

REQUIRES TWO-THIRDS MAJORITY VOTE (§§ 2-21, 23-29, 31, 32, 34-41, 45, 53, 53.5, 55, 57-60, 62.5-80, 82)

(Reprinted with amendments adopted on April 16, 2003)

FIRST REPRINT

S.B. 298

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.

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; requiring a resident agent to file with the Secretary of State a certificate of name change of resident agent under certain circumstances; providing for the issuance of an order to cease and desist for failure to comply with certain provisions pertaining to business licenses; repealing the exemption from business tax provisions for a natural person who does not employ employees during a calendar quarter; authorizing the Secretary of State to hire additional personnel; 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:



\* S B 2 9 8 R 1 \*

1 1. Many of the fees increased pursuant to the amendatory  
2 provisions of this act have not been increased for a substantial  
3 length of time, and increasing these fees is necessary and  
4 appropriate at this time.

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

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

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

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

16 (a) Prepare a certificate of correction which:

17 (1) States the name of the corporation;

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

20 (3) Specifies the inaccuracy or defect;

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

23 (5) Is signed by an officer of the corporation.

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

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

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

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

31 78.097 1. A resident agent who desires to resign shall file  
32 with the Secretary of State a signed statement *, on a form provided*  
33 *by the Secretary of State*, for each ~~[corporation]~~ *artificial person*  
34 *formed, organized, registered or qualified pursuant to the*  
35 *provisions of this title* that he is unwilling to continue to act as the  
36 *resident* agent of the ~~[corporation]~~ *artificial person* for the service  
37 of process. *The fee for filing a statement of resignation is \$100 for*  
38 *the first artificial person that the resident agent is unwilling to*  
39 *continue to act as the agent of and \$1 for each additional artificial*  
40 *person listed on the statement of resignation.* A resignation is not  
41 effective until the signed statement is filed with the Secretary of  
42 State.

43 2. The statement of resignation may contain a statement of the  
44 affected corporation appointing a successor resident agent for that  
45 corporation. A certificate of acceptance executed by the new



1 resident agent, stating the full name, complete street address and, if  
2 different from the street address, mailing address of the new resident  
3 agent, must accompany the statement appointing a successor  
4 resident agent.

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

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

20 5. A corporation that fails to file a certificate of acceptance  
21 executed by the new resident agent within 30 days after the death,  
22 resignation or removal of its former resident agent shall be deemed  
23 in default and is subject to the provisions of NRS 78.170 and  
24 78.175.

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

26 78.110 1. If a corporation created pursuant to this chapter  
27 desires to change its resident agent, the change may be effected by  
28 filing with the Secretary of State a certificate of change *of resident*  
29 *agent* signed by an officer of the corporation which sets forth:

- 30 (a) The name of the corporation;  
31 (b) The name and street address of its present resident agent; and  
32 (c) The name and street address of the new resident agent.

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

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

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

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

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

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



1 **(b) Pay to the Secretary of State a filing fee of \$100.**  
2 **4.** A change authorized by this section becomes effective upon  
3 the filing of the **proper** certificate of change.

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

5 78.150 1. A corporation organized pursuant to the laws of  
6 this state shall, on or before the first day of the second month after  
7 the filing of its articles of incorporation with the Secretary of State,  
8 file with the Secretary of State a list, on a form furnished by him,  
9 containing:

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

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

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

29 4. Upon filing the list required by:

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

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

35	<b>\$75,000 or less .....</b>	<b>\$125</b>
36	<b>Over \$75,000 and not over \$200,000 .....</b>	<b>175</b>
37	<b>Over \$200,000 and not over \$500,000 .....</b>	<b>275</b>
38	<b>Over \$500,000 and not over \$1,000,000 .....</b>	<b>375</b>
39	<b>Over \$1,000,000:</b>	
40	<b>For the first \$1,000,000.....</b>	<b>375</b>
41	<b>For each additional \$500,000 or fraction</b>	
42	<b>thereof.....</b>	<b>275</b>

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



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

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

14 ~~6.~~ 7. If the list to be filed pursuant to the provisions of  
15 subsection 1 or 2 is defective in any respect or the fee required by  
16 subsection 4 or ~~8.~~ 9 is not paid, the Secretary of State may return  
17 the list for correction or payment.

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

25 ~~8.~~ 9. If the corporation is an association as defined in NRS  
26 116.110315, the Secretary of State shall not accept the filing  
27 required by this section unless it is accompanied by evidence of the  
28 payment of the fee required to be paid pursuant to NRS 116.31155  
29 that is provided to the association pursuant to subsection 4 of that  
30 section.

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

32 78.170 1. Each corporation required to make a filing and pay  
33 the fee prescribed in NRS 78.150 to 78.185, inclusive, which refuses  
34 or neglects to do so within the time provided shall be deemed in  
35 default.

36 2. For default there must be added to the amount of the fee a  
37 penalty of ~~\$50.~~ \$75. The fee and penalty must be collected as  
38 provided in this chapter.

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

40 78.180 1. Except as otherwise provided in subsections 3 and  
41 4, the Secretary of State shall reinstate a corporation which has  
42 forfeited its right to transact business pursuant to the provisions of  
43 this chapter and restore to the corporation its right to carry on  
44 business in this state, and to exercise its corporate privileges and  
45 immunities, if it:



- 1 (a) Files with the Secretary of State ~~the~~ :
- 2 (1) *The* list required by NRS 78.150; *and*
- 3 (2) *A certificate of acceptance of appointment signed by its*
- 4 *resident agent*; and
- 5 (b) Pays to the Secretary of State:
- 6 (1) The filing fee and penalty set forth in NRS 78.150 and
- 7 78.170 for each year or portion thereof during which it failed to file
- 8 each required annual list in a timely manner; and
- 9 (2) A fee of ~~[\$200]~~ \$300 for reinstatement.
- 10 2. When the Secretary of State reinstates the corporation, he
- 11 shall:
- 12 (a) Immediately issue and deliver to the corporation a certificate
- 13 of reinstatement authorizing it to transact business as if the filing fee
- 14 or fees had been paid when due; and
- 15 (b) Upon demand, issue to the corporation one or more certified
- 16 copies of the certificate of reinstatement.
- 17 3. The Secretary of State shall not order a reinstatement unless
- 18 all delinquent fees and penalties have been paid, and the revocation
- 19 of the charter occurred only by reason of failure to pay the fees and
- 20 penalties.
- 21 4. If a corporate charter has been revoked pursuant to the
- 22 provisions of this chapter and has remained revoked for a period of
- 23 5 consecutive years, the charter must not be reinstated.
- 24 **Sec. 8.** NRS 78.390 is hereby amended to read as follows:
- 25 78.390 1. Every amendment adopted pursuant to the
- 26 provisions of NRS 78.385 must be made in the following manner:
- 27 (a) The board of directors must adopt a resolution setting forth
- 28 the amendment proposed and declaring its advisability, and either
- 29 call a special meeting of the stockholders entitled to vote on the
- 30 amendment or direct that the proposed amendment be considered at
- 31 the next annual meeting of the stockholders entitled to vote on the
- 32 amendment.
- 33 (b) At the meeting, of which notice must be given to each
- 34 stockholder entitled to vote pursuant to the provisions of this
- 35 section, a vote of the stockholders entitled to vote in person or by
- 36 proxy must be taken for and against the proposed amendment. If it
- 37 appears upon the canvassing of the votes that stockholders holding
- 38 shares in the corporation entitling them to exercise at least a
- 39 majority of the voting power, or such greater proportion of the
- 40 voting power as may be required in the case of a vote by classes or
- 41 series, as provided in subsections 2 and 4, or as may be required by
- 42 the provisions of the articles of incorporation, have voted in favor of
- 43 the amendment, an officer of the corporation shall sign a certificate
- 44 setting forth the amendment, or setting forth the articles of



1 incorporation as amended, and the vote by which the amendment  
2 was adopted.

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

5 2. If any proposed amendment would adversely alter or change  
6 any preference or any relative or other right given to any class or  
7 series of outstanding shares, then the amendment must be approved  
8 by the vote, in addition to the affirmative vote otherwise required, of  
9 the holders of shares representing a majority of the voting power of  
10 each class or series adversely affected by the amendment regardless  
11 of limitations or restrictions on the voting power thereof.

12 3. Provision may be made in the articles of incorporation  
13 requiring, in the case of any specified amendments, a larger  
14 proportion of the voting power of stockholders than that required by  
15 this section.

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

20 5. The resolution of the stockholders approving the proposed  
21 amendment may provide that at any time before the effective date of  
22 the amendment, notwithstanding approval of the proposed  
23 amendment by the stockholders, the board of directors may, by  
24 resolution, abandon the proposed amendment without further action  
25 by the stockholders.

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

30 7. If a certificate filed pursuant to subsection 1 specifies an  
31 effective date and if the resolution of the stockholders approving the  
32 proposed amendment provides that the board of directors may  
33 abandon the proposed amendment pursuant to subsection 5, the  
34 board of directors may terminate the effectiveness of the certificate  
35 by resolution and by filing a certificate of termination with the  
36 Secretary of State that:

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

39 (b) Identifies the certificate being terminated;

40 (c) States that, pursuant to the resolution of the stockholders, the  
41 board of directors is authorized to terminate the effectiveness of the  
42 certificate;

43 (d) States that the effectiveness of the certificate has been  
44 terminated;

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



1 (f) Is accompanied by a filing fee of ~~[\$150.]~~ \$175.  
2 **Sec. 9.** NRS 78.760 is hereby amended to read as follows:  
3 78.760 1. The fee for filing articles of incorporation is  
4 prescribed in the following schedule:

5

6 If the amount represented by the total number of shares  
7 provided for in the articles is:

8 \$75,000 or less .....	<del>[\$175]</del> \$ 75
9 Over \$75,000 and not over \$200,000.....	<del>[225]</del> 175
10 Over \$200,000 and not over \$500,000.....	<del>[325]</del> 275
11 Over \$500,000 and not over \$1,000,000.....	<del>[425]</del> 375
12 Over \$1,000,000:	
13 For the first \$1,000,000.....	<del>[425]</del> 375
14 For each additional \$500,000 or fraction 15 thereof.....	<del>[225]</del> 275

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

- 18 (a) The original filing of articles of incorporation.
- 19 (b) A subsequent filing of any instrument which authorizes an  
20 increase in stock.

