

REQUIRES TWO-THIRDS MAJORITY VOTE (§§ 3, 5.3, 5.7, 6, 9, 11, 11.7, 15.5-16.8, 22, 24.3, 24.7, 25, 28, 30, 33, 37, 38, 41, 43, 46, 49.3, 52, 52.3, 52.5, 56, 59, 61, 65.3, 65.5, 66, 68, 68.5, 70, 71.3, 71.5, 74, 77, 79, 82, 82.3, 82.5, 83-86.5, 87.3, 89, 92, 94, 97.2, 97.8, 100, 101, 103, 103.3, 107, 110, 112, 117, 118, 121, 123, 127, 128, 131, 132, 133, 135, 137, 138, 141, 143, 144, 145, 147, 149)

(Reprinted with amendments adopted on May 23, 2003)

FOURTH REPRINT

A.B. 536

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 provisions pertaining to business. (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; providing for the implementation, modification and standardization of certain filing requirements for business entities; changing the exclusive remedy by which a judgment creditor of a member of a limited-liability company or a limited partnership may satisfy a judgment; increasing certain fees and establishing new fees; providing for the issuance of an order to cease and desist for failure to comply with certain provisions pertaining to business licenses; providing that persons selling or soliciting the sale of products in certain circumstances are exempt from business tax provisions; repealing the exemption from business tax provisions for a natural person who does not employ employees during a calendar quarter; making various other changes to provisions pertaining to business entities; and providing other matters properly relating thereto.

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



* A B 5 3 6 R 4 *

1 **Section 1.** The Legislature hereby declares that:
2 1. Many of the fees increased pursuant to the amendatory
3 provisions of this act have not been increased for a substantial
4 length of time, and increasing these fees is necessary and
5 appropriate at this time.

6 2. It is the intent of the Legislature that the fees increased
7 pursuant to the amendatory provisions of this act must not be
8 increased again for a period of at least 10 years following the
9 enactment of this act.

10 **Sec. 1.5.** Chapter 78 of NRS is hereby amended by adding
11 thereto a new section to read as follows:

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

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

18 3. *If the provisions of the form prescribed by the Secretary of*
19 *State conflict with the provisions of any document that is*
20 *submitted for filing with the form:*

21 (a) *The provisions of the form control for all purposes with*
22 *respect to the information that is required by statute to appear in*
23 *the document in order for the document to be filed; and*

24 (b) *Unless otherwise provided in the document, the provisions*
25 *of the document control in every other situation.*

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

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

30 78.027 The Secretary of State may microfilm *or image* any
31 document which is filed in his office by a corporation pursuant to
32 this chapter and may return the original document to the
33 corporation.

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

35 78.0295 1. A corporation may correct a document filed by
36 the Secretary of State with respect to the corporation if the
37 document contains an inaccurate record of a corporate action
38 described in the document or was defectively executed, attested,
39 sealed, verified or acknowledged.

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

41 (a) Prepare a certificate of correction which:

42 (1) States the name of the corporation;

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

45 (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 no*
4 *stock has been issued by the corporation, by the incorporator or a*
5 *director of the corporation.*

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

7 (c) Pay a filing fee of ~~[\$150]~~ \$175 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. 4.** NRS 78.035 is hereby amended to read as follows:

13 78.035 The articles of incorporation must set forth:

14 1. The name of the corporation. A name appearing to be that of
15 a natural person and containing a given name or initials must not be
16 used as a corporate name except with an additional word or words
17 such as "Incorporated," "Limited," "Inc.," "Ltd.," "Company,"
18 "Co.," "Corporation," "Corp.," or other word which identifies it as
19 not being a natural person.

20 2. The name of the person designated as the corporation's
21 resident agent, the street address of the resident agent where process
22 may be served upon the corporation, and the mailing address of the
23 resident agent if different from the street address.

24 3. The number of shares the corporation is authorized to issue
25 and, if more than one class or series of stock is authorized, the
26 classes, the series and the number of shares of each class or series
27 which the corporation is authorized to issue, unless the articles
28 authorize the board of directors to fix and determine in a resolution
29 the classes, series and numbers of each class or series as provided in
30 NRS 78.195 and 78.196.

31 4. The ~~[number,]~~ names and ~~[post office box or street]~~
32 addresses, either residence or business, of the first board of directors
33 or trustees, together with any desired provisions relative to the right
34 to change the number of directors as provided in NRS 78.115.

35 5. The name and ~~[post office box or street]~~ address, either
36 residence or business , of each of the incorporators executing the
37 articles of incorporation.

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

39 78.045 1. The Secretary of State shall not accept for filing
40 any articles of incorporation or any certificate of amendment of
41 articles of incorporation of any corporation formed pursuant to the
42 laws of this state which provides that the name of the corporation
43 contains the word "bank" or "trust," unless:

44 (a) It appears from the articles or the certificate of amendment
45 that the corporation proposes to carry on business as a banking or



1 trust company, exclusively or in connection with its business as a
2 bank, ~~{or}~~ savings and loan association ~~{or}~~ *or thrift company*; and

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

5 2. The Secretary of State shall not accept for filing any articles
6 of incorporation or any certificate of amendment of articles of
7 incorporation of any corporation formed pursuant to the provisions
8 of this chapter if it appears from the articles or the certificate of
9 amendment that the business to be carried on by the corporation is
10 subject to supervision by the Commissioner of Insurance or by the
11 Commissioner of Financial Institutions, unless the articles or
12 certificate of amendment is approved by the Commissioner who will
13 supervise the business of the corporation.

14 3. Except as otherwise provided in subsection ~~{5.}~~ 6, the
15 Secretary of State shall not accept for filing any articles of
16 incorporation or any certificate ~~{or}~~ of amendment of articles of
17 incorporation of any corporation formed pursuant to the laws of this
18 state if the name of the corporation contains the words "engineer,"
19 "engineered," "engineering," "professional engineer," "registered
20 engineer" or "licensed engineer" unless:

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

24 (b) The State Board of Professional Engineers and Land
25 Surveyors certifies that the corporation is exempt from the
26 prohibitions of NRS 625.520.

27 4. 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 laws of this
30 state which provides that the name of the corporation contains the
31 words "accountant," "accounting," "accountancy," "auditor" or
32 "auditing" unless the Nevada State Board of Accountancy certifies
33 that the corporation:

34 (a) Is registered pursuant to the provisions of chapter 628 of
35 NRS; or

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

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



1 *incorporation or certificate of amendment that the purpose of the*
2 *corporation is to operate as a unit-owners' association pursuant to*
3 *chapter 116 of NRS unless the Administrator of the Real Estate*
4 *Division of the Department of Business and Industry certifies that*
5 *the corporation has:*

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

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

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

14 ~~6.~~ 7. The Commissioner of Financial Institutions and the
15 Commissioner of Insurance may approve or disapprove the articles
16 or amendments referred to them pursuant to the provisions of this
17 section.

18 **Sec. 5.3.** NRS 78.097 is hereby amended to read as follows:

19 78.097 1. A resident agent who desires to resign shall file
20 with the Secretary of State a signed statement , *on a form provided*
21 *by the Secretary of State*, for each ~~corporation~~ *artificial person*
22 *formed, organized, registered or qualified pursuant to the*
23 *provisions of this title* that he is unwilling to continue to act as the
24 *resident* agent of the ~~corporation~~ *artificial person* for the service
25 of process. *The fee for filing a statement of resignation is \$100 for*
26 *the first artificial person that the resident agent is unwilling to*
27 *continue to act as the agent of and \$1 for each additional artificial*
28 *person listed on the statement of resignation.* A resignation is not
29 effective until the signed statement is filed with the Secretary of
30 State.

31 2. The statement of resignation may contain a statement of the
32 affected corporation appointing a successor resident agent for that
33 corporation. A certificate of acceptance executed by the new
34 resident agent, stating the full name, complete street address and, if
35 different from the street address, mailing address of the new resident
36 agent, must accompany the statement appointing a successor
37 resident agent.

38 3. Upon the filing of the statement of resignation with the
39 Secretary of State the capacity of the resigning person as resident
40 agent terminates. If the statement of resignation contains no
41 statement by the corporation appointing a successor resident agent,
42 the resigning resident agent shall immediately give written notice,
43 by mail, to the corporation of the filing of the statement and its
44 effect. The notice must be addressed to any officer of the
45 corporation other than the resident agent.



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

8 5. A corporation that fails to file a certificate of acceptance
9 executed by the new resident agent within 30 days after the death,
10 resignation or removal of its former resident agent shall be deemed
11 in default and is subject to the provisions of NRS 78.170 and
12 78.175.

13 **Sec. 5.7.** NRS 78.110 is hereby amended to read as follows:

14 78.110 1. If a corporation created pursuant to this chapter
15 desires to change its resident agent, the change may be effected by
16 filing with the Secretary of State a certificate of change *of resident*
17 *agent* signed by an officer of the corporation which sets forth:

- 18 (a) The name of the corporation;
19 (b) The name and street address of its present resident agent; and
20 (c) The name and street address of the new resident agent.

21 2. The new resident agent's certificate of acceptance must be a
22 part of or attached to the certificate of change ~~of~~ *of resident agent*.

23 3. *If the name of a resident agent is changed as a result of a*
24 *merger, conversion, exchange, sale, reorganization or*
25 *amendment, the resident agent shall:*

26 (a) *File with the Secretary of State a certificate of name*
27 *change of resident agent that includes:*

28 (1) *The current name of the resident agent as filed with the*
29 *Secretary of State;*

30 (2) *The new name of the resident agent; and*

31 (3) *The name and file number of each artificial person*
32 *formed, organized, registered or qualified pursuant to the*
33 *provisions of this title that the resident agent represents; and*

34 (b) *Pay to the Secretary of State a filing fee of \$100.*

35 4. A change authorized by this section becomes effective upon
36 the filing of the *proper* certificate of change.

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

38 78.150 1. A corporation organized pursuant to the laws of
39 this state shall, on or before the ~~first~~ *last* day of the ~~second~~ *first*
40 month after the filing of its articles of incorporation with the
41 Secretary of State, file with the Secretary of State a list, on a form
42 furnished by him, containing:

- 43 (a) The name of the corporation;
44 (b) The file number of the corporation, if known;



1 (c) The names and titles of the president, secretary ~~{}~~ and
2 treasurer , *or the equivalent thereof*, and of all the directors of the
3 corporation;

4 (d) The ~~{mailing or street}~~ address, either residence or business,
5 of each officer and director listed, following the name of the officer
6 or director;

7 (e) The name and ~~{street}~~ address of the *lawfully designated*
8 resident agent of the corporation; and

9 (f) The signature of an officer of the corporation certifying that
10 the list is true, complete and accurate.

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

16 3. Each list required by subsection 1 or 2 must be accompanied
17 by a declaration under penalty of perjury that the corporation ~~{has}~~ :

18 (a) *Has* complied with the provisions of chapter 364A of NRS
19 ~~{}~~; and

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

23 4. Upon filing the list required by:

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

26 (b) Subsection 2, the corporation shall pay to the Secretary of
27 State ~~{a fee of \$85.}~~ , *if the amount represented by the total*
28 *number of shares provided for in the articles is:*

29

30	<i>\$75,000 or less</i>	<i>\$125</i>
31	<i>Over \$75,000 and not over \$200,000</i>	<i>175</i>
32	<i>Over \$200,000 and not over \$500,000</i>	<i>275</i>
33	<i>Over \$500,000 and not over \$1,000,000</i>	<i>375</i>
34	<i>Over \$1,000,000:</i>	
35	<i>For the first \$1,000,000.....</i>	<i>375</i>
36	<i>For each additional \$500,000 or fraction thereof</i>	<i>275</i>
37	<i>The maximum fee which may be charged pursuant to paragraph</i>	
38	<i>(b) for filing the annual list is \$11,100.</i>	

39

40 5. *If a director or officer of a corporation resigns and the*
41 *resignation is not made in conjunction with the filing of an*
42 *annual or amended list of directors and officers, the corporation*
43 *shall pay to the Secretary of State a fee of \$75 to file the*
44 *resignation of the director or officer.*



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

9 ~~[6.]~~ **7.** If the list to be filed pursuant to the provisions of
10 subsection 1 or 2 is defective in any respect or the fee required by
11 subsection 4 ~~[or 8]~~ is not paid, the Secretary of State may return the
12 list for correction or payment.

13 ~~[7.]~~ **8.** An annual list for a corporation not in default which is
14 received by the Secretary of State more than ~~[60]~~ **90** days before its
15 due date shall be deemed an amended list for the previous year and
16 must be accompanied by ~~[a fee of \$85]~~ *the appropriate fee as*
17 *provided in subsection 4* for filing. A payment submitted pursuant
18 to this subsection does not satisfy the requirements of subsection 2
19 for the year to which the due date is applicable.

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

26 **Sec. 7.** NRS 78.155 is hereby amended to read as follows:
27 78.155 If a corporation has filed the initial or annual list in
28 compliance with NRS 78.150 and has paid the appropriate fee for
29 the filing, the cancelled check *or other proof of payment* received
30 by the corporation constitutes a certificate authorizing it to transact
31 its business within this state until the last day of the month in which
32 the anniversary of its incorporation occurs in the next succeeding
33 calendar year. ~~[If the corporation desires a formal certificate upon its~~
34 ~~payment of the initial or annual fee, its payment must be~~
35 ~~accompanied by a self-addressed, stamped envelope.]~~

36 **Sec. 8.** NRS 78.165 is hereby amended to read as follows:
37 78.165 1. ~~[Every]~~ *Each* list required to be filed under the
38 provisions of NRS 78.150 to 78.185, inclusive, must, after the name
39 of each officer and director listed thereon, set forth the ~~[post-office~~
40 ~~box or street]~~ address, either residence or business, of each officer
41 and director.

42 2. If the addresses are not stated for each person on any list
43 offered for filing, the Secretary of State may refuse to file the list,
44 and the corporation for which the list has been offered for filing is
45 subject to all the provisions of NRS 78.150 to 78.185, inclusive,



1 relating to failure to file the list within or at the times therein
2 specified, unless a list is subsequently submitted for filing which
3 conforms to the provisions of NRS 78.150 to 78.185, inclusive.

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

5 78.170 1. Each corporation required to make a filing and pay
6 the fee prescribed in NRS 78.150 to 78.185, inclusive, which refuses
7 or neglects to do so within the time provided shall be deemed in
8 default.

9 2. *Upon notification from the Administrator of the Real
10 Estate Division of the Department of Business and Industry that a
11 corporation which is a unit-owners' association as defined in NRS
12 116.110315 has failed to register pursuant to NRS 116.31158 or
13 failed to pay the fees pursuant to NRS 116.31155, the Secretary of
14 State shall deem the corporation to be in default. If, after the
15 corporation is deemed to be in default, the Administrator notifies
16 the Secretary of State that the corporation has registered pursuant
17 to NRS 116.31158 and paid the fees pursuant to NRS 116.31155,
18 the Secretary of State shall reinstate the corporation if the
19 corporation complies with the requirements for reinstatement as
20 provided in this section and NRS 78.150 to 78.185, inclusive.*

21 3. For default there must be added to the amount of the fee a
22 penalty of ~~[\$50.]~~ \$75. The fee and penalty must be collected as
23 provided in this chapter.

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

25 78.175 1. The Secretary of State shall notify, by ~~letter~~
26 ~~addressed~~ *providing written notice* to its resident agent, each
27 corporation deemed in default pursuant to NRS 78.170. The *written*
28 notice ~~must be accompanied by~~ :

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

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

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

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

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

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



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

3 5. If the charter of a corporation is revoked and the right to
4 transact business is forfeited as provided in subsection 2, all of the
5 property and assets of the defaulting domestic corporation must be
6 held in trust by the directors of the corporation as for insolvent
7 corporations, and the same proceedings may be had with respect
8 thereto as are applicable to insolvent corporations. Any person
9 interested may institute proceedings at any time after a forfeiture has
10 been declared, but if the Secretary of State reinstates the charter, the
11 proceedings must at once be dismissed and all property restored to
12 the officers of the corporation.

13 ~~[5.]~~ 6. Where the assets are distributed, they must be applied
14 in the following manner:

15 (a) To the payment of the filing fee, penalties *incurred* and costs
16 due ~~[to]~~ the State;

17 (b) To the payment of the creditors of the corporation; and

18 (c) Any balance remaining, to distribution among the
19 stockholders.

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

21 78.180 1. Except as otherwise provided in subsections 3 and
22 4, the Secretary of State shall reinstate a corporation which has
23 forfeited *or which forfeits* its right to transact business pursuant to
24 the provisions of this chapter and *shall* restore to the corporation its
25 right to carry on business in this state, and to exercise its corporate
26 privileges and immunities, if it:

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

28 (1) *The* list required by NRS 78.150; *and*

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

31 (b) Pays to the Secretary of State:

32 (1) The filing fee and penalty set forth in NRS 78.150 and
33 78.170 for each year or portion thereof during which it failed to file
34 each required annual list in a timely manner; and

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

36 2. When the Secretary of State reinstates the corporation, he
37 shall ~~[-]~~

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

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

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



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

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

7 4. If a corporate charter has been revoked pursuant to the
8 provisions of this chapter and has remained revoked for a period of
9 5 consecutive years, the charter must not be reinstated.

10 **Sec. 11.3.** NRS 78.185 is hereby amended to read as follows:

11 78.185 1. Except as otherwise provided in subsection 2, if a
12 corporation applies to reinstate or revive its charter but its name has
13 been legally reserved or acquired by another artificial person
14 formed, organized, registered or qualified pursuant to the provisions
15 of this title whose name is on file with the Office of the Secretary of
16 State or reserved in the Office of the Secretary of State pursuant to
17 the provisions of this title, the corporation shall in its application for
18 reinstatement submit in writing to the Secretary of State some other
19 name under which it desires its corporate existence to be reinstated
20 or revived. If that name is distinguishable from all other names
21 reserved or otherwise on file, the Secretary of State shall ~~issue to~~
22 ~~the applying corporation a certificate of reinstatement or revival~~
23 ***reinstate the corporation*** under that new name.

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

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

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

35 **Sec. 11.7.** NRS 78.390 is hereby amended to read as follows:

36 78.390 1. Every amendment adopted pursuant to the
37 provisions of NRS 78.385 must be made in the following manner:

38 (a) The board of directors must adopt a resolution setting forth
39 the amendment proposed and declaring its advisability, and either
40 call a special meeting of the stockholders entitled to vote on the
41 amendment or direct that the proposed amendment be considered at
42 the next annual meeting of the stockholders entitled to vote on the
43 amendment.

44 (b) At the meeting, of which notice must be given to each
45 stockholder entitled to vote pursuant to the provisions of this



1 section, a vote of the stockholders entitled to vote in person or by
2 proxy must be taken for and against the proposed amendment. If it
3 appears upon the canvassing of the votes that stockholders holding
4 shares in the corporation entitling them to exercise at least a
5 majority of the voting power, or such greater proportion of the
6 voting power as may be required in the case of a vote by classes or
7 series, as provided in subsections 2 and 4, or as may be required by
8 the provisions of the articles of incorporation, have voted in favor of
9 the amendment, an officer of the corporation shall sign a certificate
10 setting forth the amendment, or setting forth the articles of
11 incorporation as amended, and the vote by which the amendment
12 was adopted.

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

15 2. If any proposed amendment would adversely alter or change
16 any preference or any relative or other right given to any class or
17 series of outstanding shares, then the amendment must be approved
18 by the vote, in addition to the affirmative vote otherwise required, of
19 the holders of shares representing a majority of the voting power of
20 each class or series adversely affected by the amendment regardless
21 of limitations or restrictions on the voting power thereof.

22 3. Provision may be made in the articles of incorporation
23 requiring, in the case of any specified amendments, a larger
24 proportion of the voting power of stockholders than that required by
25 this section.

26 4. Different series of the same class of shares do not constitute
27 different classes of shares for the purpose of voting by classes
28 except when the series is adversely affected by an amendment in a
29 different manner than other series of the same class.

30 5. The resolution of the stockholders approving the proposed
31 amendment may provide that at any time before the effective date of
32 the amendment, notwithstanding approval of the proposed
33 amendment by the stockholders, the board of directors may, by
34 resolution, abandon the proposed amendment without further action
35 by the stockholders.

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

40 7. If a certificate filed pursuant to subsection 1 specifies an
41 effective date and if the resolution of the stockholders approving the
42 proposed amendment provides that the board of directors may
43 abandon the proposed amendment pursuant to subsection 5, the
44 board of directors may terminate the effectiveness of the certificate



1 by resolution and by filing a certificate of termination with the
2 Secretary of State that:

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

5 (b) Identifies the certificate being terminated;

6 (c) States that, pursuant to the resolution of the stockholders, the
7 board of directors is authorized to terminate the effectiveness of the
8 certificate;

9 (d) States that the effectiveness of the certificate has been
10 terminated;

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

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

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

14 78.403 1. A corporation may restate, or amend and restate, in
15 a single certificate the entire text of its articles of incorporation as
16 amended by filing with the Secretary of State a certificate ~~{signed by~~
17 ~~an officer of the corporation which must set forth the articles as~~
18 ~~amended to the date of the certificate.}~~ **in the manner provided in**
19 **this section.** If the certificate alters or amends the articles in any
20 manner, it must comply with the provisions of NRS 78.380, 78.385
21 and 78.390, as applicable. ~~[, and must be accompanied by:~~

22 ~~—(a) A resolution; or~~

23 ~~—(b) A form prescribed by the Secretary of State,~~

24 ~~setting forth which provisions of the articles of incorporation on file~~
25 ~~with the Secretary of State are being altered or amended.]~~

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

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

33 (a) The names, addresses, signatures and acknowledgments of
34 the incorporators;

35 (b) The names and addresses of the members of the past and
36 present boards of directors; and

37 (c) The name and address of the resident agent.

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



1 **Sec. 13.** NRS 78.580 is hereby amended to read as follows:
2 78.580 1. If the board of directors of any corporation
3 organized under this chapter, after the issuance of stock or the
4 beginning of business, decides that the corporation should be
5 dissolved, the board may adopt a resolution to that effect. If the
6 corporation has issued no stock, only the directors need to approve
7 the dissolution. If the corporation has issued stock, the directors
8 must recommend the dissolution to the stockholders. The
9 corporation shall notify each stockholder entitled to vote on
10 dissolution , and the stockholders entitled to vote must approve the
11 dissolution.

