate was revoked pursuant to NRS 87.520 at least 5 years  
34 before the date of the proposed reinstatement.

35 **Sec. 40.** NRS 87.547 is hereby amended to read as follows:

36 87.547 1. A limited-liability partnership may correct a  
37 document filed by the Secretary of State with respect to the limited-  
38 liability partnership if the document contains an inaccurate record of  
39 a partnership action described in the document or was defectively  
40 executed, attested, sealed, verified or acknowledged.

41 2. To correct a document, the limited-liability partnership  
42 must:

43 (a) Prepare a certificate of correction that:

44 (1) States the name of the limited-liability partnership;



1 (2) Describes the document, including, without limitation, its  
2 filing date;

3 (3) Specifies the inaccuracy or defect;

4 (4) Sets forth the inaccurate or defective portion of the  
5 document in an accurate or corrected form; and

6 (5) Is signed by a managing partner of the limited-liability  
7 partnership.

8 (b) Deliver the certificate to the Secretary of State for filing.

9 (c) Pay a filing fee of ~~[\$150]~~ \$175 to the Secretary of State.

10 3. A certificate of correction is effective on the effective date  
11 of the document it corrects except as to persons relying on the  
12 uncorrected document and adversely affected by the correction. As  
13 to those persons, the certificate is effective when filed.

14 **Sec. 41.** NRS 87.550 is hereby amended to read as follows:

15 87.550 In addition to any other fees required by NRS 87.440 to  
16 87.540, inclusive, and 87.560, the Secretary of State shall charge  
17 and collect the following fees for services rendered pursuant to  
18 those sections:

19 1. For certifying documents required by NRS 87.440 to 87.540,  
20 inclusive, and 87.560, ~~[\$20]~~ \$30 per certification.

21 2. For executing a certificate verifying the existence of a  
22 registered limited-liability partnership, if the registered limited-  
23 liability partnership has not filed a certificate of amendment, ~~[\$40.]~~  
24 \$50.

25 3. For executing a certificate verifying the existence of a  
26 registered limited-liability partnership, if the registered limited-  
27 liability partnership has filed a certificate of amendment, ~~[\$40.]~~ \$50.

28 4. For executing, certifying or filing any certificate or  
29 document not required by NRS 87.440 to 87.540, inclusive, and  
30 87.560, ~~[\$40.]~~ \$50.

31 5. For any copies made by the Office of the Secretary of State,  
32 ~~[\$1]~~ \$2 per page.

33 6. For examining and provisionally approving any document  
34 before the document is presented for filing, ~~[\$100.]~~ \$125.

35 **Sec. 42.** Chapter 88 of NRS is hereby amended by adding  
36 thereto the provisions set forth as sections 43 to 50, inclusive, of this  
37 act.

38 **Sec. 43. 1.** *To become a registered limited-liability limited*  
39 *partnership, a limited partnership shall file with the Secretary of*  
40 *State a certificate of registration stating each of the following:*

41 (a) *The name of the limited partnership.*

42 (b) *The street address of its principal office.*

43 (c) *The name of the person designated as the resident agent of*  
44 *the limited partnership, the street address of the resident agent*  
45 *where process may be served upon the partnership and the mailing*



1 *address of the resident agent if it is different from his street*  
2 *address.*

3 *(d) The name and business address of each organizer*  
4 *executing the certificate.*

5 *(e) The name and business address of each initial general*  
6 *partner.*

7 *(f) A brief statement of the professional service rendered by the*  
8 *limited partnership.*

9 *(g) That the limited partnership thereafter will be a registered*  
10 *limited-liability limited partnership.*

11 *(h) Any other information that the limited partnership wishes*  
12 *to include.*

13 *2. The certificate of registration must be executed by the vote*  
14 *necessary to amend the partnership agreement or, in the case of a*  
15 *partnership agreement that expressly considers contribution*  
16 *obligations, the vote necessary to amend those provisions.*

17 *3. The Secretary of State shall register as a registered limited-*  
18 *liability limited partnership any limited partnership that submits a*  
19 *completed certificate of registration with the required fee.*

20 *4. The registration of a registered limited-liability limited*  
21 *partnership is effective at the time of the filing of the certificate of*  
22 *registration.*

23 **Sec. 44.** *1. The name proposed for a registered limited-*  
24 *liability limited partnership must contain the words "Limited-*  
25 *Liability Limited Partnership" or "Registered Limited-Liability*  
26 *Limited Partnership" or the abbreviation "L.L.L.P." or "LLLP"*  
27 *as the last words or letters of the name and must be*  
28 *distinguishable on the records of the Secretary of State from the*  
29 *names of all other artificial persons formed, organized, registered*  
30 *or qualified pursuant to the provisions of this title that are on file*  
31 *in the Office of the Secretary of State and all names that are*  
32 *reserved in the Office of the Secretary of State pursuant to the*  
33 *provisions of this title. If the name of the registered limited-*  
34 *liability limited partnership on a certificate of registration of*  
35 *limited-liability limited partnership submitted to the Secretary of*  
36 *State is not distinguishable from any name on file or reserved*  
37 *name, the Secretary of State shall return the certificate to the*  
38 *person who signed it, unless the written, acknowledged consent to*  
39 *the same name of the holder of the name on file or reserved name*  
40 *to use the name accompanies the certificate.*

41 *2. For the purposes of this section, a proposed name is not*  
42 *distinguishable from a name on file or reserved name solely*  
43 *because one or the other contains distinctive lettering, a distinctive*  
44 *mark, a trademark or a trade name, or any combination of these.*



1     3. *The name of a registered limited-liability limited*  
2 *partnership whose right to transact business has been forfeited,*  
3 *which has merged and is not the surviving entity or whose*  
4 *existence has otherwise terminated is available for use by any*  
5 *other artificial person.*

6     4. *The Secretary of State may adopt regulations that interpret*  
7 *the requirements of this section.*

8     **Sec. 45.** *The registration of a registered limited-liability*  
9 *limited partnership is effective until:*

10     1. *Its certificate of registration is revoked pursuant to NRS*  
11 *88.405; or*

12     2. *The registered limited-liability limited partnership files*  
13 *with the Secretary of State a written notice of withdrawal executed*  
14 *by a general partner. The notice must be accompanied by a fee of*  
15 *\$60.*

16     **Sec. 46.** *The status of a limited partnership as a registered*  
17 *limited-liability limited partnership, and the liability of its*  
18 *partners, are not affected by errors in the information contained*  
19 *in a certificate of registration or an annual list required to be filed*  
20 *with the Secretary of State, or by changes after the filing of such a*  
21 *certificate or list in the information contained in the certificate or*  
22 *list.*

23     **Sec. 47. 1.** *Notwithstanding any provision in a partnership*  
24 *agreement that may have existed before a limited partnership*  
25 *became a registered limited-liability limited partnership pursuant*  
26 *to section 43 of this act, if a registered limited-liability limited*  
27 *partnership incurs a debt or liability:*

28     (a) *The debt or liability is solely the responsibility of the*  
29 *registered limited-liability limited partnership; and*

30     (b) *A partner of a registered limited-liability limited*  
31 *partnership is not individually liable for the debt or liability by way*  
32 *of acting as a partner.*

33     2. *For purposes of this section, the failure of a registered*  
34 *limited-liability limited partnership to observe the formalities or*  
35 *requirements relating to the management of the registered limited-*  
36 *liability limited partnership, in and of itself, is not sufficient to*  
37 *establish grounds for imposing personal liability on a partner for a*  
38 *debt or liability of the registered limited-liability limited*  
39 *partnership.*

40     **Sec. 48. 1.** *Except as otherwise provided by specific statute,*  
41 *no partner of a registered limited-liability limited partnership is*  
42 *individually liable for a debt or liability of the registered limited-*  
43 *liability limited partnership, unless the partner acts as the alter*  
44 *ego of the registered limited-liability limited partnership.*



1       2. A partner acts as the alter ego of a registered limited-  
2 liability limited partnership if:

3       (a) The registered limited-liability limited partnership is  
4 influenced and governed by the partner;

5       (b) There is such unity of interest and ownership that the  
6 registered limited-liability limited partnership and the partner are  
7 inseparable from each other; and

8       (c) Adherence to the fiction of a separate entity would sanction  
9 fraud or promote a manifest injustice.