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

- 24 (a) The aggregate par value of the shares, if only shares with a  
25 par value are therein provided for;
- 26 (b) The product of the number of shares multiplied by \$1,  
27 regardless of any lesser amount prescribed as the value or  
28 consideration for which shares may be issued and disposed of, if  
29 only shares without par value are therein provided for; or
- 30 (c) The aggregate par value of the shares with a par value plus  
31 the product of the number of shares without par value multiplied by  
32 \$1, regardless of any lesser amount prescribed as the value or  
33 consideration for which the shares without par value may be issued  
34 and disposed of, if shares with and without par value are therein  
35 provided for.

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

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

41 **Sec. 10.** NRS 78.765 is hereby amended to read as follows:  
42 78.765 1. The fee for filing a certificate changing the number  
43 of authorized shares pursuant to NRS 78.209 or a certificate of  
44 amendment to articles of incorporation that increases the  
45 corporation's authorized stock or a certificate of correction that





1 increases the corporation's authorized stock is the difference  
2 between the fee computed at the rates specified in NRS 78.760 upon  
3 the total authorized stock of the corporation, including the proposed  
4 increase, and the fee computed at the rates specified in NRS 78.760  
5 upon the total authorized capital, excluding the proposed increase.  
6 In no case may the amount be less than ~~[\$150.]~~ **\$175.**

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

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

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

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

16 78.767 1. The fee for filing a certificate of restated articles of  
17 incorporation that does not increase the corporation's authorized  
18 stock is ~~[\$150.]~~ **\$175.**

19 2. The fee for filing a certificate of restated articles of  
20 incorporation that increases the corporation's authorized stock is the  
21 difference between the fee computed pursuant to NRS 78.760 based  
22 upon the total authorized stock of the corporation, including the  
23 proposed increase, and the fee computed pursuant to NRS 78.760  
24 based upon the total authorized stock of the corporation, excluding  
25 the proposed increase. In no case may the amount be less than  
26 ~~[\$150.]~~ **\$175.**

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

28 78.780 1. The fee for filing a certificate of extension of  
29 corporate existence of any corporation is an amount equal to one-  
30 fourth of the fee computed at the rates specified in NRS 78.760 for  
31 filing articles of incorporation.

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

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

36 78.785 1. The fee for filing a certificate of change of location  
37 of a corporation's registered office and resident agent, or a new  
38 designation of resident agent, is ~~[\$30.]~~ **\$60.**

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

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



1 4. The fee for certifying an authorized printed copy of the  
2 general corporation law as compiled by the Secretary of State is  
3 ~~[\$20.]~~ \$30.

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

5 6. The fee for executing a certificate of corporate existence  
6 which does not list the previous documents relating to the  
7 corporation, or a certificate of change in a corporate name, is  
8 ~~[\$40.]~~ \$50.

9 7. The fee for executing a certificate of corporate existence  
10 which lists the previous documents relating to the corporation is  
11 ~~[\$40.]~~ \$50.

12 8. The fee for executing, certifying or filing any certificate or  
13 document not provided for in NRS 78.760 to 78.785, inclusive, is  
14 ~~[\$40.]~~ \$50.

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

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

22 11. The fee for examining and provisionally approving any  
23 document at any time before the document is presented for filing is  
24 ~~[\$100.]~~ \$125.

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

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

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

38 3. *A person registered pursuant to subsection 1 may apply to*  
39 *the Secretary of State to amend any information pertaining to that*  
40 *person contained in the list for a fee of \$50.*

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

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

44 80.050 1. Except as otherwise provided in subsection 3,  
45 foreign corporations shall pay the same fees to the Secretary of State



1 as are required to be paid by corporations organized pursuant to the  
2 laws of this state, but the amount of fees to be charged must not  
3 exceed:

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

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

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

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

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

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

20 80.070 1. A foreign corporation may change its resident  
21 agent by filing with the Secretary of State:

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

24 (1) The name of the corporation;

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

26 and

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

28 and

29 (b) A certificate of acceptance executed by the new resident  
30 agent, which must be a part of or attached to the certificate of  
31 change ~~[.]~~

32 ~~The change authorized by this subsection becomes effective upon~~  
33 ~~the filing of the certificate of change.] of resident agent.~~

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

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

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

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

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

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



1 **3. A change authorized by subsection 1 or 2 becomes effective**  
2 **upon the filing of the proper certificate of change.**

3 **4. A ~~[person who has been designated by a foreign corporation~~**  
4 **~~as]~~ resident agent ~~[may file]~~ who desires to resign shall:**

5 **(a) File** with the Secretary of State a signed statement **in the**  
6 **manner provided pursuant to subsection 1 of NRS 78.097** that he is  
7 unwilling to continue to act as the **resident** agent of the corporation  
8 for the service of process ~~[~~  
9 ~~—3.]~~; and

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

12 **A resignation is not effective until the signed statement is filed**  
13 **with the Secretary of State.**

14 **5.** Upon the filing of the statement of resignation with the  
15 Secretary of State, the capacity of the resigning person as resident  
16 agent terminates. If the statement of resignation is not accompanied  
17 by a statement of the corporation appointing a successor resident  
18 agent, the resigning resident agent shall give written notice, by mail,  
19 to the corporation, of the filing of the statement and its effect. The  
20 notice must be addressed to any officer of the corporation other than  
21 the resident agent.

22 ~~[4.]~~ **6.** If a resident agent dies, resigns or moves from the State,  
23 the corporation, within 30 days thereafter, shall file with the  
24 Secretary of State a certificate of acceptance executed by the new  
25 resident agent. The certificate must set forth the name of the new  
26 resident agent, his street address for the service of process, and his  
27 mailing address if different from his street address.

28 ~~[5.]~~ **7.** A corporation that fails to file a certificate of acceptance  
29 executed by a new resident agent within 30 days after the death,  
30 resignation or removal of its resident agent shall be deemed in  
31 default and is subject to the provisions of NRS 80.150 and 80.160.

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

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

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

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

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



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

4 2. Upon filing:

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

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

11	<i>\$75,000 or less .....</i>	<i>\$125</i>
12	<i>Over \$75,000 and not over \$200,000 .....</i>	<i>175</i>
13	<i>Over \$200,000 and not over \$500,000 .....</i>	<i>275</i>
14	<i>Over \$500,000 and not over \$1,000,000 .....</i>	<i>375</i>
15	<b>Over \$1,000,000:</b>	
16	<i>For the first \$1,000,000.....</i>	<i>375</i>
17	<i>For each additional \$500,000 or fraction thereof .....</i>	<i>275</i>

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

20 3. ***If a director or officer of a corporation resigns and the***  
21 ***resignation is not made in conjunction with the filing of an***  
22 ***annual or amended list of directors and officers, the corporation***  
23 ***shall pay to the Secretary of State a fee of \$75 to file the***  
24 ***resignation of the director or officer.***

25 4. The Secretary of State shall, 60 days before the last day for  
26 filing each annual list required by subsection 1, cause to be mailed  
27 to each corporation required to comply with the provisions of NRS  
28 80.110 to 80.170, inclusive, which has not become delinquent, the  
29 blank forms to be completed and filed with him. Failure of any  
30 corporation to receive the forms does not excuse it from the penalty  
31 imposed by the provisions of NRS 80.110 to 80.170, inclusive.

32 ~~[4.]~~ 5. An annual list for a corporation not in default which is  
33 received by the Secretary of State more than 60 days before its due  
34 date shall be deemed an amended list for the previous year and does  
35 not satisfy the requirements of subsection 1 for the year to which the  
36 due date is applicable.

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

38 80.150 1. Any corporation required to make a filing and pay  
39 the fee prescribed in NRS 80.110 to 80.170, inclusive, which refuses  
40 or neglects to do so within the time provided, is in default.

41 2. For default there must be added to the amount of the fee a  
42 penalty of ~~[\$50.]~~ **\$75**, and unless the filing is made and the fee and  
43 penalty are paid on or before the first day of the ninth month  
44 following the month in which filing was required, the defaulting  
45 corporation by reason of its default forfeits its right to transact any



1 business within this state. The fee and penalty must be collected as  
2 provided in this chapter.

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

4 80.170 1. Except as otherwise provided in subsections 3 and  
5 4, the Secretary of State shall reinstate a corporation which has  
6 forfeited or which forfeits its right to transact business under the  
7 provisions of this chapter and restore to the corporation its right to  
8 transact business in this state, and to exercise its corporate privileges  
9 and immunities if it:

10 (a) Files with the Secretary of State ~~fe~~:

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

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

14 (b) Pays to the Secretary of State:

15 (1) The filing fee and penalty set forth in NRS 80.110 and  
16 80.150 for each year or portion thereof that its right to transact  
17 business was forfeited; and

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

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

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

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

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

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

35 **Sec. 19.5.** NRS 80.190 is hereby amended to read as follows:

36 80.190 1. Except as otherwise provided in subsection 2, each  
37 foreign corporation doing business in this state shall, not later than  
38 the month of March in each year, publish a statement of its last  
39 calendar year's business in two numbers or issues of a newspaper  
40 published in this state ~~[-]~~ *that has a total weekly circulation of at*  
41 *least 1,000. The statement must include:*

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

43 (b) *The name and title of the corporate officer submitting the*  
44 *statement.*



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

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

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

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

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

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

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

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

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

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

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

30 82.531 1. The fee for filing articles of incorporation,  
31 amendments to or restatements of articles of incorporation,  
32 certificates pursuant to NRS 82.061 and 82.063 and documents for  
33 dissolution is ~~[\$25]~~ \$50 for each document.

34 2. Except as otherwise provided in NRS 82.193 and subsection  
35 1, the fees for filing documents are those set forth in NRS 78.765 to  
36 78.785, inclusive.

