

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 provisions of the form prescribed by the Secretary of***  
10    ***State conflict with the provisions of any document that is filed with***  
11    ***the form:***  
12    ***(a) The Secretary of State may determine whether to file or***  
13    ***reject the document based on the information on the prescribed***  
14    ***form; and***



\* A B 5 3 6 R 1 \*

1       **(b) Unless otherwise provided in the document, the provisions**  
2 **of the document control in any other situation.**

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

6       **Sec. 2.** NRS 78.027 is hereby amended to read as follows:

7       78.027 The Secretary of State may microfilm *or image* any  
8 document which is filed in his office by a corporation pursuant to  
9 this chapter and may return the original document to the  
10 corporation.

11       **Sec. 3.** NRS 78.0295 is hereby amended to read as follows:

12       78.0295 1. A corporation may correct a document filed by  
13 the Secretary of State with respect to the corporation if the  
14 document contains an inaccurate record of a corporate action  
15 described in the document or was defectively executed, attested,  
16 sealed, verified or acknowledged.

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

18       (a) Prepare a certificate of correction which:

19           (1) States the name of the corporation;

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

22           (3) Specifies the inaccuracy or defect;

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

25           (5) Is signed by an officer of the corporation ~~[ ]~~ **or, if no**  
26 **stock has been issued by the corporation, by the incorporator or a**  
27 **director of the corporation.**

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

29       (c) Pay a filing fee of \$150 to the Secretary of State.

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

34       **Sec. 4.** NRS 78.035 is hereby amended to read as follows:

35       78.035 The articles of incorporation must set forth:

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

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



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

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

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

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

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

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

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

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

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

43 (a) The State Board of Professional Engineers and Land  
44 Surveyors certifies that the principals of the corporation are licensed  
45 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. *Upon notification from the Administrator of the Real  
39 Estate Division of the Department of Business and Industry that a  
40 corporation which is a unit-owners' association as defined in NRS  
41 116.110315 has failed to register pursuant to NRS 116.31158 or  
42 failed to pay the fees pursuant to NRS 116.31155, the Secretary of  
43 State shall deem the corporation to be in default. If, after the  
44 corporation is deemed to be in default, the Administrator notifies  
45 the Secretary of State that the corporation has registered pursuant*



1 *to NRS 116.31158 and paid the fees pursuant to NRS 116.31155,*  
2 *the Secretary of State shall reinstate the corporation if the*  
3 *corporation complies with the requirements for reinstatement as*  
4 *provided in this section and NRS 78.150 to 78.185, inclusive.*

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

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

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

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

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

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

21 3. The Secretary of State shall compile a complete list  
22 containing the names of all corporations whose right to ~~do~~  
23 *transact* business has been forfeited.

24 4. 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 3* 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.~~ 5. 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.~~ 6. Where the assets are distributed , they must be applied  
43 in the 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.

18 2. When the Secretary of State reinstates the corporation, he  
19 shall ~~;~~

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

23 ~~—(b) Upon demand,] issue to the corporation [one or more~~  
24 ~~certified copies of the] a certificate of reinstatement [;] if the~~  
25 ~~corporation:~~

26 (a) *Requests a certificate of reinstatement; and*

27 (b) *Pays the required fees pursuant to subsection 8 of*  
28 *NRS 78.785.*

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

33 4. If a corporate charter has been revoked pursuant to the  
34 provisions of this chapter and has remained revoked for a period of  
35 5 consecutive years, the charter must not be reinstated.

36 **Sec. 11.5.** NRS 78.185 is hereby amended to read as follows:

37 78.185 1. Except as otherwise provided in subsection 2, if a  
38 corporation applies to reinstate or revive its charter but its name has  
39 been legally reserved or acquired by another artificial person  
40 formed, organized, registered or qualified pursuant to the provisions  
41 of this title whose name is on file with the Office of the Secretary of  
42 State or reserved in the Office of the Secretary of State pursuant to  
43 the provisions of this title, the corporation shall in its application for  
44 reinstatement submit in writing to the Secretary of State some other  
45 name under which it desires its corporate existence to be reinstated





1 or revived. If that name is distinguishable from all other names  
2 reserved or otherwise on file, the Secretary of State shall ~~[issue to~~  
3 ~~the applying corporation a certificate of reinstatement or revival]~~  
4 *reinstate the corporation* under that new name.

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

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

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

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

17 78.403 1. A corporation may restate, or amend and restate, in  
18 a single certificate the entire text of its articles of incorporation as  
19 amended by filing with the Secretary of State a certificate ~~[signed by~~  
20 ~~an officer of the corporation which must set forth the articles as~~  
21 ~~amended to the date of the certificate.]~~ *in the manner provided in*  
22 *this section.* If the certificate alters or amends the articles in any  
23 manner, it must comply with the provisions of NRS 78.380, 78.385  
24 and 78.390, as applicable. ~~[, and must be accompanied by:~~

- 25 ~~—(a) A resolution; or~~
- 26 ~~—(b) A form prescribed by the Secretary of State,~~  
27 ~~setting forth which provisions of the articles of incorporation on file~~  
28 ~~with the Secretary of State are being altered or amended.]~~

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

35 3. The following may be omitted from the restated articles:

- 36 (a) The names, addresses, signatures and acknowledgments of  
37 the incorporators;
- 38 (b) The names and addresses of the members of the past and  
39 present boards of directors; and
- 40 (c) The name and address of the resident agent.

41 4. Whenever a corporation is required to file a certified copy of  
42 its articles, in lieu thereof it may file a certified copy of the most  
43 recent certificate restating its articles as amended, subject to the  
44 provisions of subsection 2, together with certified copies of all  
45 certificates of amendment filed subsequent to the restated articles



1 and certified copies of all certificates supplementary to the original  
2 articles.

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

4 78.580 1. If the board of directors of any corporation  
5 organized under this chapter, after the issuance of stock or the  
6 beginning of business, decides that the corporation should be  
7 dissolved, the board may adopt a resolution to that effect. If the  
8 corporation has issued no stock, only the directors need to approve  
9 the dissolution. If the corporation has issued stock, the directors  
10 must recommend the dissolution to the stockholders. The  
11 corporation shall notify each stockholder entitled to vote on  
12 dissolution , and the stockholders entitled to vote must approve the  
13 dissolution.

14 2. If the dissolution is approved by the directors or both the  
15 directors and stockholders, as respectively provided in subsection 1,  
16 the corporation shall file *with the Office of the Secretary of State*  
17 a certificate *signed by an officer of the corporation* setting forth that  
18 the dissolution has been approved by the directors, or by the  
19 directors and the stockholders, and a list of the names and ~~[post~~  
20 ~~office box or street]~~ addresses, either residence or business, of the  
21 corporation's president, secretary and treasurer , *or the equivalent*  
22 *thereof*, and all of its directors . ~~[, certified by the president, or a~~  
23 ~~vice president, and the secretary, or an assistant secretary, in the~~  
24 ~~Office of the Secretary of State.]~~

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

26 78.622 1. If a corporation is under reorganization in a federal  
27 court pursuant to title 11 of U.S.C., it may take any action necessary  
28 to carry out any proceeding and do any act directed by the court  
29 relating to reorganization, without further action by its directors or  
30 stockholders. This authority may be exercised by:

31 (a) The trustee in bankruptcy appointed by the court;  
32 (b) Officers of the corporation designated by the court; or  
33 (c) Any other representative appointed by the court,  
34 with the same effect as if exercised by the directors and stockholders  
35 of the corporation.

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

39 (a) Alter, amend or repeal its bylaws;  
40 (b) Constitute or reconstitute and classify or reclassify its board  
41 of directors;  
42 (c) Name, constitute or appoint directors and officers in place of  
43 or in addition to all or some of the directors or officers then in  
44 office;  
45 (d) Amend its articles of incorporation;



1 (e) Make any change in its authorized and issued stock;  
2 (f) Make any other amendment, change, alteration or provision  
3 authorized by this chapter; and

4 (g) Be dissolved, transfer all or part of its assets , or merge or  
5 consolidate , or make any other change authorized by this chapter.

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

8 4. Any amendment of the articles of incorporation made  
9 pursuant to subsection 2 must be signed under penalty of perjury by  
10 the person authorized by the court and filed with the Secretary of  
11 State. If the amendment is filed in accordance with the order of  
12 reorganization, it becomes effective when it is filed unless otherwise  
13 ordered by the court.

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

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

17 78.730 1. Any corporation which did exist or is existing  
18 under the laws of this state may, upon complying with the  
19 provisions of NRS 78.180, procure a renewal or revival of its charter  
20 for any period, together with all the rights, franchises, privileges and  
21 immunities, and subject to all its existing and preexisting debts,  
22 duties and liabilities secured or imposed by its original charter and  
23 amendments thereto, or existing charter, by filing:

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

26 (1) The name of the corporation, which must be the name of  
27 the corporation at the time of the renewal or revival, or its name at  
28 the time its original charter expired.

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

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

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

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

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



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

5 3. A corporation seeking to revive its original or amended  
6 charter shall cause the certificate to be signed by a person or persons  
7 designated or appointed by the stockholders of the corporation. The  
8 execution and filing of the certificate must be approved by the  
9 written consent of stockholders of the corporation holding at least a  
10 majority of the voting power and must contain a recital that this  
11 consent was secured. If no stock has been issued, the certificate  
12 must contain a statement of that fact, and a majority of the directors  
13 then in office may designate the person to sign the certificate. The  
14 corporation shall pay to the Secretary of State the fee required to  
15 establish a new corporation pursuant to the provisions of this  
16 chapter.

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

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

23 78.765 1. The fee for filing a certificate changing the number  
24 of authorized shares pursuant to NRS 78.209 or a certificate of  
25 amendment to articles of incorporation that increases the  
26 corporation's authorized stock or a certificate of correction that  
27 increases the corporation's authorized stock is the difference  
28 between the fee computed at the rates specified in NRS 78.760 upon  
29 the total authorized stock of the corporation, including the proposed  
30 increase, and the fee computed at the rates specified in NRS 78.760  
31 upon the total authorized capital, excluding the proposed increase.  
32 In no case may the amount be less than \$150.

33 2. The fee for filing a certificate of amendment to articles of  
34 incorporation that does not increase the corporation's authorized  
35 stock or a certificate of correction that does not increase the  
36 corporation's authorized stock is \$150.

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

39 4. The fee for filing a certificate of termination pursuant to  
40 NRS ~~78.1955, 78.209 or~~ 78.209, 78.380 *or 78.390 or a certificate*  
41 *of withdrawal pursuant to NRS 78.1955* is \$150.

42 **Sec. 16.5.** NRS 78.795 is hereby amended to read as follows:

43 78.795 1. Any natural person or corporation residing or  
44 located in this state may ~~[, on or after January 1 of any year but~~  
45 ~~before January 31 of that year,]~~ register his willingness to serve as



1 the resident agent of a domestic or foreign corporation, limited-  
2 liability company or limited partnership with the Secretary of State.  
3 The registration must be accompanied by a fee of \$250 per office  
4 location of the resident agent.

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

8 **3. *The Secretary of State may amend any information***  
9 ***provided in the list if a person who is included in the list:***

10 (a) *Requests the amendment; and*

11 (b) *Pays a fee of \$50.*

12 **4. *The Secretary of State may adopt regulations regarding the***  
13 ***content, maintenance and presentation of the list.***

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***  
17 ***to 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 provisions of the form prescribed by the Secretary of***  
23 ***State conflict with the provisions of any document that is filed with***  
24 ***the form:***

25 (a) *The Secretary of State may determine whether to file or*  
26 *reject the document based on the information on the prescribed*  
27 *form; and*

28 (b) *Unless otherwise provided in the document, the provisions*  
29 *of the document control in any other situation.*

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

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

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

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

41 **3. *If the provisions of the form prescribed by the Secretary of***  
42 ***State conflict with the provisions of any document that is filed with***  
43 ***the form:***



1 (a) *The Secretary of State may determine whether to file or*  
2 *reject the document based on the information on the prescribed*  
3 *form; and*

4 (b) *Unless otherwise provided in the document, the provisions*  
5 *of the document control in any other situation.*

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

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

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

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

33 **Sec. 21.** NRS 80.005 is hereby amended to read as follows:

34 80.005 The Secretary of State may microfilm *or image* any  
35 document which is filed in his office by a foreign corporation  
36 pursuant to this chapter and may return the original document to the  
37 corporation.

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

39 80.007 1. A foreign corporation may correct a document filed  
40 by the Secretary of State if the document contains an incorrect  
41 statement or was defectively executed, attested, sealed or verified.

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

43 (a) Prepare a certificate of correction which:

44 (1) States the name of the corporation;



- 1 (2) Describes the document, including, without limitation, its
- 2 filing date;
- 3 (3) Specifies the ~~incorrect statement and the reason it is~~
- 4 ~~incorrect or the manner in which the execution was defective;~~
- 5 ~~(4) Corrects the incorrect statement or defective execution;~~
- 6 *inaccuracy or defect;*
- 7 *(4) Sets forth the inaccurate or defective portion of the*
- 8 *document in an accurate or corrected form;* and
- 9 (5) Is signed by an officer of the corporation ~~[-and]~~ *or, if no*
- 10 *stock has been issued by the corporation, by the incorporator or a*
- 11 *director of the corporation.*
- 12 (b) Deliver the certificate to the Secretary of State for filing.
- 13 *(c) Pay a filing fee of \$150 to the Secretary of State.*
- 14 3. A certificate of correction is effective on the effective date
- 15 of the document it corrects except as to persons relying on the
- 16 uncorrected document and adversely affected by the correction. As
- 17 to those persons, the certificate is effective when filed.
- 18 **Sec. 23.** NRS 80.010 is hereby amended to read as follows:
- 19 80.010 1. Before commencing or doing any business in this
- 20 state, each corporation organized pursuant to the laws of another
- 21 state, territory, the District of Columbia, a possession of the United
- 22 States or a foreign country, that enters this state to do business must:
- 23 (a) File in the Office of the Secretary of State of this state:
- 24 (1) A certificate of corporate existence issued not more than
- 25 90 days before the date of filing by an authorized officer of the
- 26 jurisdiction of its incorporation setting forth the filing of documents
- 27 and instruments related to the articles of incorporation, or the
- 28 governmental acts or other instrument or authority by which the
- 29 corporation was created. If the certificate is in a language other than
- 30 English, a translation, together with the oath of the translator and his
- 31 attestation of its accuracy, must be attached to the certificate.
- 32 (2) A certificate of acceptance of appointment executed by
- 33 its resident agent, who must be a resident or located in this state.
- 34 The certificate must set forth the name of the resident agent, his
- 35 street address for the service of process, and his mailing address if
- 36 different from his street address. The street address of the resident
- 37 agent is the registered office of the corporation in this state.
- 38 (3) A statement executed by an officer of the corporation
- 39 setting forth:
- 40 (I) A general description of the purposes of the
- 41 corporation; and
- 42 (II) The authorized stock of the corporation and the
- 43 number and par value of shares having par value and the number of
- 44 shares having no par value.





1 (b) Lodge in the Office of the Secretary of State a copy of the  
2 document most recently filed by the corporation in the jurisdiction  
3 of its incorporation setting forth the authorized stock of the  
4 corporation, the number of par-value shares and their par value, and  
5 the number of no-par-value shares.

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

16 3. *For the purposes of this section and NRS 80.012, a*  
17 *proposed name is not distinguishable from a name on file or*  
18 *reserved solely because one or the other names contains distinctive*  
19 *lettering, a distinctive mark, a trademark or trade name, or any*  
20 *combination thereof.*

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

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

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

33 (b) The corporation is exempt from the prohibitions of  
34 NRS 625.520.

