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SENATE BILL NO. 298—COMMITTEE ON JUDICIARY

MARCH 17, 2003

Referred to Committee on Judiciary

SUMMARY—Makes various changes to provisions pertaining to business. (BDR 7-987)

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

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

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

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

- 1     **Section 1.** The Legislature hereby declares that:  
2     1. Many of the fees increased pursuant to the amendatory  
3 provisions of this act have not been increased for a substantial



1 length of time, and increasing these fees is necessary and  
2 appropriate at this time.

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

7 **Sec. 2.** NRS 78.0295 is hereby amended to read as follows:

8 78.0295 1. A corporation may correct a document filed by  
9 the Secretary of State with respect to the corporation if the  
10 document contains an inaccurate record of a corporate action  
11 described in the document or was defectively executed, attested,  
12 sealed, verified or acknowledged.

13 2. To correct a document, the corporation shall:

- 14 (a) Prepare a certificate of correction which:  
15 (1) States the name of the corporation;  
16 (2) Describes the document, including, without limitation, its  
17 filing date;  
18 (3) Specifies the inaccuracy or defect;  
19 (4) Sets forth the inaccurate or defective portion of the  
20 document in an accurate or corrected form; and  
21 (5) Is signed by an officer of the corporation.

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

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

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

28 **Sec. 3.** NRS 78.097 is hereby amended to read as follows:

29 78.097 1. A resident agent who desires to resign shall file  
30 with the Secretary of State a signed statement for each corporation  
31 that he is unwilling to continue to act as the agent of the corporation  
32 for the service of process. *The fee for filing a statement of  
33 resignation is \$100 for the first corporation that the resident agent  
34 is unwilling to continue to act as the agent of and \$1 for each  
35 additional corporation listed on the statement of resignation.* A  
36 resignation is not effective until the signed statement is filed with  
37 the Secretary of State.

38 2. The statement of resignation may contain a statement of the  
39 affected corporation appointing a successor resident agent for that  
40 corporation. A certificate of acceptance executed by the new  
41 resident agent, stating the full name, complete street address and, if  
42 different from the street address, mailing address of the new resident  
43 agent, must accompany the statement appointing a successor  
44 resident agent.



1 3. Upon the filing of the statement of resignation with the  
2 Secretary of State the capacity of the resigning person as resident  
3 agent terminates. If the statement of resignation contains no  
4 statement by the corporation appointing a successor resident agent,  
5 the resigning resident agent shall immediately give written notice,  
6 by mail, to the corporation of the filing of the statement and its  
7 effect. The notice must be addressed to any officer of the  
8 corporation other than the resident agent.

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

16 5. A corporation that fails to file a certificate of acceptance  
17 executed by the new resident agent within 30 days after the death,  
18 resignation or removal of its former resident agent shall be deemed  
19 in default and is subject to the provisions of NRS 78.170 and  
20 78.175.

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

22 78.110 1. If a corporation created pursuant to this chapter  
23 desires to change its resident agent, the change may be effected by  
24 filing with the Secretary of State a certificate of change signed by an  
25 officer of the corporation which sets forth:

- 26 (a) The name of the corporation;  
27 (b) The name and street address of its present resident agent; and  
28 (c) The name and street address of the new resident agent.

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

31 3. *For the purposes of this section, if the resident agent is a*  
32 *corporation, limited-liability company, limited-liability*  
33 *partnership, limited partnership, limited-liability limited*  
34 *partnership or business trust and the name of the resident agent is*  
35 *changed as a result of a merger, conversion, exchange, sale,*  
36 *reorganization or amendment, the corporation is not required to*  
37 *file a certificate of change.*

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

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

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



- 1 (a) The name of the corporation;
- 2 (b) The file number of the corporation, if known;
- 3 (c) The names and titles of the president, secretary, treasurer and
- 4 of all the directors of the corporation;
- 5 (d) The mailing or street address, either residence or business, of
- 6 each officer and director listed, following the name of the officer or
- 7 director;
- 8 (e) The name and street address of the *lawfully designated*
- 9 resident agent of the corporation; and
- 10 (f) The signature of an officer of the corporation certifying that
- 11 the list is true, complete and accurate.

12 2. The corporation shall annually thereafter, on or before the

13 last day of the month in which the anniversary date of incorporation

14 occurs in each year, file with the Secretary of State, on a form

15 furnished by him, an annual list containing all of the information

16 required in subsection 1.

17 3. Each list required by subsection 1 or 2 must be accompanied

18 by a declaration under penalty of perjury that the corporation has

19 complied with the provisions of chapter 364A of NRS.

20 4. Upon filing the list required by:

21 (a) Subsection 1, the corporation shall pay to the Secretary of

22 State a fee of ~~[\$165.]~~ *\$125.*

23 (b) Subsection 2, the corporation shall pay to the Secretary of

24 State ~~[a fee of \$85.]~~ , *if the amount represented by the total*

25 *number of shares provided for in the articles is:*

26	<i>\$75,000 or less .....</i>	<i>\$125</i>
27	<i>Over \$75,000 and not over \$200,000 .....</i>	<i>175</i>
28	<i>Over \$200,000 and not over \$500,000 .....</i>	<i>275</i>
29	<i>Over \$500,000 and not over \$1,000,000 .....</i>	<i>375</i>
30	<i>Over \$1,000,000:</i>	
31	<i>For the first \$1,000,000.....</i>	<i>375</i>
32	<i>For each additional \$500,000 or fraction</i>	
33	<i>thereof.....</i>	<i>275</i>

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

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

36 5. The Secretary of State shall, 60 days before the last day for

37 filing each annual list required by subsection 2, cause to be mailed

38 to each corporation which is required to comply with the provisions

39 of NRS 78.150 to 78.185, inclusive, and which has not become

40 delinquent, a notice of the fee due pursuant to subsection 4 and a

41 reminder to file the annual list required by subsection 2. Failure of

42 any corporation to receive a notice or form does not excuse it from

43 the penalty imposed by law.

44 6. If the list to be filed pursuant to the provisions of subsection

45 1 or 2 is defective in any respect or the fee required by subsection 4



1 or 8 is not paid, the Secretary of State may return the list for  
2 correction or payment.

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

10 8. If the corporation is an association as defined in NRS  
11 116.110315, the Secretary of State shall not accept the filing  
12 required by this section unless it is accompanied by evidence of the  
13 payment of the fee required to be paid pursuant to NRS 116.31155  
14 that is provided to the association pursuant to subsection 4 of that  
15 section.

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

17 78.170 1. Each corporation required to make a filing and pay  
18 the fee prescribed in NRS 78.150 to 78.185, inclusive, which refuses  
19 or neglects to do so within the time provided shall be deemed in  
20 default.

21 2. 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. 7.** NRS 78.180 is hereby amended to read as follows:

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

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

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

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

35 (b) Pays to the Secretary of State:

36 (1) The filing fee and penalty set forth in NRS 78.150 and  
37 78.170 for each year or portion thereof during which it failed to file  
38 each required annual list in a timely manner; and

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

40 2. When the Secretary of State reinstates the corporation, he  
41 shall:

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



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

3 3. The Secretary of State shall not order a reinstatement unless  
4 all delinquent fees and penalties have been paid, and the revocation  
5 of the 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. 8.** NRS 78.390 is hereby amended to read as follows:

11 78.390 1. Every amendment adopted pursuant to the  
12 provisions of NRS 78.385 must be made in the following manner:

13 (a) The board of directors must adopt a resolution setting forth  
14 the amendment proposed and declaring its advisability, and either  
15 call a special meeting of the stockholders entitled to vote on the  
16 amendment or direct that the proposed amendment be considered at  
17 the next annual meeting of the stockholders entitled to vote on the  
18 amendment.

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

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

35 2. If any proposed amendment would adversely alter or change  
36 any preference or any relative or other right given to any class or  
37 series of outstanding shares, then the amendment must be approved  
38 by the vote, in addition to the affirmative vote otherwise required, of  
39 the holders of shares representing a majority of the voting power of  
40 each class or series adversely affected by the amendment regardless  
41 of limitations or restrictions on the voting power thereof.

42 3. Provision may be made in the articles of incorporation  
43 requiring, in the case of any specified amendments, a larger  
44 proportion of the voting power of stockholders than that required by  
45 this section.



