

REQUIRES TWO-THIRDS MAJORITY VOTE

(§§ 1, 3, 4, 7-10, 13-16, 18-21, 23, 25-27,
29-35, 37, 39-44, 47-53, 56-69, 71-74)

S.B. 75

SENATE BILL NO. 75—COMMITTEE ON JUDICIARY

(ON BEHALF OF THE SECRETARY OF STATE)

PREFILED NOVEMBER 20, 2024

Referred to Committee on Judiciary

SUMMARY—Revises various provisions relating to the duties of the Secretary of State. (BDR 7-484)

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

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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; authorizing the Secretary of State to prescribe by regulation the amount of the fee for the issuance or renewal of a state business license and certain filing fees paid by business entities; authorizing the Secretary of State to prescribe by regulation certain penalties and fees for failing to obtain or renew a state business license or timely file certain documents; authorizing the Office of the Secretary of State to accept records written in a language other than English under certain circumstances; revising provisions governing acceptance by the Secretary of State of certain documents on behalf of a business entity whose name includes certain words associated with professions regulated by the State Board of Architecture, Interior Design and Residential Design; revising provisions governing the registration of trademarks, trade names and service marks with the Secretary of State; and providing other matters properly relating thereto.

Legislative Counsel’s Digest:

1 Existing law requires each person conducting a business in this State to obtain a
2 state business license issued by the Secretary of State. (NRS 76.100) Existing law
3 also: (1) establishes certain fees that are required to be paid to the Secretary of State
4 to form a business entity or transact business in this State as a foreign business
5 entity; and (2) requires business entities to file an annual list of the officers,



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6 directors, members and partners, as applicable, of the business entity, and pay an
7 annual fee to the Secretary of State to maintain the authority to transact business in
8 this State as a business entity. (See, e.g., NRS 78.150, 78.760, 80.050, 80.110,
9 86.263, 86.5461, 86.561) **Sections 1, 3, 4, 7-10, 13-16, 18-21, 23, 25-27, 29-35, 37,**
10 **39-44, 47-53, 56-69 and 71-74** of this bill authorize the Secretary of State to
11 establish by regulation different amounts for: (1) the annual state business license
12 fee, the fees to form a business entity or transact business in this State as a foreign
13 business entity in this State, and the fees for the filing of an annual list by a
14 business entity; and (2) the penalties and fees for failing to pay such fees in a timely
15 manner. **Sections 2 and 75** of this bill make conforming changes to update
16 references to provisions renumbered by this bill.

17 Existing law prohibits certain records which are written in a language other
18 than English from being filed or submitted for filing in the Office of the Secretary
19 of State unless accompanied by a verified translation of that record into the English
20 language. (NRS 78.028, 78A.015, 81.003, 82.528, 84.008, 86.566, 87A.270,
21 88.338, 89.027, 600.025) **Sections 5, 11, 17, 22, 24, 36, 46, 55, 70 and 76** of this
22 bill authorize the Office of the Secretary of State to accept for filing a record which
23 is written in a language other than English if the Secretary of State determines that
24 sufficient resources are available to provide for a verified translation of that record
25 into the English language.

26 Existing law prohibits the Secretary of State from accepting for filing
27 documents used to form certain business entities, documents which amend the
28 documents used to form such entities or the records required to be filed by a foreign
29 corporation before doing business in this State, if the document or record provides
30 that the name of the business entity contains the words "architect," "architecture,"
31 "registered architect," "licensed architect," "registered interior designer,"
32 "registered interior design," "residential designer," "registered residential
33 designer," "licensed residential designer" or "residential design," unless the State
34 Board of Architecture, Interior Design and Residential Design certifies that: (1) the
35 principals of the business entity hold a certificate of registration to practice the
36 relevant profession; or (2) the business entity meets the requirements to do business
37 as an entity whose ownership consists of both persons who are qualified to practice
38 the relevant profession and persons who are not so qualified or who are qualified to
39 practice a different profession regulated by the Board. (NRS 78.045, 80.010,
40 86.171, 87.450, 87A.175, 88.320, 623.349) As an alternative to a certification from
41 the Board, **Sections 6, 12, 28, 38, 45, and 54** of this bill authorize the Secretary of
42 State to accept documents on behalf of a business entity that uses one of the
43 restricted professional titles in its name if the principals of the business entity
44 present documentation satisfactory to the Secretary of State that: (1) the principals
45 hold a certificate of registration to practice the relevant profession; or (2) the
46 business entity meets the requirements to do business as an entity whose ownership
47 consists of both persons who are qualified to practice the relevant profession and
48 persons who are not so qualified or who are qualified to practice a different
49 profession regulated by the Board.

50 Existing law authorizes a person who is using a trademark, trade name or
51 service mark in this State to register that mark with the Secretary of State. (NRS
52 600.340) The Secretary of State is authorized, for the purposes of administrative
53 convenience, to adopt regulations that define general classes of goods and services
54 for which a mark may be registered. (NRS 600.400) An application for registration
55 must identify the class of the goods or services, as designated by the Secretary of
56 State, in connection with which the mark is used. (NRS 600.340) **Section 79** of this
57 bill removes the authority for the Secretary of State to define the classes of goods
58 and services for which a mark may be registered and instead sets forth the schedule
59 of classes of goods and services adopted by the United States Patent and Trademark
60 Office for the purpose of classifying marks which are registered federally.



61 **Section 77** of this bill makes a conforming change to reflect that the classes of
62 goods and services for which a mark may be registered will no longer be defined by
63 the Secretary of State.

64 Existing law authorizes a person to assign a mark and its registration. (NRS
65 600.370) **Section 78** of this bill requires an assignment of a mark to be made on a
66 form prescribed by the Secretary of State.

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

1 **Section 1.** NRS 76.100 is hereby amended to read as follows:

2 76.100 1. A person shall not conduct a business in this State
3 unless and until the person obtains a state business license issued by
4 the Secretary of State. If the person is:

5 (a) An entity required to file an initial or annual list with the
6 Secretary of State pursuant to this title, the person must obtain the
7 state business license at the time of filing the initial or annual list.

8 (b) Not an entity required to file an initial or annual list with the
9 Secretary of State pursuant to this title, the person must obtain the
10 state business license before conducting a business in this State.

11 2. An application for a state business license must:

12 (a) Be made upon a form prescribed by the Secretary of State;

13 (b) Set forth the name under which the applicant transacts or
14 intends to transact business, or if the applicant is an entity organized
15 pursuant to this title and on file with the Secretary of State, the exact
16 name on file with the Secretary of State, the business identification
17 number as assigned by the Secretary of State pursuant to NRS
18 225.082, and the location in this State of the place or places of
19 business;

20 (c) ~~Be~~ *Except as otherwise provided in subsection 3, be*
21 accompanied by a fee in the amount of \$200, except that if the
22 applicant is a corporation organized pursuant to chapter 78, 78A or
23 78B of NRS, or a foreign corporation required to file an initial or
24 annual list with the Secretary of State pursuant to chapter 80 of
25 NRS, the application must be accompanied by a fee of \$500; and

26 (d) Include any other information that the Secretary of State
27 deems necessary.

28 ↪ If the applicant is an entity organized pursuant to this title and on
29 file with the Secretary of State and the applicant has no location in
30 this State of its place of business, the address of its registered agent
31 shall be deemed to be the location in this State of its place of
32 business.

33 3. *The Secretary of State may establish by regulation the*
34 *amount of the fee that must accompany an application for a state*
35 *business license pursuant to subsection 2. If the Secretary of State*



1 *establishes by regulation the amount of such a fee, an application*
2 *for a state business license must be accompanied by a fee in the*
3 *amount established by the Secretary of State by regulation.*

4 4. The application must be signed pursuant to NRS 239.330 by:

5 (a) The owner of a business that is owned by a natural person.

6 (b) A member or partner of an association or partnership.

7 (c) A general partner of a limited partnership.

8 (d) A managing partner of a limited-liability partnership.

9 (e) A manager or managing member of a limited-liability
10 company.

11 (f) An officer of a corporation or some other person specifically
12 authorized by the corporation to sign the application.

13 ~~[4.]~~ 5. If the application for a state business license is defective
14 in any respect or the fee required by this section is not paid, the
15 Secretary of State may return the application for correction or
16 payment.

17 ~~[5.]~~ 6. A state business license issued pursuant to this section
18 must contain the business identification number assigned by the
19 Secretary of State pursuant to NRS 225.082.

20 ~~[6.]~~ 7. The state business license required to be obtained
21 pursuant to this section is in addition to any license to conduct
22 business that must be obtained from the local jurisdiction in which
23 the business is being conducted.

24 ~~[7.]~~ 8. For the purposes of this chapter, a person:

25 (a) Shall be deemed to conduct a business in this State if a
26 business for which the person is responsible:

27 (1) Is organized pursuant to this title, other than a business
28 organized pursuant to:

29 (I) Chapter 82 or 84 of NRS; or

30 (II) Chapter 81 of NRS if the business is a nonprofit unit-
31 owners' association or a nonprofit religious, charitable, fraternal or
32 other organization that qualifies as a tax-exempt organization
33 pursuant to 26 U.S.C. § 501(c);

34 (2) Has an office or other base of operations in this State;

35 (3) Except as otherwise provided in NRS 76.103, has a
36 registered agent in this State; or

37 (4) Pays wages or other remuneration to a natural person
38 who performs in this State any of the duties for which he or she is
39 paid.

40 (b) Shall be deemed not to conduct a business in this State if:

41 (1) The business for which the person is responsible:

42 (I) Is not organized pursuant to this title;

43 (II) Does not have an office or base of operations in this

44 State;

45 (III) Does not have a registered agent in this State; and



1 (IV) Does not pay wages or other remuneration to a
2 natural person who performs in this State any of the duties for which
3 he or she is paid, other than wages or other remuneration paid to a
4 natural person for performing duties in connection with an activity
5 described in subparagraph (2);

6 (2) The business for which the person is responsible is
7 conducting activity in this State solely to provide vehicles or
8 equipment on a short-term basis in response to a wildland fire, a
9 flood, an earthquake or another emergency; or

10 (3) The Secretary of State determines that the person is not
11 conducting a business in this State.

12 ~~§ 9.~~ As used in this section, “registered agent” has the
13 meaning ascribed to it in NRS 77.230.

14 **Sec. 2.** NRS 76.103 is hereby amended to read as follows:

15 76.103 1. A manufacturer who maintains a registered agent
16 in this State solely because of the requirements set forth in NRS
17 370.680 and who is not otherwise required to obtain a state business
18 license pursuant to NRS 76.100 is not deemed, pursuant to
19 subparagraph (3) of paragraph (a) of subsection ~~77~~ 8 of NRS
20 76.100, to conduct a business in this State.

21 2. As used in this section, “manufacturer” has the meaning
22 ascribed to it in NRS 370.0315.

23 **Sec. 3.** NRS 76.110 is hereby amended to read as follows:

24 76.110 1. If a person fails to obtain a state business license
25 and pay the fee required pursuant to NRS 76.100 before conducting
26 a business in this State and the person is:

27 (a) An entity required to file an annual list with the Secretary of
28 State pursuant to this title, the person:

29 (1) ~~Shall~~ *Except as otherwise provided in subsection 2,*
30 *shall* pay a penalty of \$100 in addition to the annual state business
31 license fee for each year in which the entity fails to obtain a state
32 business license;

33 (2) Shall be deemed to have not complied with the
34 requirement to file an annual list with the Secretary of State; and

35 (3) Is subject to all applicable provisions relating to the
36 failure to file an annual list, including, without limitation, the
37 provisions governing default and revocation of its charter or right to
38 transact business in this State, except that the person is required to
39 pay the penalty set forth in subparagraph (1) of paragraph (a).

40 (b) Not an entity required to file an annual list with the Secretary
41 of State, the person shall *, except as otherwise provided in*
42 *subsection 2,* pay a penalty in the amount of \$100 in addition to the
43 annual state business license fee for each year in which the person
44 has conducted business in this State without a state business license.



1 2. *The Secretary of State may establish by regulation the*
2 *amount of the penalty required to be paid pursuant to this section*
3 *by a person who fails to obtain a state business license and pay the*
4 *fee required pursuant to NRS 76.100. If the Secretary of State*
5 *establishes by regulation the amount of such a penalty, the*
6 *amount of any penalty required to be paid pursuant to this section*
7 *must be the amount established by the Secretary of State by*
8 *regulation.*

9 3. The Secretary of State may refuse to issue a state business
10 license to a person that has failed to pay the fees and penalties
11 required by this chapter.

12 **Sec. 4.** NRS 76.130 is hereby amended to read as follows:

13 76.130 1. Except as otherwise provided in subsection 2 ~~¶~~ *or*
14 *7*, a person who applies for renewal of a state business license shall
15 submit a fee in the amount of \$200 to the Secretary of State:

16 (a) If the person is an entity required to file an annual list with
17 the Secretary of State pursuant to this title, at the time the person
18 submits the annual list to the Secretary of State, unless the person
19 submits a certificate or other form evidencing the dissolution of the
20 entity; or

21 (b) If the person is not an entity required to file an annual list
22 with the Secretary of State pursuant to this title, on the last day of
23 the month in which the anniversary date of issuance of the state
24 business license occurs in each year, unless the person submits a
25 written statement to the Secretary of State, at least 10 days before
26 that date, indicating that the person will not be conducting a
27 business in this State after that date.

28 2. ~~¶¶~~ *Except as otherwise provided in subsection 7, if* the
29 person applying for the renewal of a state business license pursuant
30 to subsection 1 is a corporation organized pursuant to chapter 78,
31 78A or 78B of NRS, or a foreign corporation required to file an
32 initial or annual list with the Secretary of State pursuant to chapter
33 80 of NRS, the fee for the renewal of a state business license is
34 \$500.

35 3. The Secretary of State shall, 90 days before the last day for
36 filing an application for renewal of the state business license of a
37 person who holds a state business license, provide to the person a
38 notice of the state business license fee due pursuant to this section
39 and a reminder to file the application for renewal required pursuant
40 to this section. Failure of any person to receive a notice does not
41 excuse the person from the penalty imposed by law.

42 4. If a person fails to submit the annual state business license
43 fee required pursuant to this section in a timely manner and the
44 person is:



1 (a) An entity required to file an annual list with the Secretary of
2 State pursuant to this title, the person:

3 (1) ~~Shall~~ *Except as otherwise provided in subsection 7,*
4 *shall* pay a penalty of \$100 in addition to the annual state business
5 license fee;

6 (2) Shall be deemed to have not complied with the
7 requirement to file an annual list with the Secretary of State; and

8 (3) Is subject to all applicable provisions relating to the
9 failure to file an annual list, including, without limitation, the
10 provisions governing default and revocation of its charter or right to
11 transact business in this State, except that the person is required to
12 pay the penalty set forth in subparagraph (1).

13 (b) Not an entity required to file an annual list with the Secretary
14 of State, the person shall , *except as otherwise provided in*
15 *subsection 7,* pay a penalty in the amount of \$100 in addition to the
16 annual state business license fee. The Secretary of State shall
17 provide to the person a written notice that:

18 (1) Must include a statement indicating the amount of the
19 fees and penalties required pursuant to this section and the costs
20 remaining unpaid.

21 (2) May be provided electronically, if the person has
22 requested to receive communications by electronic transmission, by
23 electronic mail or other electronic communication.

24 5. A person who continues to do business in this State without
25 renewing the person's state business license before its renewal date
26 is subject to the fees and penalties provided for in this section unless
27 the person files a certificate of cancellation of the person's state
28 business license with the Secretary of State.

29 6. The Secretary of State shall waive the annual state business
30 license fee and any related penalty imposed on a natural person or
31 partnership if the natural person or partnership provides evidence
32 satisfactory to the Secretary of State that the natural person or
33 partnership conducted no business in this State during the period for
34 which the fees and penalties would be waived.