10      3. The question of whether a partner acts as the alter ego of a  
11 registered limited-liability limited partnership must be determined  
12 by the court as a matter of law.

13      **Sec. 49.** To the extent permitted by the law of that  
14 jurisdiction:

15      1. A limited partnership, including a registered limited-  
16 liability limited partnership, formed and existing under this  
17 chapter, may conduct its business, carry on its operations, and  
18 exercise the powers granted by this chapter in any state, territory,  
19 district or possession of the United States or in any foreign  
20 country.

21      2. The internal affairs of a limited partnership, including a  
22 registered limited-liability limited partnership, formed and existing  
23 under this chapter, including the liability of partners for debts,  
24 obligations and liabilities of or chargeable to the partnership, are  
25 governed by the laws of this state.

26      **Sec. 50.** The name of a foreign registered limited-liability  
27 limited partnership that is doing business in this state must  
28 contain the words "Limited-Liability Limited Partnership" or  
29 "Registered Limited-Liability Limited Partnership" or the  
30 abbreviations "L.L.L.P." or "LLLP," or such other words or  
31 abbreviations as may be required or authorized by the laws of the  
32 other jurisdiction, as the last words or letters of the name.

33      **Sec. 51.** NRS 88.315 is hereby amended to read as follows:

34      88.315 As used in this chapter, unless the context otherwise  
35 requires:

36      1. "Certificate of limited partnership" means the certificate  
37 referred to in NRS 88.350, and the certificate as amended or  
38 restated.

39      2. "Contribution" means any cash, property, services rendered,  
40 or a promissory note or other binding obligation to contribute cash  
41 or property or to perform services, which a partner contributes to a  
42 limited partnership in his capacity as a partner.

43      3. "Event of withdrawal of a general partner" means an event  
44 that causes a person to cease to be a general partner as provided in  
45 NRS 88.450.



- 1 4. "Foreign limited partnership" means a partnership formed  
2 under the laws of any state other than this state and having as  
3 partners one or more general partners and one or more limited  
4 partners.
- 5 5. *"Foreign registered limited-liability limited partnership"*  
6 *means a foreign limited-liability limited partnership:*  
7 (a) *Formed pursuant to an agreement governed by the laws of*  
8 *another state; and*  
9 (b) *Registered pursuant to and complying with NRS 88.570 to*  
10 *88.605, inclusive, and section 50 of this act.*
- 11 6. "General partner" means a person who has been admitted to  
12 a limited partnership as a general partner in accordance with the  
13 partnership agreement and named in the certificate of limited  
14 partnership as a general partner.
- 15 ~~[6.]~~ 7. "Limited partner" means a person who has been  
16 admitted to a limited partnership as a limited partner in accordance  
17 with the partnership agreement.
- 18 ~~[7.]~~ 8. "Limited partnership" and "domestic limited  
19 partnership" mean a partnership formed by two or more persons  
20 under the laws of this state and having one or more general partners  
21 and one or more limited partners.
- 22 ~~[8.]~~ 9. "Partner" means a limited or general partner.
- 23 ~~[9.]~~ 10. "Partnership agreement" means any valid agreement,  
24 written or oral, of the partners as to the affairs of a limited  
25 partnership and the conduct of its business.
- 26 ~~[10.]~~ 11. "Partnership interest" means a partner's share of the  
27 profits and losses of a limited partnership and the right to receive  
28 distributions of partnership assets.
- 29 ~~[11.]~~ 12. *"Registered limited-liability limited partnership"*  
30 *means a limited partnership:*  
31 (a) *Formed pursuant to an agreement governed by this*  
32 *chapter; and*  
33 (b) *Registered pursuant to and complying with NRS 88.350 to*  
34 *88.415, inclusive, and sections 43, 44 and 45 of this act.*
- 35 13. "Registered office" means the office maintained at the  
36 street address of the resident agent.
- 37 ~~[12.]~~ 14. "Resident agent" means the agent appointed by the  
38 limited partnership upon whom process or a notice or demand  
39 authorized by law to be served upon the limited partnership may be  
40 served.
- 41 ~~[13.]~~ 15. "Sign" means to affix a signature to a document.
- 42 ~~[14.]~~ 16. "Signature" means a name, word or mark executed or  
43 adopted by a person with the present intention to authenticate a  
44 document. The term includes, without limitation, an electronic  
45 signature as defined in NRS 719.100.



1 ~~H5.~~ 17. "State" means a state, territory or possession of the  
2 United States, the District of Columbia or the Commonwealth of  
3 Puerto Rico.

4 ~~H6.~~ 18. "Street address" of a resident agent means the actual  
5 physical location in this state at which a resident is available for  
6 service of process.

7 **Sec. 52.** NRS 88.320 is hereby amended to read as follows:

8 88.320 1. ~~The~~ *Except as otherwise provided in section 44*  
9 *of this act, the* name proposed for a limited partnership as set forth  
10 in its certificate of limited partnership:

11 (a) Must contain the words "limited partnership," or the  
12 abbreviation "LP" or "L.P." ;

13 (b) May not contain the name of a limited partner unless:

14 (1) It is also the name of a general partner or the corporate  
15 name of a corporate general partner; or

16 (2) The business of the limited partnership had been carried  
17 on under that name before the admission of that limited partner; and

18 (c) Must be distinguishable on the records of the Secretary of  
19 State from the names of all other artificial persons formed,  
20 organized, registered or qualified pursuant to the provisions of this  
21 title that are on file in the Office of the Secretary of State and all  
22 names that are reserved in the Office of the Secretary of State  
23 pursuant to the provisions of this title. If the name on the certificate  
24 of limited partnership submitted to the Secretary of State is not  
25 distinguishable from any name on file or reserved name, the  
26 Secretary of State shall return the certificate to the filer, unless  
27 the written, acknowledged consent to the use of the same or the  
28 requested similar name of the holder of the name on file or reserved  
29 name accompanies the certificate of limited partnership.

30 2. For the purposes of this section, a proposed name is not  
31 distinguished from a name on file or reserved name solely because  
32 one or the other contains distinctive lettering, a distinctive mark, a  
33 trademark or a trade name, or any combination of these.

34 3. The name of a limited partnership whose right to transact  
35 business has been forfeited, which has merged and is not the  
36 surviving entity or whose existence has otherwise terminated is  
37 available for use by any other artificial person.

38 4. The Secretary of State may adopt regulations that interpret  
39 the requirements of this section.

40 **Sec. 53.** NRS 88.331 is hereby amended to read as follows:

41 88.331 1. If a limited partnership created pursuant to this  
42 chapter desires to change its resident agent, the change may be  
43 effected by filing with the Secretary of State a certificate of change,  
44 signed by a general partner, which sets forth:

45 (a) The name of the limited partnership;



- 1 (b) The name and street address of its present resident agent; and
- 2 (c) The name and street address of the new resident agent.

3 2. The new resident agent's certificate of acceptance must be a  
4 part of or attached to the certificate of change.

5 3. *For the purposes of this section, if the resident agent is a*  
6 *corporation, limited-liability company, limited-liability*  
7 *partnership, limited partnership, limited-liability limited*  
8 *partnership or business trust and the name of the resident agent is*  
9 *changed as a result of a merger, conversion, exchange, sale,*  
10 *reorganization or amendment, the limited partnership is not*  
11 *required to file a certificate of change.*

12 4. The change authorized by this section becomes effective  
13 upon the filing of the certificate of change.

14 **Sec. 54.** NRS 88.335 is hereby amended to read as follows:

15 88.335 1. A limited partnership shall keep at the office  
16 referred to in paragraph (a) of subsection 1 of NRS 88.330 the  
17 following:

18 (a) A current list of the full name and last known business  
19 address of each partner, separately identifying the general partners  
20 in alphabetical order and the limited partners in alphabetical order;

21 (b) A copy of the certificate of limited partnership and all  
22 certificates of amendment thereto, together with executed copies of  
23 any powers of attorney pursuant to which any certificate has been  
24 executed;

25 (c) Copies of the limited partnership's federal, state, and local  
26 income tax returns and reports, if any, for the 3 most recent years;

27 (d) Copies of any then effective written partnership agreements  
28 ~~and~~;

29 (e) Copies of any financial statements of the limited partnership  
30 for the 3 most recent years; and

31 ~~(e)~~ (f) Unless contained in a written partnership agreement, a  
32 writing setting out:

33 (1) The amount of cash and a description and statement of  
34 the agreed value of the other property or services contributed by  
35 each partner and which each partner has agreed to contribute;

36 (2) The times at which or events on the happening of which  
37 any additional contributions agreed to be made by each partner are  
38 to be made;

39 (3) Any right of a partner to receive, or of a general partner  
40 to make, distributions to a partner which include a return of all or  
41 any part of the partner's contribution; and

42 (4) Any events upon the happening of which the limited  
43 partnership is to be dissolved and its affairs wound up.