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

5 5. The resolution of the stockholders approving the proposed  
6 amendment may provide that at any time before the effective date of  
7 the amendment, notwithstanding approval of the proposed  
8 amendment by the stockholders, the board of directors may, by  
9 resolution, abandon the proposed amendment without further action  
10 by the stockholders.

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

15 7. If a certificate filed pursuant to subsection 1 specifies an  
16 effective date and if the resolution of the stockholders approving the  
17 proposed amendment provides that the board of directors may  
18 abandon the proposed amendment pursuant to subsection 5, the  
19 board of directors may terminate the effectiveness of the certificate  
20 by resolution and by filing a certificate of termination with the  
21 Secretary of State that:

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

24 (b) Identifies the certificate being terminated;

25 (c) States that, pursuant to the resolution of the stockholders, the  
26 board of directors is authorized to terminate the effectiveness of the  
27 certificate;

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

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

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

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

33 78.760 1. The fee for filing articles of incorporation is  
34 prescribed in the following schedule:

35

36 If the amount represented by the total number of shares  
37 provided for in the articles is:

38 \$75,000 or less .....	<del>[\$175]</del> \$ 75
39 Over \$75,000 and not over \$200,000.....	<del>[225]</del> 175
40 Over \$200,000 and not over \$500,000.....	<del>[325]</del> 275
41 Over \$500,000 and not over \$1,000,000.....	<del>[425]</del> 375
42 Over \$1,000,000:	
43 For the first \$1,000,000.....	<del>[425]</del> 375
44 For each additional \$500,000 or fraction 45 thereof .....	<del>[225]</del> 275



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

- 3 (a) The original filing of articles of incorporation.  
4 (b) A subsequent filing of any instrument which authorizes an  
5 increase in stock.

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

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

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

15 (c) The aggregate par value of the shares with a par value plus  
16 the product of the number of shares without par value multiplied by  
17 \$1, regardless of any lesser amount prescribed as the value or  
18 consideration for which the shares without par value may be issued  
19 and disposed of, if shares with and without par value are therein  
20 provided for.

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

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

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

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

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

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

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





1       **Sec. 11.** NRS 78.767 is hereby amended to read as follows:  
2       78.767 1. The fee for filing a certificate of restated articles of  
3 incorporation that does not increase the corporation's authorized  
4 stock is ~~[\$150.]~~ *\$175.*

5       2. The fee for filing a certificate of restated articles of  
6 incorporation that increases the corporation's authorized stock is the  
7 difference between the fee computed pursuant to NRS 78.760 based  
8 upon the total authorized stock of the corporation, including the  
9 proposed increase, and the fee computed pursuant to NRS 78.760  
10 based upon the total authorized stock of the corporation, excluding  
11 the proposed increase. In no case may the amount be less than  
12 ~~[\$150.]~~ *\$175.*

13       **Sec. 12.** NRS 78.780 is hereby amended to read as follows:  
14       78.780 1. The fee for filing a certificate of extension of  
15 corporate existence of any corporation is an amount equal to one-  
16 fourth of the fee computed at the rates specified in NRS 78.760 for  
17 filing articles of incorporation.

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

21       **Sec. 13.** NRS 78.785 is hereby amended to read as follows:  
22       78.785 1. The fee for filing a certificate of change of location  
23 of a corporation's registered office and resident agent, or a new  
24 designation of resident agent, is ~~[\$30.]~~ *\$60.*

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

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

30       4. The fee for certifying an authorized printed copy of the  
31 general corporation law as compiled by the Secretary of State is  
32 ~~[\$20.]~~ *\$30.*

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

34       6. The fee for executing a certificate of corporate existence  
35 which does not list the previous documents relating to the  
36 corporation, or a certificate of change in a corporate name, is  
37 ~~[\$40.]~~ *\$50.*

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

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



1     **9.** The fee for executing, certifying or filing any certificate or  
2 document not provided for in NRS 78.760 to 78.785, inclusive,  
3 is ~~[\$40-~~  
4     ~~9-]~~ **\$50.**

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

7     ~~[\$0-]~~ **11.** The fees for filing articles of incorporation, articles  
8 of merger, or certificates of amendment increasing the basic surplus  
9 of a mutual or reciprocal insurer must be computed pursuant to NRS  
10 78.760, 78.765 and 92A.210, on the basis of the amount of basic  
11 surplus of the insurer.

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

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

16     78.795 1. Any natural person or corporation residing or  
17 located in this state may, on or after January 1 of any year but before  
18 ~~[January 31]~~ **June 30** of that year, register his willingness to serve  
19 as the resident agent of a domestic or foreign corporation, limited-  
20 liability company or limited partnership with the Secretary of State.  
21 The registration must *state the full, legal name of the person or*  
22 *corporation willing to serve as the resident agent and* be  
23 accompanied by a fee of ~~[\$250]~~ **\$500** per office location of the  
24 resident agent.

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

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

29     80.050 1. Except as otherwise provided in subsection 3,  
30 foreign corporations shall pay the same fees to the Secretary of State  
31 as are required to be paid by corporations organized pursuant to the  
32 laws of this state, but the amount of fees to be charged must not  
33 exceed:

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

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

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

43     3. Foreign corporations which are nonprofit corporations and  
44 do not have or issue shares of stock shall pay the same fees to the



1 Secretary of State as are required to be paid by nonprofit  
2 corporations organized pursuant to the laws of this state.

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

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

6 80.070 1. A foreign corporation may change its resident  
7 agent by filing with the Secretary of State:

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

10 (1) The name of the corporation;

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

12 and

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

14 and

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

18 *For the purposes of this subsection, if the resident agent is a*  
19 *corporation, limited-liability company, limited-liability*  
20 *partnership, limited partnership, limited-liability limited*  
21 *partnership or business trust and the name of the resident agent is*  
22 *changed as a result of a merger, conversion, exchange, sale,*  
23 *reorganization or amendment, the corporation is not required to*  
24 *file a certificate of change.* The change authorized by this  
25 subsection becomes effective upon the filing of the certificate of  
26 change.

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

31 3. Upon the filing of the statement of resignation with the  
32 Secretary of State, the capacity of the resigning person as resident  
33 agent terminates. If the statement of resignation is not accompanied  
34 by a statement of the corporation appointing a successor resident  
35 agent, the resigning resident agent shall give written notice, by mail,  
36 to the corporation, of the filing of the statement and its effect. The  
37 notice must be addressed to any officer of the corporation other than  
38 the resident agent.

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



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

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

6 80.110 1. Each foreign corporation doing business in this  
7 state shall, on or before the first day of the second month after the  
8 filing of its certificate of corporate existence with the Secretary of  
9 State, and annually thereafter on or before the last day of the month  
10 in which the anniversary date of its qualification to do business in  
11 this state occurs in each year, file with the Secretary of State a list,  
12 on a form furnished by him, that contains:

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

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

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

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

22 2. Upon filing:

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

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

29	<i>\$75,000 or less .....</i>	<i>\$125</i>
30	<i>Over \$75,000 and not over \$200,000 .....</i>	<i>175</i>
31	<i>Over \$200,000 and not over \$500,000 .....</i>	<i>275</i>
32	<i>Over \$500,000 and not over \$1,000,000 .....</i>	<i>375</i>
33	<i>Over \$1,000,000:</i>	

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

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

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

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



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

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

7 80.150 1. Any corporation required to make a filing and pay  
8 the fee prescribed in NRS 80.110 to 80.170, inclusive, which refuses  
9 or neglects to do so within the time provided, is in default.

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

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

18 80.170 1. Except as otherwise provided in subsections 3 and  
19 4, the Secretary of State shall reinstate a corporation which has  
20 forfeited or which forfeits its right to transact business under the  
21 provisions of this chapter and restore to the corporation its right to  
22 transact business in this state, and to exercise its corporate privileges  
23 and immunities if it:

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

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

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

28 (b) Pays to the Secretary of State:

29 (1) The filing fee and penalty set forth in NRS 80.110 and  
30 80.150 for each year or portion thereof that its right to transact  
31 business was forfeited; and

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

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

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

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

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



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

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

6 82.193 1. A corporation shall have a resident agent in the  
7 manner provided in NRS 78.090, 78.095, 78.097 and 78.110. The  
8 resident agent and the corporation shall comply with the provisions  
9 of those sections.

10 2. A corporation is subject to the provisions of NRS 78.150 to  
11 78.185, inclusive, except that:

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

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

16 82.531 1. The fee for filing articles of incorporation,  
17 amendments to or restatements of articles of incorporation,  
18 certificates pursuant to NRS 82.061 and 82.063 and documents for  
19 dissolution is ~~[\$25]~~ \$50 for each document.