35 7. *The Secretary of State may establish by regulation the*
36 *amount of the fee required by this section for the renewal of a*
37 *state business license and the penalty required to be paid pursuant*
38 *to this section by a person who fails to pay the annual state*
39 *business license fee in a timely manner. If the Secretary of State*
40 *establishes by regulation the amount of:*

41 (a) *The fee for the renewal of a state business license, the*
42 *amount of the fee for such renewal is the amount of the fee*
43 *established by the Secretary of State by regulation.*

44 (b) *The penalty required to be paid pursuant to this section by*
45 *a person who fails to pay the annual state business license fee in a*



1 *timely manner, the amount of any such penalty must be the*
2 *amount established by the Secretary of State by regulation.*

3 **Sec. 5.** NRS 78.028 is hereby amended to read as follows:

4 78.028 ~~[N6]~~

5 *1. Except as otherwise provided in subsection 2, no* record
6 which is written in a language other than English may be filed or
7 submitted for filing in the Office of the Secretary of State pursuant
8 to the provisions of this chapter unless it is accompanied by a
9 verified translation of that record into the English language.

10 *2. The Office of the Secretary of State may accept for filing a*
11 *record which is written in a language other than English if the*
12 *Secretary of State determines that sufficient resources are*
13 *available to provide for a verified translation of that record into*
14 *the English language.*

15 **Sec. 6.** NRS 78.045 is hereby amended to read as follows:

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

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

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

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

37 3. Except as otherwise provided in subsection 7, the Secretary
38 of State shall not accept for filing any articles of incorporation or
39 any certificate of amendment of articles of incorporation of any
40 corporation formed pursuant to the laws of this State if the name of
41 the corporation contains the words "engineer," "engineered,"
42 "engineering," "professional engineer," "registered engineer" or
43 "licensed engineer" unless:



1 (a) The State Board of Professional Engineers and Land
2 Surveyors certifies that the principals of the corporation are licensed
3 to practice engineering pursuant to the laws of this State; or

4 (b) The State Board of Professional Engineers and Land
5 Surveyors certifies that the corporation is exempt from the
6 prohibitions of NRS 625.520.

7 4. Except as otherwise provided in subsection 7, the Secretary
8 of State shall not accept for filing any articles of incorporation or
9 any certificate of amendment of articles of incorporation of any
10 corporation formed pursuant to the laws of this State if the name of
11 the corporation contains the words “architect,” “architecture,”
12 “registered architect,” “licensed architect,” “registered interior
13 designer,” “registered interior design,” “residential designer,”
14 “registered residential designer,” “licensed residential designer” or
15 “residential design” unless ~~the~~:

16 (a) *The State Board of Architecture, Interior Design and*
17 *Residential Design certifies that:*

18 ~~(a)~~ (1) The principals of the corporation are holders of a
19 certificate of registration to practice architecture or residential
20 design or to practice as a registered interior designer, as applicable,
21 pursuant to the laws of this State; or

22 ~~(b)~~ (2) The corporation is qualified to do business in this State
23 pursuant to NRS 623.349 ~~;~~; *or*

24 (b) *The principals of the corporation present documentation*
25 *satisfactory to the Secretary of State showing that:*

26 (1) *The principals are holders of a certificate of registration*
27 *to practice architecture or residential design or to practice as a*
28 *registered interior designer, as applicable, pursuant to the laws of*
29 *this State; or*

30 (2) *The corporation is qualified to do business in this State*
31 *pursuant to NRS 623.349.*

32 5. The Secretary of State shall not accept for filing any articles
33 of incorporation or any certificate of amendment of articles of
34 incorporation of any corporation formed pursuant to the laws of this
35 State which provides that the name of the corporation contains the
36 word “accountant,” “accounting,” “accountancy,” “auditor” or
37 “auditing” unless the Nevada State Board of Accountancy certifies
38 that the corporation:

39 (a) Is registered pursuant to the provisions of chapter 628 of
40 NRS; or

41 (b) Has filed with the Nevada State Board of Accountancy under
42 penalty of perjury a written statement that the corporation is not
43 engaged in the practice of accounting and is not offering to practice
44 accounting in this State.



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

13 (a) Registered with the Ombudsman for Owners in Common-
14 Interest Communities and Condominium Hotels pursuant to NRS
15 116.31158 or 116B.625; and

16 (b) Paid to the Administrator of the Real Estate Division the fees
17 required pursuant to NRS 116.31155 or 116B.620.

18 7. The provisions of subsections 3 and 4 do not apply to any
19 corporation, whose securities are publicly traded and regulated by
20 the Securities Exchange Act, which does not engage in the practice
21 of professional engineering, architecture or residential design or
22 interior design, as applicable.

23 8. The Commissioner of Financial Institutions and the
24 Commissioner of Insurance may approve or disapprove the articles
25 or amendments referred to them pursuant to the provisions of this
26 section.

27 **Sec. 7.** NRS 78.150 is hereby amended to read as follows:

28 78.150 1. A corporation organized pursuant to the laws of
29 this State shall, at the time of the filing of its articles of
30 incorporation with the Secretary of State or, if the corporation has
31 selected an alternative due date pursuant to subsection 12, on or
32 before that alternative due date, file with the Secretary of State a list,
33 on a form furnished by the Secretary of State, containing:

34 (a) The name of the corporation;

35 (b) The file number of the corporation, if known;

36 (c) The names and titles of the president, secretary and treasurer,
37 or the equivalent thereof, and of all the directors of the corporation;

38 (d) The address, either residence or business, of each officer and
39 director listed, following the name of the officer or director; and

40 (e) The signature of an officer of the corporation, or some other
41 person specifically authorized by the corporation to sign the list,
42 certifying that the list is true, complete and accurate.

43 2. The corporation shall annually thereafter, on or before the
44 last day of the month in which the anniversary date of incorporation
45 occurs in each year, or, if, pursuant to subsection 12, the corporation



1 has selected an alternative due date for filing the list required by
2 subsection 1, on or before the last day of the month in which the
3 anniversary date of the alternative due date occurs in each year, file
4 with the Secretary of State, on a form furnished by the Secretary of
5 State, an annual list containing all of the information required in
6 subsection 1.

7 3. Each list required by subsection 1 or 2 must be accompanied
8 by:

9 (a) A declaration under penalty of perjury that:

10 (1) The corporation has complied with the provisions of
11 chapter 76 of NRS;

12 (2) The corporation acknowledges that pursuant to NRS
13 239.330, it is a category C felony to knowingly offer any false or
14 forged instrument for filing with the Office of the Secretary of State;
15 and

16 (3) None of the officers or directors identified in the list has
17 been identified in the list with the fraudulent intent of concealing the
18 identity of any person or persons exercising the power or authority
19 of an officer or director in furtherance of any unlawful conduct.

20 (b) A statement as to whether the corporation is a publicly
21 traded company. If the corporation is a publicly traded company, the
22 corporation must list its Central Index Key. The Secretary of State
23 shall include on the Secretary of State's Internet website the Central
24 Index Key of a corporation provided pursuant to this paragraph and
25 instructions describing the manner in which a member of the public
26 may obtain information concerning the corporation from the
27 Securities and Exchange Commission.

28 4. ~~Upon~~ *Except as otherwise provided in this subsection,*
29 *upon* filing the list required by:

30 (a) Subsection 1, the corporation shall pay to the Secretary of
31 State a fee of \$150.

32 (b) Subsection 2, the corporation shall pay to the Secretary of
33 State, if the amount represented by the total number of shares
34 provided for in the articles is:

35		
36	\$75,000 or less.....	\$150
37	Over \$75,000 and not over \$200,000	200
38	Over \$200,000 and not over \$500,000	300
39	Over \$500,000 and not over \$1,000,000	400
40	Over \$1,000,000:	
41	For the first \$1,000,000	400
42	For each additional \$500,000 or fraction thereof	275

43 → ~~The~~ *Except as otherwise provided in this subsection, the*
44 *maximum fee which may be charged pursuant to paragraph (b) for*
45 *filing the annual list is \$11,125. The Secretary of State may*



1 *establish by regulation the amount of the fee which must be paid*
2 *for filing a list required by subsection 1 or 2, which may exceed*
3 *the maximum fee specified in this subsection. If the Secretary of*
4 *State establishes by regulation the amount of such a fee, upon*
5 *filing a list required by subsection 1 or 2, the corporation shall pay*
6 *to the Secretary of State a fee in the amount established by the*
7 *Secretary of State by regulation.*

8
9 5. If a corporation files an amended list of directors and
10 officers with the Secretary of State within 60 days after the date on
11 which the list required by subsection 1 is filed, the corporation or
12 the resigning director or officer is not required to pay a fee for filing
13 the amended list.

14 6. Except as otherwise provided in subsection 5, if a director or
15 officer of a corporation resigns and the resignation is not reflected
16 on the annual or amended list of directors and officers, the
17 corporation or the resigning director or officer shall pay to the
18 Secretary of State a fee of \$75 to file the resignation.

19 7. The Secretary of State shall, 90 days before the last day for
20 filing each annual list required by subsection 2, provide to each
21 corporation which is required to comply with the provisions of NRS
22 78.150 to 78.185, inclusive, and which has not become delinquent, a
23 notice of the fee due pursuant to subsection 4 and a reminder to file
24 the annual list required by subsection 2. Failure of any corporation
25 to receive a notice does not excuse it from the penalty imposed by
26 law.

27 8. If the list to be filed pursuant to the provisions of subsection
28 1 or 2 is defective in any respect or the fee required by subsection 4
29 is not paid, the Secretary of State may return the list for correction
30 or payment.

31 9. An annual list for a corporation not in default which is
32 received by the Secretary of State more than 90 days before its due
33 date shall be deemed an amended list for the previous year and must
34 be accompanied by the appropriate fee as provided in subsection 4
35 for filing. A payment submitted pursuant to this subsection does not
36 satisfy the requirements of subsection 2 for the year to which the
37 due date is applicable.

38 10. A person who files with the Secretary of State a list
39 required by subsection 1 or 2 which identifies an officer or director
40 with the fraudulent intent of concealing the identity of any person or
41 persons exercising the power or authority of an officer or director in
42 furtherance of any unlawful conduct is subject to the penalty set
43 forth in NRS 225.084.

44 11. For the purposes of this section, a stockholder is not
45 deemed to exercise actual control of the daily operations of a



1 corporation based solely on the fact that the stockholder has voting
2 control of the corporation.

3 12. The Secretary of State may allow a corporation to select an
4 alternative due date for filing the list required by subsection 1.

5 13. The Secretary of State may adopt regulations to administer
6 the provisions of subsection 12.

7 **Sec. 8.** NRS 78.170 is hereby amended to read as follows:

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

12 2. Upon notification from the Administrator of the Real Estate
13 Division of the Department of Business and Industry that a
14 corporation which is a unit-owners' association as defined in NRS
15 116.011 or 116B.030 has failed to register pursuant to NRS
16 116.31158 or 116B.625 or failed to pay the fees pursuant to
17 NRS 116.31155 or 116B.620, the Secretary of State shall deem the
18 corporation to be in default. If, after the corporation is deemed to be
19 in default, the Administrator notifies the Secretary of State that the
20 corporation has registered pursuant to NRS 116.31158 or 116B.625
21 and paid the fees pursuant to NRS 116.31155 or 116B.620, the
22 Secretary of State shall reinstate the corporation if the corporation
23 complies with the requirements for reinstatement as provided in this
24 section and NRS 78.180 and 78.185.

25 3. ~~For~~ *Except as otherwise provided in this subsection, for*
26 *default there must be added to the amount of the fee a penalty of*
27 *\$75. The Secretary of State may establish by regulation the*
28 *amount of the penalty for default. If the Secretary of State*
29 *establishes by regulation the amount of such a penalty for default,*
30 *there must be added to the amount of the fee a penalty in the*
31 *amount established by the Secretary of State by regulation.* The fee
32 and penalty must be collected as provided in this chapter.

33 **Sec. 9.** NRS 78.180 is hereby amended to read as follows:

34 78.180 1. Except as otherwise provided in subsections 3 and
35 4 and NRS 78.152, the Secretary of State shall reinstate a
36 corporation which has forfeited or which forfeits its right to transact
37 business pursuant to the provisions of this chapter and shall restore
38 to the corporation its right to carry on business in this State, and to
39 exercise its corporate privileges and immunities, if it:

40 (a) Files with the Secretary of State:

- 41 (1) The list required by NRS 78.150;
42 (2) The statement required by NRS 78.153, if applicable;
43 (3) The information required pursuant to NRS 77.310; and
44 (4) A declaration under penalty of perjury, on a form
45 provided by the Secretary of State, that the reinstatement is



1 authorized by a court of competent jurisdiction in this State or by
2 the duly elected board of directors of the corporation or, if the
3 corporation does not have a board of directors, the equivalent of
4 such a board; and

5 (b) Except as otherwise provided in NRS 231.14057, pays to the
6 Secretary of State:

7 (1) The filing fee and penalty set forth in NRS 78.150 and
8 78.170 for each year or portion thereof during which it failed to file
9 each required annual list in a timely manner;

10 (2) The fee set forth in NRS 78.153, if applicable; and

11 (3) ~~[(A)]~~ *Except as otherwise provided in this subparagraph,*
12 *a fee of \$300 for reinstatement. The Secretary of State may*
13 *establish by regulation the amount of the fee for reinstatement. If*
14 *the Secretary of State establishes by regulation the amount of the*
15 *fee for reinstatement, the corporation must pay to the Secretary of*
16 *State a fee for reinstatement in the amount established by the*
17 *Secretary of State by regulation.*

18 2. When the Secretary of State reinstates the corporation, the
19 Secretary of State shall issue to the corporation a certificate of
20 reinstatement if the corporation:

21 (a) Requests a certificate of reinstatement; and

22 (b) Pays the required fees pursuant to subsection 7 of
23 NRS 78.785.

24 3. Except as otherwise provided in NRS 231.14057, the
25 Secretary of State shall not order a reinstatement unless all
26 delinquent fees and penalties have been paid, and the revocation of
27 the charter occurred only by reason of failure to pay the fees and
28 penalties.

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

32 5. Except as otherwise provided in NRS 78.185, a
33 reinstatement pursuant to this section relates back to the date on
34 which the corporation forfeited its right to transact business under
35 the provisions of this chapter and reinstates the corporation's right
36 to transact business as if such right had at all times remained in full
37 force and effect.

38 **Sec. 10.** NRS 78.760 is hereby amended to read as follows:

39 78.760 1. ~~[(The)]~~ *Except as otherwise provided in this section,*
40 *the* fee for filing articles of incorporation is prescribed in the
41 following schedule:
42

43 If the amount represented by the total number of shares
44 provided for in the articles is:
45 \$75,000 or less..... \$75



1 Over \$75,000 and not over \$200,000 \$175
2 Over \$200,000 and not over \$500,000 275
3 Over \$500,000 and not over \$1,000,000 375
4 Over \$1,000,000:
5 For the first \$1,000,000 375
6 For each additional \$500,000 or fraction thereof 275

7
8 2. ~~The~~ *Except as otherwise provided in this section, the*
9 maximum fee which may be charged pursuant to this section:

10 (a) Is \$35,000 for the original filing of the articles of
11 incorporation.

12 (b) Is \$34,925 for a subsequent filing of any instrument which
13 authorizes an increase in stock.

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

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

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

23 (c) The aggregate par value of the shares with a par value plus
24 the product of the number of shares without par value multiplied by
25 \$1, regardless of any lesser amount prescribed as the value or
26 consideration for which the shares without par value may be issued
27 and disposed of, if shares with and without par value are therein
28 provided for.

29 ↪ For the purposes of this subsection, shares with no prescribed par
30 value shall be deemed shares without par value.