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

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

24 78.622 1. If a corporation is under reorganization in a federal
25 court pursuant to title 11 of U.S.C., it may take any action necessary
26 to carry out any proceeding and do any act directed by the court
27 relating to reorganization, without further action by its directors or
28 stockholders. This authority may be exercised by:

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

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

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



1 (f) Make any other amendment, change, alteration or provision
2 authorized by this chapter; and

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

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

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

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

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

16 78.730 1. Any corporation which did exist or is existing
17 under the laws of this state may, upon complying with the
18 provisions of NRS 78.180, procure a renewal or revival of its charter
19 for any period, together with all the rights, franchises, privileges and
20 immunities, and subject to all its existing and preexisting debts,
21 duties and liabilities secured or imposed by its original charter and
22 amendments thereto, or existing charter, by filing:

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

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

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

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

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

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

42 (b) A list of its president, secretary and treasurer , *or the*
43 *equivalent thereof*, and all of its directors and their ~~post-office-box~~
44 ~~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. 15.5.** NRS 78.760 is hereby amended to read as follows:
23 78.760 1. The fee for filing articles of incorporation is
24 prescribed in the following schedule:

25		
26	If the amount represented by the total number of	
27	shares provided for in the articles is:	
28	\$75,000 or less	[\$175] \$75
29	Over \$75,000 and not over \$200,000	[225] 175
30	Over \$200,000 and not over \$500,000	[325] 275
31	Over \$500,000 and not over \$1,000,000	[425] 375
32	Over \$1,000,000:	
33	For the first \$1,000,000	[425] 375
34	For each additional \$500,000 or fraction	
35	thereof	[225] 275

36
37 2. The maximum fee which may be charged pursuant to this
38 section is ~~[\$25,000]~~ \$35,000 for:

- 39 (a) The original filing of articles of incorporation.
- 40 (b) A subsequent filing of any instrument which authorizes an
41 increase in stock.

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



1 (a) The aggregate par value of the shares, if only shares with a
2 par value are therein provided for;

3 (b) The product of the number of shares multiplied by \$1,
4 regardless of any lesser amount prescribed as the value or
5 consideration for which shares may be issued and disposed of, if
6 only shares without par value are therein provided for; or

7 (c) The aggregate par value of the shares with a par value plus
8 the product of the number of shares without par value multiplied by
9 \$1, regardless of any lesser amount prescribed as the value or
10 consideration for which the shares without par value may be issued
11 and disposed of, if shares with and without par value are therein
12 provided for.

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

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

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

19 78.765 1. The fee for filing a certificate changing the number
20 of authorized shares pursuant to NRS 78.209 or a certificate of
21 amendment to articles of incorporation that increases the
22 corporation's authorized stock or a certificate of correction that
23 increases the corporation's authorized stock is the difference
24 between the fee computed at the rates specified in NRS 78.760 upon
25 the total authorized stock of the corporation, including the proposed
26 increase, and the fee computed at the rates specified in NRS 78.760
27 upon the total authorized capital, excluding the proposed increase.
28 In no case may the amount be less than ~~[\$150.]~~ **\$175.**

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

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

35 4. The fee for filing a certificate of termination pursuant to
36 NRS ~~[78.1955, 78.209 or]~~ **78.209, 78.380 or 78.390 or a certificate**
37 **of withdrawal pursuant to NRS 78.1955** is ~~[\$150.]~~ **\$175.**

38 **Sec. 16.2.** NRS 78.767 is hereby amended to read as follows:

39 78.767 1. The fee for filing a certificate of restated articles of
40 incorporation that does not increase the corporation's authorized
41 stock is ~~[\$150.]~~ **\$175.**

42 2. The fee for filing a certificate of restated articles of
43 incorporation that increases the corporation's authorized stock is the
44 difference between the fee computed pursuant to NRS 78.760 based
45 upon the total authorized stock of the corporation, including the



1 proposed increase, and the fee computed pursuant to NRS 78.760
2 based upon the total authorized stock of the corporation, excluding
3 the proposed increase. In no case may the amount be less than
4 ~~[\$150.]~~ **\$175.**

5 **Sec. 16.4.** NRS 78.780 is hereby amended to read as follows:

6 78.780 1. The fee for filing a certificate of extension of
7 corporate existence of any corporation is an amount equal to one-
8 fourth of the fee computed at the rates specified in NRS 78.760 for
9 filing articles of incorporation.

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

13 **Sec. 16.6.** NRS 78.785 is hereby amended to read as follows:

14 78.785 1. The fee for filing a certificate of change of location
15 of a corporation's registered office and resident agent, or a new
16 designation of resident agent, is ~~[\$30.]~~ **\$60.**

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

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

22 4. The fee for certifying an authorized printed copy of the
23 general corporation law as compiled by the Secretary of State is
24 ~~[\$20.]~~ **\$30.**

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

26 6. The fee for executing a certificate of corporate existence
27 which does not list the previous documents relating to the
28 corporation, or a certificate of change in a corporate name, is ~~[\$40.]~~
29 **\$50.**

30 7. The fee for executing a certificate of corporate existence
31 which lists the previous documents relating to the corporation is
32 ~~[\$40.]~~ **\$50.**

33 8. The fee for executing, certifying or filing any certificate or
34 document not provided for in NRS 78.760 to 78.785, inclusive, is
35 ~~[\$40.]~~ **\$50.**

36 9. The fee for copies made at the Office of the Secretary of
37 State is ~~[\$1.]~~ **\$2** per page.

38 10. The fees for filing articles of incorporation, articles of
39 merger, or certificates of amendment increasing the basic surplus of
40 a mutual or reciprocal insurer must be computed pursuant to NRS
41 78.760, 78.765 and 92A.210, on the basis of the amount of basic
42 surplus of the insurer.

43 11. The fee for examining and provisionally approving any
44 document at any time before the document is presented for filing is
45 ~~[\$100.]~~ **\$125.**



1 **Sec. 16.8.** NRS 78.795 is hereby amended to read as follows:
2 78.795 1. Any natural person or corporation residing or
3 located in this state may ~~[, on or after January 1 of any year but~~
4 ~~before January 31 of that year,]~~ register *for that calendar year* his
5 willingness to serve as the resident agent of a domestic or foreign
6 corporation, limited-liability company or limited partnership with
7 the Secretary of State. The registration must *state the full, legal*
8 *name of the person or corporation willing to serve as the resident*
9 *agent and* be accompanied by a fee of ~~[\$250]~~ \$500 per office
10 location of the resident agent.

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

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

16 (a) *Requests the amendment; and*

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

18 4. *The Secretary of State may adopt regulations prescribing*
19 *the content, maintenance and presentation of the list.*

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

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

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

28 3. *If the provisions of the form prescribed by the Secretary of*
29 *State conflict with the provisions of any document that is*
30 *submitted for filing with the form:*

31 (a) *The provisions of the form control for all purposes with*
32 *respect to the information that is required by statute to appear in*
33 *the document in order for the document to be filed; and*

34 (b) *Unless otherwise provided in the document, the provisions*
35 *of the document control in every other situation.*

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

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

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



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

4 3. *If the provisions of the form prescribed by the Secretary of*
5 *State conflict with the provisions of any document that is*
6 *submitted for filing with the form:*

7 (a) *The provisions of the form control for all purposes with*
8 *respect to the information that is required by statute to appear in*
9 *the document in order for the document to be filed; and*

10 (b) *Unless otherwise provided in the document, the provisions*
11 *of the document control in every other situation.*

12 4. *The Secretary of State may by regulation provide for the*
13 *electronic filing of documents with the Office of the Secretary of*
14 *State.*

15 **Sec. 20.** 1. *Except as otherwise provided in subsection 2, if*
16 *a foreign corporation applies to reinstate its charter but its name*
17 *has been legally reserved or acquired by another artificial person*
18 *formed, organized, registered or qualified pursuant to the*
19 *provisions of this title whose name is on file with the Office of the*
20 *Secretary of State or reserved in the Office of the Secretary of*
21 *State pursuant to the provisions of this title, the foreign*
22 *corporation must in its application for reinstatement submit in*
23 *writing to the Secretary of State some other name under which it*
24 *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 corporation under*
27 *that new name.*

28 2. *If the applying foreign corporation 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 corporation 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. 21.** NRS 80.005 is hereby amended to read as follows:

40 80.005 The Secretary of State may microfilm *or image* any
41 document which is filed in his office by a foreign corporation
42 pursuant to this chapter and may return the original document to the
43 corporation.



1 **Sec. 22.** NRS 80.007 is hereby amended to read as follows:
2 80.007 1. A foreign corporation may correct a document filed
3 by the Secretary of State if the document contains an incorrect
4 statement or was defectively executed, attested, sealed or verified.

5 2. To correct a document, the corporation ~~[shall:]~~ **must:**
6 (a) Prepare a certificate of correction which:
7 (1) States the name of the corporation;
8 (2) Describes the document, including, without limitation, its
9 filing date;

10 (3) Specifies the ~~[incorrect statement and the reason it is~~
11 ~~incorrect or the manner in which the execution was defective;~~
12 ~~— (4) Corrects the incorrect statement or defective execution;]~~
13 **inaccuracy or defect;**

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

16 (5) Is signed by an officer of the corporation ~~[- and]~~ **or, if no**
17 ***stock has been issued by the corporation, by the incorporator or a***
18 ***director of the corporation.***

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

20 (c) ***Pay a filing fee of \$175 to the Secretary of State.***

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

25 **Sec. 23.** NRS 80.010 is hereby amended to read as follows:

26 80.010 1. Before commencing or doing any business in this
27 state, each corporation organized pursuant to the laws of another
28 state, territory, the District of Columbia, a possession of the United
29 States or a foreign country, that enters this state to do business must:

30 (a) File in the Office of the Secretary of State of this state:

31 (1) A certificate of corporate existence issued not more than
32 90 days before the date of filing by an authorized officer of the
33 jurisdiction of its incorporation setting forth the filing of documents
34 and instruments related to the articles of incorporation, or the
35 governmental acts or other instrument or authority by which the
36 corporation was created. If the certificate is in a language other than
37 English, a translation, together with the oath of the translator and his
38 attestation of its accuracy, must be attached to the certificate.

39 (2) A certificate of acceptance of appointment executed by
40 its resident agent, who must be a resident or located in this state.
41 The certificate must set forth the name of the resident agent, his
42 street address for the service of process, and his mailing address if
43 different from his street address. The street address of the resident
44 agent is the registered office of the corporation in this state.



1 (3) A statement executed by an officer of the corporation
2 setting forth:

3 (I) A general description of the purposes of the
4 corporation; and

5 (II) The authorized stock of the corporation and the
6 number and par value of shares having par value and the number of
7 shares having no par value.

8 (b) Lodge in the Office of the Secretary of State a copy of the
9 document most recently filed by the corporation in the jurisdiction
10 of its incorporation setting forth the authorized stock of the
11 corporation, the number of par-value shares and their par value, and
12 the number of no-par-value shares.

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

23 3. *For the purposes of this section and NRS 80.012, a*
24 *proposed name is not distinguishable from a name on file or*
25 *reserved solely because one or the other names contains distinctive*
26 *lettering, a distinctive mark, a trademark or trade name, or any*
27 *combination thereof.*

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

32 5. The Secretary of State shall not accept for filing the
33 documents required by subsection 1 or NRS 80.110 for any foreign
34 corporation if the name of the corporation contains the words
35 "engineer," "engineered," "engineering," "professional engineer,"
36 "registered engineer" or "licensed engineer" unless the State Board
37 of Professional Engineers and Land Surveyors certifies that:

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

40 (b) The corporation is exempt from the prohibitions of
41 NRS 625.520.

42 ~~4~~ 6. The Secretary of State shall not accept for filing the
43 documents required by subsection 1 or NRS 80.110 for any foreign
44 corporation if it appears from the documents that the business to be
45 carried on by the corporation is subject to supervision by the



1 Commissioner of Financial Institutions, unless the Commissioner
2 certifies that:

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

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

7 ~~5.1~~ 7. The Secretary of State shall not accept for filing the
8 documents required by subsection 1 or NRS 80.110 for any foreign
9 corporation if the name of the corporation contains the words
10 "accountant," "accounting," "accountancy," "auditor" or "auditing"
11 unless the Nevada State Board of Accountancy certifies that the
12 foreign corporation:

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

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

19 ~~6.1~~ 8. The Secretary of State may adopt regulations that
20 interpret the requirements of this section.

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

22 80.025 1. If a foreign corporation cannot qualify to do
23 business in this state because its name does not meet the
24 requirements of ~~subsection 2 or 3 of~~ NRS 80.010, it may apply for
25 a certificate to do business by having its board of directors adopt a
26 resolution setting forth the name under which the corporation elects
27 to do business in this state. The resolution may:

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

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

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

35 3. If the Secretary of State determines that the modified
36 corporate name complies with the provisions of ~~subsection 2 or 3~~
37 of NRS 80.010, he shall issue the certificate in the foreign
38 corporation's modified name if the foreign corporation otherwise
39 qualifies to do business in this state.

40 4. A foreign corporation doing business in this state under a
41 modified corporate name approved by the Secretary of State shall
42 use the modified name in its dealings and communications with the
43 Secretary of State.



1 **Sec. 24.3.** NRS 80.050 is hereby amended to read as follows:
2 80.050 1. Except as otherwise provided in subsection 3,
3 foreign corporations shall pay the same fees to the Secretary of State
4 as are required to be paid by corporations organized pursuant to the
5 laws of this state, but the amount of fees to be charged must not
6 exceed:

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

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

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

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

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

22 **Sec. 24.7.** NRS 80.070 is hereby amended to read as follows:

23 80.070 1. A foreign corporation may change its resident
24 agent by filing with the Secretary of State:

25 (a) A certificate of change ~~[.]~~ ***of resident agent***, signed by an
26 officer of the corporation, setting forth:

27 (1) The name of the corporation;

28 (2) The name and street address of the present resident agent;

29 and

30 (3) The name and street address of the new resident agent;

31 and

32 (b) A certificate of acceptance executed by the new resident
33 agent, which must be a part of or attached to the certificate of
34 change ~~[. The change authorized by this subsection becomes~~
35 ~~effective upon the filing of the certificate of change.]~~ ***of resident***
36 ***agent.***

37 2. ***If the name of a resident agent is changed as a result of a***
38 ***merger, conversion, exchange, sale, reorganization or***
39 ***amendment, the resident agent shall:***

40 (a) ***File with the Secretary of State a certificate of name***
41 ***change of resident agent that includes:***

42 (1) ***The current name of the resident agent as filed with the***
43 ***Secretary of State;***

44 (2) ***The new name of the resident agent; and***



1 (3) *The name and file number of each artificial person*
2 *formed, organized, registered or qualified pursuant to the*
3 *provisions of this title that the resident agent represents; and*
4 (b) *Pay to the Secretary of State a filing fee of \$100.*
5 3. *A change authorized by subsection 1 or 2 becomes effective*
6 *upon the filing of the proper certificate of change.*
7 4. A ~~person who has been designated by a foreign corporation~~
8 ~~as~~ resident agent ~~may file~~ *who desires to resign shall:*
9 (a) *File* with the Secretary of State a signed statement *in the*
10 *manner provided pursuant to subsection 1 of NRS 78.097* that he is
11 unwilling to continue to act as the *resident* agent of the corporation
12 for the service of process ~~;~~
13 ~~—3.;~~ *and*
14 (b) *Pay to the Secretary of State the filing fee set forth in*
15 *subsection 1 of NRS 78.097.*
16 *A resignation is not effective until the signed statement is filed*
17 *with the Secretary of State.*
18 5. Upon the filing of the statement of resignation with the
19 Secretary of State, the capacity of the resigning person as resident
20 agent terminates. If the statement of resignation is not accompanied
21 by a statement of the corporation appointing a successor resident
22 agent, the resigning resident agent shall give written notice, by mail,
23 to the corporation, of the filing of the statement and its effect. The
24 notice must be addressed to any officer of the corporation other than
25 the resident agent.
26 ~~4.~~ 6. If a resident agent dies, resigns or moves from the State,
27 the corporation, within 30 days thereafter, shall file with the
28 Secretary of State a certificate of acceptance executed by the new
29 resident agent. The certificate must set forth the name of the new
30 resident agent, his street address for the service of process, and his
31 mailing address if different from his street address.
32 ~~5.~~ 7. A corporation that fails to file a certificate of acceptance
33 executed by a new resident agent within 30 days after the death,
34 resignation or removal of its resident agent shall be deemed in
35 default and is subject to the provisions of NRS 80.150 and 80.160.
36 **Sec. 25.** NRS 80.110 is hereby amended to read as follows:
37 80.110 1. Each foreign corporation doing business in this
38 state shall, on or before the ~~first~~ *last* day of the ~~second~~ *first*
39 month after the filing of its certificate of corporate existence with
40 the Secretary of State, and annually thereafter on or before the last
41 day of the month in which the anniversary date of its qualification to
42 do business in this state occurs in each year, file with the Secretary
43 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~~ *The name and street address of the*
5 *lawfully designated* resident agent *of the corporation* in this state;
6 and

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

14 2. Upon filing:
15 (a) The initial list required by subsection 1, the corporation shall
16 pay to the Secretary of State a fee of ~~\$165.~~ *\$125.*

17 (b) Each annual list required by subsection 1, the corporation
18 shall pay to the Secretary of State ~~a fee of \$85.~~ *, if the amount*
19 *represented by the total number of shares provided for in the*
20 *articles is:*

21		
22	<i>\$75,000 or less</i>	<i>\$125</i>
23	<i>Over \$75,000 and not over \$200,000</i>	<i>175</i>
24	<i>Over \$200,000 and not over \$500,000</i>	<i>275</i>
25	<i>Over \$500,000 and not over \$1,000,000</i>	<i>375</i>
26	<i>Over \$1,000,000:</i>	

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

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

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

31
32 3. *If a director or officer of a corporation resigns and the*
33 *resignation is not made in conjunction with the filing of an*
34 *annual or amended list of directors and officers, the corporation*
35 *shall pay to the Secretary of State a fee of \$75 to file the*
36 *resignation of the director or officer.*

37 4. The Secretary of State shall, 60 days before the last day for
38 filing each annual list required by subsection 1, cause to be mailed
39 to each corporation *which is* required to comply with the provisions
40 of NRS 80.110 to 80.170, inclusive, *and* which has not become
41 delinquent, the blank forms to be completed and filed with him.
42 Failure of any corporation to receive the forms does not excuse it
43 from the penalty imposed by the provisions of NRS 80.110 to
44 80.170, inclusive.



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

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

7 80.120 If a corporation has filed the initial or annual list in
8 compliance with NRS 80.110 and has paid the appropriate fee for
9 the filing, the cancelled check *or other proof of payment* received
10 by the corporation constitutes a certificate authorizing it to transact
11 its business within this state until the last day of the month in which
12 the anniversary of its qualification to transact business occurs in the
13 next succeeding calendar year. ~~[If the corporation desires a formal
14 certificate upon its payment of the initial or annual fee, its payment
15 must be accompanied by a self-addressed, stamped envelope.]~~

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

17 80.140 1. ~~[Every]~~ *Each* list required to be filed under the
18 provisions of NRS 80.110 to 80.170, inclusive, must, after the name
19 of each officer and director listed thereon, set forth the ~~[post-office
20 box or street]~~ address, either residence or business, of each officer
21 and director.

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

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

30 80.150 1. Any corporation required to make a filing and pay
31 the fee prescribed in NRS 80.110 to 80.170, inclusive, which refuses
32 or neglects to do so within the time provided ~~[.]~~ is in default.

33 2. For default there must be added to the amount of the fee a
34 penalty of ~~[\$50,]~~ \$75 and unless the filing is made and the fee and
35 penalty are paid on or before the ~~[first day of the ninth month
36 following the month]~~ *last day of the month in which the
37 anniversary date of incorporation occurs* in which filing was
38 required, the defaulting corporation by reason of its default forfeits
39 its right to transact any business within this state. The fee and
40 penalty must be collected as provided in this chapter.

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

42 80.160 1. The Secretary of State shall notify, by ~~[letter
43 addressed]~~ *providing written notice* to its resident agent, each
44 corporation deemed in default pursuant to NRS 80.150. The *written*
45 notice ~~[must be accompanied by]~~ :



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

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

5 2. Immediately after the ~~[first day of the ninth month following~~
6 ~~the month in which filing was required,]~~ *last day of the month in*
7 *which the anniversary date of incorporation occurs*, the Secretary
8 of State shall compile a ~~[full and]~~ complete list containing the names
9 of all corporations whose right to ~~[do]~~ *transact* business has been
10 forfeited.

11 3. The Secretary of State shall notify, by ~~[letter addressed]~~
12 *providing written notice* to its resident agent, each corporation
13 specified in subsection 2 of the forfeiture of its right to do business.
14 The *written* notice ~~[must be accompanied by]~~ :

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

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

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

20 80.170 1. Except as otherwise provided in subsections 3 and
21 4, the Secretary of State shall reinstate a corporation which has
22 forfeited or which forfeits its right to transact business under the
23 provisions of this chapter and *shall* restore to the corporation its
24 right to transact business in this state, and to exercise its corporate
25 privileges and immunities, if it:

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

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

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

30 (b) Pays to the Secretary of State:

31 (1) The filing fee and penalty set forth in NRS 80.110 and
32 80.150 for each year or portion thereof that its right to transact
33 business was forfeited; and

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

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

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

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

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



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

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

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

11 **Sec. 30.5.** NRS 80.190 is hereby amended to read as follows:

12 80.190 1. Except as otherwise provided in subsection 2, each
13 foreign corporation doing business in this state shall, not later than
14 the month of March in each year, publish a statement of its last
15 calendar year's business in two numbers or issues of a newspaper
16 published in this state ~~[-]~~ *that has a total weekly circulation of at*
17 *least 1,000. The statement must include:*

18 *(a) The name of the corporation.*

19 *(b) The name and title of the corporate officer submitting the*
20 *statement.*

21 *(c) The mailing or street address of the corporation's principal*
22 *office.*

23 *(d) The mailing or street address of the corporation's office in*
24 *this state, if one exists.*

25 *(e) The total assets and liabilities of the corporation at the end*
26 *of the year.*

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

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

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

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

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



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

4 3. *If the provisions of the form prescribed by the Secretary of*
5 *State conflict with the provisions of any document that is*
6 *submitted for filing with the form:*

7 (a) *The provisions of the form control for all purposes with*
8 *respect to the information that is required by statute to appear in*
9 *the document in order for the document to be filed; and*

10 (b) *Unless otherwise provided in the document, the provisions*
11 *of the document control in every other situation.*

12 4. *The Secretary of State may by regulation provide for the*
13 *electronic filing of documents with the Office of the Secretary of*
14 *State.*

15 **Sec. 33.** *1. A nonprofit cooperative corporation, a*
16 *cooperative association, a charitable organization or any other*
17 *entity formed under the provisions of this chapter may correct a*
18 *document filed by the Secretary of State with respect to the entity if*
19 *the document contains an inaccurate record of an action*
20 *described in the document or was defectively executed, attested,*
21 *sealed, verified or acknowledged.*

22 2. *To correct a document, the entity must:*

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

24 (1) *States the name of the entity;*

25 (2) *Describes the document, including, without limitation,*
26 *its filing date;*

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

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

30 (5) *Is signed by an officer of the entity or, if the certificate*
31 *is filed before the first meeting of the board of directors, by an*
32 *incorporator or director.*

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

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

35 3. *A certificate of correction is effective on the effective date*
36 *of the document it corrects except as to persons relying on the*
37 *uncorrected document and adversely affected by the correction. As*
38 *to those persons, the certificate is effective when filed.*

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

40 81.200 1. ~~Every~~ *Each* *association formed under NRS*
41 *81.170 to 81.270, inclusive, shall prepare articles of association in*
42 *writing, setting forth:*

43 (a) *The name of the association.*

44 (b) *The purpose for which it is formed.*



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

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

5 (e) The ~~{number of the directors thereof, and the}~~ names and
6 ~~{residences of those}~~ *addresses, either residence or business, of the*
7 *directors* selected for the first year.