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

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

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



1 ~~5.1~~ 7. The Secretary of State shall not accept for filing the  
2 documents required by subsection 1 or NRS 80.110 for any foreign  
3 corporation if the name of the corporation contains the words  
4 “accountant,” “accounting,” “accountancy,” “auditor” or “auditing”  
5 unless the Nevada State Board of Accountancy certifies that the  
6 foreign corporation:

- 7 (a) Is registered pursuant to the provisions of chapter 628 of  
8 NRS; or  
9 (b) Has filed with the *Nevada* State Board of Accountancy  
10 under penalty of perjury a written statement that the foreign  
11 corporation is not engaged in the practice of accounting and is not  
12 offering to practice accounting in this state.

13 ~~6.1~~ 8. The Secretary of State may adopt regulations that  
14 interpret the requirements of this section.

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

16 80.025 1. If a foreign corporation cannot qualify to do  
17 business in this state because its name does not meet the  
18 requirements of ~~subsection 2 or 3 of~~ NRS 80.010, it may apply for  
19 a certificate to do business by having its board of directors adopt a  
20 resolution setting forth the name under which the corporation elects  
21 to do business in this state. The resolution may:

- 22 (a) Add to the existing corporate name a word, abbreviation or  
23 other distinctive element; or  
24 (b) Adopt a name different from its existing corporate name that  
25 is available for use in this state.

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

29 3. If the Secretary of State determines that the modified  
30 corporate name complies with the provisions of ~~subsection 2 or 3~~  
31 of NRS 80.010, he shall issue the certificate in the foreign  
32 corporation’s modified name if the foreign corporation otherwise  
33 qualifies to do business in this state.

34 4. A foreign corporation doing business in this state under a  
35 modified corporate name approved by the Secretary of State shall  
36 use the modified name in its dealings and communications with the  
37 Secretary of State.

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

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



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

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

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

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

12 2. Upon filing:

13 (a) The initial list required by subsection 1, the corporation shall  
14 pay to the Secretary of State a fee of \$165.

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

17 3. The Secretary of State shall, 60 days before the last day for  
18 filing each annual list required by subsection 1, cause to be mailed  
19 to each corporation *which is* required to comply with the provisions  
20 of NRS 80.110 to 80.170, inclusive, *and* which has not become  
21 delinquent, the blank forms to be completed and filed with him.  
22 Failure of any corporation to receive the forms does not excuse it  
23 from the penalty imposed by the provisions of NRS 80.110 to  
24 80.170, inclusive.

25 4. An annual list for a corporation not in default which is  
26 received by the Secretary of State more than ~~60~~ *90* days before its  
27 due date shall be deemed an amended list for the previous year and  
28 does not satisfy the requirements of subsection 1 for the year to  
29 which the due date is applicable.

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

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

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

41 80.140 1. ~~Every~~ *Each* list required to be filed under the  
42 provisions of NRS 80.110 to 80.170, inclusive, must, after the name  
43 of each officer and director listed thereon, set forth the ~~post-office~~  
44 ~~box or street~~ address, either residence or business, of each officer  
45 and director.



1 2. If the addresses are not stated for each person on any list  
2 offered for filing, the Secretary of State may refuse to file the list,  
3 and the corporation for which the list has been offered for filing is  
4 subject to all the provisions of NRS 80.110 to 80.170, inclusive,  
5 relating to failure to file the list within or at the times therein  
6 specified, unless a list is subsequently submitted for filing which  
7 conforms to the provisions of this section.

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

9 80.150 1. Any corporation required to make a filing and pay  
10 the fee prescribed in NRS 80.110 to 80.170, inclusive, which refuses  
11 or neglects to do so within the time provided ~~[ ]~~ is in default.

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

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

21 80.160 1. The Secretary of State shall notify, by ~~letter~~  
22 ~~addressed~~ *providing written notice* to its resident agent, each  
23 corporation deemed in default pursuant to NRS 80.150. The *written*  
24 notice ~~must be accompanied by~~ :

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

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

29 2. Immediately after the ~~first day of the ninth month following~~  
30 ~~the month in which filing was required,~~ *last day of the month in*  
31 *which the anniversary date of incorporation occurs*, the Secretary  
32 of State shall compile a ~~full and~~ complete list containing the names  
33 of all corporations whose right to ~~do~~ *transact* business has been  
34 forfeited.

35 3. The Secretary of State shall notify, by ~~letter addressed~~  
36 *providing written notice* to its resident agent, each corporation  
37 specified in subsection 2 of the forfeiture of its right to do business.  
38 The *written* notice ~~must be accompanied by~~ :

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

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

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

44 80.170 1. Except as otherwise provided in subsections 3 and  
45 4, the Secretary of State shall reinstate a corporation which has



1 forfeited or which forfeits its right to transact business under the  
2 provisions of this chapter and *shall* restore to the corporation its  
3 right to transact business in this state, and to exercise its corporate  
4 privileges and immunities, if it:

5 (a) Files with the Secretary of State a list as provided in NRS  
6 80.110 and 80.140; and

7 (b) Pays to the Secretary of State:

8 (1) The filing fee and penalty set forth in NRS 80.110 and  
9 80.150 for each year or portion thereof that its right to transact  
10 business was forfeited; and

11 (2) A fee of \$200 for reinstatement.

12 2. ~~If payment is made and~~ *When* the Secretary of State  
13 reinstates the corporation, ~~[to its former rights,]~~ he shall ~~[-~~

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

18 ~~—(b) Upon demand,]~~ issue to the corporation ~~[one or more~~  
19 ~~certified copies of the]~~ *a* certificate of reinstatement ~~[-]~~ *if the*  
20 *corporation:*

21 (a) *Requests a certificate of reinstatement; and*

22 (b) *Pays the required fees pursuant to subsection 8 of*  
23 *NRS 78.785.*

24 3. The Secretary of State shall not order a reinstatement unless  
25 all delinquent fees and penalties have been paid ~~[-]~~ and the  
26 revocation of the right to transact business occurred only by reason  
27 of failure to pay the fees and penalties.

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

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

34 **Sec. 32. 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 provisions of the form prescribed by the Secretary of*  
41 *State conflict with the provisions of any document that is filed with*  
42 *the form:*

43 (a) *The Secretary of State may determine whether to file or*  
44 *reject the document based on the information on the prescribed*  
45 *form; and*



1 (b) Unless otherwise provided in the document, the provisions  
2 of the document control in any other situation.

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

6 **Sec. 33. 1.** A nonprofit cooperative corporation, a  
7 cooperative association, a charitable organization or any other  
8 entity formed under the provisions of this chapter may correct a  
9 document filed by the Secretary of State with respect to the entity if  
10 the document contains an inaccurate record of an action  
11 described in the document or was defectively executed, attested,  
12 sealed, verified or acknowledged.

13 2. To correct a document, the entity must:

14 (a) Prepare a certificate of correction which:

15 (1) States the name of the entity;

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

18 (3) Specifies the inaccuracy or defect;

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

21 (5) Is signed by an officer of the entity or, if the certificate  
22 is filed before the first meeting of the board of directors, by an  
23 incorporator or director.

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

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

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

30 **Sec. 34.** NRS 81.200 is hereby amended to read as follows:

31 81.200 1. ~~Every~~ Each association formed under NRS  
32 81.170 to 81.270, inclusive, shall prepare articles of association in  
33 writing, setting forth:

34 (a) The name of the association.

35 (b) The purpose for which it is formed.

36 (c) The name of the person designated as the resident agent, the  
37 street address for service of process, and the mailing address if  
38 different from the street address.

39 (d) The term for which it is to exist, which may be perpetual.

40 (e) The ~~number of the directors thereof, and the~~ names and  
41 ~~residences of those~~ addresses, either residence or business, of the  
42 directors selected for the first year.

43 (f) The amount which each member is to pay upon admission as  
44 a fee for membership, and that each member signing the articles has  
45 actually paid the fee.



1 (g) That the interest and right of each member therein is to be  
2 equal.

3 (h) The name and ~~[post office box or street]~~ address, either  
4 residence or business, of each of the persons executing the articles  
5 of association.

6 2. The articles of association must be subscribed by the  
7 original associates or members.

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

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

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

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

23 3. *If the provisions of the form prescribed by the Secretary of*  
24 *State conflict with the provisions of any document that is filed with*  
25 *the form:*

26 (a) *The Secretary of State may determine whether to file or*  
27 *reject the document based on the information on the prescribed*  
28 *form; and*

29 (b) *Unless otherwise provided in the document, the provisions*  
30 *of the document control in any other situation.*

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

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

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

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

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

42 (2) *Describes the document, including, without limitation,*  
43 *its filing date;*

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





1           (4) Sets forth the inaccurate or defective portion of the  
2 document in an accurate or corrected form; and  
3           (5) Is signed by an officer of the corporation or, if the  
4 certificate is filed before the first meeting of the board of directors,  
5 by an incorporator or director.  
6           (b) Deliver the certificate to the Secretary of State for filing.  
7           (c) Pay a filing fee of \$25 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. 38. 1.** Each foreign nonprofit corporation doing  
13 business in this state shall, on or before the last day of the first  
14 month after the filing of its application for registration as a  
15 foreign nonprofit corporation with the Secretary of State, and  
16 annually thereafter on or before the last day of the month in  
17 which the anniversary date of its qualification to do business in  
18 this state occurs in each year, file with the Secretary of State a list,  
19 on a form furnished by him, that contains:  
20           (a) The name of the foreign nonprofit corporation;  
21           (b) The file number of the foreign nonprofit corporation, if  
22 known;  
23           (c) The names and titles of the president, secretary and  
24 treasurer, or the equivalent thereof, and all of the directors of the  
25 foreign nonprofit corporation;  
26           (d) The address, either residence or business, of the president,  
27 secretary and treasurer, or the equivalent thereof, and each  
28 director of the foreign nonprofit corporation;  
29           (e) The name and address of its resident agent in this state;  
30 and  
31           (f) The signature of an officer of the foreign nonprofit  
32 corporation certifying that the list is true, complete and accurate.  
33       2. Each list filed pursuant to this section must be  
34 accompanied by a declaration under penalty of perjury that the  
35 foreign nonprofit corporation:  
36           (a) Has complied with the provisions of chapter 364A of NRS;  
37 and  
38           (b) Acknowledges that pursuant to NRS 239.330 it is a  
39 category C felony to knowingly offer any false or forged  
40 instrument for filing with the Office of the Secretary of State.  
41       3. Upon filing the initial list and each annual list pursuant to  
42 this section, the foreign nonprofit corporation must pay to the  
43 Secretary of State a fee of \$15.  
44       4. The Secretary of State shall, 60 days before the last day for  
45 filing each annual list, cause to be mailed to each foreign



1 *nonprofit corporation which is required to comply with the*  
2 *provisions of sections 38 to 44, inclusive, of this act, and which*  
3 *has not become delinquent, the blank forms to be completed and*  
4 *filed with him. Failure of any foreign nonprofit corporation to*  
5 *receive the forms does not excuse it from the penalty imposed by*  
6 *the provisions of sections 38 to 44, inclusive, of this act.*

7 *5. An annual list for a foreign nonprofit corporation not in*  
8 *default that is received by the Secretary of State more than 90 days*  
9 *before its due date shall be deemed an amended list for the*  
10 *previous year and does not satisfy the requirements of subsection 1*  
11 *for the year to which the due date is applicable.*

12 **Sec. 39.** *If a foreign nonprofit corporation has filed the*  
13 *initial or annual list in compliance with section 38 of this act and*  
14 *has paid the appropriate fee for the filing, the cancelled check or*  
15 *other proof of payment received by the foreign nonprofit*  
16 *corporation constitutes a certificate authorizing it to transact its*  
17 *business within this state until the last day of the month in which*  
18 *the anniversary of its qualification to transact business occurs in*  
19 *the next succeeding calendar year.*

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

24 *2. If the addresses are not stated for each person on any list*  
25 *offered for filing, the Secretary of State may refuse to file the list,*  
26 *and the foreign nonprofit corporation for which the list has been*  
27 *offered for filing is subject to all the provisions of sections 38 to*  
28 *44, inclusive, of this act relating to failure to file the list within or*  
29 *at the times therein specified, unless a list is subsequently*  
30 *submitted for filing which conforms to the provisions of this*  
31 *section.*

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

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

43 **Sec. 42.** *1. The Secretary of State shall notify, by providing*  
44 *written notice to its resident agent, each foreign nonprofit*



1 corporation deemed in default pursuant to section 41 of this act.  
2 The written notice:

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

5 (b) At the request of the resident agent, may be provided  
6 electronically.

7 2. Immediately after the last day of the month in which the  
8 anniversary date of incorporation occurs, the Secretary of State  
9 shall compile a complete list containing the names of all foreign  
10 nonprofit corporations whose right to transact business has been  
11 forfeited.

12 3. The Secretary of State shall notify, by providing written  
13 notice to its resident agent, each foreign nonprofit corporation  
14 specified in subsection 2 of the forfeiture of its right to transact  
15 business. The written notice:

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

18 (b) At the request of the resident agent, may be provided  
19 electronically.

20 **Sec. 43.** 1. Except as otherwise provided in subsections 3  
21 and 4, the Secretary of State shall reinstate a foreign nonprofit  
22 corporation which has forfeited or which forfeits its right to  
23 transact business pursuant to the provisions of sections 38 to 44,  
24 inclusive, of this act and restore to the foreign nonprofit  
25 corporation its right to transact business in this state, and to  
26 exercise its corporate privileges and immunities, if it:

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

29 (b) Pays to the Secretary of State:

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

33 (2) A fee of \$25 for reinstatement.

34 2. When the Secretary of State reinstates the foreign  
35 nonprofit corporation, he shall issue to the foreign nonprofit  
36 corporation a certificate of reinstatement if the foreign nonprofit  
37 corporation:

38 (a) Requests a certificate of reinstatement; and

39 (b) Pays the fees as provided in subsection 8 of NRS 78.785.

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

44 4. If the right of a foreign nonprofit corporation to transact  
45 business in this state has been forfeited pursuant to the provisions



1 of section 42 of this act and has remained forfeited for a period of  
2 5 consecutive years, the right to transact business must not be  
3 reinstated.

4 **Sec. 44.** 1. Except as otherwise provided in subsection 2, if  
5 a foreign nonprofit corporation applies to reinstate its charter but  
6 its name has been legally reserved or acquired by another artificial  
7 person formed, organized, registered or qualified pursuant to the  
8 provisions of this title and that name is on file with the Office of  
9 the Secretary of State or reserved in the Office of the Secretary of  
10 State pursuant to the provisions of this title, the foreign nonprofit  
11 corporation must in its application for reinstatement submit in  
12 writing to the Secretary of State some other name under which it  
13 desires its existence to be reinstated. If that name is  
14 distinguishable from all other names reserved or otherwise on file,  
15 the Secretary of State shall reinstate the foreign nonprofit  
16 corporation under that new name.

17 2. If the applying foreign nonprofit corporation submits the  
18 written, acknowledged consent of the artificial person having a  
19 name, or who has reserved a name, which is not distinguishable  
20 from the old name of the applying foreign nonprofit corporation  
21 or a new name it has submitted, it may be reinstated under that  
22 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. 45.** NRS 82.106 is hereby amended to read as follows:

30 82.106 1. The Secretary of State shall not accept for filing  
31 pursuant to this chapter any articles of incorporation or any  
32 certificate of amendment of articles of incorporation of any  
33 corporation formed or existing pursuant to this chapter if the name  
34 of the corporation contains the words "trust," "engineer,"  
35 "engineered," "engineering," "professional engineer" or "licensed  
36 engineer."