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

34 5. *The Secretary of State may establish by regulation the*
35 *amount of the fee for filing articles of incorporation, which must*
36 *be based on the amount represented by the total number of shares*
37 *provided for in the articles and which may exceed the maximum*
38 *fee specified in subsection 2. If the Secretary of State establishes*
39 *by regulation the amount of the fee for filing articles of*
40 *incorporation, the fee for filing articles of incorporation must be*
41 *in the amount established by the Secretary of State by regulation.*

42 **Sec. 11.** NRS 78A.015 is hereby amended to read as follows:

43 78A.015 ~~No~~

44 1. *Except as otherwise provided in subsection 2, no* record
45 which is written in a language other than English may be filed or



1 submitted for filing in the Office of the Secretary of State pursuant
2 to the provisions of this chapter unless it is accompanied by a
3 verified translation of that record into the English language.

4 *2. The Office of the Secretary of State may accept for filing a*
5 *record which is written in a language other than English if the*
6 *Secretary of State determines that sufficient resources are*
7 *available to provide for a verified translation of that record into*
8 *the English language.*

9 **Sec. 12.** NRS 80.010 is hereby amended to read as follows:

10 80.010 1. Before commencing or doing any business in this
11 State, each corporation organized pursuant to the laws of another
12 state, territory, the District of Columbia, a possession of the United
13 States or a foreign country that enters this State to do business must:

14 (a) File in the Office of the Secretary of State:

15 (1) The information required pursuant to NRS 77.310. The
16 street address of the registered agent is the registered office of the
17 corporation in this State.

18 (2) A statement signed by an officer of the corporation, or
19 some other person specifically authorized by the corporation to sign
20 the statement, setting forth:

21 (I) A general description of the purposes of the
22 corporation;

23 (II) The authorized stock of the corporation and the
24 number and par value of shares having par value and the number of
25 shares having no par value;

26 (III) A declaration of the existence of the corporation and
27 the name of the jurisdiction of its incorporation or the governmental
28 acts or other instrument of authority by which the corporation was
29 created; and

30 (IV) A declaration that the corporation is in good standing
31 in the jurisdiction of its incorporation or creation.

32 (b) Lodge in the Office of the Secretary of State a copy of the
33 record most recently filed by the corporation in the jurisdiction of its
34 incorporation setting forth the authorized stock of the corporation,
35 the number of par-value shares and their par value, and the number
36 of no-par-value shares.

37 2. The Secretary of State shall not file the records required by
38 subsection 1 for any foreign corporation whose name is not
39 distinguishable on the records of the Secretary of State from the
40 names of all other artificial persons formed, organized, registered or
41 qualified pursuant to the provisions of this title that are on file in the
42 Office of the Secretary of State and all names that are reserved in
43 the Office of the Secretary of State pursuant to the provisions of this
44 title, unless the written, acknowledged consent of the holder of the



1 name on file or reserved name to use the same name or the
2 requested similar name accompanies the articles of incorporation.

3 3. For the purposes of this section and NRS 80.012, a proposed
4 name is not distinguishable from a name on file or reserved solely
5 because one or the other names contains distinctive lettering, a
6 distinctive mark, a trademark or trade name, or any combination
7 thereof.

8 4. The name of a foreign corporation whose charter has been
9 revoked, which has merged and is not the surviving entity or whose
10 existence has otherwise terminated is available for use by any other
11 artificial person.

12 5. The Secretary of State shall not accept for filing the records
13 required by subsection 1 or NRS 80.110 for any foreign corporation
14 if the name of the corporation contains the words "engineer,"
15 "engineered," "engineering," "professional engineer," "registered
16 engineer" or "licensed engineer" unless the State Board of
17 Professional Engineers and Land Surveyors certifies that:

18 (a) The principals of the corporation are licensed to practice
19 engineering pursuant to the laws of this State; or

20 (b) The corporation is exempt from the prohibitions of
21 NRS 625.520.

22 6. The Secretary of State shall not accept for filing the records
23 required by subsection 1 or NRS 80.110 for any foreign corporation
24 if the name of the corporation contains the words "architect,"
25 "architecture," "registered architect," "licensed architect,"
26 "registered interior designer," "registered interior design,"
27 "residential designer," "registered residential designer," "licensed
28 residential designer" or "residential design" unless ~~the~~:

29 *(a) The State Board of Architecture, Interior Design and*
30 *Residential Design certifies that:*

31 ~~(a)~~ *(1) The principals of the corporation are holders of a*
32 *certificate of registration to practice architecture or residential*
33 *design or to practice as a registered interior designer, as applicable,*
34 *pursuant to the laws of this State; or*

35 ~~(b)~~ *(2) The corporation is qualified to do business in this State*
36 *pursuant to NRS 623.349 ~~;~~; or*

37 *(b) The principals of the corporation present documentation*
38 *satisfactory to the Secretary of State showing that:*

39 *(1) The principals are holders of a certificate of registration*
40 *to practice architecture or residential design or to practice as a*
41 *registered interior designer, as applicable, pursuant to the laws of*
42 *this State; or*

43 *(2) The corporation is qualified to do business in this State*
44 *pursuant to NRS 623.349.*



1 7. The Secretary of State shall not accept for filing the records
2 required by subsection 1 or NRS 80.110 for any foreign corporation
3 if it appears from the records that the business to be carried on by
4 the corporation is subject to supervision by the Commissioner of
5 Financial Institutions, unless the Commissioner certifies that:

6 (a) The corporation has obtained the authority required to do
7 business in this State; or

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

10 8. The Secretary of State shall not accept for filing the records
11 required by subsection 1 or NRS 80.110 for any foreign corporation
12 if the name of the corporation contains the word "accountant,"
13 "accounting," "accountancy," "auditor" or "auditing" unless the
14 Nevada State Board of Accountancy certifies that the foreign
15 corporation:

16 (a) Is registered pursuant to the provisions of chapter 628 of
17 NRS; or

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

22 9. The Secretary of State may adopt regulations that interpret
23 the requirements of subsections 1 to 8, inclusive.

24 10. A person shall not file the records required by subsection 1
25 for any illegal purpose or with the fraudulent intent to conceal any
26 business activity, or lack thereof, from another person or a
27 governmental agency.

28 **Sec. 13.** NRS 80.050 is hereby amended to read as follows:

29 80.050 1. Except as otherwise provided in subsection 3 ~~or~~ *or*
30 *4*, foreign corporations shall pay the same fees to the Secretary of
31 State as are required to be paid by corporations organized pursuant
32 to the laws of this State, but the amount of fees to be charged must
33 not exceed:

34 (a) The sum of \$35,000 for filing records for initial
35 qualification; or

36 (b) The sum of \$34,925 for each subsequent filing of a
37 certificate increasing authorized capital stock.

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

43 3. ~~Foreign~~ *Except as otherwise provided in subsection 4,*
44 *foreign* corporations which are nonprofit corporations and which do
45 not have or issue shares of stock shall pay the same fees to the



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

3 4. *The Secretary of State may establish by regulation the*
4 *amount of the fee that a foreign corporation, including, without*
5 *limitation, a foreign corporation which is a nonprofit corporation*
6 *and which does not have or issue shares of stock, must pay for*
7 *filing records for initial qualification, which may exceed the limit*
8 *specified in subsection 1. If the Secretary of State establishes by*
9 *regulation the amount of such a fee, the amount of the fee that a*
10 *foreign corporation, including, without limitation, a foreign*
11 *corporation which is a nonprofit corporation and which does not*
12 *have or issue shares of stock, must be in the amount established by*
13 *the Secretary of State by regulation.*

14 5. The fee for filing a notice of withdrawal from the State of
15 Nevada by a foreign corporation is \$100.

16 **Sec. 14.** NRS 80.110 is hereby amended to read as follows:

17 80.110 1. Each foreign corporation doing business in this
18 State shall, at the time that the information required by NRS 80.010
19 is filed with the Secretary of State, or, if the foreign corporation has
20 selected an alternative due date pursuant to subsection 10, on or
21 before that alternative due date, and annually thereafter on or before
22 the last day of the month in which the anniversary date of its
23 qualification to do business in this State occurs in each year, or, if
24 applicable, on or before the last day of the month in which the
25 anniversary date of the alternative due date occurs in each year, file
26 with the Secretary of State a list, on a form furnished by the
27 Secretary of State, that contains:

28 (a) The names and addresses, either residence or business, of its
29 president, secretary and treasurer, or the equivalent thereof, and all
30 of its directors; and

31 (b) The signature of an officer of the corporation or some other
32 person specifically authorized by the corporation to sign the list.

33 2. Each list filed pursuant to subsection 1 must be accompanied
34 by:

35 (a) A declaration under penalty of perjury that:

36 (1) The foreign corporation has complied with the provisions
37 of chapter 76 of NRS;

38 (2) The foreign corporation acknowledges that pursuant to
39 NRS 239.330, it is a category C felony to knowingly offer any false
40 or forged instrument for filing with the Office of the Secretary of
41 State; and

42 (3) None of the officers or directors identified in the list has
43 been identified in the list with the fraudulent intent of concealing the
44 identity of any person or persons exercising the power or authority
45 of an officer or director in furtherance of any unlawful conduct.



(b) A statement as to whether the foreign corporation is a publicly traded company. If the corporation is a publicly traded company, the corporation must list its Central Index Key. The Secretary of State shall include on the Secretary of State's Internet website the Central Index Key of a corporation provided pursuant to this subsection and instructions describing the manner in which a member of the public may obtain information concerning the corporation from the Securities and Exchange Commission.

3. ~~Upon~~ *Except as otherwise provided in this subsection, upon* filing:

(a) The initial list required by subsection 1, the corporation shall pay to the Secretary of State a fee of \$150.

(b) Each annual list required by subsection 1, the corporation shall pay to the Secretary of State, if the amount represented by the total number of shares provided for in the articles is:

\$75,000 or less.....	\$150
Over \$75,000 and not over \$200,000	200
Over \$200,000 and not over \$500,000	300
Over \$500,000 and not over \$1,000,000	400
Over \$1,000,000:	
For the first \$1,000,000	400
For each additional \$500,000 or fraction thereof	275

↳ The maximum fee which may be charged pursuant to paragraph (b) for filing the annual list is \$11,125. *The Secretary of State may establish by regulation the amount of the fee which must be paid for filing the initial list and each annual list required by subsection 1, which may exceed the maximum fee specified in this subsection. If the Secretary of State establishes by regulation the amount of such a fee, upon filing the initial list and each annual list, the foreign corporation shall pay to the Secretary of State a fee in the amount established by the Secretary of State by regulation.*

4. If a foreign corporation files an amended list of directors and officers with the Secretary of State within 60 days after the date on which the initial list required by subsection 1 is filed, the foreign corporation or the resigning director or officer is not required to pay a fee for filing the amended list.

5. Except as otherwise provided in subsection 4, if a director or officer of a corporation resigns and the resignation is not reflected on the annual or amended list of directors and officers, the corporation or the resigning director or officer shall pay to the Secretary of State a fee of \$75 to file the resignation.



1 6. The Secretary of State shall, 90 days before the last day for
2 filing each annual list required by subsection 1, provide to each
3 corporation which is required to comply with the provisions of NRS
4 80.110 to 80.175, inclusive, and which has not become delinquent, a
5 notice of the fee due pursuant to subsection 3 and a reminder to file
6 the list pursuant to subsection 1. Failure of any corporation to
7 receive a notice does not excuse it from the penalty imposed by the
8 provisions of NRS 80.110 to 80.175, inclusive.

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

14 8. A person who files with the Secretary of State a list required
15 by subsection 1 which identifies an officer or director with the
16 fraudulent intent of concealing the identity of any person or persons
17 exercising the power or authority of an officer or director in
18 furtherance of any unlawful conduct is subject to the penalty set
19 forth in NRS 225.084.

20 9. For the purposes of this section, a stockholder is not deemed
21 to exercise actual control of the daily operations of a corporation
22 based solely on the fact that the stockholder has voting control of
23 the corporation.

24 10. The Secretary of State may allow a foreign corporation to
25 select an alternative due date for filing the initial list required by
26 subsection 1.

27 11. The Secretary of State may adopt regulations to administer
28 the provisions of subsection 10.

29 **Sec. 15.** NRS 80.150 is hereby amended to read as follows:

30 80.150 1. Any corporation which is required to make a filing
31 and pay the fee prescribed in NRS 80.110 to 80.175, inclusive, and
32 which refuses or neglects to do so within the time provided is in
33 default.

34 2. ~~For~~ *Except as otherwise provided in this subsection, for*
35 *default there must be added to the amount of the fee a penalty of*
36 *\$75, and unless the filing is made and the fee and penalty are paid*
37 *on or before the last day of the month in which the anniversary date*
38 *of incorporation occurs in which filing was required, the defaulting*
39 *corporation by reason of its default forfeits its right to transact any*
40 *business within this State. The Secretary of State may establish by*
41 *regulation the amount of the penalty for default. If the Secretary*
42 *of State establishes by regulation the amount of such a penalty, for*
43 *default there must be added to the amount of the fee a penalty in*
44 *the amount established by the Secretary of State by regulation.*

45 The fee and penalty must be collected as provided in this chapter.



1 **Sec. 16.** NRS 80.170 is hereby amended to read as follows:

2 80.170 1. Except as otherwise provided in subsections 3 and
3 4 or NRS 80.113, the Secretary of State shall reinstate a corporation
4 which has forfeited or which forfeits its right to transact business
5 under the provisions of this chapter and shall restore to the
6 corporation its right to transact business in this State, and to exercise
7 its corporate privileges and immunities, if it:

8 (a) Files with the Secretary of State:

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

10 (2) The statement required by NRS 80.115, if applicable;

11 (3) The information required pursuant to NRS 77.310; and

12 (4) A declaration under penalty of perjury, on a form
13 provided by the Secretary of State, that the reinstatement is
14 authorized by a court of competent jurisdiction in this State or by
15 the duly elected board of directors of the foreign corporation or, if
16 the foreign corporation does not have a board of directors, the
17 equivalent of such a board; and

18 (b) Except as otherwise provided in NRS 231.14057, pays to the
19 Secretary of State:

20 (1) The filing fee and penalty set forth in NRS 80.110 and
21 80.150 for each year or portion thereof that its right to transact
22 business was forfeited;

23 (2) The fee set forth in NRS 80.115, if applicable; and

24 (3) ~~+~~ *Except as otherwise provided in this subparagraph,*
25 *a fee of \$300 for reinstatement. The Secretary of State may*
26 *establish by regulation the amount of the fee for reinstatement. If*
27 *the Secretary of State establishes by regulation the amount of the*
28 *fee for reinstatement, the corporation must pay to the Secretary of*
29 *State a fee for reinstatement in the amount established by the*
30 *Secretary of State by regulation.*

31 2. When the Secretary of State reinstates the corporation, the
32 Secretary of State shall issue to the corporation a certificate of
33 reinstatement if the corporation:

34 (a) Requests a certificate of reinstatement; and

35 (b) Pays the required fees pursuant to subsection 7 of
36 NRS 78.785.

37 3. Except as otherwise provided in NRS 231.14057, the
38 Secretary of State shall not order a reinstatement unless all
39 delinquent fees and penalties have been paid and the revocation of
40 the right to transact business occurred only by reason of failure to
41 pay the fees and penalties.

42 4. If the right of a corporation to transact business in this State
43 has been forfeited pursuant to the provisions of this chapter and has
44 remained forfeited for a period of 5 consecutive years, the right is
45 not subject to reinstatement.



1 5. Except as otherwise provided in NRS 80.175, a
2 reinstatement pursuant to this section relates back to the date on
3 which the corporation forfeited its right to transact business under
4 the provisions of this chapter and reinstates the corporation's right
5 to transact business as if such right had at all times remained in full
6 force and effect.

