

ASSEMBLY BILL NO. 536—COMMITTEE ON JUDICIARY

(ON BEHALF OF THE SECRETARY OF STATE)

MARCH 24, 2003

Referred to Committee on Judiciary

SUMMARY—Makes various changes to filing requirements for business entities. (BDR 7-454)

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.

AN ACT relating to business associations; making various changes to the filing requirements for business entities; providing for the implementation, modification and standardization of certain filing requirements for 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.** Chapter 78 of NRS is hereby amended by adding
2 thereto a new section to read as follows:
3 ***1. Each document filed with the Secretary of State pursuant***
4 ***to this chapter must be on or accompanied by a form prescribed by***
5 ***the Secretary of State.***
6 ***2. The Secretary of State may refuse to file a document which***
7 ***does not comply with subsection 1 or which does not contain all of***
8 ***the information required by statute for filing the document.***
9 ***3. If the information provided on the form prescribed by the***
10 ***Secretary of State conflicts with any information provided on an***
11 ***accompanying document that is being filed with the Secretary of***
12 ***State, the Secretary of State may:***
13 ***(a) File the document, in which case the information on the***
14 ***document controls; or***
15 ***(b) Refuse to file the document.***



1 **4. The Secretary of State may by regulation provide for the**
2 **electronic filing of documents with the Office of the Secretary of**
3 **State.**

4 **Sec. 2.** NRS 78.027 is hereby amended to read as follows:
5 78.027 The Secretary of State may microfilm *or image* any
6 document which is filed in his office by a corporation pursuant to
7 this chapter and may return the original document to the
8 corporation.

9 **Sec. 3.** NRS 78.0295 is hereby amended to read as follows:
10 78.0295 1. A corporation may correct a document filed by
11 the Secretary of State with respect to the corporation if the
12 document contains an inaccurate record of a corporate action
13 described in the document or was defectively executed, attested,
14 sealed, verified or acknowledged.

15 2. To correct a document, the corporation ~~shall:~~ **must:**
16 (a) Prepare a certificate of correction which:
17 (1) States the name of the corporation;
18 (2) Describes the document, including, without limitation, its
19 filing date;
20 (3) Specifies the inaccuracy or defect;
21 (4) Sets forth the inaccurate or defective portion of the
22 document in an accurate or corrected form; and
23 (5) Is signed by an officer of the corporation ~~+~~ **or, if no**
24 **stock has been issued by the corporation, by the incorporator or a**
25 **director of the corporation.**

26 (b) Deliver the certificate to the Secretary of State for filing.
27 (c) Pay a filing fee of \$150 to the Secretary of State.

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

32 **Sec. 4.** NRS 78.035 is hereby amended to read as follows:
33 78.035 The articles of incorporation must set forth:

34 1. The name of the corporation. A name appearing to be that of
35 a natural person and containing a given name or initials must not be
36 used as a corporate name except with an additional word or words
37 such as "Incorporated," "Limited," "Inc.," "Ltd.," "Company,"
38 "Co.," "Corporation," "Corp.," or other word which identifies it as
39 not being a natural person.

40 2. The name of the person designated as the corporation's
41 resident agent, the street address of the resident agent where process
42 may be served upon the corporation, and the mailing address of the
43 resident agent if different from the street address.

44 3. The number of shares the corporation is authorized to issue
45 and, if more than one class or series of stock is authorized, the



1 classes, the series and the number of shares of each class or series
2 which the corporation is authorized to issue, unless the articles
3 authorize the board of directors to fix and determine in a resolution
4 the classes, series and numbers of each class or series as provided in
5 NRS 78.195 and 78.196.

6 4. The ~~{number,}~~ names and ~~{post office box or street}~~
7 addresses, either residence or business, of the first board of directors
8 or trustees, together with any desired provisions relative to the right
9 to change the number of directors as provided in NRS 78.115.

10 5. The name and ~~{post office box or street}~~ address, either
11 residence or business , of each of the incorporators executing the
12 articles of incorporation.

13 **Sec. 5.** NRS 78.045 is hereby amended to read as follows:

14 78.045 1. The Secretary of State shall not accept for filing
15 any articles of incorporation or any certificate of amendment of
16 articles of incorporation of any corporation formed pursuant to the
17 laws of this state which provides that the name of the corporation
18 contains the word "bank" or "trust," unless:

19 (a) It appears from the articles or the certificate of amendment
20 that the corporation proposes to carry on business as a banking or
21 trust company, exclusively or in connection with its business as a
22 bank or savings and loan association; and

23 (b) The articles or certificate of amendment is first approved by
24 the Commissioner of Financial Institutions.

25 2. The Secretary of State shall not accept for filing any articles
26 of incorporation or any certificate of amendment of articles of
27 incorporation of any corporation formed pursuant to the provisions
28 of this chapter if it appears from the articles or the certificate of
29 amendment that the business to be carried on by the corporation is
30 subject to supervision by the Commissioner of Insurance or by the
31 Commissioner of Financial Institutions, unless the articles or
32 certificate of amendment is approved by the Commissioner who will
33 supervise the business of the corporation.

34 3. Except as otherwise provided in subsection ~~{5,}~~ 6, the
35 Secretary of State shall not accept for filing any articles of
36 incorporation or any certificate ~~{or}~~ of amendment of articles of
37 incorporation of any corporation formed pursuant to the laws of this
38 state if the name of the corporation contains the words "engineer,"
39 "engineered," "engineering," "professional engineer," "registered
40 engineer" or "licensed engineer" unless:

41 (a) The State Board of Professional Engineers and Land
42 Surveyors certifies that the principals of the corporation are licensed
43 to practice engineering pursuant to the laws of this state; or



1 (b) The State Board of Professional Engineers and Land
2 Surveyors certifies that the corporation is exempt from the
3 prohibitions of NRS 625.520.

4 4. The Secretary of State shall not accept for filing any articles
5 of incorporation or any certificate of amendment of articles of
6 incorporation of any corporation formed pursuant to the laws of this
7 state which provides that the name of the corporation contains the
8 words "accountant," "accounting," "accountancy," "auditor" or
9 "auditing" unless the Nevada State Board of Accountancy certifies
10 that the corporation:

11 (a) Is registered pursuant to the provisions of chapter 628 of
12 NRS; or

13 (b) Has filed with the *Nevada* State Board of Accountancy
14 under penalty of perjury a written statement that the corporation is
15 not engaged in the practice of accounting and is not offering to
16 practice accounting in this state.

17 5. *The Secretary of State shall not accept for filing any*
18 *articles of incorporation or any certificate of amendment of*
19 *articles of incorporation of any corporation formed or existing*
20 *pursuant to the laws of this state which provides that the name of*
21 *the corporation contains the words "unit-owners' association" or*
22 *"homeowners' association" or if it appears in the articles of*
23 *incorporation or certificate of amendment that the purpose of the*
24 *corporation is to operate as a unit-owners' association pursuant to*
25 *chapter 116 of NRS unless the Administrator of the Real Estate*
26 *Division of the Department of Business and Industry certifies that*
27 *the corporation has:*

28 (a) *Registered with the Ombudsman for Owners in Common-*
29 *Interest Communities pursuant to NRS 116.31158; and*

30 (b) *Paid to the Administrator of the Real Estate Division the*
31 *fees required pursuant to NRS 116.31155.*

32 6. The provisions of subsection 3 do not apply to any
33 corporation, whose securities are publicly traded and regulated by
34 the Securities Exchange Act of 1934, which does not engage in the
35 practice of professional engineering.

36 ~~6.~~ 7. The Commissioner of Financial Institutions and the
37 Commissioner of Insurance may approve or disapprove the articles
38 or amendments referred to them pursuant to the provisions of this
39 section.

40 **Sec. 6.** NRS 78.150 is hereby amended to read as follows:

41 78.150 1. A corporation organized pursuant to the laws of
42 this state shall, on or before the ~~first~~ *last* day of the ~~second~~ *first*
43 month after the filing of its articles of incorporation with the
44 Secretary of State, file with the Secretary of State a list, on a form
45 furnished by him, containing:



- 1 (a) The name of the corporation;
- 2 (b) The file number of the corporation, if known;
- 3 (c) The names and titles of the president, secretary ~~{}~~ *and*
- 4 treasurer, *or the equivalent thereof*, and of all the directors of the
- 5 corporation;
- 6 (d) The ~~{mailing or street}~~ address, either residence or business,
- 7 of each officer and director listed, following the name of the officer
- 8 or director;
- 9 (e) The name and street address of the resident agent of the
- 10 corporation; and
- 11 (f) The signature of an officer of the corporation certifying that
- 12 the list is true, complete and accurate.
- 13 2. The corporation shall annually thereafter, on or before the
- 14 last day of the month in which the anniversary date of incorporation
- 15 occurs in each year, file with the Secretary of State, on a form
- 16 furnished by him, an annual list containing all of the information
- 17 required in subsection 1.
- 18 3. Each list required by subsection 1 or 2 must be accompanied
- 19 by a declaration under penalty of perjury that the corporation ~~{has}~~ :
- 20 (a) *Has* complied with the provisions of chapter 364A of NRS
- 21 ~~{}~~; *and*
- 22 (b) *Acknowledges that pursuant to NRS 239.330 it is a*
- 23 *category C felony to knowingly offer any false or forged*
- 24 *instrument for filing with the Office of the Secretary of State.*
- 25 4. Upon filing the list required by:
- 26 (a) Subsection 1, the corporation shall pay to the Secretary of
- 27 State a fee of \$165.
- 28 (b) Subsection 2, the corporation shall pay to the Secretary of
- 29 State a fee of \$85.
- 30 5. The Secretary of State shall, 60 days before the last day for
- 31 filing each annual list required by subsection 2, cause to be mailed
- 32 to each corporation which is required to comply with the provisions
- 33 of NRS 78.150 to 78.185, inclusive, and which has not become
- 34 delinquent, a notice of the fee due pursuant to subsection 4 and a
- 35 reminder to file the annual list required by subsection 2. Failure of
- 36 any corporation to receive a notice or form does not excuse it from
- 37 the penalty imposed by law.
- 38 6. If the list to be filed pursuant to the provisions of subsection
- 39 1 or 2 is defective in any respect or the fee required by subsection 4
- 40 ~~{or-8}~~ is not paid, the Secretary of State may return the list for
- 41 correction or payment.
- 42 7. An annual list for a corporation not in default which is
- 43 received by the Secretary of State more than ~~{60}~~ *90* days before its
- 44 due date shall be deemed an amended list for the previous year and
- 45 must be accompanied by a fee of \$85 for filing. A payment



1 submitted pursuant to this subsection does not satisfy the
2 requirements of subsection 2 for the year to which the due date is
3 applicable.

4 ~~[8. If the corporation is an association as defined in NRS
5 116.110315, the Secretary of State shall not accept the filing
6 required by this section unless it is accompanied by evidence of the
7 payment of the fee required to be paid pursuant to NRS 116.31155
8 that is provided to the association pursuant to subsection 4 of that
9 section.]~~

10 **Sec. 7.** NRS 78.155 is hereby amended to read as follows:

11 78.155 If a corporation has filed the initial or annual list in
12 compliance with NRS 78.150 and has paid the appropriate fee for
13 the filing, the *cancelled* check *or other proof of payment* received
14 by the corporation constitutes a certificate authorizing it to transact
15 its business within this state until the last day of the month in which
16 the anniversary of its incorporation occurs in the next succeeding
17 calendar year. ~~[If the corporation desires a formal certificate upon its
18 payment of the initial or annual fee, its payment must be
19 accompanied by a self-addressed, stamped envelope.]~~

20 **Sec. 8.** NRS 78.165 is hereby amended to read as follows:

21 78.165 1. ~~[Every]~~ *Each* list required to be filed under the
22 provisions of NRS 78.150 to 78.185, inclusive, must, after the name
23 of each officer and director listed thereon, set forth the ~~[post-office
24 box or street]~~ address, either residence or business, of each officer
25 and director.

26 2. If the addresses are not stated for each person on any list
27 offered for filing, the Secretary of State may refuse to file the list,
28 and the corporation for which the list has been offered for filing is
29 subject to all the provisions of NRS 78.150 to 78.185, inclusive,
30 relating to failure to file the list within or at the times therein
31 specified, unless a list is subsequently submitted for filing which
32 conforms to the provisions of NRS 78.150 to 78.185, inclusive.

33 **Sec. 9.** NRS 78.170 is hereby amended to read as follows:

34 78.170 1. Each corporation required to make a filing and pay
35 the fee prescribed in NRS 78.150 to 78.185, inclusive, which refuses
36 or neglects to do so within the time provided shall be deemed in
37 default.

38 2. *If a corporation that is a unit-owners' association as
39 defined in NRS 116.110315 fails to register pursuant to NRS
40 116.31158 or fails to pay the fees pursuant to NRS 116.31155, the
41 corporation shall be deemed in default. Upon notification from the
42 Administrator of the Real Estate Division of the Department of
43 Business and Industry that the corporation has registered
44 pursuant to NRS 116.31158 and paid the fees pursuant to NRS
45 116.31155, the Secretary of State shall reinstate the corporation if*



1 *the corporation complies with the requirements for reinstatement*
2 *as provided in this section and NRS 78.150 to 78.185, inclusive.*

3 3. For default there must be added to the amount of the fee a
4 penalty of \$50. The fee and penalty must be collected as provided in
5 this chapter.

6 **Sec. 10.** NRS 78.175 is hereby amended to read as follows:

7 78.175 1. The Secretary of State shall notify, by ~~letter~~
8 ~~addressed~~ *providing written notice* to its resident agent, each
9 corporation deemed in default pursuant to NRS 78.170. The *written*
10 notice ~~must be accompanied by~~ :

11 (a) *Must include* a statement indicating the amount of the filing
12 fee, penalties *incurred* and costs remaining unpaid.

13 (b) *At the request of the resident agent, may be provided*
14 *electronically.*

15 2. ~~On the first day of the first anniversary of the month~~
16 ~~following the month in which the filing was required, the charter of~~
17 ~~the corporation is revoked and its right to transact business is~~
18 ~~forfeited.~~

19 ~~3. The~~ *Immediately after the last day of the month in which*
20 *the anniversary date of incorporation occurs, the* Secretary of State
21 shall compile a complete list containing the names of all
22 corporations whose right to ~~do~~ *transact* business has been
23 forfeited.

24 3. The Secretary of State shall forthwith notify, by ~~letter~~
25 ~~addressed~~ *providing written notice* to its resident agent, each ~~such~~
26 corporation *specified in subsection 2* of the forfeiture of its charter.
27 The *written* notice ~~must be accompanied by~~ :

28 (a) *Must include* a statement indicating the amount of the filing
29 fee, penalties *incurred* and costs remaining unpaid.

30 (b) *At the request of the resident agent, may be provided*
31 *electronically.*

32 4. If the charter of a corporation is revoked and the right to
33 transact business is forfeited as provided in subsection 2, all of the
34 property and assets of the defaulting domestic corporation must be
35 held in trust by the directors of the corporation as for insolvent
36 corporations, and the same proceedings may be had with respect
37 thereto as are applicable to insolvent corporations. Any person
38 interested may institute proceedings at any time after a forfeiture has
39 been declared, but if the Secretary of State reinstates the charter, the
40 proceedings must at once be dismissed and all property restored to
41 the officers of the corporation.

42 5. Where the assets are distributed, they must be applied in the
43 following manner:

44 (a) To the payment of the filing fee, penalties *incurred* and costs
45 due ~~to~~ the State;



1 (b) To the payment of the creditors of the corporation; and
2 (c) Any balance remaining , to distribution among the
3 stockholders.

4 **Sec. 11.** NRS 78.180 is hereby amended to read as follows:

5 78.180 1. Except as otherwise provided in subsections 3 and
6 4, the Secretary of State shall reinstate a corporation which has
7 forfeited *or which forfeits* its right to transact business pursuant to
8 the provisions of this chapter and *shall* restore to the corporation its
9 right to carry on business in this state, and to exercise its corporate
10 privileges and immunities, if it:

11 (a) Files with the Secretary of State the list required by NRS
12 78.150; and

13 (b) Pays to the Secretary of State:

14 (1) The filing fee and penalty set forth in NRS 78.150 and
15 78.170 for each year or portion thereof during which it failed to file
16 each required annual list in a timely manner; ~~and~~

17 (2) A fee of \$200 for reinstatement ~~;~~ *and*

18 (3) *Any applicable fee pursuant to NRS 78.785.*

19 2. When the Secretary of State reinstates the corporation, he
20 shall ~~:~~

21 ~~—(a) Immediately issue and deliver to the corporation a certificate~~
22 ~~of reinstatement authorizing it to transact business as if the filing fee~~
23 ~~or fees had been paid when due; and~~

24 ~~—(b) Upon demand,~~ issue to the corporation ~~{one or more~~
25 ~~certified copies of the}~~ *a* certificate of reinstatement.

26 3. The Secretary of State shall not order a reinstatement unless
27 all delinquent fees and penalties have been paid, and the revocation
28 of the charter occurred only by reason of failure to pay the fees and
29 penalties.

30 4. If a corporate charter has been revoked pursuant to the
31 provisions of this chapter and has remained revoked for a period of
32 5 consecutive years, the charter must not be reinstated.

33 **Sec. 12.** NRS 78.403 is hereby amended to read as follows:

34 78.403 1. A corporation may restate, or amend and restate, in
35 a single certificate the entire text of its articles of incorporation as
36 amended by filing with the Secretary of State a certificate ~~{signed by~~
37 ~~an officer of the corporation which must set forth the articles as~~
38 ~~amended to the date of the certificate.}~~ *in the manner provided in*
39 *this section.* If the certificate alters or amends the articles in any
40 manner, it must comply with the provisions of NRS 78.380, 78.385
41 and 78.390, as applicable, and must be accompanied by:

42 (a) A resolution; or

43 (b) A form prescribed by the Secretary of State,
44 setting forth which provisions of the articles of incorporation on file
45 with the Secretary of State are being altered or amended.



1 2. If the certificate does not alter or amend the articles, it must
2 be signed by an officer of the corporation and state that he has been
3 authorized to execute the certificate by resolution of the board of
4 directors adopted on the date stated, and that the certificate correctly
5 sets forth the text of the articles of incorporation as amended to the
6 date of the certificate.

7 3. The following may be omitted from the restated articles:
8 (a) The names, addresses, signatures and acknowledgments of
9 the incorporators;
10 (b) The names and addresses of the members of the past and
11 present boards of directors; and
12 (c) The name and address of the resident agent.

13 4. Whenever a corporation is required to file a certified copy of
14 its articles, in lieu thereof it may file a certified copy of the most
15 recent certificate restating its articles as amended, subject to the
16 provisions of subsection 2, together with certified copies of all
17 certificates of amendment filed subsequent to the restated articles
18 and certified copies of all certificates supplementary to the original
19 articles.

20 **Sec. 13.** NRS 78.580 is hereby amended to read as follows:

21 78.580 1. If the board of directors of any corporation
22 organized under this chapter, after the issuance of stock or the
23 beginning of business, decides that the corporation should be
24 dissolved, the board may adopt a resolution to that effect. If the
25 corporation has issued no stock, only the directors need to approve
26 the dissolution. If the corporation has issued stock, the directors
27 must recommend the dissolution to the stockholders. The
28 corporation shall notify each stockholder entitled to vote on
29 dissolution , and the stockholders entitled to vote must approve the
30 dissolution.

31 2. If the dissolution is approved by the directors or both the
32 directors and stockholders, as respectively provided in subsection 1,
33 the corporation shall file *with the Office of the Secretary of State* a
34 certificate *signed by an officer of the corporation* setting forth that
35 the dissolution has been approved by the directors, or by the
36 directors and the stockholders, and a list of the names and ~~{post~~
37 ~~office box or street}~~ addresses, either residence or business, of the
38 corporation's president, secretary and treasurer , *or the equivalent*
39 *thereof*, and all of its directors . ~~{, certified by the president, or a~~
40 ~~vice president, and the secretary, or an assistant secretary, in the~~
41 ~~Office of the Secretary of State.}~~

42 **Sec. 14.** NRS 78.622 is hereby amended to read as follows:

43 78.622 1. If a corporation is under reorganization in a federal
44 court pursuant to title 11 of U.S.C., it may take any action necessary
45 to carry out any proceeding and do any act directed by the court



1 relating to reorganization, without further action by its directors or
2 stockholders. This authority may be exercised by:

- 3 (a) The trustee in bankruptcy appointed by the court;
- 4 (b) Officers of the corporation designated by the court; or
- 5 (c) Any other representative appointed by the court,
6 with the same effect as if exercised by the directors and stockholders
7 of the corporation.