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

38 82.546 1. Any corporation which did exist or is existing  
39 pursuant to the laws of this state may, upon complying with the  
40 provisions of NRS 78.150 and 82.193, procure a renewal or revival  
41 of its charter for any period, together with all the rights, franchises,  
42 privileges and immunities, and subject to all its existing and  
43 preexisting debts, duties and liabilities secured or imposed by its  
44 original charter and amendments thereto, or its existing charter, by  
45 filing:



1 (a) A certificate with the Secretary of State, which must set  
2 forth:  
3 (1) The name of the corporation, which must be the name of  
4 the corporation at the time of the renewal or revival, or its name at  
5 the time its original charter expired.  
6 (2) The name and street address of the *lawfully designated*  
7 resident agent of the filing corporation, and his mailing address if  
8 different from his street address.  
9 (3) The date when the renewal or revival of the charter is to  
10 commence or be effective, which may be, in cases of a revival,  
11 before the date of the certificate.  
12 (4) Whether or not the renewal or revival is to be perpetual,  
13 and, if not perpetual, the time for which the renewal or revival is to  
14 continue.  
15 (5) That the corporation desiring to renew or revive its  
16 charter is, or has been, organized and carrying on the business  
17 authorized by its existing or original charter and amendments  
18 thereto, and desires to renew or continue through revival its  
19 existence pursuant to and subject to the provisions of this chapter.  
20 (b) A list of its president, secretary and treasurer and all of its  
21 directors and their post office box and street addresses, either  
22 residence or business.  
23 2. A corporation whose charter has not expired and is being  
24 renewed shall cause the certificate to be signed by its president or  
25 vice president and secretary or assistant secretary. The certificate  
26 must be approved by a majority of the last-appointed surviving  
27 directors.  
28 3. A corporation seeking to revive its original or amended  
29 charter shall cause the certificate to be signed by its president or  
30 vice president and secretary or assistant secretary. The execution  
31 and filing of the certificate must be approved unanimously by the  
32 last-appointed surviving directors of the corporation and must  
33 contain a recital that unanimous consent was secured. The  
34 corporation shall pay to the Secretary of State the fee required to  
35 establish a new corporation pursuant to the provisions of this  
36 chapter.  
37 4. The filed certificate, or a copy thereof which has been  
38 certified under the hand and seal of the Secretary of State, must be  
39 received in all courts and places as prima facie evidence of the facts  
40 therein stated and of the existence and incorporation of the  
41 corporation named therein.  
42 **Sec. 23.** NRS 84.090 is hereby amended to read as follows:  
43 84.090 1. The fee for filing articles of incorporation,  
44 amendments to or restatements of articles of incorporation **†**





1 ~~certificates of reinstatement~~ and documents for dissolution is ~~[\$25]~~  
2 ~~\$50~~ for each document.

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

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

6 84.110 1. Every corporation sole must have a resident agent  
7 in the manner provided in NRS 78.090 and 78.095, subsections 1 to  
8 4, inclusive, of NRS 78.097 and NRS 78.110. The resident agent  
9 shall comply with the provisions of those sections.

10 2. A corporation sole that fails to file a certificate of acceptance  
11 executed by the new resident agent within 30 days after the death,  
12 resignation or removal of its former resident agent shall be deemed  
13 in default and is subject to the provisions of NRS 84.130 and  
14 84.140.

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

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

22 **Sec. 24.5.** NRS 84.120 is hereby amended to read as follows:

23 84.120 1. A resident agent who wishes to resign shall ~~[file]~~ :

24 (a) *File* with the Secretary of State a signed statement ~~[for each~~  
25 ~~corporation sole]~~ *in the manner provided pursuant to subsection 1*  
26 *of NRS 78.097* that he is unwilling to continue to act as the *resident*  
27 *agent* of the corporation for the service of process ~~[.]; and~~

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

30 A resignation is not effective until the signed statement is filed with  
31 the Secretary of State.

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

39 3. Upon the filing of the statement of resignation with the  
40 Secretary of State, the capacity of the resigning person as resident  
41 agent terminates. If the statement of resignation contains no  
42 statement by the corporation sole appointing a successor resident  
43 agent, the resigning resident agent shall immediately give written  
44 notice, by mail, to the corporation of the filing of the statement and



1 its effect. The notice must be addressed to the person in whom is  
2 vested the legal title to property specified in NRS 84.020.

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

10 5. A corporation sole that fails to file a certificate of acceptance  
11 executed by the new resident agent within 30 days after the death,  
12 resignation or removal of its former resident agent shall be deemed  
13 in default and is subject to the provisions of NRS 84.130 and  
14 84.140.

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

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

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

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

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

36 (b) Identifies the certificate being terminated;

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

41 (d) States that the effectiveness of the certificate has been  
42 terminated;

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

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



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

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

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

13 ~~3. The~~ *of resident agent.*

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

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

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

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

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

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

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

28       **Sec. 26.5.** NRS 86.251 is hereby amended to read as follows:

29       86.251 1. A resident agent who desires to resign shall ~~file~~:

30       (a) *File* with the Secretary of State a signed statement ~~for each~~  
31 ~~limited-liability company~~ *in the manner provided pursuant to*  
32 *subsection 1 of NRS 78.097* that he is unwilling to continue to act  
33 as the *resident* agent of the limited-liability company for the service  
34 of process ~~f~~; and

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

37 A resignation is not effective until the signed statement is filed with  
38 the Secretary of State.

39       2. The statement of resignation may contain a statement of the  
40 affected limited-liability company appointing a successor resident  
41 agent for that limited-liability company, giving the agent's full  
42 name, street address for the service of process, and mailing address  
43 if different from the street address. A certificate of acceptance  
44 executed by the new resident agent must accompany the statement  
45 appointing a successor 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 limited-liability company appointing a successor  
5 resident agent, the resigning agent shall immediately give written  
6 notice, by mail, to the limited-liability company of the filing of the  
7 statement and its effect. The notice must be addressed to any  
8 manager or, if none, to any member, of the limited-liability  
9 company other than the resident agent.

10 4. If a resident agent dies, resigns or moves from the State, the  
11 limited-liability company, within 30 days thereafter, shall file with  
12 the Secretary of State a certificate of acceptance executed by the  
13 new resident agent. The certificate must set forth the name,  
14 complete street address and mailing address, if different from the  
15 street address, of the new resident agent.

16 5. Each limited-liability company which fails to file a  
17 certificate of acceptance executed by the new resident agent within  
18 30 days after the death, resignation or removal of its resident agent  
19 as provided in subsection 4, shall be deemed in default and is  
20 subject to the provisions of NRS 86.272 and 86.274.

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

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

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

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



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

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

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

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

15 5. *If a manager or managing member of a limited-liability*  
16 *company resigns and the resignation is not made in conjunction*  
17 *with the filing of an annual or amended list of managers and*  
18 *managing members, the limited-liability company shall pay to the*  
19 *Secretary of State a fee of \$75 to file the resignation of the*  
20 *manager or managing member.*

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

29 ~~[6.]~~ 7. If the list to be filed pursuant to the provisions of  
30 subsection 1 or 2 is defective or the fee required by subsection 4 is  
31 not paid, the Secretary of State may return the list for correction or  
32 payment.

33 ~~[7.]~~ 8. An annual list for a limited-liability company not in  
34 default received by the Secretary of State more than 60 days before  
35 its due date shall be deemed an amended list for the previous year.

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

37 86.272 1. Each limited-liability company required to make a  
38 filing and pay the fee prescribed in NRS 86.263 which refuses or  
39 neglects to do so within the time provided is in default.

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

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

44 86.276 1. Except as otherwise provided in subsections 3 and  
45 4, the Secretary of State shall reinstate any limited-liability company



1 which has forfeited its right to transact business pursuant to the  
2 provisions of this chapter and restore to the company its right to  
3 carry on business in this state, and to exercise its privileges and  
4 immunities, if it:

5 (a) Files with the Secretary of State ~~the~~ :  
6 (1) *The* list required by NRS 86.263; *and*  
7 (2) *A certificate of acceptance of appointment signed by its*  
8 *resident agent*; and

9 (b) Pays to the Secretary of State:  
10 (1) The filing fee and penalty set forth in NRS 86.263 and  
11 86.272 for each year or portion thereof during which it failed *to file*  
12 in a timely manner each required annual list; and

13 (2) A fee of ~~[\$200]~~ *\$300* for reinstatement.  
14 2. When the Secretary of State reinstates the limited-liability  
15 company, he shall:

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

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

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

25 4. If a company's charter has been revoked pursuant to the  
26 provisions of this chapter and has remained revoked for a period of  
27 5 consecutive years, the charter must not be reinstated.

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

29 86.401 1. On application to a court of competent jurisdiction  
30 by a judgment creditor of a member, the court may charge the  
31 member's interest with payment of the unsatisfied amount of the  
32 judgment with interest. To the extent so charged, the judgment  
33 creditor has only the rights of an assignee of the member's interest.

34 2. ~~[The court may appoint a receiver of the share of the~~  
35 ~~distributions due or to become due to the judgment debtor in respect~~  
36 ~~of the limited liability company. The receiver has only the rights of~~  
37 ~~an assignee. The court may make all other orders, directions,~~  
38 ~~accounts and inquiries that the judgment debtor might have made or~~  
39 ~~which the circumstances of the case may require.~~

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



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

4 ~~—(a) By the judgment debtor;~~

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

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

9 ~~—5.] This section [provides] :~~

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

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

16 ~~—7. This section does]~~

17 (b) *Does* not deprive any member of the benefit of any  
18 exemption applicable to his interest.

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

20 86.561 1. The Secretary of State shall charge and collect for:

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

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

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

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

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

32 (f) Certifying an authorized printed copy of this chapter,  
33 ~~[\$20;] \$30;~~

34 (g) Reserving a name for a limited-liability company,  
35 ~~[\$20;] \$25;~~

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

37 (i) Executing, filing or certifying any other document, ~~[\$40;]~~  
38 ~~\$50;~~ and

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

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



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

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

4 86.568 1. A limited-liability company may correct a  
5 document filed by the Secretary of State with respect to the limited-  
6 liability company if the document contains an inaccurate record of a  
7 company action described in the document or was defectively  
8 executed, attested, sealed, verified or acknowledged.

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

10 (a) Prepare a certificate of correction that:

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

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

14 (3) Specifies the inaccuracy or defect;

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

17 (5) Is signed by a manager of the company, or if  
18 management is not vested in a manager, by a member of the  
19 company.

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

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

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

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

27 86.580 1. A limited-liability company which did exist or is  
28 existing pursuant to the laws of this state may, upon complying with  
29 the provisions of NRS 86.276, procure a renewal or revival of its  
30 charter for any period, together with all the rights, franchises,  
31 privileges and immunities, and subject to all its existing and  
32 preexisting debts, duties and liabilities secured or imposed by its  
33 original charter and amendments thereto, or existing charter, by  
34 filing:

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

37 (1) The name of the limited-liability company, which must  
38 be the name of the limited-liability company at the time of the  
39 renewal or revival, or its name at the time its original charter  
40 expired.

41 (2) The name of the person *lawfully* designated as the  
42 resident agent of the limited-liability company, his street address for  
43 the service of process, and his mailing address if different from his  
44 street address.





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

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

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

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

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

20 3. A limited-liability company seeking to revive its original or  
21 amended charter shall cause the certificate to be signed by a person  
22 or persons designated or appointed by the members. The execution  
23 and filing of the certificate must be approved by the written consent  
24 of a majority in interest and must contain a recital that this consent  
25 was secured. The limited-liability company shall pay to the  
26 Secretary of State the fee required to establish a new limited-  
27 liability company pursuant to the provisions of this chapter.