7 **Sec. 17.** NRS 81.003 is hereby amended to read as follows:

8 81.003 ~~[No]~~

9 *1. Except as otherwise provided in subsection 2, no* record
10 which is written in a language other than English may be filed or
11 submitted for filing in the Office of the Secretary of State pursuant
12 to the provisions of this chapter unless it is accompanied by a
13 verified translation of that record into the English language.

14 *2. The Office of the Secretary of State may accept for filing a*
15 *record which is written in a language other than English if the*
16 *Secretary of State determines that sufficient resources are*
17 *available to provide for a verified translation of that record into*
18 *the English language.*

19 **Sec. 18.** NRS 82.193 is hereby amended to read as follows:

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

24 2. Upon notification from the Administrator of the Real Estate
25 Division of the Department of Business and Industry that a
26 corporation which is a unit-owners' association as defined in
27 NRS 116.011 or 116B.030 has failed to register pursuant to NRS
28 116.31158 or 116B.625 or failed to pay the fees pursuant to NRS
29 116.31155 or 116B.620, the Secretary of State shall deem the
30 corporation to be in default. If, after the corporation is deemed to be
31 in default, the Administrator notifies the Secretary of State that the
32 corporation has registered pursuant to NRS 116.31158 or 116B.625
33 and paid the fees pursuant to NRS 116.31155 or 116B.620, the
34 Secretary of State shall reinstate the corporation if the corporation
35 complies with the requirements for reinstatement as provided in this
36 section and NRS 78.180 and 78.185.

37 3. ~~[A]~~ *Except as otherwise provided in subsection 4, a*
38 corporation is subject to the provisions of NRS 78.150 to 78.185,
39 inclusive, except that:

- 40 (a) The fee for filing a list is \$50;
41 (b) The penalty added for default is \$50; and
42 (c) The fee for reinstatement is \$100.

43 *4. The Secretary of State may establish by regulation the*
44 *amount of the fee that a corporation must pay for filing a list,*
45 *the penalty added for default and the fee for reinstatement. If the*



1 *Secretary of State establishes by regulation the amount of the fee*
2 *for filing a list, the penalty added for default or the fee for*
3 *reinstatement, the fee for filing a list, the penalty added for default*
4 *and the fee for reinstatement must be in the amount established by*
5 *the Secretary of State by regulation.*

6 **Sec. 19.** NRS 82.523 is hereby amended to read as follows:

7 82.523 1. Each foreign nonprofit corporation doing business
8 in this State shall, at the time of the filing of its application for
9 registration as a foreign nonprofit corporation with the Secretary of
10 State, or, if the foreign nonprofit corporation has selected an
11 alternative due date pursuant to subsection 10, on or before that
12 alternative due date, and annually thereafter on or before the last day
13 of the month in which the anniversary date of its qualification to do
14 business in this State occurs in each year, or, if applicable, on or
15 before the last day of the month in which the anniversary date of the
16 alternative due date occurs in each year, file with the Secretary of
17 State a list, on a form furnished by the Secretary of State, that
18 contains:

19 (a) The name of the foreign nonprofit corporation;

20 (b) The file number of the foreign nonprofit corporation, if
21 known;

22 (c) The names and titles of the president, the secretary and the
23 treasurer, or the equivalent thereof, and all the directors of the
24 foreign nonprofit corporation;

25 (d) The address, either residence or business, of the president,
26 secretary and treasurer, or the equivalent thereof, and each director
27 of the foreign nonprofit corporation; and

28 (e) The signature of an officer of the foreign nonprofit
29 corporation, or some other person specifically authorized by the
30 foreign nonprofit corporation to sign the list, certifying that the list
31 is true, complete and accurate.

32 2. Each list filed pursuant to this section must be accompanied
33 by a declaration under penalty of perjury that:

34 (a) The foreign nonprofit corporation has complied with the
35 provisions of chapter 76 of NRS;

36 (b) The foreign nonprofit corporation acknowledges that
37 pursuant to NRS 239.330, it is a category C felony to knowingly
38 offer any false or forged instrument for filing with the Office of the
39 Secretary of State; and

40 (c) None of the officers or directors identified in the list has
41 been identified in the list with the fraudulent intent of concealing the
42 identity of any person or persons exercising the power or authority
43 of an officer or director in furtherance of any unlawful conduct.

44 3. ~~Upon~~ *Except as otherwise provided in this subsection,*
45 *upon* filing the initial list and each annual list pursuant to this



1 section, the foreign nonprofit corporation must pay to the Secretary
2 of State a fee of \$50. *The Secretary of State may establish by*
3 *regulation the amount of the fee which must be paid for filing the*
4 *initial list and each annual list pursuant to this section. If the*
5 *Secretary of State establishes by regulation the amount of such a*
6 *fee, upon filing the initial list and each annual list, the foreign*
7 *corporation shall pay to the Secretary of State a fee in the amount*
8 *established by the Secretary of State by regulation.*

9 4. If a foreign nonprofit corporation files an amended list of
10 officers and directors with the Secretary of State within 60 days
11 after the filing of the initial list pursuant to this section, the foreign
12 nonprofit corporation is not required to pay a fee for filing the
13 amended list.

14 5. The Secretary of State shall, 60 days before the last day for
15 filing each annual list, provide to each foreign nonprofit corporation
16 which is required to comply with the provisions of NRS 82.523 to
17 82.524, inclusive, and which has not become delinquent, a notice of
18 the fee due pursuant to subsection 3 and a reminder to file the list
19 required pursuant to subsection 1. Failure of any foreign nonprofit
20 corporation to receive a notice does not excuse it from the penalty
21 imposed by the provisions of NRS 82.523 to 82.524, inclusive.

22 6. If the list to be filed pursuant to the provisions of subsection
23 1 is defective or the fee required by subsection 3 is not paid, the
24 Secretary of State may return the list for correction or payment.

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

30 8. A person who files with the Secretary of State a list pursuant
31 to this section which identifies an officer or director with the
32 fraudulent intent of concealing the identity of any person or persons
33 exercising the power or authority of an officer or director in
34 furtherance of any unlawful conduct is subject to the penalty set
35 forth in NRS 225.084.

36 9. For the purposes of this section, a member of a foreign
37 nonprofit corporation is not deemed to exercise actual control of the
38 daily operations of the foreign nonprofit corporation based solely on
39 the fact that the member has voting control of the foreign nonprofit
40 corporation.

41 10. The Secretary of State may allow a foreign nonprofit
42 corporation to select an alternative due date for filing the initial list
43 required by this section.

44 11. The Secretary of State may adopt regulations to administer
45 the provisions of subsection 10.



1 **Sec. 20.** NRS 82.5235 is hereby amended to read as follows:

2 82.5235 1. Each foreign nonprofit corporation which is
3 required to make a filing and pay the fee prescribed in NRS 82.523
4 to 82.524, inclusive, and which refuses or neglects to do so within
5 the time provided is in default.

6 2. ~~For~~ *Except as otherwise provided in this subsection, for*
7 default there must be added to the amount of the fee a penalty of
8 \$50, and unless the filing is made and the fee and penalty are paid
9 on or before the last day of the month in which the anniversary date
10 of the foreign nonprofit corporation occurs, the defaulting foreign
11 nonprofit corporation forfeits its right to transact any business
12 within this State. *The Secretary of State may establish by*
13 *regulation the amount of the penalty for default. If the Secretary*
14 *of State establishes by regulation the amount of such a penalty for*
15 *default, there must be added to the amount of the fee a penalty in*
16 *the amount established by the Secretary of State by regulation.*
17 The fee and penalty must be collected as provided in this chapter.

18 **Sec. 21.** NRS 82.5237 is hereby amended to read as follows:

19 82.5237 1. Except as otherwise provided in subsections 3 and
20 4 and NRS 82.183, the Secretary of State shall reinstate a foreign
21 nonprofit corporation which has forfeited or which forfeits its right
22 to transact business pursuant to the provisions of NRS 82.523 to
23 82.524, inclusive, and restore to the foreign nonprofit corporation its
24 right to transact business in this State, and to exercise its corporate
25 privileges and immunities, if it:

26 (a) Files with the Secretary of State:

27 (1) A list as provided in NRS 82.523; and

28 (2) A declaration under penalty of perjury, on a form
29 provided by the Secretary of State, that the reinstatement is
30 authorized by a court of competent jurisdiction in this State or by
31 the duly elected board of directors of the foreign nonprofit
32 corporation or, if the foreign nonprofit corporation does not have a
33 board of directors, the equivalent of such a board; and

34 (b) Except as otherwise provided in NRS 231.14057, pays to the
35 Secretary of State:

36 (1) The filing fee and penalty set forth in NRS 82.523 and
37 82.5235 for each year or portion thereof that its right to transact
38 business was forfeited; and

39 (2) ~~A~~ *Except as otherwise provided in this subparagraph,*
40 *a fee of \$100 for reinstatement. The Secretary of State may*
41 *establish by regulation the amount of the fee for reinstatement. If*
42 *the Secretary of State establishes by regulation the amount of the*
43 *fee for reinstatement, the foreign nonprofit corporation must pay*
44 *to the Secretary of State a fee for reinstatement in the amount*
45 *established by the Secretary of State by regulation.*



1 2. When the Secretary of State reinstates the foreign nonprofit
2 corporation, the Secretary of State shall issue to the foreign
3 nonprofit corporation a certificate of reinstatement if the foreign
4 nonprofit corporation:

5 (a) Requests a certificate of reinstatement; and

6 (b) Pays the fees as provided in subsection 7 of NRS 78.785.

7 3. Except as otherwise provided in NRS 231.14057, the
8 Secretary of State shall not order a reinstatement unless all
9 delinquent fees and penalties have been paid and the revocation of
10 the right to transact business occurred only by reason of failure to
11 pay the fees and penalties.

12 4. If the right of a foreign nonprofit corporation to transact
13 business in this State has been forfeited pursuant to the provisions of
14 this chapter and has remained forfeited for a period of 5 consecutive
15 years, the right to transact business must not be reinstated.

16 5. Except as otherwise provided in NRS 82.5239, a
17 reinstatement pursuant to this section relates back to the date on
18 which the foreign nonprofit corporation forfeited its right to transact
19 business under the provisions of this chapter and reinstates the
20 foreign nonprofit corporation's right to transact business as if such
21 right had at all times remained in full force and effect.

22 **Sec. 22.** NRS 82.528 is hereby amended to read as follows:

23 82.528 ~~[No]~~

24 *1. Except as otherwise provided in subsection 2, no* record
25 which is written in a language other than English may be filed or
26 submitted for filing in the Office of the Secretary of State pursuant
27 to the provisions of this chapter unless it is accompanied by a
28 verified translation of that record into the English language.

29 *2. The Office of the Secretary of State may accept for filing a*
30 *record which is written in a language other than English if the*
31 *Secretary of State determines that sufficient resources are*
32 *available to provide for a verified translation of that record into*
33 *the English language.*

34 **Sec. 23.** NRS 82.531 is hereby amended to read as follows:

35 82.531 1. ~~[The]~~ *Except as otherwise provided in this*
36 *subsection, the* fee for filing articles of incorporation, amendments
37 to or restatements of articles of incorporation, certificates pursuant
38 to NRS 82.061 and 82.063 and records for dissolution is \$50 for
39 each record. *The Secretary of State may establish by regulation the*
40 *fee for filing articles of incorporation. If the Secretary of State*
41 *establishes the fee by regulation, the fee for filing articles of*
42 *incorporation must be in the amount established by the Secretary*
43 *of State by regulation.*



1 2. Except as otherwise provided in NRS 82.193 and subsection
2 1, the fees for filing records are those set forth in NRS 78.765 to
3 78.785, inclusive.

4 **Sec. 24.** NRS 84.008 is hereby amended to read as follows:
5 84.008 ~~[No]~~

6 *1. Except as otherwise provided in subsection 2, no* record
7 which is written in a language other than English may be filed or
8 submitted for filing in the Office of the Secretary of State pursuant
9 to the provisions of this chapter unless it is accompanied by a
10 verified translation of that record into the English language.

11 *2. The Office of the Secretary of State may accept for filing a*
12 *record which is written in a language other than English if the*
13 *Secretary of State determines that sufficient resources are*
14 *available to provide for a verified translation of that record into*
15 *the English language.*

16 **Sec. 25.** NRS 84.015 is hereby amended to read as follows:

17 84.015 1. ~~[The]~~ *Except as otherwise provided in this*
18 *subsection, the* fee for filing articles of incorporation, amendments
19 to or restatements of articles of incorporation and records for
20 dissolution is \$50 for each record. *The Secretary of State may*
21 *establish by regulation the fee for filing articles of incorporation.*
22 *If the Secretary of State establishes the fee by regulation, the fee*
23 *for filing articles of incorporation must be in the amount*
24 *established by the Secretary of State by regulation.*

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

27 **Sec. 26.** NRS 84.110 is hereby amended to read as follows:

28 84.110 1. Every corporation sole must have a registered
29 agent in the manner provided in NRS 78.090 and 78.097. The
30 registered agent shall comply with the provisions of those sections.

31 2. ~~[A]~~ *Except as otherwise provided in subsection 3, a*
32 *corporation sole is subject to the provisions of NRS 78.150 to*
33 *78.185, inclusive, except that:*

- 34 (a) The fee for filing a list is \$50;
35 (b) The penalty added for default is \$50; and
36 (c) The fee for reinstatement is \$100.

37 *3. The Secretary of State may establish by regulation the*
38 *amount of the fee that a corporation sole must pay for filing a list,*
39 *the penalty added for default and the fee for reinstatement. If the*
40 *Secretary of State establishes by regulation the amount of the fee*
41 *for filing a list, the penalty added for default or the fee for*
42 *reinstatement, the fee for filing a list, the penalty added for default*
43 *and the fee for reinstatement must be in the amount established by*
44 *the Secretary of State by regulation.*



1 **Sec. 27.** NRS 84.150 is hereby amended to read as follows:

2 84.150 1. Except as otherwise provided in subsections 3 and
3 4, the Secretary of State shall reinstate any corporation sole which
4 has forfeited its right to transact business under the provisions of
5 this chapter and restore the right to carry on business in this State
6 and exercise its corporate privileges and immunities, if it:

7 (a) Files with the Secretary of State:

8 (1) The information required pursuant to NRS 77.310; and

9 (2) A declaration under penalty of perjury, on a form
10 provided by the Secretary of State, that the reinstatement is
11 authorized by a court of competent jurisdiction in this State or by
12 the archbishop, bishop, president, trustee in trust, president of stake,
13 president of congregation, overseer, presiding elder, district
14 superintendent, other presiding officer or member of the clergy of a
15 church or religious society or denomination, who has been chosen,
16 elected or appointed in conformity with the constitution, canons,
17 rites, regulations or discipline of the church or religious society or
18 denomination, and in whom is vested the legal title to property held
19 for the purposes, use or benefit of the church or religious society or
20 denomination; and

21 (b) Except as otherwise provided in NRS 231.14057, pays to the
22 Secretary of State the:

23 (1) Filing fees and penalties set forth in this chapter for each
24 year or portion thereof during which its charter has been revoked;
25 and

26 (2) Fee for reinstatement ~~[set forth in paragraph (c) of~~
27 ~~subsection 2 of]~~ *in the amount required by* NRS 84.110.

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

30 (a) Immediately issue and deliver to the corporation 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 corporation a certified copy of the
34 certificate of reinstatement.

35 3. Except as otherwise provided in NRS 231.14057, the
36 Secretary of State shall not order a reinstatement unless all
37 delinquent fees and penalties have been paid, and the revocation of
38 its charter occurred only by reason of its failure to pay the fees and
39 penalties.

40 4. If a corporate charter has been revoked pursuant to the
41 provisions of this chapter and has remained revoked for 10
42 consecutive years, the charter must not be reinstated.