44 2. *In lieu of keeping at an office in this state the information*  
45 *required in paragraphs (a), (c), (e) and (f) of subsection 1, the*





1 *limited partnership may keep a statement with the resident agent*  
2 *setting out the name of the custodian of the information required*  
3 *in paragraphs (a), (c), (e) and (f) of subsection 1, and the present*  
4 *and complete post office address, including street and number, if*  
5 *any, where the information required in paragraphs (a), (c), (e) and*  
6 *(f) of subsection 1 is kept.*

7 3. Records kept pursuant to this section are subject to  
8 inspection and copying at the reasonable request, and at the expense,  
9 of any partner during ordinary business hours.

10 **Sec. 55.** NRS 88.339 is hereby amended to read as follows:

11 88.339 1. A limited partnership may correct a document filed  
12 by the Secretary of State with respect to the limited partnership if  
13 the document contains an inaccurate record of a partnership action  
14 described in the document or was defectively executed, attested,  
15 sealed, verified or acknowledged.

16 2. To correct a document, the limited partnership must:

17 (a) Prepare a certificate of correction that:

18 (1) States the name of the limited partnership;

19 (2) Describes the document, including, without limitation, its  
20 filing date;

21 (3) Specifies the inaccuracy or defect;

22 (4) Sets forth the inaccurate or defective portion of the  
23 document in an accurate or corrected form; and

24 (5) Is signed by a general partner of the limited partnership.

25 (b) Deliver the certificate to the Secretary of State for filing.

26 (c) Pay a filing fee of ~~[\$150]~~ \$175 to the Secretary of State.

27 3. A certificate of correction is effective on the effective date  
28 of the document it corrects except as to persons relying on the  
29 uncorrected document and adversely affected by the correction. As  
30 to those persons, the certificate is effective when filed.

31 **Sec. 56.** NRS 88.350 is hereby amended to read as follows:

32 88.350 1. In order to form a limited partnership, a certificate  
33 of limited partnership must be executed and filed in the Office of the  
34 Secretary of State. The certificate must set forth:

35 (a) The name of the limited partnership;

36 (b) The address of the office which contains records and the  
37 name and address of the resident agent required to be maintained by  
38 NRS 88.330;

39 (c) The name and ~~[the]~~ business address of each ~~[general~~  
40 ~~partner;]~~ *organizer executing the certificate;*

41 (d) *The name and business address of each initial general*  
42 *partner;*

43 (e) The latest date upon which the limited partnership is to  
44 dissolve; and



1 ~~(e)~~ (f) Any other matters the ~~[general partners]~~ *organizers*  
2 determine to include therein.

3 2. A certificate of acceptance of appointment of a resident  
4 agent, executed by the agent, must be filed with the certificate of  
5 limited partnership.

6 3. A limited partnership is formed at the time of the filing of  
7 the certificate of limited partnership and the certificate of acceptance  
8 in the Office of the Secretary of State or at any later time specified  
9 in the certificate of limited partnership if, in either case, there has  
10 been substantial compliance with the requirements of this section.

11 **Sec. 57.** NRS 88.395 is hereby amended to read as follows:

12 88.395 1. A limited partnership shall, on or before the first  
13 day of the second month after the filing of its certificate of limited  
14 partnership with the Secretary of State, and annually thereafter on or  
15 before the last day of the month in which the anniversary date of the  
16 filing of its certificate of limited partnership occurs, file with the  
17 Secretary of State, on a form furnished by him, a list that contains:

- 18 (a) The name of the limited partnership;
- 19 (b) The file number of the limited partnership, if known;
- 20 (c) The names of all of its general partners;
- 21 (d) The mailing or street address, either residence or business, of  
22 each general partner;
- 23 (e) The name and street address of the *lawfully designated*  
24 resident agent of the limited partnership; and
- 25 (f) The signature of a general partner of the limited partnership  
26 certifying that the list is true, complete and accurate.

27 Each list filed pursuant to this subsection must be accompanied by a  
28 declaration under penalty of perjury that the limited partnership has  
29 complied with the provisions of chapter 364A of NRS.

30 2. ~~[Upon]~~ *Except as otherwise provided in subsection 3, a*  
31 *limited partnership shall, upon* filing:

- 32 (a) The initial list required by subsection 1, ~~[the limited~~  
33 ~~partnership shall]~~ pay to the Secretary of State a fee of ~~[\$165.]~~ *\$125.*
- 34 (b) Each annual list required by subsection 1, ~~[the limited~~  
35 ~~partnership shall]~~ pay to the Secretary of State a fee of ~~[\$85.]~~ *\$125.*

36 3. *A registered limited-liability limited partnership shall,*  
37 *upon filing:*

- 38 (a) *The initial list required by subsection 1, pay to the*  
39 *Secretary of State a fee of \$125.*
- 40 (b) *Each annual list required by subsection 1, pay to the*  
41 *Secretary of State a fee of \$175.*

42 4. The Secretary of State shall, 60 days before the last day for  
43 filing each annual list required by subsection 1, cause to be mailed  
44 to each limited partnership required to comply with the provisions  
45 of this section which has not become delinquent a notice of the fee



1 due pursuant to the provisions of subsection 2 *or 3, as appropriate,*  
2 and a reminder to file the annual list. Failure of any limited  
3 partnership to receive a notice or form does not excuse it from the  
4 penalty imposed by NRS 88.400.

5 ~~[4.]~~ 5. If the list to be filed pursuant to the provisions of  
6 subsection 1 is defective or the fee required by subsection 2 *or 3* is  
7 not paid, the Secretary of State may return the list for correction or  
8 payment.

9 ~~[5.]~~ 6. An annual list for a limited partnership not in default  
10 that is received by the Secretary of State more than 60 days before  
11 its due date shall be deemed an amended list for the previous year  
12 and does not satisfy the requirements of subsection 1 for the year to  
13 which the due date is applicable.

14 ~~[6.]~~ 7. A filing made pursuant to this section does not satisfy  
15 the provisions of NRS 88.355 and may not be substituted for filings  
16 submitted pursuant to NRS 88.355.

17 **Sec. 58.** NRS 88.400 is hereby amended to read as follows:

18 88.400 1. If a limited partnership has filed the list in  
19 compliance with NRS 88.395 and has paid the appropriate fee for  
20 the filing, the canceled check received by the limited partnership  
21 constitutes a certificate authorizing it to transact its business within  
22 this state until the anniversary date of the filing of its certificate of  
23 limited partnership in the next succeeding calendar year. If the  
24 limited partnership desires a formal certificate upon its payment of  
25 the annual fee, its payment must be accompanied by a self-  
26 addressed, stamped envelope.

27 2. Each limited partnership which refuses or neglects to file the  
28 list and pay the fee within the time provided is in default.

29 3. For default there must be added to the amount of the fee a  
30 penalty of ~~[\$50,]~~ \$75, and unless the filings are made and the fee  
31 and penalty are paid on or before the first day of the first  
32 anniversary of the month following the month in which filing was  
33 required, the defaulting limited partnership, by reason of its default,  
34 forfeits its right to transact any business within this state.