37 2. The Secretary of State shall not accept for filing any articles  
38 of incorporation or any certificate of amendment of articles of  
39 incorporation of any corporation formed or existing under this  
40 chapter when it appears from the articles or the certificate of  
41 amendment that the business to be carried on by the corporation is  
42 subject to supervision by the Commissioner of Insurance.

43 3. The Secretary of State shall not accept for filing pursuant to  
44 this chapter any articles of incorporation or any certificate of  
45 amendment of articles of incorporation of any corporation formed or



1 existing pursuant to this chapter if the name of the corporation  
2 contains the words "accountant," "accounting," "accountancy,"  
3 "auditor" or "auditing."

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

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

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

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

20 82.193 1. A corporation shall have a resident agent in the  
21 manner provided in NRS 78.090, 78.095, 78.097 and 78.110. The  
22 resident agent and the corporation shall comply with the provisions  
23 of those sections.

24 2. *Upon notification from the Administrator of the Real*  
25 *Estate Division of the Department of Business and Industry that a*  
26 *corporation which is a unit-owners' association as defined in NRS*  
27 *116.110315 has failed to register pursuant to NRS 116.31158 or*  
28 *failed to pay the fees pursuant to NRS 116.31155, the Secretary of*  
29 *State shall deem the corporation to be in default. If, after the*  
30 *corporation is deemed to be in default, the Administrator notifies*  
31 *the Secretary of State that the corporation has registered pursuant*  
32 *to NRS 116.31158 and paid the fees pursuant to NRS 116.31155,*  
33 *the Secretary of State shall reinstate the corporation if the*  
34 *corporation complies with the requirements for reinstatement as*  
35 *provided in this section and NRS 78.150 to 78.185, inclusive.*

36 3. A corporation is subject to the provisions of NRS 78.150 to  
37 78.185, inclusive, except that:

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

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

42 82.356 1. ~~Every~~ *Each* amendment adopted pursuant to the  
43 provisions of NRS 82.351 must be made in the following manner:

44 (a) The board of directors must adopt a resolution setting forth  
45 the amendment proposed, approve it and, if the corporation has



1 members entitled to vote on an amendment to the articles, call a  
2 meeting, either annual or special, of the members. The amendment  
3 must also be approved by ~~every~~ *each* public official or other  
4 person whose approval of an amendment of articles is required by  
5 the articles.

6 (b) At the meeting of members, of which notice must be given  
7 to each member entitled to vote pursuant to the provisions of this  
8 section, a vote of the members entitled to vote in person or by proxy  
9 must be taken for and against the proposed amendment. A majority  
10 of a quorum of the voting power of the members or such greater  
11 proportion of the voting power of members as may be required in  
12 the case of a vote by classes, as provided in subsection 3, or as may  
13 be required by the articles, must vote in favor of the amendment.

14 (c) Upon approval of the amendment by the directors, or if the  
15 corporation has members entitled to vote on an amendment to the  
16 articles, by both the directors and those members, and such other  
17 persons or public officers, if any, as are required to do so by the  
18 articles, ~~{the chairman of the board or the president or vice~~  
19 ~~president, and the secretary or assistant secretary,}~~ *an officer of the*  
20 *corporation* must execute a certificate setting forth the amendment,  
21 or setting forth the articles as amended, that the public officers or  
22 other persons, if any, required by the articles have approved the  
23 amendment, and the vote of the members and directors by which the  
24 amendment was adopted.

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

27 2. Upon filing the certificate, the articles of incorporation are  
28 amended accordingly.

29 3. If any proposed amendment would alter or change any  
30 preference or any relative or other right given to any class of  
31 members, then the amendment must be approved by the vote, in  
32 addition to the affirmative vote otherwise required, of the holders of  
33 a majority of a quorum of the voting power of each class of  
34 members affected by the amendment regardless of limitations or  
35 restrictions on their voting power.

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

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

39 82.451 1. A corporation may be dissolved and its affairs  
40 wound up voluntarily if the board of directors adopts a resolution to  
41 that effect and calls a meeting of the members entitled to vote to  
42 take action upon the resolution. The resolution must also be  
43 approved by any person or superior organization whose approval is  
44 required by a provision of the articles authorized by NRS 82.091.  
45 The meeting of the members must be held with due notice. If at the



1 meeting the members entitled to exercise a majority of all the voting  
2 power consent by resolution to the dissolution, a certificate *signed*  
3 *by an officer of the corporation* setting forth that the dissolution has  
4 been approved in compliance with this section, together with a list  
5 of the names and ~~[residences]~~ *addresses, either residence or*  
6 *business*, of the ~~[directors and officers, executed by the chairman of~~  
7 ~~the board, president or vice president, and the secretary or an~~  
8 ~~assistant secretary.]~~ *president, secretary and treasurer, or the*  
9 *equivalent thereof, and all of the directors of the corporation*, must  
10 be filed in the Office of the Secretary of State.

11 2. If a corporation has no members entitled to vote upon a  
12 resolution calling for the dissolution of the corporation, the  
13 corporation may be dissolved and its affairs wound up voluntarily  
14 by the board of directors if it adopts a resolution to that effect. The  
15 resolution must also be approved by any person or superior  
16 organization whose approval is required by a provision of the  
17 articles authorized by NRS 82.091. A certificate setting forth that  
18 the dissolution has been approved in compliance with this section  
19 and a list of the officers and directors, ~~[executed]~~ *signed* as provided  
20 in subsection 1, must be filed in the Office of the Secretary of State.

21 3. Upon the dissolution of any corporation under the provisions  
22 of this section or upon the expiration of its period of corporate  
23 existence, the directors are the trustees of the corporation in  
24 liquidation and in winding up the affairs of the corporation. The act  
25 of a majority of the directors as trustees remaining in office is the  
26 act of the directors as trustees.

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

28 82.526 The Secretary of State may microfilm *or image* any  
29 document which is filed in his office by a corporation pursuant to  
30 this chapter and may return the original document to the  
31 corporation.

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

34 **Sec. 51. 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 provisions of the form prescribed by the Secretary of*  
41 *State conflict with the provisions of any document that is filed with*  
42 *the form:*

43 *(a) The Secretary of State may determine whether to file or*  
44 *reject the document based on the information on the prescribed*  
45 *form; and*





1 (b) Unless otherwise provided in the document, the provisions  
2 of the document control in any other situation.

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

6 **Sec. 52. 1.** A corporation sole may correct a document filed  
7 by the Secretary of State with respect to the corporation sole if the  
8 document contains an inaccurate record of an action of the  
9 corporation sole described in the document or was defectively  
10 executed, attested, sealed, verified or acknowledged.

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

12 (a) Prepare a certificate of correction which:

13 (1) States the name of the corporation sole;

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

16 (3) Specifies the inaccuracy or defect;

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

19 (5) Is signed by an archbishop, bishop, president, trustee in  
20 trust, president of stake, president of congregation, overseer,  
21 presiding elder, district superintendent or other presiding officer  
22 or clergyman of a church, religious society or denomination, who  
23 has been chosen, elected or appointed in conformity with the  
24 constitution, canons, rites, regulations or discipline of the church,  
25 religious society or denomination, and in whom is vested the legal  
26 title to the property held for the purpose, use or benefit of the  
27 church or religious society or denomination.

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

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

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

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

35 84.140 1. The Secretary of State shall notify, by ~~letter~~  
36 ~~addressed~~ providing written notice to its resident agent, each  
37 corporation sole deemed in default pursuant to the provisions of this  
38 chapter. The notice ~~must be accompanied by~~ :

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

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

43 2. On the first day of the ~~ninth~~ first anniversary of the month  
44 following the month in which the filing was required, the charter of



1 the corporation sole is revoked and its right to transact business is  
2 forfeited.

3 3. The Secretary of State shall compile a complete list  
4 containing the names of all corporations sole whose right to ~~do~~  
5 *transact* business has been forfeited.

6 4. The Secretary of State shall forthwith notify, by ~~letter~~  
7 ~~addressed~~ *providing written notice* to its resident agent, each ~~such~~  
8 corporation *specified in subsection 3* of the forfeiture of its charter.  
9 The *written* notice ~~[must be accompanied by]~~ :

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

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

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

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

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

23 3. *If the provisions of the form prescribed by the Secretary of*  
24 *State conflict with the provisions of any document that is filed with*  
25 *the form:*

26 (a) *The Secretary of State may determine whether to file or*  
27 *reject the document based on the information on the prescribed*  
28 *form; and*

29 (b) *Unless otherwise provided in the document, the provisions*  
30 *of the document control in any other situation.*

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

34 **Sec. 56. 1.** *Each foreign limited-liability company doing*  
35 *business in this state shall, on or before the last day of the first*  
36 *month after the filing of its application for registration as a*  
37 *foreign limited-liability company with the Secretary of State, and*  
38 *annually thereafter on or before the last day of the month in*  
39 *which the anniversary date of its qualification to do business in*  
40 *this state occurs in each year, file with the Secretary of State a list*  
41 *on a form furnished by him that contains:*

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

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



- 1       (c) *The names and titles of all its managers or, if there is no*
- 2 *manager, all of its managing members;*
- 3       (d) *The address, either residence or business, of each manager*
- 4 *or managing member listed pursuant to paragraph (c);*
- 5       (e) *The name and address of its resident agent in this state;*
- 6 *and*
- 7       (f) *The signature of a manager or managing member of the*
- 8 *foreign limited-liability company certifying that the list is true,*
- 9 *complete and accurate.*
- 10       2. *Each list filed pursuant to this section must be*
- 11 *accompanied by a declaration under penalty of perjury that the*
- 12 *foreign limited-liability company:*
- 13       (a) *Has complied with the provisions of chapter 364A of NRS;*
- 14 *and*
- 15       (b) *Acknowledges that pursuant to NRS 239.330 it is a*
- 16 *category C felony to knowingly offer any false or forged*
- 17 *instrument for filing with the Office of the Secretary of State.*
- 18       3. *Upon filing:*
- 19       (a) *The initial list required by this section, the foreign limited-*
- 20 *liability company shall pay to the Secretary of State a fee of \$165.*
- 21       (b) *Each annual list required by this section, the foreign*
- 22 *limited-liability company shall pay to the Secretary of State a fee*
- 23 *of \$85.*
- 24       4. *The Secretary of State shall, 60 days before the last day for*
- 25 *filing each annual list required by this section, cause to be mailed*
- 26 *to each foreign limited-liability company which is required to*
- 27 *comply with the provisions of sections 56 to 62, inclusive, of this*
- 28 *act, and which has not become delinquent, the blank forms to be*
- 29 *completed and filed with him. Failure of any foreign limited-*
- 30 *liability company to receive the forms does not excuse it from the*
- 31 *penalty imposed by the provisions of sections 56 to 62, inclusive, of*
- 32 *this act.*
- 33       5. *An annual list for a foreign limited-liability company not*
- 34 *in default which is received by the Secretary of State more than 90*
- 35 *days before its due date must be deemed an amended list for the*
- 36 *previous year and does not satisfy the requirements of this section*
- 37 *for the year to which the due date is applicable.*
- 38       **Sec. 57.** *If a foreign limited-liability company has filed the*
- 39 *initial or annual list in compliance with section 56 of this act and*
- 40 *has paid the appropriate fee for the filing, the cancelled check or*
- 41 *other proof of payment received by the foreign limited-liability*
- 42 *company constitutes a certificate authorizing it to transact its*
- 43 *business within this state until the last day of the month in which*
- 44 *the anniversary of its qualification to transact business occurs in*
- 45 *the next succeeding calendar year.*



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

6       *2. If the addresses are not stated for each person on any list*  
7 *offered for filing, the Secretary of State may refuse to file the list,*  
8 *and the foreign limited-liability company for which the list has*  
9 *been offered for filing is subject to all the provisions of sections 56*  
10 *to 62, inclusive, of this act relating to failure to file the list within*  
11 *or at the times therein specified, unless a list is subsequently*  
12 *submitted for filing which conforms to the provisions of this*  
13 *section.*

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

18       *2. For default there must be added to the amount of the fee a*  
19 *penalty of \$50, and unless the filing is made and the fee and*  
20 *penalty are paid on or before the last day of the month in which*  
21 *the anniversary date of the foreign limited-liability company*  
22 *occurs, the defaulting foreign limited-liability company by reason*  
23 *of its default forfeits its right to transact any business within this*  
24 *state. The fee and penalty must be collected as provided in this*  
25 *chapter.*

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

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

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

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

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

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



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

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

10 (a) Files with the Secretary of State a list as provided in  
11 sections 56 and 58 of this act; and

12 (b) Pays to the Secretary of State:

13 (1) The filing fee and penalty set forth in sections 56 and 59  
14 of this act for each year or portion thereof that its right to transact  
15 business was forfeited; and

16 (2) A fee of \$200 for reinstatement.

17 2. When the Secretary of State reinstates the foreign limited-  
18 liability company, he shall issue to the foreign limited-liability  
19 company a certificate of reinstatement if the foreign limited-  
20 liability company:

21 (a) Requests a certificate of reinstatement; and

22 (b) Pays the required fees pursuant to NRS 86.561.

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

27 4. If the right of a foreign limited-liability company to  
28 transact business in this state has been forfeited pursuant to the  
29 provisions of section 60 of this act and has remained forfeited for  
30 a period of 5 consecutive years, the right must not be reinstated.

31 **Sec. 62.** 1. Except as otherwise provided in subsection 2, if  
32 a foreign limited-liability company applies to reinstate its  
33 registration but its name has been legally reserved or acquired by  
34 another artificial person formed, organized, registered or qualified  
35 pursuant to the provisions of this title whose name is on file with  
36 the Office of the Secretary of State or reserved in the Office of the  
37 Secretary of State pursuant to the provisions of this title, the  
38 foreign limited-liability company must in its application for  
39 reinstatement submit in writing to the Secretary of State some  
40 other name under which it desires its existence to be reinstated. If  
41 that name is distinguishable from all other names reserved or  
42 otherwise on file, the Secretary of State shall reinstate the foreign  
43 limited-liability company under that new name.

44 2. If the applying foreign limited-liability company submits  
45 the written, acknowledged consent of the artificial person having a



1 *name, or the person who has reserved a name, which is not*  
2 *distinguishable from the old name of the applying foreign limited-*  
3 *liability company or a new name it has submitted, it may be*  
4 *reinstated under that name.*

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

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

11 **Sec. 63.** NRS 86.161 is hereby amended to read as follows:

12 86.161 1. The articles of organization must set forth:

- 13 (a) The name of the limited-liability company;
- 14 (b) The name and complete street address of its resident agent,
- 15 and the mailing address of the resident agent if different from the
- 16 street address;
- 17 (c) The name and ~~post office or street~~ address, either residence
- 18 or business, of each of the organizers executing the articles; and
- 19 (d) If the company is to be managed by:
  - 20 (1) One or more managers, the name and ~~post office or~~
  - 21 ~~street~~ address, either residence or business, of each manager; or
  - 22 (2) The members, the name and ~~post office or street~~
  - 23 address, either residence or business, of each member.

24 2. The articles may set forth any other provision, not  
25 inconsistent with law, which the members elect to set out in the  
26 articles of organization for the regulation of the internal affairs of  
27 the company, including any provisions which under this chapter are  
28 required or permitted to be set out in the operating agreement of the  
29 company.