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

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

34 87.460 1. A certificate of registration of a registered limited-  
35 liability partnership may be amended by filing with the Secretary of  
36 State a certificate of amendment. The certificate of amendment must  
37 set forth:

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

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

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

44 2. The certificate of amendment must be:



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

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

4 **Sec. 35.** NRS 87.470 is hereby amended to read as follows:  
5 87.470 The registration of a registered limited-liability  
6 partnership is effective until:

7 1. Its certificate of registration is revoked pursuant to  
8 NRS 87.520; or

9 2. The registered limited-liability partnership files with the  
10 Secretary of State a written notice of withdrawal executed by a  
11 managing partner. The notice must be accompanied by a fee of  
12 ~~[\$60.]~~ \$75.

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

14 87.490 1. If a registered limited-liability partnership wishes  
15 to change the location of its principal office in this state or its  
16 resident agent, it shall first file with the Secretary of State a  
17 certificate of change *of principal office or resident agent* that sets  
18 forth:

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

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

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

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

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

26 ~~[The]~~

27 2. A certificate of acceptance ~~[of its]~~ *signed by the* new  
28 resident agent must accompany the certificate of change ~~f-~~

29 ~~—2.]~~ *of resident agent.*

30 3. A certificate of change *of principal office or resident agent*  
31 filed pursuant to this section must be:

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

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

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

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

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

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

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



1 (b) Pay to the Secretary of State a filing fee of \$100.  
2 5. A change authorized by this section becomes effective upon  
3 the filing of the proper certificate of change.

4 Sec. 36.5. NRS 87.500 is hereby amended to read as follows:

5 87.500 1. A resident agent ~~of a registered limited liability~~  
6 ~~partnership~~ who wishes to resign shall ~~file~~ :

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

11 (b) Pay to the Secretary of State the filing fee set forth in  
12 subsection 1 of NRS 78.097.

13 A resignation is not effective until the signed statement is filed with  
14 the Secretary of State.

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

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

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

37 5. If a registered limited-liability partnership fails to file a  
38 certificate of acceptance within the period required by ~~this~~  
39 ~~subsection,~~ subsection 4, it is in default and is subject to the  
40 provisions of NRS 87.520.

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

42 87.510 1. A registered limited-liability partnership shall, on  
43 or before the first day of the second month after the filing of its  
44 certificate of registration with the Secretary of State, and annually  
45 thereafter on or before the last day of the month in which the



1 anniversary date of the filing of its certificate of registration with the  
2 Secretary of State occurs, file with the Secretary of State, on a form  
3 furnished by him, a list that contains:

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

15 Each list filed pursuant to this subsection must be accompanied by a  
16 declaration under penalty of perjury that the registered limited-  
17 liability partnership has complied with the provisions of chapter  
18 364A of NRS.

19 2. Upon filing:

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

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

26 3. *If a managing partner of a registered limited-liability*  
27 *partnership resigns and the resignation is not made in conjunction*  
28 *with the filing of an annual or amended list of managing partners,*  
29 *the registered limited-liability partnership shall pay to the*  
30 *Secretary of State a fee of \$75 to file the resignation of the*  
31 *managing partner.*

32 4. The Secretary of State shall, at least 60 days before the last  
33 day for filing each annual list required by subsection 1, cause to be  
34 mailed to the registered limited-liability partnership a notice of the  
35 fee due pursuant to subsection 2 and a reminder to file the annual  
36 list required by subsection 1. The failure of any registered limited-  
37 liability partnership to receive a notice or form does not excuse it  
38 from complying with the provisions of this section.

39 ~~[4.]~~ 5. If the list to be filed pursuant to the provisions of  
40 subsection 1 is defective, or the fee required by subsection 2 is not  
41 paid, the Secretary of State may return the list for correction or  
42 payment.

43 ~~[5.]~~ 6. An annual list that is filed by a registered limited-  
44 liability partnership which is not in default more than 60 days before  
45 it is due shall be deemed an amended list for the previous year and



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

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

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

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

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

15 4. If a registered limited-liability partnership fails to pay the  
16 amount that is due, the certificate of registration of the registered  
17 limited-liability partnership shall be deemed revoked on the first day  
18 of the ninth month after the month in which the fee required to be  
19 paid pursuant to NRS 87.510 was due. The Secretary of State shall  
20 notify a registered limited-liability partnership, by certified mail,  
21 addressed to its resident agent or, if the registered limited-liability  
22 partnership does not have a resident agent, to a managing partner,  
23 that its certificate of registration is revoked and the amount of any  
24 fees and penalties that are due.

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

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

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

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

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

34 (b) Pays to the Secretary of State:

35 (1) The fee required to be paid by ~~[that—section;]~~  
36 **NRS 87.510;**

37 (2) Any penalty required to be paid pursuant to NRS 87.520;  
38 and

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

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

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



1 (b) Upon request, issue to the registered limited-liability  
2 partnership one or more certified copies of the certificate of  
3 reinstatement.

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

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

9 87.547 1. A limited-liability partnership may correct a  
10 document filed by the Secretary of State with respect to the limited-  
11 liability partnership if the document contains an inaccurate record of  
12 a partnership action described in the document or was defectively  
13 executed, attested, sealed, verified or acknowledged.

14 2. To correct a document, the limited-liability partnership  
15 must:

16 (a) Prepare a certificate of correction that:

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

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

20 (3) Specifies the inaccuracy or defect;

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

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

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

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

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

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

32 87.550 In addition to any other fees required by NRS 87.440 to  
33 87.540, inclusive, and 87.560, the Secretary of State shall charge  
34 and collect the following fees for services rendered pursuant to  
35 those sections:

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

38 2. For executing a certificate verifying the existence of a  
39 registered limited-liability partnership, if the registered limited-  
40 liability partnership has not filed a certificate of amendment,  
41 ~~[\$40.]~~ \$50.

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



1 4. For executing, certifying or filing any certificate or  
2 document not required by NRS 87.440 to 87.540, inclusive, and  
3 87.560, ~~[\$40.]~~ **\$50.**

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

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

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

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

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

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

16 (c) *The name of the person designated as the resident agent of*  
17 *the limited partnership, the street address of the resident agent*  
18 *where process may be served upon the partnership and the mailing*  
19 *address of the resident agent if it is different from his street*  
20 *address.*

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

23 (e) *The name and business address of each initial general*  
24 *partner.*

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

27 (g) *Any other information that the limited partnership wishes*  
28 *to include.*

29 2. *The certificate of registration must be executed by the vote*  
30 *necessary to amend the partnership agreement or, in the case of a*  
31 *partnership agreement that expressly considers contribution*  
32 *obligations, the vote necessary to amend those provisions.*

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

36 4. *The registration of a registered limited-liability limited*  
37 *partnership is effective at the time of the filing of the certificate of*  
38 *registration.*

39 **Sec. 44. 1.** *The name proposed for a registered limited-*  
40 *liability limited partnership must contain the words "Limited-*  
41 *Liability Limited Partnership" or "Registered Limited-Liability*  
42 *Limited Partnership" or the abbreviation "L.L.L.P." or "LLLP"*  
43 *as the last words or letters of the name and must be*  
44 *distinguishable on the records of the Secretary of State from the*  
45 *names of all other artificial persons formed, organized, registered*



1 or qualified pursuant to the provisions of this title that are on file  
2 in the Office of the Secretary of State and all names that are  
3 reserved in the Office of the Secretary of State pursuant to the  
4 provisions of this title. If the name of the registered limited-  
5 liability limited partnership on a certificate of registration of  
6 limited-liability limited partnership submitted to the Secretary of  
7 State is not distinguishable from any name on file or reserved  
8 name, the Secretary of State shall return the certificate to the  
9 person who signed it, unless the written, acknowledged consent to  
10 the same name of the holder of the name on file or reserved name  
11 to use the name accompanies the certificate.

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

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

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

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

25 1. Its certificate of registration is revoked pursuant to NRS  
26 88.405; or

27 2. The registered limited-liability limited partnership files  
28 with the Secretary of State a written notice of withdrawal executed  
29 by a general partner. The notice must be accompanied by a fee  
30 of \$60.

31 **Sec. 46.** The status of a limited partnership as a registered  
32 limited-liability limited partnership, and the liability of its  
33 partners, are not affected by errors in the information contained  
34 in a certificate of registration or an annual list required to be filed  
35 with the Secretary of State, or by changes after the filing of such a  
36 certificate or list in the information contained in the certificate or  
37 list.

38 **Sec. 47.** 1. Notwithstanding any provision in a partnership  
39 agreement that may have existed before a limited partnership  
40 became a registered limited-liability limited partnership pursuant  
41 to section 43 of this act, if a registered limited-liability limited  
42 partnership incurs a debt or liability:

43 (a) The debt or liability is solely the responsibility of the  
44 registered limited-liability limited partnership; and





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

4       **2.** *For purposes of this section, the failure of a registered*  
5 *limited-liability limited partnership to observe the formalities or*  
6 *requirements relating to the management of the registered limited-*  
7 *liability limited partnership, in and of itself, is not sufficient to*  
8 *establish grounds for imposing personal liability on a partner for a*  
9 *debt or liability of the registered limited-liability limited*  
10 *partnership.*

11       **Sec. 48. 1.** *Except as otherwise provided by specific statute,*  
12 *no partner of a registered limited-liability limited partnership is*  
13 *individually liable for a debt or liability of the registered limited-*  
14 *liability limited partnership, unless the partner acts as the alter*  
15 *ego of the registered limited-liability limited partnership.*

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

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

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

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

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

28       **Sec. 49.** *To the extent permitted by the law of that*  
29 *jurisdiction:*

30       **1.** *A limited partnership, including a registered limited-*  
31 *liability limited partnership, formed and existing under this*  
32 *chapter, may conduct its business, carry on its operations, and*  
33 *exercise the powers granted by this chapter in any state, territory,*  
34 *district or possession of the United States or in any foreign*  
35 *country.*

36       **2.** *The internal affairs of a limited partnership, including a*  
37 *registered limited-liability limited partnership, formed and existing*  
38 *under this chapter, including the liability of partners for debts,*  
39 *obligations and liabilities of or chargeable to the partnership, are*  
40 *governed by the laws of this state.*

41       **Sec. 50.** *The name of a foreign registered limited-liability*  
42 *limited partnership that is doing business in this state must*  
43 *contain the words "Limited-Liability Limited Partnership" or*  
44 *"Registered Limited-Liability Limited Partnership" or the*  
45 *abbreviations "L.L.L.P." or "LLLP," or such other words or*



1 *abbreviations as may be required or authorized by the laws of the*  
2 *other jurisdiction, as the last words or letters of the name.*

3 **Sec. 51.** NRS 88.315 is hereby amended to read as follows:  
4 88.315 As used in this chapter, unless the context otherwise  
5 requires:

6 1. "Certificate of limited partnership" means the certificate  
7 referred to in NRS 88.350, and the certificate as amended or  
8 restated.