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

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

13 (h) The name and ~~{post office box or street}~~ address, either
14 residence or business, of each of the persons executing the articles
15 of association.

16 2. The articles of association must be subscribed by the
17 original associates or members.

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

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

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

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

33 3. *If the provisions of the form prescribed by the Secretary of*
34 *State conflict with the provisions of any document that is*
35 *submitted for filing with the form:*

36 (a) *The provisions of the form control for all purposes with*
37 *respect to the information that is required by statute to appear in*
38 *the document in order for the document to be filed; and*

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

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

44 **Sec. 37. 1.** *A corporation may correct a document filed by*
45 *the Secretary of State with respect to the corporation if the*



- 1 *document contains an inaccurate record of a corporate action*
2 *described in the document or was defectively executed, attested,*
3 *sealed, verified or acknowledged.*
4 *2. To correct a document, the corporation must:*
5 *(a) Prepare a certificate of correction which:*
6 *(1) States the name of the corporation;*
7 *(2) Describes the document, including, without limitation,*
8 *its filing date;*
9 *(3) Specifies the inaccuracy or defect;*
10 *(4) Sets forth the inaccurate or defective portion of the*
11 *document in an accurate or corrected form; and*
12 *(5) Is signed by an officer of the corporation or, if the*
13 *certificate is filed before the first meeting of the board of directors,*
14 *by an incorporator or director.*
15 *(b) Deliver the certificate to the Secretary of State for filing.*
16 *(c) Pay a filing fee of \$25 to the Secretary of State.*
17 *3. A certificate of correction is effective on the effective date*
18 *of the document it corrects except as to persons relying on the*
19 *uncorrected document and adversely affected by the correction. As*
20 *to those persons, the certificate is effective when filed.*
21 **Sec. 38. 1. Each foreign nonprofit corporation doing**
22 **business in this state shall, on or before the last day of the first**
23 **month after the filing of its application for registration as a**
24 **foreign nonprofit corporation with the Secretary of State, and**
25 **annually thereafter on or before the last day of the month in**
26 **which the anniversary date of its qualification to do business in**
27 **this state occurs in each year, file with the Secretary of State a list,**
28 **on a form furnished by him, that contains:**
29 *(a) The name of the foreign nonprofit corporation;*
30 *(b) The file number of the foreign nonprofit corporation, if*
31 *known;*
32 *(c) The names and titles of the president, secretary and*
33 *treasurer, or the equivalent thereof, and all of the directors of the*
34 *foreign nonprofit corporation;*
35 *(d) The address, either residence or business, of the president,*
36 *secretary and treasurer, or the equivalent thereof, and each*
37 *director of the foreign nonprofit corporation;*
38 *(e) The name and address of its resident agent in this state;*
39 *and*
40 *(f) The signature of an officer of the foreign nonprofit*
41 *corporation certifying that the list is true, complete and accurate.*
42 *2. Each list filed pursuant to this section must be*
43 *accompanied by a declaration under penalty of perjury that the*
44 *foreign nonprofit corporation:*



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

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

6 3. *Upon filing the initial list and each annual list pursuant to*
7 *this section, the foreign nonprofit corporation must pay to the*
8 *Secretary of State a fee of \$25.*

9 4. *The Secretary of State shall, 60 days before the last day for*
10 *filing each annual list, cause to be mailed to each foreign*
11 *nonprofit corporation which is required to comply with the*
12 *provisions of sections 38 to 44, inclusive, of this act, and which*
13 *has not become delinquent, the blank forms to be completed and*
14 *filed with him. Failure of any foreign nonprofit corporation to*
15 *receive the forms does not excuse it from the penalty imposed by*
16 *the provisions of sections 38 to 44, inclusive, of this act.*

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

22 **Sec. 39.** *If a foreign nonprofit corporation has filed the*
23 *initial or annual list in compliance with section 38 of this act and*
24 *has paid the appropriate fee for the filing, the cancelled check or*
25 *other proof of payment received by the foreign nonprofit*
26 *corporation constitutes a certificate authorizing it to transact its*
27 *business within this state until the last day of the month in which*
28 *the anniversary of its qualification to transact business occurs in*
29 *the next succeeding calendar year.*

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

34 2. *If the addresses are not stated for each person on any list*
35 *offered for filing, the Secretary of State may refuse to file the list,*
36 *and the foreign nonprofit corporation for which the list has been*
37 *offered for filing is subject to all the provisions of sections 38 to*
38 *44, inclusive, of this act relating to failure to file the list within or*
39 *at the times therein specified, unless a list is subsequently*
40 *submitted for filing which conforms to the provisions of this*
41 *section.*

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



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

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

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

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

16 2. Immediately after the last day of the month in which the
17 anniversary date of incorporation occurs, the Secretary of State
18 shall compile a complete list containing the names of all foreign
19 nonprofit corporations whose right to transact business has been
20 forfeited.

21 3. The Secretary of State shall notify, by providing written
22 notice to its resident agent, each foreign nonprofit corporation
23 specified in subsection 2 of the forfeiture of its right to transact
24 business. The written notice:

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

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

29 **Sec. 43.** 1. Except as otherwise provided in subsections 3
30 and 4, the Secretary of State shall reinstate a foreign nonprofit
31 corporation which has forfeited or which forfeits its right to
32 transact business pursuant to the provisions of sections 38 to 44,
33 inclusive, of this act and restore to the foreign nonprofit
34 corporation its right to transact business in this state, and to
35 exercise its corporate privileges and immunities, if it:

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

38 (b) Pays to the Secretary of State:

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

42 (2) A fee of \$100 for reinstatement.

43 2. When the Secretary of State reinstates the foreign
44 nonprofit corporation, he shall issue to the foreign nonprofit



1 *corporation a certificate of reinstatement if the foreign nonprofit*
2 *corporation:*

3 (a) *Requests a certificate of reinstatement; and*
4 (b) *Pays the fees as provided in subsection 8 of NRS 78.785.*

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

9 4. *If the right of a foreign nonprofit corporation to transact*
10 *business in this state has been forfeited pursuant to the provisions*
11 *of section 42 of this act and has remained forfeited for a period of*
12 *5 consecutive years, the right to transact business must not be*
13 *reinstated.*

14 **Sec. 44.** 1. *Except as otherwise provided in subsection 2, if*
15 *a foreign nonprofit corporation applies to reinstate its charter but*
16 *its name has been legally reserved or acquired by another artificial*
17 *person formed, organized, registered or qualified pursuant to the*
18 *provisions of this title and that name is on file with the Office of*
19 *the Secretary of State or reserved in the Office of the Secretary of*
20 *State pursuant to the provisions of this title, the foreign nonprofit*
21 *corporation must in its application for reinstatement submit in*
22 *writing to the Secretary of State some other name under which it*
23 *desires its existence to be reinstated. If that name is*
24 *distinguishable from all other names reserved or otherwise on file,*
25 *the Secretary of State shall reinstate the foreign nonprofit*
26 *corporation under that new name.*

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

40 82.106 1. The Secretary of State shall not accept for filing
41 pursuant to this chapter any articles of incorporation or any
42 certificate of amendment of articles of incorporation of any
43 corporation formed or existing pursuant to this chapter if the name
44 of the corporation contains the words "trust," "engineer,"



1 “engineered,” “engineering,” “professional engineer” or “licensed
2 engineer.”

3 2. The Secretary of State shall not accept for filing any articles
4 of incorporation or any certificate of amendment of articles of
5 incorporation of any corporation formed or existing under this
6 chapter when it appears from the articles or the certificate of
7 amendment that the business to be carried on by the corporation is
8 subject to supervision by the Commissioner of Insurance.

9 3. The Secretary of State shall not accept for filing pursuant to
10 this chapter any articles of incorporation or any certificate of
11 amendment of articles of incorporation of any corporation formed or
12 existing pursuant to this chapter if the name of the corporation
13 contains the words “accountant,” “accounting,” “accountancy,”
14 “auditor” or “auditing.”

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

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

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

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

31 82.193 1. A corporation shall have a resident agent in the
32 manner provided in NRS 78.090, 78.095, 78.097 and 78.110. The
33 resident agent and the corporation shall comply with the provisions
34 of those sections.

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



1 *corporation complies with the requirements for reinstatement as*
2 *provided in this section and NRS 78.150 to 78.185, inclusive.*
3 3. A corporation is subject to the provisions of NRS 78.150 to
4 78.185, inclusive, except that:
5 (a) The fee for filing a list is ~~[\$15.]~~ \$25;
6 (b) The penalty added for default is ~~[\$5.]~~ \$50; and
7 (c) The fee for reinstatement is ~~[\$25.]~~ \$100.
8 **Sec. 47.** NRS 82.356 is hereby amended to read as follows:
9 82.356 1. ~~Every~~ *Each* amendment adopted pursuant to the
10 provisions of NRS 82.351 must be made in the following manner:
11 (a) The board of directors must adopt a resolution setting forth
12 the amendment proposed, approve it and, if the corporation has
13 members entitled to vote on an amendment to the articles, call a
14 meeting, either annual or special, of the members. The amendment
15 must also be approved by ~~every~~ *each* public official or other
16 person whose approval of an amendment of articles is required by
17 the articles.
18 (b) At the meeting of members, of which notice must be given
19 to each member entitled to vote pursuant to the provisions of this
20 section, a vote of the members entitled to vote in person or by proxy
21 must be taken for and against the proposed amendment. A majority
22 of a quorum of the voting power of the members or such greater
23 proportion of the voting power of members as may be required in
24 the case of a vote by classes, as provided in subsection 3, or as may
25 be required by the articles, must vote in favor of the amendment.
26 (c) Upon approval of the amendment by the directors, or if the
27 corporation has members entitled to vote on an amendment to the
28 articles, by both the directors and those members, and such other
29 persons or public officers, if any, as are required to do so by the
30 articles, ~~{the chairman of the board or the president or vice~~
31 ~~president, and the secretary or assistant secretary,}~~ *an officer of the*
32 *corporation* must execute a certificate setting forth the amendment,
33 or setting forth the articles as amended, that the public officers or
34 other persons, if any, required by the articles have approved the
35 amendment, and the vote of the members and directors by which the
36 amendment was adopted.
37 (d) The certificate so executed must be filed in the Office of the
38 Secretary of State.
39 2. Upon filing the certificate, the articles of incorporation are
40 amended accordingly.
41 3. If any proposed amendment would alter or change any
42 preference or any relative or other right given to any class of
43 members, then the amendment must be approved by the vote, in
44 addition to the affirmative vote otherwise required, of the holders of
45 a majority of a quorum of the voting power of each class of



1 members affected by the amendment regardless of limitations or
2 restrictions on their voting power.

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

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

6 82.451 1. A corporation may be dissolved and its affairs
7 wound up voluntarily if the board of directors adopts a resolution to
8 that effect and calls a meeting of the members entitled to vote to
9 take action upon the resolution. The resolution must also be
10 approved by any person or superior organization whose approval is
11 required by a provision of the articles authorized by NRS 82.091.
12 The meeting of the members must be held with due notice. If at the
13 meeting the members entitled to exercise a majority of all the voting
14 power consent by resolution to the dissolution, a certificate *signed*
15 *by an officer of the corporation* setting forth that the dissolution has
16 been approved in compliance with this section, together with a list
17 of the names and ~~[residences]~~ *addresses, either residence or*
18 *business*, of the ~~[directors and officers, executed by the chairman of~~
19 ~~the board, president or vice president, and the secretary or an~~
20 ~~assistant secretary.]~~ *president, secretary and treasurer, or the*
21 *equivalent thereof, and all of the directors of the corporation*, must
22 be filed in the Office of the Secretary of State.

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

33 3. Upon the dissolution of any corporation under the provisions
34 of this section or upon the expiration of its period of corporate
35 existence, the directors are the trustees of the corporation in
36 liquidation and in winding up the affairs of the corporation. The act
37 of a majority of the directors as trustees remaining in office is the
38 act of the directors as trustees.

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

40 82.526 The Secretary of State may microfilm *or image* any
41 document which is filed in his office by a corporation pursuant to
42 this chapter and may return the original document to the
43 corporation.



1 **Sec. 49.3.** NRS 82.531 is hereby amended to read as follows:
2 82.531 1. The fee for filing articles of incorporation,
3 amendments to or restatements of articles of incorporation,
4 certificates pursuant to NRS 82.061 and 82.063 and documents for
5 dissolution is ~~[\$25]~~ **\$50** for each document.

6 2. Except as otherwise provided in NRS 82.193 and subsection
7 1, the fees for filing documents are those set forth in NRS 78.765 to
8 78.785, inclusive.

9 **Sec. 49.7.** NRS 82.546 is hereby amended to read as follows:

10 82.546 1. Any corporation which did exist or is existing
11 pursuant to the laws of this state may, upon complying with the
12 provisions of NRS 78.150 and 82.193, procure a renewal or revival
13 of its charter for any period, together with all the rights, franchises,
14 privileges and immunities, and subject to all its existing and
15 preexisting debts, duties and liabilities secured or imposed by its
16 original charter and amendments thereto, or its existing charter, by
17 filing:

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

20 (1) The name of the corporation, which must be the name of
21 the corporation at the time of the renewal or revival, or its name at
22 the time its original charter expired.

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

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

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

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

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

40 2. A corporation whose charter has not expired and is being
41 renewed shall cause the certificate to be signed by its president or
42 vice president and secretary or assistant secretary. The certificate
43 must be approved by a majority of the last-appointed surviving
44 directors.



1 3. A corporation seeking to revive its original or amended
2 charter shall cause the certificate to be signed by its president or
3 vice president and secretary or assistant secretary. The execution
4 and filing of the certificate must be approved unanimously by the
5 last-appointed surviving directors of the corporation and must
6 contain a recital that unanimous consent was secured. The
7 corporation shall pay to the Secretary of State the fee required to
8 establish a new corporation pursuant to the provisions of this
9 chapter.

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

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

17 **Sec. 51. 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*
25 *submitted for filing with the form:*

26 (a) *The provisions of the form control for all purposes with*
27 *respect to the information that is required by statute to appear in*
28 *the document in order for the document to be filed; and*

29 (b) *Unless otherwise provided in the document, the provisions*
30 *of the document control in every 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. 52. 1.** *A corporation sole may correct a document filed*
35 *by the Secretary of State with respect to the corporation sole if the*
36 *document contains an inaccurate record of an action of the*
37 *corporation sole described in the document or was defectively*
38 *executed, attested, sealed, verified or acknowledged.*

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

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

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

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 archbishop, bishop, president, trustee in
4 trust, president of stake, president of congregation, overseer,
5 presiding elder, district superintendent or other presiding officer
6 or clergyman of a church, religious society or denomination, who
7 has been chosen, elected or appointed in conformity with the
8 constitution, canons, rites, regulations or discipline of the church,
9 religious society or denomination, and in whom is vested the legal
10 title to the property held for the purpose, use or benefit of the
11 church or religious society or denomination.

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

13 (c) Pay a filing fee of \$25 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. 52.3.** NRS 84.090 is hereby amended to read as follows:

19 84.090 1. The fee for filing articles of incorporation,
20 amendments to or restatements of articles of incorporation ~~+~~
21 ~~certificates of reinstatement~~ and documents for dissolution is ~~[\$25]~~
22 ~~\$50~~ for each document.

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

25 **Sec. 52.5.** NRS 84.110 is hereby amended to read as follows:

26 84.110 1. Every corporation sole must have a resident agent
27 in the manner provided in NRS 78.090 and 78.095, subsections 1 to
28 4, inclusive, of NRS 78.097 and NRS 78.110. The resident agent
29 shall comply with the provisions of those sections.

30 2. A corporation sole that fails to file a certificate of acceptance
31 executed by the new resident agent within 30 days after the death,
32 resignation or removal of its former resident agent shall be deemed
33 in default and is subject to the provisions of NRS 84.130 and
34 84.140.

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

39 (a) The fee for filing a list is \$25;

40 (b) The penalty added for default is \$50; and

41 (c) The fee for reinstatement is \$100.

42 **Sec. 52.7.** NRS 84.120 is hereby amended to read as follows:

43 84.120 1. A resident agent who wishes to resign shall ~~[file]~~:

44 (a) ~~File~~ with the Secretary of State a signed statement ~~[for each~~
45 ~~corporation sole]~~ in the manner provided pursuant to subsection 1



1 *of NRS 78.097* that he is unwilling to continue to act as the *resident*
2 agent of the corporation for the service of process ~~[H]~~; *and*
3 *(b) Pay to the Secretary of State the filing fee set forth in*
4 *subsection 1 of NRS 78.097.*

5 A resignation is not effective until the signed statement is filed with
6 the Secretary of State.

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

14 3. Upon the filing of the statement of resignation with the
15 Secretary of State, the capacity of the resigning person as resident
16 agent terminates. If the statement of resignation contains no
17 statement by the corporation sole appointing a successor resident
18 agent, the resigning resident agent shall immediately give written
19 notice, by mail, to the corporation of the filing of the statement and
20 its effect. The notice must be addressed to the person in whom is
21 vested the legal title to property specified in NRS 84.020.

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

29 5. A corporation sole that fails to file a certificate of acceptance
30 executed by the new resident agent within 30 days after the death,
31 resignation or removal of its former resident agent shall be deemed
32 in default and is subject to the provisions of NRS 84.130 and
33 84.140.

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*
25 *submitted for filing with the form:*

26 (a) *The provisions of the form control for all purposes with*
27 *respect to the information that is required by statute to appear in*
28 *the document in order for the document to be filed; and*

29 (b) *Unless otherwise provided in the document, the provisions*
30 *of the document control in every 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 \$125.*
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 \$125.*
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 \$300 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. 65.3.** NRS 86.226 is hereby amended to read as follows:

2 86.226 1. A signed certificate of amendment, or a certified
3 copy of a judicial decree of amendment, must be filed with the
4 Secretary of State. A person who executes a certificate as an agent,
5 officer or fiduciary of the limited-liability company need not exhibit
6 evidence of his authority as a prerequisite to filing. Unless the
7 Secretary of State finds that a certificate does not conform to law,
8 upon his receipt of all required filing fees he shall file the certificate.

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

13 3. If a certificate specifies an effective date and if the
14 resolution of the members approving the proposed amendment
15 provides that one or more managers or, if management is not vested
16 in a manager, one or more members may abandon the proposed
17 amendment, then those managers or members may terminate the
18 effectiveness of the certificate by filing a certificate of termination
19 with the Secretary of State that:

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

22 (b) Identifies the certificate being terminated;

23 (c) States that, pursuant to the resolution of the members, the
24 manager of the company or, if management is not vested in a
25 manager, a designated member is authorized to terminate the
26 effectiveness of the certificate;

27 (d) States that the effectiveness of the certificate has been
28 terminated;

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

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

32 **Sec. 65.5.** NRS 86.235 is hereby amended to read as follows:

33 86.235 1. If a limited-liability company formed pursuant to
34 this chapter desires to change its resident agent, the change may be
35 effected by filing with the Secretary of State a certificate of change
36 ***of resident agent*** signed by a manager of the company or, if
37 management is not vested in a manager, by a member, that sets
38 forth:

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

40 (b) The name and street address of its present resident agent; and

41 (c) The name and street address of the new resident agent.

42 2. The new resident agent's certificate of acceptance must be a
43 part of or attached to the certificate of change ~~f-~~

44 ~~—3.—The}~~ ***of resident agent.***



1 3. *If the name of a resident agent is changed as a result of a*
2 *merger, conversion, exchange, sale, reorganization or*
3 *amendment, the resident agent shall:*

4 (a) *File with the Secretary of State a certificate of name*
5 *change of resident agent that includes:*

6 (1) *The current name of the resident agent as filed with the*
7 *Secretary of State;*

8 (2) *The new name of the resident agent; and*

9 (3) *The name and file number of each artificial person*
10 *formed, organized, registered or qualified pursuant to the*
11 *provisions of this title that the resident agent represents; and*

12 (b) *Pay to the Secretary of State a filing fee of \$100.*

13 4. A change authorized by this section becomes effective upon
14 the filing of the *proper* certificate of change.

15 **Sec. 65.7.** NRS 86.251 is hereby amended to read as follows:

16 86.251 1. A resident agent who desires to resign shall ~~file~~:

17 (a) ~~File~~ with the Secretary of State a signed statement ~~for each~~
18 ~~limited-liability company~~ *in the manner provided pursuant to*
19 *subsection 1 of NRS 78.097* that he is unwilling to continue to act
20 as the *resident* agent of the limited-liability company for the service
21 of process ~~[-]~~; and

22 (b) *Pay to the Secretary of State the filing fee set forth in*
23 *subsection 1 of NRS 78.097.*

24 A resignation is not effective until the signed statement is filed with
25 the Secretary of State.

26 2. The statement of resignation may contain a statement of the
27 affected limited-liability company appointing a successor resident
28 agent for that limited-liability company, giving the agent's full
29 name, street address for the service of process, and mailing address
30 if different from the street address. A certificate of acceptance
31 executed by the new resident agent must accompany the statement
32 appointing a successor resident agent.

33 3. Upon the filing of the statement of resignation with the
34 Secretary of State the capacity of the resigning person as resident
35 agent terminates. If the statement of resignation contains no
36 statement by the limited-liability company appointing a successor
37 resident agent, the resigning agent shall immediately give written
38 notice, by mail, to the limited-liability company of the filing of the
39 statement and its effect. The notice must be addressed to any
40 manager or, if none, to any member, of the limited-liability
41 company other than the resident agent.

42 4. If a resident agent dies, resigns or moves from the State, the
43 limited-liability company, within 30 days thereafter, shall file with
44 the Secretary of State a certificate of acceptance executed by the
45 new resident agent. The certificate must set forth the name,



1 complete street address and mailing address, if different from the
2 street address, of the new resident agent.

3 5. Each limited-liability company which fails to file a
4 certificate of acceptance executed by the new resident agent within
5 30 days after the death, resignation or removal of its resident agent
6 as provided in subsection 4, shall be deemed in default and is
7 subject to the provisions of NRS 86.272 and 86.274.

8 **Sec. 66.** NRS 86.263 is hereby amended to read as follows:

9 86.263 1. A limited-liability company shall, on or before the
10 ~~first~~ *last* day of the ~~second~~ *first* month after the filing of its
11 articles of organization with the Secretary of State, file with the
12 Secretary of State, on a form furnished by him, a list that contains:

- 13 (a) The name of the limited-liability company;
- 14 (b) The file number of the limited-liability company, if known;
- 15 (c) The names and titles of all of its managers or, if there is no
16 manager, all of its managing members;
- 17 (d) The ~~mailing or street~~ address, either residence or business,
18 of each manager or managing member listed, following the name of
19 the manager or managing member;
- 20 (e) The name and ~~street~~ address of the *lawfully designated*
21 resident agent of the limited-liability company; and
- 22 (f) The signature of a manager or managing member of the
23 limited-liability company certifying that the list is true, complete
24 and accurate.