8 2. By filing a confirmed plan *or order* of reorganization,
9 certified by the bankruptcy court, with the Secretary of State, the
10 corporation may:

- 11 (a) Alter, amend or repeal its bylaws;
- 12 (b) Constitute or reconstitute and classify or reclassify its board
13 of directors;
- 14 (c) Name, constitute or appoint directors and officers in place of
15 or in addition to all or some of the directors or officers then in
16 office;
- 17 (d) Amend its articles of incorporation;
- 18 (e) Make any change in its authorized and issued stock;
- 19 (f) Make any other amendment, change, alteration or provision
20 authorized by this chapter; and
- 21 (g) Be dissolved, transfer all or part of its assets , or merge or
22 consolidate , or make any other change authorized by this chapter.

23 3. In any action taken pursuant to subsections 1 and 2, a
24 stockholder has no right to demand payment for his stock.

25 4. Any amendment of the articles of incorporation made
26 pursuant to subsection 2 must be signed under penalty of perjury by
27 the person authorized by the court and filed with the Secretary of
28 State. If the amendment is filed in accordance with the order of
29 reorganization, it becomes effective when it is filed unless otherwise
30 ordered by the court.

31 5. Any filing with the Secretary of State pursuant to this
32 section must be accompanied by the appropriate fee, if any.

33 **Sec. 15.** NRS 78.730 is hereby amended to read as follows:

34 78.730 1. Any corporation which did exist or is existing
35 under the laws of this state may, upon complying with the
36 provisions of NRS 78.180, procure a renewal or revival of its charter
37 for any period, together with all the rights, franchises, privileges and
38 immunities, and subject to all its existing and preexisting debts,
39 duties and liabilities secured or imposed by its original charter and
40 amendments thereto, or existing charter, by filing:

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

43 (1) The name of the corporation, which must be the name of
44 the corporation at the time of the renewal or revival, or its name at
45 the time its original charter expired.



1 (2) The name of the person designated as the resident agent
2 of the corporation, his street address for the service of process, and
3 his mailing address if different from his street address.

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

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

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

15 (b) A list of its president, secretary and treasurer , *or the*
16 *equivalent thereof*, and all of its directors and their ~~post-office box~~
17 ~~or street~~ addresses, either residence or business.

18 2. A corporation whose charter has not expired and is being
19 renewed shall cause the certificate to be signed by its president or
20 vice president and secretary or assistant secretary. The certificate
21 must be approved by a majority of the voting power of the shares.

22 3. A corporation seeking to revive its original or amended
23 charter shall cause the certificate to be signed by a person or persons
24 designated or appointed by the stockholders of the corporation. The
25 execution and filing of the certificate must be approved by the
26 written consent of stockholders of the corporation holding at least a
27 majority of the voting power and must contain a recital that this
28 consent was secured. If no stock has been issued, the certificate
29 must contain a statement of that fact, and a majority of the directors
30 then in office may designate the person to sign the certificate. The
31 corporation shall pay to the Secretary of State the fee required to
32 establish a new corporation pursuant to the provisions of this
33 chapter.

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

39 **Sec. 16.** NRS 78.765 is hereby amended to read as follows:

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



1 the total authorized stock of the corporation, including the proposed
2 increase, and the fee computed at the rates specified in NRS 78.760
3 upon the total authorized capital, excluding the proposed increase.
4 In no case may the amount be less than \$150.

5 2. The fee for filing a certificate of amendment to articles of
6 incorporation that does not increase the corporation's authorized
7 stock or a certificate of correction that does not increase the
8 corporation's authorized stock is \$150.

9 3. The fee for filing a certificate or an amended certificate
10 pursuant to NRS 78.1955 is \$150.

11 4. The fee for filing a certificate of termination pursuant to
12 NRS ~~78.1955, 78.209 or~~ 78.209, 78.380 or 78.390 or a certificate
13 of withdrawal pursuant to NRS 78.1955 is \$150.

14 **Sec. 17.** Chapter 78A of NRS is hereby amended by adding
15 thereto a new section to read as follows:

16 1. *Each document filed with the Secretary of State pursuant to*
17 *this chapter must be on or accompanied by a form prescribed by*
18 *the Secretary of State.*

19 2. *The Secretary of State may refuse to file a document which*
20 *does not comply with subsection 1 or which does not contain all of*
21 *the information required by statute for filing the document.*

22 3. *If the information provided on the form prescribed by the*
23 *Secretary of State conflicts with any information provided on an*
24 *accompanying document that is being filed with the Secretary of*
25 *State, the Secretary of State may:*

26 (a) *File the document, in which case the information on the*
27 *document controls; or*

28 (b) *Refuse to file the document.*

29 4. *The Secretary of State may by regulation provide for the*
30 *electronic filing of documents with the Office of the Secretary of*
31 *State.*

32 **Sec. 18.** Chapter 80 of NRS is hereby amended by adding
33 thereto the provisions set forth as sections 19 and 20 of this act.

34 **Sec. 19.** 1. *Each document filed with the Secretary of State*
35 *pursuant to this chapter must be on or accompanied by a form*
36 *prescribed by the Secretary of State.*

37 2. *The Secretary of State may refuse to file a document which*
38 *does not comply with subsection 1 or which does not contain all of*
39 *the information required by statute for filing the document.*

40 3. *If the information provided on the form prescribed by the*
41 *Secretary of State conflicts with any information provided on an*
42 *accompanying document that is being filed with the Secretary of*
43 *State, the Secretary of State may:*

44 (a) *File the document, in which case the information on the*
45 *document controls; or*



1 (b) Refuse to file the document.
2 4. The Secretary of State may by regulation provide for the
3 electronic filing of documents with the Office of the Secretary of
4 State.

5 **Sec. 20.** 1. Except as otherwise provided in subsection 2, if
6 a foreign corporation applies to reinstate its charter but its name
7 has been legally reserved or acquired by another artificial person
8 formed, organized, registered or qualified pursuant to the
9 provisions of this title whose name is on file with the Office of the
10 Secretary of State or reserved in the Office of the Secretary of
11 State pursuant to the provisions of this title, the foreign
12 corporation must in its application for reinstatement submit in
13 writing to the Secretary of State some other name under which it
14 desires its existence to be reinstated. If that name is
15 distinguishable from all other names reserved or otherwise on file,
16 the Secretary of State shall issue to the applying foreign
17 corporation a certificate of reinstatement under that new name.

18 2. If the applying foreign corporation submits the written,
19 acknowledged consent of the artificial person having a name, or
20 the person who has reserved a name, which is not distinguishable
21 from the old name of the applying foreign corporation or a new
22 name it has submitted, it may be reinstated under that name.

23 3. For the purposes of this section, a proposed name is not
24 distinguishable from a name on file or reserved solely because one
25 or the other contains distinctive lettering, a distinctive mark, a
26 trademark or a trade name, or any combination thereof.

27 4. The Secretary of State may adopt regulations that interpret
28 the requirements of this section.

29 **Sec. 21.** NRS 80.005 is hereby amended to read as follows:
30 80.005 The Secretary of State may microfilm *or image* any
31 document which is filed in his office by a foreign corporation
32 pursuant to this chapter and may return the original document to the
33 corporation.

34 **Sec. 22.** NRS 80.007 is hereby amended to read as follows:

35 80.007 1. A foreign corporation may correct a document filed
36 by the Secretary of State if the document contains an incorrect
37 statement or was defectively executed, attested, sealed or verified.

38 2. To correct a document, the corporation ~~[shall:]~~ *must:*

- 39 (a) Prepare a certificate of correction which:
40 (1) States the name of the corporation;
41 (2) Describes the document, including, without limitation, its
42 filing date;
43 (3) Specifies the ~~[incorrect statement and the reason it is~~
44 ~~incorrect or the manner in which the execution was defective;~~



1 ~~(4) Corrects the incorrect statement or defective execution;~~
2 ~~inaccuracy or defect;~~
3 (4) Sets forth the inaccurate or defective portion of the
4 document in an accurate or corrected form; and
5 (5) Is signed by an officer of the corporation ~~[-and]~~ or, if no
6 stock has been issued by the corporation, by the incorporator or a
7 director of the corporation.
8 (b) Deliver the certificate to the Secretary of State for filing.
9 (c) Pay a filing fee of \$150 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. 23.** NRS 80.010 is hereby amended to read as follows:
15 80.010 1. Before commencing or doing any business in this
16 state, each corporation organized pursuant to the laws of another
17 state, territory, the District of Columbia, a possession of the United
18 States or a foreign country, that enters this state to do business must:
19 (a) File in the Office of the Secretary of State of this state:
20 (1) A certificate of corporate existence issued not more than
21 90 days before the date of filing by an authorized officer of the
22 jurisdiction of its incorporation setting forth the filing of documents
23 and instruments related to the articles of incorporation, or the
24 governmental acts or other instrument or authority by which the
25 corporation was created. If the certificate is in a language other than
26 English, a translation, together with the oath of the translator and his
27 attestation of its accuracy, must be attached to the certificate.
28 (2) A certificate of acceptance of appointment executed by
29 its resident agent, who must be a resident or located in this state.
30 The certificate must set forth the name of the resident agent, his
31 street address for the service of process, and his mailing address if
32 different from his street address. The street address of the resident
33 agent is the registered office of the corporation in this state.
34 (3) A statement executed by an officer of the corporation
35 setting forth:
36 (I) A general description of the purposes of the
37 corporation; and
38 (II) The authorized stock of the corporation and the
39 number and par value of shares having par value and the number of
40 shares having no par value.
41 (b) Lodge in the Office of the Secretary of State a copy of the
42 document most recently filed by the corporation in the jurisdiction
43 of its incorporation setting forth the authorized stock of the
44 corporation, the number of par-value shares and their par value, and
45 the number of no-par-value shares.



1 2. The Secretary of State shall not file the documents required
2 by subsection 1 for any foreign corporation whose name is not
3 distinguishable on the records of the Secretary of State from the
4 names of all other artificial persons formed, organized, registered or
5 qualified pursuant to the provisions of this title that are on file in the
6 Office of the Secretary of State and all names that are reserved in
7 the Office of the Secretary of State pursuant to the provisions of this
8 title, unless the written, acknowledged consent of the holder of the
9 name on file or reserved name to use the same name or the
10 requested similar name accompanies the articles of incorporation.

11 3. *For the purposes of this section and NRS 80.012, a*
12 *proposed name is not distinguishable from a name on file or*
13 *reserved solely because one or the other names contains distinctive*
14 *lettering, a distinctive mark, a trademark or trade name, or any*
15 *combination thereof.*

16 4. *The name of a foreign corporation whose charter has been*
17 *revoked, which has merged and is not the surviving entity or*
18 *whose existence has otherwise terminated is available for use by*
19 *any other artificial person.*

20 5. The Secretary of State shall not accept for filing the
21 documents required by subsection 1 or NRS 80.110 for any foreign
22 corporation if the name of the corporation contains the words
23 "engineer," "engineered," "engineering," "professional engineer,"
24 "registered engineer" or "licensed engineer" unless the State Board
25 of Professional Engineers and Land Surveyors certifies that:

26 (a) The principals of the corporation are licensed to practice
27 engineering pursuant to the laws of this state; or

28 (b) The corporation is exempt from the prohibitions of
29 NRS 625.520.

30 ~~4.~~ 6. The Secretary of State shall not accept for filing the
31 documents required by subsection 1 or NRS 80.110 for any foreign
32 corporation if it appears from the documents that the business to be
33 carried on by the corporation is subject to supervision by the
34 Commissioner of Financial Institutions, unless the Commissioner
35 certifies that:

36 (a) The corporation has obtained the authority required to do
37 business in this state; or

38 (b) The corporation is not subject to or is exempt from the
39 requirements for obtaining such authority.

40 ~~5.~~ 7. The Secretary of State shall not accept for filing the
41 documents required by subsection 1 or NRS 80.110 for any foreign
42 corporation if the name of the corporation contains the words
43 "accountant," "accounting," "accountancy," "auditor" or "auditing"
44 unless the Nevada State Board of Accountancy certifies that the
45 foreign corporation:



1 (a) Is registered pursuant to the provisions of chapter 628 of
2 NRS; or

3 (b) Has filed with the *Nevada* State Board of Accountancy
4 under penalty of perjury a written statement that the foreign
5 corporation is not engaged in the practice of accounting and is not
6 offering to practice accounting in this state.

7 ~~6.~~ 8. The Secretary of State may adopt regulations that
8 interpret the requirements of this section.

9 **Sec. 24.** NRS 80.025 is hereby amended to read as follows:

10 80.025 1. If a foreign corporation cannot qualify to do
11 business in this state because its name does not meet the
12 requirements of ~~subsection 2 or 3 of~~ NRS 80.010, it may apply for
13 a certificate to do business by having its board of directors adopt a
14 resolution setting forth the name under which the corporation elects
15 to do business in this state. The resolution may:

16 (a) Add to the existing corporate name a word, abbreviation or
17 other distinctive element; or

18 (b) Adopt a name different from its existing corporate name that
19 is available for use in this state.

20 2. In addition to the documents required by subsection 1 of
21 NRS 80.010, the corporation shall file a resolution certifying the
22 adoption of the modified name.

23 3. If the Secretary of State determines that the modified
24 corporate name complies with the provisions of ~~subsection 2 or 3~~
25 of NRS 80.010, he shall issue the certificate in the foreign
26 corporation's modified name if the foreign corporation otherwise
27 qualifies to do business in this state.

28 4. A foreign corporation doing business in this state under a
29 modified corporate name approved by the Secretary of State shall
30 use the modified name in its dealings and communications with the
31 Secretary of State.

32 **Sec. 25.** NRS 80.110 is hereby amended to read as follows:

33 80.110 1. Each foreign corporation doing business in this
34 state shall, on or before the ~~first~~ *last* day of the ~~second~~ *first*
35 month after the filing of its certificate of corporate existence with
36 the Secretary of State, and annually thereafter on or before the last
37 day of the month in which the anniversary date of its qualification to
38 do business in this state occurs in each year, file with the Secretary
39 of State a list, on a form furnished by him, that contains:

40 (a) The names *and addresses, either residence or business*, of
41 its president, secretary and treasurer, or ~~their equivalent,~~ *the*
42 *equivalent thereof*, and all of its directors;

43 (b) A designation of its resident agent in this state; and

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



1 Each list filed pursuant to this subsection must be accompanied by a
2 declaration under penalty of perjury that the foreign corporation has
3 complied with the provisions of chapter 364A of NRS ~~[]~~ *and which*
4 *acknowledges that pursuant to NRS 239.330 it is a category C*
5 *felony to knowingly offer any false or forged instrument for filing*
6 *with the Office of the Secretary of State.*

7 2. Upon filing:
8 (a) The initial list required by subsection 1, the corporation shall
9 pay to the Secretary of State a fee of \$165.

10 (b) Each annual list required by subsection 1, the corporation
11 shall pay to the Secretary of State a fee of \$85.

12 3. The Secretary of State shall, 60 days before the last day for
13 filing each annual list required by subsection 1, cause to be mailed
14 to each corporation *which is* required to comply with the provisions
15 of NRS 80.110 to 80.170, inclusive, *and* which has not become
16 delinquent, the blank forms to be completed and filed with him.
17 Failure of any corporation to receive the forms does not excuse it
18 from the penalty imposed by the provisions of NRS 80.110 to
19 80.170, inclusive.

20 4. An annual list for a corporation not in default which is
21 received by the Secretary of State more than ~~[60]~~ *90* days before its
22 due date shall be deemed an amended list for the previous year and
23 does not satisfy the requirements of subsection 1 for the year to
24 which the due date is applicable.

25 **Sec. 26.** NRS 80.120 is hereby amended to read as follows:

26 80.120 If a corporation has filed the initial or annual list in
27 compliance with NRS 80.110 and has paid the appropriate fee for
28 the filing, the cancelled check *or other proof of payment* received
29 by the corporation constitutes a certificate authorizing it to transact
30 its business within this state until the last day of the month in which
31 the anniversary of its qualification to transact business occurs in the
32 next succeeding calendar year. ~~[If the corporation desires a formal~~
33 ~~certificate upon its payment of the initial or annual fee, its payment~~
34 ~~must be accompanied by a self-addressed, stamped envelope.]~~

35 **Sec. 27.** NRS 80.140 is hereby amended to read as follows:

36 80.140 1. ~~[Every]~~ *Each* list required to be filed under the
37 provisions of NRS 80.110 to 80.170, inclusive, must, after the name
38 of each officer and director listed thereon, set forth the ~~[post-office~~
39 ~~box or street]~~ address, either residence or business, of each officer
40 and director.

41 2. If the addresses are not stated for each person on any list
42 offered for filing, the Secretary of State may refuse to file the list,
43 and the corporation for which the list has been offered for filing is
44 subject to all the provisions of NRS 80.110 to 80.170, inclusive,
45 relating to failure to file the list within or at the times therein



1 specified, unless a list is subsequently submitted for filing which
2 conforms to the provisions of this section.

3 **Sec. 28.** NRS 80.150 is hereby amended to read as follows:

4 80.150 1. Any corporation required to make a filing and pay
5 the fee prescribed in NRS 80.110 to 80.170, inclusive, which refuses
6 or neglects to do so within the time provided ~~{ }~~ is in default.

7 2. For default there must be added to the amount of the fee a
8 penalty of \$50, and unless the filing is made and the fee and penalty
9 are paid on or before the ~~{first day of the ninth month following the~~
10 ~~month}~~ *last day of the month in which the anniversary date of*
11 *incorporation occurs* in which filing was required, the defaulting
12 corporation by reason of its default forfeits its right to transact any
13 business within this state. The fee and penalty must be collected as
14 provided in this chapter.

15 **Sec. 29.** NRS 80.160 is hereby amended to read as follows:

16 80.160 1. The Secretary of State shall notify, by ~~{letter~~
17 ~~addressed}~~ *providing written notice* to its resident agent, each
18 corporation deemed in default pursuant to NRS 80.150. The *written*
19 notice ~~{must be accompanied by}~~ :

20 (a) *Must include* a statement indicating the amount of the filing
21 fee, penalties *incurred* and costs remaining unpaid.

22 (b) *At the request of the resident agent, may be provided*
23 *electronically.*

24 2. Immediately after the ~~{first day of the ninth month following~~
25 ~~the month in which filing was required,}~~ *last day of the month in*
26 *which the anniversary date of incorporation occurs*, the Secretary
27 of State shall compile a ~~{full and}~~ complete list containing the names
28 of all corporations whose right to ~~{do}~~ *transact* business has been
29 forfeited.

30 3. The Secretary of State shall notify, by ~~{letter addressed}~~
31 *providing written notice* to its resident agent, each corporation
32 specified in subsection 2 of the forfeiture of its right to do business.
33 The *written* notice ~~{must be accompanied by}~~ :

34 (a) *Must include* a statement indicating the amount of the filing
35 fee, penalties *incurred* and costs remaining unpaid.

36 (b) *At the request of the resident agent, may be provided*
37 *electronically.*

38 **Sec. 30.** NRS 80.170 is hereby amended to read as follows:

39 80.170 1. Except as otherwise provided in subsections 3 and
40 4, the Secretary of State shall reinstate a corporation which has
41 forfeited or which forfeits its right to transact business under the
42 provisions of this chapter and *shall* restore to the corporation its
43 right to transact business in this state, and to exercise its corporate
44 privileges and immunities, if it:



1 (a) Files with the Secretary of State a list as provided in NRS
2 80.110 and 80.140; and

3 (b) Pays to the Secretary of State:

4 (1) The filing fee and penalty set forth in NRS 80.110 and
5 80.150 for each year or portion thereof that its right to transact
6 business was forfeited; ~~and~~

7 (2) A fee of \$200 for reinstatement ~~and~~; and

8 (3) *Any applicable fee pursuant to NRS 78.785.*

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

11 ~~(a) Immediately issue and deliver to the corporation so~~
12 ~~reinstated a certificate of reinstatement authorizing it to transact~~
13 ~~business in the same manner as if the filing fee had been paid when~~
14 ~~due; and~~

15 ~~(b) Upon demand,~~ issue to the corporation ~~one or more~~
16 ~~certified copies of the~~ a 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~~ and the
19 revocation of the right to transact business occurred only by reason
20 of failure to pay the fees and penalties.

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

25 **Sec. 31.** Chapter 81 of NRS is hereby amended by adding
26 thereto the provisions set forth as sections 32 and 33 of this act.