20 2. Except as otherwise provided in NRS 82.193 and subsection  
21 1, the fees for filing documents are those set forth in NRS 78.765 to  
22 78.785, inclusive.

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

24 82.546 1. Any corporation which did exist or is existing  
25 pursuant to the laws of this state may, upon complying with the  
26 provisions of NRS 78.150 and 82.193, procure a renewal or revival  
27 of its charter for any period, together with all the rights, franchises,  
28 privileges and immunities, and subject to all its existing and  
29 preexisting debts, duties and liabilities secured or imposed by its  
30 original charter and amendments thereto, or its existing charter, by  
31 filing:

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

34 (1) The name of the corporation, which must be the name of  
35 the corporation at the time of the renewal or revival, or its name at  
36 the time its original charter expired.

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

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

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



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

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

9 2. A corporation whose charter has not expired and is being  
10 renewed shall cause the certificate to be signed by its president or  
11 vice president and secretary or assistant secretary. The certificate  
12 must be approved by a majority of the last-appointed surviving  
13 directors.

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

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

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

29 84.090 1. The fee for filing articles of incorporation,  
30 amendments to or restatements of articles of incorporation,  
31 certificates of reinstatement and documents for dissolution is ~~[\$25]~~  
32 **\$50** for each document.

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

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

36 84.110 1. Every corporation sole must have a resident agent  
37 in the manner provided in NRS 78.090 and 78.095, subsections 1 to  
38 4, inclusive, of NRS 78.097 and NRS 78.110. The resident agent  
39 shall comply with the provisions of those sections.

40 2. A corporation sole that fails to file a certificate of acceptance  
41 executed by the new resident agent within 30 days after the death,  
42 resignation or removal of its former resident agent shall be deemed  
43 in default and is subject to the provisions of NRS 84.130 and  
44 84.140.



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

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

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

9 86.226 1. A signed certificate of amendment, or a certified  
10 copy of a judicial decree of amendment, must be filed with the  
11 Secretary of State. A person who executes a certificate as an agent,  
12 officer or fiduciary of the limited-liability company need not exhibit  
13 evidence of his authority as a prerequisite to filing. Unless the  
14 Secretary of State finds that a certificate does not conform to law,  
15 upon his receipt of all required filing fees he shall file the certificate.

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

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

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

29 (b) Identifies the certificate being terminated;

30 (c) States that, pursuant to the resolution of the members, the  
31 manager of the company or, if management is not vested in a  
32 manager, a designated member is authorized to terminate the  
33 effectiveness of the certificate;

34 (d) States that the effectiveness of the certificate has been  
35 terminated;

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

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

39 **Sec. 26.** NRS 86.235 is hereby amended to read as follows:

40 86.235 1. If a limited-liability company formed pursuant to  
41 this chapter desires to change its resident agent, the change may be  
42 effected by filing with the Secretary of State a certificate of change  
43 signed by a manager of the company or, if management is not vested  
44 in a manager, by a member, that sets forth:

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





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

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

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

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

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

15 86.263 1. A limited-liability company shall, on or before the  
16 first day of the second month after the filing of its articles of  
17 organization with the Secretary of State, file with the Secretary of  
18 State, on a form furnished by him, a list that contains:

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

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

42 3. Each list required by ~~[subsection 1 and each list or~~  
43 ~~certification required by subsection]~~ *subsections 1 and 2* must be  
44 accompanied by a declaration under penalty of perjury that the



1 limited-liability company has complied with the provisions of  
2 chapter 364A of NRS.

3 4. Upon filing:

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

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

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

17 6. If the list to be filed pursuant to the provisions of subsection  
18 1 or 2 is defective or the fee required by subsection 4 is not paid, the  
19 Secretary of State may return the list for correction or payment.

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

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

24 86.272 1. Each limited-liability company required to make a  
25 filing and pay the fee prescribed in NRS 86.263 which refuses or  
26 neglects to do so within the time provided is in default.

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

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

31 86.276 1. Except as otherwise provided in subsections 3 and  
32 4, the Secretary of State shall reinstate any limited-liability company  
33 which has forfeited its right to transact business pursuant to the  
34 provisions of this chapter and restore to the company its right to  
35 carry on business in this state, and to exercise its privileges and  
36 immunities, if it:

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

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

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

41 (b) Pays to the Secretary of State:

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

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



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

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

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

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

12 4. If a company's charter has been revoked pursuant to the  
13 provisions of this chapter and has remained revoked for a period of  
14 5 consecutive years, the charter must not be reinstated.

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

16 86.401 1. On application to a court of competent jurisdiction  
17 by a judgment creditor of a member, the court may charge the  
18 member's interest with payment of the unsatisfied amount of the  
19 judgment with interest. To the extent so charged, the judgment  
20 creditor has only the rights of an assignee of the member's interest.

21 2. ~~[The court may appoint a receiver of the share of the~~  
22 ~~distributions due or to become due to the judgment debtor in respect~~  
23 ~~of the limited liability company. The receiver has only the rights of~~  
24 ~~an assignee. The court may make all other orders, directions,~~  
25 ~~accounts and inquiries that the judgment debtor might have made or~~  
26 ~~which the circumstances of the case may require.~~

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

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

34 ~~—(a) By the judgment debtor;~~

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

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

39 ~~—5.—] This section [provides] :~~

40 (a) *Provides* the exclusive remedy by which a judgment creditor  
41 of a member or an assignee of a member may satisfy a judgment out  
42 of the member's interest of the judgment debtor.

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



1 ~~7. This section does~~  
2 (b) *Does* not deprive any member of the benefit of any  
3 exemption applicable to his interest.

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

5 86.561 1. The Secretary of State shall charge and collect for:

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

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

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

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

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

17 (f) Certifying an authorized printed copy of this chapter,  
18 ~~[\$20;]~~ \$30;

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

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

22 (i) Executing, filing or certifying any other document, ~~[\$40;]~~  
23 \$50; and

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

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

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

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

34 86.568 1. A limited-liability company may correct a  
35 document filed by the Secretary of State with respect to the limited-  
36 liability company if the document contains an inaccurate record of a  
37 company action described in the document or was defectively  
38 executed, attested, sealed, verified or acknowledged.

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

40 (a) Prepare a certificate of correction that:

41 (1) States the name of the limited-liability company;

42 (2) Describes the document, including, without limitation, its  
43 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 a manager of the company, or if  
4 management is not vested in a manager, by a member of the  
5 company.

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. 33.** NRS 86.580 is hereby amended to read as follows:

13 86.580 1. A limited-liability company which did exist or is  
14 existing pursuant to the laws of this state may, upon complying with  
15 the provisions of NRS 86.276, procure a renewal or revival of its  
16 charter for any period, together with all the rights, franchises,  
17 privileges and immunities, and subject to all its existing and  
18 preexisting debts, duties and liabilities secured or imposed by its  
19 original charter and amendments thereto, or existing charter, by  
20 filing:

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

23 (1) The name of the limited-liability company, which must  
24 be the name of the limited-liability company at the time of the  
25 renewal or revival, or its name at the time its original charter  
26 expired.

27 (2) The name of the person *lawfully* designated as the  
28 resident agent of the limited-liability company, his street address for  
29 the service of process, and his mailing address if different from his  
30 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 limited-liability company desiring to renew or  
38 revive its charter is, or has been, organized and carrying on the  
39 business authorized by its existing or original charter and  
40 amendments thereto, and desires to renew or continue through  
41 revival its existence pursuant to and subject to the provisions of this  
42 chapter.

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



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

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

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

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

19 87.460 1. A certificate of registration of a registered limited-  
20 liability partnership may be amended by filing with the Secretary of  
21 State a certificate of amendment. The certificate of amendment must  
22 set forth:

- 23 (a) The name of the registered limited-liability partnership;  
24 (b) The dates on which the registered limited-liability  
25 partnership filed its original certificate of registration and any other  
26 certificates of amendment; and  
27 (c) The change to the information contained in the original  
28 certificate of registration or any other certificates of amendment.