43 5. A reinstatement pursuant to this section relates back to the
44 date on which the corporation forfeited its right to transact business
45 under the provisions of this chapter and reinstates the corporation's



1 right to transact business as if such right had at all times remained in
2 full force and effect.

3 **Sec. 28.** NRS 86.171 is hereby amended to read as follows:

4 86.171 1. The name of a limited-liability company formed
5 under the provisions of this chapter must contain the words
6 "Limited-Liability Company," "Limited Liability Company,"
7 "Limited Company," or "Limited" or the abbreviations "Ltd.,"
8 "L.L.C.," "L.C.," "LLC" or "LC." The word "Company" may be
9 abbreviated as "Co."

10 2. The name proposed for a limited-liability company must be
11 distinguishable on the records of the Secretary of State from the
12 names of all other artificial persons formed, organized, registered or
13 qualified pursuant to the provisions of this title that are on file in the
14 Office of the Secretary of State and all names that are reserved in
15 the Office of the Secretary of State pursuant to the provisions of this
16 title. If a proposed name is not so distinguishable, the Secretary of
17 State shall return the articles of organization to the organizer, unless
18 the written, acknowledged consent of the holder of the name on file
19 or reserved name to use the same name or the requested similar
20 name accompanies the articles of organization.

21 3. For the purposes of this section and NRS 86.176, a proposed
22 name is not distinguishable from a name on file or reserved name
23 solely because one or the other contains distinctive lettering, a
24 distinctive mark, a trademark or a trade name, or any combination
25 thereof.

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

30 5. The Secretary of State shall not accept for filing any articles
31 of organization for any limited-liability company if the name of the
32 limited-liability company contains the word "accountant,"
33 "accounting," "accountancy," "auditor" or "auditing" unless the
34 Nevada State Board of Accountancy certifies that the limited-
35 liability company:

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

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

42 6. The Secretary of State shall not accept for filing any articles
43 of organization or certificate of amendment of articles of
44 organization of any limited-liability company formed or existing
45 pursuant to the laws of this State which provides that the name of



1 the limited-liability company contains the word “bank” or “trust”
2 unless:

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

8 (b) The articles of organization or certificate of amendment is
9 first approved by the Commissioner of Financial Institutions.

10 7. The Secretary of State shall not accept for filing any articles
11 of organization or certificate of amendment of articles of
12 organization of any limited-liability company formed or existing
13 pursuant to the provisions of this chapter if it appears from the
14 articles or the certificate of amendment that the business to be
15 carried on by the limited-liability company is subject to supervision
16 by the Commissioner of Insurance or by the Commissioner of
17 Financial Institutions unless the articles or certificate of amendment
18 is approved by the Commissioner who will supervise the business of
19 the limited-liability company.

20 8. Except as otherwise provided in subsection 7, the Secretary
21 of State shall not accept for filing any articles of organization or
22 certificate of amendment of articles of organization of any limited-
23 liability company formed or existing pursuant to the laws of this
24 State which provides that the name of the limited-liability company
25 contains the words “engineer,” “engineered,” “engineering,”
26 “professional engineer,” “registered engineer” or “licensed
27 engineer” unless:

28 (a) The State Board of Professional Engineers and Land
29 Surveyors certifies that the principals of the limited-liability
30 company are licensed to practice engineering pursuant to the laws of
31 this State; or

32 (b) The State Board of Professional Engineers and Land
33 Surveyors certifies that the limited-liability company is exempt from
34 the prohibitions of NRS 625.520.

35 9. Except as otherwise provided in subsection 7, the Secretary
36 of State shall not accept for filing any articles of organization or
37 certificate of amendment of articles of organization of any limited-
38 liability company formed or existing pursuant to the laws of this
39 State which provides that the name of the limited-liability company
40 contains the words “architect,” “architecture,” “registered architect,”
41 “licensed architect,” “registered interior designer,” “registered
42 interior design,” “residential designer,” “registered residential
43 designer,” “licensed residential designer” or “residential design”
44 unless ~~the~~:



1 (a) *The State Board of Architecture, Interior Design and*
2 *Residential Design certifies that:*

3 ~~[(a)]~~ (1) *The principals of the limited-liability company are*
4 *holders of a certificate of registration to practice architecture or*
5 *residential design or to practice as a registered interior designer, as*
6 *applicable, pursuant to the laws of this State; or*

7 ~~[(b)]~~ (2) *The limited-liability company is qualified to do*
8 *business in this State pursuant to NRS 623.349* ~~[(1)]~~; *or*

9 (b) *The principals of the limited-liability company present*
10 *documentation satisfactory to the Secretary of State showing that:*

11 (1) *The principals are holders of a certificate of registration*
12 *to practice architecture or residential design or to practice as a*
13 *registered interior designer, as applicable, pursuant to the laws of*
14 *this State; or*

15 (2) *The limited-liability company is qualified to do business*
16 *in this State pursuant to NRS 623.349.*

17 10. The Secretary of State shall not accept for filing any
18 articles of organization or certificate of amendment of articles of
19 organization of any limited-liability company formed or existing
20 pursuant to the laws of this State which provides that the name of
21 the limited-liability company contains the words “common-interest
22 community,” “community association,” “master association,” “unit-
23 owners’ association” or “homeowners’ association” or if it appears
24 in the articles of organization or certificate of amendment of articles
25 of organization that the purpose of the limited-liability company is
26 to operate as a unit-owners’ association pursuant to chapter 116 or
27 116B of NRS unless the Administrator of the Real Estate Division
28 of the Department of Business and Industry certifies that the
29 limited-liability company has:

30 (a) Registered with the Ombudsman for Owners in Common-
31 Interest Communities and Condominium Hotels pursuant to NRS
32 116.31158 or 116B.625; and

33 (b) Paid to the Administrator of the Real Estate Division the fees
34 required pursuant to NRS 116.31155 or 116B.620.

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

37 **Sec. 29.** NRS 86.263 is hereby amended to read as follows:

38 86.263 1. A limited-liability company shall, at the time of the
39 filing of its articles of organization with the Secretary of State, or, if
40 the limited-liability company has selected an alternative due date
41 pursuant to subsection 12, on or before that alternative due date, file
42 with the Secretary of State, on a form furnished by the Secretary of
43 State, a list that contains:

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

45 (b) The file number of the limited-liability company, if known;



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

3 (d) The address, either residence or business, of each manager or
4 managing member listed, following the name of the manager or
5 managing member; and

6 (e) The signature of a manager or managing member of the
7 limited-liability company, or some other person specifically
8 authorized by the limited-liability company to sign the list,
9 certifying that the list is true, complete and accurate.

10 2. The limited-liability company shall thereafter, on or before
11 the last day of the month in which the anniversary date of its
12 organization occurs, or, if, pursuant to subsection 12, the limited-
13 liability company has selected an alternative due date for filing the
14 list required by subsection 1, on or before the last day of the month
15 in which the anniversary date of the alternative due date occurs in
16 each year, file with the Secretary of State, on a form furnished by
17 the Secretary of State, an annual list containing all of the
18 information required in subsection 1.

19 3. Each list required by subsections 1 and 2 must be
20 accompanied by a declaration under penalty of perjury that:

21 (a) The limited-liability company has complied with the
22 provisions of chapter 76 of NRS;

23 (b) The limited-liability company acknowledges that pursuant to
24 NRS 239.330, it is a category C felony to knowingly offer any false
25 or forged instrument for filing in the Office of the Secretary of
26 State; and

27 (c) None of the managers or managing members identified in the
28 list has been identified in the list with the fraudulent intent of
29 concealing the identity of any person or persons exercising the
30 power or authority of a manager or managing member in
31 furtherance of any unlawful conduct.

32 4. ~~Upon~~ *Except as otherwise provided in this subsection,*
33 *upon* filing:

34 (a) The initial list required by subsection 1, the limited-liability
35 company shall pay to the Secretary of State a fee of \$150.

36 (b) Each annual list required by subsection 2, the limited-
37 liability company shall pay to the Secretary of State a fee of \$150.

38 *↳ The Secretary of State may establish by regulation the amount*
39 *of the fee which must be paid for filing the initial list required by*
40 *subsection 1 and each annual list required by subsection 2. If the*
41 *Secretary of State establishes by regulation the amount of such a*
42 *fee, upon filing the initial list and each annual list, the limited-*
43 *liability company shall pay to the Secretary of State a fee in the*
44 *amount established by the Secretary of State by regulation.*



1 5. If a limited-liability company files an amended list of
2 managers and managing members with the Secretary of State within
3 60 days after the date on which the initial list required by subsection
4 1 is filed, the limited-liability company or the resigning manager or
5 managing member is not required to pay a fee for filing the
6 amended list.

7 6. Except as otherwise provided in subsection 5, if a manager
8 or managing member of a limited-liability company resigns and the
9 resignation is not reflected on the annual or amended list of
10 managers and managing members, the limited-liability company or
11 the resigning manager or managing member shall pay to the
12 Secretary of State a fee of \$75 to file the resignation.

13 7. The Secretary of State shall, 90 days before the last day for
14 filing each list required by subsection 2, provide to each limited-
15 liability company which is required to comply with the provisions of
16 this section, and which has not become delinquent, a notice of the
17 fee due under subsection 4 and a reminder to file the list required by
18 subsection 2. Failure of any company to receive a notice does not
19 excuse it from the penalty imposed by law.

20 8. If the list to be filed pursuant to the provisions of subsection
21 1 or 2 is defective or the fee required by subsection 4 is not paid, the
22 Secretary of State may return the list for correction or payment.

23 9. An annual list for a limited-liability company not in default
24 received by the Secretary of State more than 90 days before its due
25 date shall be deemed an amended list for the previous year.

26 10. A person who files with the Secretary of State a list
27 required by subsection 1 or 2 which identifies a manager or
28 managing member with the fraudulent intent of concealing the
29 identity of any person or persons exercising the power or authority
30 of a manager or managing member in furtherance of any unlawful
31 conduct is subject to the penalty set forth in NRS 225.084.

32 11. For the purposes of this section, a member is not deemed to
33 exercise actual control of the daily operations of a limited-liability
34 company based solely on the fact that the member has voting control
35 of the limited-liability company.

36 12. The Secretary of State may allow a limited-liability
37 company to select an alternative due date for filing the list required
38 by subsection 1.

39 13. The Secretary of State may adopt regulations to administer
40 the provisions of subsection 12.

41 **Sec. 30.** NRS 86.272 is hereby amended to read as follows:

42 86.272 1. Each limited-liability company which is required to
43 make a filing and pay the fee prescribed in NRS 86.263 and 86.264
44 and which refuses or neglects to do so within the time provided is in
45 default.



1 2. Upon notification from the Administrator of the Real Estate
2 Division of the Department of Business and Industry that a limited-
3 liability company which is a unit-owners' association as defined in
4 NRS 116.011 or 116B.030 has failed to register pursuant to NRS
5 116.31158 or 116B.625 or failed to pay the fees pursuant to NRS
6 116.31155 or 116B.620, the Secretary of State shall deem the
7 limited-liability company to be in default. If, after the limited-
8 liability company is deemed to be in default, the Administrator
9 notifies the Secretary of State that the limited-liability company has
10 registered pursuant to NRS 116.31158 or 116B.625 and paid the
11 fees pursuant to NRS 116.31155 or 116B.620, the Secretary of State
12 shall reinstate the limited-liability company if the limited-liability
13 company complies with the requirements for reinstatement as
14 provided in this section and NRS 86.276.

15 3. ~~For~~ *Except as otherwise provided in this subsection, for*
16 *default there must be added to the amount of the fee a penalty of*
17 *\$75. The Secretary of State may establish by regulation the*
18 *amount of the penalty for default. If the Secretary of State*
19 *establishes by regulation the amount of such a penalty for default,*
20 *there must be added to the amount of the fee a penalty in the*
21 *amount established by the Secretary of State by regulation.* The fee
22 and penalty must be collected as provided in this chapter.

23 **Sec. 31.** NRS 86.276 is hereby amended to read as follows:

24 86.276 1. Except as otherwise provided in subsections 3 and
25 4 and NRS 86.246, the Secretary of State shall reinstate any limited-
26 liability company which has forfeited or which forfeits its right to
27 transact business pursuant to the provisions of this chapter and shall
28 restore to the company its right to carry on business in this State,
29 and to exercise its privileges and immunities, if it:

30 (a) Files with the Secretary of State:

- 31 (1) The list required by NRS 86.263;
32 (2) The statement required by NRS 86.264, if applicable;
33 (3) The information required pursuant to NRS 77.310; and
34 (4) A declaration under penalty of perjury, on a form
35 provided by the Secretary of State, that the reinstatement is
36 authorized by a court of competent jurisdiction in this State or by
37 the duly selected manager or managers of the limited-liability
38 company or, if there are no managers, its managing members; and

39 (b) Except as otherwise provided in NRS 231.14057, pays to the
40 Secretary of State:

- 41 (1) The filing fee and penalty set forth in NRS 86.263 and
42 86.272 for each year or portion thereof during which it failed to file
43 in a timely manner each required annual list;
44 (2) The fee set forth in NRS 86.264, if applicable; and



1 (3) ~~[A]~~ *Except as otherwise provided in this subparagraph,*
2 *a fee of \$300 for reinstatement. The Secretary of State may*
3 *establish by regulation the amount of the fee for reinstatement. If*
4 *the Secretary of State establishes by regulation the amount of the*
5 *fee for reinstatement, the limited-liability company must pay to the*
6 *Secretary of State a fee for reinstatement in the amount*
7 *established by the Secretary of State by regulation.*

8 2. When the Secretary of State reinstates the limited-liability
9 company, the Secretary of State shall issue to the company a
10 certificate of reinstatement if the limited-liability company:

11 (a) Requests a certificate of reinstatement; and

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

13 3. Except as otherwise provided in NRS 231.14057, the
14 Secretary of State shall not order a reinstatement unless all
15 delinquent fees and penalties have been paid, and the revocation of
16 the charter occurred only by reason of failure to pay the fees and
17 penalties.

18 4. If a company's charter has been revoked pursuant to the
19 provisions of this chapter and has remained revoked for a period of
20 5 consecutive years, the charter must not be reinstated.

21 5. Except as otherwise provided in NRS 86.278, a
22 reinstatement pursuant to this section relates back to the date on
23 which the company forfeited its right to transact business under the
24 provisions of this chapter and reinstates the company's right to
25 transact business as if such right had at all times remained in full
26 force and effect.

27 **Sec. 32.** NRS 86.5461 is hereby amended to read as follows:

28 86.5461 1. Each foreign limited-liability company doing
29 business in this State shall, at the time of the filing of its application
30 for registration as a foreign limited-liability company with the
31 Secretary of State, or, if the foreign limited-liability company has
32 selected an alternative due date pursuant to subsection 11, on or
33 before that alternative due date, and annually thereafter on or before
34 the last day of the month in which the anniversary date of its
35 qualification to do business in this State occurs in each year, or, if
36 applicable, on or before the last day of the month in which the
37 anniversary date of the alternative due date occurs in each year, file
38 with the Secretary of State a list on a form furnished by the
39 Secretary of State that contains:

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

41 (b) The file number of the foreign limited-liability company, if
42 known;

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



1 (d) The address, either residence or business, of each manager or
2 managing member listed pursuant to paragraph (c); and

3 (e) The signature of a manager or managing member of the
4 foreign limited-liability company, or some other person specifically
5 authorized by the foreign limited-liability company to sign the list,
6 certifying that the list is true, complete and accurate.

7 2. Each list filed pursuant to this section must be accompanied
8 by a declaration under penalty of perjury that:

9 (a) The foreign limited-liability company has complied with the
10 provisions of chapter 76 of NRS;

11 (b) The foreign limited-liability company acknowledges that
12 pursuant to NRS 239.330, it is a category C felony to knowingly
13 offer any false or forged instrument for filing with the Office of the
14 Secretary of State; and

15 (c) None of the managers or managing members identified in the
16 list has been identified in the list with the fraudulent intent of
17 concealing the identity of any person or persons exercising the
18 power or authority of a manager or managing member in
19 furtherance of any unlawful conduct.