27 **Sec. 32. 1.** *Each document filed with the Secretary of State*
28 *pursuant to this chapter must be on or accompanied by a form*
29 *prescribed by the Secretary of State.*

30 *2. The Secretary of State may refuse to file a document which*
31 *does not comply with subsection 1 or which does not contain all of*
32 *the information required by statute for filing the document.*

33 *3. If the information provided on the form prescribed by the*
34 *Secretary of State conflicts with any information provided on an*
35 *accompanying document that is being filed with the Secretary of*
36 *State, the Secretary of State may:*

37 *(a) File the document, in which case the information on the*
38 *document controls; or*

39 *(b) Refuse to file the document.*

40 *4. The Secretary of State may by regulation provide for the*
41 *electronic filing of documents with the Office of the Secretary of*
42 *State.*

43 **Sec. 33. 1.** *A nonprofit cooperative corporation, a*
44 *cooperative association, a charitable organization or any other*
45 *entity formed under the provisions of this chapter may correct a*



- 1 *document filed by the Secretary of State with respect to the entity if*
2 *the document contains an inaccurate record of an action*
3 *described in the document or was defectively executed, attested,*
4 *sealed, verified or acknowledged.*
- 5 2. *To correct a document, the entity must:*
- 6 (a) *Prepare a certificate of correction which:*
- 7 (1) *States the name of the entity;*
8 (2) *Describes the document, including, without limitation,*
9 *its filing date;*
10 (3) *Specifies the inaccuracy or defect;*
11 (4) *Sets forth the inaccurate or defective portion of the*
12 *document in an accurate or corrected form; and*
13 (5) *Is signed by an officer of the entity or, if the certificate*
14 *is filed before the first meeting of the board of directors, by an*
15 *incorporator or director.*
- 16 (b) *Deliver the certificate to the Secretary of State for filing.*
17 (c) *Pay a filing fee of \$25 to the Secretary of State.*
- 18 3. *A certificate of correction is effective on the effective date*
19 *of the document it corrects except as to persons relying on the*
20 *uncorrected document and adversely affected by the correction. As*
21 *to those persons, the certificate is effective when filed.*
- 22 **Sec. 34.** NRS 81.200 is hereby amended to read as follows:
23 81.200 1. ~~Every~~ *Each* association formed under NRS
24 81.170 to 81.270, inclusive, shall prepare articles of association in
25 writing, setting forth:
- 26 (a) The name of the association.
27 (b) The purpose for which it is formed.
28 (c) The name of the person designated as the resident agent, the
29 street address for service of process, and the mailing address if
30 different from the street address.
31 (d) The term for which it is to exist, which may be perpetual.
32 (e) The ~~number of the directors thereof, and the~~ names and
33 ~~residences of those~~ *addresses, either residence or business, of the*
34 *directors* selected for the first year.
35 (f) The amount which each member is to pay upon admission as
36 a fee for membership, and that each member signing the articles has
37 actually paid the fee.
38 (g) That the interest and right of each member therein is to be
39 equal.
40 (h) The name and ~~post office box or street~~ address, either
41 residence or business, of each of the persons executing the articles
42 of association.
- 43 2. The articles of association must be subscribed by the
44 original associates or members.



1 3. The articles so subscribed must be filed, together with a
2 certificate of acceptance of appointment executed by the resident
3 agent for the association, in the Office of the Secretary of State, who
4 shall furnish a certified copy thereof. From the time of the filing in
5 the Office of the Secretary of State, the association may exercise all
6 the powers for which it was formed.

7 **Sec. 35.** Chapter 82 of NRS is hereby amended by adding
8 thereto the provisions set forth as sections 36 to 44, inclusive, of this
9 act.

10 **Sec. 36. 1.** *Each document filed with the Secretary of State*
11 *pursuant to this chapter must be on or accompanied by a form*
12 *prescribed by the Secretary of State.*

13 2. *The Secretary of State may refuse to file a document which*
14 *does not comply with subsection 1 or which does not contain all of*
15 *the information required by statute for filing the document.*

16 3. *If the information provided on the form prescribed by the*
17 *Secretary of State conflicts with any information provided on an*
18 *accompanying document that is being filed with the Secretary of*
19 *State, the Secretary of State may:*

20 (a) *File the document, in which case the information on the*
21 *document controls; or*

22 (b) *Refuse to file the document.*

23 4. *The Secretary of State may by regulation provide for the*
24 *electronic filing of documents with the Office of the Secretary of*
25 *State.*

26 **Sec. 37. 1.** *A corporation may correct a document filed by*
27 *the Secretary of State with respect to the corporation if the*
28 *document contains an inaccurate record of a corporate action*
29 *described in the document or was defectively executed, attested,*
30 *sealed, verified or acknowledged.*

31 2. *To correct a document, the corporation must:*

32 (a) *Prepare a certificate of correction which:*

33 (1) *States the name of the corporation;*

34 (2) *Describes the document, including, without limitation,*
35 *its filing date;*

36 (3) *Specifies the inaccuracy or defect;*

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

39 (5) *Is signed by an officer of the corporation or, if the*
40 *certificate is filed before the first meeting of the board of directors,*
41 *by an incorporator or director.*

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

43 (c) *Pay a filing fee of \$25 to the Secretary of State.*

44 3. *A certificate of correction is effective on the effective date*
45 *of the document it corrects except as to persons relying on the*



1 *uncorrected document and adversely affected by the correction. As*
2 *to those persons, the certificate is effective when filed.*
3 **Sec. 38.** *1. Each foreign nonprofit corporation doing*
4 *business in this state shall, on or before the last day of the first*
5 *month after the filing of its application for registration as a*
6 *foreign nonprofit corporation with the Secretary of State, and*
7 *annually thereafter on or before the last day of the month in*
8 *which the anniversary date of its qualification to do business in*
9 *this state occurs in each year, file with the Secretary of State a list,*
10 *on a form furnished by him, that contains:*
11 *(a) The name of the foreign nonprofit corporation;*
12 *(b) The file number of the foreign nonprofit corporation, if*
13 *known;*
14 *(c) The names and titles of the president, secretary and*
15 *treasurer, or the equivalent thereof, and all of the directors of the*
16 *foreign nonprofit corporation;*
17 *(d) The address, either residence or business, of the president,*
18 *secretary and treasurer, or the equivalent thereof, and each officer*
19 *and director of the foreign nonprofit corporation;*
20 *(e) The name and street address of its resident agent in this*
21 *state; and*
22 *(f) The signature of an officer of the foreign nonprofit*
23 *corporation certifying that the list is true, complete and accurate.*
24 *2. Each list filed pursuant to this section must be*
25 *accompanied by a declaration under penalty of perjury that the*
26 *foreign nonprofit corporation:*
27 *(a) Has complied with the provisions of chapter 364A of NRS;*
28 *and*
29 *(b) Acknowledges that pursuant to NRS 239.330 it is a*
30 *category C felony to knowingly offer any false or forged*
31 *instrument for filing with the Office of the Secretary of State.*
32 *3. Upon filing the initial list and each annual list pursuant to*
33 *this section, the foreign nonprofit corporation must pay to the*
34 *Secretary of State a fee of \$15.*
35 *4. The Secretary of State shall, 60 days before the last day for*
36 *filing each annual list, cause to be mailed to each foreign*
37 *nonprofit corporation which is required to comply with the*
38 *provisions of sections 38 to 44, inclusive, of this act, and which*
39 *has not become delinquent, the blank forms to be completed and*
40 *filed with him. Failure of any foreign nonprofit corporation to*
41 *receive the forms does not excuse it from the penalty imposed by*
42 *the provisions of sections 38 to 44, inclusive, of this act.*
43 *5. An annual list for a foreign nonprofit corporation not in*
44 *default that is received by the Secretary of State more than 90 days*
45 *before its due date shall be deemed an amended list for the*



1 *previous year and does not satisfy the requirements of subsection 1*
2 *for the year to which the due date is applicable.*

3 **Sec. 39.** *If a foreign nonprofit corporation has filed the*
4 *initial or annual list in compliance with section 38 of this act and*
5 *has paid the appropriate fee for the filing, the cancelled check or*
6 *other proof of payment received by the foreign nonprofit*
7 *corporation constitutes a certificate authorizing it to transact its*
8 *business within this state until the last day of the month in which*
9 *the anniversary of its qualification to transact business occurs in*
10 *the next succeeding calendar year.*

11 **Sec. 40.** *1. Each list required to be filed under the*
12 *provisions of sections 38 to 44, inclusive, of this act must, after the*
13 *name of each officer listed thereon, set forth the address, either*
14 *residence or business, of each officer.*

15 *2. If the addresses are not stated for each person on any list*
16 *offered for filing, the Secretary of State may refuse to file the list,*
17 *and the foreign nonprofit corporation for which the list has been*
18 *offered for filing is subject to all the provisions of sections 38 to*
19 *44, inclusive, of this act relating to failure to file the list within or*
20 *at the times therein specified, unless a list is subsequently*
21 *submitted for filing which conforms to the provisions of this*
22 *section.*

23 **Sec. 41.** *1. Each foreign nonprofit corporation required to*
24 *make a filing and pay the fee prescribed in sections 38 to 44,*
25 *inclusive, of this act that refuses or neglects to do so within the*
26 *time provided is in default.*

27 *2. For default there must be added to the amount of the fee a*
28 *penalty of \$5, and unless the filing is made and the fee and penalty*
29 *are paid on or before the last day of the month in which the*
30 *anniversary date of the foreign nonprofit corporation occurs, the*
31 *defaulting foreign nonprofit corporation forfeits its right to*
32 *transact any business within this state. The fee and penalty must*
33 *be collected as provided in this chapter.*

34 **Sec. 42.** *1. The Secretary of State shall notify, by providing*
35 *written notice to its resident agent, each foreign nonprofit*
36 *corporation deemed in default pursuant to section 41 of this act.*
37 *The written notice:*

38 *(a) Must include a statement indicating the amount of the*
39 *filing fee, penalties incurred and costs remaining unpaid.*

40 *(b) At the request of the resident agent, may be provided*
41 *electronically.*

42 *2. Immediately after the last day of the month in which the*
43 *anniversary date of incorporation occurs, the Secretary of State*
44 *shall compile a complete list containing the names of all foreign*



1 *nonprofit corporations whose right to transact business has been*
2 *forfeited.*

3 *3. The Secretary of State shall notify, by providing written*
4 *notice to its resident agent, each foreign nonprofit corporation*
5 *specified in subsection 2 of the forfeiture of its right to transact*
6 *business. The written notice:*

7 *(a) Must include a statement indicating the amount of the*
8 *filing fee, penalties incurred and costs remaining unpaid.*

9 *(b) At the request of the resident agent, may be provided*
10 *electronically.*

11 **Sec. 43. 1.** *Except as otherwise provided in subsections 3*
12 *and 4, the Secretary of State shall reinstate a foreign nonprofit*
13 *corporation which has forfeited or which forfeits its right to*
14 *transact business pursuant to the provisions of sections 38 to 44,*
15 *inclusive, of this act and restore to the foreign nonprofit*
16 *corporation its right to transact business in this state, and to*
17 *exercise its corporate privileges and immunities, if it:*

18 *(a) Files with the Secretary of State a list as provided in*
19 *sections 38 and 40 of this act; and*

20 *(b) Pays to the Secretary of State:*

21 *(1) The filing fee and penalty set forth in sections 38 and 41*
22 *of this act for each year or portion thereof that its right to transact*
23 *business was forfeited;*

24 *(2) A fee of \$25 for reinstatement; and*

25 *(3) Any applicable fee pursuant to NRS 82.531.*

26 *2. If payment is made and the Secretary of State reinstates the*
27 *foreign nonprofit corporation, the Secretary of State shall issue to*
28 *the foreign nonprofit corporation a certificate of reinstatement.*

29 *3. The Secretary of State shall not order a reinstatement*
30 *unless all delinquent fees and penalties have been paid and the*
31 *revocation of the right to transact business occurred only by*
32 *reason of failure to pay the fees and penalties.*

33 *4. If the right of a foreign nonprofit corporation to transact*
34 *business in this state has been forfeited pursuant to the provisions*
35 *of section 42 of this act and has remained forfeited for a period of*
36 *5 consecutive years, the right to transact business must not be*
37 *reinstated.*

38 **Sec. 44. 1.** *Except as otherwise provided in subsection 2, if*
39 *a foreign nonprofit corporation applies to reinstate its charter but*
40 *its name has been legally reserved or acquired by another artificial*
41 *person formed, organized, registered or qualified pursuant to the*
42 *provisions of this title and that name is on file with the Office of*
43 *the Secretary of State or reserved in the Office of the Secretary of*
44 *State pursuant to the provisions of this title, the foreign nonprofit*
45 *corporation must in its application for reinstatement submit in*



1 *writing to the Secretary of State some other name under which it*
2 *desires its existence to be reinstated. If that name is*
3 *distinguishable from all other names reserved or otherwise on file,*
4 *the Secretary of State shall issue to the applying foreign nonprofit*
5 *corporation a certificate of reinstatement under that new name.*

6 *2. If the applying foreign nonprofit corporation submits the*
7 *written, acknowledged consent of the artificial person having a*
8 *name, or who has reserved a name, which is not distinguishable*
9 *from the old name of the applying foreign nonprofit corporation*
10 *or a new name it has submitted, it may be reinstated under that*
11 *name.*

12 *3. For the purposes of this section, a proposed name is not*
13 *distinguishable from a name on file or reserved solely because one*
14 *or the other contains distinctive lettering, a distinctive mark, a*
15 *trademark or a trade name, or any combination thereof.*

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

18 **Sec. 45.** NRS 82.106 is hereby amended to read as follows:

19 82.106 1. The Secretary of State shall not accept for filing
20 pursuant to this chapter any articles of incorporation or any
21 certificate of amendment of articles of incorporation of any
22 corporation formed or existing pursuant to this chapter if the name
23 of the corporation contains the words "trust," "engineer,"
24 "engineered," "engineering," "professional engineer" or "licensed
25 engineer."

26 2. The Secretary of State shall not accept for filing any articles
27 of incorporation or any certificate of amendment of articles of
28 incorporation of any corporation formed or existing under this
29 chapter when it appears from the articles or the certificate of
30 amendment that the business to be carried on by the corporation is
31 subject to supervision by the Commissioner of Insurance.

32 3. The Secretary of State shall not accept for filing pursuant to
33 this chapter any articles of incorporation or any certificate of
34 amendment of articles of incorporation of any corporation formed or
35 existing pursuant to this chapter if the name of the corporation
36 contains the words "accountant," "accounting," "accountancy,"
37 "auditor" or "auditing."

38 *4. The Secretary of State shall not accept for filing any*
39 *articles of incorporation or any certificate of amendment of*
40 *articles of incorporation of any corporation formed or existing*
41 *pursuant to the laws of this state which provides that the name of*
42 *the corporation contains the words "unit-owners' association" or*
43 *"homeowners' association" or if it appears in the articles of*
44 *incorporation or certificate of amendment that the purpose of the*
45 *corporation is to operate as a unit-owners' association pursuant to*



1 *chapter 116 of NRS unless the Administrator of the Real Estate*
2 *Division of the Department of Business and Industry certifies that*
3 *the corporation has:*

4 (a) *Registered with the Ombudsman for Owners in Common-*
5 *Interest Communities pursuant to NRS 116.31158; and*

6 (b) *Paid to the Administrator of the Real Estate Division the*
7 *fees required pursuant to NRS 116.31155.*

8 **Sec. 46.** NRS 82.193 is hereby amended to read as follows:

9 82.193 1. A corporation shall have a resident agent in the
10 manner provided in NRS 78.090, 78.095, 78.097 and 78.110. The
11 resident agent and the corporation shall comply with the provisions
12 of those sections.

13 2. *If a corporation that is a unit-owners' association as*
14 *defined in NRS 116.110315 fails to register pursuant to NRS*
15 *116.31158 or fails to pay the fees pursuant to NRS 116.31155, the*
16 *corporation shall be deemed to be in default. Upon notification*
17 *from the Administrator of the Real Estate Division of the*
18 *Department of Business and Industry that the corporation has*
19 *registered pursuant to NRS 116.31158 and paid the fees pursuant*
20 *to NRS 116.31155, the Secretary of State shall reinstate the*
21 *corporation if the corporation complies with the requirements for*
22 *reinstatement as provided in this section and NRS 78.150 to*
23 *78.185, inclusive.*

24 3. A corporation is subject to the provisions of NRS 78.150 to
25 78.185, inclusive, except that:

- 26 (a) The fee for filing a list is \$15;
27 (b) The penalty added for default is \$5; and
28 (c) The fee for reinstatement is \$25.

29 **Sec. 47.** NRS 82.356 is hereby amended to read as follows:

30 82.356 1. ~~Every~~ *Each* amendment adopted pursuant to the
31 provisions of NRS 82.351 must be made in the following manner:

32 (a) The board of directors must adopt a resolution setting forth
33 the amendment proposed, approve it and, if the corporation has
34 members entitled to vote on an amendment to the articles, call a
35 meeting, either annual or special, of the members. The amendment
36 must also be approved by ~~every~~ *each* public official or other
37 person whose approval of an amendment of articles is required by
38 the articles.

39 (b) At the meeting of members, of which notice must be given
40 to each member entitled to vote pursuant to the provisions of this
41 section, a vote of the members entitled to vote in person or by proxy
42 must be taken for and against the proposed amendment. A majority
43 of a quorum of the voting power of the members or such greater
44 proportion of the voting power of members as may be required in



1 the case of a vote by classes, as provided in subsection 3, or as may
2 be required by the articles, must vote in favor of the amendment.

3 (c) Upon approval of the amendment by the directors, or if the
4 corporation has members entitled to vote on an amendment to the
5 articles, by both the directors and those members, and such other
6 persons or public officers, if any, as are required to do so by the
7 articles, ~~{the chairman of the board or the president or vice~~
8 ~~president, and the secretary or assistant secretary,}~~ *an officer of the*
9 *corporation* must execute a certificate setting forth the amendment,
10 or setting forth the articles as amended, that the public officers or
11 other persons, if any, required by the articles have approved the
12 amendment, and the vote of the members and directors by which the
13 amendment was adopted.

14 (d) The certificate so executed must be filed in the Office of the
15 Secretary of State.

16 2. Upon filing the certificate, the articles of incorporation are
17 amended accordingly.

18 3. If any proposed amendment would alter or change any
19 preference or any relative or other right given to any class of
20 members, then the amendment must be approved by the vote, in
21 addition to the affirmative vote otherwise required, of the holders of
22 a majority of a quorum of the voting power of each class of
23 members affected by the amendment regardless of limitations or
24 restrictions on their voting power.

25 4. In the case of any specified amendments, the articles may
26 require a larger vote of members than that required by this section.

27 **Sec. 48.** NRS 82.451 is hereby amended to read as follows:

28 82.451 1. A corporation may be dissolved and its affairs
29 wound up voluntarily if the board of directors adopts a resolution to
30 that effect and calls a meeting of the members entitled to vote to
31 take action upon the resolution. The resolution must also be
32 approved by any person or superior organization whose approval is
33 required by a provision of the articles authorized by NRS 82.091.
34 The meeting of the members must be held with due notice. If at the
35 meeting the members entitled to exercise a majority of all the voting
36 power consent by resolution to the dissolution, a certificate *signed*
37 *by an officer of the corporation* setting forth that the dissolution has
38 been approved in compliance with this section, together with a list
39 of the names and ~~{residences}~~ *addresses, either residence or*
40 *business*, of the ~~{directors and officers, executed by the chairman of~~
41 ~~the board, president or vice president, and the secretary or an~~
42 ~~assistant secretary,}~~ *president, secretary and treasurer, or the*
43 *equivalent thereof, and all of the directors of the corporation*, must
44 be filed in the Office of the Secretary of State.



1 2. If a corporation has no members entitled to vote upon a
2 resolution calling for the dissolution of the corporation, the
3 corporation may be dissolved and its affairs wound up voluntarily
4 by the board of directors if it adopts a resolution to that effect. The
5 resolution must also be approved by any person or superior
6 organization whose approval is required by a provision of the
7 articles authorized by NRS 82.091. A certificate setting forth that
8 the dissolution has been approved in compliance with this section
9 and a list of the officers and directors, ~~executed~~ *signed* as provided
10 in subsection 1, must be filed in the Office of the Secretary of State.

11 3. Upon the dissolution of any corporation under the provisions
12 of this section or upon the expiration of its period of corporate
13 existence, the directors are the trustees of the corporation in
14 liquidation and in winding up the affairs of the corporation. The act
15 of a majority of the directors as trustees remaining in office is the
16 act of the directors as trustees.

17 **Sec. 49.** NRS 82.526 is hereby amended to read as follows:

18 82.526 The Secretary of State may microfilm *or image* any
19 document which is filed in his office by a corporation pursuant to
20 this chapter and may return the original document to the
21 corporation.