35 **Sec. 59.** NRS 88.410 is hereby amended to read as follows:

36 88.410 1. Except as otherwise provided in subsections 3 and  
37 4, the Secretary of State ~~[may:~~

38 ~~—(a) Reinstate]~~ *shall reinstate* any limited partnership which has  
39 forfeited its right to transact business ~~[; and~~

40 ~~—(b) Restore]~~ *under the provisions of this chapter and restore* to  
41 the limited partnership its right to carry on business in this state, and  
42 to exercise its privileges and immunities ~~[;~~  
43 ~~upon the filing]~~ *if it:*

44 (a) *Files* with the Secretary of State ~~[of the]~~ :



1 (1) *The* list required pursuant to NRS 88.395 ~~[-and upon~~  
2 ~~payment]~~; and

3 (2) *A certificate of acceptance of appointment signed by the*  
4 *resident agent; and*

5 (b) *Pays* to the Secretary of State ~~[of the]~~ :

6 (1) *The* filing fee and penalty set forth in NRS 88.395 and  
7 88.400 for each year or portion thereof during which the certificate  
8 has been revoked ~~[-and a]~~; and

9 (2) *A* fee of ~~[\$200]~~ \$300 for reinstatement.

10 2. When payment is made and the Secretary of State reinstates  
11 the limited partnership to its former rights, he shall:

12 (a) Immediately issue and deliver to the limited partnership a  
13 certificate of reinstatement authorizing it to transact business as if  
14 the filing fee had been paid when due; and

15 (b) Upon demand, issue to the limited partnership one or more  
16 certified copies of the certificate of reinstatement.

17 3. The Secretary of State shall not order a reinstatement unless  
18 all delinquent fees and penalties have been paid, and the revocation  
19 occurred only by reason of failure to pay the fees and penalties.

20 4. If a limited partnership's certificate has been revoked  
21 pursuant to the provisions of this chapter and has remained revoked  
22 for a period of 5 years, the certificate must not be reinstated.

23 **Sec. 60.** NRS 88.415 is hereby amended to read as follows:

24 88.415 The Secretary of State, for services relating to his  
25 official duties and the records of his office, shall charge and collect  
26 the following fees:

27 1. For filing a certificate of limited partnership, or for  
28 registering a foreign limited partnership, ~~[\$175.]~~ \$75.

29 2. For filing a certificate of *registration of limited-liability*  
30 *limited partnership, or for registering a foreign registered limited-*  
31 *liability limited partnership, \$100.*

32 3. *For filing a certificate of* amendment of limited partnership  
33 or restated certificate of limited partnership, ~~[\$150-~~  
34 ~~—3.]~~ \$175.

35 4. For filing a certificate of a change of location of the records  
36 office of a limited partnership or the office of its resident agent, or a  
37 designation of a new resident agent, ~~[\$30-~~  
38 ~~—4.]~~ \$60.

39 5. For certifying a certificate of limited partnership, an  
40 amendment to the certificate, or a certificate as amended where a  
41 copy is provided, ~~[\$20]~~ \$30 per certification.

42 ~~[5-]~~ 6. For certifying an authorized printed copy of the limited  
43 partnership law, ~~[\$20-~~  
44 ~~—6.]~~ \$30.



1       7. For reserving a limited partnership name, or for executing,  
2 filing or certifying any other document, ~~[\$20-~~  
3 ~~7.] \$25.~~  
4       8. For copies made at the Office of the Secretary of State, ~~[\$1]~~  
5 \$2 per page.  
6       ~~[8.]~~ 9. For filing a certificate of cancelation of a limited  
7 partnership, ~~[\$60.] \$75.~~  
8 Except as otherwise provided in this section, the fees set forth in  
9 NRS 78.785 apply to this chapter.  
10       **Sec. 61.** NRS 88.535 is hereby amended to read as follows:  
11       88.535 1. On application to a court of competent jurisdiction  
12 by any judgment creditor of a partner, the court may charge the  
13 partnership interest of the partner with payment of the unsatisfied  
14 amount of the judgment with interest. To the extent so charged, the  
15 judgment creditor has only the rights of an assignee of the  
16 partnership interest.  
17       2. ~~[The court may appoint a receiver of the share of the~~  
18 ~~distributions due or to become due to the judgment debtor in respect~~  
19 ~~of the partnership. The receiver has only the rights of an assignee.~~  
20 ~~The court may make all other orders, directions, accounts and~~  
21 ~~inquiries that the judgment debtor might have made or which the~~  
22 ~~circumstances of the case may require.~~  
23       ~~—3.— A charging order constitutes a lien on the partnership~~  
24 ~~interest of the judgment debtor. The court may order a foreclosure~~  
25 ~~of the partnership interest subject to the charging order at any time.~~  
26 ~~The purchaser at the foreclosure sale has only the rights of an~~  
27 ~~assignee.~~  
28       ~~—4.— Unless otherwise provided in the articles of organization or~~  
29 ~~operating agreement, at any time before foreclosure, a partnership~~  
30 ~~interest charged may be redeemed:~~  
31       ~~—(a) By the judgment debtor;~~  
32       ~~—(b) With property other than property of the limited partnership,~~  
33 ~~by one or more of the other partners; or~~  
34       ~~—(c) By the limited partnership with the consent of all of the~~  
35 ~~partners whose interests are not so charged.~~  
36       ~~—5.] This section [provides] :~~  
37       (a) *Provides* the exclusive remedy by which a judgment creditor  
38 of a partner or an assignee of a partner may satisfy a judgment out  
39 of the partnership interest of the judgment debtor.  
40       ~~[6.—No creditor of a partner has any right to obtain possession~~  
41 ~~of, or otherwise exercise legal or equitable remedies with respect to,~~  
42 ~~the property of the limited partnership.~~  
43       ~~—7.— This section does]~~  
44       (b) *Does* not deprive any partner of the benefit of any exemption  
45 laws applicable to his partnership interest.



1     **Sec. 62.** NRS 88.585 is hereby amended to read as follows:  
2     88.585 ~~[A]~~ *Except as otherwise provided in section 50 of this*  
3 *act, a* foreign limited partnership may register with the Secretary of  
4 State under any name, whether or not it is the name under which it is  
5 registered in its state of organization, that includes without  
6 abbreviation the words "limited partnership" and that could be  
7 registered by a domestic limited partnership.

8     **Sec. 63.** NRS 88A.540 is hereby amended to read as follows:  
9     88A.540 1. If a business trust formed pursuant to this chapter  
10 desires to change its resident agent, the change may be effected by  
11 filing with the Secretary of State a certificate of change, signed by at  
12 least one trustee of the business trust, setting forth:

- 13     (a) The name of the business trust;  
14     (b) The name and street address of the present resident agent;  
15     and  
16     (c) The name and street address of the new resident agent.

17     2. A certificate of acceptance executed by the new resident  
18 agent must be a part of or attached to the certificate of change.

19     3. *For the purposes of this section, if the resident agent is a*  
20 *corporation, limited-liability company, limited-liability*  
21 *partnership, limited partnership, limited-liability limited*  
22 *partnership or business trust and the name of the resident agent is*  
23 *changed as a result of a merger, conversion, exchange, sale,*  
24 *reorganization or amendment, the business trust is not required to*  
25 *file a certificate of change.*

26     4. The change authorized by this section becomes effective  
27 upon the filing of the certificate of change.

28     **Sec. 64.** NRS 88A.600 is hereby amended to read as follows:  
29     88A.600 1. A business trust formed pursuant to this chapter  
30 shall, on or before the first day of the second month after the filing  
31 of its certificate of trust with the Secretary of State, and annually  
32 thereafter on or before the last day of the month in which the  
33 anniversary date of the filing of its certificate of trust with the  
34 Secretary of State occurs, file with the Secretary of State, on a form  
35 furnished by him, a list signed by at least one trustee that contains  
36 the name and mailing address of its *lawfully designated* resident  
37 agent and at least one trustee. Each list filed pursuant to this  
38 subsection must be accompanied by a declaration under penalty of  
39 perjury that the business trust has complied with the provisions of  
40 chapter 364A of NRS.

41     2. Upon filing:

42     (a) The initial list required by subsection 1, the business trust  
43 shall pay to the Secretary of State a fee of ~~[\$165.]~~ *\$125.*

44     (b) Each annual list required by subsection 1, the business trust  
45 shall pay to the Secretary of State a fee of ~~[\$85.]~~ *\$125.*



1 3. The Secretary of State shall, 60 days before the last day for  
2 filing each annual list required by subsection 1, cause to be mailed  
3 to each business trust which is required to comply with the  
4 provisions of NRS 88A.600 to 88A.660, inclusive, and which has  
5 not become delinquent, the blank forms to be completed and filed  
6 with him. Failure of a business trust to receive the forms does not  
7 excuse it from the penalty imposed by law.