29 2. The certificate of amendment must be:

- 30 (a) Signed by a managing partner of the registered limited-  
31 liability partnership; and  
32 (b) Accompanied by a fee of ~~[\$150.]~~ **\$175.**

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

34 87.470 The registration of a registered limited-liability  
35 partnership is effective until:

36 1. Its certificate of registration is revoked pursuant to  
37 NRS 87.520; or

38 2. The registered limited-liability partnership files with the  
39 Secretary of State a written notice of withdrawal executed by a  
40 managing partner. The notice must be accompanied by a fee of  
41 ~~[\$60.]~~ **\$75.**

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

43 87.490 1. If a registered limited-liability partnership wishes  
44 to change the location of its principal office in this state or its



1 resident agent, it shall first file with the Secretary of State a  
2 certificate of change that sets forth:

- 3 (a) The name of the registered limited-liability partnership;
- 4 (b) The street address of its principal office;
- 5 (c) If the location of its principal office will be changed, the  
6 street address of its new principal office;
- 7 (d) The name of its resident agent; and
- 8 (e) If its resident agent will be changed, the name of its new  
9 resident agent.

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

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

- 20 (a) Signed by a managing partner of the registered limited-  
21 liability partnership; and
- 22 (b) Accompanied by a fee of ~~[\$30.]~~ \$60.

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

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

- 31 (a) The name of the registered limited-liability partnership;
- 32 (b) The file number of the registered limited-liability  
33 partnership, if known;
- 34 (c) The names of all of its managing partners;
- 35 (d) The mailing or street address, either residence or business, of  
36 each managing partner;
- 37 (e) The name and street address of the *lawfully designated*  
38 resident agent of the registered limited-liability partnership; and
- 39 (f) The signature of a managing partner of the registered limited-  
40 liability partnership certifying that the list is true, complete and  
41 accurate.

42 Each list filed pursuant to this subsection must be accompanied by a  
43 declaration under penalty of perjury that the registered limited-  
44 liability partnership has complied with the provisions of chapter  
45 364A of NRS.



1 2. Upon filing:  
2 (a) The initial list required by subsection 1, the registered  
3 limited-liability partnership shall pay to the Secretary of State a fee  
4 of ~~[\$165.]~~ **\$125.**

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

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

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

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

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

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

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

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

35 4. If a registered limited-liability partnership fails to pay the  
36 amount that is due, the certificate of registration of the registered  
37 limited-liability partnership shall be deemed revoked on the first day  
38 of the ninth month after the month in which the fee required to be  
39 paid pursuant to NRS 87.510 was due. The Secretary of State shall  
40 notify a registered limited-liability partnership, by certified mail,  
41 addressed to its resident agent or, if the registered limited-liability  
42 partnership does not have a resident agent, to a managing partner,  
43 that its certificate of registration is revoked and the amount of any  
44 fees and penalties that are due.





1       **Sec. 39.** NRS 87.530 is hereby amended to read as follows:  
2       87.530 1. Except as otherwise provided in subsection 3, the  
3 Secretary of State shall reinstate the certificate of registration of a  
4 registered limited-liability partnership that is revoked pursuant to  
5 NRS 87.520 if the registered limited-liability partnership:

6       (a) Files with the Secretary of State ~~the~~ :  
7           (1) *The* information required by NRS 87.510; *and*  
8           (2) *A certificate of acceptance of appointment signed by its*  
9       *resident agent*; and

10       (b) Pays to the Secretary of State:  
11           (1) The fee required to be paid by ~~that section;~~  
12       *NRS 87.510*;

13           (2) Any penalty required to be paid pursuant to NRS 87.520;  
14       and  
15           (3) A reinstatement fee of ~~[\$200.]~~ *\$300.*

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

18       (a) Deliver to the registered limited-liability partnership a  
19 certificate of reinstatement authorizing it to transact business  
20 retroactively from the date the fee required by NRS 87.510 was due;  
21       and

22       (b) Upon request, issue to the registered limited-liability  
23 partnership one or more certified copies of the certificate of  
24 reinstatement.

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

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

30       87.547 1. A limited-liability partnership may correct a  
31 document filed by the Secretary of State with respect to the limited-  
32 liability partnership if the document contains an inaccurate record of  
33 a partnership action described in the document or was defectively  
34 executed, attested, sealed, verified or acknowledged.

35       2. To correct a document, the limited-liability partnership  
36 must:

37       (a) Prepare a certificate of correction that:  
38           (1) States the name of the limited-liability partnership;  
39           (2) Describes the document, including, without limitation, its  
40 filing date;

41           (3) Specifies the inaccuracy or defect;  
42           (4) Sets forth the inaccurate or defective portion of the  
43 document in an accurate or corrected form; and

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



- 1 (b) Deliver the certificate to the Secretary of State for filing.
- 2 (c) Pay a filing fee of ~~[\$150]~~ \$175 to the Secretary of State.

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

7 **Sec. 41.** NRS 87.550 is hereby amended to read as follows:  
8 87.550 In addition to any other fees required by NRS 87.440 to  
9 87.540, inclusive, and 87.560, the Secretary of State shall charge  
10 and collect the following fees for services rendered pursuant to  
11 those sections:

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

14 2. For executing a certificate verifying the existence of a  
15 registered limited-liability partnership, if the registered limited-  
16 liability partnership has not filed a certificate of amendment,  
17 ~~[\$40.]~~ \$50.

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

21 4. For executing, certifying or filing any certificate or  
22 document not required by NRS 87.440 to 87.540, inclusive, and  
23 87.560, ~~[\$40.]~~ \$50.

24 5. For any copies made by the Office of the Secretary of State,  
25 ~~[\$1]~~ \$2 per page.

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

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

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

- 34 (a) *The name of the limited partnership.*
- 35 (b) *The street address of its principal office.*
- 36 (c) *The name of the person designated as the resident agent of*  
37 *the limited partnership, the street address of the resident agent*  
38 *where process may be served upon the partnership and the mailing*  
39 *address of the resident agent if it is different from his street*  
40 *address.*
- 41 (d) *The name and business address of each organizer*  
42 *executing the certificate.*
- 43 (e) *The name and business address of each initial general*  
44 *partner.*



1       (f) A brief statement of the professional service rendered by the  
2 limited partnership.

3       (g) That the limited partnership thereafter will be a registered  
4 limited-liability limited partnership.

5       (h) Any other information that the limited partnership wishes  
6 to include.

7       2. The certificate of registration must be executed by the vote  
8 necessary to amend the partnership agreement or, in the case of a  
9 partnership agreement that expressly considers contribution  
10 obligations, the vote necessary to amend those provisions.

11       3. The Secretary of State shall register as a registered limited-  
12 liability limited partnership any limited partnership that submits a  
13 completed certificate of registration with the required fee.

14       4. The registration of a registered limited-liability limited  
15 partnership is effective at the time of the filing of the certificate of  
16 registration.

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

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

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

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



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

3     1. *Its certificate of registration is revoked pursuant to NRS*  
4 *88.405; or*

5     2. *The registered limited-liability limited partnership files*  
6 *with the Secretary of State a written notice of withdrawal executed*  
7 *by a general partner. The notice must be accompanied by a fee*  
8 *of \$60.*

9     **Sec. 46.** *The status of a limited partnership as a registered*  
10 *limited-liability limited partnership, and the liability of its*  
11 *partners, are not affected by errors in the information contained*  
12 *in a certificate of registration or an annual list required to be filed*  
13 *with the Secretary of State, or by changes after the filing of such a*  
14 *certificate or list in the information contained in the certificate or*  
15 *list.*

16     **Sec. 47.** 1. *Notwithstanding any provision in a partnership*  
17 *agreement that may have existed before a limited partnership*  
18 *became a registered limited-liability limited partnership pursuant*  
19 *to section 43 of this act, if a registered limited-liability limited*  
20 *partnership incurs a debt or liability:*

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

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

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

33     **Sec. 48.** 1. *Except as otherwise provided by specific statute,*  
34 *no partner of a registered limited-liability limited partnership is*  
35 *individually liable for a debt or liability of the registered limited-*  
36 *liability limited partnership, unless the partner acts as the alter*  
37 *ego of the registered limited-liability limited partnership.*

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

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

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



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

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

6 **Sec. 49.** *To the extent permitted by the law of that*  
7 *jurisdiction:*

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

14 2. *The internal affairs of a limited partnership, including a*  
15 *registered limited-liability limited partnership, formed and existing*  
16 *under this chapter, including the liability of partners for debts,*  
17 *obligations and liabilities of or chargeable to the partnership, are*  
18 *governed by the laws of this state.*

19 **Sec. 50.** *The name of a foreign registered limited-liability*  
20 *limited partnership that is doing business in this state must*  
21 *contain the words "Limited-Liability Limited Partnership" or*  
22 *"Registered Limited-Liability Limited Partnership" or the*  
23 *abbreviations "L.L.L.P." or "LLLP," or such other words or*  
24 *abbreviations as may be required or authorized by the laws of the*  
25 *other jurisdiction, as the last words or letters of the name.*

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

27 88.315 As used in this chapter, unless the context otherwise  
28 requires:

29 1. "Certificate of limited partnership" means the certificate  
30 referred to in NRS 88.350, and the certificate as amended or  
31 restated.