20 3. ~~Upon~~ *Except as otherwise provided in this subsection,*
21 *upon* filing:

22 (a) The initial list required by this section, the foreign limited-
23 liability company shall pay to the Secretary of State a fee of \$150.

24 (b) Each annual list required by this section, the foreign limited-
25 liability company shall pay to the Secretary of State a fee of \$150.

26 *↳ The Secretary of State may establish by regulation the amount*
27 *of the fee which must be paid for filing the initial list and each*
28 *annual list required by this section. If the Secretary of State*
29 *establishes by regulation the amount of such a fee, upon filing the*
30 *initial list and each annual list, the foreign limited-liability*
31 *company shall pay to the Secretary of State a fee in the amount*
32 *established by the Secretary of State by regulation.*

33 4. If a foreign limited-liability company files an amended list
34 of managers and managing members with the Secretary of State
35 within 60 days after the date on which the initial list required by this
36 section is filed, the foreign limited-liability company or the
37 resigning manager or managing member is not required to pay a fee
38 for filing the amended list.

39 5. Except as otherwise provided in subsection 4, if a manager
40 or managing member of a foreign limited-liability company resigns
41 and the resignation is not reflected on the annual or amended list of
42 managers and managing members, the foreign limited-liability
43 company or the resigning manager or managing member shall pay
44 to the Secretary of State a fee of \$75 to file the resignation.



1 6. The Secretary of State shall, 90 days before the last day for
2 filing each annual list required by this section, provide to each
3 foreign limited-liability company which is required to comply with
4 the provisions of NRS 86.5461 to 86.5468, inclusive, and which has
5 not become delinquent, a notice of the fee due pursuant to
6 subsection 3 and a reminder to file the list required pursuant
7 to subsection 1. Failure of any foreign limited-liability company to
8 receive a notice does not excuse it from the penalty imposed by the
9 provisions of NRS 86.5461 to 86.5468, inclusive.

10 7. If the list to be filed pursuant to the provisions of subsection
11 1 is defective or the fee required by subsection 3 is not paid, the
12 Secretary of State may return the list for correction or payment.

13 8. An annual list for a foreign limited-liability company not in
14 default which is received by the Secretary of State more than 90
15 days before its due date shall be deemed an amended list for the
16 previous year and does not satisfy the requirements of this section
17 for the year to which the due date is applicable.

18 9. A person who files with the Secretary of State a list required
19 by this section which identifies a manager or managing member
20 with the fraudulent intent of concealing the identity of any person or
21 persons exercising the power or authority of a manager or managing
22 members in furtherance of any unlawful conduct is subject to the
23 penalty set forth in NRS 225.084.

24 10. For the purposes of this section, a member is not deemed to
25 exercise actual control of the daily operations of a foreign limited-
26 liability company based solely on the fact that the member has
27 voting control of the foreign limited-liability company.

28 11. The Secretary of State may allow a foreign limited-liability
29 company to select an alternative due date for filing the initial list
30 required by this section.

31 12. The Secretary of State may adopt regulations to administer
32 the provisions of subsection 11.

33 **Sec. 33.** NRS 86.5465 is hereby amended to read as follows:

34 86.5465 1. Each foreign limited-liability company which is
35 required to make a filing and pay the fee prescribed in NRS 86.5461
36 to 86.5468, inclusive, and which refuses or neglects to do so within
37 the time provided is in default.

38 2. ~~For~~ *Except as otherwise provided in this subsection, for*
39 *default there must be added to the amount of the fee a penalty of*
40 *\$75, and unless the filing is made and the fee and penalty are paid*
41 *on or before the last day of the month in which the anniversary date*
42 *of the foreign limited-liability company occurs, the defaulting*
43 *foreign limited-liability company by reason of its default forfeits its*
44 *right to transact any business within this State. **The Secretary of***
45 *State may establish by regulation the amount of the penalty for*



1 *default. If the Secretary of State establishes by regulation the*
2 *amount of such a penalty for default, there must be added to*
3 *the amount of the fee a penalty in the amount established by the*
4 *Secretary of State by regulation.* The fee and penalty must be
5 collected as provided in this chapter.

6 **Sec. 34.** NRS 86.5467 is hereby amended to read as follows:

7 86.5467 1. Except as otherwise provided in subsections 3 and
8 4 and NRS 86.54615, the Secretary of State shall reinstate a foreign
9 limited-liability company which has forfeited or which forfeits its
10 right to transact business under the provisions of this chapter and
11 shall restore to the foreign limited-liability company its right to
12 transact business in this State, and to exercise its privileges and
13 immunities, if it:

14 (a) Files with the Secretary of State:

15 (1) The list required by NRS 86.5461;

16 (2) The statement required by NRS 86.5462, if applicable;

17 (3) The information required pursuant to NRS 77.310; and

18 (4) A declaration under penalty of perjury, on a form
19 provided by the Secretary of State, that the reinstatement is
20 authorized by a court of competent jurisdiction in this State or by
21 the duly selected manager or managers of the foreign limited-
22 liability company or, if there are no managers, its managing
23 members; and

24 (b) Except as otherwise provided in NRS 231.14057, pays to the
25 Secretary of State:

26 (1) The filing fee and penalty set forth in NRS 86.5461 and
27 86.5465 for each year or portion thereof that its right to transact
28 business was forfeited;

29 (2) The fee set forth in NRS 86.5462, if applicable; and

30 (3) ~~[A]~~ *Except as otherwise provided in this subparagraph,*
31 *a fee of \$300 for reinstatement. The Secretary of State may*
32 *establish by regulation the amount of the fee for reinstatement. If*
33 *the Secretary of State establishes by regulation the amount of the*
34 *fee for reinstatement, the foreign limited-liability company must*
35 *pay to the Secretary of State a fee for reinstatement in the amount*
36 *established by the Secretary of State by regulation.*

37 2. When the Secretary of State reinstates the foreign limited-
38 liability company, the Secretary of State shall issue to the foreign
39 limited-liability company a certificate of reinstatement if the foreign
40 limited-liability company:

41 (a) Requests a certificate of reinstatement; and

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

43 3. Except as otherwise provided in NRS 231.14057, the
44 Secretary of State shall not order a reinstatement unless all
45 delinquent fees and penalties have been paid and the revocation of



1 the right to transact business occurred only by reason of failure to
2 pay the fees and penalties.

3 4. If the right of a foreign limited-liability company to transact
4 business in this State has been forfeited pursuant to the provisions of
5 this chapter and has remained forfeited for a period of 5 consecutive
6 years, the right must not be reinstated.

7 5. Except as otherwise provided in NRS 86.5468, a
8 reinstatement pursuant to this section relates back to the date on
9 which the foreign limited-liability company forfeited its right to
10 transact business under the provisions of this chapter and reinstates
11 the foreign limited-liability company's right to transact business as
12 if such right had at all times remained in full force and effect.

13 **Sec. 35.** NRS 86.561 is hereby amended to read as follows:

14 86.561 1. ~~The~~ *Except as otherwise provided in subsection*
15 *4, the* Secretary of State shall charge and collect for:

16 (a) Filing the original articles of organization, or for registration
17 of a foreign company, \$75;

18 (b) Amending or restating the articles of organization, amending
19 the registration of a foreign company or filing a certificate of
20 correction, \$175;

21 (c) Filing the articles of dissolution of a domestic or foreign
22 company, \$100;

23 (d) Certifying a copy of articles of organization or an
24 amendment to the articles, \$30;

25 (e) Certifying an authorized printed copy of this chapter, \$30;

26 (f) Reserving a name for a limited-liability company, \$25;

27 (g) Filing a certificate of cancellation, \$100;

28 (h) Signing, filing or certifying any other record, \$50; and

29 (i) Copies provided by the Office of the Secretary of State, \$2
30 per page.

31 2. The Secretary of State shall charge and collect, at the time of
32 any service of process on the Secretary of State as agent for service
33 of process of a limited-liability company, \$100 which may be
34 recovered as taxable costs by the party to the action causing the
35 service to be made if the party prevails in the action.

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

38 *4. The Secretary of State may establish by regulation the*
39 *amount of the fee for filing the original articles of organization or*
40 *for registration of a foreign company. If the Secretary of State*
41 *establishes by regulation the amount of such a fee, the Secretary*
42 *of State shall charge and collect a fee in the amount established by*
43 *the Secretary of State by regulation for filing the original articles*
44 *of organization or for registration of a foreign company.*



1 **Sec. 36.** NRS 86.566 is hereby amended to read as follows:

2 86.566 ~~[No]~~

3 1. *Except as otherwise provided in subsection 2, no* record
4 which is written in a language other than English may be filed or
5 submitted for filing in the Office of the Secretary of State pursuant
6 to the provisions of this chapter unless it is accompanied by a
7 verified translation of that record into the English language.

8 2. *The Office of the Secretary of State may accept for filing a*
9 *record which is written in a language other than English if the*
10 *Secretary of State determines that sufficient resources are*
11 *available to provide for a verified translation of that record into*
12 *the English language.*

13 **Sec. 37.** NRS 87.440 is hereby amended to read as follows:

14 87.440 1. To become a registered limited-liability
15 partnership, a partnership shall file with the Secretary of State a
16 certificate of registration stating each of the following:

- 17 (a) The name of the partnership.
18 (b) The street address of its principal office.
19 (c) The information required pursuant to NRS 77.310.
20 (d) The name and business address of each managing partner.
21 (e) That the partnership thereafter will be a registered limited-
22 liability partnership.
23 (f) Any other information that the partnership wishes to include.

24 2. The certificate of registration must be signed by a majority
25 in interest of the partners or by one or more partners authorized to
26 sign such a certificate.

27 3. ~~[The]~~ *Except as otherwise provided in this subsection, the*
28 *certificate of registration must be accompanied by a fee of \$75. The*
29 *Secretary of State may establish by regulation the fee that must*
30 *accompany a certificate of registration. If the Secretary of State*
31 *establishes by regulation such a fee, the certificate of registration*
32 *must be accompanied by a fee in the amount established by the*
33 *Secretary of State by regulation.*

34 4. The Secretary of State shall register as a registered limited-
35 liability partnership any partnership that submits a completed
36 certificate of registration with the required fee. A person shall not
37 register a registered limited-liability partnership for any illegal
38 purpose or with the fraudulent intent to conceal any business
39 activity, or lack thereof, from another person or a governmental
40 agency.

41 5. The registration of a registered limited-liability partnership
42 is effective at the time of the filing of the certificate of registration.

43 **Sec. 38.** NRS 87.450 is hereby amended to read as follows:

44 87.450 1. The name proposed for a registered limited-
45 liability partnership must contain the words "Limited-Liability



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

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

19 3. The Secretary of State shall not accept for filing any
20 certificate of registration or certificate of amendment of a certificate
21 of registration of any registered limited-liability partnership formed
22 or existing pursuant to the laws of this State which provides that the
23 name of the registered limited-liability partnership contains the
24 word “accountant,” “accounting,” “accountancy,” “auditor” or
25 “auditing” unless the Nevada State Board of Accountancy certifies
26 that the registered limited-liability partnership:

27 (a) Is registered pursuant to the provisions of chapter 628 of
28 NRS; or

29 (b) Has filed with the Nevada State Board of Accountancy under
30 penalty of perjury a written statement that the registered limited-
31 liability partnership is not engaged in the practice of accounting and
32 is not offering to practice accounting in this State.

33 4. The Secretary of State shall not accept for filing any
34 certificate of registration or certificate of amendment of a certificate
35 of registration of any registered limited-liability partnership formed
36 or existing pursuant to the laws of this State which provides that the
37 name of the registered limited-liability partnership contains the
38 word “bank” or “trust” unless:

39 (a) It appears from the certificate of registration or the certificate
40 of amendment that the registered limited-liability partnership
41 proposes to carry on business as a banking or trust company,
42 exclusively or in connection with its business as a bank, savings and
43 loan association, savings bank or thrift company; and

44 (b) The certificate of registration or certificate of amendment is
45 first approved by the Commissioner of Financial Institutions.



1 5. The Secretary of State shall not accept for filing any
2 certificate of registration or certificate of amendment of a certificate
3 of registration of any registered limited-liability partnership formed
4 or existing pursuant to the provisions of this chapter if it appears
5 from the certificate of registration or the certificate of amendment
6 that the business to be carried on by the registered limited-liability
7 partnership is subject to supervision by the Commissioner of
8 Insurance or by the Commissioner of Financial Institutions, unless
9 the certificate of registration or certificate of amendment is
10 approved by the Commissioner who will supervise the business of
11 the registered limited-liability partnership.

12 6. Except as otherwise provided in subsection 5, the Secretary
13 of State shall not accept for filing any certificate of registration or
14 certificate of amendment of a certificate of registration of any
15 registered limited-liability partnership formed or existing pursuant
16 to the laws of this State which provides that the name of the
17 registered limited-liability partnership contains the words
18 "engineer," "engineered," "engineering," "professional engineer,"
19 "registered engineer" or "licensed engineer" unless:

20 (a) The State Board of Professional Engineers and Land
21 Surveyors certifies that the principals of the registered limited-
22 liability partnership are licensed to practice engineering pursuant to
23 the laws of this State; or

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

27 7. Except as otherwise provided in subsection 5, the Secretary
28 of State shall not accept for filing any certificate of registration or
29 certificate of amendment of a certificate of registration of any
30 registered limited-liability partnership formed or existing pursuant
31 to the laws of this State which provides that the name of the
32 registered limited-liability partnership contains the words
33 "architect," "architecture," "registered architect," "licensed
34 architect," "registered interior designer," "registered interior
35 design," "residential designer," "registered residential designer,"
36 "licensed residential designer" or "residential design" unless ~~the~~ :

37 (a) ~~The~~ State Board of Architecture, Interior Design and
38 Residential Design certifies that:

39 ~~(1)~~ (1) The principals of the registered limited-liability
40 partnership are holders of a certificate of registration to practice
41 architecture or residential design or to practice as a registered
42 interior designer, as applicable, pursuant to the laws of this State; or

43 ~~(2)~~ (2) The registered limited-liability partnership is qualified
44 to do business in this State pursuant to NRS 623.349 ~~;~~ **;** *or*



1 ***(b) The principals of the registered limited-liability partnership***
2 ***present documentation satisfactory to the Secretary of State***
3 ***showing that:***

4 ***(1) The principals are holders of a certificate of registration***
5 ***to practice architecture or residential design or to practice as a***
6 ***registered interior designer, as applicable, pursuant to the laws of***
7 ***this State; or***

8 ***(2) The registered limited-liability partnership is qualified***
9 ***to do business in this State pursuant to NRS 623.349.***

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

23 (a) Registered with the Ombudsman for Owners in Common-
24 Interest Communities and Condominium Hotels pursuant to NRS
25 116.31158 or 116B.625; and

26 (b) Paid to the Administrator of the Real Estate Division the fees
27 required pursuant to NRS 116.31155 or 116B.620.

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

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

34 **Sec. 39.** NRS 87.510 is hereby amended to read as follows:

35 87.510 1. A registered limited-liability partnership shall, at
36 the time of the filing of its certificate of registration with the
37 Secretary of State, or, if the registered limited-liability partnership
38 has selected an alternative due date pursuant to subsection 10, on or
39 before that alternative due date, and annually thereafter on or before
40 the last day of the month in which the anniversary date of the filing
41 of its certificate of registration with the Secretary of State occurs, or,
42 if applicable, on or before the last day of the month in which the
43 anniversary date of the alternative due date occurs in each year, file
44 with the Secretary of State, on a form furnished by the Secretary of
45 State, a list that contains:



- 1 (a) The name of the registered limited-liability partnership;
2 (b) The file number of the registered limited-liability
3 partnership, if known;
4 (c) The names of all of its managing partners;
5 (d) The address, either residence or business, of each managing
6 partner; and
7 (e) The signature of a managing partner of the registered
8 limited-liability partnership, or some other person specifically
9 authorized by the registered limited-liability partnership to sign the
10 list, certifying that the list is true, complete and accurate.