8 4. An annual list for a business trust not in default which is  
9 received by the Secretary of State more than 60 days before its due  
10 date shall be deemed an amended list for the previous year.

11 **Sec. 65.** NRS 88A.630 is hereby amended to read as follows:

12 88A.630 1. Each business trust required to file the list and  
13 pay the fee prescribed in NRS 88A.600 to 88A.660, inclusive,  
14 which refuses or neglects to do so within the time provided shall be  
15 deemed in default.

16 2. For default, there must be added to the amount of the fee a  
17 penalty of ~~[\$50-]~~ \$75. The fee and penalty must be collected as  
18 provided in this chapter.

19 **Sec. 66.** NRS 88A.650 is hereby amended to read as follows:

20 88A.650 1. Except as otherwise provided in subsection 3, the  
21 Secretary of State shall reinstate a business trust which has forfeited  
22 its right to transact business pursuant to the provisions of this  
23 chapter and restore to the business trust its right to carry on business  
24 in this state, and to exercise its privileges and immunities, if it:

25 (a) Files with the Secretary of State ~~[the]~~ :  
26 (1) *The* list required by NRS 88A.600; *and*  
27 (2) *A certificate of acceptance of appointment signed by its*  
28 *resident agent;* and

29 (b) Pays to the Secretary of State:  
30 (1) The filing fee and penalty set forth in NRS 88A.600 and  
31 88A.630 for each year or portion thereof during which its certificate  
32 of trust was revoked; and

33 (2) A fee of ~~[\$200]~~ \$300 for reinstatement.

34 2. When the Secretary of State reinstates the business trust, he  
35 shall:

36 (a) Immediately issue and deliver to the business trust a  
37 certificate of reinstatement authorizing it to transact business as if  
38 the filing fee had been paid when due; and

39 (b) Upon demand, issue to the business trust one or more  
40 certified copies of the certificate of reinstatement.

41 3. The Secretary of State shall not order a reinstatement unless  
42 all delinquent fees and penalties have been paid, and the revocation  
43 of the certificate of trust occurred only by reason of the failure to  
44 file the list or pay the fees and penalties.



1       **Sec. 67.** NRS 88A.900 is hereby amended to read as follows:  
2       88A.900 The Secretary of State shall charge and collect the  
3 following fees for:

- 4       1. Filing an original certificate of trust, or for registering a  
5 foreign business trust, ~~[\$175.]~~ **\$75.**
- 6       2. Filing an amendment or restatement, or a combination  
7 thereof, to a certificate of trust, ~~[\$150.]~~ **\$175.**
- 8       3. Filing a certificate of cancelation, ~~[\$175.]~~ **\$75.**
- 9       4. Certifying a copy of a certificate of trust or an amendment or  
10 restatement, or a combination thereof, ~~[\$20]~~ **\$30** per certification.
- 11      5. Certifying an authorized printed copy of this chapter, ~~[\$20.]~~  
12 **\$30.**
- 13      6. Reserving a name for a business trust, ~~[\$20.]~~ **\$25.**
- 14      7. Executing a certificate of existence of a business trust which  
15 does not list the previous documents relating to it, or a certificate of  
16 change in the name of a business trust, ~~[\$40.]~~ **\$50.**
- 17      8. Executing a certificate of existence of a business trust which  
18 lists the previous documents relating to it, ~~[\$40.]~~
- 19      ~~9. Filing a statement of change of address of the registered~~  
20 ~~office for each business trust, \$30.~~
- 21      ~~10.]~~ **\$50.**
- 22      **9.** Filing a statement of change of the ~~registered agent, \$30.~~
- 23      ~~11.]~~ **resident agent, \$60.**
- 24      **10.** Executing, certifying or filing any certificate or document  
25 not otherwise provided for in this section, ~~[\$40.]~~
- 26      ~~12.]~~ **\$50.**
- 27      **11.** Examining and provisionally approving a document before  
28 the document is presented for filing, ~~[\$100.]~~
- 29      ~~13.]~~ **\$125.**
- 30      **12.** Copying a document on file with him, for each page, ~~[\$1.]~~  
31 **\$2.**

32       **Sec. 68.** NRS 88A.930 is hereby amended to read as follows:  
33       88A.930 1. A business trust may correct a document filed by  
34 the Secretary of State with respect to the business trust if the  
35 document contains an inaccurate record of a trust action described in  
36 the document or was defectively executed, attested, sealed, verified  
37 or acknowledged.  
38       2. To correct a document, the business trust must:  
39       (a) Prepare a certificate of correction that:  
40           (1) States the name of the business trust;  
41           (2) Describes the document, including, without limitation, its  
42 filing date;  
43           (3) Specifies the inaccuracy or defect;  
44           (4) Sets forth the inaccurate or defective portion of the  
45 document in an accurate or corrected form; and





- 1 (5) Is signed by a trustee of the business trust.
- 2 (b) Deliver the certificate to the Secretary of State for filing.
- 3 (c) Pay a filing fee of ~~[\$150]~~ \$175 to the Secretary of State.
- 4 3. A certificate of correction is effective on the effective date
- 5 of the document it corrects except as to persons relying on the
- 6 uncorrected document and adversely affected by the correction. As
- 7 to those persons, the certificate is effective when filed.

8 **Sec. 69.** NRS 89.210 is hereby amended to read as follows:

9 89.210 1. Within 30 days after the organization of a  
10 professional association under this chapter, the association shall file  
11 with the Secretary of State a copy of the articles of association, duly  
12 executed, and shall pay at that time a filing fee of ~~[\$175. Any such~~  
13 ~~association formed as a common law association before July 1,~~  
14 ~~1969, shall file, within 30 days after July 1, 1969, a certified copy of~~  
15 ~~its articles of association, with any amendments thereto, with the~~  
16 ~~Secretary of State, and shall pay at that time a filing fee of \$25.]~~  
17 \$75. A copy of any amendments to the articles of association  
18 ~~[adopted after July 1, 1969,]~~ must also be filed with the Secretary of  
19 State within 30 days after the adoption of such amendments. Each  
20 copy of amendments so filed must be certified as true and correct  
21 and be accompanied by a filing fee of ~~[\$150.]~~ \$175.

22 2. The name of such a professional association must contain  
23 the words "Professional Association," "Professional Organization"  
24 or the abbreviations "Prof. Ass'n" or "Prof. Org." The association  
25 may render professional services and exercise its authorized powers  
26 under a fictitious name if the association has first registered the  
27 name in the manner required under chapter 602 of NRS.

28 **Sec. 70.** NRS 89.250 is hereby amended to read as follows:

29 89.250 1. Except as otherwise provided in subsection 2, a  
30 professional association shall, on or before the first day of the  
31 second month after the filing of its articles of association with the  
32 Secretary of State, and annually thereafter on or before the last day  
33 of the month in which the anniversary date of its organization occurs  
34 in each year, furnish a statement to the Secretary of State showing  
35 the names and residence addresses of all members and employees in  
36 the association and certifying that all members and employees are  
37 licensed to render professional service in this state.