9 2. "Contribution" means any cash, property, services rendered,  
10 or a promissory note or other binding obligation to contribute cash  
11 or property or to perform services, which a partner contributes to a  
12 limited partnership in his capacity as a partner.

13 3. "Event of withdrawal of a general partner" means an event  
14 that causes a person to cease to be a general partner as provided in  
15 NRS 88.450.

16 4. "Foreign limited partnership" means a partnership formed  
17 under the laws of any state other than this state and having as  
18 partners one or more general partners and one or more limited  
19 partners.

20 5. *"Foreign registered limited-liability limited partnership"*  
21 *means a foreign limited-liability limited partnership:*

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

24 (b) *Registered pursuant to and complying with NRS 88.570 to*  
25 *88.605, inclusive, and section 50 of this act.*

26 6. "General partner" means a person who has been admitted to  
27 a limited partnership as a general partner in accordance with the  
28 partnership agreement and named in the certificate of limited  
29 partnership as a general partner.

30 ~~[6.]~~ 7. "Limited partner" means a person who has been  
31 admitted to a limited partnership as a limited partner in accordance  
32 with the partnership agreement.

33 ~~[7.]~~ 8. "Limited partnership" and "domestic limited  
34 partnership" mean a partnership formed by two or more persons  
35 under the laws of this state and having one or more general partners  
36 and one or more limited partners.

37 ~~[8.]~~ 9. "Partner" means a limited or general partner.

38 ~~[9.]~~ 10. "Partnership agreement" means any valid agreement,  
39 written or oral, of the partners as to the affairs of a limited  
40 partnership and the conduct of its business.

41 ~~[10.]~~ 11. "Partnership interest" means a partner's share of the  
42 profits and losses of a limited partnership and the right to receive  
43 distributions of partnership assets.

44 ~~[11.]~~ 12. *"Registered limited-liability limited partnership"*  
45 *means a limited partnership:*



1 (a) Formed pursuant to an agreement governed by this  
2 chapter; and

3 (b) Registered pursuant to and complying with NRS 88.350 to  
4 88.415, inclusive, and sections 43, 44 and 45 of this act.

5 13. "Registered office" means the office maintained at the  
6 street address of the resident agent.

7 ~~12.~~ 14. "Resident agent" means the agent appointed by the  
8 limited partnership upon whom process or a notice or demand  
9 authorized by law to be served upon the limited partnership may be  
10 served.

11 ~~13.~~ 15. "Sign" means to affix a signature to a document.

12 ~~14.~~ 16. "Signature" means a name, word or mark executed or  
13 adopted by a person with the present intention to authenticate a  
14 document. The term includes, without limitation, an electronic  
15 signature as defined in NRS 719.100.

16 ~~15.~~ 17. "State" means a state, territory or possession of the  
17 United States, the District of Columbia or the Commonwealth of  
18 Puerto Rico.

19 ~~16.~~ 18. "Street address" of a resident agent means the actual  
20 physical location in this state at which a resident is available for  
21 service of process.

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

23 88.320 1. ~~The~~ *Except as otherwise provided in section 44*  
24 *of this act, the* name proposed for a limited partnership as set forth  
25 in its certificate of limited partnership:

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

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

29 (1) It is also the name of a general partner or the corporate  
30 name of a corporate general partner; or

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

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



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

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

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

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

12 88.331 1. If a limited partnership created pursuant to this  
13 chapter desires to change its resident agent, the change may be  
14 effected by filing with the Secretary of State a certificate of change  
15 ~~of~~ *of resident agent*, signed by a general partner, which sets forth:

- 16 (a) The name of the limited partnership;
- 17 (b) The name and street address of its present resident agent; and
- 18 (c) The name and street address of the new resident agent.

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

21 ~~of~~ *of resident agent*.

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

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

- 27 (1) *The current name of the resident agent as filed with the  
28 Secretary of State;*
- 29 (2) *The new name of the resident agent; and*
- 30 (3) *The name and file number of each artificial person*

31 *formed, organized, registered or qualified pursuant to the  
32 provisions of this title that the resident agent represents; and*

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

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

36 **Sec. 53.5.** NRS 88.332 is hereby amended to read as follows:

37 88.332 1. ~~Any person who has been designated by a limited  
38 partnership as its~~ A resident agent ~~and who thereafter~~ *who* desires  
39 to resign shall ~~file~~ :

40 (a) *File with the Secretary of State a signed statement in the  
41 manner provided pursuant to subsection 1 of NRS 78.097 that he is  
42 unwilling to continue to act as the resident agent of the limited  
43 partnership ~~for~~ for the service of process; and*

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



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

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

9 ~~2.~~ **3.** Upon the filing of the statement with the Secretary of  
10 State, the capacity of the person as resident agent terminates. If the  
11 statement of resignation does not contain a statement by the limited  
12 partnership appointing a successor resident agent, the resigning  
13 agent shall immediately give written notice, by mail, to the limited  
14 partnership of the filing of the statement and the effect thereof. The  
15 notice must be addressed to a general partner of the partnership  
16 other than the resident agent.

17 ~~3.~~ **4.** If a designated resident agent dies, resigns or removes  
18 from the State, the limited partnership, within 30 days thereafter,  
19 shall file with the Secretary of State a certificate of acceptance,  
20 executed by the new resident agent. The certificate must set forth  
21 the full name, complete street address and, if different from the  
22 street address, mailing address of the newly designated resident  
23 agent.

24 ~~4.~~ **5.** Each limited partnership which fails to file a certificate  
25 of acceptance executed by the new resident agent within 30 days  
26 after the death, resignation or removal of its resident agent as  
27 provided in subsection ~~3.~~ **4** shall be deemed in default and is  
28 subject to the provisions of NRS 88.400 and 88.405.

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

30 88.335 1. A limited partnership shall keep at the office  
31 referred to in paragraph (a) of subsection 1 of NRS 88.330 the  
32 following:

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

36 (b) A copy of the certificate of limited partnership and all  
37 certificates of amendment thereto, together with executed copies of  
38 any powers of attorney pursuant to which any certificate has been  
39 executed;

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

42 (d) Copies of any then effective written partnership agreements  
43 ~~and~~;

44 (e) *Copies* of any financial statements of the limited partnership  
45 for the 3 most recent years; and



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

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

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

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

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

14 2. *In lieu of keeping at an office in this state the information  
15 required in paragraphs (a), (c), (e) and (f) of subsection 1, the  
16 limited partnership may keep a statement with the resident agent  
17 setting out the name of the custodian of the information required  
18 in paragraphs (a), (c), (e) and (f) of subsection 1, and the present  
19 and complete post office address, including street and number, if  
20 any, where the information required in paragraphs (a), (c), (e) and  
21 (f) of subsection 1 is kept.*

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

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

26 88.339 1. A limited partnership may correct a document filed  
27 by the Secretary of State with respect to the limited partnership if  
28 the document contains an inaccurate record of a partnership action  
29 described in the document or was defectively executed, attested,  
30 sealed, verified or acknowledged.

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

32 (a) Prepare a certificate of correction that:

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

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

36 (3) Specifies the inaccuracy or defect;

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

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

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

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

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



1       **Sec. 56.** NRS 88.350 is hereby amended to read as follows:  
2       88.350 1. In order to form a limited partnership, a certificate  
3 of limited partnership must be executed and filed in the Office of the  
4 Secretary of State. The certificate must set forth:

- 5       (a) The name of the limited partnership;  
6       (b) The address of the office which contains records and the  
7 name and address of the resident agent required to be maintained by  
8 NRS 88.330;  
9       (c) The name and ~~[the]~~ business address of each ~~[general~~  
10 ~~partner;]~~ *organizer executing the certificate;*  
11       (d) *The name and business address of each initial general*  
12 *partner;*  
13       (e) The latest date upon which the limited partnership is to  
14 dissolve; and  
15       ~~[(e)]~~ (f) Any other matters the ~~[general-partners]~~ *organizers*  
16 determine to include therein.

17       2. A certificate of acceptance of appointment of a resident  
18 agent, executed by the agent, must be filed with the certificate of  
19 limited partnership.

20       3. A limited partnership is formed at the time of the filing of  
21 the certificate of limited partnership and the certificate of acceptance  
22 in the Office of the Secretary of State or at any later time specified  
23 in the certificate of limited partnership if, in either case, there has  
24 been substantial compliance with the requirements of this section.

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

26       88.395 1. A limited partnership shall, on or before the first  
27 day of the second month after the filing of its certificate of limited  
28 partnership with the Secretary of State, and annually thereafter on or  
29 before the last day of the month in which the anniversary date of the  
30 filing of its certificate of limited partnership occurs, file with the  
31 Secretary of State, on a form furnished by him, a list that contains:

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

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

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



1 (a) The initial list required by subsection 1, ~~the limited~~  
2 ~~partnership shall~~ pay to the Secretary of State a fee of ~~[\$165.]~~ \$125.  
3 (b) Each annual list required by subsection 1, ~~the limited~~  
4 ~~partnership shall~~ pay to the Secretary of State a fee of ~~[\$85.]~~ \$125.  
5 3. *A registered limited-liability limited partnership shall,*  
6 *upon filing:*  
7 *(a) The initial list required by subsection 1, pay to the*  
8 *Secretary of State a fee of \$125.*  
9 *(b) Each annual list required by subsection 1, pay to the*  
10 *Secretary of State a fee of \$175.*  
11 4. *If a general partner of a limited partnership resigns and*  
12 *the resignation is not made in conjunction with the filing of an*  
13 *annual or amended list of general partners, the limited*  
14 *partnership shall pay to the Secretary of State a fee of \$75 to file*  
15 *the resignation of the general partner.*  
16 5. The Secretary of State shall, 60 days before the last day for  
17 filing each annual list required by subsection 1, cause to be mailed  
18 to each limited partnership required to comply with the provisions  
19 of this section which has not become delinquent a notice of the fee  
20 due pursuant to the provisions of subsection 2 *or 3, as appropriate,*  
21 and a reminder to file the annual list. Failure of any limited  
22 partnership to receive a notice or form does not excuse it from the  
23 penalty imposed by NRS 88.400.  
24 ~~[4.]~~ 6. If the list to be filed pursuant to the provisions of  
25 subsection 1 is defective or the fee required by subsection 2 *or 3* is  
26 not paid, the Secretary of State may return the list for correction or  
27 payment.  
28 ~~[5.]~~ 7. An annual list for a limited partnership not in default  
29 that is received by the Secretary of State more than 60 days before  
30 its due date shall be deemed an amended list for the previous year  
31 and does not satisfy the requirements of subsection 1 for the year to  
32 which the due date is applicable.  
33 ~~[6.]~~ 8. A filing made pursuant to this section does not satisfy  
34 the provisions of NRS 88.355 and may not be substituted for filings  
35 submitted pursuant to NRS 88.355.  
36 **Sec. 58.** NRS 88.400 is hereby amended to read as follows:  
37 88.400 1. If a limited partnership has filed the list in  
38 compliance with NRS 88.395 and has paid the appropriate fee for  
39 the filing, the cancelled check received by the limited partnership  
40 constitutes a certificate authorizing it to transact its business within  
41 this state until the anniversary date of the filing of its certificate of  
42 limited partnership in the next succeeding calendar year. If the  
43 limited partnership desires a formal certificate upon its payment of  
44 the annual fee, its payment must be accompanied by a self-  
45 addressed, stamped envelope.