25 2. The limited-liability company shall annually thereafter, on
26 or before the last day of the month in which the anniversary date of
27 its organization occurs, file with the Secretary of State, on a form
28 furnished by him, an amended list containing all of the information
29 required in subsection 1. ~~If the limited liability company has had no
30 changes in its managers or, if there is no manager, its managing
31 members, since its previous list was filed, no amended list need be
32 filed if a manager or managing member of the limited liability
33 company certifies to the Secretary of State as a true and accurate
34 statement that no changes in the managers or managing members
35 have occurred.~~

36 3. Each list required by ~~subsection 1 and each list or
37 certification required by subsection~~ *subsections 1 and 2* must be
38 accompanied by a declaration under penalty of perjury that the
39 limited-liability company ~~has~~ *has* :

- 40 (a) *Has* complied with the provisions of chapter 364A of NRS
41 ~~[-]~~ *[-]*; 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 4. Upon filing:



1 (a) The initial list required by subsection 1, the limited-liability
2 company shall pay to the Secretary of State a fee of ~~[\$165.]~~ **\$125.**
3 (b) Each annual list required by subsection 2, ~~[or certifying that~~
4 ~~no changes have occurred,]~~ the limited-liability company shall pay
5 to the Secretary of State a fee of ~~[\$85.]~~ **\$125.**
6 5. *If a manager or managing member of a limited-liability*
7 *company resigns and the resignation is not made in conjunction*
8 *with the filing of an annual or amended list of managers and*
9 *managing members, the limited-liability company shall pay to the*
10 *Secretary of State a fee of \$75 to file the resignation of the*
11 *manager or managing member.*
12 6. The Secretary of State shall, 60 days before the last day for
13 filing each list required by subsection 2, cause to be mailed to each
14 limited-liability company *which is* required to comply with the
15 provisions of this section, *and* which has not become delinquent, a
16 notice of the fee due under subsection 4 and a reminder to file a list
17 required by subsection 2 . ~~[or a certification of no change.]~~ Failure
18 of any company to receive a notice or form does not excuse it from
19 the penalty imposed by law.
20 ~~[6.]~~ 7. If the list to be filed pursuant to the provisions of
21 subsection 1 or 2 is defective or the fee required by subsection 4 is
22 not paid, the Secretary of State may return the list for correction or
23 payment.
24 ~~[7.]~~ 8. An annual list for a limited-liability company not in
25 default received by the Secretary of State more than ~~[60]~~ **90** days
26 before its due date shall be deemed an amended list for the previous
27 year.
28 **Sec. 67.** NRS 86.266 is hereby amended to read as follows:
29 86.266 If a limited-liability company has filed the initial or
30 annual list in compliance with NRS 86.263 and has paid the
31 appropriate fee for the filing, the cancelled check *or other proof of*
32 *payment* received by the limited-liability company constitutes a
33 certificate authorizing it to transact its business within this state until
34 the last day of the month in which the anniversary of its formation
35 occurs in the next succeeding calendar year. ~~[If the company desires~~
36 ~~a formal certificate upon its payment of the annual fee, its payment~~
37 ~~must be accompanied by a self-addressed, stamped envelope.]~~
38 **Sec. 68.** NRS 86.269 is hereby amended to read as follows:
39 86.269 1. ~~[Every]~~ **Each** list required to be filed under the
40 provisions of NRS 86.263 must, after the name of each manager and
41 member listed thereon, set forth the ~~[post-office box or street]~~
42 address, either residence or business, of each manager or member.
43 2. If the addresses are not stated for each person on any list
44 offered for filing, the Secretary of State may refuse to file the list,
45 and the limited-liability company for which the list has been offered



1 for filing is subject to the provisions of NRS 86.272 and 86.274
2 relating to failure to file the list within or at the times therein
3 specified, unless a list is subsequently submitted for filing which
4 conforms to the provisions of this section.

5 **Sec. 68.5.** NRS 86.272 is hereby amended to read as follows:
6 86.272 1. Each limited-liability company required to make a
7 filing and pay the fee prescribed in NRS 86.263 which refuses or
8 neglects to do so within the time provided is in default.
9 2. For default there must be added to the amount of the fee a
10 penalty of ~~[\$50.]~~ **\$75**. The fee and penalty must be collected as
11 provided in this chapter.

12 **Sec. 69.** NRS 86.274 is hereby amended to read as follows:
13 86.274 1. The Secretary of State shall notify, by ~~letter~~
14 ~~addressed]~~ **providing written notice** to its resident agent, each
15 limited-liability company deemed in default pursuant to the
16 provisions of this chapter. The **written** notice ~~must be accompanied~~
17 ~~by]~~ :

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

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

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

25 3. The Secretary of State shall compile a complete list
26 containing the names of all limited-liability companies whose right
27 to ~~do]~~ **transact** business has been forfeited.

28 4. The Secretary of State shall forthwith notify ~~each limited-~~
29 ~~liability company by letter addressed]~~ , **by providing written notice**
30 to its resident agent , **each limited-liability company specified in**
31 **subsection 3** of the forfeiture of its charter. The **written** notice ~~must~~
32 ~~be accompanied by]~~ :

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

35 ~~[4.]~~ (b) **At the request of the resident agent, may be provided**
36 **electronically.**

37 5. If the charter of a limited-liability company is revoked and
38 the right to transact business is forfeited, all of the property and
39 assets of the defaulting company must be held in trust by the
40 managers or, if none, by the members of the company, and the same
41 proceedings may be had with respect to its property and assets as
42 apply to the dissolution of a limited-liability company pursuant to
43 NRS 86.505 and 86.521. Any person interested may institute
44 proceedings at any time after a forfeiture has been declared, but if



1 the Secretary of State reinstates the charter , the proceedings must
2 be dismissed and all property restored to the company.

3 ~~[5.]~~ 6. If the assets are distributed , they must be applied in the
4 following manner:

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

7 (b) To the payment of the creditors of the company.

8 Any balance remaining must be distributed among the members as
9 provided in subsection 1 of NRS 86.521.

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

11 86.276 1. Except as otherwise provided in subsections 3 and
12 4, the Secretary of State shall reinstate any limited-liability company
13 which has forfeited *or which forfeits* its right to transact business
14 pursuant to the provisions of this chapter and *shall* restore to the
15 company its right to carry on business in this state, and to exercise
16 its privileges and immunities, if it:

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

18 (1) *The* list required by NRS 86.263; *and*

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

21 (b) Pays to the Secretary of State:

22 (1) The filing fee and penalty set forth in NRS 86.263 and
23 86.272 for each year or portion thereof during which it failed *to file*
24 in a timely manner each required annual list; and

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

26 2. When the Secretary of State reinstates the limited-liability
27 company, he shall ~~[-]~~:

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

31 ~~—(b) Upon demand,]~~ issue to the company ~~[one or more certified~~
32 ~~copies of the]~~ *a* certificate of reinstatement ~~[-]~~ *if the limited-liability*
33 *company:*

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

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

36 3. The Secretary of State shall not order a reinstatement unless
37 all delinquent fees and penalties have been paid, and the revocation
38 of the charter occurred only by reason of failure to pay the fees and
39 penalties.

40 4. If a company's charter has been revoked pursuant to the
41 provisions of this chapter and has remained revoked for a period of
42 5 consecutive years, the charter must not be reinstated.

43 **Sec. 70.3.** NRS 86.278 is hereby amended to read as follows:

44 86.278 1. Except as otherwise provided in subsection 2, if a
45 limited-liability company applies to reinstate its charter but its name



1 has been legally acquired or reserved by any other artificial person
2 formed, organized, registered or qualified pursuant to the provisions
3 of this title whose name is on file with the Office of the Secretary of
4 State or reserved in the Office of the Secretary of State pursuant to
5 the provisions of this title, the company shall submit in writing to
6 the Secretary of State some other name under which it desires its
7 existence to be reinstated. If that name is distinguishable from all
8 other names reserved or otherwise on file, the Secretary of State
9 shall ~~[issue to the applying]~~ *reinstate the* limited-liability company
10 ~~[a certificate of reinstatement]~~ under that new name.

11 2. If the applying limited-liability company submits the
12 written, acknowledged consent of the artificial person having the
13 name, or the person reserving the name, which is not distinguishable
14 from the old name of the applying company or a new name it has
15 submitted, it may be reinstated under that name.

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

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

22 **Sec. 70.7.** NRS 86.401 is hereby amended to read as follows:

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

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

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

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

41 ~~—(a) By the judgment debtor;~~

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

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



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

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

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

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

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

18 (a) The name of the foreign limited-liability company;
19 (b) ~~[The date upon which its certificate of registration was filed;~~
20 ~~(c)]~~ The effective date of the cancellation if other than the date
21 of the filing of the certificate of cancellation; and

22 ~~[(d)]~~ (c) Any other information deemed necessary by the
23 manager of the company or, if management is not vested in a
24 manager, a member of the company.

25 2. A cancellation pursuant to this section does not terminate the
26 authority of the Secretary of State to accept service of process on the
27 foreign limited-liability company with respect to causes of action
28 arising from the transaction of business in this state by the foreign
29 limited-liability company.

30 **Sec. 71.3.** NRS 86.561 is hereby amended to read as follows:

31 86.561 1. The Secretary of State shall charge and collect for:

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

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

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

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

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

43 (f) Certifying an authorized printed copy of this chapter, ~~[\$20;]~~
44 \$30;



- 1 (g) Reserving a name for a limited-liability company, ~~[\$20;]~~
- 2 ~~\$25;~~
- 3 (h) Filing a certificate of cancellation, ~~[\$60;]~~ \$75;
- 4 (i) Executing, filing or certifying any other document, ~~[\$40;]~~
- 5 ~~\$50;~~ and
- 6 (j) Copies made at the Office of the Secretary of State, ~~[\$1]~~ \$2
- 7 per page.

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

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

15 **Sec. 71.5.** NRS 86.568 is hereby amended to read as follows:

16 86.568 1. A limited-liability company may correct a
17 document filed by the Secretary of State with respect to the limited-
18 liability company if the document contains an inaccurate record of a
19 company action described in the document or was defectively
20 executed, attested, sealed, verified or acknowledged.

21 2. To correct a document, the limited-liability company must:

- 22 (a) Prepare a certificate of correction that:
 - 23 (1) States the name of the limited-liability company;
 - 24 (2) Describes the document, including, without limitation, its
 - 25 filing date;
 - 26 (3) Specifies the inaccuracy or defect;
 - 27 (4) Sets forth the inaccurate or defective portion of the
 - 28 document in an accurate or corrected form; and
 - 29 (5) Is signed by a manager of the company, or if
 - 30 management is not vested in a manager, by a member of the
 - 31 company.

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

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

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

38 **Sec. 71.7.** NRS 86.580 is hereby amended to read as follows:

39 86.580 1. A limited-liability company which did exist or is
40 existing pursuant to the laws of this state may, upon complying with
41 the provisions of NRS 86.276, procure a renewal or revival of its
42 charter for any period, together with all the rights, franchises,
43 privileges and immunities, and subject to all its existing and
44 preexisting debts, duties and liabilities secured or imposed by its



1 original charter and amendments thereto, or existing charter, by
2 filing:

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

5 (1) The name of the limited-liability company, which must
6 be the name of the limited-liability company at the time of the
7 renewal or revival, or its name at the time its original charter
8 expired.

9 (2) The name of the person *lawfully* designated as the
10 resident agent of the limited-liability company, his street address for
11 the service of process, and his mailing address if different from his
12 street address.

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

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

19 (5) That the limited-liability company desiring to renew or
20 revive its charter is, or has been, organized and carrying on the
21 business authorized by its existing or original charter and
22 amendments thereto, and desires to renew or continue through
23 revival its existence pursuant to and subject to the provisions of this
24 chapter.

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

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

32 3. A limited-liability company seeking to revive its original or
33 amended charter shall cause the certificate to be signed by a person
34 or persons designated or appointed by the members. The execution
35 and filing of the certificate must be approved by the written consent
36 of a majority in interest and must contain a recital that this consent
37 was secured. The limited-liability company shall pay to the
38 Secretary of State the fee required to establish a new limited-
39 liability company pursuant to the provisions of this chapter.

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



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

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

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

10 3. *If the provisions of the form prescribed by the Secretary of*
11 *State conflict with the provisions of any document that is*
12 *submitted for filing with the form:*

13 (a) *The provisions of the form control for all purposes with*
14 *respect to the information that is required by statute to appear in*
15 *the document in order for the document to be filed; and*

16 (b) *Unless otherwise provided in the document, the provisions*
17 *of the document control in every other situation.*

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

21 **Sec. 74. 1.** *Each foreign limited-liability partnership doing*
22 *business in this state shall, on or before the last day of the month*
23 *after the filing of its application for registration as a foreign*
24 *limited-liability partnership with the Secretary of State, and*
25 *annually thereafter on or before the last day of the month in*
26 *which the anniversary date of its qualification to do business in*
27 *this state occurs in each year, file with the Secretary of State a list,*
28 *on a form furnished by him, that contains:*

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

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

32 (c) *The names of all its managing partners;*

33 (d) *The address, either residence or business, of each*
34 *managing partner;*

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

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

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

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



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

4 **3. Upon filing:**

5 **(a) The initial list required by this section, the foreign limited-**
6 **liability partnership shall pay to the Secretary of State a fee of**
7 **\$125.**

8 **(b) Each annual list required by this section, the foreign**
9 **limited-liability partnership shall pay to the Secretary of State a**
10 **fee of \$125.**

11 **4. The Secretary of State shall, 60 days before the last day for**
12 **filing each annual list required by subsection 1, cause to be mailed**
13 **to each foreign limited-liability partnership which is required to**
14 **comply with the provisions of sections 74 to 80, inclusive, of this**
15 **act, and which has not become delinquent, the blank forms to be**
16 **completed and filed with him. Failure of any foreign limited-**
17 **liability partnership to receive the forms does not excuse it from**
18 **the penalty imposed by the provisions of sections 74 to 80,**
19 **inclusive, of this act.**

20 **5. An annual list for a foreign limited-liability partnership**
21 **not in default which is received by the Secretary of State more**
22 **than 90 days before its due date must be deemed an amended list**
23 **for the previous year and does not satisfy the requirements of**
24 **subsection 1 for the year to which the due date is applicable.**

25 **Sec. 75. If a foreign limited-liability partnership has filed the**
26 **initial or annual list in compliance with section 74 of this act and**
27 **has paid the appropriate fee for the filing, the cancelled check or**
28 **other proof of payment received by the foreign limited-liability**
29 **partnership constitutes a certificate authorizing it to transact its**
30 **business within this state until the last day of the month in which**
31 **the anniversary of its qualification to transact business occurs in**
32 **the next succeeding calendar year.**

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

37 **2. If the addresses are not stated for each person on any list**
38 **offered for filing, the Secretary of State may refuse to file the list,**
39 **and the foreign limited-liability partnership for which the list has**
40 **been offered for filing is subject to all the provisions of sections 74**
41 **to 80, inclusive, of this act relating to failure to file the list within**
42 **or at the times therein specified, unless a list is subsequently**
43 **submitted for filing which conforms to the provisions of this**
44 **section.**



1 **Sec. 77. 1.** *Each foreign limited-liability partnership*
2 *required to make a filing and pay the fee prescribed in sections 74*
3 *to 80, inclusive, of this act which refuses or neglects to do so*
4 *within the time 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 limited-liability partnership*
9 *occurs, the defaulting foreign limited-liability partnership by*
10 *reason of its default forfeits its right to transact any business*
11 *within this state. The fee and penalty must be collected as provided*
12 *in this chapter.*

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

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

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

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

26 **3.** *The Secretary of State shall notify, by providing written*
27 *notice to its resident agent, each foreign limited-liability*
28 *partnership specified in subsection 2 of the forfeiture of its right to*
29 *transact business. The 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 **Sec. 79. 1.** *Except as otherwise provided in subsections 3*
35 *and 4, the Secretary of State shall reinstate a foreign limited-*
36 *liability partnership which has forfeited or which forfeits its right*
37 *to transact business under the provisions of this chapter and shall*
38 *restore to the foreign limited-liability partnership its right to*
39 *transact business in this state, and to exercise its privileges and*
40 *immunities, if it:*

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

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



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

4 (2) *A fee of \$300 for reinstatement.*

5 2. *When the Secretary of State reinstates the foreign limited-*
6 *liability partnership, he shall issue to the foreign limited-liability*
7 *partnership a certificate of reinstatement if the foreign limited-*
8 *liability partnership:*

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

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

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

15 4. *If the right of a foreign limited-liability partnership to*
16 *transact business in this state has been forfeited pursuant to the*
17 *provisions of section 78 of this act and has remained forfeited for*
18 *a period of 5 consecutive years, the right to transact business must*
19 *not be reinstated.*

20 **Sec. 80.** 1. *Except as otherwise provided in subsection 2, if*
21 *a foreign limited-liability partnership applies to reinstate its*
22 *certificate of registration and its name has been legally reserved or*
23 *acquired by another artificial person formed, organized, registered*
24 *or qualified pursuant to the provisions of this title whose name is*
25 *on file with the Office of the Secretary of State or reserved in the*
26 *Office of the Secretary of State pursuant to the provisions of this*
27 *title, the foreign limited-liability partnership must submit in*
28 *writing in its application for reinstatement to the Secretary of State*
29 *some other name under which it desires its existence to be*
30 *reinstated. If that name is distinguishable from all other names*
31 *reserved or otherwise on file, the Secretary of State shall reinstate*
32 *the foreign limited-liability partnership under that new name.*

33 2. *If the applying foreign limited-liability partnership submits*
34 *the written, acknowledged consent of the artificial person having a*
35 *name, or the person who has reserved a name, which is not*
36 *distinguishable from the old name of the applying foreign limited-*
37 *liability partnership or a new name it has submitted, it may be*
38 *reinstated under that name.*

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

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



1 **Sec. 81.** NRS 87.450 is hereby amended to read as follows:
2 87.450 1. The name proposed for a registered limited-
3 liability partnership must contain the words "Limited-Liability
4 Partnership" or "Registered Limited-Liability Partnership" or the
5 abbreviation "L.L.P." or "LLP" as the last words or letters of the
6 name and must be distinguishable on the records of the Secretary of
7 State from the names of all other artificial persons formed,
8 organized, registered or qualified pursuant to the provisions of this
9 title that are on file in the Office of the Secretary of State and all
10 names that are reserved in the Office of the Secretary of State
11 pursuant to the provisions of this title. If the name of the registered
12 limited-liability partnership on a certificate of registration of
13 limited-liability partnership submitted to the Secretary of State is not
14 distinguishable from a name on file or reserved name, the Secretary
15 of State shall return the certificate to the person who signed it unless
16 the written, acknowledged consent of the holder of the name on file
17 or reserved name to use the name accompanies the certificate.

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

22 3. *The Secretary of State shall not accept for filing any*
23 *certificate of registration or certificate of amendment of a*
24 *certificate of registration of any registered limited-liability*
25 *partnership formed or existing pursuant to the laws of this state*
26 *which provides that the name of the registered limited-liability*
27 *partnership contains the words "accountant," "accounting,"*
28 *"accountancy," "auditor" or "auditing" unless the Nevada State*
29 *Board of Accountancy certifies that the registered limited-liability*
30 *partnership:*

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

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

37 4. *The Secretary of State shall not accept for filing any*
38 *certificate of registration or certificate of amendment of a*
39 *certificate of registration of any registered limited-liability*
40 *partnership formed or existing pursuant to the laws of this state*
41 *which provides that the name of the registered limited-liability*
42 *partnership contains the word "bank" or "trust" unless:*

43 (a) *It appears from the certificate of registration or the*
44 *certificate of amendment that the registered limited-liability*
45 *partnership proposes to carry on business as a banking or trust*



1 *company, exclusively or in connection with its business as a bank,*
2 *savings and loan association or thrift company; and*

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

5 *5. 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 provisions of this*
9 *chapter if it appears from the certificate of registration or the*
10 *certificate of amendment that the business to be carried on by the*
11 *registered limited-liability partnership is subject to supervision by*
12 *the Commissioner of Insurance or by the Commissioner of*
13 *Financial Institutions, unless the certificate of registration or*
14 *certificate of amendment is approved by the Commissioner who*
15 *will supervise the business of the registered limited-liability*
16 *partnership.*

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

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

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

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



- 1 (a) *Registered with the Ombudsman for Owners in Common-*
- 2 *Interest Communities pursuant to NRS 116.31158; and*
- 3 (b) *Paid to the Administrator of the Real Estate Division the*
- 4 *fees required pursuant to NRS 116.31155.*

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

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

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

12 87.455 1. Except as otherwise provided in subsection 2, if a
13 registered limited-liability partnership applies to reinstate its right to
14 transact business but its name has been legally acquired by any other
15 artificial person formed, organized, registered or qualified pursuant
16 to the provisions of this title whose name is on file with the Office
17 of the Secretary of State or reserved in the Office of the Secretary of
18 State pursuant to the provisions of this title, the applying registered
19 limited-liability partnership shall submit in writing to the Secretary
20 of State some other name under which it desires its right to transact
21 business to be reinstated. If that name is distinguishable from all
22 other names reserved or otherwise on file, the Secretary of State
23 shall ~~[issue to the applying]~~ *reinstate the* registered limited-liability
24 partnership ~~[a certificate of reinstatement]~~ under that new name.

25 2. If the applying registered limited-liability partnership
26 submits the written, acknowledged consent of the artificial person
27 having the name, or the person who has reserved the name, that is
28 not distinguishable from the old name of the applying registered
29 limited-liability partnership or a new name it has submitted, it may
30 be reinstated under that name.