38 2. A professional association organized and practicing pursuant  
39 to the provisions of this chapter and NRS 623.349 shall, on or  
40 before the first day of the second month after the filing of its articles  
41 of association with the Secretary of State, and annually thereafter on  
42 or before the last day of the month in which the anniversary date of  
43 its organization occurs in each year, furnish a statement to the  
44 Secretary of State:



- 1 (a) Showing the names and residence addresses of all members  
2 and employees of the association who are licensed or otherwise  
3 authorized by law to render professional service in this state;
- 4 (b) Certifying that all members and employees who render  
5 professional service are licensed or otherwise authorized by law to  
6 render professional service in this state; and
- 7 (c) Certifying that all members who are not licensed to render  
8 professional service in this state do not render professional service  
9 on behalf of the association except as authorized by law.
- 10 3. Each statement filed pursuant to this section must be:
- 11 (a) Made on a form prescribed by the Secretary of State and  
12 must not contain any fiscal or other information except that  
13 expressly called for by this section.
- 14 (b) Signed by the chief executive officer of the association.
- 15 (c) Accompanied by a declaration under penalty of perjury that  
16 the professional association has complied with the provisions of  
17 chapter 364A of NRS.
- 18 4. Upon filing:
- 19 (a) The initial statement required by this section, the association  
20 shall pay to the Secretary of State a fee of ~~[\$165.]~~ *\$125.*
- 21 (b) Each annual statement required by this section, the  
22 association shall pay to the Secretary of State a fee of ~~[\$85.]~~ *\$125.*
- 23 5. As used in this section, "signed" means to have executed or  
24 adopted a name, word or mark, including, without limitation, an  
25 electronic signature as defined in NRS 719.100, with the present  
26 intention to authenticate a document.
- 27 **Sec. 71.** NRS 89.252 is hereby amended to read as follows:  
28 89.252 1. Each professional association that is required to  
29 make a filing and pay the fee prescribed in NRS 89.250 but refuses  
30 to do so within the time provided is in default.
- 31 2. For default, there must be added to the amount of the fee a  
32 penalty of ~~[\$50.]~~ *\$75.* The fee and penalty must be collected as  
33 provided in this chapter.
- 34 **Sec. 72.** NRS 89.256 is hereby amended to read as follows:  
35 89.256 1. Except as otherwise provided in subsections 3 and  
36 4, the Secretary of State shall reinstate any professional association  
37 which has forfeited its right to transact business under the provisions  
38 of this chapter and restore the right to carry on business in this state  
39 and exercise its privileges and immunities if it:
- 40 (a) Files with the Secretary of State ~~[the]~~ *:*  
41 *(1) The* statement and certification required by NRS 89.250;  
42 *and*  
43 *(2) A certificate of acceptance of appointment signed by its*  
44 *resident agent;* and  
45 (b) Pays to the Secretary of State:



1 (1) The filing fee and penalty set forth in NRS 89.250 and  
2 89.252 for each year or portion thereof during which the articles of  
3 association have been revoked; and

4 (2) A fee of ~~[\$200]~~ \$300 for reinstatement.

5 2. When the Secretary of State reinstates the association to its  
6 former rights, he shall:

7 (a) Immediately issue and deliver to the association a certificate  
8 of reinstatement authorizing it to transact business, as if the fees had  
9 been paid when due; and

10 (b) Upon demand, issue to the association a certified copy of the  
11 certificate of reinstatement.

12 3. The Secretary of State shall not order a reinstatement unless  
13 all delinquent fees and penalties have been paid, and the revocation  
14 of the ~~association's~~ articles of association occurred only by reason  
15 of ~~its~~ *the* failure to pay the fees and penalties.

16 4. If the articles of association of a professional association  
17 have been revoked pursuant to the provisions of this chapter and  
18 have remained revoked for 10 consecutive years, the articles must  
19 not be reinstated.

20 **Sec. 73.** NRS 92A.190 is hereby amended to read as follows:

21 92A.190 1. One or more foreign entities may merge or enter  
22 into an exchange of owner's interests with one or more domestic  
23 entities if:

24 (a) In a merger, the merger is permitted by the law of the  
25 jurisdiction under whose law each foreign entity is organized and  
26 governed and each foreign entity complies with that law in effecting  
27 the merger;

28 (b) In an exchange, the entity whose owner's interests will be  
29 acquired is a domestic entity, whether or not an exchange of  
30 owner's interests is permitted by the law of the jurisdiction under  
31 whose law the acquiring entity is organized;

32 (c) The foreign entity complies with NRS 92A.200 to 92A.240,  
33 inclusive, if it is the surviving entity in the merger or acquiring  
34 entity in the exchange and sets forth in the articles of merger or  
35 exchange its address where copies of process may be sent by the  
36 Secretary of State; and

37 (d) Each domestic entity complies with the applicable provisions  
38 of NRS 92A.100 to 92A.180, inclusive, and, if it is the surviving  
39 entity in the merger or acquiring entity in the exchange, with NRS  
40 92A.200 to 92A.240, inclusive.

41 2. When the merger or exchange takes effect, the surviving  
42 foreign entity in a merger and the acquiring foreign entity in an  
43 exchange shall be deemed:

44 (a) To appoint the Secretary of State as its agent for service of  
45 process in a proceeding to enforce any obligation or the rights of



1 dissenting owners of each domestic entity that was a party to the  
2 merger or exchange. Service of such process must be made by  
3 personally delivering to and leaving with the Secretary of State  
4 duplicate copies of the process and the payment of a fee of ~~[\$50]~~  
5 **\$100** for accepting and transmitting the process. The Secretary of  
6 State shall forthwith send by registered or certified mail one of the  
7 copies to the surviving or acquiring entity at its specified address,  
8 unless the surviving or acquiring entity has designated in writing to  
9 the Secretary of State a different address for that purpose, in which  
10 case it must be mailed to the last address so designated.

11 (b) To agree that it will promptly pay to the dissenting owners of  
12 each domestic entity that is a party to the merger or exchange the  
13 amount, if any, to which they are entitled under or created pursuant  
14 to NRS 92A.300 to 92A.500, inclusive.

15 3. This section does not limit the power of a foreign entity to  
16 acquire all or part of the owner's interests of one or more classes or  
17 series of a domestic entity through a voluntary exchange or  
18 otherwise.

19 **Sec. 74.** NRS 92A.195 is hereby amended to read as follows:

20 92A.195 1. One foreign entity or foreign general partnership  
21 may convert into one domestic entity if:

22 (a) The conversion is permitted by the law of the jurisdiction  
23 governing the foreign entity or foreign general partnership and the  
24 foreign entity or foreign general partnership complies with that law  
25 in effecting the conversion;

26 (b) The foreign entity or foreign general partnership complies  
27 with the applicable provisions of NRS 92A.205 and, if it is the  
28 resulting entity in the conversion, with NRS 92A.210 to 92A.240,  
29 inclusive; and

30 (c) The domestic entity complies with the applicable provisions  
31 of NRS 92A.105, 92A.120, 92A.135, 92A.140 and 92A.165 and, if  
32 it is the resulting entity in the conversion, with NRS 92A.205 to  
33 92A.240, inclusive.

34 2. When the conversion takes effect, the resulting foreign entity  
35 in a conversion shall be deemed to have appointed the Secretary of  
36 State as its agent for service of process in a proceeding to enforce  
37 any obligation. Service of process must be made personally by  
38 delivering to and leaving with the Secretary of State duplicate  
39 copies of the process and the payment of a fee of ~~[\$25]~~ **\$100** for  
40 accepting and transmitting the process. The Secretary of State shall  
41 send one of the copies of the process by registered or certified mail  
42 to the resulting entity at its specified address, unless the resulting  
43 entity has designated in writing to the Secretary of State a different  
44 address for that purpose, in which case it must be mailed to the last  
45 address so designated.



1       **Sec. 75.** NRS 92A.210 is hereby amended to read as follows:

2       92A.210 1. Except as otherwise provided in this section, the  
3 fee for filing articles of merger, articles of conversion, articles of  
4 exchange, articles of domestication or articles of termination is  
5 ~~[\$325.]~~ **\$350.** The fee for filing the constituent documents of a  
6 domestic resulting entity is the fee for filing the constituent  
7 documents determined by the chapter of NRS governing the  
8 particular domestic resulting entity.

9       2. The fee for filing articles of merger of two or more domestic  
10 corporations is the difference between the fee computed at the rates  
11 specified in NRS 78.760 upon the aggregate authorized stock of the  
12 corporation created by the merger and the fee computed upon the  
13 aggregate amount of the total authorized stock of the constituent  
14 corporation.

15       3. The fee for filing articles of merger of one or more domestic  
16 corporations with one or more foreign corporations is the difference  
17 between the fee computed at the rates specified in NRS 78.760 upon  
18 the aggregate authorized stock of the corporation created by the  
19 merger and the fee computed upon the aggregate amount of the total  
20 authorized stock of the constituent corporations which have paid the  
21 fees required by NRS 78.760 and 80.050.

22       4. The fee for filing articles of merger of two or more domestic  
23 or foreign corporations must not be less than ~~[\$325.]~~ **\$350.** The  
24 amount paid pursuant to subsection 3 must not exceed \$25,000.