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

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

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

10 88.410 1. Except as otherwise provided in subsections 3 and  
11 4, the Secretary of State ~~{may:~~

12 ~~—(a) Reinstate}~~ *shall reinstate* any limited partnership which has  
13 forfeited its right to transact business ~~}; and~~

14 ~~—(b) Restore}~~ *under the provisions of this chapter and restore* to  
15 the limited partnership its right to carry on business in this state, and  
16 to exercise its privileges and immunities ~~};~~  
17 *upon the filing} if it:*

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

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

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

23 (b) *Pays* to the Secretary of State ~~{of the} :~~

24 (1) *The* filing fee and penalty set forth in NRS 88.395 and  
25 88.400 for each year or portion thereof during which the certificate  
26 has been revoked ~~[- and a] ; and~~

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

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

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

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

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

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

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

42 88.415 The Secretary of State, for services relating to his  
43 official duties and the records of his office, shall charge and collect  
44 the following fees:



- 1 1. For filing a certificate of limited partnership, or for  
2 registering a foreign limited partnership, ~~[\$175.]~~ \$75.
- 3 2. For filing a certificate of *registration of limited-liability*  
4 *limited partnership, or for registering a foreign registered limited-*  
5 *liability limited partnership, \$100.*
- 6 3. *For filing a certificate of* amendment of limited partnership  
7 or restated certificate of limited partnership, ~~[\$150.~~  
8 ~~—3.]~~ \$175.
- 9 4. For filing a certificate of a change of location of the records  
10 office of a limited partnership or the office of its resident agent, or a  
11 designation of a new resident agent, ~~[\$30.~~  
12 ~~—4.]~~ \$60.
- 13 5. For certifying a certificate of limited partnership, an  
14 amendment to the certificate, or a certificate as amended where a  
15 copy is provided, ~~[\$20]~~ \$30 per certification.
- 16 ~~5.]~~ 6. For certifying an authorized printed copy of the limited  
17 partnership law, ~~[\$20.~~  
18 ~~—6.]~~ \$30.
- 19 7. For reserving a limited partnership name, or for executing,  
20 filing or certifying any other document, ~~[\$20.~~  
21 ~~—7.]~~ \$25.
- 22 8. For copies made at the Office of the Secretary of State, ~~[\$1]~~  
23 \$2 per page.
- 24 ~~8.]~~ 9. For filing a certificate of cancellation of a limited  
25 partnership, ~~[\$60.]~~ \$75.
- 26 Except as otherwise provided in this section, the fees set forth in  
27 NRS 78.785 apply to this chapter.
- 28 **Sec. 61.** NRS 88.535 is hereby amended to read as follows:  
29 88.535 1. On application to a court of competent jurisdiction  
30 by any judgment creditor of a partner, the court may charge the  
31 partnership interest of the partner with payment of the unsatisfied  
32 amount of the judgment with interest. To the extent so charged, the  
33 judgment creditor has only the rights of an assignee of the  
34 partnership interest.
- 35 2. ~~2. The court may appoint a receiver of the share of the~~  
36 ~~distributions due or to become due to the judgment debtor in respect~~  
37 ~~of the partnership. The receiver has only the rights of an assignee.~~  
38 ~~The court may make all other orders, directions, accounts and~~  
39 ~~inquiries that the judgment debtor might have made or which the~~  
40 ~~circumstances of the case may require.~~
- 41 ~~3. A charging order constitutes a lien on the partnership~~  
42 ~~interest of the judgment debtor. The court may order a foreclosure~~  
43 ~~of the partnership interest subject to the charging order at any time.~~  
44 ~~The purchaser at the foreclosure sale has only the rights of an~~  
45 ~~assignee.~~



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

4 ~~—(a) By the judgment debtor;~~

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

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

9 ~~—5.] This section [provides] :~~

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

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

16 ~~—7. This section does]~~

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

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

20 88.585 ~~[A]~~ *Except as otherwise provided in section 50 of this*  
21 *act, a* foreign limited partnership may register with the Secretary of  
22 State under any name, whether or not it is the name under which it is  
23 registered in its state of organization, that includes without  
24 abbreviation the words “limited partnership” and that could be  
25 registered by a domestic limited partnership.

26 **Sec. 62.5.** NRS 88A.530 is hereby amended to read as  
27 follows:

28 88A.530 1. A resident agent who desires to resign shall  
29 ~~[file]~~ :

30 (a) *File* with the Secretary of State a signed statement ~~[for each~~  
31 ~~business trust for which]~~ *in the manner provided pursuant to*  
32 *subsection 1 of NRS 78.097 that* he is unwilling to continue to act  
33 ~~[ ]~~ *as the resident agent of the business trust for the service of*  
34 *process; and*

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

37 A resignation is not effective until the signed statement is ~~[so filed.]~~  
38 *filed with the Secretary of State.*

39 2. The statement of resignation may contain a statement of the  
40 affected business trust appointing a successor resident agent. A  
41 certificate of acceptance executed by the new resident agent, stating  
42 the full name, complete street address and, if different from the  
43 street address, mailing address of the new resident agent, must  
44 accompany the statement appointing a successor 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 business trust appointing a successor resident  
5 agent, the resigning agent shall immediately give written notice, by  
6 mail, to the business trust of the filing of the statement of  
7 resignation and its effect. The notice must be addressed to a trustee  
8 of the business trust other than the resident agent.

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

16 5. A business trust that fails to file a certificate of acceptance  
17 executed by its 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 88A.630 to  
20 88A.660, inclusive.

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

22 88A.540 1. If a business trust formed 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 ~~of~~ *of*  
25 *resident agent*, signed by at least one trustee of the business trust,  
26 setting forth:

- 27 (a) The name of the business trust;  
28 (b) The name and street address of the present resident agent;  
29 and  
30 (c) The name and street address of the new resident agent.

31 2. A certificate of acceptance executed by the new resident  
32 agent must be a part of or attached to the certificate of change ~~of~~  
33 ~~3. The~~ *of resident agent.*

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

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

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

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

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

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



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

3       **Sec. 64.** NRS 88A.600 is hereby amended to read as follows:  
4       88A.600 1. A business trust formed pursuant to this chapter  
5 shall, on or before the first day of the second month after the filing  
6 of its certificate of trust with the Secretary of State, and annually  
7 thereafter on or before the last day of the month in which the  
8 anniversary date of the filing of its certificate of trust with the  
9 Secretary of State occurs, file with the Secretary of State, on a form  
10 furnished by him, a list signed by at least one trustee that contains  
11 the name and mailing address of its *lawfully designated* resident  
12 agent and at least one trustee. Each list filed pursuant to this  
13 subsection must be accompanied by a declaration under penalty of  
14 perjury that the business trust has complied with the provisions of  
15 chapter 364A of NRS.

16       2. Upon filing:  
17       (a) The initial list required by subsection 1, the business trust  
18 shall pay to the Secretary of State a fee of ~~[\$165.]~~ **\$125.**  
19       (b) Each annual list required by subsection 1, the business trust  
20 shall pay to the Secretary of State a fee of ~~[\$85.]~~ **\$125.**

21       3. *If a trustee of a business trust resigns and the resignation*  
22 *is not made in conjunction with the filing of an annual or*  
23 *amended list of trustees, the business trust shall pay to the*  
24 *Secretary of State a fee of \$75 to file the resignation of the trustee.*

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

32       ~~[4.]~~ 5. An annual list for a business trust not in default which is  
33 received by the Secretary of State more than 60 days before its due  
34 date shall be deemed an amended list for the previous year.

35       **Sec. 65.** NRS 88A.630 is hereby amended to read as follows:  
36       88A.630 1. Each business trust required to file the list and  
37 pay the fee prescribed in NRS 88A.600 to 88A.660, inclusive,  
38 which refuses or neglects to do so within the time provided shall be  
39 deemed in default.

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

43       **Sec. 66.** NRS 88A.650 is hereby amended to read as follows:  
44       88A.650 1. Except as otherwise provided in subsection 3, the  
45 Secretary of State shall reinstate a business trust which has forfeited



1 its right to transact business pursuant to the provisions of this  
2 chapter and restore to the business trust its right to carry on business  
3 in this state, and to exercise its privileges and immunities, if it:

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

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

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

8 (b) Pays to the Secretary of State:

9 (1) The filing fee and penalty set forth in NRS 88A.600 and  
10 88A.630 for each year or portion thereof during which its certificate  
11 of trust was revoked; and

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

13 2. When the Secretary of State reinstates the business trust, he  
14 shall:

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

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

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

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

25 88A.900 The Secretary of State shall charge and collect the  
26 following fees for:

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

29 2. Filing an amendment or restatement, or a combination  
30 thereof, to a certificate of trust, ~~[\$150.]~~ \$175.

31 3. Filing a certificate of cancellation, ~~[\$175.]~~ \$75.

32 4. Certifying a copy of a certificate of trust or an amendment or  
33 restatement, or a combination thereof, ~~[\$20]~~ \$30 per certification.

34 5. Certifying an authorized printed copy of this chapter,  
35 ~~[\$20.]~~ \$30.

36 6. Reserving a name for a business trust, ~~[\$20.]~~ \$25.

37 7. Executing a certificate of existence of a business trust which  
38 does not list the previous documents relating to it, or a certificate of  
39 change in the name of a business trust, ~~[\$40.]~~ \$50.