11 2. Each list filed pursuant to subsection 1 must be accompanied
12 by a declaration under penalty of perjury that:

13 (a) The registered limited-liability partnership has complied
14 with the provisions of chapter 76 of NRS;

15 (b) The registered limited-liability partnership acknowledges
16 that pursuant to NRS 239.330, it is a category C felony to
17 knowingly offer any false or forged instrument for filing in the
18 Office of the Secretary of State; and

19 (c) None of the managing partners identified in the list has been
20 identified in the list with the fraudulent intent of concealing the
21 identity of any person or persons exercising the power or authority
22 of a managing partner in furtherance of any unlawful conduct.

23 3. ~~Upon~~ *Except as otherwise provided in this subsection,*
24 *upon* filing:

25 (a) The initial list required by subsection 1, the registered
26 limited-liability partnership shall pay to the Secretary of State a fee
27 of \$150.

28 (b) Each annual list required by subsection 1, the registered
29 limited-liability partnership shall pay to the Secretary of State a fee
30 of \$150.

31 *↳ The Secretary of State may establish by regulation the amount*
32 *of the fee which must be paid for filing the initial list and each*
33 *annual list required by subsection 1. If the Secretary of State*
34 *establishes by regulation the amount of such a fee, upon filing the*
35 *initial list and each annual list, the registered limited-liability*
36 *partnership shall pay to the Secretary of State a fee in the amount*
37 *established by the Secretary of State by regulation.*

38 4. If a registered limited-liability partnership files an amended
39 list of managing partners with the Secretary of State within 60 days
40 after the date on which the initial list required by subsection 1 is
41 filed, the registered limited-liability partnership or the resigning
42 managing partner is not required to pay a fee for filing the amended
43 list.

44 5. Except as otherwise provided in subsection 4, if a managing
45 partner of a registered limited-liability partnership resigns and the



1 resignation is not reflected on the annual or amended list of
2 managing partners, the registered limited-liability partnership or the
3 resigning managing partner shall pay to the Secretary of State a fee
4 of \$75 to file the resignation.

5 6. The Secretary of State shall, at least 90 days before the last
6 day for filing each annual list required by subsection 1, provide to
7 the registered limited-liability partnership a notice of the fee due
8 pursuant to subsection 3 and a reminder to file the annual list
9 required by subsection 1. The failure of any registered limited-
10 liability partnership to receive a notice does not excuse it from
11 complying with the provisions of this section.

12 7. If the list to be filed pursuant to the provisions of subsection
13 1 is defective, or the fee required by subsection 3 is not paid, the
14 Secretary of State may return the list for correction or payment.

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

20 9. A person who files with the Secretary of State an initial list
21 or annual list required by subsection 1 which identifies a managing
22 partner with the fraudulent intent of concealing the identity of any
23 person or persons exercising the power or authority of a managing
24 partner in furtherance of any unlawful conduct is subject to the
25 penalty set forth in NRS 225.084.

26 10. The Secretary of State may allow a registered limited-
27 liability partnership to select an alternative due date for filing the
28 initial list required by subsection 1.

29 11. The Secretary of State may adopt regulations to administer
30 the provisions of subsection 10.

31 **Sec. 40.** NRS 87.520 is hereby amended to read as follows:

32 87.520 1. A registered limited-liability partnership that fails
33 to comply with the provisions of NRS 87.510 is in default.

34 2. Upon notification from the Administrator of the Real Estate
35 Division of the Department of Business and Industry that a
36 registered limited-liability partnership which is a unit-owners'
37 association as defined in NRS 116.011 or 116B.030 has failed to
38 register pursuant to NRS 116.31158 or 116B.625 or failed to pay the
39 fees pursuant to NRS 116.31155 or 116B.620, the Secretary of State
40 shall deem the registered limited-liability partnership to be in
41 default. If, after the registered limited-liability partnership is deemed
42 to be in default, the Administrator notifies the Secretary of State that
43 the registered limited-liability partnership has registered pursuant to
44 NRS 116.31158 or 116B.625 and paid the fees pursuant to NRS
45 116.31155 or 116B.620, the Secretary of State shall reinstate the



1 registered limited-liability partnership if the registered limited-
2 liability partnership complies with the requirements for
3 reinstatement as provided in this section and NRS 87.530.

4 3. ~~Any~~ *Except as otherwise provided in this subsection, any*
5 registered limited-liability partnership that is in default pursuant to
6 this section must, in addition to the fee required to be paid pursuant
7 to NRS 87.510, pay a penalty of \$75. *The Secretary of State may*
8 *establish by regulation the amount of the penalty that must be paid*
9 *by a registered limited-liability partnership that is in default. If the*
10 *Secretary of State establishes by regulation the penalty for default,*
11 *a registered limited-liability partnership that is in default must pay*
12 *a penalty in the amount established by the Secretary of State by*
13 *regulation.*

14 4. The Secretary of State shall provide written notice to the
15 registered agent of any registered limited-liability partnership that is
16 in default. The written notice:

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

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

21 5. If a registered limited-liability partnership fails to pay the
22 amount that is due, the certificate of registration of the registered
23 limited-liability partnership shall be deemed revoked immediately
24 after the last day of the month in which the anniversary date of the
25 filing of the certificate of registration occurs, and the Secretary of
26 State shall notify the registered limited-liability partnership, by
27 providing written notice to its registered agent or, if the registered
28 limited-liability partnership does not have a registered agent, to a
29 managing partner, that its certificate of registration is revoked. The
30 written notice:

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

33 (b) At the request of the registered agent or managing partner,
34 may be provided electronically.

35 **Sec. 41.** NRS 87.530 is hereby amended to read as follows:

36 87.530 1. Except as otherwise provided in subsection 3 and
37 NRS 87.515, the Secretary of State shall reinstate the certificate of
38 registration of a registered limited-liability partnership that is
39 revoked pursuant to NRS 87.520 if the registered limited-liability
40 partnership:

41 (a) Files with the Secretary of State:

42 (1) The information required by NRS 87.510;

43 (2) The information required pursuant to NRS 77.310; and

44 (3) A declaration under penalty of perjury, on a form
45 provided by the Secretary of State, that the reinstatement is



1 authorized by a court of competent jurisdiction in this State or by
2 the duly selected managing partners of the registered limited-
3 liability partnership.

4 (b) Except as otherwise provided in NRS 231.14057, pays to the
5 Secretary of State:

6 (1) The fee required to be paid pursuant to NRS 87.510;

7 (2) Any penalty required to be paid pursuant to NRS 87.520;

8 and

9 (3) ~~FA~~ *Except as otherwise provided in this subparagraph,*
10 *a reinstatement fee of \$300. The Secretary of State may establish*
11 *by regulation the amount of the reinstatement fee. If the Secretary*
12 *of State establishes by regulation the amount of the reinstatement*
13 *fee, the registered limited-liability partnership must pay to the*
14 *Secretary of State a reinstatement fee in the amount established by*
15 *the Secretary of State by regulation.*

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

20 (a) Requests a certificate of reinstatement; and

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

22 3. The Secretary of State shall not reinstate the certificate of
23 registration of a registered limited-liability partnership if the
24 certificate was revoked pursuant to the provisions of this chapter at
25 least 5 years before the date of the proposed reinstatement.

26 4. Except as otherwise provided in NRS 87.455, a
27 reinstatement pursuant to this section relates back to the date on
28 which the registered limited-liability partnership's certificate of
29 registration was revoked and reinstates the registered limited-
30 liability's certificate of registration as if such certificate had at all
31 times remained in full force and effect.

32 **Sec. 42.** NRS 87.541 is hereby amended to read as follows:

33 87.541 1. Each foreign registered limited-liability partnership
34 doing business in this State shall, at the time of the filing of its
35 application for registration as a foreign registered limited-liability
36 partnership with the Secretary of State, or, if the foreign registered
37 limited-liability partnership has selected an alternative due date
38 pursuant to subsection 10, on or before that alternative due date, and
39 annually thereafter on or before the last day of the month in which
40 the anniversary date of its qualification to do business in this State
41 occurs in each year, or, if applicable, on or before the last day of the
42 month in which the anniversary date of the alternative due date
43 occurs in each year, file with the Secretary of State a list, on a form
44 furnished by the Secretary of State, that contains:



1 (a) The name of the foreign registered limited-liability
2 partnership;

3 (b) The file number of the foreign registered limited-liability
4 partnership, if known;

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

6 (d) The address, either residence or business, of each managing
7 partner; and

8 (e) The signature of a managing partner of the foreign registered
9 limited-liability partnership, or some other person specifically
10 authorized by the foreign registered limited-liability partnership to
11 sign the list, certifying that the list is true, complete and accurate.

12 2. Each list filed pursuant to this section must be accompanied
13 by a declaration under penalty of perjury that:

14 (a) The foreign registered limited-liability partnership has
15 complied with the provisions of chapter 76 of NRS;

16 (b) The foreign registered limited-liability partnership
17 acknowledges that pursuant to NRS 239.330, it is a category C
18 felony to knowingly offer any false or forged instrument for filing in
19 the Office of the Secretary of State; and

20 (c) None of the managing partners identified in the list has been
21 identified in the list with the fraudulent intent of concealing the
22 identity of any person or persons exercising the power or authority
23 of a managing partner in furtherance of any unlawful conduct.

24 3. ~~Upon~~ *Except as otherwise provided in this subsection,*
25 *upon* filing:

26 (a) The initial list required by this section, the foreign registered
27 limited-liability partnership shall pay to the Secretary of State a fee
28 of \$150.

29 (b) Each annual list required by this section, the foreign
30 registered limited-liability partnership shall pay to the Secretary of
31 State a fee of \$150.

32 *↳ The Secretary of State may establish by regulation the amount*
33 *of the fee which must be paid for filing the initial list and each*
34 *annual list required by this section. If the Secretary of State*
35 *establishes by regulation the amount of such a fee, upon filing the*
36 *initial list and each annual list, the foreign registered limited-*
37 *liability partnership shall pay to the Secretary of State a fee in the*
38 *amount established by the Secretary of State by regulation.*

39 4. If a foreign registered limited-liability partnership files an
40 amended list of managing partners with the Secretary of State within
41 60 days after the date on which the initial list required by this
42 section is filed, the foreign registered limited-liability partnership or
43 the resigning managing partner is not required to pay a fee for filing
44 the amended list.



1 5. Except as otherwise provided in subsection 4, if a managing
2 partner of a foreign registered limited-liability partnership resigns
3 and the resignation is not reflected on the annual or amended list of
4 managing partners, the foreign registered limited-liability
5 partnership or the managing partner shall pay to the Secretary of
6 State a fee of \$75 to file the resignation.

7 6. The Secretary of State shall, 90 days before the last day for
8 filing each annual list required by subsection 1, provide to each
9 foreign registered limited-liability partnership which is required to
10 comply with the provisions of NRS 87.541 to 87.5443, inclusive,
11 and which has not become delinquent, a notice of the fee due
12 pursuant to subsection 3 and a reminder to file the list required
13 pursuant to subsection 1. Failure of any foreign registered limited-
14 liability partnership to receive a notice does not excuse it from the
15 penalty imposed by the provisions of NRS 87.541 to 87.5443,
16 inclusive.

17 7. If the list to be filed pursuant to the provisions of subsection
18 1 is defective or the fee required by subsection 3 is not paid, the
19 Secretary of State may return the list for correction or payment.

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

25 9. A person who files with the Secretary of State an initial list
26 or annual list required by subsection 1 which identifies a managing
27 partner with the fraudulent intent of concealing the identity of any
28 person or persons exercising the power and authority of a managing
29 partner in furtherance of any unlawful conduct is subject to the
30 penalty set forth in NRS 225.084.

31 10. The Secretary of State may allow a foreign registered
32 limited-liability partnership to select an alternative due date for
33 filing the initial list required by this section.

34 11. The Secretary of State may adopt regulations to administer
35 the provisions of subsection 10.

36 **Sec. 43.** NRS 87.5425 is hereby amended to read as follows:

37 87.5425 1. Each foreign registered limited-liability
38 partnership which is required to make a filing and pay the fee
39 prescribed in NRS 87.541 to 87.5443, inclusive, and which refuses
40 or neglects to do so within the time provided is in default.

41 2. ~~For~~ *Except as otherwise provided in this subsection, for*
42 default there must be added to the amount of the fee a penalty of
43 \$75, and unless the filing is made and the fee and penalty are paid
44 on or before the last day of the month in which the anniversary date
45 of the foreign registered limited-liability partnership occurs, the



1 defaulting foreign registered limited-liability partnership by reason
2 of its default forfeits its right to transact any business within this
3 State. *The Secretary of State may establish by regulation the*
4 *amount of the penalty that must be paid by a foreign registered*
5 *limited-liability partnership that is in default. If the Secretary of*
6 *State establishes by regulation the penalty for default, a foreign*
7 *registered limited-liability partnership that is in default must pay a*
8 *penalty in the amount established by the Secretary of State by*
9 *regulation.* The fee and penalty must be collected as provided in
10 this chapter.

11 **Sec. 44.** NRS 87.5435 is hereby amended to read as follows:

12 87.5435 1. Except as otherwise provided in subsections 3 and
13 4 and NRS 87.5413, the Secretary of State shall reinstate a foreign
14 registered limited-liability partnership which has forfeited or which
15 forfeits its right to transact business under the provisions of this
16 chapter and shall restore to the foreign registered limited-liability
17 partnership its right to transact business in this State, and to exercise
18 its privileges and immunities, if it:

19 (a) Files with the Secretary of State:

20 (1) The list required by NRS 87.541;

21 (2) The information required pursuant to NRS 77.310; and

22 (3) A declaration under penalty of perjury, on a form
23 provided by the Secretary of State, that the reinstatement is
24 authorized by a court of competent jurisdiction in this State or by
25 the duly selected managing partners of the foreign registered
26 limited-liability partnership; and

27 (b) Except as otherwise provided in NRS 231.14057, pays to the
28 Secretary of State:

29 (1) The filing fee and penalty set forth in NRS 87.541 and
30 87.5425 for each year or portion thereof that its right to transact
31 business was forfeited; and

32 (2) ~~LA~~ *Except as otherwise provided in this subparagraph,*
33 *a fee of \$300 for reinstatement. The Secretary of State may*
34 *establish by regulation the amount of the fee for reinstatement. If*
35 *the Secretary of State establishes by regulation the amount of the*
36 *fee for reinstatement, the foreign registered limited-liability*
37 *partnership must pay to the Secretary of State a fee for*
38 *reinstatement in the amount established by the Secretary of State*
39 *by regulation.*

40 2. When the Secretary of State reinstates the foreign registered
41 limited-liability partnership, the Secretary of State shall issue to the
42 foreign registered limited-liability partnership a certificate of
43 reinstatement if the foreign registered limited-liability partnership:

44 (a) Requests a certificate of reinstatement; and

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



1 3. Except as otherwise provided in NRS 231.14057, the
2 Secretary of State shall not order a reinstatement unless all
3 delinquent fees and penalties have been paid and the revocation of
4 the right to transact business occurred only by reason of failure to
5 pay the fees and penalties.

6 4. If the right of a foreign registered limited-liability
7 partnership to transact business in this State has been forfeited
8 pursuant to the provisions of this chapter and has remained forfeited
9 for a period of 5 consecutive years, the right to transact business
10 must not be reinstated.