25       **Sec. 76.** NRS 14.020 is hereby amended to read as follows:

26       14.020 1. Every corporation, limited-liability company,  
27 limited-liability partnership, limited partnership, *limited-liability*  
28 *limited partnership*, business trust and municipal corporation  
29 created and existing under the laws of any other state, territory, or  
30 foreign government, or the Government of the United States, doing  
31 business in this state shall appoint and keep in this state a resident  
32 agent who resides or is located in this state, upon whom all legal  
33 process and any demand or notice authorized by law to be served  
34 upon it may be served in the manner provided in subsection 2. The  
35 corporation, limited-liability company, limited-liability partnership,  
36 limited partnership, *limited-liability limited partnership*, business  
37 trust or municipal corporation shall file with the Secretary of State a  
38 certificate of acceptance of appointment signed by its resident agent.  
39 The certificate must set forth the full name and address of the  
40 resident agent. ~~[The]~~ *A certificate of change of resident agent* must  
41 be ~~[renewed]~~ *filed* in the manner provided in title 7 of NRS  
42 ~~[whenever a change is made in the appointment or a vacancy occurs~~  
43 ~~in the agency.]~~ *if the corporation, limited-liability company,*  
44 *limited-liability partnership, limited partnership, limited-liability*  
45 *limited partnership, business trust or municipal corporation*



\* A B 4 3 9 \*

1 *desires to change its resident agent. For the purposes of this*  
2 *subsection, if the resident agent is a corporation, limited-liability*  
3 *company, limited-liability partnership, limited partnership,*  
4 *limited-liability limited partnership or business trust and the name*  
5 *of the resident agent is changed as a result of a merger,*  
6 *conversion, exchange, sale, reorganization or amendment, the*  
7 *corporation, limited-liability company, limited-liability*  
8 *partnership, limited partnership, limited-liability limited*  
9 *partnership, business trust or municipal corporation is not*  
10 *required to file a certificate of change of resident agent in the*  
11 *manner provided in title 7 of NRS.*

12 2. All legal process and any demand or notice authorized by  
13 law to be served upon the foreign corporation, limited-liability  
14 company, limited-liability partnership, limited partnership, *limited-*  
15 *liability limited partnership*, business trust or municipal corporation  
16 may be served upon the resident agent personally or by leaving a  
17 true copy thereof with a person of suitable age and discretion at the  
18 address shown on the current certificate of acceptance filed with the  
19 Secretary of State.

20 3. Subsection 2 provides an additional mode and manner of  
21 serving process, demand or notice and does not affect the validity of  
22 any other service authorized by law.

23 **Sec. 77.** NRS 104.9525 is hereby amended to read as follows:

24 104.9525 1. Except as otherwise provided in subsection 5,  
25 the fee for filing and indexing a record under this part, other than an  
26 initial financing statement of the kind described in subsection 2 of  
27 NRS 104.9502, is:

28 (a) ~~{Twenty}~~ *Forty* dollars if the record is communicated in  
29 writing and consists of one or two pages;

30 (b) ~~{Forty}~~ *Sixty* dollars if the record is communicated in writing  
31 and consists of more than two pages, and ~~[\$1]~~ *\$2* for each page over  
32 20 pages;

33 (c) ~~{Ten}~~ *Twenty* dollars if the record is communicated by  
34 another medium authorized by filing-office rule; and

35 (d) ~~{One-dollar}~~ *Two dollars* for each additional debtor, trade  
36 name or reference to another name under which business is done.

37 2. The filing officer may charge and collect ~~[\$1]~~ *\$2* for each  
38 page of copy or record of filings produced by him at the request of  
39 any person.

40 3. Except as otherwise provided in subsection 5, the fee for  
41 filing and indexing an initial financing statement of the kind  
42 described in subsection 3 of NRS 104.9502 is:

43 (a) ~~{Forty}~~ *Sixty* dollars if the financing statement indicates that  
44 it is filed in connection with a public-finance transaction; and



1 (b) ~~Twenty~~ *Forty* dollars if the financing statement indicates  
2 that it is filed in connection with a manufactured-home transaction.

3 4. The fee for responding to a request for information from the  
4 filing office, including for issuing a certificate showing whether  
5 there is on file any financing statement naming a particular debtor,  
6 is:

7 (a) ~~Twenty~~ *Forty* dollars if the request is communicated in  
8 writing; and

9 (b) ~~Fifteen~~ *Twenty* dollars if the request is communicated by  
10 another medium authorized by filing-office rule.

11 5. This section does not require a fee with respect to a  
12 mortgage that is effective as a financing statement filed as a fixture  
13 filing or as a financing statement covering as-extracted collateral or  
14 timber to be cut under subsection 3 of NRS 104.9502. However, the  
15 fees for recording and satisfaction which otherwise would be  
16 applicable to the mortgage apply.

17 **Sec. 78.** NRS 105.070 is hereby amended to read as follows:

18 105.070 1. The Secretary of State or county recorder shall  
19 mark any security instrument and any statement of change, merger  
20 or consolidation presented for filing with the day and hour of filing  
21 and the file number assigned to it. This mark is, in the absence of  
22 other evidence, conclusive proof of the time and fact of presentation  
23 for filing.

24 2. The Secretary of State or county recorder shall retain and  
25 file all security instruments and statements of change, merger or  
26 consolidation presented for filing.

27 3. The uniform fee for filing and indexing a security  
28 instrument, or a supplement or amendment thereto, and a statement  
29 of change, merger or consolidation, and for stamping a copy of  
30 those documents furnished by the secured party or the public utility,  
31 to show the date and place of filing is ~~\$15~~ *\$40* if the document is  
32 in the standard form prescribed by the Secretary of State and  
33 otherwise is ~~\$20, plus \$1~~ *\$50, plus \$2* for each additional debtor or  
34 trade name.

35 **Sec. 79.** NRS 105.080 is hereby amended to read as follows:

36 105.080 Upon the request of any person, the Secretary of State  
37 shall issue his certificate showing whether there is on file on the  
38 date and hour stated therein, any presently effective security  
39 instrument naming a particular public utility, and if there is, giving  
40 the date and hour of filing of the instrument and the names and  
41 addresses of each secured party. The uniform fee for such a  
42 certificate is ~~\$15~~ *\$40* if the request for the certificate is in the  
43 standard form prescribed by the Secretary of State and otherwise is  
44 ~~\$20~~ *\$50*. Upon request the Secretary of State or a county recorder



1 shall furnish a copy of any filed security instrument upon payment  
2 of the statutory fee for copies.

3 **Sec. 80.** NRS 225.140 is hereby amended to read as follows:

4 225.140 1. Except as otherwise provided in subsection 2, in  
5 addition to other fees authorized by law, the Secretary of State shall  
6 charge and collect the following fees:

7	
8	For a copy of any law, joint resolution,
9	transcript of record, or other paper on
10	file or of record in his office, other than
11	a document required to be filed pursuant
12	to title 24 of NRS, per page ..... <del>[\$1.00]</del> \$ 2
13	For a copy of any document required to
14	be filed pursuant to title 24 of NRS, per
15	page ..... <del>\$.50]</del> 1
16	For certifying to any such copy and use
17	of the State Seal, for each impression ..... <del>[\$10.00]</del> 20
18	For each passport or other document
19	signed by the Governor and attested by
20	the Secretary of State ..... <del>[\$10.00]</del> 20
21	For a negotiable instrument returned
22	unpaid..... <del>[\$10.00]</del> 20
23	

24 2. The Secretary of State:

25 (a) Shall charge a reasonable fee for searching records and  
26 documents kept in his office.

27 (b) May charge or collect any filing or other fees for services  
28 rendered by him to the State of Nevada, any local governmental  
29 agency or agency of the Federal Government, or any officer thereof  
30 in his official capacity or respecting his office or official duties.

31 (c) May not charge or collect a filing or other fee for:

32 (1) Attesting extradition papers or executive warrants for  
33 other states.

34 (2) Any commission or appointment issued or made by the  
35 Governor, either for the use of the State Seal or otherwise.

36 (d) May charge a reasonable fee, not to exceed:

37 (1) Five hundred dollars, for providing service within 2 hours  
38 after the time the service is requested; and

39 (2) One hundred *twenty-five* dollars, for providing any other  
40 special service, including, but not limited to, providing service more  
41 than 2 hours but within 24 hours after the time the service is  
42 requested, accepting documents filed by facsimile machine and  
43 other use of new technology.