30 3. It is not necessary to set out in the articles of organization:

- 31 (a) The rights, if any, of the members to contract debts on behalf
- 32 of the limited-liability company; or
- 33 (b) Any of the powers enumerated in this chapter.

34 **Sec. 64.** NRS 86.171 is hereby amended to read as follows:

35 86.171 1. The name of a limited-liability company formed  
36 under the provisions of this chapter must contain the words  
37 "Limited-Liability Company," "Limited Company," or "Limited" or  
38 the abbreviations "Ltd.," "L.L.C.," "L.C.," "LLC" or "LC." The  
39 word "Company" may be abbreviated as "Co."

40 2. The name proposed for a limited-liability company must be  
41 distinguishable on the records of the Secretary of State from the  
42 names of all other artificial persons formed, organized, registered or  
43 qualified pursuant to the provisions of this title that are on file in the  
44 Office of the Secretary of State and all names that are reserved in  
45 the Office of the Secretary of State pursuant to the provisions of this



1 title. If a proposed name is not so distinguishable, the Secretary of  
2 State shall return the articles of organization to the organizer, unless  
3 the written, acknowledged consent of the holder of the name on file  
4 or reserved name to use the same name or the requested similar  
5 name accompanies the articles of organization.

6 3. For the purposes of this section and NRS 86.176, a proposed  
7 name is not distinguishable from a name on file or reserved name  
8 solely because one or the other contains distinctive lettering, a  
9 distinctive mark, a trademark or a trade name, or any combination  
10 ~~of these.~~ thereof.

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

15 5. The Secretary of State shall not accept for filing any articles  
16 of organization for any limited-liability company if the name of the  
17 limited-liability company contains the words "accountant,"  
18 "accounting," "accountancy," "auditor" or "auditing" unless the  
19 Nevada State Board of Accountancy certifies that the limited-  
20 liability company:

21 (a) Is registered pursuant to the provisions of chapter 628 of  
22 NRS; or

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

27 6. *The Secretary of State shall not accept for filing any*  
28 *articles of organization or certificate of amendment of articles of*  
29 *organization of any limited-liability company formed or existing*  
30 *pursuant to the laws of this state which provides that the name of*  
31 *the limited-liability company contains the word "bank" or "trust"*  
32 *unless:*

33 (a) *It appears from the articles of organization or the*  
34 *certificate of amendment that the limited-liability company*  
35 *proposes to carry on business as a banking or trust company,*  
36 *exclusively or in connection with its business as a bank, savings*  
37 *and loan association or thrift company; and*

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

40 7. *The Secretary of State shall not accept for filing any*  
41 *articles of organization or certificate of amendment of articles of*  
42 *organization of any limited-liability company formed or existing*  
43 *pursuant to the provisions of this chapter if it appears from the*  
44 *articles or the certificate of amendment that the business to be*  
45 *carried on by the limited-liability company is subject to*





1 *supervision by the Commissioner of Insurance or by the*  
2 *Commissioner of Financial Institutions unless the articles or*  
3 *certificate of amendment is approved by the Commissioner who*  
4 *will supervise the business of the foreign limited-liability company.*

5 8. *Except as otherwise provided in subsection 7, the Secretary*  
6 *of State shall not accept for filing any articles of organization or*  
7 *certificate of amendment of articles of organization of any limited-*  
8 *liability company formed or existing pursuant to the laws of this*  
9 *state which provides that the name of the limited-liability company*  
10 *contains the words "engineer," "engineered," "engineering,"*  
11 *"professional engineer," "registered engineer" or "licensed*  
12 *engineer" unless:*

13 (a) *The State Board of Professional Engineers and Land*  
14 *Surveyors certifies that the principals of the limited-liability*  
15 *company are licensed to practice engineering pursuant to the laws*  
16 *of this state; or*

17 (b) *The State Board of Professional Engineers and Land*  
18 *Surveyors certifies that the limited-liability company is exempt*  
19 *from the prohibitions of NRS 625.520.*

20 9. The Secretary of State may adopt regulations that interpret  
21 the requirements of this section.

22 **Sec. 65.** NRS 86.221 is hereby amended to read as follows:

23 86.221 1. The articles of organization of a limited-liability  
24 company may be amended for any purpose, not inconsistent with  
25 law, as determined by all of the members or permitted by the articles  
26 or an operating agreement.

27 2. An amendment must be made in the form of a certificate  
28 setting forth:

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

30 (b) Whether the limited-liability company is managed by ~~one or~~  
31 ~~more~~ managers or members; and

32 (c) The amendment to the articles of organization.

33 3. The certificate of amendment must be signed by a manager  
34 of the company or, if management is not vested in a manager, by a  
35 member.

36 4. Restated articles of organization may be executed and filed  
37 in the same manner as a certificate of amendment. If the certificate  
38 alters or amends the articles in any manner, it must be accompanied  
39 by:

40 (a) A resolution; or

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



1       **Sec. 66.** NRS 86.263 is hereby amended to read as follows:  
2       86.263 1. A limited-liability company shall, on or before the  
3       ~~{first}~~ *last* day of the ~~{second}~~ *first* month after the filing of its  
4       articles of organization with the Secretary of State, file with the  
5       Secretary of State, on a form furnished by him, a list that contains:  
6       (a) The name of the limited-liability company;  
7       (b) The file number of the limited-liability company, if known;  
8       (c) The names and titles of all of its managers or, if there is no  
9       manager, all of its managing members;  
10       (d) The ~~{mailing or street}~~ address, either residence or business,  
11       of each manager or managing member listed, following the name of  
12       the manager or managing member;  
13       (e) The name and ~~{street}~~ address of the resident agent of the  
14       limited-liability company; and  
15       (f) The signature of a manager or managing member of the  
16       limited-liability company certifying that the list is true, complete  
17       and accurate.  
18       2. The limited-liability company shall annually thereafter, on  
19       or before the last day of the month in which the anniversary date of  
20       its organization occurs, file with the Secretary of State, on a form  
21       furnished by him, an amended list containing all of the information  
22       required in subsection 1. ~~{If the limited liability company has had no~~  
23       ~~changes in its managers or, if there is no manager, its managing~~  
24       ~~members, since its previous list was filed, no amended list need be~~  
25       ~~filed if a manager or managing member of the limited liability~~  
26       ~~company certifies to the Secretary of State as a true and accurate~~  
27       ~~statement that no changes in the managers or managing members~~  
28       ~~have occurred.}~~  
29       3. Each list required by ~~{subsection 1 and each list or~~  
30       ~~certification required by subsection 2}~~ *this section* must be  
31       accompanied by a declaration under penalty of perjury that the  
32       limited-liability company ~~{has}~~ :  
33       (a) *Has* complied with the provisions of chapter 364A of NRS  
34       ~~{.}~~; *and*  
35       (b) *Acknowledges that pursuant to NRS 239.330 it is a*  
36       *category C felony to knowingly offer any false or forged*  
37       *instrument for filing in the Office of the Secretary of State.*  
38       4. Upon filing:  
39       (a) The initial list required by subsection 1, the limited-liability  
40       company shall pay to the Secretary of State a fee of \$165.  
41       (b) Each annual list required by subsection 2, ~~{or certifying that~~  
42       ~~no changes have occurred,}~~ the limited-liability company shall pay  
43       to the Secretary of State a fee of \$85.  
44       5. The Secretary of State shall, 60 days before the last day for  
45       filing each list required by subsection 2, cause to be mailed to each



1 limited-liability company *which is* required to comply with the  
2 provisions of this section, *and* which has not become delinquent, a  
3 notice of the fee due under subsection 4 and a reminder to file a list  
4 required by subsection 2 . ~~{for a certification of no change.}~~ Failure  
5 of any company to receive a notice or form does not excuse it from  
6 the penalty imposed by law.

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

10 7. An annual list for a limited-liability company not in default  
11 received by the Secretary of State more than ~~{60}~~ 90 days before its  
12 due date shall be deemed an amended list for the previous year.

13 **Sec. 67.** NRS 86.266 is hereby amended to read as follows:

14 86.266 If a limited-liability company has filed the initial or  
15 annual list in compliance with NRS 86.263 and has paid the  
16 appropriate fee for the filing, the cancelled check *or other proof of*  
17 *payment* received by the limited-liability company constitutes a  
18 certificate authorizing it to transact its business within this state until  
19 the last day of the month in which the anniversary of its formation  
20 occurs in the next succeeding calendar year. ~~{If the company desires~~  
21 ~~a formal certificate upon its payment of the annual fee, its payment~~  
22 ~~must be accompanied by a self-addressed, stamped envelope.}~~

23 **Sec. 68.** NRS 86.269 is hereby amended to read as follows:

24 86.269 1. ~~{Every}~~ *Each* list required to be filed under the  
25 provisions of NRS 86.263 must, after the name of each manager and  
26 member listed thereon, set forth the ~~{post office box or street}~~  
27 address, either residence or business, of each manager or member.

28 2. If the addresses are not stated for each person on any list  
29 offered for filing, the Secretary of State may refuse to file the list,  
30 and the limited-liability company for which the list has been offered  
31 for filing is subject to the provisions of NRS 86.272 and 86.274  
32 relating to failure to file the list within or at the times therein  
33 specified, unless a list is subsequently submitted for filing which  
34 conforms to the provisions of this section.

35 **Sec. 69.** NRS 86.274 is hereby amended to read as follows:

36 86.274 1. The Secretary of State shall notify, by ~~{letter~~  
37 ~~addressed}~~ *providing written notice* to its resident agent, each  
38 limited-liability company deemed in default pursuant to the  
39 provisions of this chapter. The *written* notice ~~{must be accompanied~~  
40 ~~by}~~:

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

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



1 2. On the first day of the first anniversary of the month  
2 following the month in which the filing was required, the charter of  
3 the company is revoked and its right to transact business is forfeited.

4 3. The Secretary of State shall compile a complete list  
5 containing the names of all limited-liability companies whose right  
6 to ~~to~~ *transact* business has been forfeited.

7 4. The Secretary of State shall forthwith notify ~~each limited-~~  
8 ~~liability company by letter addressed~~, *by providing written notice*  
9 to its resident agent, *each limited-liability company specified in*  
10 *subsection 3* of the forfeiture of its charter. The *written* notice ~~must~~  
11 ~~be accompanied by~~:

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

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

16 ~~4.~~ 5. If the charter of a limited-liability company is revoked  
17 and the right to transact business is forfeited, all of the property and  
18 assets of the defaulting company must be held in trust by the  
19 managers or, if none, by the members of the company, and the same  
20 proceedings may be had with respect to its property and assets as  
21 apply to the dissolution of a limited-liability company pursuant to  
22 NRS 86.505 and 86.521. Any person interested may institute  
23 proceedings at any time after a forfeiture has been declared, but if  
24 the Secretary of State reinstates the charter, the proceedings must  
25 be dismissed and all property restored to the company.

26 ~~5.~~ 6. If the assets are distributed, they must be applied in the  
27 following manner:

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

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

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

34 86.276 1. Except as otherwise provided in subsections 3 and  
35 4, the Secretary of State shall reinstate any limited-liability company  
36 which has forfeited *or which forfeits* its right to transact business  
37 pursuant to the provisions of this chapter and *shall* restore to the  
38 company its right to carry on business in this state, and to exercise  
39 its privileges and immunities, if it:

40 (a) Files with the Secretary of State the list required by NRS  
41 86.263; and

42 (b) Pays to the Secretary of State:

43 (1) The filing fee and penalty set forth in NRS 86.263 and  
44 86.272 for each year or portion thereof during which it failed *to file*  
45 in a timely manner each required annual list; and



1 (2) A fee of \$200 for reinstatement.  
2 2. When the Secretary of State reinstates the limited-liability  
3 company, he shall ~~[-~~  
4 ~~—(a) Immediately issue and deliver to the company a certificate of~~  
5 ~~reinstatement authorizing it to transact business as if the filing fee~~  
6 ~~had been paid when due; and~~  
7 ~~—(b) Upon demand,]~~ issue to the company ~~[one or more certified~~  
8 ~~copies of the]~~ a certificate of reinstatement ~~[-]~~ *if the limited-liability*  
9 *company:*  
10 (a) *Requests a certificate of reinstatement; and*  
11 (b) *Pays the required fees pursuant to NRS 86.561.*  
12 3. The Secretary of State shall not order a reinstatement unless  
13 all delinquent fees and penalties have been paid, and the revocation  
14 of the charter occurred only by reason of failure to pay the fees and  
15 penalties.  
16 4. If a company's charter has been revoked pursuant to the  
17 provisions of this chapter and has remained revoked for a period of  
18 5 consecutive years, the charter must not be reinstated.  
19 **Sec. 70.5.** NRS 86.278 is hereby amended to read as follows:  
20 86.278 1. Except as otherwise provided in subsection 2, if a  
21 limited-liability company applies to reinstate its charter but its name  
22 has been legally acquired or reserved by any other artificial person  
23 formed, organized, registered or qualified pursuant to the provisions  
24 of this title whose name is on file with the Office of the Secretary of  
25 State or reserved in the Office of the Secretary of State pursuant to  
26 the provisions of this title, the company shall submit in writing to  
27 the Secretary of State some other name under which it desires its  
28 existence to be reinstated. If that name is distinguishable from all  
29 other names reserved or otherwise on file, the Secretary of State  
30 shall ~~[issue to the applying]~~ *reinstate the* limited-liability company  
31 ~~[a certificate of reinstatement]~~  
32 2. If the applying limited-liability company submits the  
33 written, acknowledged consent of the artificial person having the  
34 name, or the person reserving the name, which is not distinguishable  
35 from the old name of the applying company or a new name it has  
36 submitted, it may be reinstated under that name.  
37 3. 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.  
41 4. The Secretary of State may adopt regulations that interpret  
42 the requirements of this section.  
43 **Sec. 71.** NRS 86.547 is hereby amended to read as follows:  
44 86.547 1. A foreign limited-liability company may cancel its  
45 registration by filing with the Secretary of State a certificate of



1 cancellation signed by a manager of the company or, if management  
2 is not vested in a manager, a member of the company. The  
3 certificate, which must be accompanied by the required fees, must  
4 set forth:

- 5 (a) The name of the foreign limited-liability company;
- 6 (b) ~~[(The date upon which its certificate of registration was filed;~~
- 7 ~~—(c)]~~ The effective date of the cancellation if other than the date  
8 of the filing of the certificate of cancellation; and
- 9 ~~[(d)]~~ (c) Any other information deemed necessary by the  
10 manager of the company or, if management is not vested in a  
11 manager, a member of the company.

12 2. A cancellation pursuant to this section does not terminate the  
13 authority of the Secretary of State to accept service of process on the  
14 foreign limited-liability company with respect to causes of action  
15 arising from the transaction of business in this state by the foreign  
16 limited-liability company.