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

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

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

38 87.460 1. A certificate of registration of a registered limited-
39 liability partnership may be amended by filing with the Secretary of
40 State a certificate of amendment. The certificate of amendment must
41 set forth:

- 42 (a) The name of the registered limited-liability partnership; *and*
- 43 (b) ~~[The dates on which the registered limited liability~~
- 44 ~~partnership filed its original certificate of registration and any other~~
- 45 ~~certificates of amendment; and~~



1 ~~—(e)~~ The change to the information contained in the original
2 certificate of registration or any other certificates of amendment.
3 2. The certificate of amendment must be:
4 (a) Signed by a managing partner of the registered limited-
5 liability partnership; and
6 (b) Accompanied by a fee of ~~[\$150.]~~ \$175.
7 **Sec. 82.3.** NRS 87.470 is hereby amended to read as follows:
8 87.470 The registration of a registered limited-liability
9 partnership is effective until:
10 1. Its certificate of registration is revoked pursuant to NRS
11 87.520; or
12 2. The registered limited-liability partnership files with the
13 Secretary of State a written notice of withdrawal executed by a
14 managing partner. The notice must be accompanied by a fee of
15 ~~[\$60.]~~ \$75.
16 **Sec. 82.5.** NRS 87.490 is hereby amended to read as follows:
17 87.490 1. If a registered limited-liability partnership wishes
18 to change the location of its principal office in this state or its
19 resident agent, it shall first file with the Secretary of State a
20 certificate of change *of principal office or resident agent* that sets
21 forth:
22 (a) The name of the registered limited-liability partnership;
23 (b) The street address of its principal office;
24 (c) If the location of its principal office will be changed, the
25 street address of its new principal office;
26 (d) The name of its resident agent; and
27 (e) If its resident agent will be changed, the name of its new
28 resident agent.
29 ~~[The]~~
30 2. A certificate of acceptance ~~[of its]~~ *signed by the* new
31 resident agent must accompany the certificate of change ~~f-~~
32 ~~—2.]~~ *of resident agent.*
33 3. A certificate of change *of principal office or resident agent*
34 filed pursuant to this section must be:
35 (a) Signed by a managing partner of the registered limited-
36 liability partnership; and
37 (b) Accompanied by a fee of ~~[\$30.]~~ \$60.
38 4. *If the name of a resident agent is changed as a result of a*
39 *merger, conversion, exchange, sale, reorganization or*
40 *amendment, the resident agent shall:*
41 (a) *File with the Secretary of State a certificate of name*
42 *change of resident agent that includes:*
43 (1) *The current name of the resident agent as filed with the*
44 *Secretary of State;*
45 (2) *The new name of the resident agent; and*



1 (3) *The name and file number of each artificial person*
2 *formed, organized, registered or qualified pursuant to the*
3 *provisions of this title that the resident agent represents; and*
4 *(b) Pay to the Secretary of State a filing fee of \$100.*

5 5. *A change authorized by this section becomes effective upon*
6 *the filing of the proper certificate of change.*

7 **Sec. 82.7.** NRS 87.500 is hereby amended to read as follows:

8 87.500 1. A resident agent ~~[of a registered limited liability~~
9 ~~partnership]~~ who wishes to resign shall ~~[file]~~ :

10 (a) *File* with the Secretary of State a signed statement *in the*
11 *manner provided pursuant to subsection 1 of NRS 78.097* that he is
12 unwilling to continue to act as the resident agent of the registered
13 limited-liability partnership for *the* service of process ~~[]~~ ; *and*

14 (b) *Pay to the Secretary of State the filing fee set forth in*
15 *subsection 1 of NRS 78.097.*

16 A resignation is not effective until the signed statement is filed with
17 the Secretary of State.

18 2. The statement of resignation may contain a statement by the
19 affected registered limited-liability partnership appointing a
20 successor resident agent. A certificate of acceptance signed by the
21 new agent, stating the full name, complete street address and, if
22 different from the street address, the mailing address of the new
23 agent, must accompany the statement appointing the new resident
24 agent.

25 3. Upon the filing of the statement with the Secretary of State,
26 the capacity of the person as resident agent terminates. If the
27 statement of resignation contains no statement by the registered
28 limited-liability partnership appointing a successor resident agent,
29 the resigning agent shall immediately give written notice, by
30 certified mail, to the registered limited-liability partnership of the
31 filing of the statement and its effect. The notice must be addressed
32 to a managing partner in this state.

33 4. If a resident agent dies, resigns or removes himself from the
34 State, the registered limited-liability partnership shall, within 30
35 days thereafter, file with the Secretary of State a certificate of
36 acceptance, executed by the new resident agent. The certificate must
37 set forth the full name, complete street address and, if different from
38 the street address, the mailing address of the newly designated
39 resident agent.

40 5. If a registered limited-liability partnership fails to file a
41 certificate of acceptance within the period required by ~~[this~~
42 ~~subsection.]~~ *subsection 4*, it is in default and is subject to the
43 provisions of NRS 87.520.



1 **Sec. 83.** NRS 87.510 is hereby amended to read as follows:
2 87.510 1. A registered limited-liability partnership shall, on
3 or before the ~~first~~ *last* day of the ~~second~~ *first* month after the
4 filing of its certificate of registration with the Secretary of State, and
5 annually thereafter on or before the last day of the month in which
6 the anniversary date of the filing of its certificate of registration with
7 the Secretary of State occurs, file with the Secretary of State, on a
8 form furnished by him, a list that contains:
9 (a) The name of the registered limited-liability partnership;
10 (b) The file number of the registered limited-liability
11 partnership, if known;
12 (c) The names of all of its managing partners;
13 (d) The ~~mailing or street~~ address, either residence or business,
14 of each managing partner;
15 (e) The name and ~~street~~ address of the *lawfully designated*
16 resident agent of the registered limited-liability partnership; and
17 (f) The signature of a managing partner of the registered limited-
18 liability partnership certifying that the list is true, complete and
19 accurate.
20 Each list filed pursuant to this subsection must be accompanied by a
21 declaration under penalty of perjury that the registered limited-
22 liability partnership has complied with the provisions of chapter
23 364A of NRS ~~+~~ *and which acknowledges that pursuant to NRS*
24 *239.330 it is a category C felony to knowingly offer any false or*
25 *forged instrument for filing in the Office of the Secretary of State.*
26 2. Upon filing:
27 (a) The initial list required by subsection 1, the registered
28 limited-liability partnership shall pay to the Secretary of State a fee
29 of ~~165~~ *125*.
30 (b) Each annual list required by subsection 1, the registered
31 limited-liability partnership shall pay to the Secretary of State a fee
32 of ~~85~~ *125*.
33 3. *If a managing partner of a registered limited-liability*
34 *partnership resigns and the resignation is not made in conjunction*
35 *with the filing of an annual or amended list of managing partners,*
36 *the registered limited-liability partnership shall pay to the*
37 *Secretary of State a fee of \$75 to file the resignation of the*
38 *managing partner.*
39 4. The Secretary of State shall, at least 60 days before the last
40 day for filing each annual list required by subsection 1, cause to be
41 mailed to the registered limited-liability partnership a notice of the
42 fee due pursuant to subsection 2 and a reminder to file the annual
43 list required by subsection 1. The failure of any registered limited-
44 liability partnership to receive a notice or form does not excuse it
45 from complying with the provisions of this section.



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

5 ~~[5.]~~ 6. An annual list that is filed by a registered limited-
6 liability partnership which is not in default more than ~~[60]~~ 90 days
7 before it is due shall be deemed an amended list for the previous
8 year and does not satisfy the requirements of subsection 1 for the
9 year to which the due date is applicable.

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

11 87.520 1. A registered limited-liability partnership that fails
12 to comply with the provisions of NRS 87.510 is in default.

13 2. *Upon notification from the Administrator of the Real*
14 *Estate Division of the Department of Business and Industry that a*
15 *registered limited-liability partnership which is a unit-owners'*
16 *association as defined in NRS 116.110315 has failed to register*
17 *pursuant to NRS 116.31158 or failed to pay the fees pursuant to*
18 *NRS 116.31155, the Secretary of State shall deem the registered*
19 *limited-liability partnership to be in default. If, after the registered*
20 *limited-liability partnership is deemed to be in default, the*
21 *Administrator notifies the Secretary of State that the registered*
22 *limited-liability partnership has registered pursuant to NRS*
23 *116.31158 and paid the fees pursuant to NRS 116.31155, the*
24 *Secretary of State shall reinstate the registered limited-liability*
25 *partnership if the registered limited-liability partnership complies*
26 *with the requirements for reinstatement as provided in this section*
27 *and NRS 87.510 and 87.530.*

28 3. Any registered limited-liability partnership that is in default
29 pursuant to ~~[subsection 1]~~ *this section* must, in addition to the fee
30 required to be paid pursuant to NRS 87.510, pay a penalty of ~~[\$50.~~
31 ~~—3.— On or before the 15th day of the third month after the month~~
32 ~~in which the fee required to be paid pursuant to NRS 87.510 is due,~~
33 ~~the] \$75.~~

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

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

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

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



1 ~~be paid pursuant to NRS 87.510 was due. The~~ immediately after
2 ~~the last day of the month in which the anniversary date of the~~
3 ~~filing of the certificate of registration occurs, and the~~ Secretary of
4 State shall notify ~~the~~ the registered limited-liability partnership, by
5 ~~certified mail, addressed~~ providing written notice to its resident
6 agent or, if the registered limited-liability partnership does not have
7 a resident agent, to a managing partner, that its certificate of
8 registration is revoked. ~~and~~ The written notice:

9 (a) Must include the amount of any fees and penalties incurred
10 that are due.

11 (b) At the request of the resident agent or managing partner,
12 may be provided electronically.

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

14 87.530 1. Except as otherwise provided in subsection 3, the
15 Secretary of State shall reinstate the certificate of registration of a
16 registered limited-liability partnership that is revoked pursuant to
17 NRS 87.520 if the registered limited-liability partnership:

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

19 (1) The information required by NRS 87.510; and

20 (2) A certificate of acceptance of appointment signed by its
21 resident agent; and

22 (b) Pays to the Secretary of State:

23 (1) The fee required to be paid ~~by that section;~~ pursuant to
24 NRS 87.510;

25 (2) Any penalty required to be paid pursuant to NRS 87.520;
26 and

27 (3) A reinstatement fee of ~~[\$200.~~

28 ~~2. Upon reinstatement of a certificate of registration pursuant~~
29 ~~to this section,~~ \$300.

30 2. When the Secretary of State reinstates the registered
31 limited-liability partnership, he shall ~~:~~

32 ~~(a) Deliver to the registered limited liability partnership a~~
33 ~~certificate of reinstatement authorizing it to transact business~~
34 ~~retroactively from the date the fee required by NRS 87.510 was due;~~
35 ~~and~~

36 ~~(b) Upon request,~~ issue to the registered limited-liability
37 partnership ~~one or more certified copies of the~~ a certificate of
38 reinstatement ~~if the registered limited-liability partnership:~~

39 (a) Requests a certificate of reinstatement; and

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

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



1 **Sec. 86.** NRS 87.547 is hereby amended to read as follows:
2 87.547 1. A *registered* limited-liability partnership may
3 correct a document filed by the Secretary of State with respect to the
4 *registered* limited-liability partnership if the document contains an
5 inaccurate record of a partnership action described in the document
6 or was defectively executed, attested, sealed, verified or
7 acknowledged.

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

10 (a) Prepare a certificate of correction that:

11 (1) States the name of the *registered* limited-liability
12 partnership;

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

15 (3) Specifies the inaccuracy or defect;

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

18 (5) Is signed by a managing partner of the *registered* limited-
19 liability partnership.

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

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

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

26 **Sec. 86.5.** NRS 87.550 is hereby amended to read as follows:

27 87.550 In addition to any other fees required by NRS 87.440 to
28 87.540, inclusive, and 87.560, the Secretary of State shall charge
29 and collect the following fees for services rendered pursuant to
30 those sections:

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

33 2. For executing a certificate verifying the existence of a
34 registered limited-liability partnership, if the registered limited-
35 liability partnership has not filed a certificate of amendment, ~~[\$40.]~~
36 \$50.

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

40 4. For executing, certifying or filing any certificate or
41 document not required by NRS 87.440 to 87.540, inclusive, and
42 87.560, ~~[\$40.]~~ \$50.

43 5. For any copies made by the Office of the Secretary of State,
44 ~~[\$1]~~ \$2 per page.



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

3 **Sec. 87.** Chapter 88 of NRS is hereby amended by adding
4 thereto the provisions set forth as sections 87.1 to 95, inclusive, of
5 this act.

6 **Sec. 87.1. 1.** *To become a registered limited-liability limited*
7 *partnership, a limited partnership shall file with the Secretary of*
8 *State a certificate of registration stating each of the following:*

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

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

11 (c) *The name of the person designated as the resident agent of*
12 *the limited partnership, the street address of the resident agent*
13 *where process may be served upon the partnership and the mailing*
14 *address of the resident agent if it is different from his street*
15 *address.*

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

18 (e) *The name and business address of each initial general*
19 *partner.*

20 (f) *That the limited partnership thereafter will be a registered*
21 *limited-liability limited partnership.*

22 (g) *Any other information that the limited partnership wishes*
23 *to include.*

24 2. *The certificate of registration must be executed by the vote*
25 *necessary to amend the partnership agreement or, in the case of a*
26 *partnership agreement that expressly considers contribution*
27 *obligations, the vote necessary to amend those provisions.*

28 3. *The Secretary of State shall register a registered limited-*
29 *liability limited partnership any limited partnership that submits a*
30 *completed certificate of registration with the required fee.*

31 4. *The registration of a registered limited-liability limited*
32 *partnership is effective at the time of the filing of the certificate of*
33 *registration.*

34 **Sec. 87.2. 1.** *The name proposed for a registered limited-*
35 *liability limited partnership must contain the words "Limited-*
36 *Liability Limited Partnership" or "Registered Limited-Liability*
37 *Limited Partnership" or the abbreviation "L.L.L.P." or "LLLP"*
38 *as the last words or letters of the name and must be*
39 *distinguishable on the records of the Secretary of State from the*
40 *names of all other artificial persons formed, organized, registered*
41 *or qualified pursuant to the provisions of this title that are on file*
42 *in the Office of the Secretary of State and all names that are*
43 *reserved in the Office of the Secretary of State pursuant to the*
44 *provisions of this title. If the name of the registered limited-*
45 *liability limited partnership on a certificate of registration of*



1 *limited-liability limited partnership submitted to the Secretary of*
2 *State is not distinguishable from any name on file or reserved*
3 *name, the Secretary of State shall return the certificate to the*
4 *person who signed it, unless the written, acknowledged consent to*
5 *the same name of the holder of the name on file or reserved name*
6 *to use the name accompanies the certificate.*

7 2. *The Secretary of State shall not accept for filing any*
8 *certificate of registration or any certificate of amendment of a*
9 *certificate of registration of any registered limited-liability limited*
10 *partnership formed or existing pursuant to the laws of this state*
11 *which provides that the name of the registered limited-liability*
12 *limited partnership contains the words "unit-owners' association"*
13 *or "homeowners' association" or if it appears in the certificate of*
14 *registration or certificate of amendment that the purpose of the*
15 *registered limited-liability limited partnership is to operate as a*
16 *unit-owners' association pursuant to chapter 116 of NRS unless*
17 *the Administrator of the Real Estate Division of the Department of*
18 *Business and Industry certifies that the registered limited-liability*
19 *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 3. *For the purposes of this section, a proposed name is not*
25 *distinguishable from a name on file or reserved name solely*
26 *because one or the other contains distinctive lettering, a distinctive*
27 *mark, a trademark or a trade name, or any combination thereof.*

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

33 5. *The Secretary of State may adopt regulations that interpret*
34 *the requirements of this section.*

35 **Sec. 87.3. 1.** *The registration of a registered limited-*
36 *liability limited partnership is effective until:*

37 (a) *Its certificate of registration is revoked pursuant to NRS*
38 *88.405; or*

39 (b) *The registered limited-liability limited partnership files*
40 *with the Secretary of State a written notice of withdrawal executed*
41 *by a general partner. The notice must be accompanied by a fee of*
42 *\$60.*

43 2. *Upon notification from the Administrator of the Real*
44 *Estate Division of the Department of Business and Industry that a*
45 *registered limited-liability limited partnership which is a unit-*



1 owners' association as defined in NRS 116.110315 has failed to
2 register pursuant to NRS 116.31158 or failed to pay the fees
3 pursuant to NRS 116.31155, the Secretary of State shall deem the
4 registered limited-liability limited partnership to be in default. If,
5 after the registered limited-liability limited partnership is deemed
6 to be in default, the Administrator notifies the Secretary of State
7 that the registered limited-liability limited partnership has
8 registered pursuant to NRS 116.31158 and paid the fees pursuant
9 to NRS 116.31155, the Secretary of State shall reinstate the
10 registered limited-liability limited partnership if the registered
11 limited-liability limited partnership complies with the requirements
12 for reinstatement as provided in this section and NRS 87.510 and
13 87.530.

14 **Sec. 87.4.** *The status of a limited partnership as a registered*
15 *limited-liability limited partnership, and the liability of its*
16 *partners, are not affected by errors in the information contained*
17 *in a certificate of registration or an annual list required to be filed*
18 *with the Secretary of State, or by changes after the filing of such a*
19 *certificate or list in the information contained in the certificate or*
20 *list.*

21 **Sec. 87.5. 1.** *Notwithstanding any provision in a*
22 *partnership agreement that may have existed before a*
23 *limited partnership became a registered limited-liability limited*
24 *partnership pursuant to section 87.1 of this act, if a registered*
25 *limited-liability limited partnership incurs a debt or liability:*

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

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

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

38 **Sec. 87.6. 1.** *Except as otherwise provided by specific*
39 *statute, no partner of a registered limited-liability limited*
40 *partnership is individually liable for a debt or liability of the*
41 *registered limited-liability limited partnership, unless the partner*
42 *acts as the alter ego of the registered limited-liability limited*
43 *partnership.*

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



1 (a) *The registered limited-liability limited partnership is*
2 *influenced and governed by the partner;*

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

6 (c) *Adherence to the fiction of a separate entity would sanction*
7 *fraud or promote a manifest injustice.*

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

11 **Sec. 87.7.** *To the extent permitted by the law of that*
12 *jurisdiction:*

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

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

24 **Sec. 87.8.** *The name of a foreign registered limited-liability*
25 *limited partnership that is doing business in this state must*
26 *contain the words "Limited-Liability Limited Partnership" or*
27 *"Registered Limited-Liability Limited Partnership" or the*
28 *abbreviations "L.L.L.P." or "LLLP," or such other words or*
29 *abbreviations as may be required or authorized by the laws of the*
30 *other jurisdiction, as the last words or letters of the name.*

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

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

37 3. *If the provisions of the form prescribed by the Secretary of*
38 *State conflict with the provisions of any document that is*
39 *submitted for filing with the form:*

40 (a) *The provisions of the form control for all purposes with*
41 *respect to the information that is required by statute to appear in*
42 *the document in order for the document to be filed; and*

43 (b) *Unless otherwise provided in the document, the provisions*
44 *of the document control in every other situation.*



1 4. *The Secretary of State may by regulation provide for the*
2 *electronic filing of documents with the Office of the Secretary of*
3 *State.*
4 **Sec. 89. 1.** *Each foreign limited partnership doing business*
5 *in this state shall, on or before the last day of the month after the*
6 *filing of its application for registration as a foreign limited*
7 *partnership with the Secretary of State, and annually thereafter on*
8 *or before the last day of the month in which the anniversary date*
9 *of its qualification to do business in this state occurs in each year,*
10 *file with the Secretary of State a list, on a form furnished by him,*
11 *that contains:*
12 (i) *The name of the foreign limited partnership;*
13 (ii) *The file number of the foreign limited partnership, if*
14 *known;*
15 (iii) *The names of all its general partners;*
16 (iv) *The address, either residence or business, of each general*
17 *partner;*
18 (v) *The name and address of its resident agent in this state;*
19 *and*
20 (vi) *The signature of a general partner of the foreign limited*
21 *partnership certifying that the list is true, complete and accurate.*
22 2. *Each list filed pursuant to this section must be*
23 *accompanied by a declaration under penalty of perjury that the*
24 *foreign limited partnership:*
25 (i) *Has complied with the provisions of chapter 364A of NRS;*
26 *and*
27 (ii) *Acknowledges that pursuant to NRS 239.330 it is a*
28 *category C felony to knowingly offer any false or forged*
29 *instrument for filing in the Office of the Secretary of State.*
30 3. *Upon filing:*
31 (i) *The initial list required by this section, the foreign limited*
32 *partnership shall pay to the Secretary of State a fee of \$125.*
33 (ii) *Each annual list required by this section, the foreign*
34 *limited partnership shall pay to the Secretary of State a fee of*
35 *\$125.*
36 4. *The Secretary of State shall, 60 days before the last day for*
37 *filing each annual list required by subsection 1, cause to be mailed*
38 *to each foreign limited partnership which is required to comply*
39 *with the provisions of sections 89 to 95, inclusive, of this act, and*
40 *which has not become delinquent, the blank forms to be completed*
41 *and filed with him. Failure of any foreign limited partnership to*
42 *receive the forms does not excuse it from the penalty imposed by*
43 *the provisions of sections 89 to 95, inclusive, of this act.*
44 5. *An annual list for a foreign limited partnership not in*
45 *default which is received by the Secretary of State more than 90*



1 *days before its due date must be deemed an amended list for the*
2 *previous year and does not satisfy the requirements of subsection 1*
3 *for the year to which the due date is applicable.*

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

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

16 *2. If the addresses are not stated for each person on any list*
17 *offered for filing, the Secretary of State may refuse to file the list,*
18 *and the foreign limited partnership for which the list has been*
19 *offered for filing is subject to all the provisions of sections 89 to*
20 *95, inclusive, of this act relating to failure to file the list within or*
21 *at the times therein specified, unless a list is subsequently*
22 *submitted for filing which conforms to the provisions of this*
23 *section.*

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

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

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

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

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

43 *2. Immediately after the last day of the month in which the*
44 *anniversary date of the filing of the certificate of limited*
45 *partnership occurs, the Secretary of State shall compile a complete*



1 *list containing the names of all foreign limited partnerships whose*
2 *right to transact business has been forfeited.*

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

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

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

11 **Sec. 94. 1.** *Except as otherwise provided in subsections 3*
12 *and 4, the Secretary of State shall reinstate a foreign limited*
13 *partnership which has forfeited or which forfeits its right to*
14 *transact business under the provisions of this chapter and shall*
15 *restore to the foreign limited partnership its right to transact*
16 *business in this state, and to exercise its privileges and immunities,*
17 *if it:*

18 *(a) Files with the Secretary of State a list as provided in*
19 *sections 89 and 91 of this act; and*

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

21 *(1) The filing fee and penalty set forth in sections 89 and 92*
22 *of this act for each year or portion thereof that its right to transact*
23 *business was forfeited; and*

24 *(2) A fee of \$300 for reinstatement.*

25 *2. When the Secretary of State reinstates the foreign limited*
26 *partnership, he shall issue to the foreign limited partnership a*
27 *certificate of reinstatement if the foreign limited 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*
31 *unless all delinquent fees and penalties have been paid and the*
32 *revocation of the right to transact business occurred only by*
33 *reason of failure to pay the fees and penalties.*

34 *4. If the right of a foreign limited partnership to transact*
35 *business in this state has been forfeited pursuant to the provisions*
36 *of section 93 of this act and has remained forfeited for a period of*
37 *5 consecutive years, the right is not subject to reinstatement.*

38 **Sec. 95. 1.** *Except as otherwise provided in subsection 2, if*
39 *a foreign limited partnership applies to reinstate its certificate of*
40 *registration and its name has been legally reserved or acquired by*
41 *another artificial person formed, organized, registered or qualified*
42 *pursuant to the provisions of this title whose name is on file with*
43 *the Office of the Secretary of State or reserved in the Office of the*
44 *Secretary of State pursuant to the provisions of this title, the*
45 *foreign limited partnership must in its application for*



1 *reinstatement submit in writing to the Secretary of State some*
2 *other name under which it desires its existence to be reinstated. If*
3 *that name is distinguishable from all other names reserved or*
4 *otherwise on file, the Secretary of State shall reinstate the foreign*
5 *limited partnership under that new name.*

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

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

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

18 **Sec. 95.5.** NRS 88.315 is hereby amended to read as follows:

19 88.315 As used in this chapter, unless the context otherwise
20 requires:

21 1. "Certificate of limited partnership" means the certificate
22 referred to in NRS 88.350, and the certificate as amended or
23 restated.