32 2. "Contribution" means any cash, property, services rendered,  
33 or a promissory note or other binding obligation to contribute cash  
34 or property or to perform services, which a partner contributes to a  
35 limited partnership in his capacity as a partner.

36 3. "Event of withdrawal of a general partner" means an event  
37 that causes a person to cease to be a general partner as provided in  
38 NRS 88.450.

39 4. "Foreign limited partnership" means a partnership formed  
40 under the laws of any state other than this state and having as  
41 partners one or more general partners and one or more limited  
42 partners.

43 5. *"Foreign registered limited-liability limited partnership"*  
44 *means a foreign limited-liability limited partnership:*



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



1       **Sec. 52.** NRS 88.320 is hereby amended to read as follows:  
2       88.320 1. ~~The~~ *Except as otherwise provided in section 44*  
3 *of this act, the* name proposed for a limited partnership as set forth  
4 in its certificate of limited partnership:

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

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

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

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

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

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

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

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

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

35       88.331 1. If a limited partnership created pursuant to this  
36 chapter desires to change its resident agent, the change may be  
37 effected by filing with the Secretary of State a certificate of change,  
38 signed by a general partner, which sets forth:

39       (a) The name of the limited partnership;

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.

44       3. *For the purposes of this section, if the resident agent is a*  
45 *corporation, limited-liability company, limited-liability*



1 *partnership, limited partnership, limited-liability limited*  
2 *partnership or business trust and the name of the resident agent is*  
3 *changed as a result of a merger, conversion, exchange, sale,*  
4 *reorganization or amendment, the limited partnership is not*  
5 *required to file a certificate of change.*

6 4. The change authorized by this section becomes effective  
7 upon the filing of the certificate of change.

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

9 88.335 1. A limited partnership shall keep at the office  
10 referred to in paragraph (a) of subsection 1 of NRS 88.330 the  
11 following:

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

15 (b) A copy of the certificate of limited partnership and all  
16 certificates of amendment thereto, together with executed copies of  
17 any powers of attorney pursuant to which any certificate has been  
18 executed;

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

21 (d) Copies of any then effective written partnership agreements  
22 ~~and~~;

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

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

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

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

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

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

38 2. *In lieu of keeping at an office in this state the information*  
39 *required in paragraphs (a), (c), (e) and (f) of subsection 1, the*  
40 *limited partnership may keep a statement with the resident agent*  
41 *setting out the name of the custodian of the information required*  
42 *in paragraphs (a), (c), (e) and (f) of subsection 1, and the present*  
43 *and complete post office address, including street and number, if*  
44 *any, where the information required in paragraphs (a), (c), (e) and*  
45 *(f) of subsection 1 is kept.*





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

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

5     88.339 1. A limited partnership may correct a document filed  
6 by the Secretary of State with respect to the limited partnership if  
7 the document contains an inaccurate record of a partnership action  
8 described in the document or was defectively executed, attested,  
9 sealed, verified or acknowledged.

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

11    (a) Prepare a certificate of correction that:

12       (1) States the name of the limited 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 general partner of the limited partnership.

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

20    (c) Pay a filing fee of ~~[\$150]~~ **\$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. 56.** NRS 88.350 is hereby amended to read as follows:

26     88.350 1. In order to form a limited partnership, a certificate  
27 of limited partnership must be executed and filed in the Office of the  
28 Secretary of State. The certificate must set forth:

29     (a) The name of the limited partnership;

30     (b) The address of the office which contains records and the  
31 name and address of the resident agent required to be maintained by  
32 NRS 88.330;

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

35     (d) **The name and business address of each initial general**  
36 **partner;**

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

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

41    2. A certificate of acceptance of appointment of a resident  
42 agent, executed by the agent, must be filed with the certificate of  
43 limited partnership.

44    3. A limited partnership is formed at the time of the filing of  
45 the certificate of limited partnership and the certificate of acceptance



1 in the Office of the Secretary of State or at any later time specified  
2 in the certificate of limited partnership if, in either case, there has  
3 been substantial compliance with the requirements of this section.

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

5 88.395 1. A limited partnership shall, on or before the first  
6 day of the second month after the filing of its certificate of limited  
7 partnership with the Secretary of State, and annually thereafter on or  
8 before the last day of the month in which the anniversary date of the  
9 filing of its certificate of limited partnership occurs, file with the  
10 Secretary of State, on a form furnished by him, a list that contains:

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

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

23 2. ~~Upon~~ *Except as otherwise provided in subsection 3, a*  
24 *limited partnership shall, upon* filing:

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

29 3. *A registered limited-liability limited partnership shall,*  
30 *upon filing:*

- 31 (a) *The initial list required by subsection 1, pay to the*  
32 *Secretary of State a fee of \$125.*
- 33 (b) *Each annual list required by subsection 1, pay to the*  
34 *Secretary of State a fee of \$175.*

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

43 ~~4.~~ 5. If the list to be filed pursuant to the provisions of  
44 subsection 1 is defective or the fee required by subsection 2 *or 3* is



1 not paid, the Secretary of State may return the list for correction or  
2 payment.

3 ~~[5.]~~ 6. An annual list for a limited partnership not in default  
4 that is received by the Secretary of State more than 60 days before  
5 its due date shall be deemed an amended list for the previous year  
6 and does not satisfy the requirements of subsection 1 for the year to  
7 which the due date is applicable.

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

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

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

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

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

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

30 88.410 1. Except as otherwise provided in subsections 3 and  
31 4, the Secretary of State ~~[may:~~

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

34 ~~—(b) Restore]~~ *under the provisions of this chapter and restore*  
35 *to the limited partnership its right to carry on business in this state, and*  
36 *to exercise its privileges and immunities [;*

37 ~~upon the filing]~~ *if it:*

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

39 (1) *The* list required pursuant to NRS 88.395 ~~[, and upon~~  
40 ~~payment]~~ ; *and*

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

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



1           (1) *The* filing fee and penalty set forth in NRS 88.395 and  
2 88.400 for each year or portion thereof during which the certificate  
3 has been revoked ~~[, and a]~~; and

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

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

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

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

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

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

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

19           88.415 The Secretary of State, for services relating to his  
20 official duties and the records of his office, shall charge and collect  
21 the following fees:

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

24           2. For filing a certificate of *registration of limited-liability*  
25 *limited partnership, or for registering a foreign registered limited-*  
26 *liability limited partnership, \$100.*

27           3. *For filing a certificate of* amendment of limited partnership  
28 or restated certificate of limited partnership, ~~[\$150.]~~  
29 ~~—3.]~~ \$175.

30           4. For filing a certificate of a change of location of the records  
31 office of a limited partnership or the office of its resident agent, or a  
32 designation of a new resident agent, ~~[\$30.]~~  
33 ~~—4.]~~ \$60.

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

37           ~~[5.]~~ 6. For certifying an authorized printed copy of the limited  
38 partnership law, ~~[\$20.]~~  
39 ~~—6.]~~ \$30.

40           7. For reserving a limited partnership name, or for executing,  
41 filing or certifying any other document, ~~[\$20.]~~  
42 ~~—7.]~~ \$25.

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



1 ~~[8.]~~ **9.** For filing a certificate of cancellation of a limited  
2 partnership, ~~[\$60.]~~ **\$75.**  
3 Except as otherwise provided in this section, the fees set forth in  
4 NRS 78.785 apply to this chapter.

5 **Sec. 61.** NRS 88.535 is hereby amended to read as follows:  
6 88.535 1. On application to a court of competent jurisdiction  
7 by any judgment creditor of a partner, the court may charge the  
8 partnership interest of the partner with payment of the unsatisfied  
9 amount of the judgment with interest. To the extent so charged, the  
10 judgment creditor has only the rights of an assignee of the  
11 partnership interest.