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

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

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

26 3. *If the provisions of the form prescribed by the Secretary of*  
27 *State conflict with the provisions of any document that is filed with*  
28 *the form:*

29 (a) *The Secretary of State may determine whether to file or*  
30 *reject the document based on the information on the prescribed*  
31 *form; and*

32 (b) *Unless otherwise provided in the document, the provisions*  
33 *of the document control in any other situation.*

34 4. *The Secretary of State may by regulation provide for the*  
35 *electronic filing of documents with the Office of the Secretary of*  
36 *State.*

37 **Sec. 74. 1.** *Each foreign limited-liability partnership doing*  
38 *business in this state shall, on or before the last day of the month*  
39 *after the filing of its application for registration as a foreign*  
40 *limited-liability partnership with the Secretary of State, and*  
41 *annually thereafter on or before the last day of the month in*  
42 *which the anniversary date of its qualification to do business in*  
43 *this state occurs in each year, file with the Secretary of State a list,*  
44 *on a form furnished by him, that contains:*

45 (a) *The name of the foreign limited-liability partnership;*



- 1       ***(b) The file number of the foreign limited-liability partnership,***
- 2 ***if known;***
- 3       ***(c) The names of all its managing partners;***
- 4       ***(d) The address, either residence or business, of each***
- 5 ***managing partner;***
- 6       ***(e) The name and address of its resident agent in this state;***
- 7 ***and***
- 8       ***(f) The signature of a managing partner of the foreign limited-***
- 9 ***liability partnership certifying that the list is true, complete and***
- 10 ***accurate.***
- 11       ***2. Each list filed pursuant to this section must be***
- 12 ***accompanied by a declaration under penalty of perjury that the***
- 13 ***foreign limited-liability partnership:***
- 14       ***(a) Has complied with the provisions of chapter 364A of NRS;***
- 15 ***and***
- 16       ***(b) Acknowledges that pursuant to NRS 239.330 it is a***
- 17 ***category C felony to knowingly offer any false or forged***
- 18 ***instrument for filing in the Office of the Secretary of State.***
- 19       ***3. Upon filing:***
- 20       ***(a) The initial list required by this section, the foreign limited-***
- 21 ***liability partnership shall pay to the Secretary of State a fee of***
- 22 ***\$165.***
- 23       ***(b) Each annual list required by this section, the foreign***
- 24 ***limited-liability partnership shall pay to the Secretary of State a***
- 25 ***fee of \$85.***
- 26       ***4. The Secretary of State shall, 60 days before the last day for***
- 27 ***filing each annual list required by subsection 1, cause to be mailed***
- 28 ***to each foreign limited-liability partnership which is required to***
- 29 ***comply with the provisions of sections 74 to 80, inclusive, of this***
- 30 ***act, and which has not become delinquent, the blank forms to be***
- 31 ***completed and filed with him. Failure of any foreign limited-***
- 32 ***liability partnership to receive the forms does not excuse it from***
- 33 ***the penalty imposed by the provisions of sections 74 to 80,***
- 34 ***inclusive, of this act.***
- 35       ***5. An annual list for a foreign limited-liability partnership***
- 36 ***not in default which is received by the Secretary of State more***
- 37 ***than 90 days before its due date must be deemed an amended list***
- 38 ***for the previous year and does not satisfy the requirements of***
- 39 ***subsection 1 for the year to which the due date is applicable.***
- 40       ***Sec. 75. If a foreign limited-liability partnership has filed the***
- 41 ***initial or annual list in compliance with section 74 of this act and***
- 42 ***has paid the appropriate fee for the filing, the cancelled check or***
- 43 ***other proof of payment received by the foreign limited-liability***
- 44 ***partnership constitutes a certificate authorizing it to transact its***
- 45 ***business within this state until the last day of the month in which***





1 *the anniversary of its qualification to transact business occurs in*  
2 *the next succeeding calendar year.*

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

7 2. *If the addresses are not stated for each person on any list*  
8 *offered for filing, the Secretary of State may refuse to file the list,*  
9 *and the foreign limited-liability partnership for which the list has*  
10 *been offered for filing is subject to all the provisions of sections 74*  
11 *to 80, inclusive, of this act relating to failure to file the list within*  
12 *or at the times therein specified, unless a list is subsequently*  
13 *submitted for filing which conforms to the provisions of this*  
14 *section.*

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

19 2. *For default there must be added to the amount of the fee a*  
20 *penalty of \$50, and unless the filing is made and the fee and*  
21 *penalty are paid on or before the last day of the month in which*  
22 *the anniversary date of the foreign limited-liability partnership*  
23 *occurs, the defaulting foreign limited-liability partnership by*  
24 *reason of its default forfeits its right to transact any business*  
25 *within this state. The fee and penalty must be collected as provided*  
26 *in this chapter.*

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

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

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

35 2. *Immediately after the last day of the month in which the*  
36 *anniversary date of its registration occurs, the Secretary of State*  
37 *shall compile a complete list containing the names of all foreign*  
38 *limited-liability partnerships whose right to transact business has*  
39 *been forfeited.*

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

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



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

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

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

12 (b) Pays to the Secretary of State:

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

16 (2) A fee of \$200 for reinstatement.

17 2. When the Secretary of State reinstates the foreign limited-  
18 liability partnership, he shall issue to the foreign limited-liability  
19 partnership a certificate of reinstatement if the foreign limited-  
20 liability partnership:

21 (a) Requests a certificate of reinstatement; and

22 (b) Pays the required fees pursuant to NRS 87.550.

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

27 4. If the right of a foreign limited-liability partnership to  
28 transact business in this state has been forfeited pursuant to the  
29 provisions of section 78 of this act and has remained forfeited for  
30 a period of 5 consecutive years, the right to transact business must  
31 not be reinstated.

32 **Sec. 80.** 1. Except as otherwise provided in subsection 2, if  
33 a foreign limited-liability partnership applies to reinstate its  
34 certificate of registration and its name has been legally reserved or  
35 acquired by another artificial person formed, organized, registered  
36 or qualified pursuant to the provisions of this title whose name is  
37 on file with the Office of the Secretary of State or reserved in the  
38 Office of the Secretary of State pursuant to the provisions of this  
39 title, the foreign limited-liability partnership must submit in  
40 writing in its application for reinstatement to the Secretary of State  
41 some other name under which it desires its existence to be  
42 reinstated. If that name is distinguishable from all other names  
43 reserved or otherwise on file, the Secretary of State shall reinstate  
44 the foreign limited-liability partnership under that new name.



\* A B 5 3 6 R 1 \*

1       2. *If the applying foreign limited-liability partnership submits*  
2 *the written, acknowledged consent of the artificial person having a*  
3 *name, or the person who has reserved a name, which is not*  
4 *distinguishable from the old name of the applying foreign limited-*  
5 *liability partnership or a new name it has submitted, it may be*  
6 *reinstated under that name.*

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

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

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

14       87.450 1. The name proposed for a registered limited-  
15 liability partnership must contain the words "Limited-Liability  
16 Partnership" or "Registered Limited-Liability Partnership" or the  
17 abbreviation "L.L.P." or "LLP" as the last words or letters of the  
18 name and must be distinguishable on the records of the Secretary of  
19 State from the names of all other artificial persons formed,  
20 organized, registered or qualified pursuant to the provisions of this  
21 title that are on file in the Office of the Secretary of State and all  
22 names that are reserved in the Office of the Secretary of State  
23 pursuant to the provisions of this title. If the name of the registered  
24 limited-liability partnership on a certificate of registration of  
25 limited-liability partnership submitted to the Secretary of State is not  
26 distinguishable from a name on file or reserved name, the Secretary  
27 of State shall return the certificate to the person who signed it unless  
28 the written, acknowledged consent of the holder of the name on file  
29 or reserved name to use the name accompanies the certificate.

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

34       3. *The Secretary of State shall not accept for filing any*  
35 *certificate of registration or certificate of amendment of a*  
36 *certificate of registration of any registered limited-liability*  
37 *partnership formed or existing pursuant to the laws of this state*  
38 *which provides that the name of the registered limited-liability*  
39 *partnership contains the words "accountant," "accounting,"*  
40 *"accountancy," "auditor" or "auditing" unless the Nevada State*  
41 *Board of Accountancy certifies that the registered limited-liability*  
42 *partnership:*

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



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

5       4. *The Secretary of State shall not accept for filing any*  
6 *certificate of registration or certificate of amendment of a*  
7 *certificate of registration of any registered limited-liability*  
8 *partnership formed or existing pursuant to the laws of this state*  
9 *which provides that the name of the registered limited-liability*  
10 *partnership contains the word "bank" or "trust" unless:*

11       (a) *It appears from the certificate of registration or the*  
12 *certificate of amendment that the registered limited-liability*  
13 *partnership proposes to carry on business as a banking or trust*  
14 *company, exclusively or in connection with its business as a bank,*  
15 *savings and loan association or thrift company; and*

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

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

30       6. *Except as otherwise provided in subsection 5, the Secretary*  
31 *of State shall not accept for filing any certificate of registration or*  
32 *certificate of amendment of a certificate of registration of any*  
33 *registered limited-liability partnership formed or existing pursuant*  
34 *to the laws of this state which provides that the name of the*  
35 *registered limited-liability partnership contains the words*  
36 *"engineer," "engineered," "engineering," "professional*  
37 *engineer," "registered engineer" or "licensed engineer" unless:*

38       (a) *The State Board of Professional Engineers and Land*  
39 *Surveyors certifies that the principals of the registered limited-*  
40 *liability partnership are licensed to practice engineering pursuant*  
41 *to the laws of this state; or*

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



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

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

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

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

22       ~~[4.]~~ 9. The Secretary of State may adopt regulations that  
 23 interpret the requirements of this section.

24       **Sec. 81.5.** NRS 87.455 is hereby amended to read as follows:

25       87.455 1. Except as otherwise provided in subsection 2, if a  
 26 registered limited-liability partnership applies to reinstate its right to  
 27 transact business but its name has been legally acquired by any other  
 28 artificial person formed, organized, registered or qualified pursuant  
 29 to the provisions of this title whose name is on file with the Office  
 30 of the Secretary of State or reserved in the Office of the Secretary of  
 31 State pursuant to the provisions of this title, the applying registered  
 32 limited-liability partnership shall submit in writing to the Secretary  
 33 of State some other name under which it desires its right to transact  
 34 business to be reinstated. If that name is distinguishable from all  
 35 other names reserved or otherwise on file, the Secretary of State  
 36 shall ~~[issue to the applying]~~ *reinstate the* registered limited-liability  
 37 partnership ~~[a certificate of reinstatement]~~ under that new name.

38       2. If the applying registered limited-liability partnership  
 39 submits the written, acknowledged consent of the artificial person  
 40 having the name, or the person who has reserved the name, that is  
 41 not distinguishable from the old name of the applying registered  
 42 limited-liability partnership or a new name it has submitted, it may  
 43 be reinstated under that name.

44       3. For the purposes of this section, a proposed name is not  
 45 distinguishable from a name on file or reserved name solely because



1 one or the other contains distinctive lettering, a distinctive mark, a  
2 trademark or a trade name, or any combination of these.

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

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

6 87.460 1. A certificate of registration of a registered limited-  
7 liability partnership may be amended by filing with the Secretary of  
8 State a certificate of amendment. The certificate of amendment must  
9 set forth:

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

11 (b) ~~The dates on which the registered limited liability~~  
12 ~~partnership filed its original certificate of registration and any other~~  
13 ~~certificates of amendment; and~~

14 ~~—(c)~~ The change to the information contained in the original  
15 certificate of registration or any other certificates of amendment.

16 2. The certificate of amendment must be:

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

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

20 **Sec. 83.** NRS 87.510 is hereby amended to read as follows:

21 87.510 1. A registered limited-liability partnership shall, on  
22 or before the ~~first~~ *last* day of the ~~second~~ *first* month after the  
23 filing of its certificate of registration with the Secretary of State, and  
24 annually thereafter on or before the last day of the month in which  
25 the anniversary date of the filing of its certificate of registration with  
26 the Secretary of State occurs, file with the Secretary of State, on a  
27 form furnished by him, a list that contains:

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

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

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

32 (d) The ~~mailing or street~~ address, either residence or business,  
33 of each managing partner;

34 (e) The name and ~~street~~ address of the resident agent of the  
35 registered limited-liability partnership; and

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

39 Each list filed pursuant to this subsection must be accompanied by a  
40 declaration under penalty of perjury that the registered limited-  
41 liability partnership has complied with the provisions of chapter  
42 364A of NRS ~~and~~ *and which acknowledges that pursuant to NRS*  
43 *239.330 it is a category C felony to knowingly offer any false or*  
44 *forged instrument for filing in the Office of the Secretary of State.*

45 2. Upon filing:



1 (a) The initial list required by subsection 1, the registered  
2 limited-liability partnership shall pay to the Secretary of State a fee  
3 of \$165.

4 (b) Each annual list required by subsection 1, the registered  
5 limited-liability partnership shall pay to the Secretary of State a fee  
6 of \$85.

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

14 4. If the list to be filed pursuant to the provisions of subsection  
15 1 is defective, or the fee required by subsection 2 is not paid, the  
16 Secretary of State may return the list for correction or payment.

17 5. An annual list that is filed by a registered limited-liability  
18 partnership which is not in default more than ~~60~~ 90 days before it  
19 is due shall be deemed an amended list for the previous year and  
20 does not satisfy the requirements of subsection 1 for the year to  
21 which the due date is applicable.

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

23 87.520 1. A registered limited-liability partnership that fails  
24 to comply with the provisions of NRS 87.510 is in default.

25 2. *Upon notification from the Administrator of the Real*  
26 *Estate Division of the Department of Business and Industry that a*  
27 *registered limited-liability partnership which is a unit-owners'*  
28 *association as defined in NRS 116.110315 has failed to register*  
29 *pursuant to NRS 116.31158 or failed to pay the fees pursuant to*  
30 *NRS 116.31155, the Secretary of State shall deem the registered*  
31 *limited-liability partnership to be in default. If, after the registered*  
32 *limited-liability partnership is deemed to be in default, the*  
33 *Administrator notifies the Secretary of State that the registered*  
34 *limited-liability partnership has registered pursuant to NRS*  
35 *116.31158 and paid the fees pursuant to NRS 116.31155, the*  
36 *Secretary of State shall reinstate the registered limited-liability*  
37 *partnership if the registered limited-liability partnership complies*  
38 *with the requirements for reinstatement as provided in this section*  
39 *and NRS 87.510 and 87.530.*

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

43 ~~{3. On or before the 15th day of the third month after the~~  
44 ~~month in which the fee required to be paid pursuant to NRS 87.510~~  
45 ~~is due, the}~~





1 **4. The** Secretary of State shall ~~notify, by certified mail,~~  
2 **provide written notice to** the resident agent of any registered  
3 limited-liability partnership that is in default. The **written** notice  
4 ~~must~~:

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

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

9 ~~4.~~ **5.** If a registered limited-liability partnership fails to pay  
10 the amount that is due, the certificate of registration of the registered  
11 limited-liability partnership shall be deemed revoked ~~on the first~~  
12 ~~day of the ninth month after the month in which the fee required to~~  
13 ~~be paid pursuant to NRS 87.510 was due. The~~ **immediately after**  
14 **the last day of the month in which the anniversary date of the**  
15 **filing of the certificate of registration occurs, and the** Secretary of  
16 State shall notify ~~the~~ **registered** limited-liability partnership, by  
17 ~~certified mail, addressed~~ **providing written notice** to its resident  
18 agent or, if the registered limited-liability partnership does not have  
19 a resident agent, to a managing partner, that its certificate of  
20 registration is revoked. ~~and~~ **The written notice:**

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

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

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

26 87.530 1. Except as otherwise provided in subsection 3, the  
27 Secretary of State shall reinstate the certificate of registration of a  
28 registered limited-liability partnership that is revoked pursuant to  
29 NRS 87.520 if the registered limited-liability partnership:

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

32 (b) Pays to the Secretary of State:

33 (1) The fee required to be paid ~~by that section;~~ **pursuant to**  
34 **NRS 87.510;**

35 (2) Any penalty required to be paid pursuant to NRS 87.520;  
36 and

37 (3) A reinstatement fee of \$200.