24 2. "Contribution" means any cash, property, services rendered,
25 or a promissory note or other binding obligation to contribute cash
26 or property or to perform services, which a partner contributes to a
27 limited partnership in his capacity as a partner.

28 3. "Event of withdrawal of a general partner" means an event
29 that causes a person to cease to be a general partner as provided in
30 NRS 88.450.

31 4. "Foreign limited partnership" means a partnership formed
32 under the laws of any state other than this state and having as
33 partners one or more general partners and one or more limited
34 partners.

35 5. *"Foreign registered limited-liability limited partnership"*
36 *means a foreign limited-liability limited partnership:*

37 (a) *Formed pursuant to an agreement governed by the laws of*
38 *another state; and*

39 (b) *Registered pursuant to and complying with NRS 88.570 to*
40 *88.605, inclusive, and section 87.8 of this act.*

41 6. "General partner" means a person who has been admitted to
42 a limited partnership as a general partner in accordance with the
43 partnership agreement and named in the certificate of limited
44 partnership as a general partner.



1 ~~[6.]~~ 7. "Limited partner" means a person who has been
2 admitted to a limited partnership as a limited partner in accordance
3 with the partnership agreement.

4 ~~[7.]~~ 8. "Limited partnership" and "domestic limited
5 partnership" mean a partnership formed by two or more persons
6 under the laws of this state and having one or more general partners
7 and one or more limited partners.

8 ~~[8.]~~ 9. "Partner" means a limited or general partner.

9 ~~[9.]~~ 10. "Partnership agreement" means any valid agreement,
10 written or oral, of the partners as to the affairs of a limited
11 partnership and the conduct of its business.

12 ~~[10.]~~ 11. "Partnership interest" means a partner's share of the
13 profits and losses of a limited partnership and the right to receive
14 distributions of partnership assets.

15 ~~[11.]~~ 12. *"Registered limited-liability limited partnership"*
16 *means a limited partnership:*

17 (a) *Formed pursuant to an agreement governed by this*
18 *chapter; and*

19 (b) *Registered pursuant to and complying with NRS 88.350 to*
20 *88.415, inclusive, and sections 87.1, 87.2 and 87.3 of this act.*

21 13. "Registered office" means the office maintained at the
22 street address of the resident agent.

23 ~~[12.]~~ 14. "Resident agent" means the agent appointed by the
24 limited partnership upon whom process or a notice or demand
25 authorized by law to be served upon the limited partnership may be
26 served.

27 ~~[13.]~~ 15. "Sign" means to affix a signature to a document.

28 ~~[14.]~~ 16. "Signature" means a name, word or mark executed or
29 adopted by a person with the present intention to authenticate a
30 document. The term includes, without limitation, an electronic
31 signature as defined in NRS 719.100.

32 ~~[15.]~~ 17. "State" means a state, territory or possession of the
33 United States, the District of Columbia or the Commonwealth of
34 Puerto Rico.

35 ~~[16.]~~ 18. "Street address" of a resident agent means the actual
36 physical location in this state at which a resident is available for
37 service of process.

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

39 88.320 1. ~~[The]~~ *Except as otherwise provided in section 87.2*
40 *of this act, the* name proposed for a limited partnership as set forth
41 in its certificate of limited partnership:

42 (a) Must contain the words "Limited Partnership," or the
43 abbreviation "LP" or "L.P." ;

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



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

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

5 (c) Must be distinguishable on the records of the Secretary of
6 State from the names of all other artificial persons formed,
7 organized, registered or qualified pursuant to the provisions of this
8 title that are on file in the Office of the Secretary of State and all
9 names that are reserved in the Office of the Secretary of State
10 pursuant to the provisions of this title. If the name on the certificate
11 of limited partnership submitted to the Secretary of State is not
12 distinguishable from any name on file or reserved name, the
13 Secretary of State shall return the certificate to the filer, unless
14 the written, acknowledged consent to the use of the same or the
15 requested similar name of the holder of the name on file or reserved
16 name accompanies the certificate of limited partnership.

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

21 3. *The Secretary of State shall not accept for filing any*
22 *certificate of limited partnership for any limited partnership*
23 *formed or existing pursuant to the laws of this state which*
24 *provides that the name of the limited partnership contains the*
25 *words "accountant," "accounting," "accountancy," "auditor" or*
26 *"auditing" unless the Nevada State Board of Accountancy*
27 *certifies that the limited partnership:*

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

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

34 4. *The Secretary of State shall not accept for filing any*
35 *certificate of limited partnership for any limited partnership*
36 *formed or existing pursuant to the laws of this state which*
37 *provides that the name of the limited partnership contains the*
38 *word "bank" or "trust" unless:*

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

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



1 5. *The Secretary of State shall not accept for filing any*
2 *certificate of limited partnership for any limited partnership*
3 *formed or existing pursuant to the provisions of this chapter if it*
4 *appears from the certificate of limited partnership that the*
5 *business to be carried on by the limited partnership is subject to*
6 *supervision by the Commissioner of Insurance or by the*
7 *Commissioner of Financial Institutions, unless the certificate of*
8 *limited partnership is approved by the Commissioner who will*
9 *supervise the business of the limited partnership.*

10 6. *Except as otherwise provided in subsection 5, the Secretary*
11 *of State shall not accept for filing any certificate of limited*
12 *partnership for any limited partnership formed or existing*
13 *pursuant to the laws of this state which provides that the name of*
14 *the limited partnership contains the words "engineer,"*
15 *"engineered," "engineering," "professional engineer," "registered*
16 *engineer" or "licensed engineer" unless:*

17 (a) *The State Board of Professional Engineers and Land*
18 *Surveyors certifies that the principals of the limited partnership*
19 *are licensed to practice engineering pursuant to the laws of this*
20 *state; or*

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

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

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

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

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

42 ~~4.~~ 9. *The Secretary of State may adopt regulations that*
43 *interpret the requirements of this section.*



1 **Sec. 97.** NRS 88.327 is hereby amended to read as follows:
2 88.327 1. Except as otherwise provided in subsection 2, if a
3 limited partnership applies to reinstate its right to transact business
4 but its name has been legally *reserved or* acquired by any other
5 artificial person formed, organized, registered or qualified pursuant
6 to the provisions of this title whose name is on file with the Office
7 of the Secretary of State or reserved in the Office of the Secretary of
8 State pursuant to the provisions of this title, the applying limited
9 partnership shall submit in writing to the Secretary of State some
10 other name under which it desires its right to be reinstated. If that
11 name is distinguishable from all other names reserved or otherwise
12 on file, the Secretary of State shall ~~issue to the applying~~ *reinstate*
13 *the* limited partnership ~~[a certificate of reinstatement]~~ under that
14 new name.

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

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

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

27 **Sec. 97.2.** NRS 88.331 is hereby amended to read as follows:

28 88.331 1. If a limited partnership created pursuant to this
29 chapter desires to change its resident agent, the change may be
30 effected by filing with the Secretary of State a certificate of change
31 ~~[a]~~ *of resident agent*, signed by a general partner, which sets forth:

- 32 (a) The name of the limited partnership;
33 (b) The name and street address of its present resident agent; and
34 (c) The name and street address of the new resident agent.

35 2. The new resident agent's certificate of acceptance must be a
36 part of or attached to the certificate of change ~~[a]~~

37 ~~—3.—~~ ~~The~~ *of resident agent.*

38 3. *If the name of a resident agent is changed as a result of a*
39 *merger, conversion, exchange, sale, reorganization or*
40 *amendment, the resident agent shall:*

41 (a) *File with the Secretary of State a certificate of name*
42 *change of resident agent that includes:*

43 (1) *The current name of the resident agent as filed with the*
44 *Secretary of State;*

45 (2) *The new name of the resident agent; and*



1 (3) *The name and file number of each artificial person*
2 *formed, organized, registered or qualified pursuant to the*
3 *provisions of this title that the resident agent represents; and*
4 *(b) Pay to the Secretary of State a filing fee of \$100.*

5 4. A change authorized by this section becomes effective upon
6 the filing of the *proper* certificate of change.

7 **Sec. 97.4.** NRS 88.332 is hereby amended to read as follows:

8 88.332 1. ~~Any person who has been designated by a limited~~
9 ~~partnership as its~~ A resident agent ~~and who thereafter~~ *who* desires
10 to resign shall ~~file~~ :

11 (a) *File* with the Secretary of State a signed statement *in the*
12 *manner provided pursuant to subsection 1 of NRS 78.097* that he is
13 unwilling to continue to act as the resident agent of the limited
14 partnership ~~and~~ *for the service of process; and*

15 (b) *Pay to the Secretary of State the filing fee set forth in*
16 *subsection 1 of NRS 78.097.*

17 A resignation is not effective until the signed statement is filed with
18 the Secretary of State.

19 2. The statement of resignation may contain a statement by the
20 affected limited partnership appointing a successor resident agent
21 for the limited partnership. A certificate of acceptance executed by
22 the new agent, stating the full name, complete street address and, if
23 different from the street address, mailing address of the new agent,
24 must accompany the statement appointing the new agent.

25 ~~2.~~ 3. Upon the filing of the statement with the Secretary of
26 State, the capacity of the person as resident agent terminates. If the
27 statement of resignation does not contain a statement by the limited
28 partnership appointing a successor resident agent, the resigning
29 agent shall immediately give written notice, by mail, to the limited
30 partnership of the filing of the statement and the effect thereof. The
31 notice must be addressed to a general partner of the partnership
32 other than the resident agent.

33 ~~3.~~ 4. If a designated resident agent dies, resigns or removes
34 from the State, the limited partnership, within 30 days thereafter,
35 shall file with the Secretary of State a certificate of acceptance,
36 executed by the new resident agent. The certificate must set forth
37 the full name, complete street address and, if different from the
38 street address, mailing address of the newly designated resident
39 agent.

40 ~~4.~~ 5. Each limited partnership which fails to file a certificate
41 of acceptance executed by the new resident agent within 30 days
42 after the death, resignation or removal of its resident agent as
43 provided in subsection ~~3~~ 4 shall be deemed in default and is
44 subject to the provisions of NRS 88.400 and 88.405.



1 **Sec. 97.6.** NRS 88.335 is hereby amended to read as follows:
2 88.335 1. A limited partnership shall keep at the office
3 referred to in paragraph (a) of subsection 1 of NRS 88.330 the
4 following:

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

8 (b) A copy of the certificate of limited partnership and all
9 certificates of amendment thereto, together with executed copies of
10 any powers of attorney pursuant to which any certificate has been
11 executed;

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

14 (d) Copies of any then effective written partnership agreements
15 ~~and~~;

16 (e) *Copies* of any financial statements of the limited partnership
17 for the 3 most recent years; and

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

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

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

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

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

31 2. *In lieu of keeping at an office in this state the information*
32 *required in paragraphs (a), (c), (e) and (f) of subsection 1, the*
33 *limited partnership may keep a statement with the resident agent*
34 *setting out the name of the custodian of the information required*
35 *in paragraphs (a), (c), (e) and (f) of subsection 1, and the present*
36 *and complete post office address, including street and number, if*
37 *any, where the information required in paragraphs (a), (c), (e) and*
38 *(f) of subsection 1 is kept.*

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

42 **Sec. 97.8.** NRS 88.339 is hereby amended to read as follows:

43 88.339 1. A limited partnership may correct a document filed
44 by the Secretary of State with respect to the limited partnership if
45 the document contains an inaccurate record of a partnership action



1 described in the document or was defectively executed, attested,
2 sealed, verified or acknowledged.

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

4 (a) Prepare a certificate of correction that:

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

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

8 (3) Specifies the inaccuracy or defect;

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

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

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

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

14 3. A certificate of correction is effective on the effective date
15 of the document it corrects except as to persons relying on the
16 uncorrected document and adversely affected by the correction. As
17 to those persons, the certificate is effective when filed.

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

19 88.340 The Secretary of State may microfilm *or image* any
20 document which is filed in his office by or relating to a limited
21 partnership pursuant to this chapter and may return the original
22 document to the filer.

23 **Sec. 98.5.** NRS 88.350 is hereby amended to read as follows:

24 88.350 1. In order to form a limited partnership, a certificate
25 of limited partnership must be executed and filed in the Office of the
26 Secretary of State. The certificate must set forth:

27 (a) The name of the limited partnership;

28 (b) The address of the office which contains records and the
29 name and address of the resident agent required to be maintained by
30 NRS 88.330;

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

33 (d) *The name and business address of each initial general*
34 *partner;*

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

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

39 2. A certificate of acceptance of appointment of a resident
40 agent, executed by the agent, must be filed with the certificate of
41 limited partnership.

42 3. A limited partnership is formed at the time of the filing of
43 the certificate of limited partnership and the certificate of acceptance
44 in the Office of the Secretary of State or at any later time specified



1 in the certificate of limited partnership if, in either case, there has
2 been substantial compliance with the requirements of this section.

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

4 88.360 A certificate of limited partnership must be cancelled
5 upon the dissolution and the commencement of winding up of the
6 partnership or at any other time there are no limited partners. A
7 certificate of cancellation must be filed in the Office of the Secretary
8 of State and set forth:

- 9 1. The name of the limited partnership;
- 10 2. ~~{The date of filing of its certificate of limited partnership;~~
- 11 ~~—3.}~~ The reason for filing the certificate of cancellation;
- 12 ~~{4.}~~ 3. The effective date, which must be a date certain, of
13 cancellation if it is not to be effective upon the filing of the
14 certificate; and
- 15 ~~{5.}~~ 4. Any other information the general partners filing the
16 certificate determine.

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

18 88.395 1. A limited partnership shall, on or before the ~~{first}~~
19 *last* day of the ~~{second}~~ *first* month after the filing of its certificate
20 of limited partnership with the Secretary of State, and annually
21 thereafter on or before the last day of the month in which the
22 anniversary date of the filing of its certificate of limited partnership
23 occurs, file with the Secretary of State, on a form furnished by him,
24 a list that contains:

- 25 (a) The name of the limited partnership;
- 26 (b) The file number of the limited partnership, if known;
- 27 (c) The names of all of its general partners;
- 28 (d) The ~~{mailing or street}~~ address, either residence or business,
29 of each general partner;
- 30 (e) The name and ~~{street}~~ address of the *lawfully designated*
31 resident agent of the limited partnership; and
- 32 (f) The signature of a general partner of the limited partnership
33 certifying that the list is true, complete and accurate.

34 Each list filed pursuant to this subsection must be accompanied by a
35 declaration under penalty of perjury that the limited partnership has
36 complied with the provisions of chapter 364A of NRS ~~{~~

37 ~~—2. Upon}~~ *and which acknowledges that pursuant to NRS*
38 *239.330 it is a category C felony to knowingly offer any false or*
39 *forged instrument for filing in the Office of the Secretary of State.*

40 *2. Except as otherwise provided in subsection 3, a limited*
41 *partnership shall, upon* filing:

- 42 (a) The initial list required by subsection 1, ~~{the limited~~
43 ~~partnership shall}~~ pay to the Secretary of State a fee of ~~{ \$165. }~~ *\$125.*
- 44 (b) Each annual list required by subsection 1, ~~{the limited~~
45 ~~partnership shall}~~ pay to the Secretary of State a fee of ~~{ \$85. }~~ *\$125.*



1 3. *A registered limited-liability limited partnership shall,*
2 *upon filing:*
3 (a) *The initial list required by subsection 1, pay to the*
4 *Secretary of State a fee of \$125.*
5 (b) *Each annual list required by subsection 1, pay to the*
6 *Secretary of State a fee of \$175.*
7 4. *If a general partner of a limited partnership resigns and*
8 *the resignation is not made in conjunction with the filing of an*
9 *annual or amended list of general partners, the limited*
10 *partnership shall pay to the Secretary of State a fee of \$75 to file*
11 *the resignation of the general partner.*
12 5. The Secretary of State shall, 60 days before the last day for
13 filing each annual list required by subsection 1, cause to be mailed
14 to each limited partnership *which is* required to comply with the
15 provisions of this section , *and* which has not become delinquent , a
16 notice of the fee due pursuant to the provisions of subsection 2 *or 3,*
17 *as appropriate,* and a reminder to file the annual list. Failure of any
18 limited partnership to receive a notice or form does not excuse it
19 from the penalty imposed by NRS 88.400.
20 ~~[4.]~~ 6. If the list to be filed pursuant to the provisions of
21 subsection 1 is defective or the fee required by subsection 2 *or 3*
22 is not paid, the Secretary of State may return the list for correction or
23 payment.
24 ~~[5.]~~ 7. An annual list for a limited partnership not in default
25 that is received by the Secretary of State more than ~~[60]~~ *90* days
26 before its due date shall be deemed an amended list for the previous
27 year and does not satisfy the requirements of subsection 1 for the
28 year to which the due date is applicable.
29 ~~[6.]~~ 8. A filing made pursuant to this section does not satisfy
30 the provisions of NRS 88.355 and may not be substituted for filings
31 submitted pursuant to NRS 88.355.
32 **Sec. 101.** NRS 88.400 is hereby amended to read as follows:
33 88.400 1. If a limited partnership has filed the list in
34 compliance with NRS 88.395 and has paid the appropriate fee for
35 the filing, the cancelled check *or other proof of payment* received
36 by the limited partnership constitutes a certificate authorizing it to
37 transact its business within this state until the anniversary date of the
38 filing of its certificate of limited partnership in the next succeeding
39 calendar year. ~~[If the limited partnership desires a formal certificate~~
40 ~~upon its payment of the annual fee, its payment must be~~
41 ~~accompanied by a self-addressed, stamped envelope.]~~
42 2. Each limited partnership which refuses or neglects to file the
43 list and pay the fee within the time provided is in default.
44 3. *Upon notification from the Administrator of the Real*
45 *Estate Division of the Department of Business and Industry that a*



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

12 4. For default there must be added to the amount of the fee a
13 penalty of ~~[\$50.]~~ \$75 and unless the filings are made and the fee and
14 penalty are paid on or before the first day of the first anniversary of
15 the month following the month in which filing was required, the
16 defaulting limited partnership, by reason of its default, forfeits its
17 right to transact any business within this state.

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

19 88.405 1. The Secretary of State shall notify, by ~~letter~~
20 ~~addressed~~ *providing written notice* to its resident agent, each
21 defaulting limited partnership. The *written* notice ~~{must be~~
22 ~~accompanied by}~~ :

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

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

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

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

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

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

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

41 5. In case of revocation of the certificate and of the forfeiture
42 of the right to transact business thereunder, all the property and
43 assets of the defaulting domestic limited partnership are held in trust
44 by the general partners, and the same proceedings may be had with
45 respect thereto as for the judicial dissolution of a limited



1 partnership. Any person interested may institute proceedings at any
2 time after a forfeiture has been declared, but if the Secretary of State
3 reinstates the limited partnership, the proceedings must at once be
4 dismissed and all property restored to the general partners.

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

6 88.410 1. Except as otherwise provided in subsections 3 and
7 4, the Secretary of State ~~may:~~

8 ~~—(a) Reinstale] shall reinstate~~ any limited partnership which has
9 forfeited *or which forfeits* its right to transact business ~~]; and~~

10 ~~—(b) Restore] under the provisions of this chapter and restore~~
11 the limited partnership its right to carry on business in this state, and
12 to exercise its privileges and immunities ~~];~~
13 ~~upon the filing] if it:~~

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

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

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

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

20 (1) *The* filing fee and penalty set forth in NRS 88.395 and
21 88.400 for each year or portion thereof during which the certificate
22 has been revoked ~~[-and a]; and~~

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

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

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

29 ~~—(b) Upon demand,]~~ issue to the limited partnership ~~[one or more~~
30 ~~certified copies of the] a~~ certificate of reinstatement ~~[-] if the limited~~
31 ~~partnership:~~

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

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

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

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

40 **Sec. 103.3.** NRS 88.415 is hereby amended to read as follows:

41 88.415 The Secretary of State, for services relating to his
42 official duties and the records of his office, shall charge and collect
43 the following fees:

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



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

4 3. *For filing a certificate of* amendment of limited partnership
5 or restated certificate of limited partnership, ~~[\$150.~~
6 ~~3.] \$175.~~

7 4. For filing a certificate of a change of location of the records
8 office of a limited partnership or the office of its resident agent, or a
9 designation of a new resident agent, ~~[\$30.~~
10 ~~4.] \$60.~~

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

14 ~~5.] 6.~~ For certifying an authorized printed copy of the limited
15 partnership law, ~~[\$20.~~
16 ~~6.] \$30.~~

17 7. For reserving a limited partnership name, or for executing,
18 filing or certifying any other document, ~~[\$20.~~
19 ~~7.] \$25.~~

20 8. For copies made at the Office of the Secretary of State, ~~[\$1]~~
21 ~~8.] \$2~~ per page.

22 ~~8.] 9.~~ For filing a certificate of cancellation of a limited
23 partnership, ~~[\$60.] \$75.~~

24 Except as otherwise provided in this section, the fees set forth in
25 NRS 78.785 apply to this chapter.

26 **Sec. 103.5.** NRS 88.535 is hereby amended to read as follows:

27 88.535 1. On application to a court of competent jurisdiction
28 by any judgment creditor of a partner, the court may charge the
29 partnership interest of the partner with payment of the unsatisfied
30 amount of the judgment with interest. To the extent so charged, the
31 judgment creditor has only the rights of an assignee of the
32 partnership interest.

33 2. ~~[The court may appoint a receiver of the share of the~~
34 ~~distributions due or to become due to the judgment debtor in respect~~
35 ~~of the partnership. The receiver has only the rights of an assignee.~~
36 ~~The court may make all other orders, directions, accounts and~~
37 ~~inquiries that the judgment debtor might have made or which the~~
38 ~~circumstances of the case may require.~~

39 ~~3. A charging order constitutes a lien on the partnership~~
40 ~~interest of the judgment debtor. The court may order a foreclosure~~
41 ~~of the partnership interest subject to the charging order at any time.~~
42 ~~The purchaser at the foreclosure sale has only the rights of an~~
43 ~~assignee.~~



1 ~~—4. Unless otherwise provided in the articles of organization or~~
2 ~~operating agreement, at any time before foreclosure, a partnership~~
3 ~~interest charged may be redeemed:~~

4 ~~—(a) By the judgment debtor;~~

5 ~~—(b) With property other than property of the limited partnership,~~
6 ~~by one or more of the other partners; or~~

7 ~~—(c) By the limited partnership with the consent of all of the~~
8 ~~partners whose interests are not so charged.~~

9 ~~—5.] This section [provides] :~~

10 (a) *Provides* the exclusive remedy by which a judgment creditor
11 of a partner or an assignee of a partner may satisfy a judgment out
12 of the partnership interest of the judgment debtor.