12 2. ~~[The court may appoint a receiver of the share of the~~  
13 ~~distributions due or to become due to the judgment debtor in respect~~  
14 ~~of the partnership. The receiver has only the rights of an assignee.~~  
15 ~~The court may make all other orders, directions, accounts and~~  
16 ~~inquiries that the judgment debtor might have made or which the~~  
17 ~~circumstances of the case may require.~~

18 ~~—3.— A charging order constitutes a lien on the partnership~~  
19 ~~interest of the judgment debtor. The court may order a foreclosure~~  
20 ~~of the partnership interest subject to the charging order at any time.~~  
21 ~~The purchaser at the foreclosure sale has only the rights of an~~  
22 ~~assignee.~~

23 ~~—4.— Unless otherwise provided in the articles of organization or~~  
24 ~~operating agreement, at any time before foreclosure, a partnership~~  
25 ~~interest charged may be redeemed:~~

26 ~~—(a) By the judgment debtor;~~

27 ~~—(b) With property other than property of the limited partnership,~~  
28 ~~by one or more of the other partners; or~~

29 ~~—(c) By the limited partnership with the consent of all of the~~  
30 ~~partners whose interests are not so charged.~~

31 ~~—5.]~~ This section ~~[provides]~~ :

32 (a) *Provides* the exclusive remedy by which a judgment creditor  
33 of a partner or an assignee of a partner may satisfy a judgment out  
34 of the partnership interest of the judgment debtor.

35 ~~[6.— No creditor of a partner has any right to obtain possession~~  
36 ~~of, or otherwise exercise legal or equitable remedies with respect to,~~  
37 ~~the property of the limited partnership.~~

38 ~~—7.— This section does]~~

39 (b) *Does* not deprive any partner of the benefit of any exemption  
40 laws applicable to his partnership interest.

41 **Sec. 62.** NRS 88.585 is hereby amended to read as follows:

42 88.585 ~~[A]~~ *Except as otherwise provided in section 50 of this*  
43 *act, a* foreign limited partnership may register with the Secretary of  
44 State under any name, whether or not it is the name under which it is  
45 registered in its state of organization, that includes without



1 abbreviation the words "limited partnership" and that could be  
2 registered by a domestic limited partnership.

3 **Sec. 63.** NRS 88A.540 is hereby amended to read as follows:

4 88A.540 1. If a business trust formed pursuant to this chapter  
5 desires to change its resident agent, the change may be effected by  
6 filing with the Secretary of State a certificate of change, signed by at  
7 least one trustee of the business trust, setting forth:

- 8 (a) The name of the business trust;  
9 (b) The name and street address of the present resident agent;  
10 and

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

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

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

21 4. The change authorized by this section becomes effective  
22 upon the filing of the certificate of change.

23 **Sec. 64.** NRS 88A.600 is hereby amended to read as follows:

24 88A.600 1. A business trust formed pursuant to this chapter  
25 shall, on or before the first day of the second month after the filing  
26 of its certificate of trust with the Secretary of State, and annually  
27 thereafter on or before the last day of the month in which the  
28 anniversary date of the filing of its certificate of trust with the  
29 Secretary of State occurs, file with the Secretary of State, on a form  
30 furnished by him, a list signed by at least one trustee that contains  
31 the name and mailing address of its *lawfully designated* resident  
32 agent and at least one trustee. Each list filed pursuant to this  
33 subsection must be accompanied by a declaration under penalty of  
34 perjury that the business trust has complied with the provisions of  
35 chapter 364A of NRS.

36 2. Upon filing:

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

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

41 3. The Secretary of State shall, 60 days before the last day for  
42 filing each annual list required by subsection 1, cause to be mailed  
43 to each business trust which is required to comply with the  
44 provisions of NRS 88A.600 to 88A.660, inclusive, and which has  
45 not become delinquent, the blank forms to be completed and filed



1 with him. Failure of a business trust to receive the forms does not  
2 excuse it from the penalty imposed by law.

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

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

7 88A.630 1. Each business trust required to file the list and  
8 pay the fee prescribed in NRS 88A.600 to 88A.660, inclusive,  
9 which refuses or neglects to do so within the time provided shall be  
10 deemed in default.

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

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

15 88A.650 1. Except as otherwise provided in subsection 3, the  
16 Secretary of State shall reinstate a business trust which has forfeited  
17 its right to transact business pursuant to the provisions of this  
18 chapter and restore to the business trust its right to carry on business  
19 in this state, and to exercise its privileges and immunities, if it:

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

21 (1) *The* list required by NRS 88A.600; *and*

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

24 (b) Pays to the Secretary of State:

25 (1) The filing fee and penalty set forth in NRS 88A.600 and  
26 88A.630 for each year or portion thereof during which its certificate  
27 of trust was revoked; and

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

29 2. When the Secretary of State reinstates the business trust, he  
30 shall:

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

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

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 certificate of trust occurred only by reason of the failure to  
39 file the list or pay the fees and penalties.

40 **Sec. 67.** NRS 88A.900 is hereby amended to read as follows:

41 88A.900 The Secretary of State shall charge and collect the  
42 following fees for:

43 1. Filing an original certificate of trust, or for registering a  
44 foreign business trust, ~~[\$175.]~~ \$75.



- 1 2. Filing an amendment or restatement, or a combination
- 2 thereof, to a certificate of trust, ~~[\$150.]~~ **\$175.**
- 3 3. Filing a certificate of cancellation, ~~[\$175.]~~ **\$75.**
- 4 4. Certifying a copy of a certificate of trust or an amendment or
- 5 restatement, or a combination thereof, ~~[\$20]~~ **\$30** per certification.
- 6 5. Certifying an authorized printed copy of this chapter,
- 7 ~~[\$20.]~~ **\$30.**
- 8 6. Reserving a name for a business trust, ~~[\$20.]~~ **\$25.**
- 9 7. Executing a certificate of existence of a business trust which
- 10 does not list the previous documents relating to it, or a certificate of
- 11 change in the name of a business trust, ~~[\$40.]~~ **\$50.**
- 12 8. Executing a certificate of existence of a business trust which
- 13 lists the previous documents relating to it, ~~[\$40.]~~
- 14 ~~9. Filing a statement of change of address of the registered~~
- 15 ~~office for each business trust, \$30.~~
- 16 ~~10.]~~ **\$50.**
- 17 9. Filing a statement of change of the ~~registered agent, \$30.~~
- 18 ~~11.]~~ **resident agent, \$60.**
- 19 10. Executing, certifying or filing any certificate or document
- 20 not otherwise provided for in this section, ~~[\$40.]~~
- 21 ~~12.]~~ **\$50.**
- 22 11. Examining and provisionally approving a document before
- 23 the document is presented for filing, ~~[\$100.]~~
- 24 ~~13.]~~ **\$125.**
- 25 12. Copying a document on file with him, for each page,
- 26 ~~[\$1.]~~ **\$2.**
- 27 **Sec. 68.** NRS 88A.930 is hereby amended to read as follows:
- 28 88A.930 1. A business trust may correct a document filed by
- 29 the Secretary of State with respect to the business trust if the
- 30 document contains an inaccurate record of a trust action described in
- 31 the document or was defectively executed, attested, sealed, verified
- 32 or acknowledged.
- 33 2. To correct a document, the business trust must:
- 34 (a) Prepare a certificate of correction that:
- 35 (1) States the name of the business trust;
- 36 (2) Describes the document, including, without limitation, its
- 37 filing date;
- 38 (3) Specifies the inaccuracy or defect;
- 39 (4) Sets forth the inaccurate or defective portion of the
- 40 document in an accurate or corrected form; and
- 41 (5) Is signed by a trustee of the business trust.
- 42 (b) Deliver the certificate to the Secretary of State for filing.
- 43 (c) Pay a filing fee of ~~[\$150]~~ **\$175** to the Secretary of State.
- 44 3. A certificate of correction is effective on the effective date
- 45 of the document it corrects except as to persons relying on the





1 uncorrected document and adversely affected by the correction. As  
2 to those persons, the certificate is effective when filed.