22 **Sec. 50.** Chapter 84 of NRS is hereby amended by adding
23 thereto the provisions set forth as sections 51 and 52 of this act.

24 **Sec. 51. 1.** *Each document filed with the Secretary of State*
25 *pursuant to this chapter must be on or accompanied by a form*
26 *prescribed by the Secretary of State.*

27 **2.** *The Secretary of State may refuse to file a document which*
28 *does not comply with subsection 1 or which does not contain all of*
29 *the information required by statute for filing the document.*

30 **3.** *If the information provided on the form prescribed by the*
31 *Secretary of State conflicts with any information provided on an*
32 *accompanying document that is being filed with the Secretary of*
33 *State, the Secretary of State may:*

34 *(a) File the document, in which case the information on the*
35 *document controls; or*

36 *(b) Refuse to file the document.*

37 **4.** *The Secretary of State may by regulation provide for the*
38 *electronic filing of documents with the Office of the Secretary of*
39 *State.*

40 **Sec. 52. 1.** *A corporation sole may correct a document filed*
41 *by the Secretary of State with respect to the corporation sole if the*
42 *document contains an inaccurate record of an action of the*
43 *corporation sole described in the document or was defectively*
44 *executed, attested, sealed, verified or acknowledged.*

45 **2.** *To correct a document, the corporation sole must:*



- 1 (a) *Prepare a certificate of correction which:*
2 (1) *States the name of the corporation sole;*
3 (2) *Describes the document, including, without limitation,*
4 *its filing date;*
5 (3) *Specifies the inaccuracy or defect;*
6 (4) *Sets forth the inaccurate or defective portion of the*
7 *document in an accurate or corrected form; and*
8 (5) *Is signed by an archbishop, bishop, president, trustee in*
9 *trust, president of stake, president of congregation, overseer,*
10 *presiding elder, district superintendent or other presiding officer*
11 *or clergyman of a church, religious society or denomination, who*
12 *has been chosen, elected or appointed in conformity with the*
13 *constitution, canons, rites, regulations or discipline of the church,*
14 *religious society or denomination, and in whom is vested the legal*
15 *title to the property held for the purpose, use or benefit of the*
16 *church or religious society or denomination.*

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

18 (c) *Pay a filing fee of \$25 to the Secretary of State.*

19 3. *A certificate of correction is effective on the effective date*
20 *of the document it corrects except as to persons relying on the*
21 *uncorrected document and adversely affected by the correction. As*
22 *to those persons, the certificate is effective when filed.*

23 **Sec. 53.** NRS 84.140 is hereby amended to read as follows:

24 84.140 1. The Secretary of State shall notify, by ~~letter~~
25 ~~addressed~~ *providing written notice* to its resident agent, each
26 corporation sole deemed in default pursuant to the provisions of this
27 chapter. The notice ~~must be accompanied by~~ :

28 (a) *Must include* a statement indicating the amount of the filing
29 fee, penalties *incurred* and costs remaining unpaid.

30 (b) *At the request of the resident agent, may be provided*
31 *electronically.*

32 2. ~~On the first day of the ninth month following the month in~~
33 ~~which the filing was required, the charter of the corporation sole is~~
34 ~~revoked and its right to transact business is forfeited.~~

35 ~~3. The~~ *Immediately after the last day of the month in which*
36 *the anniversary date of incorporation occurs, the* Secretary of State
37 shall compile a complete list containing the names of all
38 corporations sole whose right to ~~do~~ *transact* business has been
39 forfeited.

40 3. The Secretary of State shall forthwith notify, by ~~letter~~
41 ~~addressed~~ *providing written notice* to its resident agent, each ~~such~~
42 corporation *specified in subsection 2* of the forfeiture of its charter.
43 The *written* notice ~~must be accompanied by~~ :

44 (a) *Must include* a statement indicating the amount of the filing
45 fee, penalties *incurred* and costs remaining unpaid.



1 ***(b) At the request of the resident agent, may be provided***
2 ***electronically.***

3 **Sec. 54.** Chapter 86 of NRS is hereby amended by adding
4 thereto the provisions set forth as sections 55 to 62, inclusive, of this
5 act.

6 **Sec. 55. 1.** *Each document filed with the Secretary of State*
7 *pursuant to this chapter must be on or accompanied by a form*
8 *prescribed by the Secretary of State.*

9 **2.** *The Secretary of State may refuse to file a document which*
10 *does not comply with subsection 1 or which does not contain all of*
11 *the information required by statute for filing the document.*

12 **3.** *If the information provided on the form prescribed by the*
13 *Secretary of State conflicts with any information provided on an*
14 *accompanying document that is being filed with the Secretary of*
15 *State, the Secretary of State may:*

16 **(a)** *File the document, in which case the information on the*
17 *document controls; or*

18 **(b)** *Refuse to file the document.*

19 **4.** *The Secretary of State may by regulation provide for the*
20 *electronic filing of documents with the Office of the Secretary of*
21 *State.*

22 **Sec. 56. 1.** *Each foreign limited-liability company doing*
23 *business in this state shall, on or before the last day of the first*
24 *month after the filing of its application for registration as a*
25 *foreign limited-liability company with the Secretary of State, and*
26 *annually thereafter on or before the last day of the month in*
27 *which the anniversary date of its qualification to do business in*
28 *this state occurs in each year, file with the Secretary of State a list*
29 *on a form furnished by him that contains:*

30 **(a)** *The name of the foreign limited-liability company;*

31 **(b)** *The file number of the foreign limited-liability company, if*
32 *known;*

33 **(c)** *The names and titles of all its managers or, if there is no*
34 *manager, all of its managing members;*

35 **(d)** *The address, either residence or business, of each manager*
36 *or managing member listed pursuant to paragraph (c);*

37 **(e)** *The name and street address of its resident agent in this*
38 *state; and*

39 **(f)** *The signature of a manager or managing member of the*
40 *foreign limited-liability company certifying that the list is true,*
41 *complete and accurate.*

42 **2.** *Each list filed pursuant to this section must be*
43 *accompanied by a declaration under penalty of perjury that the*
44 *foreign limited-liability company:*



1 (a) *Has complied with the provisions of chapter 364A of NRS;*
2 *and*

3 (b) *Acknowledges that pursuant to NRS 239.330 it is a*
4 *category C felony to knowingly offer any false or forged*
5 *instrument for filing with the Office of the Secretary of State.*

6 3. *Upon filing:*

7 (a) *The initial list required by this section, the foreign limited-*
8 *liability company shall pay to the Secretary of State a fee of \$165.*

9 (b) *Each annual list required by this section, the foreign*
10 *limited-liability company shall pay to the Secretary of State a fee*
11 *of \$85.*

12 4. *The Secretary of State shall, 60 days before the last day for*
13 *filing each annual list required by this section, cause to be mailed*
14 *to each foreign limited-liability company which is required to*
15 *comply with the provisions of sections 56 to 62, inclusive, of this*
16 *act, and which has not become delinquent, the blank forms to be*
17 *completed and filed with him. Failure of any foreign limited-*
18 *liability company to receive the forms does not excuse it from the*
19 *penalty imposed by the provisions of sections 56 to 62, inclusive, of*
20 *this act.*

21 5. *An annual list for a foreign limited-liability company not*
22 *in default which is received by the Secretary of State more than 90*
23 *days before its due date must be deemed an amended list for the*
24 *previous year and does not satisfy the requirements of this section*
25 *for the year to which the due date is applicable.*

26 **Sec. 57.** *If a foreign limited-liability company has filed the*
27 *initial or annual list in compliance with section 56 of this act and*
28 *has paid the appropriate fee for the filing, the cancelled check or*
29 *other proof of payment received by the foreign limited-liability*
30 *company constitutes a certificate authorizing it to transact its*
31 *business within this state until the last day of the month in which*
32 *the anniversary of its qualification to transact business occurs in*
33 *the next succeeding calendar year.*

34 **Sec. 58.** 1. *Each list required to be filed under the*
35 *provisions of sections 56 to 62, inclusive, of this act must, after the*
36 *name of each manager or, if there is no manager, each of its*
37 *managing members listed thereon, set forth the address, either*
38 *residence or business, of each manager or managing member.*

39 2. *If the addresses are not stated for each person on any list*
40 *offered for filing, the Secretary of State may refuse to file the list,*
41 *and the foreign limited-liability company for which the list has*
42 *been offered for filing is subject to all the provisions of sections 56*
43 *to 62, inclusive, of this act relating to failure to file the list within*
44 *or at the times therein specified, unless a list is subsequently*



1 *submitted for filing which conforms to the provisions of this*
2 *section.*

3 **Sec. 59.** 1. *Each foreign limited-liability company required*
4 *to make a filing and pay the fee prescribed in sections 56 to 62,*
5 *inclusive, of this act which refuses or neglects to do so within the*
6 *time provided is in default.*

7 2. *For default there must be added to the amount of the fee a*
8 *penalty of \$50, and unless the filing is made and the fee and*
9 *penalty are paid on or before the last day of the month in which*
10 *the anniversary date of the foreign limited-liability company*
11 *occurs, the defaulting foreign limited-liability company by reason*
12 *of its default forfeits its right to transact any business within this*
13 *state. The fee and penalty must be collected as provided in this*
14 *chapter.*

15 **Sec. 60.** 1. *The Secretary of State shall notify, by providing*
16 *written notice to its resident agent, each foreign limited-liability*
17 *company deemed in default pursuant to section 59 of this act. The*
18 *written notice:*

19 (a) *Must include a statement indicating the amount of the*
20 *filing fee, penalties incurred and costs remaining unpaid.*

21 (b) *At the request of the resident agent, may be provided*
22 *electronically.*

23 2. *Immediately after the last day of the month in which the*
24 *anniversary date of its organization occurs, the Secretary of State*
25 *shall compile a complete list containing the names of all foreign*
26 *limited-liability companies whose right to transact business has*
27 *been forfeited.*

28 3. *The Secretary of State shall notify, by providing written*
29 *notice to its resident agent, each foreign limited-liability company*
30 *specified in subsection 2 of the forfeiture of its right to transact*
31 *business. The written notice:*

32 (a) *Must include a statement indicating the amount of the*
33 *filing fee, penalties incurred and costs remaining unpaid.*

34 (b) *At the request of the resident agent, may be provided*
35 *electronically.*

36 **Sec. 61.** 1. *Except as otherwise provided in subsections 3*
37 *and 4, the Secretary of State shall reinstate a foreign limited-*
38 *liability company which has forfeited or which forfeits its right to*
39 *transact business under the provisions of this chapter and shall*
40 *restore to the foreign limited-liability company its right to transact*
41 *business in this state, and to exercise its privileges and immunities,*
42 *if it:*

43 (a) *Files with the Secretary of State a list as provided in*
44 *sections 56 and 58 of this act for each year or portion thereof that*
45 *its right to transact business was forfeited; and*



- 1 **(b) Pays to the Secretary of State:**
2 **(1) The filing fee and penalty set forth in sections 56 and 59**
3 **of this act for each year or portion thereof that its right to transact**
4 **business was forfeited;**
5 **(2) A fee of \$200 for reinstatement; and**
6 **(3) Any applicable fee pursuant to NRS 86.561.**
7 **2. If payment is made and the Secretary of State reinstates the**
8 **foreign limited-liability company, the Secretary of State shall issue**
9 **to the foreign limited-liability company a certificate of**
10 **reinstatement.**
11 **3. The Secretary of State shall not order a reinstatement**
12 **unless all delinquent fees and penalties have been paid and the**
13 **revocation of the right to transact business occurred only by**
14 **reason of failure to pay the fees and penalties.**
15 **4. If the right of a foreign limited-liability company to**
16 **transact business in this state has been forfeited pursuant to the**
17 **provisions of section 60 of this act and has remained forfeited for**
18 **a period of 5 consecutive years, the right must not be reinstated.**
19 **Sec. 62. 1. Except as otherwise provided in subsection 2, if**
20 **a foreign limited-liability company applies to reinstate its**
21 **registration but its name has been legally reserved or acquired by**
22 **another artificial person formed, organized, registered or qualified**
23 **pursuant to the provisions of this title whose name is on file with**
24 **the Office of the Secretary of State or reserved in the Office of the**
25 **Secretary of State pursuant to the provisions of this title, the**
26 **foreign limited-liability company must in its application for**
27 **reinstatement submit in writing to the Secretary of State some**
28 **other name under which it desires its existence to be reinstated. If**
29 **that name is distinguishable from all other names reserved or**
30 **otherwise on file, the Secretary of State shall issue to the applying**
31 **foreign limited-liability company a certificate of reinstatement**
32 **under that new name.**
33 **2. If the applying foreign limited-liability company submits**
34 **the written, acknowledged consent of the artificial person having a**
35 **name, or the person who has reserved a name, which is not**
36 **distinguishable from the old name of the applying foreign limited-**
37 **liability company or a new name it has submitted, it may be**
38 **reinstated under that name.**
39 **3. For the purposes of this section, a proposed name is not**
40 **distinguishable from a name on file or reserved solely because one**
41 **or the other contains distinctive lettering, a distinctive mark, a**
42 **trademark or a trade name, or any combination thereof.**
43 **4. The Secretary of State may adopt regulations that interpret**
44 **the requirements of this section.**



1 **Sec. 63.** NRS 86.161 is hereby amended to read as follows:
2 86.161 1. The articles of organization must set forth:
3 (a) The name of the limited-liability company;
4 (b) The name and complete street address of its resident agent,
5 and the mailing address of the resident agent if different from the
6 street address;
7 (c) The name and ~~post-office or street~~ address, either residence
8 or business, of each of the organizers executing the articles; and
9 (d) If the company is to be managed by:
10 (1) One or more managers, the name and ~~post-office or~~
11 ~~street~~ address, either residence or business, of each manager; or
12 (2) The members, the name and ~~post-office or street~~
13 address, either residence or business, of each member.
14 2. The articles may set forth any other provision, not
15 inconsistent with law, which the members elect to set out in the
16 articles of organization for the regulation of the internal affairs of
17 the company, including any provisions which under this chapter are
18 required or permitted to be set out in the operating agreement of the
19 company.
20 3. It is not necessary to set out in the articles of organization:
21 (a) The rights, if any, of the members to contract debts on behalf
22 of the limited-liability company; or
23 (b) Any of the powers enumerated in this chapter.
24 **Sec. 64.** NRS 86.171 is hereby amended to read as follows:
25 86.171 1. The name of a limited-liability company formed
26 under the provisions of this chapter must contain the words
27 “Limited-Liability Company,” “Limited Company,” or “Limited” or
28 the abbreviations “Ltd.,” “L.L.C.,” “L.C.,” “LLC” or “LC.” The
29 word “Company” may be abbreviated as “Co.”
30 2. The name proposed for a limited-liability company must be
31 distinguishable on the records of the Secretary of State from the
32 names of all other artificial persons formed, organized, registered or
33 qualified pursuant to the provisions of this title that are on file in the
34 Office of the Secretary of State and all names that are reserved in
35 the Office of the Secretary of State pursuant to the provisions of this
36 title. If a proposed name is not so distinguishable, the Secretary of
37 State shall return the articles of organization to the organizer, unless
38 the written, acknowledged consent of the holder of the name on file
39 or reserved name to use the same name or the requested similar
40 name accompanies the articles of organization.
41 3. For the purposes of this section and NRS 86.176, a proposed
42 name is not distinguishable from a name on file or reserved name
43 solely because one or the other contains distinctive lettering, a
44 distinctive mark, a trademark or a trade name, or any combination
45 ~~of these.~~ thereof.



1 4. The name of a limited-liability company whose charter has
2 been revoked, which has merged and is not the surviving entity or
3 whose existence has otherwise terminated is available for use by any
4 other artificial person.

5 5. The Secretary of State shall not accept for filing any articles
6 of organization for any limited-liability company if the name of the
7 limited-liability company contains the words "accountant,"
8 "accounting," "accountancy," "auditor" or "auditing" unless the
9 Nevada State Board of Accountancy certifies that the limited-
10 liability company:

11 (a) Is registered pursuant to the provisions of chapter 628 of
12 NRS; or

13 (b) Has filed with the *Nevada* State Board of Accountancy
14 under penalty of perjury a written statement that the limited-liability
15 company is not engaged in the practice of accounting and is not
16 offering to practice accounting in this state.

17 6. *The Secretary of State shall not accept for filing any*
18 *articles of organization or certificate of amendment of articles of*
19 *organization of any limited-liability company formed or existing*
20 *pursuant to the laws of this state which provides that the name of*
21 *the limited-liability company contains the word "bank" or "trust"*
22 *unless:*

23 (a) *It appears from the articles of organization or the*
24 *certificate of amendment that the limited-liability company*
25 *proposes to carry on business as a banking or trust company,*
26 *exclusively or in connection with its business as a bank or savings*
27 *and loan association; and*

28 (b) *The articles of organization or certificate of amendment is*
29 *first approved by the Commissioner of Financial Institutions.*

30 7. *The Secretary of State shall not accept for filing any*
31 *articles of organization or certificate of amendment of articles of*
32 *organization of any limited-liability company formed or existing*
33 *pursuant to the provisions of this chapter if it appears from the*
34 *articles or the certificate of amendment that the business to be*
35 *carried on by the limited-liability company is subject to*
36 *supervision by the Commissioner of Insurance or by the*
37 *Commissioner of Financial Institutions unless the articles or*
38 *certificate of amendment is approved by the Commissioner who*
39 *will supervise the business of the foreign limited-liability company.*

40 8. *Except as otherwise provided in subsection 7, the Secretary*
41 *of State shall not accept for filing any articles of organization or*
42 *certificate of amendment of articles of organization of any limited-*
43 *liability company formed or existing pursuant to the laws of this*
44 *state which provides that the name of the limited-liability company*
45 *contains the words "engineer," "engineered," "engineering,"*



1 *“professional engineer,” “registered engineer” or “licensed*
2 *engineer” unless:*
3 *(a) The State Board of Professional Engineers and Land*
4 *Surveyors certifies that the principals of the limited-liability*
5 *company are licensed to practice engineering pursuant to the laws*
6 *of this state; or*
7 *(b) The State Board of Professional Engineers and Land*
8 *Surveyors certifies that the limited-liability company is exempt*
9 *from the prohibitions of NRS 625.520.*
10 **9.** The Secretary of State may adopt regulations that interpret
11 the requirements of this section.
12 **Sec. 65.** NRS 86.221 is hereby amended to read as follows:
13 86.221 1. The articles of organization of a limited-liability
14 company may be amended for any purpose, not inconsistent with
15 law, as determined by all of the members or permitted by the articles
16 or an operating agreement.
17 2. An amendment must be made in the form of a certificate
18 setting forth:
19 (a) The name of the limited-liability company;
20 (b) Whether the limited-liability company is managed by ~~one or~~
21 ~~more~~ managers or members; and
22 (c) The amendment to the articles of organization.
23 3. The certificate of amendment must be signed by a manager
24 of the company or, if management is not vested in a manager, by a
25 member.
26 4. Restated articles of organization may be executed and filed
27 in the same manner as a certificate of amendment. If the certificate
28 alters or amends the articles in any manner, it must be accompanied
29 by:
30 (a) A resolution; or
31 (b) A form prescribed by the Secretary of State,
32 setting forth which provisions of the articles of organization on file
33 with the Secretary of State are being altered or amended.
34 **Sec. 66.** NRS 86.263 is hereby amended to read as follows:
35 86.263 1. A limited-liability company shall, on or before the
36 ~~first~~ last day of the ~~second~~ first month after the filing of its
37 articles of organization with the Secretary of State, file with the
38 Secretary of State, on a form furnished by him, a list that contains:
39 (a) The name of the limited-liability company;
40 (b) The file number of the limited-liability company, if known;
41 (c) The names and titles of all of its managers or, if there is no
42 manager, all of its managing members;
43 (d) The ~~mailing or street~~ address, either residence or business,
44 of each manager or managing member listed, following the name of
45 the manager or managing member;



1 (e) The name and ~~street~~ address of the resident agent of the
2 limited-liability company; and

3 (f) The signature of a manager or managing member of the
4 limited-liability company certifying that the list is true, complete
5 and accurate.