38 2. ~~Upon reinstatement of a certificate of registration pursuant~~  
39 ~~to this section;~~ **When** the Secretary of State **reinstates the**  
40 **registered limited-liability partnership, he** shall ~~:~~

41 ~~(a) Deliver to the registered limited liability partnership a~~  
42 ~~certificate of reinstatement authorizing it to transact business~~  
43 ~~retroactively from the date the fee required by NRS 87.510 was due;~~  
44 ~~and~~



1 ~~(b) Upon request,~~ issue to the registered limited-liability  
2 partnership ~~[one or more certified copies of the]~~ a certificate of  
3 reinstatement ~~[.]~~ *if the registered limited-liability partnership:*

- 4 (a) *Requests a certificate of reinstatement; and*  
5 (b) *Pays the required fees pursuant to NRS 87.550.*

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

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

11 87.547 1. A *registered* limited-liability partnership may  
12 correct a document filed by the Secretary of State with respect to the  
13 *registered* limited-liability partnership if the document contains an  
14 inaccurate record of a partnership action described in the document  
15 or was defectively executed, attested, sealed, verified or  
16 acknowledged.

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

- 19 (a) Prepare a certificate of correction that:  
20 (1) States the name of the *registered* limited-liability  
21 partnership;  
22 (2) Describes the document, including, without limitation, its  
23 filing date;  
24 (3) Specifies the inaccuracy or defect;  
25 (4) Sets forth the inaccurate or defective portion of the  
26 document in an accurate or corrected form; and  
27 (5) Is signed by a managing partner of the *registered* limited-  
28 liability partnership.

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

30 (c) Pay a filing fee of \$150 to the Secretary of State.

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

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

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



1       3. *If the provisions of the form prescribed by the Secretary of*  
2 *State conflict with the provisions of any document that is filed with*  
3 *the form:*  
4       (a) *The Secretary of State may determine whether to file or*  
5 *reject the document based on the information on the prescribed*  
6 *form; and*  
7       (b) *Unless otherwise provided in the document, the provisions*  
8 *of the document control in any other situation.*  
9       4. *The Secretary of State may by regulation provide for the*  
10 *electronic filing of documents with the Office of the Secretary of*  
11 *State.*  
12       **Sec. 89. 1.** *Each foreign limited partnership doing business*  
13 *in this state shall, on or before the last day of the month after the*  
14 *filing of its application for registration as a foreign limited*  
15 *partnership with the Secretary of State, and annually thereafter on*  
16 *or before the last day of the month in which the anniversary date*  
17 *of its qualification to do business in this state occurs in each year,*  
18 *file with the Secretary of State a list, on a form furnished by him,*  
19 *that contains:*  
20       (a) *The name of the foreign limited partnership;*  
21       (b) *The file number of the foreign limited partnership, if*  
22 *known;*  
23       (c) *The names of all its general partners;*  
24       (d) *The address, either residence or business, of each general*  
25 *partner;*  
26       (e) *The name and address of its resident agent in this state;*  
27 *and*  
28       (f) *The signature of a general partner of the foreign limited*  
29 *partnership certifying that the list is true, complete and accurate.*  
30       2. *Each list filed pursuant to this section must be*  
31 *accompanied by a declaration under penalty of perjury that the*  
32 *foreign limited partnership:*  
33       (a) *Has complied with the provisions of chapter 364A of NRS;*  
34 *and*  
35       (b) *Acknowledges that pursuant to NRS 239.330 it is a*  
36 *category C felony to knowingly offer any false or forged*  
37 *instrument for filing in the Office of the Secretary of State.*  
38       3. *Upon filing:*  
39       (a) *The initial list required by this section, the foreign limited*  
40 *partnership shall pay to the Secretary of State a fee of \$165.*  
41       (b) *Each annual list required by this section, the foreign*  
42 *limited partnership shall pay to the Secretary of State a fee of \$85.*  
43       4. *The Secretary of State shall, 60 days before the last day for*  
44 *filing each annual list required by subsection 1, cause to be mailed*  
45 *to each foreign limited partnership which is required to comply*



1 *with the provisions of sections 89 to 95, inclusive, of this act, and*  
2 *which has not become delinquent, the blank forms to be completed*  
3 *and filed with him. Failure of any foreign limited partnership to*  
4 *receive the forms does not excuse it from the penalty imposed by*  
5 *the provisions of sections 89 to 95, inclusive, of this act.*

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

11 **Sec. 90.** *If a foreign limited partnership has filed the initial*  
12 *or annual list in compliance with section 89 of this act and has*  
13 *paid the appropriate fee for the filing, the cancelled check or other*  
14 *proof of payment received by the foreign limited partnership*  
15 *constitutes a certificate authorizing it to transact its business*  
16 *within this state until the last day of the month in which the*  
17 *anniversary of its qualification to transact business occurs in the*  
18 *next succeeding calendar year.*

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

23 *2. If the addresses are not stated for each person on any list*  
24 *offered for filing, the Secretary of State may refuse to file the list,*  
25 *and the foreign limited partnership for which the list has been*  
26 *offered for filing is subject to all the provisions of sections 89 to*  
27 *95, inclusive, of this act relating to failure to file the list within or*  
28 *at the times therein specified, unless a list is subsequently*  
29 *submitted for filing which conforms to the provisions of this*  
30 *section.*

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

35 *2. For default there must be added to the amount of the fee a*  
36 *penalty of \$50, and unless the filing is made and the fee and*  
37 *penalty are paid on or before the last day of the month in which*  
38 *the anniversary date of the foreign limited partnership occurs, the*  
39 *defaulting foreign limited partnership by reason of its default*  
40 *forfeits its right to transact any business within this state. The fee*  
41 *and penalty must be collected as provided in this chapter.*

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



- 1     (a) *Must include a statement indicating the amount of the*  
2 *filing fee, penalties incurred and costs remaining unpaid.*  
3     (b) *At the request of the resident agent, may be provided*  
4 *electronically.*  
5     2. *Immediately after the last day of the month in which the*  
6 *anniversary date of the filing of the certificate of limited*  
7 *partnership occurs, the Secretary of State shall compile a complete*  
8 *list containing the names of all foreign limited partnerships whose*  
9 *right to transact business has been forfeited.*  
10    3. *The Secretary of State shall notify, by providing written*  
11 *notice to its resident agent, each foreign limited partnership*  
12 *specified in subsection 2 of the forfeiture of its right to transact*  
13 *business. The written notice:*  
14     (a) *Must include a statement indicating the amount of the*  
15 *filing fee, penalties incurred and costs remaining unpaid.*  
16     (b) *At the request of the resident agent, may be provided*  
17 *electronically.*  
18    **Sec. 94. 1. Except as otherwise provided in subsections 3**  
19 **and 4, the Secretary of State shall reinstate a foreign limited**  
20 **partnership which has forfeited or which forfeits its right to**  
21 **transact business under the provisions of this chapter and shall**  
22 **restore to the foreign limited partnership its right to transact**  
23 **business in this state, and to exercise its privileges and immunities,**  
24 **if it:**  
25     (a) *Files with the Secretary of State a list as provided in*  
26 *sections 89 and 91 of this act; and*  
27     (b) *Pays to the Secretary of State:*  
28        (1) *The filing fee and penalty set forth in sections 89 and 92*  
29 *of this act for each year or portion thereof that its right to transact*  
30 *business was forfeited; and*  
31        (2) *A fee of \$200 for reinstatement.*  
32     2. *When the Secretary of State reinstates the foreign limited*  
33 *partnership, he shall issue to the foreign limited partnership a*  
34 *certificate of reinstatement if the foreign limited partnership:*  
35        (a) *Requests a certificate of reinstatement; and*  
36        (b) *Pays the required fees pursuant to NRS 88.415.*  
37     3. *The Secretary of State shall not order a reinstatement*  
38 *unless all delinquent fees and penalties have been paid and the*  
39 *revocation of the right to transact business occurred only by*  
40 *reason of failure to pay the fees and penalties.*  
41     4. *If the right of a foreign limited partnership to transact*  
42 *business in this state has been forfeited pursuant to the provisions*  
43 *of section 93 of this act and has remained forfeited for a period of*  
44 *5 consecutive years, the right is not subject to reinstatement.*



1       **Sec. 95. 1.** *Except as otherwise provided in subsection 2, if*  
2 *a foreign limited partnership applies to reinstate its certificate of*  
3 *registration and its name has been legally reserved or acquired by*  
4 *another artificial person formed, organized, registered or qualified*  
5 *pursuant to the provisions of this title whose name is on file with*  
6 *the Office of the Secretary of State or reserved in the Office of the*  
7 *Secretary of State pursuant to the provisions of this title, the*  
8 *foreign limited partnership must in its application for*  
9 *reinstatement submit in writing to the Secretary of State some*  
10 *other name under which it desires its existence to be reinstated. If*  
11 *that name is distinguishable from all other names reserved or*  
12 *otherwise on file, the Secretary of State shall reinstate the foreign*  
13 *limited partnership under that new name.*

14       2. *If the applying foreign limited partnership submits the*  
15 *written, acknowledged consent of the artificial person having a*  
16 *name, or the person who has reserved a name, which is not*  
17 *distinguishable from the old name of the applying foreign limited*  
18 *partnership or a new name it has submitted, it may be reinstated*  
19 *under that name.*

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

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

26       **Sec. 96.** NRS 88.320 is hereby amended to read as follows:

27       88.320 1. The name proposed for a limited partnership as set  
28 forth in its certificate of limited partnership:

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

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

32           (1) It is also the name of a general partner or the corporate  
33 name of a corporate general partner; or

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

36       (c) Must be distinguishable on the records of the Secretary of  
37 State from the names of all other artificial persons formed,  
38 organized, registered or qualified pursuant to the provisions of this  
39 title that are on file in the Office of the Secretary of State and all  
40 names that are reserved in the Office of the Secretary of State  
41 pursuant to the provisions of this title. If the name on the certificate  
42 of limited partnership submitted to the Secretary of State is not  
43 distinguishable from any name on file or reserved name, the  
44 Secretary of State shall return the certificate to the filer, unless  
45 the written, acknowledged consent to the use of the same or the



1 requested similar name of the holder of the name on file or reserved  
2 name accompanies the certificate of limited partnership.

3 2. For the purposes of this section, a proposed name is not  
4 distinguished from a name on file or reserved name solely because  
5 one or the other contains distinctive lettering, a distinctive mark, a  
6 trademark or a trade name, or any combination ~~[of these.]~~ thereof.

7 3. *The Secretary of State shall not accept for filing any*  
8 *certificate of limited partnership for any limited partnership*  
9 *formed or existing pursuant to the laws of this state which*  
10 *provides that the name of the limited partnership contains the*  
11 *words "accountant," "accounting," "accountancy," "auditor" or*  
12 *"auditing" unless the Nevada State Board of Accountancy*  
13 *certifies that the limited partnership:*

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

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

20 4. *The Secretary of State shall not accept for filing any*  
21 *certificate of limited partnership for any limited partnership*  
22 *formed or existing pursuant to the laws of this state which*  
23 *provides that the name of the limited partnership contains the*  
24 *word "bank" or "trust" unless:*

25 (a) *It appears from the certificate of limited partnership that*  
26 *the limited partnership proposes to carry on business as a banking*  
27 *or trust company, exclusively or in connection with its business as*  
28 *a bank, savings and loan association or thrift company; and*

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

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

40 6. *Except as otherwise provided in subsection 5, the Secretary*  
41 *of State shall not accept for filing any certificate of limited*  
42 *partnership for any limited partnership formed or existing*  
43 *pursuant to the laws of this state which provides that the name of*  
44 *the limited partnership contains the words "engineer,"*





1 “engineered,” “engineering,” “professional engineer,” “registered  
2 engineer” or “licensed engineer” unless:

3 (a) *The State Board of Professional Engineers and Land*  
4 *Surveyors certifies that the principals of the limited partnership*  
5 *are licensed to practice engineering pursuant to the laws of this*  
6 *state; or*

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

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

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

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

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

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

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

31 88.327 1. Except as otherwise provided in subsection 2, if a  
32 limited partnership applies to reinstate its right to transact business  
33 but its name has been legally *reserved or* acquired by any other  
34 artificial person formed, organized, registered or qualified pursuant  
35 to the provisions of this title whose name is on file with the Office  
36 of the Secretary of State or reserved in the Office of the Secretary of  
37 State pursuant to the provisions of this title, the applying limited  
38 partnership shall submit in writing to the Secretary of State some  
39 other name under which it desires its right to be reinstated. If that  
40 name is distinguishable from all other names reserved or otherwise  
41 on file, the Secretary of State shall ~~issue to the applying~~ *reinstate*  
42 *the* limited partnership ~~[a certificate of reinstatement]~~ under that  
43 new name.

44 2. If the applying limited partnership submits the written,  
45 acknowledged consent of the other artificial person having the



1 name, or the person who has reserved the name, that is not  
2 distinguishable from the old name of the applying limited  
3 partnership or a new name it has submitted, it may be reinstated  
4 under that name.

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

9 4. The Secretary of State may adopt regulations that interpret  
10 the requirements of this section.

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

12 88.340 The Secretary of State may microfilm *or image* any  
13 document which is filed in his office by or relating to a limited  
14 partnership pursuant to this chapter and may return the original  
15 document to the filer.

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

17 88.360 A certificate of limited partnership must be cancelled  
18 upon the dissolution and the commencement of winding up of the  
19 partnership or at any other time there are no limited partners. A  
20 certificate of cancellation must be filed in the Office of the Secretary  
21 of State and set forth:

- 22 1. The name of the limited partnership;
- 23 2. ~~[The date of filing of its certificate of limited partnership;~~
- 24 ~~—3.]~~ The reason for filing the certificate of cancellation;
- 25 ~~[4.]~~ 3. The effective date, which must be a date certain, of  
26 cancellation if it is not to be effective upon the filing of the  
27 certificate; and
- 28 ~~[5.]~~ 4. Any other information the general partners filing the  
29 certificate determine.

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

31 88.395 1. A limited partnership shall, on or before the ~~[first]~~  
32 *last* day of the ~~[second]~~ *first* month after the filing of its certificate  
33 of limited partnership with the Secretary of State, and annually  
34 thereafter on or before the last day of the month in which the  
35 anniversary date of the filing of its certificate of limited partnership  
36 occurs, file with the Secretary of State, on a form furnished by him,  
37 a list that contains:

- 38 (a) The name of the limited partnership;
- 39 (b) The file number of the limited partnership, if known;
- 40 (c) The names of all of its general partners;
- 41 (d) The ~~[mailing or street]~~ address, either residence or business,  
42 of each general partner;
- 43 (e) The name and ~~[street]~~ address of the resident agent of the  
44 limited partnership; and



1 (f) The signature of a general partner of the limited partnership  
2 certifying that the list is true, complete and accurate.

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

9 2. Upon filing:

10 (a) The initial list required by subsection 1, the limited  
11 partnership shall pay to the Secretary of State a fee of \$165.

12 (b) Each annual list required by subsection 1, the limited  
13 partnership shall pay to the Secretary of State a fee of \$85.

14 3. The Secretary of State shall, 60 days before the last day for  
15 filing each annual list required by subsection 1, cause to be mailed  
16 to each limited partnership *which is* required to comply with the  
17 provisions of this section, *and* which has not become delinquent, a  
18 notice of the fee due pursuant to the provisions of subsection 2 and a  
19 reminder to file the annual list. Failure of any limited partnership to  
20 receive a notice or form does not excuse it from the penalty imposed  
21 by NRS 88.400.