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

4 89.210 1. Within 30 days after the organization of a  
5 professional association under this chapter, the association shall file  
6 with the Secretary of State a copy of the articles of association, duly  
7 executed, and shall pay at that time a filing fee of ~~[\$175. Any such~~  
8 ~~association formed as a common law association before July 1,~~  
9 ~~1969, shall file, within 30 days after July 1, 1969, a certified copy of~~  
10 ~~its articles of association, with any amendments thereto, with the~~  
11 ~~Secretary of State, and shall pay at that time a filing fee of \$25.]~~  
12 **\$75.** A copy of any amendments to the articles of association  
13 ~~[adopted after July 1, 1969,]~~ must also be filed with the Secretary of  
14 State within 30 days after the adoption of such amendments. Each  
15 copy of amendments so filed must be certified as true and correct  
16 and be accompanied by a filing fee of ~~[\$150.]~~ **\$175.**

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

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

24 89.250 1. Except as otherwise provided in subsection 2, a  
25 professional association shall, on or before the first day of the  
26 second month after the filing of its articles of association with the  
27 Secretary of State, and annually thereafter on or before the last day  
28 of the month in which the anniversary date of its organization occurs  
29 in each year, furnish a statement to the Secretary of State showing  
30 the names and residence addresses of all members and employees in  
31 the association and certifying that all members and employees are  
32 licensed to render professional service in this state.

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

40 (a) Showing the names and residence addresses of all members  
41 and employees of the association who are licensed or otherwise  
42 authorized by law to render professional service in this state;

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



1 (c) Certifying that all members who are not licensed to render  
2 professional service in this state do not render professional service  
3 on behalf of the association except as authorized by law.

4 3. Each statement filed pursuant to this section must be:  
5 (a) Made on a form prescribed by the Secretary of State and  
6 must not contain any fiscal or other information except that  
7 expressly called for by this section.

8 (b) Signed by the chief executive officer of the association.  
9 (c) Accompanied by a declaration under penalty of perjury that  
10 the professional association has complied with the provisions of  
11 chapter 364A of NRS.

12 4. Upon filing:  
13 (a) The initial statement required by this section, the association  
14 shall pay to the Secretary of State a fee of ~~[\$165.]~~ **\$125.**

15 (b) Each annual statement required by this section, the  
16 association shall pay to the Secretary of State a fee of ~~[\$85.]~~ **\$125.**

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

21 **Sec. 71.** NRS 89.252 is hereby amended to read as follows:  
22 89.252 1. Each professional association that is required to  
23 make a filing and pay the fee prescribed in NRS 89.250 but refuses  
24 to do so within the time provided is in default.

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

28 **Sec. 72.** NRS 89.256 is hereby amended to read as follows:  
29 89.256 1. Except as otherwise provided in subsections 3 and  
30 4, the Secretary of State shall reinstate any professional association  
31 which has forfeited its right to transact business under the provisions  
32 of this chapter and restore the right to carry on business in this state  
33 and exercise its privileges and immunities if it:

34 (a) Files with the Secretary of State ~~[the]~~ :  
35 **(1) The** statement and certification required by NRS 89.250;

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

39 (b) Pays to the Secretary of State:  
40 (1) The filing fee and penalty set forth in NRS 89.250 and  
41 89.252 for each year or portion thereof during which the articles of  
42 association have been revoked; and

43 (2) A fee of ~~[\$200]~~ **\$300** for reinstatement.  
44 2. When the Secretary of State reinstates the association to its  
45 former rights, he shall:



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

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

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

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

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

15 92A.190 1. One or more foreign entities may merge or enter  
16 into an exchange of owner's interests with one or more domestic  
17 entities if:

18 (a) In a merger, the merger is permitted by the law of the  
19 jurisdiction under whose law each foreign entity is organized and  
20 governed and each foreign entity complies with that law in effecting  
21 the merger;

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

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

31 (d) Each domestic entity complies with the applicable provisions  
32 of NRS 92A.100 to 92A.180, inclusive, and, if it is the surviving  
33 entity in the merger or acquiring entity in the exchange, with NRS  
34 92A.200 to 92A.240, inclusive.

35 2. When the merger or exchange takes effect, the surviving  
36 foreign entity in a merger and the acquiring foreign entity in an  
37 exchange shall be deemed:

38 (a) To appoint the Secretary of State as its agent for service of  
39 process in a proceeding to enforce any obligation or the rights of  
40 dissenting owners of each domestic entity that was a party to the  
41 merger or exchange. Service of such process must be made by  
42 personally delivering to and leaving with the Secretary of State  
43 duplicate copies of the process and the payment of a fee of ~~[\$50]~~  
44 *\$100* for accepting and transmitting the process. The Secretary of  
45 State shall forthwith send by registered or certified mail one of the



1 copies to the surviving or acquiring entity at its specified address,  
2 unless the surviving or acquiring entity has designated in writing to  
3 the Secretary of State a different address for that purpose, in which  
4 case it must be mailed to the last address so designated.

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

9 3. This section does not limit the power of a foreign entity to  
10 acquire all or part of the owner's interests of one or more classes or  
11 series of a domestic entity through a voluntary exchange or  
12 otherwise.

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

14 92A.195 1. One foreign entity or foreign general partnership  
15 may convert into one domestic entity if:

16 (a) The conversion is permitted by the law of the jurisdiction  
17 governing the foreign entity or foreign general partnership and the  
18 foreign entity or foreign general partnership complies with that law  
19 in effecting the conversion;

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

24 (c) The domestic entity complies with the applicable provisions  
25 of NRS 92A.105, 92A.120, 92A.135, 92A.140 and 92A.165 and, if  
26 it is the resulting entity in the conversion, with NRS 92A.205 to  
27 92A.240, inclusive.

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

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

41 92A.210 1. Except as otherwise provided in this section, the  
42 fee for filing articles of merger, articles of conversion, articles of  
43 exchange, articles of domestication or articles of termination is  
44 ~~[\$325]~~ **\$350**. The fee for filing the constituent documents of a  
45 domestic resulting entity is the fee for filing the constituent



1 documents determined by the chapter of NRS governing the  
2 particular domestic resulting entity.

3 2. The fee for filing articles of merger of two or more domestic  
4 corporations is the difference between the fee computed at the rates  
5 specified in NRS 78.760 upon the aggregate authorized stock of the  
6 corporation created by the merger and the fee computed upon the  
7 aggregate amount of the total authorized stock of the constituent  
8 corporation.

9 3. The fee for filing articles of merger of one or more domestic  
10 corporations with one or more foreign corporations is the difference  
11 between the fee computed at the rates specified in NRS 78.760 upon  
12 the aggregate authorized stock of the corporation created by the  
13 merger and the fee computed upon the aggregate amount of the total  
14 authorized stock of the constituent corporations which have paid the  
15 fees required by NRS 78.760 and 80.050.

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

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

20 14.020 1. Every corporation, limited-liability company,  
21 limited-liability partnership, limited partnership, *limited-liability*  
22 *limited partnership*, business trust and municipal corporation  
23 created and existing under the laws of any other state, territory, or  
24 foreign government, or the Government of the United States, doing  
25 business in this state shall appoint and keep in this state a resident  
26 agent who resides or is located in this state, upon whom all legal  
27 process and any demand or notice authorized by law to be served  
28 upon it may be served in the manner provided in subsection 2. The  
29 corporation, limited-liability company, limited-liability partnership,  
30 limited partnership, *limited-liability limited partnership*, business  
31 trust or municipal corporation shall file with the Secretary of State a  
32 certificate of acceptance of appointment signed by its resident agent.  
33 The certificate must set forth the full name and address of the  
34 resident agent. ~~[The]~~ A certificate *of change of resident agent* must  
35 be ~~[renewed]~~ *filed* in the manner provided in title 7 of NRS  
36 ~~[whenever a change is made in the appointment or a vacancy occurs~~  
37 ~~in the agency.]~~ *if the corporation, limited-liability company,*  
38 *limited-liability partnership, limited partnership, limited-liability*  
39 *limited partnership, business trust or municipal corporation*  
40 *desires to change its resident agent. For the purposes of this*  
41 *subsection, if the resident agent is a corporation, limited-liability*  
42 *company, limited-liability partnership, limited partnership,*  
43 *limited-liability limited partnership or business trust and the name*  
44 *of the resident agent is changed as a result of a merger,*  
45 *conversion, exchange, sale, reorganization or amendment, the*



1 *corporation, limited-liability company, limited-liability*  
2 *partnership, limited partnership, limited-liability limited*  
3 *partnership, business trust or municipal corporation is not*  
4 *required to file a certificate of change of resident agent in the*  
5 *manner provided in title 7 of NRS.*

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

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

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

18 104.9525 1. Except as otherwise provided in subsection 5,  
19 the fee for filing and indexing a record under this part, other than an  
20 initial financing statement of the kind described in subsection 2 of  
21 NRS 104.9502, is:

22 (a) ~~Twenty~~ *Forty* dollars if the record is communicated in  
23 writing and consists of one or two pages;

24 (b) ~~Forty~~ *Sixty* dollars if the record is communicated in writing  
25 and consists of more than two pages, and ~~\$1~~ *\$2* for each page over  
26 20 pages;

27 (c) ~~Ten~~ *Twenty* dollars if the record is communicated by  
28 another medium authorized by filing-office rule; and

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

31 2. The filing officer may charge and collect ~~\$1~~ *\$2* for each  
32 page of copy or record of filings produced by him at the request of  
33 any person.