6 2. The limited-liability company shall annually thereafter, on
7 or before the last day of the month in which the anniversary date of
8 its organization occurs, file with the Secretary of State, on a form
9 furnished by him, an amended list containing all of the information
10 required in subsection 1. ~~[If the limited liability company has had no
11 changes in its managers or, if there is no manager, its managing
12 members, since its previous list was filed, no amended list need be
13 filed if a manager or managing member of the limited liability
14 company certifies to the Secretary of State as a true and accurate
15 statement that no changes in the managers or managing members
16 have occurred.]~~

17 3. Each list required by ~~subsection 1 and each list or~~
18 ~~certification required by subsection 2~~ *this section* must be
19 accompanied by a declaration under penalty of perjury that the
20 limited-liability company ~~has~~ :

21 (a) *Has* complied with the provisions of chapter 364A of NRS
22 ~~[]~~; and

23 (b) *Acknowledges that pursuant to NRS 239.330 it is a*
24 *category C felony to knowingly offer any false or forged*
25 *instrument for filing in the Office of the Secretary of State.*

26 4. Upon filing:
27 (a) The initial list required by subsection 1, the limited-liability
28 company shall pay to the Secretary of State a fee of \$165.

29 (b) Each annual list required by subsection 2, ~~[or certifying that~~
30 ~~no changes have occurred,]~~ the limited-liability company shall pay
31 to the Secretary of State a fee of \$85.

32 5. The Secretary of State shall, 60 days before the last day for
33 filing each list required by subsection 2, cause to be mailed to each
34 limited-liability company *which is* required to comply with the
35 provisions of this section, *and* which has not become delinquent, a
36 notice of the fee due under subsection 4 and a reminder to file a list
37 required by subsection 2. ~~[or a certification of no change.]~~ Failure
38 of any company to receive a notice or form does not excuse it from
39 the penalty imposed by law.

40 6. If the list to be filed pursuant to the provisions of subsection
41 1 or 2 is defective or the fee required by subsection 4 is not paid, the
42 Secretary of State may return the list for correction or payment.

43 7. An annual list for a limited-liability company not in default
44 received by the Secretary of State more than ~~[60]~~ *90* days before its
45 due date shall be deemed an amended list for the previous year.



1 **Sec. 67.** NRS 86.266 is hereby amended to read as follows:
2 86.266 If a limited-liability company has filed the initial or
3 annual list in compliance with NRS 86.263 and has paid the
4 appropriate fee for the filing, the cancelled check *or other proof of*
5 *payment* received by the limited-liability company constitutes a
6 certificate authorizing it to transact its business within this state until
7 the last day of the month in which the anniversary of its formation
8 occurs in the next succeeding calendar year. ~~[If the company desires~~
9 ~~a formal certificate upon its payment of the annual fee, its payment~~
10 ~~must be accompanied by a self-addressed, stamped envelope.]~~

11 **Sec. 68.** NRS 86.269 is hereby amended to read as follows:
12 86.269 1. ~~[Every]~~ *Each* list required to be filed under the
13 provisions of NRS 86.263 must, after the name of each manager and
14 member listed thereon, set forth the ~~[post office box or street]~~
15 address, either residence or business, of each manager or member.
16 2. If the addresses are not stated for each person on any list
17 offered for filing, the Secretary of State may refuse to file the list,
18 and the limited-liability company for which the list has been offered
19 for filing is subject to the provisions of NRS 86.272 and 86.274
20 relating to failure to file the list within or at the times therein
21 specified, unless a list is subsequently submitted for filing which
22 conforms to the provisions of this section.

23 **Sec. 69.** NRS 86.274 is hereby amended to read as follows:
24 86.274 1. The Secretary of State shall notify, by ~~[letter~~
25 ~~addressed]~~ *providing written notice* to its resident agent, each
26 limited-liability company deemed in default pursuant to the
27 provisions of this chapter. The *written* notice ~~[must be accompanied~~
28 ~~by]~~ :
29 (a) *Must include* a statement indicating the amount of the filing
30 fee, penalties *incurred* and costs remaining unpaid.
31 (b) *At the request of the resident agent, may be provided*
32 *electronically.*

33 2. ~~[On the first day of the first anniversary of the month~~
34 ~~following the month in which the filing was required, the charter of~~
35 ~~the company is revoked and its right to transact business is forfeited.~~
36 ~~—3.— The]~~ *Immediately after the last day of the month in which*
37 *the anniversary date of its organization occurs, the* Secretary of
38 State shall compile a complete list containing the names of all
39 limited-liability companies whose right to ~~[do]~~ *transact* business has
40 been forfeited.

41 3. The Secretary of State shall forthwith notify ~~[each limited-~~
42 ~~liability company by letter addressed]~~ , *by providing written notice*
43 to its resident agent , *each limited-liability company specified in*
44 *subsection 2* of the forfeiture of its charter. The *written* notice ~~[must~~
45 ~~be accompanied by]~~ :



1 (a) *Must include* a statement indicating the amount of the filing
2 fee, penalties *incurred* and costs remaining unpaid.

3 (b) *At the request of the resident agent, may be provided*
4 *electronically.*

5 4. If the charter of a limited-liability company is revoked and
6 the right to transact business is forfeited, all of the property and
7 assets of the defaulting company must be held in trust by the
8 managers or, if none, by the members of the company, and the same
9 proceedings may be had with respect to its property and assets as
10 apply to the dissolution of a limited-liability company pursuant to
11 NRS 86.505 and 86.521. Any person interested may institute
12 proceedings at any time after a forfeiture has been declared, but if
13 the Secretary of State reinstates the charter, the proceedings must
14 be dismissed and all property restored to the company.

15 5. If the assets are distributed, they must be applied in the
16 following manner:

17 (a) To the payment of the filing fee, penalties *incurred* and costs
18 due to the State; and

19 (b) To the payment of the creditors of the company.
20 Any balance remaining must be distributed among the members as
21 provided in subsection 1 of NRS 86.521.

22 **Sec. 70.** NRS 86.276 is hereby amended to read as follows:

23 86.276 1. Except as otherwise provided in subsections 3 and
24 4, the Secretary of State shall reinstate any limited-liability company
25 which has forfeited *or which forfeits* its right to transact business
26 pursuant to the provisions of this chapter and *shall* restore to the
27 company its right to carry on business in this state, and to exercise
28 its privileges and immunities, if it:

29 (a) Files with the Secretary of State the list required by NRS
30 86.263; and

31 (b) Pays to the Secretary of State:

32 (1) The filing fee and penalty set forth in NRS 86.263 and
33 86.272 for each year or portion thereof during which it failed *to file*
34 in a timely manner each required annual list; ~~and~~

35 (2) A fee of \$200 for reinstatement ~~[-]; and~~

36 (3) *Any applicable fee pursuant to NRS 86.561.*

37 2. When the Secretary of State reinstates the limited-liability
38 company, he shall ~~[-]~~

39 ~~—(a) Immediately issue and deliver to the company a certificate of~~
40 ~~reinstatement authorizing it to transact business as if the filing fee~~
41 ~~had been paid when due; and~~

42 ~~—(b) Upon demand,]~~ issue to the company ~~{one or more certified~~
43 ~~copies of the]~~ *a* certificate of reinstatement.

44 3. The Secretary of State shall not order a reinstatement unless
45 all delinquent fees and penalties have been paid, and the revocation



1 of the charter occurred only by reason of failure to pay the fees and
2 penalties.

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

6 **Sec. 71.** NRS 86.547 is hereby amended to read as follows:

7 86.547 1. A foreign limited-liability company may cancel its
8 registration by filing with the Secretary of State a certificate of
9 cancellation signed by a manager of the company or, if management
10 is not vested in a manager, a member of the company. The
11 certificate, which must be accompanied by the required fees, must
12 set forth:

- 13 (a) The name of the foreign limited-liability company;
- 14 (b) ~~[(The date upon which its certificate of registration was filed;~~
- 15 ~~—(e)]~~ The effective date of the cancellation if other than the date
16 of the filing of the certificate of cancellation; and
- 17 ~~[(d)]~~ (c) Any other information deemed necessary by the
18 manager of the company or, if management is not vested in a
19 manager, a member of the company.

20 2. A cancellation pursuant to this section does not terminate the
21 authority of the Secretary of State to accept service of process on the
22 foreign limited-liability company with respect to causes of action
23 arising from the transaction of business in this state by the foreign
24 limited-liability company.

25 **Sec. 72.** Chapter 87 of NRS is hereby amended by adding
26 thereto the provisions set forth as sections 73 to 80, inclusive, of this
27 act.

28 **Sec. 73. 1.** *Each document filed with the Secretary of State*
29 *pursuant to this chapter must be on or accompanied by a form*
30 *prescribed by the Secretary of State.*

31 2. *The Secretary of State may refuse to file a document which*
32 *does not comply with subsection 1 or which does not contain all of*
33 *the information required by statute for filing the document.*

34 3. *If the information provided on the form prescribed by the*
35 *Secretary of State conflicts with any information provided on an*
36 *accompanying document that is being filed with the Secretary of*
37 *State, the Secretary of State may:*

- 38 (a) *File the document, in which case the information on the*
39 *document controls; or*
- 40 (b) *Refuse to file the document.*

41 4. *The Secretary of State may by regulation provide for the*
42 *electronic filing of documents with the Office of the Secretary of*
43 *State.*

44 **Sec. 74. 1.** *Each foreign limited-liability partnership doing*
45 *business in this state shall, on or before the last day of the month*



1 *after the filing of its application for registration as a foreign*
2 *limited-liability partnership with the Secretary of State, and*
3 *annually thereafter on or before the last day of the month in*
4 *which the anniversary date of its qualification to do business in*
5 *this state occurs in each year, file with the Secretary of State a list,*
6 *on a form furnished by him, that contains:*

- 7 (a) *The name of the foreign limited-liability partnership;*
- 8 (b) *The file number of the foreign limited-liability partnership,*
9 *if known;*
- 10 (c) *The names of all its managing partners;*
- 11 (d) *The address, either residence or business, of each*
12 *managing partner;*
- 13 (e) *The name and street address of its resident agent in this*
14 *state; and*
- 15 (f) *The signature of a managing partner of the foreign limited-*
16 *liability partnership certifying that the list is true, complete and*
17 *accurate.*

18 *2. Each list filed pursuant to this section must be*
19 *accompanied by a declaration under penalty of perjury that the*
20 *foreign limited-liability partnership:*

- 21 (a) *Has complied with the provisions of chapter 364A of NRS;*
22 *and*
- 23 (b) *Acknowledges that pursuant to NRS 239.330 it is a*
24 *category C felony to knowingly offer any false or forged*
25 *instrument for filing in the Office of the Secretary of State.*

26 *3. Upon filing:*

- 27 (a) *The initial list required by this section, the foreign limited-*
28 *liability partnership shall pay to the Secretary of State a fee of*
29 *\$165.*
- 30 (b) *Each annual list required by this section, the foreign*
31 *limited-liability partnership shall pay to the Secretary of State a*
32 *fee of \$85.*

33 *4. The Secretary of State shall, 60 days before the last day for*
34 *filing each annual list required by subsection 1, cause to be mailed*
35 *to each foreign limited-liability partnership which is required to*
36 *comply with the provisions of sections 74 to 80, inclusive, of this*
37 *act, and which has not become delinquent, the blank forms to be*
38 *completed and filed with him. Failure of any foreign limited-*
39 *liability partnership to receive the forms does not excuse it from*
40 *the penalty imposed by the provisions of sections 74 to 80,*
41 *inclusive, of this act.*

42 *5. An annual list for a foreign limited-liability partnership*
43 *not in default which is received by the Secretary of State more*
44 *than 90 days before its due date must be deemed an amended list*



1 *for the previous year and does not satisfy the requirements of*
2 *subsection 1 for the year to which the due date is applicable.*

3 **Sec. 75.** *If a foreign limited-liability partnership has filed the*
4 *initial or annual list in compliance with section 74 of this act and*
5 *has paid the appropriate fee for the filing, the cancelled check or*
6 *other proof of payment received by the foreign limited-liability*
7 *partnership constitutes a certificate authorizing it to transact its*
8 *business within this state until the last day of the month in which*
9 *the anniversary of its qualification to transact business occurs in*
10 *the next succeeding calendar year.*

11 **Sec. 76. 1.** *Each list required to be filed under the*
12 *provisions of sections 74 to 80, inclusive, of this act must, after*
13 *the name of each managing partner listed thereon, set forth the*
14 *address, either residence or business, of each managing partner.*

15 **2.** *If the addresses are not stated for each person on any list*
16 *offered for filing, the Secretary of State may refuse to file the list,*
17 *and the foreign limited-liability partnership for which the list has*
18 *been offered for filing is subject to all the provisions of sections 74*
19 *to 80, inclusive, of this act relating to failure to file the list within*
20 *or at the times therein specified, unless a list is subsequently*
21 *submitted for filing which conforms to the provisions of this*
22 *section.*

23 **Sec. 77. 1.** *Each foreign limited-liability partnership*
24 *required to make a filing and pay the fee prescribed in sections 74*
25 *to 80, inclusive, of this act which refuses or neglects to do so*
26 *within the time provided is in default.*

27 **2.** *For default there must be added to the amount of the fee a*
28 *penalty of \$50, and unless the filing is made and the fee and*
29 *penalty are paid on or before the last day of the month in which*
30 *the anniversary date of the foreign limited-liability partnership*
31 *occurs, the defaulting foreign limited-liability partnership by*
32 *reason of its default forfeits its right to transact any business*
33 *within this state. The fee and penalty must be collected as provided*
34 *in this chapter.*

35 **Sec. 78. 1.** *The Secretary of State shall notify, by providing*
36 *written notice to its resident agent, each foreign limited-liability*
37 *partnership deemed in default pursuant to section 77 of this act.*
38 *The written notice:*

39 *(a) Must include a statement indicating the amount of the*
40 *filing fee, penalties incurred and costs remaining unpaid.*

41 *(b) At the request of the resident agent, may be provided*
42 *electronically.*

43 **2.** *Immediately after the last day of the month in which the*
44 *anniversary date of its registration occurs, the Secretary of State*
45 *shall compile a complete list containing the names of all foreign*



1 *limited-liability partnerships whose right to transact business has*
2 *been forfeited.*

3 3. *The Secretary of State shall notify, by providing written*
4 *notice to its resident agent, each foreign limited-liability*
5 *partnership specified in subsection 2 of the forfeiture of its right to*
6 *transact business. The written notice:*

7 (a) *Must include a statement indicating the amount of the*
8 *filing fee, penalties incurred and costs remaining unpaid.*

9 (b) *At the request of the resident agent, may be provided*
10 *electronically.*

11 **Sec. 79. 1.** *Except as otherwise provided in subsections 3*
12 *and 4, the Secretary of State shall reinstate a foreign limited-*
13 *liability partnership which has forfeited or which forfeits its right*
14 *to transact business under the provisions of this chapter and shall*
15 *restore to the foreign limited-liability partnership its right to*
16 *transact business in this state, and to exercise its privileges and*
17 *immunities, if it:*

18 (a) *Files with the Secretary of State a list as provided in*
19 *sections 74 and 76 of this act; and*

20 (b) *Pays to the Secretary of State:*

21 (1) *The filing fee and penalty set forth in sections 74 and 77*
22 *of this act for each year or portion thereof that its right to transact*
23 *business was forfeited;*

24 (2) *A fee of \$200 for reinstatement; and*

25 (3) *Any applicable fee pursuant to NRS 87.550.*

26 2. *If payment is made and the Secretary of State reinstates the*
27 *foreign limited-liability partnership to its former rights, the*
28 *Secretary of State shall issue to the foreign limited-liability*
29 *partnership a certificate of reinstatement.*

30 3. *The Secretary of State shall not order a reinstatement*
31 *unless all delinquent fees and penalties have been paid and the*
32 *revocation of the right to transact business occurred only by*
33 *reason of failure to pay the fees and penalties.*

34 4. *If the right of a foreign limited-liability partnership to*
35 *transact business in this state has been forfeited pursuant to the*
36 *provisions of section 78 of this act and has remained forfeited for*
37 *a period of 5 consecutive years, the right to transact business must*
38 *not be reinstated.*

39 **Sec. 80. 1.** *Except as otherwise provided in subsection 2, if*
40 *a foreign limited-liability partnership applies to reinstate its*
41 *certificate of registration and its name has been legally reserved or*
42 *acquired by another artificial person formed, organized, registered*
43 *or qualified pursuant to the provisions of this title whose name is*
44 *on file with the Office of the Secretary of State or reserved in the*
45 *Office of the Secretary of State pursuant to the provisions of this*



1 *title, the foreign limited-liability partnership must submit in*
2 *writing in its application for reinstatement to the Secretary of State*
3 *some other name under which it desires its existence to be*
4 *reinstated. If that name is distinguishable from all other names*
5 *reserved or otherwise on file, the Secretary of State shall issue to*
6 *the applying foreign limited-liability partnership a certificate of*
7 *reinstatement under that new name.*

8 2. *If the applying foreign limited-liability partnership submits*
9 *the written, acknowledged consent of the artificial person having a*
10 *name, or the person who has reserved a name, which is not*
11 *distinguishable from the old name of the applying foreign limited-*
12 *liability partnership or a new name it has submitted, it may be*
13 *reinstated under that name.*

14 3. *For the purposes of this section, a proposed name is not*
15 *distinguishable from a name on file or reserved solely because one*
16 *or the other contains distinctive lettering, a distinctive mark, a*
17 *trademark or a trade name, or any combination thereof.*

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

20 **Sec. 81.** NRS 87.450 is hereby amended to read as follows:

21 87.450 1. The name proposed for a registered limited-
22 liability partnership must contain the words "Limited-Liability
23 Partnership" or "Registered Limited-Liability Partnership" or the
24 abbreviation "L.L.P." or "LLP" as the last words or letters of the
25 name and must be distinguishable on the records of the Secretary of
26 State from the names of all other artificial persons formed,
27 organized, registered or qualified pursuant to the provisions of this
28 title that are on file in the Office of the Secretary of State and all
29 names that are reserved in the Office of the Secretary of State
30 pursuant to the provisions of this title. If the name of the registered
31 limited-liability partnership on a certificate of registration of
32 limited-liability partnership submitted to the Secretary of State is not
33 distinguishable from a name on file or reserved name, the Secretary
34 of State shall return the certificate to the person who signed it unless
35 the written, acknowledged consent of the holder of the name on file
36 or reserved name to use the name accompanies the certificate.

37 2. For the purposes of this section, a proposed name is not
38 distinguishable from a name on file or reserved name solely because
39 one or the other contains distinctive lettering, a distinctive mark, a
40 trademark or a trade name, or any combination of ~~these~~ thereof.

41 3. *The Secretary of State shall not accept for filing any*
42 *certificate of registration or certificate of amendment of a*
43 *certificate of registration of any registered limited-liability*
44 *partnership formed or existing pursuant to the laws of this state*
45 *which provides that the name of the registered limited-liability*



1 *partnership contains the words “accountant,” “accounting,”*
2 *“accountancy,” “auditor” or “auditing” unless the Nevada State*
3 *Board of Accountancy certifies that the registered limited-liability*
4 *partnership:*

5 *(a) Is registered pursuant to the provisions of chapter 628 of*
6 *NRS; or*

7 *(b) Has filed with the Nevada State Board of Accountancy*
8 *under penalty of perjury a written statement that the registered*
9 *limited-liability partnership is not engaged in the practice of*
10 *accounting and is not offering to practice accounting in this state.*

11 *4. The Secretary of State shall not accept for filing any*
12 *certificate of registration or certificate of amendment of a*
13 *certificate of registration of any registered limited-liability*
14 *partnership formed or existing pursuant to the laws of this state*
15 *which provides that the name of the registered limited-liability*
16 *partnership contains the word “bank” or “trust” unless:*

17 *(a) It appears from the certificate of registration or the*
18 *certificate of amendment that the registered limited-liability*
19 *partnership proposes to carry on business as a banking or trust*
20 *company, exclusively or in connection with its business as a bank*
21 *or savings and loan association; and*

22 *(b) The certificate of registration or certificate of amendment*
23 *is first approved by the Commissioner of Financial Institutions.*

24 *5. The Secretary of State shall not accept for filing any*
25 *certificate of registration or certificate of amendment of a*
26 *certificate of registration of any registered limited-liability*
27 *partnership formed or existing pursuant to the provisions of this*
28 *chapter if it appears from the certificate of registration or the*
29 *certificate of amendment that the business to be carried on by the*
30 *registered limited-liability partnership is subject to supervision by*
31 *the Commissioner of Insurance or by the Commissioner of*
32 *Financial Institutions, unless the certificate of registration or*
33 *certificate of amendment is approved by the Commissioner who*
34 *will supervise the business of the registered limited-liability*
35 *partnership.*

36 *6. Except as otherwise provided in subsection 5, the Secretary*
37 *of State shall not accept for filing any certificate of registration or*
38 *certificate of amendment of a certificate of registration of any*
39 *registered limited-liability partnership formed or existing pursuant*
40 *to the laws of this state which provides that the name of the*
41 *registered limited-liability partnership contains the words*
42 *“engineer,” “engineered,” “engineering,” “professional*
43 *engineer,” “registered engineer” or “licensed engineer” unless:*

44 *(a) The State Board of Professional Engineers and Land*
45 *Surveyors certifies that the principals of the registered limited-*



1 *liability partnership are licensed to practice engineering pursuant*
2 *to the laws of this state; or*

3 *(b) The State Board of Professional Engineers and Land*
4 *Surveyors certifies that the registered limited-liability partnership*
5 *is exempt from the prohibitions of NRS 625.520.*

6 *7. The Secretary of State shall not accept for filing any*
7 *certificate of registration or certificate of amendment of a*
8 *certificate of registration of any registered limited-liability*
9 *partnership formed or existing pursuant to the laws of this state*
10 *which provides that the name of the registered limited-liability*
11 *partnership contains the words "unit-owners' association" or*
12 *"homeowners' association" or if it appears in the certificate of*
13 *registration or certificate of amendment that the purpose of the*
14 *registered limited-liability partnership is to operate as a unit-*
15 *owners' association pursuant to chapter 116 of NRS unless the*
16 *Administrator of the Real Estate Division of the Department of*
17 *Business and Industry certifies that the registered limited-liability*
18 *partnership has:*

19 *(a) Registered with the Ombudsman for Owners in Common-*
20 *Interest Communities pursuant to NRS 116.31158; and*

21 *(b) Paid to the Administrator of the Real Estate Division the*
22 *fees required pursuant to NRS 116.31155.*

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

27 ~~[4.]~~ *9. The Secretary of State may adopt regulations that*
28 *interpret the requirements of this section.*

29 **Sec. 82.** NRS 87.460 is hereby amended to read as follows:

30 87.460 1. A certificate of registration of a registered limited-
31 liability partnership may be amended by filing with the Secretary of
32 State a certificate of amendment. The certificate of amendment must
33 set forth:

34 (a) The name of the registered limited-liability partnership; *and*

35 (b) ~~[The dates on which the registered limited liability~~
36 ~~partnership filed its original certificate of registration and any other~~
37 ~~certificates of amendment; and~~

38 ~~—(e)]~~ The change to the information contained in the original
39 certificate of registration or any other certificates of amendment.