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

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

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

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

34 88.400 1. If a limited partnership has filed the list in  
35 compliance with NRS 88.395 and has paid the appropriate fee for  
36 the filing, the cancelled check *or other proof of payment* received  
37 by the limited partnership constitutes a certificate authorizing it to  
38 transact its business within this state until the anniversary date of the  
39 filing of its certificate of limited partnership in the next succeeding  
40 calendar year. ~~[If the limited partnership desires a formal certificate~~  
41 ~~upon its payment of the annual fee, its payment must be~~  
42 ~~accompanied by a self-addressed, stamped envelope.]~~

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



1 3. *Upon notification from the Administrator of the Real*  
2 *Estate Division of the Department of Business and Industry that a*  
3 *limited partnership which is a unit-owners' association as defined*  
4 *in NRS 116.110315 has failed to register pursuant to NRS*  
5 *116.31158 or failed to pay the fees pursuant to NRS 116.31155,*  
6 *the Secretary of State shall deem the limited partnership to be in*  
7 *default. If, after the limited partnership is deemed to be in default,*  
8 *the Administrator notifies the Secretary of State that the limited*  
9 *partnership has registered pursuant to NRS 116.31158 and paid*  
10 *the fees pursuant to NRS 116.31155, the Secretary of State shall*  
11 *reinstate the limited partnership if the limited partnership*  
12 *complies with the requirements for reinstatement as provided in*  
13 *this section and NRS 88.350 to 88.415, inclusive.*

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

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

21 88.405 1. The Secretary of State shall notify, by ~~letter~~  
22 ~~addressed~~ *providing written notice* to its resident agent, each  
23 defaulting limited partnership. The *written* notice ~~must be~~  
24 ~~accompanied by~~ :

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

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

29 2. Immediately after the first day of the first anniversary of the  
30 month following the month in which filing was required, the  
31 certificate of the limited partnership is revoked.

32 3. The Secretary of State shall compile a complete list  
33 containing the names of all limited partnerships whose right to ~~do~~  
34 *transact* business has been forfeited.

35 4. The Secretary of State shall notify, by ~~letter addressed~~  
36 *providing written notice* to its resident agent, each limited  
37 partnership *specified in subsection 3* of the revocation of its  
38 certificate. The *written* notice ~~must be accompanied by~~ :

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

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

43 5. In case of revocation of the certificate and of the forfeiture  
44 of the right to transact business thereunder, all the property and  
45 assets of the defaulting domestic limited partnership are held in trust



1 by the general partners, and the same proceedings may be had with  
2 respect thereto as for the judicial dissolution of a limited  
3 partnership. Any person interested may institute proceedings at any  
4 time after a forfeiture has been declared, but if the Secretary of State  
5 reinstates the limited partnership, the proceedings must at once be  
6 dismissed and all property restored to the general partners.

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

8 88.410 1. Except as otherwise provided in subsections 3 and  
9 4, the Secretary of State may:

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

12 (b) Restore to the limited partnership its right to carry on  
13 business in this state, and to exercise its privileges and  
14 immunities,

15 upon the filing with the Secretary of State of the list required  
16 pursuant to NRS 88.395, and upon payment to the Secretary of State  
17 of the filing fee and penalty set forth in NRS 88.395 and 88.400 for  
18 each year or portion thereof during which the certificate has been  
19 revoked, and a fee of \$200 for reinstatement.

20 2. When ~~[payment is made and]~~ the Secretary of State  
21 reinstates the limited partnership, ~~[to its former rights,]~~ he shall ~~[-~~

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

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

28 (a) *Requests a certificate of reinstatement; and*

29 (b) *Pays the required fees pursuant to NRS 88.415.*

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

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

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

37 88.595 A foreign limited partnership may cancel its  
38 registration by filing with the Secretary of State a certificate of  
39 cancellation signed by a general partner. The certificate must set  
40 forth:

41 1. The name of the foreign limited partnership;

42 2. ~~[The date upon which its certificate of registration was filed;~~  
43 ~~—3.]~~ The reason for filing the certificate of cancellation;

44 ~~[4.]~~ 3. The effective date of the cancellation if other than the  
45 date of the filing of the certificate of cancellation; and



1 ~~5.1~~ 4. Any other information deemed necessary by the general  
2 partners of the partnership.  
3 A cancellation does not terminate the authority of the Secretary of  
4 State to accept service of process on the foreign limited partnership  
5 with respect to causes of action arising out of the transactions of  
6 business in this state.

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

10 **Sec. 106. 1.** *Each document filed with the Secretary of*  
11 *State pursuant to this chapter must be on or accompanied by a*  
12 *form 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 provisions of the form prescribed by the Secretary of*  
17 *State conflict with the provisions of any document that is filed with*  
18 *the form:*

19 *(a) The Secretary of State may determine whether to file or*  
20 *reject the document based on the information on the prescribed*  
21 *form; and*

22 *(b) Unless otherwise provided in the document, the provisions*  
23 *of the document control in any other situation.*

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

27 **Sec. 107. 1.** *Each foreign business trust doing business in*  
28 *this state shall, on or before the last day of the month after the*  
29 *filing of its application for registration as a foreign business trust*  
30 *with the Secretary of State, and annually thereafter on or before*  
31 *the last day of the month in which the anniversary date of its*  
32 *qualification to do business in this state occurs in each year, file*  
33 *with the Secretary of State a list, on a form furnished by him, that*  
34 *contains:*

35 *(a) The name of the foreign business trust;*

36 *(b) The file number of the foreign business trust, if known;*

37 *(c) The name of at least one of its trustees;*

38 *(d) The address, either residence or business, of the trustee*  
39 *listed pursuant to paragraph (c);*

40 *(e) The name and address of its resident agent in this state;*  
41 *and*

42 *(f) The signature of a trustee of the foreign business trust*  
43 *certifying that the list is true, complete and accurate.*



- 1       2. *Each list required to be filed pursuant to this section must*  
2 *be accompanied by a declaration under penalty of perjury that the*  
3 *foreign business trust:*  
4       (a) *Has complied with the provisions of chapter 364A of NRS;*  
5 *and*  
6       (b) *Acknowledges that pursuant to NRS 239.330 it is a*  
7 *category C felony to knowingly offer any false or forged*  
8 *instrument for filing in the Office of the Secretary of State.*  
9       3. *Upon filing:*  
10      (a) *The initial list required by this section, the foreign business*  
11 *trust shall pay to the Secretary of State a fee of \$165.*  
12      (b) *Each annual list required by this section, the foreign*  
13 *business trust shall pay to the Secretary of State a fee of \$85.*  
14       4. *The Secretary of State shall, 60 days before the last day for*  
15 *filing each annual list required by subsection 1, cause to be mailed*  
16 *to each foreign business trust which is required to comply with the*  
17 *provisions of sections 107 to 113, inclusive, of this act, and which*  
18 *has not become delinquent, the blank forms to be completed and*  
19 *filed with him. Failure of any foreign business trust to receive the*  
20 *forms does not excuse it from the penalty imposed by the*  
21 *provisions of sections 107 to 113, inclusive, of this act.*  
22       5. *An annual list for a foreign business trust not in default*  
23 *which is received by the Secretary of State more than 90 days*  
24 *before its due date must be deemed an amended list for the*  
25 *previous year and does not satisfy the requirements of subsection 1*  
26 *for the year to which the due date is applicable.*  
27       **Sec. 108.** *If a foreign business trust has filed the initial or*  
28 *annual list in compliance with section 107 of this act and has paid*  
29 *the appropriate fee for the filing, the cancelled check or other*  
30 *proof of payment received by the foreign business trust constitutes*  
31 *a certificate authorizing it to transact its business within this state*  
32 *until the last day of the month in which the anniversary of its*  
33 *qualification to transact business occurs in the next succeeding*  
34 *calendar year.*  
35       **Sec. 109.** 1. *Each list required to be filed under the*  
36 *provisions of sections 107 to 113, inclusive, of this act must, after*  
37 *the name of each trustee listed thereon, set forth the address,*  
38 *either residence or business, of each trustee.*  
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 business trust for which the list has been offered*  
42 *for filing is subject to all the provisions of sections 107 to 113,*  
43 *inclusive, of this act relating to failure to file the list within or at*  
44 *the times therein specified, unless a list is subsequently submitted*  
45 *for filing which conforms to the provisions of this section.*





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

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

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

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

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

20     **2.** *Immediately after the last day of the month in which the*  
21 *anniversary date of the filing of the certificate of trust occurs,*  
22 *the Secretary of State shall compile a complete list containing the*  
23 *names of all foreign business trusts whose right to transact*  
24 *business has been forfeited.*

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

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

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

33     **Sec. 112. 1.** *Except as otherwise provided in subsections 3*  
34 *and 4, the Secretary of State shall reinstate a foreign business*  
35 *trust which has forfeited or which forfeits its right to transact*  
36 *business under the provisions of this chapter and shall restore to*  
37 *the foreign business trust its right to transact business in this state,*  
38 *and to exercise its privileges and immunities, if it:*

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

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

42     **(1)** *The filing fee and penalty set forth in sections 107 and*  
43 *110 of this act for each year or portion thereof that its right to*  
44 *transact business was forfeited; and*

45     **(2)** *A fee of \$200 for reinstatement.*



1       2. *When the Secretary of State reinstates the foreign business*  
2 *trust, he shall issue to the foreign business trust a certificate of*  
3 *reinstatement if the foreign business trust:*

- 4       (a) *Requests a certificate of reinstatement; and*  
5       (b) *Pays the required fees pursuant to NRS 88A.900.*

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

10       4. *If the right of a foreign business trust to transact business*  
11 *in this state has been forfeited pursuant to the provisions of*  
12 *section 111 of this act and has remained forfeited for a period of 5*  
13 *consecutive years, the right to transact business must not be*  
14 *reinstated.*

15       **Sec. 113.** *1. Except as otherwise provided in subsection 2, if*  
16 *a foreign business trust applies to reinstate its certificate of trust*  
17 *and its name has been legally reserved or acquired by another*  
18 *artificial person formed, organized, registered or qualified*  
19 *pursuant to the provisions of this title whose name is on file with*  
20 *the Office of the Secretary of State or reserved in the Office of the*  
21 *Secretary of State pursuant to the provisions of this title, the*  
22 *foreign business trust must submit in writing in its application for*  
23 *reinstatement to the Secretary of State some other name under*  
24 *which it desires its existence to be reinstated. If that name is*  
25 *distinguishable from all other names reserved or otherwise on file,*  
26 *the Secretary of State shall reinstate the foreign business trust*  
27 *under that new name.*

28       2. *If the applying foreign business trust submits the written,*  
29 *acknowledged consent of the artificial person having a name, or*  
30 *the person who has reserved a name, which is not distinguishable*  
31 *from the old name of the applying foreign business trust or a new*  
32 *name it has submitted, it may be reinstated under that name.*

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

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

39       **Sec. 114.** (Deleted by amendment.)

40       **Sec. 115.** NRS 88A.220 is hereby amended to read as follows:  
41       88A.220 1. A certificate of trust may be amended by filing  
42 with the Secretary of State a certificate of amendment signed by at  
43 least one trustee. The certificate of amendment must set forth:

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



\* A B 5 3 6 R 1 \*

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

7 (a) The present name of the business trust ~~and, if the name has~~  
8 ~~been changed, the name under which the business trust was~~  
9 ~~originally formed;~~

10 ~~—(b) The date of filing of the original certificate of trust;~~

11 ~~—(c);~~

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

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

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

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

18 88A.420 A certificate of trust must be cancelled upon the  
19 completion or winding up of the business trust and its termination.  
20 A certificate of cancellation must be signed by a trustee, filed with  
21 the Secretary of State, and set forth:

22 1. The name of the business trust;

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

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

27 ~~[(4)]~~ 3. Any other information the trustee determines to include.

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

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

40 (a) Has complied with the provisions of chapter 364A of NRS  
41 ~~[(and)]~~; and

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

45 2. Upon filing:



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

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

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

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

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

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

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

25 88A.620 1. Each list required to be filed pursuant to the  
26 provisions of NRS 88A.600 to 88A.660, inclusive, must, after the  
27 name of each trustee listed thereon, set forth his ~~post-office box or~~  
28 ~~street~~ address, either residence or business.

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

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

37 88A.640 1. The Secretary of State shall notify, by ~~letter~~  
38 ~~addressed~~ *providing written notice* to its resident agent, each  
39 business trust deemed in default pursuant to the provisions of this  
40 chapter. The *written* notice ~~must be accompanied by~~ :

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

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



1 2. Immediately after the first day of the first anniversary of the  
2 month following the month in which the filing was required, the  
3 certificate of trust of the business trust is revoked and its right to  
4 transact business is forfeited.

5 3. The Secretary of State shall compile a complete list  
6 containing the names of all business trusts whose right to ~~do~~  
7 *transact* business has been forfeited. ~~He~~

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

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

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

17 ~~4.~~ 5. If the certificate of trust is revoked and the right to  
18 transact business is forfeited, all the property and assets of the  
19 defaulting business trust must be held in trust by its trustees as for  
20 insolvent business trusts, and the same proceedings may be had with  
21 respect thereto as are applicable to insolvent business trusts. Any  
22 person interested may institute proceedings at any time after a  
23 forfeiture has been declared, but if the Secretary of State reinstates  
24 the certificate of trust, the proceedings must at once be dismissed.

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

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

32 (a) Files with the Secretary of State the list required by NRS  
33 88A.600; and

34 (b) Pays to the Secretary of State:

35 (1) The filing fee and penalty set forth in NRS 88A.600 and  
36 88A.630 for each year or portion thereof during which its certificate  
37 of trust was revoked; and

38 (2) A fee of \$200 for reinstatement.

39 2. When the Secretary of State reinstates the business trust, he  
40 shall ~~;~~

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



1 ~~—(b) Upon demand,~~ issue to the business trust ~~{one or more~~  
2 ~~certified copies of the}~~ a certificate of reinstatement ~~{}~~ *if the*  
3 *business trust:*

- 4 (a) *Requests a certificate of reinstatement; and*  
5 (b) *Pays the required fees pursuant to subsection*  
6 *NRS 88A.900.*

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

11 4. *If a certificate of business trust has been revoked pursuant*  
12 *to the provisions of this chapter and has remained revoked for a*  
13 *period of 5 consecutive years, the certificate must not be*  
14 *reinstated.*

15 **Sec. 121.5.** NRS 88A.660 is hereby amended to read as  
16 follows:

17 88A.660 1. Except as otherwise provided in subsection 2, if a  
18 certificate of trust is revoked pursuant to the provisions of this  
19 chapter and the name of the business trust has been legally reserved  
20 or acquired by another artificial person formed, organized,  
21 registered or qualified pursuant to the provisions of this title whose  
22 name is on file with the Office of the Secretary of State or reserved  
23 in the Office of the Secretary of State pursuant to the provisions of  
24 this title, the business trust shall submit in writing to the Secretary  
25 of State some other name under which it desires to be reinstated. If  
26 that name is distinguishable from all other names reserved or  
27 otherwise on file, the Secretary of State shall ~~{issue to}~~ *reinstate* the  
28 business trust ~~{a certificate of reinstatement}~~ under that new name.

29 2. If the defaulting business trust submits the written,  
30 acknowledged consent of the artificial person using a name, or the  
31 person who has reserved a name, which is not distinguishable from  
32 the old name of the business trust or a new name it has submitted, it  
33 may be reinstated under that name.