44 (e) Shall charge a fee, not to exceed the actual cost to the  
45 Secretary of State, for providing:





1 (1) A copy of any record kept in his office that is stored on a  
2 computer or on microfilm if the copy is provided on a tape, disc or  
3 other medium used for the storage of information by a computer or  
4 on duplicate film.

5 (2) Access to his computer database on which records are  
6 stored.

7 3. From each fee collected pursuant to paragraph (d) of  
8 subsection 2:

9 (a) The entire amount or \$50, whichever is less, of the fee  
10 collected pursuant to subparagraph (1) of that paragraph and half of  
11 the fee collected pursuant to subparagraph (2) of that paragraph  
12 must be deposited with the State Treasurer for credit to the Account  
13 for Special Services of the Secretary of State in the State General  
14 Fund. Any amount remaining in the Account at the end of a fiscal  
15 year in excess of \$2,000,000 must be transferred to the State  
16 General Fund. Money in the Account may be transferred to the  
17 Secretary of State's operating general fund budget account and must  
18 only be used to create and maintain the capability of the Office of  
19 the Secretary of State to provide special services, including, but not  
20 limited to, providing service:

- 21 (1) On the day it is requested or within 24 hours; or  
22 (2) Necessary to increase or maintain the efficiency of the  
23 Office.

24 Any transfer of money from the Account for expenditure by the  
25 Secretary of State must be approved by the Interim Finance  
26 Committee.

27 (b) After deducting the amount required pursuant to paragraph  
28 (a), the remainder must be deposited with the State Treasurer for  
29 credit to the State General Fund.

30 **Sec. 81.** Chapter 364A of NRS is hereby amended by adding  
31 thereto a new section to read as follows:

32 *1. If the Department has reasonable cause to believe that any*  
33 *person has failed to comply with the provisions of NRS 364A.130,*  
34 *the Department may issue an order directed to the person to show*  
35 *cause why the Department should not order the person to cease*  
36 *and desist from conducting a business in this state. The order must*  
37 *contain a statement of the charges and a notice of a hearing to be*  
38 *held thereon. The order must be served upon the person directly or*  
39 *by certified or registered mail, return receipt requested.*

40 *2. If, after conducting a hearing pursuant to the provisions of*  
41 *subsection 1, the Department determines that the person has failed*  
42 *to comply with the provisions of NRS 364A.130 or if the person*  
43 *fails to appear for the hearing after being properly served with the*  
44 *statement of charges and notice of hearing, the Department may*  
45 *make a written report of his findings of fact concerning the*



1 violation and cause to be served a copy thereof upon the person at  
2 the hearing. If the Department determines in the report that such  
3 failure has occurred, the Department may order the violator to:

4 (a) Cease and desist from conducting a business in this state;  
5 and

6 (b) Pay the costs of reporting services, fees for experts and  
7 other witnesses, charges for the rental of a hearing room if such a  
8 room is not available to the Department free of charge, charges  
9 for providing an independent hearing officer, if any, and charges  
10 incurred for any service of process, if the violator is adjudicated to  
11 have failed to comply with the provisions of  
12 NRS 364A.130.

13 The order must be served upon the person directly or by certified  
14 or registered mail, return receipt requested. The order becomes  
15 effective upon service in the manner provided in this subsection.

16 3. Any person whose pecuniary interests are directly and  
17 immediately affected by an order issued pursuant to subsection 2  
18 or who is aggrieved by the order may petition for judicial review in  
19 the manner provided in chapter 233B of NRS. Such a petition  
20 must be filed within 30 days after the service of the order. The  
21 order becomes final upon the filing of the petition.

22 4. If a person fails to comply with any provision of an order  
23 issued pursuant to subsection 2, the Department may, through the  
24 Attorney General, at any time after 30 days after the service of the  
25 order, cause an action to be instituted in the district court of  
26 the county wherein the person resides or has his principal place of  
27 business requesting the court to enforce the provisions of the order  
28 or to provide any other appropriate injunctive relief.

29 5. If the court finds that:

30 (a) There has been a failure to comply with the provisions of  
31 NRS 364A.130;

32 (b) The proceedings by the Department concerning the written  
33 report and any order issued pursuant to subsection 3 are in the  
34 interest of the public; and

35 (c) The findings of the Department are supported by the weight  
36 of the evidence,  
37 the court shall issue an order enforcing the provisions of the order  
38 of the Department.

39 6. An order issued pursuant to subsection 5 may include:

40 (a) A provision requiring the payment to the Department of a  
41 penalty of not more than \$5,000 for each act amounting to a  
42 failure to comply with the Department's order; or

43 (b) Such injunctive or other equitable or extraordinary relief  
44 as is determined appropriate by the court.



1       **7. Any aggrieved party may appeal from the final judgment,**  
2 **order or decree of the court in a like manner as provided for**  
3 **appeals in civil cases.**

4       **Sec. 82.** NRS 364A.130 is hereby amended to read as follows:  
5       364A.130 1. Except as otherwise provided in subsection 6, a  
6 person shall not conduct a business in this state unless he has a  
7 business license issued by the Department.

8       2. The application for a business license must:  
9       (a) Be made upon a form prescribed by the Department;  
10       (b) Set forth the name under which the applicant transacts or  
11 intends to transact business and the location of his place or places of  
12 business;

13       (c) Declare the estimated number of employees for the previous  
14 calendar quarter;

15       (d) Be accompanied by a fee of ~~[\$25;]~~ **\$50**; and  
16       (e) Include any other information that the Department deems  
17 necessary.

18       3. The application must be signed by:

19       (a) The owner, if the business is owned by a natural person;

20       (b) A member or partner, if the business is owned by an  
21 association or partnership; or

22       (c) An officer or some other person specifically authorized to  
23 sign the application, if the business is owned by a corporation.

24       4. If the application is signed pursuant to paragraph (c) of  
25 subsection 3, written evidence of the signer's authority must be  
26 attached to the application.

27       5. **A person who has been issued a business license by the**  
28 **Department shall submit a fee of \$50 to the Department on or**  
29 **before the last day of the month in which the anniversary date of**  
30 **issuance of the business license occurs in each year, unless the**  
31 **person submits a written statement to the Department, at least 10**  
32 **days before the anniversary date, indicating that the person will**  
33 **not be conducting business in this state after the anniversary date.**  
34 **A person who fails to submit the annual fee required pursuant to**  
35 **this subsection in a timely manner shall pay a penalty in the**  
36 **amount of \$75 in addition to the annual fee.**

37       6. For the purposes of this chapter, a person shall be deemed to  
38 conduct a business in this state if a business for which the person is  
39 responsible:

40       (a) Is incorporated pursuant to chapter 78 or 78A of NRS;

41       (b) Has an office or other base of operations in this state; or

42       (c) Pays wages or other remuneration to a natural person who  
43 performs in this state any of the duties for which he is paid.



1 ~~[6.]~~ 7. A person who takes part in a trade show or convention  
2 held in this state for a purpose related to the conduct of a business is  
3 not required to obtain a business license specifically for that event.  
4 **Sec. 83.** NRS 680A.230 is hereby amended to read as follows:  
5 680A.230 The general corporation laws of this state do not  
6 apply to foreign insurers holding certificates of authority to transact  
7 insurance in this state . ~~[, except as otherwise provided in~~  
8 ~~NRS 80.190.]~~  
9 **Sec. 84.** NRS 80.190 is hereby repealed.

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**TEXT OF REPEALED SECTION**

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**80.190 Publication of annual statement; recovery of penalty.**

1. Except as otherwise provided in subsection 2, each foreign corporation doing business in this state shall, not later than the month of March in each year, publish a statement of its last calendar year's business in two numbers or issues of a newspaper published in this state.

2. If the corporation keeps its records on the basis of a fiscal year other than the calendar, the statement required by subsection 1 must be published not later than the end of the third month following the close of each fiscal year.

3. A corporation which neglects or refuses to publish a statement as required by this section is liable to a penalty of \$100 for each month that the statement remains unpublished.

4. Any district attorney in the State or the Attorney General may sue to recover the penalty. The first county suing through its district attorney shall recover the penalty, and if no suit is brought for the penalty by any district attorney, the State may recover through the Attorney General.