40 8. Executing a certificate of existence of a business trust which  
41 lists the previous documents relating to it, ~~[\$40.]~~

42 ~~9. Filing a statement of change of address of the registered~~  
43 ~~office for each business trust, \$30.~~

44 ~~10.] \$50.~~

45 9. Filing a statement of change of the ~~registered agent, \$30.~~



- 1 ~~11.] resident agent, \$60.~~
- 2 10. Executing, certifying or filing any certificate or document
- 3 not otherwise provided for in this section, ~~[\$40.~~
- 4 ~~12.] \$50.~~
- 5 11. Examining and provisionally approving a document before
- 6 the document is presented for filing, ~~[\$100.~~
- 7 ~~13.] \$125.~~
- 8 12. Copying a document on file with him, for each page,
- 9 ~~[\$1.] \$2.~~

10 **Sec. 68.** NRS 88A.930 is hereby amended to read as follows:  
 11 88A.930 1. A business trust may correct a document filed by  
 12 the Secretary of State with respect to the business trust if the  
 13 document contains an inaccurate record of a trust action described in  
 14 the document or was defectively executed, attested, sealed, verified  
 15 or acknowledged.

- 16 2. To correct a document, the business trust must:
- 17 (a) Prepare a certificate of correction that:
- 18 (1) States the name of the business trust;
- 19 (2) Describes the document, including, without limitation, its
- 20 filing date;
- 21 (3) Specifies the inaccuracy or defect;
- 22 (4) Sets forth the inaccurate or defective portion of the
- 23 document in an accurate or corrected form; and
- 24 (5) Is signed by a trustee of the business trust.
- 25 (b) Deliver the certificate to the Secretary of State for filing.
- 26 (c) Pay a filing fee of ~~[\$150]~~ \$175 to the Secretary of State.

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

31 **Sec. 69.** NRS 89.210 is hereby amended to read as follows:  
 32 89.210 1. Within 30 days after the organization of a  
 33 professional association under this chapter, the association shall file  
 34 with the Secretary of State a copy of the articles of association, duly  
 35 executed, and shall pay at that time a filing fee of ~~[\$175. Any such~~  
 36 ~~association formed as a common law association before July 1,~~  
 37 ~~1969, shall file, within 30 days after July 1, 1969, a certified copy of~~  
 38 ~~its articles of association, with any amendments thereto, with the~~  
 39 ~~Secretary of State, and shall pay at that time a filing fee of \$25.]~~  
 40 \$75. A copy of any amendments to the articles of association  
 41 ~~[adopted after July 1, 1969,]~~ must also be filed with the Secretary of  
 42 State within 30 days after the adoption of such amendments. Each  
 43 copy of amendments so filed must be certified as true and correct  
 44 and be accompanied by a filing fee of ~~[\$150.]~~ \$175.



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

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

8       89.250 1. Except as otherwise provided in subsection 2, a  
9 professional association shall, on or before the first day of the  
10 second month after the filing of its articles of association with the  
11 Secretary of State, and annually thereafter on or before the last day  
12 of the month in which the anniversary date of its organization occurs  
13 in each year, furnish a statement to the Secretary of State showing  
14 the names and residence addresses of all members and employees in  
15 the association and certifying that all members and employees are  
16 licensed to render professional service in this state.

17       2. A professional association organized and practicing pursuant  
18 to the provisions of this chapter and NRS 623.349 shall, on or  
19 before the first day of the second month after the filing of its articles  
20 of association with the Secretary of State, and annually thereafter on  
21 or before the last day of the month in which the anniversary date of  
22 its organization occurs in each year, furnish a statement to the  
23 Secretary of State:

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

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

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

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

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

37       (b) Signed by the chief executive officer of the association.

38       (c) Accompanied by a declaration under penalty of perjury that  
39 the professional association has complied with the provisions of  
40 chapter 364A of NRS.

41       4. Upon filing:

42       (a) The initial statement required by this section, the association  
43 shall pay to the Secretary of State a fee of ~~[\$165.]~~ **\$125.**

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





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

5 **Sec. 71.** NRS 89.252 is hereby amended to read as follows:

6 89.252 1. Each professional association that is required to  
7 make a filing and pay the fee prescribed in NRS 89.250 but refuses  
8 to do so within the time provided is in default.

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

12 **Sec. 72.** NRS 89.256 is hereby amended to read as follows:

13 89.256 1. Except as otherwise provided in subsections 3 and  
14 4, the Secretary of State shall reinstate any professional association  
15 which has forfeited its right to transact business under the provisions  
16 of this chapter and restore the right to carry on business in this state  
17 and exercise its privileges and immunities if it:

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

19 (1) *The* statement and certification required by NRS 89.250;  
20 *and*

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

23 (b) Pays to the Secretary of State:

24 (1) The filing fee and penalty set forth in NRS 89.250 and  
25 89.252 for each year or portion thereof during which the articles of  
26 association have been revoked; and

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

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

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

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

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

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



1       **Sec. 73.** NRS 92A.190 is hereby amended to read as follows:  
2       92A.190 1. One or more foreign entities may merge or enter  
3 into an exchange of owner's interests with one or more domestic  
4 entities if:

5       (a) In a merger, the merger is permitted by the law of the  
6 jurisdiction under whose law each foreign entity is organized and  
7 governed and each foreign entity complies with that law in effecting  
8 the merger;

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

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

18       (d) Each domestic entity complies with the applicable provisions  
19 of NRS 92A.100 to 92A.180, inclusive, and, if it is the surviving  
20 entity in the merger or acquiring entity in the exchange, with NRS  
21 92A.200 to 92A.240, inclusive.

22       2. When the merger or exchange takes effect, the surviving  
23 foreign entity in a merger and the acquiring foreign entity in an  
24 exchange shall be deemed:

25       (a) To appoint the Secretary of State as its agent for service of  
26 process in a proceeding to enforce any obligation or the rights of  
27 dissenting owners of each domestic entity that was a party to the  
28 merger or exchange. Service of such process must be made by  
29 personally delivering to and leaving with the Secretary of State  
30 duplicate copies of the process and the payment of a fee of ~~[\$50]~~  
31 **\$100** for accepting and transmitting the process. The Secretary of  
32 State shall forthwith send by registered or certified mail one of the  
33 copies to the surviving or acquiring entity at its specified address,  
34 unless the surviving or acquiring entity has designated in writing to  
35 the Secretary of State a different address for that purpose, in which  
36 case it must be mailed to the last address so designated.

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

41       3. This section does not limit the power of a foreign entity to  
42 acquire all or part of the owner's interests of one or more classes or  
43 series of a domestic entity through a voluntary exchange or  
44 otherwise.



1       **Sec. 74.** NRS 92A.195 is hereby amended to read as follows:  
2       92A.195 1. One foreign entity or foreign general partnership  
3 may convert into one domestic entity if:

4       (a) The conversion is permitted by the law of the jurisdiction  
5 governing the foreign entity or foreign general partnership and the  
6 foreign entity or foreign general partnership complies with that law  
7 in effecting the conversion;

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

12       (c) The domestic entity complies with the applicable provisions  
13 of NRS 92A.105, 92A.120, 92A.135, 92A.140 and 92A.165 and, if  
14 it is the resulting entity in the conversion, with NRS 92A.205 to  
15 92A.240, inclusive.

16       2. When the conversion takes effect, the resulting foreign entity  
17 in a conversion shall be deemed to have appointed the Secretary of  
18 State as its agent for service of process in a proceeding to enforce  
19 any obligation. Service of process must be made personally by  
20 delivering to and leaving with the Secretary of State duplicate  
21 copies of the process and the payment of a fee of ~~[\$25]~~ \$100 for  
22 accepting and transmitting the process. The Secretary of State shall  
23 send one of the copies of the process by registered or certified mail  
24 to the resulting entity at its specified address, unless the resulting  
25 entity has designated in writing to the Secretary of State a different  
26 address for that purpose, in which case it must be mailed to the last  
27 address so designated.

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

29       92A.210 1. Except as otherwise provided in this section, the  
30 fee for filing articles of merger, articles of conversion, articles of  
31 exchange, articles of domestication or articles of termination is  
32 ~~[\$325]~~ \$350. The fee for filing the constituent documents of a  
33 domestic resulting entity is the fee for filing the constituent  
34 documents determined by the chapter of NRS governing the  
35 particular domestic resulting entity.

36       2. The fee for filing articles of merger of two or more domestic  
37 corporations is the difference between the fee computed at the rates  
38 specified in NRS 78.760 upon the aggregate authorized stock of the  
39 corporation created by the merger and the fee computed upon the  
40 aggregate amount of the total authorized stock of the constituent  
41 corporation.

42       3. The fee for filing articles of merger of one or more domestic  
43 corporations with one or more foreign corporations is the difference  
44 between the fee computed at the rates specified in NRS 78.760 upon  
45 the aggregate authorized stock of the corporation created by the



1 merger and the fee computed upon the aggregate amount of the total  
2 authorized stock of the constituent corporations which have paid the  
3 fees required by NRS 78.760 and 80.050.

4 4. The fee for filing articles of merger of two or more domestic  
5 or foreign corporations must not be less than ~~[\$325.]~~ **\$350.** The  
6 amount paid pursuant to subsection 3 must not exceed ~~[\$25,000.]~~  
7 **\$35,000.**

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

9 14.020 1. Every corporation, limited-liability company,  
10 limited-liability partnership, limited partnership, **limited-liability**  
11 **limited partnership,** business trust and municipal corporation  
12 created and existing under the laws of any other state, territory, or  
13 foreign government, or the Government of the United States, doing  
14 business in this state shall appoint and keep in this state a resident  
15 agent who resides or is located in this state, upon whom all legal  
16 process and any demand or notice authorized by law to be served  
17 upon it may be served in the manner provided in subsection 2. The  
18 corporation, limited-liability company, limited-liability partnership,  
19 limited partnership, **limited-liability limited partnership,** business  
20 trust or municipal corporation shall file with the Secretary of State a  
21 certificate of acceptance of appointment signed by its resident agent.  
22 The certificate must set forth the full name and address of the  
23 resident agent. ~~[The]~~ **A certificate of change of resident agent** must  
24 be ~~[renewed]~~ **filed** in the manner provided in title 7 of NRS  
25 ~~[whenever a change is made in the appointment or a vacancy occurs~~  
26 ~~in the agency.]~~ **if the corporation, limited-liability company,**  
27 **limited-liability partnership, limited partnership, limited-liability**  
28 **limited partnership, business trust or municipal corporation**  
29 **desires to change its resident agent. A certificate of name change**  
30 **of resident agent must be filed in the manner provided in title 7 of**  
31 **NRS if the name of a resident is changed as a result of a merger,**  
32 **conversion, exchange, sale, reorganization or amendment.**

33 2. All legal process and any demand or notice authorized by  
34 law to be served upon the foreign corporation, limited-liability  
35 company, limited-liability partnership, limited partnership, **limited-**  
36 **liability limited partnership,** business trust or municipal corporation  
37 may be served upon the resident agent personally or by leaving a  
38 true copy thereof with a person of suitable age and discretion at the  
39 address shown on the current certificate of acceptance filed with the  
40 Secretary of State.