40 2. The certificate of amendment must be:

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

43 (b) Accompanied by a fee of \$150.



1 **Sec. 83.** NRS 87.510 is hereby amended to read as follows:
2 87.510 1. A registered limited-liability partnership shall, on
3 or before the ~~first~~ *last* day of the ~~second~~ *first* month after the
4 filing of its certificate of registration with the Secretary of State, and
5 annually thereafter on or before the last day of the month in which
6 the anniversary date of the filing of its certificate of registration with
7 the Secretary of State occurs, file with the Secretary of State, on a
8 form furnished by him, a list that contains:
9 (a) The name of the registered limited-liability partnership;
10 (b) The file number of the registered limited-liability
11 partnership, if known;
12 (c) The names of all of its managing partners;
13 (d) The ~~mailing or street~~ address, either residence or business,
14 of each managing partner;
15 (e) The name and ~~street~~ address of the resident agent of the
16 registered limited-liability partnership; and
17 (f) The signature of a managing partner of the registered limited-
18 liability partnership certifying that the list is true, complete and
19 accurate.
20 Each list filed pursuant to this subsection must be accompanied by a
21 declaration under penalty of perjury that the registered limited-
22 liability partnership has complied with the provisions of chapter
23 364A of NRS ~~+~~ *and which acknowledges that pursuant to NRS*
24 *239.330 it is a category C felony to knowingly offer any false or*
25 *forged instrument for filing in the Office of the Secretary of State.*
26 2. Upon filing:
27 (a) The initial list required by subsection 1, the registered
28 limited-liability partnership shall pay to the Secretary of State a fee
29 of \$165.
30 (b) Each annual list required by subsection 1, the registered
31 limited-liability partnership shall pay to the Secretary of State a fee
32 of \$85.
33 3. The Secretary of State shall, at least 60 days before the last
34 day for filing each annual list required by subsection 1, cause to be
35 mailed to the registered limited-liability partnership a notice of the
36 fee due pursuant to subsection 2 and a reminder to file the annual
37 list required by subsection 1. The failure of any registered limited-
38 liability partnership to receive a notice or form does not excuse it
39 from complying with the provisions of this section.
40 4. If the list to be filed pursuant to the provisions of subsection
41 1 is defective, or the fee required by subsection 2 is not paid, the
42 Secretary of State may return the list for correction or payment.
43 5. An annual list that is filed by a registered limited-liability
44 partnership which is not in default more than ~~60~~ *90* days before it
45 is due shall be deemed an amended list for the previous year and



1 does not satisfy the requirements of subsection 1 for the year to
2 which the due date is applicable.

3 **Sec. 84.** NRS 87.520 is hereby amended to read as follows:

4 87.520 1. A registered limited-liability partnership that fails
5 to comply with the provisions of NRS 87.510 is in default.

6 2. *If a registered limited-liability partnership that is a unit-*
7 *owners' association as defined in NRS 116.110315 fails to register*
8 *pursuant to NRS 116.31158 or fails to pay the fees pursuant to*
9 *NRS 116.31155, the registered limited-liability partnership shall*
10 *be deemed to be in default. Upon notification from the*
11 *Administrator of the Real Estate Division of the Department of*
12 *Business and Industry that the registered limited-liability*
13 *partnership has registered pursuant to NRS 116.31158 and paid*
14 *the fees pursuant to NRS 116.31155, the Secretary of State shall*
15 *reinstate the registered limited-liability partnership if the*
16 *registered limited-liability partnership complies with the*
17 *requirements for reinstatement as provided in this section and*
18 *NRS 87.510 and 87.530.*

19 3. Any registered limited-liability partnership that is in default
20 pursuant to ~~subsection 1~~ *this section* must, in addition to the fee
21 required to be paid pursuant to NRS 87.510, pay a penalty of \$50.

22 ~~[3.—On or before the 15th day of the third month after the~~
23 ~~month in which the fee required to be paid pursuant to NRS 87.510~~
24 ~~is due, the]~~

25 4. The Secretary of State shall ~~[notify, by certified mail,]~~
26 *provide written notice to* the resident agent of any registered
27 limited-liability partnership that is in default. The *written* notice
28 ~~[must]~~:

29 (a) *Must* include the amount of any payment that is due from the
30 registered limited-liability partnership.

31 (b) *At the request of the resident agent, may be provided*
32 *electronically.*

33 ~~[4.]~~ 5. If a registered limited-liability partnership fails to pay
34 the amount that is due, the certificate of registration of the registered
35 limited-liability partnership shall be deemed revoked ~~[on the first~~
36 ~~day of the ninth month after the month in which the fee required to~~
37 ~~be paid pursuant to NRS 87.510 was due. The]~~ *immediately after*
38 *the last day of the month in which the anniversary date of the*
39 *filing of the certificate of registration occurs, and the* Secretary of
40 State shall notify ~~[a]~~ *the* registered limited-liability partnership, by
41 ~~[certified mail, addressed]~~ *providing written notice* to its resident
42 agent or, if the registered limited-liability partnership does not have
43 a resident agent, to a managing partner, that its certificate of
44 registration is revoked. ~~[and]~~ *The written notice:*



1 (a) *Must include* the amount of any fees and penalties *incurred*
2 that are due.

3 (b) *At the request of the resident agent or managing partner,*
4 *may be provided electronically.*

5 **Sec. 85.** NRS 87.530 is hereby amended to read as follows:

6 87.530 1. Except as otherwise provided in subsection 3, the
7 Secretary of State shall reinstate the certificate of registration of a
8 registered limited-liability partnership that is revoked pursuant to
9 NRS 87.520 if the registered limited-liability partnership:

10 (a) Files with the Secretary of State the information required by
11 NRS 87.510; and

12 (b) Pays to the Secretary of State:

13 (1) The fee required to be paid ~~[by that section;]~~ *pursuant to*
14 *NRS 87.510;*

15 (2) Any penalty required to be paid pursuant to NRS 87.520;
16 ~~[and]~~

17 (3) A reinstatement fee of \$200 ~~[;]~~ *and*

18 (4) *Any applicable fee pursuant to NRS 87.550.*

19 2. Upon reinstatement of a certificate of registration pursuant
20 to this section, the Secretary of State shall ~~[~~

21 ~~—(a) Deliver to the registered limited liability partnership a~~
22 ~~certificate of reinstatement authorizing it to transact business~~
23 ~~retroactively from the date the fee required by NRS 87.510 was due;~~
24 ~~and~~

25 ~~—(b) Upon request,]~~ issue to the registered limited-liability
26 partnership ~~[one or more certified copies of the]~~ *a* certificate of
27 reinstatement.

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

32 **Sec. 86.** NRS 87.547 is hereby amended to read as follows:

33 87.547 1. A *registered* limited-liability partnership may
34 correct a document filed by the Secretary of State with respect to the
35 *registered* limited-liability partnership if the document contains an
36 inaccurate record of a partnership action described in the document
37 or was defectively executed, attested, sealed, verified or
38 acknowledged.

39 2. To correct a document, the *registered* limited-liability
40 partnership must:

41 (a) Prepare a certificate of correction that:

42 (1) States the name of the *registered* limited-liability
43 partnership;

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



- 1 (3) Specifies the inaccuracy or defect;
- 2 (4) Sets forth the inaccurate or defective portion of the
- 3 document in an accurate or corrected form; and
- 4 (5) Is signed by a managing partner of the *registered* limited-
- 5 liability partnership.

- 6 (b) Deliver the certificate to the Secretary of State for filing.
- 7 (c) Pay a filing fee of \$150 to the Secretary of State.

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

12 **Sec. 87.** Chapter 88 of NRS is hereby amended by adding
13 thereto the provisions set forth as sections 88 to 95, inclusive, of this
14 act.

15 **Sec. 88. 1.** *Each document filed with the Secretary of State*
16 *pursuant to this chapter must be on or accompanied by a form*
17 *prescribed by the Secretary of State.*

18 **2.** *The Secretary of State may refuse to file a document which*
19 *does not comply with subsection 1 or which does not contain all of*
20 *the information required by statute for filing the document.*

21 **3.** *If the information provided on the form prescribed by the*
22 *Secretary of State conflicts with any information provided on an*
23 *accompanying document that is being filed with the Secretary of*
24 *State, the Secretary of State may:*

25 (a) *File the document, in which case the information on the*
26 *document controls; or*

27 (b) *Refuse to file the document.*

28 **4.** *The Secretary of State may by regulation provide for the*
29 *electronic filing of documents with the Office of the Secretary of*
30 *State.*

31 **Sec. 89. 1.** *Each foreign limited partnership doing business*
32 *in this state shall, on or before the last day of the month after the*
33 *filing of its application for registration as a foreign limited*
34 *partnership with the Secretary of State, and annually thereafter on*
35 *or before the last day of the month in which the anniversary date*
36 *of its qualification to do business in this state occurs in each year,*
37 *file with the Secretary of State a list, on a form furnished by him,*
38 *that contains:*

39 (a) *The name of the foreign limited partnership;*

40 (b) *The file number of the foreign limited partnership, if*
41 *known;*

42 (c) *The names of all its general partners;*

43 (d) *The address, either residence or business, of each general*
44 *partner;*



1 (e) *The name and street address of its resident agent in this*
2 *state; and*

3 (f) *The signature of a general partner of the foreign limited*
4 *partnership certifying that the list is true, complete and accurate.*

5 2. *Each list filed pursuant to this section must be*
6 *accompanied by a declaration under penalty of perjury that the*
7 *foreign limited partnership:*

8 (a) *Has complied with the provisions of chapter 364A of NRS;*
9 *and*

10 (b) *Acknowledges that pursuant to NRS 239.330 it is a*
11 *category C felony to knowingly offer any false or forged*
12 *instrument for filing in the Office of the Secretary of State.*

13 3. *Upon filing:*

14 (a) *The initial list required by this section, the foreign limited*
15 *partnership shall pay to the Secretary of State a fee of \$165.*

16 (b) *Each annual list required by this section, the foreign*
17 *limited partnership shall pay to the Secretary of State a fee of \$85.*

18 4. *The Secretary of State shall, 60 days before the last day for*
19 *filing each annual list required by subsection 1, cause to be mailed*
20 *to each foreign limited partnership which is required to comply*
21 *with the provisions of sections 89 to 95, inclusive, of this act, and*
22 *which has not become delinquent, the blank forms to be completed*
23 *and filed with him. Failure of any foreign limited partnership to*
24 *receive the forms does not excuse it from the penalty imposed by*
25 *the provisions of sections 89 to 95, inclusive, of this act.*

26 5. *An annual list for a foreign limited partnership not in*
27 *default which is received by the Secretary of State more than 90*
28 *days before its due date must be deemed an amended list for the*
29 *previous year and does not satisfy the requirements of subsection 1*
30 *for the year to which the due date is applicable.*

31 **Sec. 90.** *If a foreign limited partnership has filed the initial*
32 *or annual list in compliance with section 89 of this act and has*
33 *paid the appropriate fee for the filing, the cancelled check or other*
34 *proof of payment received by the foreign limited partnership*
35 *constitutes a certificate authorizing it to transact its business*
36 *within this state until the last day of the month in which the*
37 *anniversary of its qualification to transact business occurs in the*
38 *next succeeding calendar year.*

39 **Sec. 91.** 1. *Each list required to be filed under the*
40 *provisions of sections 89 to 95, inclusive, of this act must, after*
41 *the name of each managing partner listed thereon, set forth the*
42 *address, either residence or business, of each managing partner.*

43 2. *If the addresses are not stated for each person on any list*
44 *offered for filing, the Secretary of State may refuse to file the list,*
45 *and the foreign limited partnership for which the list has been*



1 offered for filing is subject to all the provisions of sections 89 to
2 95, inclusive, of this act relating to failure to file the list within or
3 at the times therein specified, unless a list is subsequently
4 submitted for filing which conforms to the provisions of this
5 section.

6 **Sec. 92. 1.** Each foreign limited partnership required to
7 make a filing and pay the fee prescribed in sections 89 to 95,
8 inclusive, of this act which refuses or neglects to do so within the
9 time provided is in default.

10 2. For default there must be added to the amount of the fee a
11 penalty of \$50, and unless the filing is made and the fee and
12 penalty are paid on or before the last day of the month in which
13 the anniversary date of the foreign limited partnership occurs, the
14 defaulting foreign limited partnership by reason of its default
15 forfeits its right to transact any business within this state. The fee
16 and penalty must be collected as provided in this chapter.

17 **Sec. 93. 1.** The Secretary of State shall notify, by providing
18 written notice to its resident agent, each foreign limited
19 partnership deemed in default pursuant to section 92 of this act.
20 The written notice:

21 (a) Must include a statement indicating the amount of the
22 filing fee, penalties incurred and costs remaining unpaid.

23 (b) At the request of the resident agent, may be provided
24 electronically.

25 2. Immediately after the last day of the month in which the
26 anniversary date of the filing of the certificate of limited
27 partnership occurs, the Secretary of State shall compile a complete
28 list containing the names of all foreign limited partnerships whose
29 right to transact business has been forfeited.

30 3. The Secretary of State shall notify, by providing written
31 notice to its resident agent, each foreign limited partnership
32 specified in subsection 2 of the forfeiture of its right to transact
33 business. The written notice:

34 (a) Must include a statement indicating the amount of the
35 filing fee, penalties incurred and costs remaining unpaid.

36 (b) At the request of the resident agent, may be provided
37 electronically.

38 **Sec. 94. 1.** Except as otherwise provided in subsections 3
39 and 4, the Secretary of State shall reinstate a foreign limited
40 partnership which has forfeited or which forfeits its right to
41 transact business under the provisions of this chapter and shall
42 restore to the foreign limited partnership its right to transact
43 business in this state, and to exercise its privileges and immunities,
44 if it:



- 1 (a) Files with the Secretary of State a list as provided in
2 sections 89 and 91 of this act; and
3 (b) Pays to the Secretary of State:
- 4 (1) The filing fee and penalty set forth in sections 89 and 92
5 of this act for each year or portion thereof that its right to transact
6 business was forfeited;
7 (2) A fee of \$200 for reinstatement; and
8 (3) Any applicable fee pursuant to NRS 88.415.
- 9 2. If payment is made and the Secretary of State reinstates the
10 foreign limited partnership to its former rights, the Secretary of
11 State shall issue to the foreign limited partnership a certificate of
12 reinstatement.
- 13 3. The Secretary of State shall not order a reinstatement
14 unless all delinquent fees and penalties have been paid and the
15 revocation of the right to transact business occurred only by
16 reason of failure to pay the fees and penalties.
- 17 4. If the right of a foreign limited partnership to transact
18 business in this state has been forfeited pursuant to the provisions
19 of section 93 of this act and has remained forfeited for a period of
20 5 consecutive years, the right is not subject to reinstatement.
- 21 **Sec. 95.** 1. Except as otherwise provided in subsection 2, if
22 a foreign limited partnership applies to reinstate its certificate of
23 registration and its name has been legally reserved or acquired by
24 another artificial person formed, organized, registered or qualified
25 pursuant to the provisions of this title whose name is on file with
26 the Office of the Secretary of State or reserved in the Office of the
27 Secretary of State pursuant to the provisions of this title, the
28 foreign limited partnership must in its application for
29 reinstatement submit in writing to the Secretary of State some
30 other name under which it desires its existence to be reinstated. If
31 that name is distinguishable from all other names reserved or
32 otherwise on file, the Secretary of State shall issue to the applying
33 foreign limited partnership a certificate of reinstatement under
34 that new name.
- 35 2. If the applying foreign limited partnership submits the
36 written, acknowledged consent of the artificial person having a
37 name, or the person who has reserved a name, which is not
38 distinguishable from the old name of the applying foreign limited
39 partnership or a new name it has submitted, it may be reinstated
40 under that name.
- 41 3. For the purposes of this section, a proposed name is not
42 distinguishable from a name on file or reserved solely because one
43 or the other contains distinctive lettering, a distinctive mark, a
44 trademark or a trade name, or any combination thereof.



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

3 **Sec. 96.** NRS 88.320 is hereby amended to read as follows:
4 88.320 1. The name proposed for a limited partnership as set
5 forth in its certificate of limited partnership:

6 (a) Must contain the words "Limited Partnership," or the
7 abbreviation "LP" or "L.P."

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

9 (1) It is also the name of a general partner or the corporate
10 name of a corporate general partner; or

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

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

25 2. For the purposes of this section, a proposed name is not
26 distinguished from a name on file or reserved name solely because
27 one or the other contains distinctive lettering, a distinctive mark, a
28 trademark or a trade name, or any combination ~~{of these.}~~ thereof.

29 3. ***The Secretary of State shall not accept for filing any***
30 ***certificate of limited partnership for any limited partnership***
31 ***formed or existing pursuant to the laws of this state which***
32 ***provides that the name of the limited partnership contains the***
33 ***words "accountant," "accounting," "accountancy," "auditor" or***
34 ***"auditing" unless the Nevada State Board of Accountancy***
35 ***certifies that the limited partnership:***

36 (a) ***Is registered pursuant to the provisions of chapter 628 of***
37 ***NRS; or***

38 (b) ***Has filed with the Nevada State Board of Accountancy***
39 ***under penalty of perjury a written statement that the limited***
40 ***partnership is not engaged in the practice of accounting and is not***
41 ***offering to practice accounting in this state.***

42 4. ***The Secretary of State shall not accept for filing any***
43 ***certificate of limited partnership for any limited partnership***
44 ***formed or existing pursuant to the laws of this state which***



1 *provides that the name of the limited partnership contains the*
2 *word "bank" or "trust" unless:*

3 *(a) It appears from the certificate of limited partnership that*
4 *the limited partnership proposes to carry on business as a banking*
5 *or trust company, exclusively or in connection with its business as*
6 *a bank or savings and loan association; and*

7 *(b) The certificate of limited partnership is first approved by*
8 *the Commissioner of Financial Institutions.*

9 *5. The Secretary of State shall not accept for filing any*
10 *certificate of limited partnership for any limited partnership*
11 *formed or existing pursuant to the provisions of this chapter if it*
12 *appears from the certificate of limited partnership that the*
13 *business to be carried on by the limited partnership is subject to*
14 *supervision by the Commissioner of Insurance or by the*
15 *Commissioner of Financial Institutions, unless the certificate of*
16 *limited partnership is approved by the Commissioner who will*
17 *supervise the business of the limited partnership.*

18 *6. Except as otherwise provided in subsection 5, the Secretary*
19 *of State shall not accept for filing any certificate of limited*
20 *partnership for any limited partnership formed or existing*
21 *pursuant to the laws of this state which provides that the name of*
22 *the limited partnership contains the words "engineer,"*
23 *"engineered," "engineering," "professional engineer," "registered*
24 *engineer" or "licensed engineer" unless:*

25 *(a) The State Board of Professional Engineers and Land*
26 *Surveyors certifies that the principals of the limited partnership*
27 *are licensed to practice engineering pursuant to the laws of this*
28 *state; or*

29 *(b) The State Board of Professional Engineers and Land*
30 *Surveyors certifies that the limited partnership is exempt from the*
31 *prohibitions of NRS 625.520.*

32 *7. The Secretary of State shall not accept for filing any*
33 *certificate of limited partnership for any limited partnership*
34 *formed or existing pursuant to the laws of this state which*
35 *provides that the name of the limited partnership contains the*
36 *words "unit-owners' association" or "homeowners' association"*
37 *or if it appears in the certificate of limited partnership that the*
38 *purpose of the limited partnership is to operate as a unit-owners'*
39 *association pursuant to chapter 116 of NRS unless the*
40 *Administrator of the Real Estate Division of the Department of*
41 *Business and Industry certifies that the limited partnership has:*

42 *(a) Registered with the Ombudsman for Owners in Common-*
43 *Interest Communities pursuant to NRS 116.31158; and*

44 *(b) Paid to the Administrator of the Real Estate Division the*
45 *fees required pursuant to NRS 116.31155.*



* A B 5 3 6 *

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

5 ~~[4.]~~ **9.** The Secretary of State may adopt regulations that
6 interpret the requirements of this section.