13 ~~[6. No creditor of a partner has any right to obtain possession~~
14 ~~of, or otherwise exercise legal or equitable remedies with respect to,~~
15 ~~the property of the limited partnership.~~

16 ~~—7. This section does]~~

17 (b) *Does* not deprive any partner of the benefit of any exemption
18 laws applicable to his partnership interest.

19 **Sec. 103.7.** NRS 88.585 is hereby amended to read as follows:

20 88.585 ~~[A]~~ *Except as otherwise provided in section 87.8 of*
21 *this act, a* foreign limited partnership may register with the
22 Secretary of State under any name, whether or not it is the name
23 under which it is registered in its state of organization, that includes
24 without abbreviation the words “limited partnership” and that could
25 be registered by a domestic limited partnership.

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

27 88.595 A foreign limited partnership may cancel its
28 registration by filing with the Secretary of State a certificate of
29 cancellation signed by a general partner. The certificate must set
30 forth:

31 1. The name of the foreign limited partnership;

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

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

34 ~~[4.]~~ 3. The effective date of the cancellation if other than the
35 date of the filing of the certificate of cancellation; and

36 ~~[5.]~~ 4. Any other information deemed necessary by the general
37 partners of the partnership.

38 A cancellation does not terminate the authority of the Secretary of
39 State to accept service of process on the foreign limited partnership
40 with respect to causes of action arising out of the transactions of
41 business in this state.



1 **Sec. 105.** Chapter 88A of NRS is hereby amended by adding
2 thereto the provisions set forth as sections 106 to 113, inclusive, of
3 this act.

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

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

10 3. *If the provisions of the form prescribed by the Secretary of*
11 *State conflict with the provisions of any document that is*
12 *submitted for filing with the form:*

13 (a) *The provisions of the form control for all purposes with*
14 *respect to the information that is required by statute to appear in*
15 *the document in order for the document to be filed; and*

16 (b) *Unless otherwise provided in the document, the provisions*
17 *of the document control in every other situation.*

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

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

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

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

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

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

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

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

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

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

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



1 3. *Upon filing:*
2 (a) *The initial list required by this section, the foreign business*
3 *trust shall pay to the Secretary of State a fee of \$125.*
4 (b) *Each annual list required by this section, the foreign*
5 *business trust shall pay to the Secretary of State a fee of \$125.*
6 4. *The Secretary of State shall, 60 days before the last day for*
7 *filing each annual list required by subsection 1, cause to be mailed*
8 *to each foreign business trust which is required to comply with the*
9 *provisions of sections 107 to 113, inclusive, of this act, and which*
10 *has not become delinquent, the blank forms to be completed and*
11 *filed with him. Failure of any foreign business trust to receive the*
12 *forms does not excuse it from the penalty imposed by the*
13 *provisions of sections 107 to 113, inclusive, of this act.*
14 5. *An annual list for a foreign business trust not in default*
15 *which is received by the Secretary of State more than 90 days*
16 *before its due date must be deemed an amended list for the*
17 *previous year and does not satisfy the requirements of subsection 1*
18 *for the year to which the due date is applicable.*
19 **Sec. 108.** *If a foreign business trust has filed the initial or*
20 *annual list in compliance with section 107 of this act and has paid*
21 *the appropriate fee for the filing, the cancelled check or other*
22 *proof of payment received by the foreign business trust constitutes*
23 *a certificate authorizing it to transact its business within this state*
24 *until the last day of the month in which the anniversary of its*
25 *qualification to transact business occurs in the next succeeding*
26 *calendar year.*
27 **Sec. 109.** 1. *Each list required to be filed under the*
28 *provisions of sections 107 to 113, inclusive, of this act must, after*
29 *the name of each trustee listed thereon, set forth the address,*
30 *either residence or business, of each trustee.*
31 2. *If the addresses are not stated for each person on any list*
32 *offered for filing, the Secretary of State may refuse to file the list,*
33 *and the foreign business trust for which the list has been offered*
34 *for filing is subject to all the provisions of sections 107 to 113,*
35 *inclusive, of this act relating to failure to file the list within or at*
36 *the times therein specified, unless a list is subsequently submitted*
37 *for filing which conforms to the provisions of this section.*
38 **Sec. 110.** 1. *Each foreign business trust required to make a*
39 *filing and pay the fee prescribed in sections 107 to 113, inclusive,*
40 *of this act which refuses or neglects to do so within the time*
41 *provided is in default.*
42 2. *For default there must be added to the amount of the fee a*
43 *penalty of \$50, and unless the filing is made and the fee and*
44 *penalty are paid on or before the last day of the month in which*
45 *the anniversary date of the foreign business trust occurs, the*



1 *defaulting foreign business trust by reason of its default forfeits its*
2 *right to transact any business within this state. The fee and penalty*
3 *must be collected as provided in this chapter.*

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

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

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

12 2. *Immediately after the last day of the month in which the*
13 *anniversary date of the filing of the certificate of trust occurs,*
14 *the Secretary of State shall compile a complete list containing the*
15 *names of all foreign business trusts whose right to transact*
16 *business has been forfeited.*

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

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

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

25 **Sec. 112. 1.** *Except as otherwise provided in subsections 3*
26 *and 4, the Secretary of State shall reinstate a foreign business*
27 *trust which has forfeited or which forfeits its right to transact*
28 *business under the provisions of this chapter and shall restore to*
29 *the foreign business trust its right to transact business in this state,*
30 *and to exercise its privileges and immunities, if it:*

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

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

34 (1) *The filing fee and penalty set forth in sections 107 and*
35 *110 of this act for each year or portion thereof that its right to*
36 *transact business was forfeited; and*

37 (2) *A fee of \$300 for reinstatement.*

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

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

42 (b) *Pays the required fees pursuant to NRS 88A.900.*

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



1 *revocation of the right to transact business occurred only by*
2 *reason of failure to pay the fees and penalties.*

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

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

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

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

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

32 **Sec. 114.** NRS 88A.220 is hereby amended to read as follows:

33 88A.220 1. A certificate of trust may be amended by filing
34 with the Secretary of State a certificate of amendment signed by at
35 least one trustee. The certificate of amendment must set forth:

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

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



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

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

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

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

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

11 **Sec. 115.** NRS 88A.420 is hereby amended to read as follows:

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

16 1. The name of the business trust;

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

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

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

22 **Sec. 116.** NRS 88A.530 is hereby amended to read as follows:

23 88A.530 1. A resident agent who desires to resign shall
24 ~~file~~:

25 (a) *File* with the Secretary of State a signed statement ~~for each~~
26 ~~business trust for which~~ *in the manner provided pursuant to*
27 *subsection 1 of NRS 78.097 that* he is unwilling to continue to act
28 ~~as the resident agent of the business trust for the service of~~
29 *process; and*

30 (b) *Pay to the Secretary of State the filing fee set forth in*
31 *subsection 1 of NRS 78.097.*

32 A resignation is not effective until the signed statement is ~~so filed~~
33 *filed with the Secretary of State.*

34 2. The statement of resignation may contain a statement of the
35 affected business trust appointing a successor resident agent. A
36 certificate of acceptance executed by the new resident agent, stating
37 the full name, complete street address and, if different from the
38 street address, mailing address of the new resident agent, must
39 accompany the statement appointing a successor resident agent.

40 3. Upon the filing of the statement of resignation with the
41 Secretary of State, the capacity of the resigning person as resident
42 agent terminates. If the statement of resignation contains no
43 statement by the business trust appointing a successor resident
44 agent, the resigning agent shall immediately give written notice, by
45 mail, to the business trust of the filing of the statement of



1 resignation and its effect. The notice must be addressed to a trustee
2 of the business trust other than the resident agent.

3 4. If its resident agent dies, resigns or removes from the State,
4 a business trust, within 30 days thereafter, shall file with the
5 Secretary of State a certificate of acceptance executed by a new
6 resident agent. The certificate must set forth the full name and
7 complete street address of the new resident agent, and may contain a
8 mailing address, such as a post office box, different from the street
9 address.

10 5. A business trust that fails to file a certificate of acceptance
11 executed by its new resident agent within 30 days after the death,
12 resignation or removal of its former resident agent shall be deemed
13 in default and is subject to the provisions of NRS 88A.630 to
14 88A.660, inclusive.

15 **Sec. 117.** NRS 88A.540 is hereby amended to read as follows:

16 88A.540 1. If a business trust formed pursuant to this chapter
17 desires to change its resident agent, the change may be effected by
18 filing with the Secretary of State a certificate of change ~~of~~ *of*
19 *resident agent*, signed by at least one trustee of the business trust,
20 setting forth:

- 21 (a) The name of the business trust;
22 (b) The name and street address of the present resident agent;
23 and

24 (c) The name and street address of the new resident agent.

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

27 ~~of resident agent.~~

28 *3. If the name of a resident agent is changed as a result of a*
29 *merger, conversion, exchange, sale, reorganization or*
30 *amendment, the resident agent shall:*

31 *(a) File with the Secretary of State a certificate of name*
32 *change of resident agent that includes:*

33 *(1) The current name of the resident agent as filed with the*
34 *Secretary of State;*

35 *(2) The new name of the resident agent; and*

36 *(3) The name and file number of each artificial person*
37 *formed, organized, registered or qualified pursuant to the*
38 *provisions of this title that the resident agent represents; and*

39 *(b) Pay to the Secretary of State a filing fee of \$100.*

40 4. A change authorized by this section becomes effective upon
41 the filing of the *proper* certificate of change.

42 **Sec. 118.** NRS 88A.600 is hereby amended to read as follows:

43 88A.600 1. A business trust formed pursuant to this chapter
44 shall, on or before the ~~first~~ *last* day of the ~~second~~ *first* month
45 after the filing of its certificate of trust with the Secretary of State,



1 and annually thereafter on or before the last day of the month in
2 which the anniversary date of the filing of its certificate of trust with
3 the Secretary of State occurs, file with the Secretary of State, on a
4 form furnished by him, a list signed by at least one trustee that
5 contains the name and mailing address of its *lawfully designated*
6 resident agent and at least one trustee. Each list filed pursuant to this
7 subsection must be accompanied by a declaration under penalty of
8 perjury that the business trust ~~has~~ :

9 (a) *Has* complied with the provisions of chapter 364A of NRS
10 ~~[-]~~; and

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

14 2. Upon filing:

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

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

19 3. *If a trustee of a business trust resigns and the resignation*
20 *is not made in conjunction with the filing of an annual or*
21 *amended list of trustees, the business trust shall pay to the*
22 *Secretary of State a fee of \$75 to file the resignation of the trustee.*

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

30 ~~[-]~~ 5. An annual list for a business trust not in default which is
31 received by the Secretary of State more than ~~[60]~~ 90 days before its
32 due date shall be deemed an amended list for the previous year.

33 **Sec. 119.** NRS 88A.610 is hereby amended to read as follows:

34 88A.610 When the fee for filing the annual list has been paid,
35 the cancelled check *or other proof of payment* received by the
36 business trust constitutes a certificate authorizing it to transact its
37 business within this state until the last day of the month in which the
38 anniversary of the filing of its certificate of trust occurs in the next
39 succeeding calendar year. ~~[If the business trust desires a formal~~
40 ~~certificate upon its payment of the annual fee, its payment must be~~
41 ~~accompanied by a self-addressed, stamped envelope.]~~

42 **Sec. 120.** NRS 88A.620 is hereby amended to read as follows:

43 88A.620 1. Each list required to be filed pursuant to the
44 provisions of NRS 88A.600 to 88A.660, inclusive, must, after the



1 name of each trustee listed thereon, set forth his ~~post office box or~~
2 ~~street~~ address, either residence or business.

3 2. If the addresses are not stated on a list offered for filing, the
4 Secretary of State may refuse to file the list, and the business trust
5 for which the list has been offered for filing is subject to all the
6 provisions of NRS 88A.600 to 88A.660, inclusive, relating to failure
7 to file the list when or at the times therein specified, unless a list is
8 subsequently submitted for filing which conforms to the provisions
9 of those sections.

10 **Sec. 121.** NRS 88A.630 is hereby amended to read as follows:

11 88A.630 1. Each business trust required to file the list and
12 pay the fee prescribed in NRS 88A.600 to 88A.660, inclusive,
13 which refuses or neglects to do so within the time provided shall be
14 deemed in default.

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

18 **Sec. 122.** NRS 88A.640 is hereby amended to read as follows:

19 88A.640 1. The Secretary of State shall notify, by ~~letter~~
20 ~~addressed~~ *providing written notice* to its resident agent, each
21 business trust deemed in default pursuant to the provisions of this
22 chapter. The *written* notice ~~[must be accompanied by]~~ :

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

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

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

31 3. The Secretary of State shall compile a complete list
32 containing the names of all business trusts whose right to ~~do~~
33 *transact* business has been forfeited. ~~[He]~~

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

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

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

43 5. If the certificate of trust is revoked and the right to
44 transact business is forfeited, all the property and assets of the
45 defaulting business trust must be held in trust by its trustees as for



1 insolvent business trusts, and the same proceedings may be had with
2 respect thereto as are applicable to insolvent business trusts. Any
3 person interested may institute proceedings at any time after a
4 forfeiture has been declared, but if the Secretary of State reinstates
5 the certificate of trust, the proceedings must at once be dismissed.

6 **Sec. 123.** NRS 88A.650 is hereby amended to read as follows:
7 88A.650 1. Except as otherwise provided in ~~[subsection 3,]~~
8 *subsections 3 and 4*, the Secretary of State shall reinstate a business
9 trust which has forfeited *or which forfeits* its right to transact
10 business pursuant to the provisions of this chapter and *shall* restore
11 to the business trust its right to carry on business in this state, and to
12 exercise its privileges and immunities, if it:

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

14 (1) *The* list required by NRS 88A.600; *and*

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

17 (b) Pays to the Secretary of State:

18 (1) The filing fee and penalty set forth in NRS 88A.600 and
19 88A.630 for each year or portion thereof during which its certificate
20 of trust was revoked; and

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

22 2. When the Secretary of State reinstates the business trust, he
23 shall ~~[-~~:

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

27 ~~—(b) Upon demand,]~~ issue to the business trust ~~[one or more~~
28 ~~certified copies of the]~~ *a* certificate of reinstatement ~~[-]~~ *if the*
29 *business trust:*

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

31 (b) *Pays the required fees pursuant to subsection*
32 *NRS 88A.900.*

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

37 *4. If a certificate of business trust has been revoked pursuant*
38 *to the provisions of this chapter and has remained revoked for a*
39 *period of 5 consecutive years, the certificate must not be*
40 *reinstated.*

41 **Sec. 124.** NRS 88A.660 is hereby amended to read as follows:

42 88A.660 1. Except as otherwise provided in subsection 2, if a
43 certificate of trust is revoked pursuant to the provisions of this
44 chapter and the name of the business trust has been legally reserved
45 or acquired by another artificial person formed, organized,



1 registered or qualified pursuant to the provisions of this title whose
2 name is on file with the Office of the Secretary of State or reserved
3 in the Office of the Secretary of State pursuant to the provisions of
4 this title, the business trust shall submit in writing to the Secretary
5 of State some other name under which it desires to be reinstated. If
6 that name is distinguishable from all other names reserved or
7 otherwise on file, the Secretary of State shall ~~issue to~~ *reinstate* the
8 business trust ~~[a certificate of reinstatement]~~ under that new name.

9 2. If the defaulting business trust submits the written,
10 acknowledged consent of the artificial person using a name, or the
11 person who has reserved a name, which is not distinguishable from
12 the old name of the business trust or a new name it has submitted, it
13 may be reinstated under that name.

14 **Sec. 125.** NRS 88A.710 is hereby amended to read as follows:

15 88A.710 Before transacting business in this state, a foreign
16 business trust shall register with the Secretary of State. In order to
17 register, a foreign business trust shall submit to the Secretary of
18 State an application for registration as a foreign business trust,
19 signed by a trustee, and a signed certificate of acceptance of a
20 resident agent. The application for registration must set forth:

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

24 2. The state and date of its formation;

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

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

30 5. The name and ~~[business]~~ address , *either residence or*
31 *business*, of one trustee.

32 **Sec. 126.** NRS 88A.740 is hereby amended to read as follows:

33 88A.740 A foreign business trust may cancel its registration by
34 filing with the Secretary of State a certificate of cancellation signed
35 by a trustee. The certificate must set forth:

36 1. The name of the foreign business trust;

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

38 ~~—3.]~~ The effective date of the cancellation if other than the date
39 of the filing of the certificate of cancellation; and

40 ~~[4.]~~ 3. Any other information deemed necessary by the
41 trustee.

42 A cancellation does not terminate the authority of the Secretary of
43 State to accept service of process on the foreign business trust with
44 respect to causes of action arising out of the transaction of business
45 in this state.



1 **Sec. 127.** NRS 88A.900 is hereby amended to read as follows:
2 88A.900 The Secretary of State shall charge and collect the
3 following fees for:

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

32 **Sec. 128.** NRS 88A.930 is hereby amended to read as follows:
33 88A.930 1. A business trust may correct a document filed by
34 the Secretary of State with respect to the business trust if the
35 document contains an inaccurate record of a trust action described in
36 the document or was defectively executed, attested, sealed, verified
37 or acknowledged.

- 38 2. To correct a document, the business trust must:
 - 39 (a) Prepare a certificate of correction that:
 - 40 (1) States the name of the business trust;
 - 41 (2) Describes the document, including, without limitation, its
42 filing date;
 - 43 (3) Specifies the inaccuracy or defect;
 - 44 (4) Sets forth the inaccurate or defective portion of the
45 document in an accurate or corrected form; and



- 1 (5) Is signed by a trustee of the business trust.
- 2 (b) Deliver the certificate to the Secretary of State for filing.
- 3 (c) Pay a filing fee of ~~[\$150]~~ \$175 to the Secretary of State.

4 3. A certificate of correction is effective on the effective date
5 of the document it corrects except as to persons relying on the
6 uncorrected document and adversely affected by the correction. As
7 to those persons, the certificate is effective when filed.

8 **Sec. 129.** Chapter 89 of NRS is hereby amended by adding
9 thereto a new section to read as follows:

10 *1. Each document filed with the Secretary of State pursuant*
11 *to this chapter must be on or accompanied by a form prescribed by*
12 *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*
18 *submitted for filing with the form:*

19 *(a) The provisions of the form control for all purposes with*
20 *respect to the information that is required by statute to appear in*
21 *the document in order for the document to be filed; and*

22 *(b) Unless otherwise provided in the document, the provisions*
23 *of the document control in every 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. 130.** NRS 89.040 is hereby amended to read as follows:

28 89.040 1. One or more persons may organize a professional
29 corporation in the manner provided for organizing a private
30 corporation pursuant to chapter 78 of NRS. Each person organizing
31 the corporation must, except as otherwise provided in subsection 2
32 of NRS 89.050, be authorized to perform the professional service
33 for which the corporation is organized. The articles of incorporation
34 must contain the following additional information:

35 (a) The profession to be practiced by means of the professional
36 corporation.

37 (b) The names and ~~[post-office boxes or street]~~ addresses, either
38 residence or business, of the original stockholders and directors of
39 the professional corporation.

40 (c) Except as otherwise provided in paragraph (d) of this
41 subsection, a certificate from the regulating board of the profession
42 to be practiced showing that each of the directors, and each of the
43 stockholders who is a natural person, is licensed to practice the
44 profession.



1 (d) For a professional corporation organized pursuant to this
2 chapter and practicing pursuant to the provisions of NRS 623.349, a
3 certificate from the regulating board or boards of the profession or
4 professions to be practiced showing that control and two-thirds
5 ownership of the corporation is held by persons registered or
6 licensed pursuant to the applicable provisions of chapter 623, 623A
7 or 625 of NRS. As used in this paragraph, "control" has the meaning
8 ascribed to it in NRS 623.349.

9 2. The corporate name of a professional corporation must
10 contain the words "Professional Corporation" or the abbreviation
11 "Prof. Corp.," "*P.C.*" or "*PC.*," or the word "Chartered" or *the*
12 *abbreviation "Chtd.,"* or "Limited" or the abbreviation "Ltd." The
13 corporate name must contain the last name of one or more of its
14 stockholders. The corporation may render professional services and
15 exercise its authorized powers under a fictitious name if the
16 corporation has first registered the name in the manner required by
17 chapter 602 of NRS.

18 **Sec. 131.** NRS 89.210 is hereby amended to read as follows:

19 89.210 1. Within 30 days after the organization of a
20 professional association under this chapter, the association shall file
21 with the Secretary of State a copy of the articles of association, duly
22 executed, and shall pay at that time a filing fee of ~~[\$175. Any such~~
23 ~~association formed as a common law association before July 1,~~
24 ~~1969, shall file, within 30 days after July 1, 1969, a certified copy of~~
25 ~~its articles of association, with any amendments thereto, with the~~
26 ~~Secretary of State, and shall pay at that time a filing fee of \$25.]~~
27 *\$75.* A copy of any amendments to the articles of association
28 ~~[adopted after July 1, 1969,]~~ must also be filed with the Secretary of
29 State within 30 days after the adoption of such amendments. Each
30 copy of amendments so filed must be certified as true and correct
31 and be accompanied by a filing fee of ~~[\$150.]~~ *\$175.*

32 2. The name of such a professional association must contain
33 the words "Professional Association," "Professional Organization"
34 or the abbreviations "Prof. Ass'n" or "Prof. Org." The association
35 may render professional services and exercise its authorized powers
36 under a fictitious name if the association has first registered the
37 name in the manner required under chapter 602 of NRS.

38 **Sec. 132.** NRS 89.250 is hereby amended to read as follows:

39 89.250 1. Except as otherwise provided in subsection 2, a
40 professional association shall, on or before the ~~[first]~~ *last* day of the
41 ~~[second]~~ *first* month after the filing of its articles of association 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 organization
44 occurs in each year, furnish a statement to the Secretary of State
45 showing the names and ~~[residence]~~ addresses, *either residence or*



1 *business*, of all members and employees in the *professional*
2 association and certifying that all members and employees are
3 licensed to render professional service in this state.

4 2. A professional association organized and practicing pursuant
5 to the provisions of this chapter and NRS 623.349 shall, on or
6 before the ~~first~~ *last* day of the ~~second~~ *first* month after the filing
7 of its articles of association with the Secretary of State, and annually
8 thereafter on or before the last day of the month in which the
9 anniversary date of its organization occurs in each year, furnish a
10 statement to the Secretary of State:

11 (a) Showing the names and ~~residence~~ addresses , *either*
12 *residence or business*, of all members and employees of the
13 *professional* association who are licensed or otherwise authorized
14 by law to render professional service in this state;

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

18 (c) Certifying that all members who are not licensed to render
19 professional service in this state do not render professional service
20 on behalf of the *professional* association except as authorized by
21 law.

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

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

26 (b) Signed by the chief executive officer of the *professional*
27 association.