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



1       **Sec. 77.** NRS 104.9525 is hereby amended to read as follows:  
2       104.9525 1. Except as otherwise provided in subsection 5,  
3 the fee for filing and indexing a record under this part, other than an  
4 initial financing statement of the kind described in subsection 2 of  
5 NRS 104.9502, is:

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

8       (b) ~~Forty~~ *Sixty* dollars if the record is communicated in writing  
9 and consists of more than two pages, and ~~one dollar~~ *\$2* for each page over  
10 20 pages;

11       (c) ~~ten~~ *Twenty* dollars if the record is communicated by  
12 another medium authorized by filing-office rule; and

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

15       2. The filing officer may charge and collect ~~one dollar~~ *\$2* for each  
16 page of copy or record of filings produced by him at the request of  
17 any person.

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

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

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

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

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

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

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

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

40       105.070 1. The Secretary of State or county recorder shall  
41 mark any security instrument and any statement of change, merger  
42 or consolidation presented for filing with the day and hour of filing  
43 and the file number assigned to it. This mark is, in the absence of  
44 other evidence, conclusive proof of the time and fact of presentation  
45 for filing.



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

4 3. The uniform fee for filing and indexing a security  
5 instrument, or a supplement or amendment thereto, and a statement  
6 of change, merger or consolidation, and for stamping a copy of  
7 those documents furnished by the secured party or the public utility,  
8 to show the date and place of filing is ~~[\$15]~~ \$40 if the document is  
9 in the standard form prescribed by the Secretary of State and  
10 otherwise is ~~[\$20, plus \$1]~~ \$50, plus \$2 for each additional debtor or  
11 trade name.

12 **Sec. 79.** NRS 105.080 is hereby amended to read as follows:  
13 105.080 Upon the request of any person, the Secretary of State  
14 shall issue his certificate showing whether there is on file on the  
15 date and hour stated therein, any presently effective security  
16 instrument naming a particular public utility, and if there is, giving  
17 the date and hour of filing of the instrument and the names and  
18 addresses of each secured party. The uniform fee for such a  
19 certificate is ~~[\$15]~~ \$40 if the request for the certificate is in the  
20 standard form prescribed by the Secretary of State and otherwise is  
21 ~~[\$20.]~~ \$50. Upon request the Secretary of State or a county recorder  
22 shall furnish a copy of any filed security instrument upon payment  
23 of the statutory fee for copies.

24 **Sec. 80.** NRS 225.140 is hereby amended to read as follows:  
25 225.140 1. Except as otherwise provided in subsection 2, in  
26 addition to other fees authorized by law, the Secretary of State shall  
27 charge and collect the following fees:

- 28 ~~For a copy of any law, joint resolution, transcript~~
- 29 ~~of record, or other paper on file or of record in~~
- 30 ~~his office, other than a document required to be~~
- 31 ~~filed pursuant to title 24 of NRS, per page ..... \$1.00~~
- 32 ~~For a copy of any document required to be filed~~
- 33 ~~pursuant to title 24 of NRS, per page ..... .50]~~
- 34 For certifying to ~~[any such]~~ a copy of any law, joint
- 35 resolution, transcript of record or other paper
- 36 on file or of record with the Secretary of State,
- 37 including, but not limited to, a document
- 38 required to be filed pursuant to title 24 of NRS,
- 39 and use of the State Seal, for each impression.. ~~[10.00]~~ \$20
- 40 For each passport or other document signed by
- 41 the Governor and attested by the Secretary of
- 42 State..... ~~[10.00]~~ 10
- 43 ~~For a negotiable instrument returned unpaid ..... 10.00]~~



1 2. The Secretary of State:

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

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

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

9 (1) Attesting extradition papers or executive warrants for  
10 other states.

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

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

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

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

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

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

27 (2) Access to his computer database on which records are  
28 stored.

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

31 (a) The entire amount or ~~[\$50.]~~ *\$62.50*, whichever is less, of the  
32 fee collected pursuant to subparagraph (1) of that paragraph and half  
33 of the fee collected pursuant to subparagraph (2) of that paragraph  
34 must be deposited with the State Treasurer for credit to the Account  
35 for Special Services of the Secretary of State in the State General  
36 Fund. Any amount remaining in the Account at the end of a fiscal  
37 year in excess of \$2,000,000 must be transferred to the State  
38 General Fund. Money in the Account may be transferred to the  
39 Secretary of State's operating general fund budget account and must  
40 only be used to create and maintain the capability of the Office of  
41 the Secretary of State to provide special services, including, but not  
42 limited to, providing service:

43 (1) On the day it is requested or within 24 hours; or

44 (2) Necessary to increase or maintain the efficiency of the  
45 Office.



1 Any transfer of money from the Account for expenditure by the  
2 Secretary of State must be approved by the Interim Finance  
3 Committee.

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

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

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

17 *2. If, after conducting a hearing pursuant to the provisions of  
18 subsection 1, the Department determines that the person has failed  
19 to comply with the provisions of NRS 364A.130 or if the person  
20 fails to appear for the hearing after being properly served with the  
21 statement of charges and notice of hearing, the Department may  
22 make a written report of his findings of fact concerning the  
23 violation and cause to be served a copy thereof upon the person at  
24 the hearing. If the Department determines in the report that such  
25 failure has occurred, the Department may order the violator to:*

26 *(a) Cease and desist from conducting a business in this state;  
27 and*

28 *(b) Pay the costs of reporting services, fees for experts and  
29 other witnesses, charges for the rental of a hearing room if such a  
30 room is not available to the Department free of charge, charges  
31 for providing an independent hearing officer, if any, and charges  
32 incurred for any service of process, if the violator is adjudicated to  
33 have failed to comply with the provisions of NRS 364A.130.*

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

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

43 *4. If a person fails to comply with any provision of an order  
44 issued pursuant to subsection 2, the Department may, through the  
45 Attorney General, at any time after 30 days after the service of*





1 *the order, cause an action to be instituted in the district court of*  
2 *the county wherein the person resides or has his principal place*  
3 *of business requesting the court to enforce the provisions of the*  
4 *order or to provide any other appropriate injunctive relief.*

5 *5. If the court finds that:*

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

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

11 *(c) The findings of the Department are supported by the weight*  
12 *of the evidence,*  
13 *the court shall issue an order enforcing the provisions of the order*  
14 *of the Department.*

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

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

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

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

24 **Sec. 82.** NRS 364A.130 is hereby amended to read as follows:

25 364A.130 1. Except as otherwise provided in subsection ~~6,~~  
26 **8,** a person shall not conduct a business in this state unless he has a  
27 business license issued by the Department.

28 2. The application for a business license must:

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

30 (b) Set forth the name under which the applicant transacts or  
31 intends to transact business and the location of his place or places of  
32 business;

33 (c) Declare the estimated number of employees for the previous  
34 calendar quarter;

35 (d) Be accompanied by a fee of ~~[\$25,] \$50;~~ and

36 (e) Include any other information that the Department deems  
37 necessary.

38 3. The application must be signed by:

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

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

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



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

4 5. *A person who has been issued a business license by the*  
5 *Department shall submit a fee of \$50 to the Department on or*  
6 *before the last day of the month in which the anniversary date of*  
7 *issuance of the business license occurs in each year, unless the*  
8 *person submits a written statement to the Department, at least 10*  
9 *days before the anniversary date, indicating that the person will*  
10 *not be conducting business in this state after the anniversary date.*  
11 *A person who fails to submit the annual fee required pursuant to*  
12 *this subsection in a timely manner shall pay a penalty in the*  
13 *amount of \$75 in addition to the annual fee.*

14 6. *The business license required to be obtained pursuant to*  
15 *this section is in addition to any license to conduct business that*  
16 *must be obtained from the local jurisdiction in which the business*  
17 *is being conducted.*

18 7. For the purposes of this chapter, a person shall be deemed to  
19 conduct a business in this state if a business for which the person is  
20 responsible:

- 21 (a) Is incorporated pursuant to chapter 78 or 78A of NRS;
- 22 (b) Has an office or other base of operations in this state; or
- 23 (c) Pays wages or other remuneration to a natural person who
- 24 performs in this state any of the duties for which he is paid.

25 ~~6.1~~ 8. A person who takes part in a trade show or convention  
26 held in this state for a purpose related to the conduct of a business is  
27 not required to obtain a business license specifically for that event.

28 **Sec. 83.** NRS 364A.160 is hereby repealed.

29 **Sec. 84.** The Secretary of State is hereby authorized, without  
30 obtaining further approval, to hire such additional personnel as are  
31 necessary to carry out the provisions of this act.

32 **Sec. 85.** 1. This section and sections 1, 2, 5 to 15, inclusive,  
33 17 to 19.5, inclusive, 21 to 24, inclusive, 25, 27 to 35, inclusive, 37  
34 to 52, inclusive, 54 to 62, inclusive, 64 to 75, inclusive, and 77 to  
35 84, inclusive, of this act become effective on October 1, 2003.

36 2. Sections 3, 16, 20, 24.5, 26.5, 36.5, 53.5 and 62.5 of this act  
37 become effective:

- 38 (a) Except as otherwise provided in paragraph (b) or paragraph
- 39 (b) of subsection 3, on October 1, 2003.

40 (b) On January 1, 2004, for the purpose of requiring a resident  
41 agent who desires to resign to file a statement of resignation for  
42 each artificial person formed, organized, registered or qualified  
43 pursuant to the provisions of title 7 of NRS for which the resident  
44 agent is unwilling to continue to act as the resident agent for the  
45 service of process.



1 3. Sections 4, 16, 26, 36, 53, 63 and 76 of this act become  
2 effective:

3 (a) Except as otherwise provided in paragraph (b) or paragraph  
4 (b) of subsection 2, on October 1, 2003.

5 (b) On January 1, 2004, for the purpose of requiring a resident  
6 agent to file a certificate of name change of resident agent if the  
7 name of the resident agent is changed as a result of a merger,  
8 conversion, exchange, sale, reorganization or amendment.

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**TEXT OF REPEALED SECTION**

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**364A.160 Exemption for natural person with no employees during calendar quarter.** A natural person who does not employ any employees during a calendar quarter is exempt from the provisions of this chapter for that calendar quarter.