7 **Sec. 97.** NRS 88.327 is hereby amended to read as follows:

8 88.327 1. Except as otherwise provided in subsection 2, if a
9 limited partnership applies to reinstate its right to transact business
10 but its name has been legally *reserved or* acquired by any other
11 artificial person formed, organized, registered or qualified pursuant
12 to the provisions of this title whose name is on file with the Office
13 of the Secretary of State or reserved in the Office of the Secretary of
14 State pursuant to the provisions of this title, the applying limited
15 partnership shall submit in writing to the Secretary of State some
16 other name under which it desires its right to be reinstated. If that
17 name is distinguishable from all other names reserved or otherwise
18 on file, the Secretary of State shall issue to the applying limited
19 partnership a certificate of reinstatement under that new name.

20 2. If the applying limited partnership submits the written,
21 acknowledged consent of the other artificial person having the
22 name, or the person who has reserved the name, that is not
23 distinguishable from the old name of the applying limited
24 partnership or a new name it has submitted, it may be reinstated
25 under that name.

26 3. For the purposes of this section, a proposed name is not
27 distinguishable from a name on file or reserved name solely because
28 one or the other contains distinctive lettering, a distinctive mark, a
29 trademark or a trade name, or any combination ~~[of these.]~~ *thereof.*

30 4. The Secretary of State may adopt regulations that interpret
31 the requirements of this section.

32 **Sec. 98.** NRS 88.340 is hereby amended to read as follows:

33 88.340 The Secretary of State may microfilm *or image* any
34 document which is filed in his office by or relating to a limited
35 partnership pursuant to this chapter and may return the original
36 document to the filer.

37 **Sec. 99.** NRS 88.360 is hereby amended to read as follows:

38 88.360 A certificate of limited partnership must be cancelled
39 upon the dissolution and the commencement of winding up of the
40 partnership or at any other time there are no limited partners. A
41 certificate of cancellation must be filed in the Office of the Secretary
42 of State and set forth:

- 43 1. The name of the limited partnership;
44 2. ~~[The date of filing of its certificate of limited partnership;~~
45 ~~—3.]~~ The reason for filing the certificate of cancellation;



1 ~~[4.]~~ 3. The effective date, which must be a date certain, of
2 cancellation if it is not to be effective upon the filing of the
3 certificate; and

4 ~~[5.]~~ 4. Any other information the general partners filing the
5 certificate determine.

6 **Sec. 100.** NRS 88.395 is hereby amended to read as follows:

7 88.395 1. A limited partnership shall, on or before the ~~[first]~~
8 *last* day of the ~~[second]~~ *first* month after the filing of its certificate
9 of limited partnership with the Secretary of State, and annually
10 thereafter on or before the last day of the month in which the
11 anniversary date of the filing of its certificate of limited partnership
12 occurs, file with the Secretary of State, on a form furnished by him,
13 a list that contains:

- 14 (a) The name of the limited partnership;
- 15 (b) The file number of the limited partnership, if known;
- 16 (c) The names of all of its general partners;
- 17 (d) The ~~[mailing or street]~~ address, either residence or business,
18 of each general partner;
- 19 (e) The name and street address of the resident agent of the
20 limited partnership; and
- 21 (f) The signature of a general partner of the limited partnership
22 certifying that the list is true, complete and accurate.

23 Each list filed pursuant to this subsection must be accompanied by a
24 declaration under penalty of perjury that the limited partnership has
25 complied with the provisions of chapter 364A of NRS ~~[]~~ *and which*
26 *acknowledges that pursuant to NRS 239.330 it is a category C*
27 *felony to knowingly offer any false or forged instrument for filing*
28 *in the Office of the Secretary of State.*

29 2. Upon filing:

- 30 (a) The initial list required by subsection 1, the limited
31 partnership shall pay to the Secretary of State a fee of \$165.
- 32 (b) Each annual list required by subsection 1, the limited
33 partnership shall pay to the Secretary of State a fee of \$85.

34 3. The Secretary of State shall, 60 days before the last day for
35 filing each annual list required by subsection 1, cause to be mailed
36 to each limited partnership *which is* required to comply with the
37 provisions of this section, *and* which has not become delinquent, a
38 notice of the fee due pursuant to the provisions of subsection 2 and a
39 reminder to file the annual list. Failure of any limited partnership to
40 receive a notice or form does not excuse it from the penalty imposed
41 by NRS 88.400.

42 4. If the list to be filed pursuant to the provisions of subsection
43 1 is defective or the fee required by subsection 2 is not paid, the
44 Secretary of State may return the list for correction or payment.



1 5. An annual list for a limited partnership not in default that is
2 received by the Secretary of State more than ~~{60}~~ 90 days before its
3 due date shall be deemed an amended list for the previous year and
4 does not satisfy the requirements of subsection 1 for the year to
5 which the due date is applicable.

6 6. A filing made pursuant to this section does not satisfy the
7 provisions of NRS 88.355 and may not be substituted for filings
8 submitted pursuant to NRS 88.355.

9 **Sec. 101.** NRS 88.400 is hereby amended to read as follows:

10 88.400 1. If a limited partnership has filed the list in
11 compliance with NRS 88.395 and has paid the appropriate fee for
12 the filing, the cancelled check *or other proof of payment* received
13 by the limited partnership constitutes a certificate authorizing it to
14 transact its business within this state until the anniversary date of the
15 filing of its certificate of limited partnership in the next succeeding
16 calendar year. ~~{If the limited partnership desires a formal certificate~~
17 ~~upon its payment of the annual fee, its payment must be~~
18 ~~accompanied by a self-addressed, stamped envelope.}~~

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

21 3. *If a limited partnership that is a unit-owners' association*
22 *as defined in NRS 116.110315 fails to register pursuant to NRS*
23 *116.31158 or fails to pay the fees pursuant to NRS 116.31155, the*
24 *limited partnership shall be deemed to be in default. Upon*
25 *notification from the Administrator of the Real Estate Division of*
26 *the Department of Business and Industry that the limited*
27 *partnership has registered pursuant to NRS 116.31158 and paid*
28 *the fees pursuant to NRS 116.31155, the Secretary of State shall*
29 *reinstate the limited partnership if the limited partnership*
30 *complies with the requirements for reinstatement as provided in*
31 *this section and NRS 88.350 to 88.415, inclusive.*

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

38 **Sec. 102.** NRS 88.405 is hereby amended to read as follows:

39 88.405 1. The Secretary of State shall notify, by ~~{letter~~
40 ~~addressed}~~ *providing written notice* to its resident agent, each
41 defaulting limited partnership. The *written* notice ~~{must be~~
42 ~~accompanied by}~~ :

43 (a) *Must include* a statement indicating the amount of the filing
44 fee, penalties *incurred* and costs remaining unpaid.



1 (b) *At the request of the resident agent, may be provided*
2 *electronically.*

3 2. Immediately after the ~~first day of the first anniversary of the~~
4 ~~month following the month in which filing was required,~~
5 ~~the certificate of the limited partnership is revoked. The~~ *last day of*
6 *the month in which the anniversary date of the filing of the*
7 *certificate of limited partnership occurs, the* Secretary of State
8 shall compile a complete list containing the names of all limited
9 partnerships whose right to ~~do~~ *transact* business has been
10 forfeited.

11 3. The Secretary of State shall notify, by ~~letter addressed~~
12 *providing written notice* to its resident agent, each limited
13 partnership *specified in subsection 2* of the revocation of its
14 certificate. The *written* notice ~~must be accompanied by~~ :

15 (a) *Must include* a statement indicating the amount of the filing
16 fee, penalties *incurred* and costs remaining unpaid.

17 ~~3.~~ (b) *At the request of the resident agent, may be provided*
18 *electronically.*

19 4. In case of revocation of the certificate and of the forfeiture
20 of the right to transact business thereunder, all the property and
21 assets of the defaulting domestic limited partnership are held in trust
22 by the general partners, and the same proceedings may be had with
23 respect thereto as for the judicial dissolution of a limited
24 partnership. Any person interested may institute proceedings at any
25 time after a forfeiture has been declared, but if the Secretary of State
26 reinstates the limited partnership, the proceedings must at once be
27 dismissed and all property restored to the general partners.

28 **Sec. 103.** NRS 88.410 is hereby amended to read as follows:

29 88.410 1. Except as otherwise provided in subsections 3 and
30 4, the Secretary of State may:

31 (a) Reinstates any limited partnership which has forfeited *or*
32 *which forfeits* its right to transact business; and

33 (b) Restore to the limited partnership its right to carry on
34 business in this state, and to exercise its privileges and
35 immunities,

36 upon the filing with the Secretary of State of the list required
37 pursuant to NRS 88.395, and upon payment to the Secretary of State
38 of the filing fee and penalty set forth in NRS 88.395 and 88.400 for
39 each year or portion thereof during which the certificate has been
40 revoked, and a fee of \$200 for reinstatement ~~and~~ *and the fee required*
41 *pursuant to subsection 6 of NRS 88.415, if applicable.*

42 2. When payment is made and the Secretary of State reinstates
43 the limited partnership to its former rights, he shall ~~do~~



1 ~~—(a) Immediately issue and deliver to the limited partnership a~~
2 ~~certificate of reinstatement authorizing it to transact business as if~~
3 ~~the filing fee had been paid when due; and~~

4 ~~—(b) Upon demand,] issue to the limited partnership [one or more~~
5 ~~certified copies of the] a~~ certificate of reinstatement.

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

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

12 **Sec. 104.** NRS 88.595 is hereby amended to read as follows:

13 88.595 A foreign limited partnership may cancel its
14 registration by filing with the Secretary of State a certificate of
15 cancellation signed by a general partner. The certificate must set
16 forth:

17 1. The name of the foreign limited partnership;

18 2. ~~[The date upon which its certificate of registration was filed;~~

19 ~~—3.]~~ The reason for filing the certificate of cancellation;

20 ~~[4.]~~ 3. The effective date of the cancellation if other than the
21 date of the filing of the certificate of cancellation; and

22 ~~[5.]~~ 4. Any other information deemed necessary by the general
23 partners of the partnership.

24 A cancellation does not terminate the authority of the Secretary of
25 State to accept service of process on the foreign limited partnership
26 with respect to causes of action arising out of the transactions of
27 business in this state.

28 **Sec. 105.** Chapter 88A of NRS is hereby amended by adding
29 thereto the provisions set forth as sections 106 to 114, inclusive, of
30 this act.

31 **Sec. 106. 1.** *Each document filed with the Secretary of*
32 *State pursuant to this chapter must be on or accompanied by a*
33 *form prescribed by the Secretary of State.*

34 *2. The Secretary of State may refuse to file a document which*
35 *does not comply with subsection 1 or which does not contain all of*
36 *the information required by statute for filing the document.*

37 *3. If the information provided on the form prescribed by the*
38 *Secretary of State conflicts with any information provided on an*
39 *accompanying document that is being filed with the Secretary of*
40 *State, the Secretary of State may:*

41 *(a) File the document, in which case the information on the*
42 *document controls; or*

43 *(b) Refuse to file the document.*



1 4. *The Secretary of State may by regulation provide for the*
2 *electronic filing of documents with the Office of the Secretary of*
3 *State.*

4 **Sec. 107. 1.** *Each foreign business trust doing business in*
5 *this state shall, on or before the last day of the month after the*
6 *filing of its application for registration as a foreign business trust*
7 *with the Secretary of State, and annually thereafter on or before*
8 *the last day of the month in which the anniversary date of its*
9 *qualification to do business in this state occurs in each year, file*
10 *with the Secretary of State a list, on a form furnished by him, that*
11 *contains:*

- 12 (a) *The name of the foreign business trust;*
- 13 (b) *The file number of the foreign business trust, if known;*
- 14 (c) *The name of at least one of its trustees;*
- 15 (d) *The address, either residence or business, of the trustee*
16 *listed pursuant to paragraph (c);*
- 17 (e) *The name and street address of its resident agent in this*
18 *state; and*
- 19 (f) *The signature of a trustee of the foreign business trust*
20 *certifying that the list is true, complete and accurate.*

21 2. *Each list required to be filed pursuant to this section must*
22 *be accompanied by a declaration under penalty of perjury that the*
23 *foreign business trust:*

- 24 (a) *Has complied with the provisions of chapter 364A of NRS;*
25 *and*
- 26 (b) *Acknowledges that pursuant to NRS 239.330 it is a*
27 *category C felony to knowingly offer any false or forged*
28 *instrument for filing in the Office of the Secretary of State.*

29 3. *Upon filing:*

- 30 (a) *The initial list required by this section, the foreign business*
31 *trust shall pay to the Secretary of State a fee of \$165.*
- 32 (b) *Each annual list required by this section, the foreign*
33 *business trust shall pay to the Secretary of State a fee of \$85.*

34 4. *The Secretary of State shall, 60 days before the last day for*
35 *filing each annual list required by subsection 1, cause to be mailed*
36 *to each foreign business trust which is required to comply with the*
37 *provisions of sections 107 to 113, inclusive, of this act, and which*
38 *has not become delinquent, the blank forms to be completed and*
39 *filed with him. Failure of any foreign business trust to receive the*
40 *forms does not excuse it from the penalty imposed by the*
41 *provisions of sections 107 to 113, inclusive, of this act.*

42 5. *An annual list for a foreign business trust not in default*
43 *which is received by the Secretary of State more than 90 days*
44 *before its due date must be deemed an amended list for the*



1 *previous year and does not satisfy the requirements of subsection 1*
2 *for the year to which the due date is applicable.*

3 **Sec. 108.** *If a foreign business trust has filed the initial or*
4 *annual list in compliance with section 107 of this act and has paid*
5 *the appropriate fee for the filing, the cancelled check or other*
6 *proof of payment received by the foreign business trust constitutes*
7 *a certificate authorizing it to transact its business within this state*
8 *until the last day of the month in which the anniversary of its*
9 *qualification to transact business occurs in the next succeeding*
10 *calendar year.*

11 **Sec. 109.** *1. Each list required to be filed under the*
12 *provisions of sections 107 to 113, inclusive, of this act must, after*
13 *the name of each trustee listed thereon, set forth the address,*
14 *either residence or business, of each trustee.*

15 *2. If the addresses are not stated for each person on any list*
16 *offered for filing, the Secretary of State may refuse to file the list,*
17 *and the foreign business trust for which the list has been offered*
18 *for filing is subject to all the provisions of sections 107 to 113,*
19 *inclusive, of this act relating to failure to file the list within or at*
20 *the times therein specified, unless a list is subsequently submitted*
21 *for filing which conforms to the provisions of this section.*

22 **Sec. 110.** *1. Each foreign business trust required to make a*
23 *filing and pay the fee prescribed in sections 107 to 113, inclusive,*
24 *of this act which refuses or neglects to do so within the time*
25 *provided is in default.*

26 *2. For default there must be added to the amount of the fee a*
27 *penalty of \$50, and unless the filing is made and the fee and*
28 *penalty are paid on or before the last day of the month in which*
29 *the anniversary date of the foreign business trust occurs, the*
30 *defaulting foreign business trust by reason of its default forfeits its*
31 *right to transact any business within this state. The fee and penalty*
32 *must be collected as provided in this chapter.*

33 **Sec. 111.** *1. The Secretary of State shall notify, by*
34 *providing written notice to its resident agent, each foreign*
35 *business trust deemed in default pursuant to section 110 of this*
36 *act. The written notice:*

37 *(a) Must include a statement indicating the amount of the*
38 *filing fee, penalties incurred and costs remaining unpaid.*

39 *(b) At the request of the resident agent, may be provided*
40 *electronically.*

41 *2. Immediately after the last day of the month in which the*
42 *anniversary date of the filing of the certificate of trust occurs,*
43 *the Secretary of State shall compile a complete list containing the*
44 *names of all corporations whose right to transact business has*
45 *been forfeited.*



1 3. *The Secretary of State shall notify, by providing written*
2 *notice to its resident agent, each foreign business trust specified in*
3 *subsection 2 of the forfeiture of its right to transact business. The*
4 *written notice:*

5 (a) *Must include a statement indicating the amount of the*
6 *filing fee, penalties incurred and costs remaining unpaid.*

7 (b) *At the request of the resident agent, may be provided*
8 *electronically.*

9 **Sec. 112.** 1. *Except as otherwise provided in subsections 3*
10 *and 4, the Secretary of State shall reinstate a foreign business*
11 *trust which has forfeited or which forfeits its right to transact*
12 *business under the provisions of this chapter and shall restore to*
13 *the foreign business trust its right to transact business in this state,*
14 *and to exercise its privileges and immunities, if it:*

15 (a) *Files with the Secretary of State a list as provided in*
16 *sections 107 and 109 of this act; and*

17 (b) *Pays to the Secretary of State:*

18 (1) *The filing fee and penalty set forth in sections 107 and*
19 *110 of this act for each year or portion thereof that its right to*
20 *transact business was forfeited;*

21 (2) *A fee of \$200 for reinstatement; and*

22 (3) *Any applicable fee pursuant to NRS 88A.900.*

23 2. *If payment is made and the Secretary of State reinstates the*
24 *foreign business trust to its former rights, the Secretary of State*
25 *shall issue to the foreign business trust a certificate of*
26 *reinstatement.*

27 3. *The Secretary of State shall not order a reinstatement*
28 *unless all delinquent fees and penalties have been paid and the*
29 *revocation of the right to transact business occurred only by*
30 *reason of failure to pay the fees and penalties.*

31 4. *If the right of a foreign business trust to transact business*
32 *in this state has been forfeited pursuant to the provisions of*
33 *section 111 of this act and has remained forfeited for a period of 5*
34 *consecutive years, the right to transact business must not be*
35 *reinstated.*

36 **Sec. 113.** 1. *Except as otherwise provided in subsection 2, if*
37 *a foreign business trust applies to reinstate its certificate of trust*
38 *and its name has been legally reserved or acquired by another*
39 *artificial person formed, organized, registered or qualified*
40 *pursuant to the provisions of this title whose name is on file with*
41 *the Office of the Secretary of State or reserved in the Office of the*
42 *Secretary of State pursuant to the provisions of this title, the*
43 *foreign business trust must submit in writing in its application for*
44 *reinstatement to the Secretary of State some other name under*
45 *which it desires its existence to be reinstated. If that name is*



1 *distinguishable from all other names reserved or otherwise on file,*
2 *the Secretary of State shall issue to the applying foreign business*
3 *trust a certificate of reinstatement under that new name.*

4 *2. If the applying foreign business trust submits the written,*
5 *acknowledged consent of the artificial person having a name, or*
6 *the person who has reserved a name, which is not distinguishable*
7 *from the old name of the applying foreign business trust or a new*
8 *name it has submitted, it may be reinstated under that name.*

9 *3. For the purposes of this section, a proposed name is not*
10 *distinguishable from a name on file or reserved solely because one*
11 *or the other contains distinctive lettering, a distinctive mark, a*
12 *trademark or a trade name, or any combination thereof.*

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

15 **Sec. 114.** *1. Each foreign business trust admitted to do*
16 *business in this state shall, within 90 days after the filing of any*
17 *document amendatory or otherwise relating to the original articles*
18 *in the place of its creation, file in the Office of the Secretary of*
19 *State a statement of a trustee of the change reflected by the filing*
20 *of the document, showing its relation to the name or general*
21 *purposes.*

22 *2. When a foreign business trust authorized to do business in*
23 *this state becomes a constituent of a merger permitted by the laws*
24 *of the state or country in which it is organized, it shall, within 90*
25 *days after the merger becomes effective, file a copy of the*
26 *agreement of merger filed in the place of its creation, certified by*
27 *an authorized officer of the place of its creation, or a certificate,*
28 *issued by the proper officer of the place of its creation, attesting to*
29 *the occurrence of the event, in the Office of the Secretary of State.*

30 *3. The Secretary of State may revoke the right of a foreign*
31 *business trust to transact business in this state if it fails to file the*
32 *documents required by this section or pay the fees incident to that*
33 *filing.*

34 **Sec. 115.** NRS 88A.220 is hereby amended to read as follows:

35 88A.220 1. A certificate of trust may be amended by filing
36 with the Secretary of State a certificate of amendment signed by at
37 least one trustee. The certificate of amendment must set forth:

- 38 (a) The name of the business trust; and
39 (b) The amendment to the certificate of trust.