28 (c) Accompanied by a declaration under penalty of perjury that
29 the professional association ~~has~~ :

30 (1) *Has* complied with the provisions of chapter 364A of
31 NRS ~~1~~; and

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

35 4. Upon filing:

36 (a) The initial statement required by this section, the
37 *professional* association shall pay to the Secretary of State a fee of
38 ~~\$165.~~ *\$125.*

39 (b) Each annual statement required by this section, the
40 *professional* association shall pay to the Secretary of State a fee of
41 ~~\$85.~~ *\$125.*

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



1 **Sec. 133.** NRS 89.252 is hereby amended to read as follows:
2 89.252 1. Each professional association that is required to
3 make a filing and pay the fee prescribed in NRS 89.250 but refuses
4 to do so within the time provided is in default.

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

8 **Sec. 134.** NRS 89.254 is hereby amended to read as follows:

9 89.254 1. The Secretary of State shall ~~notify by letter~~
10 *provide written notice to* each professional association which is in
11 default pursuant to the provisions of NRS 89.252. 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 professional association, may be*
16 *provided electronically.*

17 2. On the first day of the ~~ninth~~ *first anniversary of the* month
18 following the month in which the filing was required, the articles of
19 association of the professional association is revoked and its right to
20 transact business is forfeited.

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

24 4. The Secretary of State shall forthwith notify each ~~such~~
25 *professional* association *specified in subsection 3* by ~~letter~~
26 *providing written notice* of the forfeiture of its right to transact
27 business. 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 ~~4.~~ (b) *At the request of the professional association, may be*
31 *provided electronically.*

32 5. If the articles of association of a professional association are
33 revoked and the right to transact business is forfeited, all the
34 property and assets of the defaulting *professional* association must
35 be held in trust by its members, as for insolvent corporations, and
36 the same proceedings may be had with respect to its property and
37 assets as apply to insolvent corporations. Any interested person may
38 institute proceedings at any time after a forfeiture has been declared,
39 but if the Secretary of State reinstates the articles of association the
40 proceedings must be dismissed and all property restored to the
41 members of the professional association.

42 ~~5.~~ 6. If the assets of the *professional* association are
43 distributed, they must be applied to:

44 (a) The payment of the filing fee, penalties and costs due to the
45 State; and



1 (b) The payment of the creditors of the *professional*
2 association.

3 Any balance remaining must be distributed as set forth in the articles
4 of association or, if no such provisions exist, among the members of
5 the *professional* association.

6 **Sec. 135.** NRS 89.256 is hereby amended to read as follows:

7 89.256 1. Except as otherwise provided in subsections 3 and
8 4, the Secretary of State shall reinstate any professional association
9 which has forfeited its right to transact business under the provisions
10 of this chapter and restore the right to carry on business in this state
11 and exercise its privileges and immunities if it:

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

13 (1) *The* statement and certification required by NRS 89.250;
14 *and*

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

17 (b) Pays to the Secretary of State:

18 (1) The filing fee and penalty set forth in NRS 89.250 and
19 89.252 for each year or portion thereof during which the articles of
20 association have been revoked; and

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

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

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

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

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

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

33 3. The Secretary of State shall not order a reinstatement unless
34 all delinquent fees and penalties have been paid, and the revocation
35 of the ~~[association's]~~ articles of association occurred only by reason
36 of ~~[its]~~ *the* failure to pay the fees and penalties.

37 4. If the articles of association of a professional association
38 have been revoked pursuant to the provisions of this chapter and
39 have remained revoked for 10 consecutive years, the articles must
40 not be reinstated.

41 **Sec. 136.** Chapter 92A of NRS is hereby amended by adding
42 thereto a new section to read as follows:

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



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

4 3. *If the provisions of the form prescribed by the Secretary of*
5 *State conflict with the provisions of any document that is*
6 *submitted for filing with the form:*

7 (a) *The provisions of the form control for all purposes with*
8 *respect to the information that is required by statute to appear in*
9 *the document in order for the document to be filed; and*

10 (b) *Unless otherwise provided in the document, the provisions*
11 *of the document control in every other situation.*

12 4. *The Secretary of State may by regulation provide for the*
13 *electronic filing of documents with the Office of the Secretary of*
14 *State.*

15 **Sec. 137.** NRS 92A.190 is hereby amended to read as follows:

16 92A.190 1. One or more foreign entities may merge or enter
17 into an exchange of owner's interests with one or more domestic
18 entities if:

19 (a) In a merger, the merger is permitted by the law of the
20 jurisdiction under whose law each foreign entity is organized and
21 governed and each foreign entity complies with that law in effecting
22 the merger;

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

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

32 (d) Each domestic entity complies with the applicable provisions
33 of NRS 92A.100 to 92A.180, inclusive, and, if it is the surviving
34 entity in the merger or acquiring entity in the exchange, with NRS
35 92A.200 to 92A.240, inclusive.

36 2. When the merger or exchange takes effect, the surviving
37 foreign entity in a merger and the acquiring foreign entity in an
38 exchange shall be deemed:

39 (a) To appoint the Secretary of State as its agent for service of
40 process in a proceeding to enforce any obligation or the rights of
41 dissenting owners of each domestic entity that was a party to the
42 merger or exchange. Service of such process must be made by
43 personally delivering to and leaving with the Secretary of State
44 duplicate copies of the process and the payment of a fee of ~~[\$50]~~
45 **\$100** for accepting and transmitting the process. The Secretary of



* A B 5 3 6 R 4 *

1 State shall forthwith send by registered or certified mail one of the
2 copies to the surviving or acquiring entity at its specified address,
3 unless the surviving or acquiring entity has designated in writing to
4 the Secretary of State a different address for that purpose, in which
5 case it must be mailed to the last address so designated.

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

10 3. This section does not limit the power of a foreign entity to
11 acquire all or part of the owner's interests of one or more classes or
12 series of a domestic entity through a voluntary exchange or
13 otherwise.

14 **Sec. 138.** NRS 92A.195 is hereby amended to read as follows:

15 92A.195 1. One foreign entity or foreign general partnership
16 may convert into one domestic entity if:

17 (a) The conversion is permitted by the law of the jurisdiction
18 governing the foreign entity or foreign general partnership and the
19 foreign entity or foreign general partnership complies with that law
20 in effecting the conversion;

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

25 (c) The domestic entity complies with the applicable provisions
26 of NRS 92A.105, 92A.120, 92A.135, 92A.140 and 92A.165 and, if
27 it is the resulting entity in the conversion, with NRS 92A.205 to
28 92A.240, inclusive.

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

41 **Sec. 139.** NRS 92A.200 is hereby amended to read as follows:

42 92A.200 After a plan of merger or exchange is approved as
43 required by this chapter, the surviving or acquiring entity shall
44 deliver to the Secretary of State for filing articles of merger or
45 exchange setting forth:



- 1 1. The name and jurisdiction of organization of each
2 constituent entity;
- 3 2. That a plan of merger or exchange has been adopted by each
4 constituent entity ~~and~~ *or the parent domestic entity only, if the*
5 *merger is pursuant to NRS 92A.180;*
- 6 3. If approval of the owners of one or more constituent entities
7 was not required, a statement to that effect and the name of each
8 entity;
- 9 4. If approval of owners of one or more constituent entities was
10 required, the name of each entity and a statement for each entity
11 that:
 - 12 (a) The plan was approved by the required consent of the
13 owners; or
 - 14 (b) A plan was submitted to the owners pursuant to this chapter
15 including:
 - 16 (1) The designation, percentage of total vote or number of
17 votes entitled to be cast by each class of owner's interests entitled to
18 vote separately on the plan; and
 - 19 (2) Either the total number of votes or percentage of owner's
20 interests cast for and against the plan by the owners of each class of
21 interests entitled to vote separately on the plan or the total number
22 of undisputed votes or undisputed total percentage of owner's
23 interests cast for the plan separately by the owners of each
24 class,
25 and the number of votes or percentage of owner's interests cast for
26 the plan by the owners of each class of interests was sufficient for
27 approval by the owners of that class;
- 28 5. In the case of a merger, the amendment, if any, to the articles
29 of incorporation, articles of organization, certificate of limited
30 partnership or certificate of trust of the surviving entity, which
31 amendment may be set forth in the articles of merger as a specific
32 amendment or in the form of:
 - 33 (a) Amended and restated articles of incorporation;
 - 34 (b) Amended and restated articles of organization;
 - 35 (c) An amended and restated certificate of limited partnership;
 - 36 or
 - 37 (d) An amended and restated certificate of trust,
38 or attached in that form as an exhibit; and
- 39 6. If the entire plan of merger or exchange is not set forth, a
40 statement that the complete executed plan of merger or plan of
41 exchange is on file at the registered office if a corporation, limited-
42 liability company or business trust, or office described in paragraph
43 (a) of subsection 1 of NRS 88.330 if a limited partnership, or other
44 place of business of the surviving entity or the acquiring entity,
45 respectively.



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

9 **Sec. 140.** NRS 92A.205 is hereby amended to read as follows:

10 92A.205 1. After a plan of conversion is approved as
11 required by this chapter, if the resulting entity is a domestic entity,
12 the constituent entity shall deliver to the Secretary of State for filing:

13 (a) Articles of conversion setting forth:

14 (1) The name and jurisdiction of organization of the
15 constituent entity and the resulting entity; and

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

19 (b) The following constituent document of the domestic
20 resulting entity:

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

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

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

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

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

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

40 (a) The name and jurisdiction of organization of the constituent
41 entity and the resulting entity;

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

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



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

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

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

17 **Sec. 141.** NRS 92A.210 is hereby amended to read as follows:

18 92A.210 1. Except as otherwise provided in this section, the
19 fee for filing articles of merger, articles of conversion, articles of
20 exchange, articles of domestication or articles of termination is
21 ~~[\$325.]~~ **\$350.** The fee for filing the constituent documents of a
22 domestic resulting entity is the fee for filing the constituent
23 documents determined by the chapter of NRS governing the
24 particular domestic resulting entity.

25 2. The fee for filing articles of merger of two or more domestic
26 corporations is the difference between the fee computed at the rates
27 specified in NRS 78.760 upon the aggregate authorized stock of the
28 corporation created by the merger and the fee computed upon the
29 aggregate amount of the total authorized stock of the constituent
30 corporation.

31 3. The fee for filing articles of merger of one or more domestic
32 corporations with one or more foreign corporations is the difference
33 between the fee computed at the rates specified in NRS 78.760 upon
34 the aggregate authorized stock of the corporation created by the
35 merger and the fee computed upon the aggregate amount of the total
36 authorized stock of the constituent corporations which have paid the
37 fees required by NRS 78.760 and 80.050.

38 4. The fee for filing articles of merger of two or more domestic
39 or foreign corporations must not be less than ~~[\$325.]~~ **\$350.** The
40 amount paid pursuant to subsection 3 must not exceed ~~[\$25,000.]~~
41 **\$35,000.**

42 **Sec. 142.** NRS 14.020 is hereby amended to read as follows:

43 14.020 1. Every corporation, limited-liability company,
44 limited-liability partnership, limited partnership, *limited-liability*
45 *limited partnership*, business trust and municipal corporation



1 created and existing under the laws of any other state, territory, or
2 foreign government, or the Government of the United States, doing
3 business in this state shall appoint and keep in this state a resident
4 agent who resides or is located in this state, upon whom all legal
5 process and any demand or notice authorized by law to be served
6 upon it may be served in the manner provided in subsection 2. The
7 corporation, limited-liability company, limited-liability partnership,
8 limited partnership, *limited-liability limited partnership*, business
9 trust or municipal corporation shall file with the Secretary of State a
10 certificate of acceptance of appointment signed by its resident agent.
11 The certificate must set forth the full name and address of the
12 resident agent. ~~The~~ *A certificate of change of resident agent* must
13 be ~~renewed~~ *filed* in the manner provided in title 7 of NRS
14 ~~[whenever a change is made in the appointment or a vacancy occurs~~
15 ~~in the agency.]~~ *if the corporation, limited-liability company,*
16 *limited-liability partnership, limited partnership, limited-liability*
17 *limited partnership, business trust or municipal corporation*
18 *desires to change its resident agent. A certificate of name change*
19 *of resident agent must be filed in the manner provided in title 7 of*
20 *NRS if the name of a resident is changed as a result of a merger,*
21 *conversion, exchange, sale, reorganization or amendment.*

22 2. All legal process and any demand or notice authorized by
23 law to be served upon the foreign corporation, limited-liability
24 company, limited-liability partnership, limited partnership, *limited-*
25 *liability limited partnership*, business trust or municipal corporation
26 may be served upon the resident agent personally or by leaving a
27 true copy thereof with a person of suitable age and discretion at the
28 address shown on the current certificate of acceptance filed with the
29 Secretary of State.

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

33 **Sec. 143.** NRS 104.9525 is hereby amended to read as
34 follows:

35 104.9525 1. Except as otherwise provided in subsection 5,
36 the fee for filing and indexing a record under this part, other than an
37 initial financing statement of the kind described in subsection 2 of
38 NRS 104.9502, is:

39 (a) ~~Twenty~~ *Forty* dollars if the record is communicated in
40 writing and consists of one or two pages;

41 (b) ~~Forty~~ *Sixty* dollars if the record is communicated in writing
42 and consists of more than two pages, and ~~[\$1]~~ *\$2* for each page over
43 20 pages;

44 (c) ~~Ten~~ *Twenty* dollars if the record is communicated by
45 another medium authorized by filing-office rule; and



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

3 2. The filing officer may charge and collect ~~{\$1}~~ \$2 for each
4 page of copy or record of filings produced by him at the request of
5 any person.

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

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

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

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

17 (a) ~~{Twenty}~~ *Forty* dollars if the request is communicated in
18 writing; and

19 (b) ~~{Fifteen}~~ *Twenty* dollars if the request is communicated by
20 another medium authorized by filing-office rule.

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

27 **Sec. 144.** NRS 105.070 is hereby amended to read as follows:

28 105.070 1. The Secretary of State or county recorder shall
29 mark any security instrument and any statement of change, merger
30 or consolidation presented for filing with the day and hour of filing
31 and the file number assigned to it. This mark is, in the absence of
32 other evidence, conclusive proof of the time and fact of presentation
33 for filing.

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

37 3. The uniform fee for filing and indexing a security
38 instrument, or a supplement or amendment thereto, and a statement
39 of change, merger or consolidation, and for stamping a copy of
40 those documents furnished by the secured party or the public utility
41 to show the date and place of filing is:

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



* A B 5 3 6 R 4 *

1 (b) ~~Forty~~ *Sixty* dollars if the record is communicated in writing
2 and consists of more than two pages, and ~~[\$1]~~ *\$2* for each page over
3 20 pages;

4 (c) ~~Ten~~ *Twenty* dollars if the record is communicated by
5 another medium authorized by filing-office rule; and

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

8 **Sec. 145.** NRS 105.080 is hereby amended to read as follows:

9 105.080 1. Upon the request of any person, the Secretary of
10 State shall issue his certificate showing whether there is on file, on
11 the date and hour stated therein, any presently effective security
12 instrument naming a particular public utility and, if there is, giving
13 the date and hour of filing of the instrument and the names and
14 addresses of each secured party. The uniform fee for such a
15 certificate is:

16 (a) ~~Twenty~~ *Fifty* dollars if the request is communicated in
17 writing; and

18 (b) ~~Fifteen~~ *Forty* dollars if the request is communicated by
19 another medium authorized by filing-office rule.

20 2. Upon request, the Secretary of State or a county recorder
21 shall furnish a copy of any filed security instrument upon payment
22 of the statutory fee for copies.

23 **Sec. 146.** NRS 116.3101 is hereby amended to read as
24 follows:

25 116.3101 *1.* A unit-owners' association must be organized no
26 later than the date the first unit in the common-interest community is
27 conveyed.

28 *2.* The membership of the association at all times consists
29 exclusively of all units' owners or, following termination of the
30 common-interest community, of all owners of former units entitled
31 to distributions of proceeds under NRS 116.2118, 116.21183 and
32 116.21185, or their heirs, successors or assigns.

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

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

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

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

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



1 **Sec. 147.** NRS 225.140 is hereby amended to read as follows:
2 225.140 1. Except as otherwise provided in subsection 2, in
3 addition to other fees authorized by law, the Secretary of State shall
4 charge and collect the following fees:

- 5
- 6 ~~For a copy of any law, joint resolution, transcript~~
- 7 ~~of record, or other paper on file or of record in~~
- 8 ~~his office, other than a document required to~~
- 9 ~~be filed pursuant to title 24 of NRS, per page..... \$1.00~~
- 10 ~~For a copy of any document required to be filed~~
- 11 ~~pursuant to title 24 of NRS, per page..... \$.50~~
- 12 For certifying to ~~[any such]~~ a copy of any law,
- 13 *joint resolution, transcript of record or other*
- 14 *paper on file or of record with the Secretary*
- 15 *of State, including, but not limited to, a*
- 16 *document required to be filed pursuant to*
- 17 *title 24 of NRS, and use of the State Seal, for*
- 18 each impression..... ~~[10.00]~~ **\$20**
- 19 For each passport or other document signed by
- 20 the Governor and attested by the Secretary of
- 21 State..... ~~[10.00]~~ **10**
- 22 ~~For a negotiable instrument returned unpaid 10.00~~

23

24 2. The Secretary of State:

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

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

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

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

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

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

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

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

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



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

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

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

9 (a) The entire amount or ~~[\$50.]~~ **\$62.50**, whichever is less, of the
10 fee collected pursuant to subparagraph (1) of that paragraph and half
11 of the fee collected pursuant to subparagraph (2) of that paragraph
12 must be deposited with the State Treasurer for credit to the Account
13 for Special Services of the Secretary of State in the State General
14 Fund. Any amount remaining in the Account at the end of a fiscal
15 year in excess of \$2,000,000 must be transferred to the State
16 General Fund. Money in the Account may be transferred to the
17 Secretary of State's operating general fund budget account and must
18 only be used to create and maintain the capability of the Office of
19 the Secretary of State to provide special services, including, but not
20 limited to, providing service:

21 (1) On the day it is requested or within 24 hours; or

22 (2) Necessary to increase or maintain the efficiency of the
23 Office.

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

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

30 **Sec. 148.** Chapter 364A of NRS is hereby amended by adding
31 thereto the provisions set forth as sections 148.3 and 148.7 of this
32 act.

33 **Sec. 148.3. 1.** *If the Department has reasonable cause to*
34 *believe that any person has failed to comply with the provisions of*
35 *NRS 364A.130, the Department may issue an order directed to the*
36 *person to show cause why the Department should not order the*
37 *person to cease and desist from conducting a business in this state.*
38 *The order must contain a statement of the charges and a notice of*
39 *a hearing to be held thereon. The order must be served upon the*
40 *person directly or by certified or registered mail, return receipt*
41 *requested.*

42 **2.** *If, after conducting a hearing pursuant to the provisions of*
43 *subsection 1, the Department determines that the person has failed*
44 *to comply with the provisions of NRS 364A.130 or if the person*
45 *fails to appear for the hearing after being properly served with the*



1 *statement of charges and notice of hearing, the Department may*
2 *make a written report of its findings of fact concerning the*
3 *violation and cause to be served a copy thereof upon the person at*
4 *the hearing. If the Department determines in the report that such*
5 *failure has occurred, the Department may order the violator to:*

6 (a) *Cease and desist from conducting a business in this state;*
7 *and*

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

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

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

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

31 5. *If the court finds that:*

32 (a) *There has been a failure to comply with the provisions of*
33 *NRS 364A.130;*

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

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

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

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



1 ***(b) Such injunctive or other equitable or extraordinary relief***
2 ***as is determined appropriate by the court.***

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

6 ***Sec. 148.7. A person described in NRS 612.144 is exempt***
7 ***from the provisions of this chapter.***

8 ***Sec. 149.*** NRS 364A.130 is hereby amended to read as
9 follows:

10 364A.130 1. Except as otherwise provided in subsection ~~6,~~
11 ***8***, a person shall not conduct a business in this state unless he has a
12 business license issued by the Department.

13 2. The application for a business license must:

14 (a) Be made upon a form prescribed by the Department;

15 (b) Set forth the name under which the applicant transacts or
16 intends to transact business and the location of his place or places of
17 business;

18 (c) Declare the estimated number of employees for the previous
19 calendar quarter;

20 (d) Be accompanied by a fee of ~~[\$25,]~~ ***\$50***; and

21 (e) Include any other information that the Department deems
22 necessary.

23 3. The application must be signed by:

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

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

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

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

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

42 6. ***The business license required to be obtained pursuant to***
43 ***this section is in addition to any license to conduct business that***
44 ***must be obtained from the local jurisdiction in which the business***
45 ***is being conducted.***



1 **7.** For the purposes of this chapter, a person shall be deemed to
2 conduct a business in this state if a business for which the person is
3 responsible:

- 4 (a) Is incorporated pursuant to chapter 78 or 78A of NRS;
- 5 (b) Has an office or other base of operations in this state; or
- 6 (c) Pays wages or other remuneration to a natural person who
7 performs in this state any of the duties for which he is paid.

8 ~~6.1~~ **8.** A person who takes part in a trade show or convention
9 held in this state for a purpose related to the conduct of a business is
10 not required to obtain a business license specifically for that event.

11 **Sec. 150.** NRS 364A.160 is hereby repealed.

12 **Sec. 151.** (Deleted by amendment.)

13 **Sec. 152.** 1. This section and sections 1 to 5, inclusive, 6 to
14 24.3, inclusive, 25 to 45, inclusive, 47 to 52.5, inclusive, 53 to 65.3,
15 inclusive, 66 to 82.3, inclusive, 83 to 97, inclusive, 97.6 to 115,
16 inclusive, 118 to 141, inclusive, 143 and 146 to 151, inclusive, of
17 this act become effective on October 1, 2003.

18 2. Sections 5.3, 24.7, 46, 52.7, 65.7, 82.7, 97.4 and 116 of this
19 act become effective:

20 (a) Except as otherwise provided in paragraph (b) or paragraph
21 (b) of subsection 3, on October 1, 2003.

22 (b) On January 1, 2004, for the purpose of requiring a resident
23 agent who desires to resign to file a statement of resignation for
24 each artificial person formed, organized, registered or qualified
25 pursuant to the provisions of title 7 of NRS for which the resident
26 agent is unwilling to continue to act as the resident agent for the
27 service of process.

28 3. Sections 5.7, 24.7, 65.5, 82.5, 97.2, 117 and 142 of this act
29 become effective:

30 (a) Except as otherwise provided in paragraph (b) or paragraph
31 (b) of subsection 2, on October 1, 2003.

32 (b) On January 1, 2004, for the purpose of requiring a resident
33 agent to file a certificate of name change of resident agent if the
34 name of the resident agent is changed as a result of a merger,
35 conversion, exchange, sale, reorganization or amendment.

36 4. Sections 144 and 145 of this act become effective at 12:01 a.m. on
37 October 1, 2003.

TEXT OF REPEALED SECTION

**364A.160 Exemption for natural person with no employees
during calendar quarter.** A natural person who does not employ



any employees during a calendar quarter is exempt from the provisions of this chapter for that calendar quarter.

⑩