34 **Sec. 122.** NRS 88A.710 is hereby amended to read as follows:

35 88A.710 Before transacting business in this state, a foreign  
36 business trust shall register with the Secretary of State. In order to  
37 register, a foreign business trust shall submit to the Secretary of  
38 State an application for registration as a foreign business trust,  
39 signed by a trustee, and a signed certificate of acceptance of a  
40 resident agent. The application for registration must set forth:

41 1. The name of the foreign business trust and, if different, the  
42 name under which it proposes to register and transact business in  
43 this state;

44 2. The state and date of its formation;



1 3. The name and address of the resident agent whom the  
2 foreign business trust elects to appoint;

3 4. The address of the office required to be maintained in the  
4 state of its organization by the laws of that state or, if not so  
5 required, of the principal office of the foreign business trust; and

6 5. The name and ~~{business}~~ address , *either residence or*  
7 *business*, of one trustee.

8 **Sec. 123.** NRS 88A.740 is hereby amended to read as follows:  
9 88A.740 A foreign business trust may cancel its registration by  
10 filing with the Secretary of State a certificate of cancellation signed  
11 by a trustee. The certificate must set forth:

12 1. The name of the foreign business trust;

13 2. ~~{The date upon which its certificate of registration was filed;~~  
14 ~~—3.}~~ The effective date of the cancellation if other than the date  
15 of the filing of the certificate of cancellation; and

16 ~~{4.}~~ 3. Any other information deemed necessary by the  
17 trustee.

18 A cancellation does not terminate the authority of the Secretary of  
19 State to accept service of process on the foreign business trust with  
20 respect to causes of action arising out of the transaction of business  
21 in this state.

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

24 *1. Each document filed with the Secretary of State pursuant*  
25 *to this chapter must be on or accompanied by a form prescribed by*  
26 *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 provisions of the form prescribed by the Secretary of*  
31 *State conflict with the provisions of any document that is filed with*  
32 *the form:*

33 *(a) The Secretary of State may determine whether to file or*  
34 *reject the document based on the information on the prescribed*  
35 *form; and*

36 *(b) Unless otherwise provided in the document, the provisions*  
37 *of the document control in any other situation.*

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

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

42 89.040 1. One or more persons may organize a professional  
43 corporation in the manner provided for organizing a private  
44 corporation pursuant to chapter 78 of NRS. Each person organizing  
45 the corporation must, except as otherwise provided in subsection 2





1 of NRS 89.050, be authorized to perform the professional service  
2 for which the corporation is organized. The articles of incorporation  
3 must contain the following additional information:

4 (a) The profession to be practiced by means of the professional  
5 corporation.

6 (b) The names and ~~post-office boxes or street~~ addresses, either  
7 residence or business, of the original stockholders and directors of  
8 the professional corporation.

9 (c) Except as otherwise provided in paragraph (d) of this  
10 subsection, a certificate from the regulating board of the profession  
11 to be practiced showing that each of the directors, and each of the  
12 stockholders who is a natural person, is licensed to practice the  
13 profession.

14 (d) For a professional corporation organized pursuant to this  
15 chapter and practicing pursuant to the provisions of NRS 623.349, a  
16 certificate from the regulating board or boards of the profession or  
17 professions to be practiced showing that control and two-thirds  
18 ownership of the corporation is held by persons registered or  
19 licensed pursuant to the applicable provisions of chapter 623, 623A  
20 or 625 of NRS. As used in this paragraph, "control" has the meaning  
21 ascribed to it in NRS 623.349.

22 2. The corporate name of a professional corporation must  
23 contain the words "Professional Corporation" or the abbreviation  
24 "Prof. Corp.," "*P.C.*" or "*PC.*," or the word "Chartered" or *the*  
25 *abbreviation "Chtd.,"* or "Limited" or the abbreviation "Ltd." The  
26 corporate name must contain the last name of one or more of its  
27 stockholders. The corporation may render professional services and  
28 exercise its authorized powers under a fictitious name if the  
29 corporation has first registered the name in the manner required by  
30 chapter 602 of NRS.

31 **Sec. 125.3.** NRS 89.250 is hereby amended to read as follows:

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

42 2. A professional association organized and practicing pursuant  
43 to the provisions of this chapter and NRS 623.349 shall, on or  
44 before the ~~first~~ *last* day of the ~~second~~ *first* month after the filing  
45 of its articles of association with the Secretary of State, and annually



1 thereafter on or before the last day of the month in which the  
2 anniversary date of its organization occurs in each year, furnish a  
3 statement to the Secretary of State:

4 (a) Showing the names and ~~{residence}~~ addresses , *either*  
5 *residence or business*, of all members and employees of the  
6 *professional* association who are licensed or otherwise authorized  
7 by law to render professional service in this state;

8 (b) Certifying that all members and employees who render  
9 professional service are licensed or otherwise authorized by law to  
10 render professional service in this state; and

11 (c) Certifying that all members who are not licensed to render  
12 professional service in this state do not render professional service  
13 on behalf of the *professional* association except as authorized by  
14 law.

15 3. Each statement filed pursuant to this section must be:

16 (a) Made on a form prescribed by the Secretary of State and  
17 must not contain any fiscal or other information except that  
18 expressly called for by this section.

19 (b) Signed by the chief executive officer of the *professional*  
20 association.

21 (c) Accompanied by a declaration under penalty of perjury that  
22 the professional association ~~{has}~~ :

23 (1) *Has* complied with the provisions of chapter 364A of  
24 NRS ~~{}~~; and

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

28 4. Upon filing:

29 (a) The initial statement required by this section, the  
30 *professional* association shall pay to the Secretary of State a fee of  
31 \$165.

32 (b) Each annual statement required by this section, the  
33 *professional* association shall pay to the Secretary of State a fee of  
34 \$85.

35 5. As used in this section, "signed" means to have executed or  
36 adopted a name, word or mark, including, without limitation, an  
37 electronic signature as defined in NRS 719.100, with the present  
38 intention to authenticate a document.

39 **Sec. 125.5.** NRS 89.254 is hereby amended to read as follows:

40 89.254 1. The Secretary of State shall ~~{notify by letter}~~  
41 *provide written notice to* each professional association which is in  
42 default pursuant to the provisions of NRS 89.252. The *written*  
43 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 professional association, may be***  
2 ***provided electronically.***
- 3       2. On the first day of the ~~ninth~~ ***first anniversary of the*** month  
4 following the month in which the filing was required, the articles of  
5 association of the professional association is revoked and its right to  
6 transact business is forfeited.
- 7       3. The Secretary of State shall compile a complete list  
8 containing the names of all professional associations whose right to  
9 ~~do~~ ***transact*** business has been forfeited.
- 10       4. The Secretary of State shall forthwith notify each ~~such~~  
11 ***professional*** association ***specified in subsection 3*** by ~~letter~~  
12 ***providing written notice*** of the forfeiture of its right to transact  
13 business. The ***written*** notice ~~must be accompanied by~~ :
- 14       (a) ***Must include*** a statement indicating the amount of the filing  
15 fee, penalties ***incurred*** and costs remaining unpaid.
- 16       ~~4.~~ ***(b) At the request of the professional association, may be***  
17 ***provided electronically.***
- 18       5. If the articles of association of a professional association are  
19 revoked and the right to transact business is forfeited, all the  
20 property and assets of the defaulting ***professional*** association must  
21 be held in trust by its members, as for insolvent corporations, and  
22 the same proceedings may be had with respect to its property and  
23 assets as apply to insolvent corporations. Any interested person may  
24 institute proceedings at any time after a forfeiture has been declared,  
25 but if the Secretary of State reinstates the articles of association the  
26 proceedings must be dismissed and all property restored to the  
27 members of the professional association.
- 28       ~~5.~~ ***6.*** If the assets of the ***professional*** association are  
29 distributed, they must be applied to:
- 30       (a) The payment of the filing fee, penalties and costs due to the  
31 State; and
- 32       (b) The payment of the creditors of the ***professional***  
33 association.
- 34 Any balance remaining must be distributed as set forth in the articles  
35 of association or, if no such provisions exist, among the members of  
36 the ***professional*** association.
- 37       **Sec. 125.7.** NRS 89.256 is hereby amended to read as follows:  
38       89.256 1. Except as otherwise provided in subsections 3 and  
39 4, the Secretary of State shall reinstate any professional association  
40 which has forfeited its right to transact business under the provisions  
41 of this chapter and restore the right to carry on business in this state  
42 and exercise its privileges and immunities if it:
- 43       (a) Files with the Secretary of State the statement and  
44 certification required by NRS 89.250; and
- 45       (b) Pays to the Secretary of State:



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

4 (2) A fee of \$200 for reinstatement.

5 2. When the Secretary of State reinstates the *professional*  
6 association, ~~[to its former rights,]~~ he shall ~~[-~~

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

10 ~~—(b) Upon demand,]~~ issue to the *professional* association a  
11 ~~[certified copy of the]~~ certificate of reinstatement ~~[-]~~ *if the*  
12 *professional association:*

13 (a) *Requests a certificate of reinstatement; and*

14 (b) *Pays the required fees pursuant to subsection 8 of NRS*  
15 *78.785.*

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

20 4. If the articles of association of a professional association  
21 have been revoked pursuant to the provisions of this chapter and  
22 have remained revoked for 10 consecutive years, the articles must  
23 not be reinstated.

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

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

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

32 3. *If the provisions of the form prescribed by the Secretary of*  
33 *State conflict with the provisions of any document that is filed with*  
34 *the form:*

35 (a) *The Secretary of State may determine whether to file or*  
36 *reject the document based on the information on the prescribed*  
37 *form; and*

38 (b) *Unless otherwise provided in the document, the provisions*  
39 *of the document control in any other situation.*

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

44 92A.200 After a plan of merger or exchange is approved as  
45 required by this chapter, the surviving or acquiring entity shall



1 deliver to the Secretary of State for filing articles of merger or  
2 exchange setting forth:

3 1. The name and jurisdiction of organization of each  
4 constituent entity;

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

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

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

14 (a) The plan was approved by the required consent of the  
15 owners; or

16 (b) A plan was submitted to the owners pursuant to this chapter  
17 including:

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

21 (2) Either the total number of votes or percentage of owner's  
22 interests cast for and against the plan by the owners of each class of  
23 interests entitled to vote separately on the plan or the total number  
24 of undisputed votes or undisputed total percentage of owner's  
25 interests cast for the plan separately by the owners of each  
26 class,

27 and the number of votes or percentage of owner's interests cast for  
28 the plan by the owners of each class of interests was sufficient for  
29 approval by the owners of that class;

30 5. In the case of a merger, the amendment, if any, to the articles  
31 of incorporation, articles of organization, certificate of limited  
32 partnership or certificate of trust of the surviving entity, which  
33 amendment may be set forth in the articles of merger as a specific  
34 amendment or in the form of:

35 (a) Amended and restated articles of incorporation;

36 (b) Amended and restated articles of organization;

37 (c) An amended and restated certificate of limited partnership;

38 or

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

41 6. If the entire plan of merger or exchange is not set forth, a  
42 statement that the complete executed plan of merger or plan of  
43 exchange is on file at the registered office if a corporation, limited-  
44 liability company or business trust, or office described in paragraph  
45 (a) of subsection 1 of NRS 88.330 if a limited partnership, or other



1 place of business of the surviving entity or the acquiring entity,  
2 respectively.  
3 Any of the terms of the plan of merger, conversion or exchange may  
4 be made dependent upon facts ascertainable outside of the plan of  
5 merger, conversion or exchange, provided that the plan of merger,  
6 conversion or exchange clearly and expressly sets forth the manner  
7 in which such facts shall operate upon the terms of the plan. As used  
8 in this section, the term "facts" includes, without limitation, the  
9 occurrence of an event, including a determination or action by a  
10 person or body, including a constituent entity.

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

12 92A.205 1. After a plan of conversion is approved as  
13 required by this chapter, if the resulting entity is a domestic entity,  
14 the constituent entity shall deliver to the Secretary of State for filing:

15 (a) Articles of conversion setting forth:

16 (1) The name and jurisdiction of organization of the  
17 constituent entity and the resulting entity; and

18 (2) That a plan of conversion has been adopted by the  
19 constituent entity in compliance with the law of the jurisdiction  
20 governing the constituent entity.

21 (b) The following constituent document of the domestic  
22 resulting entity:

23 (1) If the resulting entity is a domestic corporation, the  
24 articles of incorporation *to be* filed in compliance with chapter 78 ,  
25 *78A, 82* or 89 of NRS, as applicable;

26 (2) If the resulting entity is a domestic limited partnership,  
27 the certificate of limited partnership *to be* filed in compliance with  
28 chapter 88 of NRS;

29 (3) If the resulting entity is a domestic limited-liability  
30 company, the articles of organization *to be* filed in compliance with  
31 chapter 86 of NRS; or

32 (4) If the resulting entity is a domestic business trust, the  
33 certificate of trust *to be* filed in compliance with chapter 88A of  
34 NRS.

35 (c) A certificate of acceptance of appointment of a resident  
36 agent for the resulting entity which is executed by the resident  
37 agent.

38 2. After a plan of conversion is approved as required by this  
39 chapter, if the resulting entity is a foreign entity, the constituent  
40 entity shall deliver to the Secretary of State for filing articles of  
41 conversion setting forth:

42 (a) The name and jurisdiction of organization of the constituent  
43 entity and the resulting entity;

44 (b) That a plan of conversion has been adopted by the  
45 constituent entity in compliance with the laws of this state; and



1 (c) The address of the resulting entity where copies of process  
2 may be sent by the Secretary of State.

3 3. If the entire plan of conversion is not set forth in the articles  
4 of conversion, the filing party must include in the articles of  
5 conversion a statement that the complete executed plan  
6 of conversion is on file at the registered office or principal place of  
7 business of the resulting entity or, if the resulting entity is a  
8 domestic limited partnership, the office described in paragraph (a)  
9 of subsection 1 of NRS 88.330.

10 4. If the conversion takes effect on a later date specified in the  
11 articles of conversion pursuant to NRS 92A.240, the constituent  
12 document filed with the Secretary of State pursuant to paragraph (b)  
13 of subsection 1 must state the name and the jurisdiction of the  
14 constituent entity and that the existence of the resulting entity does  
15 not begin until the later date.

16 5. Any documents filed with the Secretary of State pursuant to  
17 this section must be accompanied by the fees required pursuant to  
18 this title for filing the constituent document.

19 **Sec. 129.** NRS 116.3101 is hereby amended to read as  
20 follows:

21 116.3101 *1.* A unit-owners' association must be organized no  
22 later than the date the first unit in the common-interest community is  
23 conveyed.

24 *2.* The membership of the association at all times consists  
25 exclusively of all units' owners or, following termination of the  
26 common-interest community, of all owners of former units entitled  
27 to distributions of proceeds under NRS 116.2118, 116.21183 and  
28 116.21185, or their heirs, successors or assigns.

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

30 *(a)* ~~Be~~ organized as a profit or nonprofit corporation, trust or  
31 partnership ~~;~~;

32 *(b)* ~~Include in its articles of incorporation, certificate of~~  
33 ~~registration or certificates of limited partnership, or any certificate~~  
34 ~~of amendment thereof, that the purpose of the corporation is to~~  
35 ~~operate as an association pursuant to this chapter;~~

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

38 *(d)* ~~Comply with the provisions of chapters 78, 82, 87 and 88 of~~  
39 ~~NRS when filing articles of incorporation, certificates of~~  
40 ~~registration or certificates of limited partnership, or any certificate~~  
41 ~~of amendment thereof, with the Secretary of State.~~