40 2. A certificate of trust may be restated by integrating into a
41 single instrument all the provisions of the original certificate, and all
42 amendments to the certificate, which are then in effect or are to be
43 made by the restatement. The restated certificate of trust must be so
44 designated in its heading, must be signed by at least one trustee and
45 must set forth:



1 (a) The present name of the business trust ~~[and, if the name has~~
2 ~~been changed, the name under which the business trust was~~
3 ~~originally formed;~~

4 ~~—(b) The date of filing of the original certificate of trust;~~
5 ~~—(c);~~

6 (b) The provisions of the original certificate of trust, and all
7 amendments to the certificate, which are then in effect; and

8 ~~[(d)]~~ (c) Any further amendments to the certificate of trust.

9 3. A certificate of trust may be amended or restated at any time
10 for any purpose determined by the trustees.

11 **Sec. 116.** NRS 88A.420 is hereby amended to read as follows:

12 88A.420 A certificate of trust must be cancelled upon the
13 completion or winding up of the business trust and its termination.
14 A certificate of cancellation must be signed by a trustee, filed with
15 the Secretary of State, and set forth:

16 1. The name of the business trust;

17 2. ~~[(The date of filing of its certificate of trust;~~

18 ~~—3.)~~ A future effective date of the certificate of cancellation, if it
19 is not to be effective upon filing, which may not be more than 90
20 days after the certificate is filed; and

21 ~~[(4)]~~ 3. Any other information the trustee determines to include.

22 **Sec. 117.** NRS 88A.600 is hereby amended to read as follows:

23 88A.600 1. A business trust formed pursuant to this chapter
24 shall, on or before the ~~[(first)]~~ *last* day of the ~~[(second)]~~ *first* month
25 after the filing of its certificate of trust with the Secretary of State,
26 and annually thereafter on or before the last day of the month in
27 which the anniversary date of the filing of its certificate of trust with
28 the Secretary of State occurs, file with the Secretary of State, on a
29 form furnished by him, a list signed by at least one trustee that
30 contains the name and mailing address of its resident agent and at
31 least one trustee. Each list filed pursuant to this subsection must be
32 accompanied by a declaration under penalty of perjury that the
33 business trust ~~[(has)]~~ :

34 (a) *Has* complied with the provisions of chapter 364A of NRS
35 ~~[()]~~ ; and

36 (b) *Acknowledges that pursuant to NRS 239.330 it is a*
37 *category C felony to knowingly offer any false or forged*
38 *instrument for filing in the Office of the Secretary of State.*

39 2. Upon filing:

40 (a) The initial list required by subsection 1, the business trust
41 shall pay to the Secretary of State a fee of \$165.

42 (b) Each annual list required by subsection 1, the business trust
43 shall pay to the Secretary of State a fee of \$85.

44 3. The Secretary of State shall, 60 days before the last day for
45 filing each annual list required by subsection 1, cause to be mailed



1 to each business trust which is required to comply with the
2 provisions of NRS 88A.600 to 88A.660, inclusive, and which has
3 not become delinquent, the blank forms to be completed and filed
4 with him. Failure of a business trust to receive the forms does not
5 excuse it from the penalty imposed by law.

6 4. An annual list for a business trust not in default which is
7 received by the Secretary of State more than ~~{60}~~ 90 days before its
8 due date shall be deemed an amended list for the previous year.

9 **Sec. 118.** NRS 88A.610 is hereby amended to read as follows:

10 88A.610 When the fee for filing the annual list has been paid,
11 the cancelled check *or other proof of payment* received by the
12 business trust constitutes a certificate authorizing it to transact its
13 business within this state until the last day of the month in which the
14 anniversary of the filing of its certificate of trust occurs in the next
15 succeeding calendar year. ~~{If the business trust desires a formal
16 certificate upon its payment of the annual fee, its payment must be
17 accompanied by a self-addressed, stamped envelope.}~~

18 **Sec. 119.** NRS 88A.620 is hereby amended to read as follows:

19 88A.620 1. Each list required to be filed pursuant to the
20 provisions of NRS 88A.600 to 88A.660, inclusive, must, after the
21 name of each trustee listed thereon, set forth his ~~{post-office box or
22 street}~~ address, either residence or business.

23 2. If the addresses are not stated on a list offered for filing, the
24 Secretary of State may refuse to file the list, and the business trust
25 for which the list has been offered for filing is subject to all the
26 provisions of NRS 88A.600 to 88A.660, inclusive, relating to failure
27 to file the list when or at the times therein specified, unless a list is
28 subsequently submitted for filing which conforms to the provisions
29 of those sections.

30 **Sec. 120.** NRS 88A.640 is hereby amended to read as follows:

31 88A.640 1. The Secretary of State shall notify, by ~~{letter
32 addressed}~~ *providing written notice* to its resident agent, each
33 business trust deemed in default pursuant to the provisions of this
34 chapter. The *written notice* ~~{must be accompanied by}~~ :

35 (a) *Must include* a statement indicating the amount of the filing
36 fee, penalties *incurred* and costs remaining unpaid.

37 (b) *At the request of the resident agent, may be provided
38 electronically.*

39 2. Immediately after the ~~{first day of the first anniversary of the
40 month following the month in which the filing was required, the
41 certificate of trust of the business trust is revoked and its right to
42 transact business is forfeited.~~

43 ~~—3.—The}~~ *last day of the month in which the anniversary date of
44 the filing of the certificate of trust occurs, the* Secretary of State



1 shall compile a complete list containing the names of all business
2 trusts whose right to ~~do~~ *transact* business has been forfeited. ~~He~~

3 **3. The Secretary of State** shall forthwith notify ~~each such~~
4 ~~business trust, by letter addressed~~, *by providing written notice* to
5 its resident agent, *each business trust specified in subsection 2* of
6 the revocation of its certificate of trust. The *written* notice ~~must be~~
7 ~~accompanied by~~ :

8 (a) *Must include* a statement indicating the amount of the filing
9 fee, penalties *incurred* and costs remaining unpaid.

10 (b) *At the request of the resident agent, may be provided*
11 *electronically.*

12 4. If the certificate of trust is revoked and the right to transact
13 business is forfeited, all the property and assets of the defaulting
14 business trust must be held in trust by its trustees as for
15 insolvent business trusts, and the same proceedings may be had with
16 respect thereto as are applicable to insolvent business trusts. Any
17 person interested may institute proceedings at any time after a
18 forfeiture has been declared, but if the Secretary of State reinstates
19 the certificate of trust, the proceedings must at once be dismissed.

20 **Sec. 121.** NRS 88A.650 is hereby amended to read as follows:

21 88A.650 1. Except as otherwise provided in ~~subsection 3,~~
22 *subsections 3 and 4*, the Secretary of State shall reinstate a business
23 trust which has forfeited *or which forfeits* its right to transact
24 business pursuant to the provisions of this chapter and *shall* restore
25 to the business trust its right to carry on business in this state, and to
26 exercise its privileges and immunities, if it:

27 (a) Files with the Secretary of State the list required by NRS
28 88A.600; 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 for reinstatement ~~[-]~~; *and*

34 (3) *Any applicable fee pursuant to NRS 88A.900.*

35 2. When the Secretary of State reinstates the business trust, he
36 shall ~~[-]~~

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

40 ~~—(b) Upon demand,~~ issue to the business trust ~~one or more~~
41 ~~certified copies of the~~ *a* certificate of reinstatement.

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



1 **4. *If a certificate of business trust has been revoked pursuant***
2 ***to the provisions of this chapter and has remained revoked for a***
3 ***period of 5 consecutive years, the charter must not be reinstated.***

4 **Sec. 122.** NRS 88A.710 is hereby amended to read as follows:
5 88A.710 Before transacting business in this state, a foreign
6 business trust shall register with the Secretary of State. In order to
7 register, a foreign business trust shall submit to the Secretary of
8 State an application for registration as a foreign business trust,
9 signed by a trustee, and a signed certificate of acceptance of a
10 resident agent. The application for registration must set forth:

- 11 1. The name of the foreign business trust and, if different, the
12 name under which it proposes to register and transact business in
13 this state;
- 14 2. The state and date of its formation;
- 15 3. The name and address of the resident agent whom the
16 foreign business trust elects to appoint;
- 17 4. The address of the office required to be maintained in the
18 state of its organization by the laws of that state or, if not so
19 required, of the principal office of the foreign business trust; and
- 20 5. The name and ~~{business}~~ address , ***either residence or***
21 ***business,*** of one trustee.

22 **Sec. 123.** NRS 88A.740 is hereby amended to read as follows:
23 88A.740 A foreign business trust may cancel its registration by
24 filing with the Secretary of State a certificate of cancellation signed
25 by a trustee. The certificate must set forth:

- 26 1. The name of the foreign business trust;
- 27 2. ~~{The date upon which its certificate of registration was filed;~~
28 ~~—3.}~~ The effective date of the cancellation if other than the date
29 of the filing of the certificate of cancellation; and
- 30 ~~{4.}~~ 3. Any other information deemed necessary by the
31 trustee.

32 A cancellation does not terminate the authority of the Secretary of
33 State to accept service of process on the foreign business trust with
34 respect to causes of action arising out of the transaction of business
35 in this state.

36 **Sec. 124.** Chapter 89 of NRS is hereby amended by adding
37 thereto a new section to read as follows:

38 **1. *Each document filed with the Secretary of State pursuant***
39 ***to this chapter must be on or accompanied by a form prescribed by***
40 ***the Secretary of State.***

41 **2. *The Secretary of State may refuse to file a document which***
42 ***does not comply with subsection 1 or which does not contain all of***
43 ***the information required by statute for filing the document.***

44 **3. *If the information provided on the form prescribed by the***
45 ***Secretary of State conflicts with any information provided on an***



1 *accompanying document that is being filed with the Secretary of*
2 *State, the Secretary of State may:*

3 (a) *File the document, in which case the information on the*
4 *document controls; or*

5 (b) *Refuse to file the document.*

6 4. *The Secretary of State may by regulation provide for the*
7 *electronic filing of documents with the Office of the Secretary of*
8 *State.*

9 **Sec. 125.** NRS 89.040 is hereby amended to read as follows:

10 89.040 1. One or more persons may organize a professional
11 corporation in the manner provided for organizing a private
12 corporation pursuant to chapter 78 of NRS. Each person organizing
13 the corporation must, except as otherwise provided in subsection 2
14 of NRS 89.050, be authorized to perform the professional service
15 for which the corporation is organized. The articles of incorporation
16 must contain the following additional information:

17 (a) The profession to be practiced by means of the professional
18 corporation.

19 (b) The names and post office boxes or street addresses, either
20 residence or business, of the original stockholders and directors of
21 the professional corporation.

22 (c) Except as otherwise provided in paragraph (d) of this
23 subsection, a certificate from the regulating board of the profession
24 to be practiced showing that each of the directors, and each of the
25 stockholders who is a natural person, is licensed to practice the
26 profession.

27 (d) For a professional corporation organized pursuant to this
28 chapter and practicing pursuant to the provisions of NRS 623.349, a
29 certificate from the regulating board or boards of the profession or
30 professions to be practiced showing that control and two-thirds
31 ownership of the corporation is held by persons registered or
32 licensed pursuant to the applicable provisions of chapter 623, 623A
33 or 625 of NRS. As used in this paragraph, "control" has the meaning
34 ascribed to it in NRS 623.349.

35 2. The corporate name of a professional corporation must
36 contain the words "Professional Corporation" or the abbreviation
37 "Prof. Corp.," *"P.C." or "PC,"* or the word "Chartered" or *the*
38 *abbreviation "Chtd.," or* "Limited" or the abbreviation "Ltd." The
39 corporate name must contain the last name of one or more of its
40 stockholders. The corporation may render professional services and
41 exercise its authorized powers under a fictitious name if the
42 corporation has first registered the name in the manner required by
43 chapter 602 of NRS.



1 **Sec. 126.** Chapter 92A of NRS is hereby amended by adding
2 thereto a new section to read as follows:

3 1. *Each document filed with the Secretary of State pursuant*
4 *to this chapter must be on or accompanied by a form prescribed by*
5 *the Secretary of State.*

6 2. *The Secretary of State may refuse to file a document which*
7 *does not comply with subsection 1 or which does not contain all of*
8 *the information required by statute for filing the document.*

9 3. *If the information provided on the form prescribed by the*
10 *Secretary of State conflicts with any information provided on an*
11 *accompanying document that is being filed with the Secretary of*
12 *State, the Secretary of State may:*

13 (a) *File the document, in which case the information on the*
14 *document controls; or*

15 (b) *Refuse to file the document.*

16 4. *The Secretary of State may by regulation provide for the*
17 *electronic filing of documents with the Office of the Secretary of*
18 *State.*

19 **Sec. 127.** NRS 92A.200 is hereby amended to read as follows:

20 92A.200 After a plan of merger or exchange is approved as
21 required by this chapter, the surviving or acquiring entity shall
22 deliver to the Secretary of State for filing articles of merger or
23 exchange setting forth:

24 1. The name and jurisdiction of organization of each
25 constituent entity;

26 2. That a plan of merger or exchange has been adopted by each
27 constituent entity ~~and~~ *or the parent domestic entity only, if the*
28 *merger is pursuant to NRS 92A.180;*

29 3. If approval of the owners of one or more constituent entities
30 was not required, a statement to that effect and the name of each
31 entity;

32 4. If approval of owners of one or more constituent entities was
33 required, the name of each entity and a statement for each entity
34 that:

35 (a) The plan was approved by the required consent of the
36 owners; or

37 (b) A plan was submitted to the owners pursuant to this chapter
38 including:

39 (1) The designation, percentage of total vote or number of
40 votes entitled to be cast by each class of owner's interests entitled to
41 vote separately on the plan; and

42 (2) Either the total number of votes or percentage of owner's
43 interests cast for and against the plan by the owners of each class of
44 interests entitled to vote separately on the plan or the total number
45 of undisputed votes or undisputed total percentage of owner's



1 interests cast for the plan separately by the owners of each
2 class,
3 and the number of votes or percentage of owner's interests cast for
4 the plan by the owners of each class of interests was sufficient for
5 approval by the owners of that class;

6 5. In the case of a merger, the amendment, if any, to the articles
7 of incorporation, articles of organization, certificate of limited
8 partnership or certificate of trust of the surviving entity, which
9 amendment may be set forth in the articles of merger as a specific
10 amendment or in the form of:

- 11 (a) Amended and restated articles of incorporation;
- 12 (b) Amended and restated articles of organization;
- 13 (c) An amended and restated certificate of limited partnership;

14 or

- 15 (d) An amended and restated certificate of trust,
16 or attached in that form as an exhibit; and

17 6. If the entire plan of merger or exchange is not set forth, a
18 statement that the complete executed plan of merger or plan of
19 exchange is on file at the registered office if a corporation, limited-
20 liability company or business trust, or office described in paragraph
21 (a) of subsection 1 of NRS 88.330 if a limited partnership, or other
22 place of business of the surviving entity or the acquiring entity,
23 respectively.

24 Any of the terms of the plan of merger, conversion or exchange may
25 be made dependent upon facts ascertainable outside of the plan of
26 merger, conversion or exchange, provided that the plan of merger,
27 conversion or exchange clearly and expressly sets forth the manner
28 in which such facts shall operate upon the terms of the plan. As used
29 in this section, the term "facts" includes, without limitation, the
30 occurrence of an event, including a determination or action by a
31 person or body, including a constituent entity.

32 **Sec. 128.** NRS 92A.205 is hereby amended to read as follows:

33 92A.205 1. After a plan of conversion is approved as
34 required by this chapter, if the resulting entity is a domestic entity,
35 the constituent entity shall deliver to the Secretary of State for filing:

36 (a) Articles of conversion setting forth:

37 (1) The name and jurisdiction of organization of the
38 constituent entity and the resulting entity; and

39 (2) That a plan of conversion has been adopted by the
40 constituent entity in compliance with the law of the jurisdiction
41 governing the constituent entity.

42 (b) The following constituent document of the domestic
43 resulting entity:



- 1 (1) If the resulting entity is a domestic corporation, the
2 articles of incorporation *to be* filed in compliance with chapter 78 ,
3 *78A, 82* or 89 of NRS, as applicable;
- 4 (2) If the resulting entity is a domestic limited partnership,
5 the certificate of limited partnership *to be* filed in compliance with
6 chapter 88 of NRS;
- 7 (3) If the resulting entity is a domestic limited-liability
8 company, the articles of organization *to be* filed in compliance with
9 chapter 86 of NRS; or
- 10 (4) If the resulting entity is a domestic business trust, the
11 certificate of trust *to be* filed in compliance with chapter 88A of
12 NRS.
- 13 (c) A certificate of acceptance of appointment of a resident
14 agent for the resulting entity which is executed by the resident
15 agent.
- 16 2. After a plan of conversion is approved as required by this
17 chapter, if the resulting entity is a foreign entity, the constituent
18 entity shall deliver to the Secretary of State for filing articles of
19 conversion setting forth:
- 20 (a) The name and jurisdiction of organization of the constituent
21 entity and the resulting entity;
- 22 (b) That a plan of conversion has been adopted by the
23 constituent entity in compliance with the laws of this state; and
- 24 (c) The address of the resulting entity where copies of process
25 may be sent by the Secretary of State.
- 26 3. If the entire plan of conversion is not set forth in the articles
27 of conversion, the filing party must include in the articles of
28 conversion a statement that the complete executed plan
29 of conversion is on file at the registered office or principal place of
30 business of the resulting entity or, if the resulting entity is a
31 domestic limited partnership, the office described in paragraph (a)
32 of subsection 1 of NRS 88.330.
- 33 4. If the conversion takes effect on a later date specified in the
34 articles of conversion pursuant to NRS 92A.240, the constituent
35 document filed with the Secretary of State pursuant to paragraph (b)
36 of subsection 1 must state the name and the jurisdiction of the
37 constituent entity and that the existence of the resulting entity does
38 not begin until the later date.
- 39 5. Any documents filed with the Secretary of State pursuant to
40 this section must be accompanied by the fees required pursuant to
41 this title for filing the constituent document.



1 **Sec. 129.** NRS 116.3101 is hereby amended to read as
2 follows:

3 116.3101 *1.* A unit-owners' association must be organized no
4 later than the date the first unit in the common-interest community is
5 conveyed.

6 *2.* The membership of the association at all times consists
7 exclusively of all units' owners or, following termination of the
8 common-interest community, of all owners of former units entitled
9 to distributions of proceeds under NRS 116.2118, 116.21183 and
10 116.21185, or their heirs, successors or assigns.

11 *3.* The association must ~~be~~:

12 *(a)* **Be** organized as a profit or nonprofit corporation, trust or
13 partnership ~~is~~;

14 *(b)* **Include in its articles of incorporation, certificate of**
15 **registration or certificates of limited partnership, or any certificate**
16 **of amendment thereof, that the purpose of the corporation is to**
17 **operate as an association pursuant to this chapter;**

18 *(c)* **Contain in its name the words "homeowners' association"**
19 **or "unit-owners' association"; and**

20 *(d)* **Comply with the provisions of chapters 78, 82, 87 and 88 of**
21 **NRS when filing articles of incorporation, certificates of**
22 **registration or certificates of limited partnership, or any certificate**
23 **of amendment thereof, with the Secretary of State.**