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

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

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

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



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

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

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

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

12 105.070 1. The Secretary of State or county recorder shall  
13 mark any security instrument and any statement of change, merger  
14 or consolidation presented for filing with the day and hour of filing  
15 and the file number assigned to it. This mark is, in the absence of  
16 other evidence, conclusive proof of the time and fact of presentation  
17 for filing.

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

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

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

30 105.080 Upon the request of any person, the Secretary of State  
31 shall issue his certificate showing whether there is on file on the  
32 date and hour stated therein, any presently effective security  
33 instrument naming a particular public utility, and if there is, giving  
34 the date and hour of filing of the instrument and the names and  
35 addresses of each secured party. The uniform fee for such a  
36 certificate is ~~\$15~~ **\$40** if the request for the certificate is in the  
37 standard form prescribed by the Secretary of State and otherwise is  
38 ~~\$20~~ **\$50**. Upon request the Secretary of State or a county recorder  
39 shall furnish a copy of any filed security instrument upon payment  
40 of the statutory fee for copies.

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

42 225.140 1. Except as otherwise provided in subsection 2, in  
43 addition to other fees authorized by law, the Secretary of State shall  
44 charge and collect the following fees:



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

- 15
- 16 2. The Secretary of State:
- 17 (a) Shall charge a reasonable fee for searching records and
- 18 documents kept in his office.
- 19 (b) May charge or collect any filing or other fees for services
- 20 rendered by him to the State of Nevada, any local governmental
- 21 agency or agency of the Federal Government, or any officer thereof
- 22 in his official capacity or respecting his office or official duties.
- 23 (c) May not charge or collect a filing or other fee for:
- 24 (1) Attesting extradition papers or executive warrants for
- 25 other states.
- 26 (2) Any commission or appointment issued or made by the
- 27 Governor, either for the use of the State Seal or otherwise.
- 28 (d) May charge a reasonable fee, not to exceed:
- 29 (1) Five hundred dollars, for providing service within 2 hours
- 30 after the time the service is requested; and
- 31 (2) One hundred *twenty-five* dollars, for providing any other
- 32 special service, including, but not limited to, providing service more
- 33 than 2 hours but within 24 hours after the time the service is
- 34 requested, accepting documents filed by facsimile machine and
- 35 other use of new technology.
- 36 (e) Shall charge a fee, not to exceed the actual cost to the
- 37 Secretary of State, for providing:
- 38 (1) A copy of any record kept in his office that is stored on a
- 39 computer or on microfilm if the copy is provided on a tape, disc or
- 40 other medium used for the storage of information by a computer or
- 41 on duplicate film.
- 42 (2) Access to his computer database on which records are
- 43 stored.
- 44 3. From each fee collected pursuant to paragraph (d) of
- 45 subsection 2:





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

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

16 Any transfer of money from the Account for expenditure by the  
17 Secretary of State must be approved by the Interim Finance  
18 Committee.

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

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

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

32 *2. If, after conducting a hearing pursuant to the provisions of*  
33 *subsection 1, the Department determines that the person has failed*  
34 *to comply with the provisions of NRS 364A.130 or if the person*  
35 *fails to appear for the hearing after being properly served with the*  
36 *statement of charges and notice of hearing, the Department may*  
37 *make a written report of his findings of fact concerning the*  
38 *violation and cause to be served a copy thereof upon the person at*  
39 *the hearing. If the Department determines in the report that such*  
40 *failure has occurred, the Department may order the violator to:*

41 *(a) Cease and desist from conducting a business in this state;*  
42 *and*

43 *(b) Pay the costs of reporting services, fees for experts and*  
44 *other witnesses, charges for the rental of a hearing room if such a*  
45 *room is not available to the Department free of charge, charges*



1 *for providing an independent hearing officer, if any, and charges*  
2 *incurred for any service of process, if the violator is adjudicated to*  
3 *have failed to comply with the provisions of NRS 364A.130.*

4 *The order must be served upon the person directly or by certified*  
5 *or registered mail, return receipt requested. The order becomes*  
6 *effective upon service in the manner provided in this subsection.*

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

13 4. *If a person fails to comply with any provision of an order*  
14 *issued pursuant to subsection 2, the Department may, through the*  
15 *Attorney General, at any time after 30 days after the service of*  
16 *the order, cause an action to be instituted in the district court of*  
17 *the county wherein the person resides or has his principal place*  
18 *of business requesting the court to enforce the provisions of the*  
19 *order or to provide any other appropriate injunctive relief.*

20 5. *If the court finds that:*

21 (a) *There has been a failure to comply with the provisions of*  
22 *NRS 364A.130;*

23 (b) *The proceedings by the Department concerning the written*  
24 *report and any order issued pursuant to subsection 3 are in the*  
25 *interest of the public; and*

26 (c) *The findings of the Department are supported by the weight*  
27 *of the evidence,*  
28 *the court shall issue an order enforcing the provisions of the order*  
29 *of the Department.*

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

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

34 (b) *Such injunctive or other equitable or extraordinary relief*  
35 *as is determined appropriate by the court.*

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

39 **Sec. 82.** NRS 364A.130 is hereby amended to read as follows:  
40 364A.130 1. Except as otherwise provided in subsection 6, a  
41 person shall not conduct a business in this state unless he has a  
42 business license issued by the Department.

43 2. The application for a business license must:

44 (a) Be made upon a form prescribed by the Department;



- 1 (b) Set forth the name under which the applicant transacts or  
2 intends to transact business and the location of his place or places of  
3 business;
- 4 (c) Declare the estimated number of employees for the previous  
5 calendar quarter;
- 6 (d) Be accompanied by a fee of ~~[\$25;]~~ \$50; and
- 7 (e) Include any other information that the Department deems  
8 necessary.
- 9 3. The application must be signed by:
- 10 (a) The owner, if the business is owned by a natural person;
- 11 (b) A member or partner, if the business is owned by an  
12 association or partnership; or
- 13 (c) An officer or some other person specifically authorized to  
14 sign the application, if the business is owned by a corporation.
- 15 4. If the application is signed pursuant to paragraph (c) of  
16 subsection 3, written evidence of the signer's authority must be  
17 attached to the application.
- 18 5. *A person who has been issued a business license by the*  
19 *Department shall submit a fee of \$50 to the Department on or*  
20 *before the last day of the month in which the anniversary date of*  
21 *issuance of the business license occurs in each year, unless the*  
22 *person submits a written statement to the Department, at least 10*  
23 *days before the anniversary date, indicating that the person will*  
24 *not be conducting business in this state after the anniversary date.*  
25 *A person who fails to submit the annual fee required pursuant to*  
26 *this subsection in a timely manner shall pay a penalty in the*  
27 *amount of \$75 in addition to the annual fee.*
- 28 6. For the purposes of this chapter, a person shall be deemed to  
29 conduct a business in this state if a business for which the person is  
30 responsible:
- 31 (a) Is incorporated pursuant to chapter 78 or 78A of NRS;
- 32 (b) Has an office or other base of operations in this state; or
- 33 (c) Pays wages or other remuneration to a natural person who  
34 performs in this state any of the duties for which he is paid.
- 35 ~~[6.]~~ 7. A person who takes part in a trade show or convention  
36 held in this state for a purpose related to the conduct of a business is  
37 not required to obtain a business license specifically for that event.
- 38 **Sec. 83.** NRS 680A.230 is hereby amended to read as follows:  
39 680A.230 The general corporation laws of this state do not  
40 apply to foreign insurers holding certificates of authority to transact  
41 insurance in this state . ~~[, except as otherwise provided in~~  
42 ~~NRS 80.190.]~~
- 43 **Sec. 84.** NRS 80.190 is hereby repealed.



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TEXT OF REPEALED SECTION

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

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

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

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

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