11 5. Except as otherwise provided in NRS 87.544, a
12 reinstatement pursuant to this section relates back to the date on
13 which the foreign registered limited-liability partnership forfeited its
14 right to transact business under the provisions of this chapter and
15 reinstates the foreign registered limited-liability partnership's right
16 to transact business as if such right had at all times remained in full
17 force and effect.

18 **Sec. 45.** NRS 87A.175 is hereby amended to read as follows:

19 87A.175 1. Except as otherwise provided in NRS 87A.635,
20 the name proposed for a limited partnership as set forth in its
21 certificate of limited partnership:

22 (a) Must contain the words "Limited Partnership," or the
23 abbreviation "LP" or "L.P.";

24 (b) May contain the name of any partner; and

25 (c) Must be distinguishable on the records of the Secretary of
26 State from the names of all other artificial persons formed,
27 organized, registered or qualified pursuant to the provisions of this
28 title that are on file in the Office of the Secretary of State and all
29 names that are reserved in the Office of the Secretary of State
30 pursuant to the provisions of this title. If the name on the certificate
31 of limited partnership submitted to the Secretary of State is not
32 distinguishable from any name on file or reserved name, the
33 Secretary of State shall return the certificate to the filer, unless
34 the written, acknowledged consent to the use of the same or the
35 requested similar name of the holder of the name on file or reserved
36 name accompanies the certificate of limited partnership.

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

41 3. The Secretary of State shall not accept for filing any
42 certificate of limited partnership for any limited partnership formed
43 or existing pursuant to the laws of this State which provides that the
44 name of the limited partnership contains the word "accountant,"
45 "accounting," "accountancy," "auditor" or "auditing" unless the



1 Nevada State Board of Accountancy certifies that the limited
2 partnership:

3 (a) Is registered pursuant to the provisions of chapter 628 of
4 NRS; or

5 (b) Has filed with the Nevada State Board of Accountancy under
6 penalty of perjury a written statement that the limited partnership is
7 not engaged in the practice of accounting and is not offering to
8 practice accounting in this State.

9 4. The Secretary of State shall not accept for filing any
10 certificate of limited partnership for any limited partnership formed
11 or existing pursuant to the laws of this State which provides that the
12 name of the limited partnership contains the word "bank" or "trust"
13 unless:

14 (a) It appears from the certificate of limited partnership that the
15 limited partnership proposes to carry on business as a banking or
16 trust company, exclusively or in connection with its business as a
17 bank, savings and loan association, savings bank or thrift company;
18 and

19 (b) The certificate of limited partnership is first approved by the
20 Commissioner of Financial Institutions.

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

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

37 (a) The State Board of Professional Engineers and Land
38 Surveyors certifies that the principals of the limited partnership are
39 licensed to practice engineering pursuant to the laws of this State; or

40 (b) The State Board of Professional Engineers and Land
41 Surveyors certifies that the limited partnership is exempt from the
42 prohibitions of NRS 625.520.

43 7. Except as otherwise provided in subsection 5, the Secretary
44 of State shall not accept for filing any certificate of limited
45 partnership for any limited partnership formed or existing pursuant



1 to the laws of this State which provides that the name of the limited
2 partnership contains the words “architect,” “architecture,”
3 “registered architect,” “licensed architect,” “registered interior
4 designer,” “registered interior design,” “residential designer,”
5 “registered residential designer,” “licensed residential designer” or
6 “residential design” unless ~~the~~:

7 **(a) The** State Board of Architecture, Interior Design and
8 Residential Design certifies that:

9 ~~(a)~~ **(1)** The principals of the limited partnership are holders of
10 a certificate of registration to practice architecture or residential
11 design or to practice as a registered interior designer, as applicable,
12 pursuant to the laws of this State; or

13 ~~(b)~~ **(2)** The limited partnership is qualified to do business in
14 this State pursuant to NRS 623.349 ~~;~~ **;** or

15 **(b) The principals of the limited partnership present**
16 **documentation satisfactory to the Secretary of State showing that:**

17 **(1) The principals are holders of a certificate of registration**
18 **to practice architecture or residential design or to practice as a**
19 **registered interior designer, as applicable, pursuant to the laws of**
20 **this State; or**

21 **(2) The limited partnership is qualified to do business in**
22 **this State pursuant to NRS 623.349.**

23 8. The Secretary of State shall not accept for filing any
24 certificate of limited partnership for any limited partnership formed
25 or existing pursuant to the laws of this State which provides that the
26 name of the limited partnership contains the words “common-
27 interest community,” “community association,” “master
28 association,” “unit-owners’ association” or “homeowners’
29 association” or if it appears in the certificate of limited partnership
30 that the purpose of the limited partnership is to operate as a unit-
31 owners’ association pursuant to chapter 116 or 116B of NRS unless
32 the Administrator of the Real Estate Division of the Department of
33 Business and Industry certifies that the limited partnership has:

34 (a) Registered with the Ombudsman for Owners in Common-
35 Interest Communities and Condominium Hotels pursuant to NRS
36 116.31158 or 116B.625; and

37 (b) Paid to the Administrator of the Real Estate Division the fees
38 required pursuant to NRS 116.31155 or 116B.620.

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

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



1 **Sec. 46.** NRS 87A.270 is hereby amended to read as follows:

2 87A.270 ~~[No]~~

3 1. *Except as otherwise provided in subsection 2, no* record
4 which is written in a language other than English may be filed or
5 submitted for filing in the Office of the Secretary of State pursuant
6 to the provisions of this chapter unless it is accompanied by a
7 verified translation of that record into the English language.

8 2. *The Office of the Secretary of State may accept for filing a*
9 *record which is written in a language other than English if the*
10 *Secretary of State determines that sufficient resources are*
11 *available to provide for a verified translation of that record into*
12 *the English language.*

13 **Sec. 47.** NRS 87A.290 is hereby amended to read as follows:

14 87A.290 1. A limited partnership shall, at the time of the
15 filing of its certificate of limited partnership with the Secretary of
16 State, or, if the limited partnership has selected an alternative due
17 date pursuant to subsection 12, on or before that alternative due
18 date, and annually thereafter on or before the last day of the month
19 in which the anniversary date of the filing of its certificate of limited
20 partnership occurs, or, if applicable, on or before the last day of the
21 month in which the anniversary date of the alternative due date
22 occurs in each year, file with the Secretary of State, on a form
23 furnished by the Secretary of State, a list that contains:

- 24 (a) The name of the limited partnership;
25 (b) The file number of the limited partnership, if known;
26 (c) The names of all of its general partners;
27 (d) The address, either residence or business, of each general
28 partner; and
29 (e) The signature of a general partner of the limited partnership,
30 or some other person specifically authorized by the limited
31 partnership to sign the list, certifying that the list is true, complete
32 and accurate.

33 2. Each list filed pursuant to subsection 1 must be accompanied
34 by a declaration under penalty of perjury that:

- 35 (a) The limited partnership has complied with the provisions of
36 chapter 76 of NRS;
37 (b) The limited partnership acknowledges that pursuant to NRS
38 239.330, it is a category C felony to knowingly offer any false or
39 forged instrument for filing in the Office of the Secretary of State;
40 and
41 (c) None of the general partners identified in the list has been
42 identified in the list with the fraudulent intent of concealing the
43 identity of any person or persons exercising the power or authority
44 of a general partner in furtherance of any unlawful conduct.



1 3. Except as otherwise provided in *this subsection and*
2 subsection 4, a limited partnership shall, upon filing:

3 (a) The initial list required by subsection 1, pay to the Secretary
4 of State a fee of \$150.

5 (b) Each annual list required by subsection 1, pay to the
6 Secretary of State a fee of \$150.

7 *↳ The Secretary of State may establish by regulation the amount*
8 *of the fee which must be paid by a limited partnership for filing*
9 *the initial list and each annual list required by subsection 1. If the*
10 *Secretary of State establishes by regulation the amount of such a*
11 *fee, upon filing the initial list and each annual list, the limited*
12 *partnership shall pay to the Secretary of State a fee in the amount*
13 *established by the Secretary of State by regulation.*

14 4. ~~LA~~ *Except as otherwise provided in this subsection, a*
15 registered limited-liability limited partnership shall, upon filing:

16 (a) The initial list required by subsection 1, pay to the Secretary
17 of State a fee of \$150.

18 (b) Each annual list required by subsection 1, pay to the
19 Secretary of State a fee of \$150.

20 *↳ The Secretary of State may establish by regulation the amount*
21 *of the fee which must be paid by a registered limited-liability*
22 *limited partnership for filing the initial list and each annual list*
23 *required by subsection 1. If the Secretary of State establishes by*
24 *regulation the amount of such a fee, upon filing the initial list and*
25 *each annual list, the registered limited-liability limited partnership*
26 *shall pay to the Secretary of State a fee in the amount established*
27 *by the Secretary of State by regulation.*

28 5. If a limited partnership files an amended list of general
29 partners with the Secretary of State within 60 days after the date on
30 which the initial list required by subsection 1 is filed, the limited
31 partnership or the resigning general partner is not required to pay a
32 fee for filing the amended list.

33 6. Except as otherwise provided in subsection 5, if a general
34 partner of a limited partnership resigns and the resignation is not
35 reflected on the annual or amended list of general partners, the
36 limited partnership or the resigning general partner shall pay to the
37 Secretary of State a fee of \$75 to file the resignation.

38 7. The Secretary of State shall, 90 days before the last day for
39 filing each annual list required by subsection 1, provide to each
40 limited partnership which is required to comply with the provisions
41 of this section, and which has not become delinquent, a notice of the
42 fee due pursuant to the provisions of subsection 3 or 4, as
43 appropriate, and a reminder to file the annual list required pursuant
44 to subsection 1. Failure of any limited partnership to receive a notice
45 does not excuse it from the penalty imposed by NRS 87A.300.



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

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

10 10. A filing made pursuant to this section does not satisfy the
11 provisions of NRS 87A.240 and may not be substituted for filings
12 submitted pursuant to NRS 87A.240.

13 11. A person who files with the Secretary of State a list
14 required by subsection 1 which identifies a general partner with the
15 fraudulent intent of concealing the identity of any person or persons
16 exercising the power or authority of a general partner in furtherance
17 of any unlawful conduct is subject to the penalty set forth in
18 NRS 225.084.

19 12. The Secretary of State may allow a limited partnership to
20 select an alternative due date for filing the initial list required by
21 subsection 1.

22 13. The Secretary of State may adopt regulations to administer
23 the provisions of subsection 12.

24 **Sec. 48.** NRS 87A.300 is hereby amended to read as follows:

25 87A.300 1. If a limited partnership has filed the list in
26 compliance with NRS 87A.290 and has paid the appropriate fee for
27 the filing, the cancelled check or other proof of payment received by
28 the limited partnership constitutes a certificate authorizing it to
29 transact its business within this State until the anniversary date of
30 the filing of its certificate of limited partnership in the next
31 succeeding calendar year.

32 2. Each limited partnership which is required to make a filing
33 and pay the fee prescribed in NRS 87A.290 and 87A.295 and which
34 refuses or neglects to do so within the time provided is in default.

35 3. Upon notification from the Administrator of the Real Estate
36 Division of the Department of Business and Industry that a limited
37 partnership which is a unit-owners' association as defined in NRS
38 116.011 has failed to register pursuant to NRS 116.31158 or failed
39 to pay the fees pursuant to NRS 116.31155, the Secretary of State
40 shall deem the limited partnership to be in default. If, after the
41 limited partnership is deemed to be in default, the Administrator
42 notifies the Secretary of State that the limited partnership has
43 registered pursuant to NRS 116.31158 and paid the fees pursuant to
44 NRS 116.31155, the Secretary of State shall reinstate the limited



1 partnership if the limited partnership complies with the requirements
2 for reinstatement as provided in this section and NRS 87A.310.

3 4. ~~For~~ *Except as otherwise provided in this subsection, for*
4 default there must be added to the amount of the fee a penalty of
5 \$75, and unless the filings are made and the fee and penalty are paid
6 on or before the first day of the first anniversary of the month
7 following the month in which filing was required, the defaulting
8 limited partnership, by reason of its default, forfeits its right to
9 transact any business within this State. *The Secretary of State may*
10 *establish by regulation the amount of the penalty that must be paid*
11 *for default. If the Secretary of State establishes by regulation the*
12 *penalty for default, the penalty for default must be in the amount*
13 *established by the Secretary of State by regulation.*

14 **Sec. 49.** NRS 87A.310 is hereby amended to read as follows:

15 87A.310 1. Except as otherwise provided in subsections 3
16 and 4 and NRS 87A.200, the Secretary of State shall reinstate any
17 limited partnership which has forfeited or which forfeits its right to
18 transact business under the provisions of this chapter and restore to
19 the limited partnership its right to carry on business in this State,
20 and to exercise its privileges and immunities if it:

21 (a) Files with the Secretary of State:

- 22 (1) The list required pursuant to NRS 87A.290;
23 (2) The statement required by NRS 87A.295, if applicable;
24 (3) The information required pursuant to NRS 77.310; and
25 (4) A declaration under penalty of perjury, on a form
26 provided by the Secretary of State, that the reinstatement is
27 authorized by a court of competent jurisdiction in this State or by
28 the duly selected general partners of the limited partnership; and

29 (b) Except as otherwise provided in NRS 231.14057, pays to the
30 Secretary of State:

31 (1) The filing fee and penalty set forth in NRS 87A.290 and
32 87A.300 for each year or portion thereof during which the certificate
33 has been revoked;

34 (2) The fee set forth in NRS 87A.295, if applicable; and

35 (3) ~~A~~ *Except as otherwise provided in this subparagraph,*
36 *a fee of \$300 for reinstatement. The Secretary of State may*
37 *establish by regulation the amount of the fee for reinstatement. If*
38 *the Secretary of State establishes by regulation the amount of the*
39 *fee for reinstatement, the limited partnership must pay to the*
40 *Secretary of State a fee for reinstatement in the amount*
41 *established by the Secretary of State by regulation.*

42 2. When the Secretary of State reinstates the limited
43 partnership, the Secretary of State shall issue to the limited
44 partnership a certificate of reinstatement if the limited partnership:

45 (a) Requests a certificate of reinstatement; and



1 (b) Pays the required fees pursuant to NRS 87A.315.

2 3. Except as otherwise provided in NRS 231.14057, the
3 Secretary of State shall not order a reinstatement unless all
4 delinquent fees and penalties have been paid, and the revocation
5 occurred only by reason of failure to pay the fees and penalties.

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

9 5. If a limited partnership's certificate is reinstated pursuant to
10 this section, the reinstatement relates back to and takes effect on the
11 effective date of the revocation, and the limited partnership's status
12 as a limited partnership continues as if the revocation had never
13 occurred.

14 **Sec. 50.** NRS 87A.315 is hereby amended to read as follows:

15 87A.315 The Secretary of State, for services relating to the
16 official duties of the Secretary of State and the records of the Office
17 of the Secretary of State, shall charge and collect the following fees:

18 1. ~~For~~ *Except as otherwise provided in this subsection, for*
19 *filing a certificate of limited partnership, or for registering a foreign*
20 *limited partnership, \$75. **The Secretary of State may establish by***
21 *regulation the fee for filing a certificate of limited partnership or*
22 *for registering a foreign limited partnership. If the Secretary of*
23 *State establishes by regulation such a fee, the Secretary of State*
24 *shall charge and collect the fee established by the Secretary of*
25 *State by regulation for filing a certificate of limited partnership or*
26 *for registering a foreign limited partnership.*

27 2. For filing a certificate of registration of limited-liability
28 limited partnership, or for registering a foreign registered limited-
29 liability limited partnership, \$100.

30 3. For filing a certificate of amendment of limited partnership
31 or restated certificate of limited partnership, \$175.

32 4. For certifying a copy of a certificate of limited partnership,
33 an amendment to the certificate, or a certificate as amended, \$30 per
34 certification.

35 5. For certifying an authorized printed copy of the limited
36 partnership law, \$30.

37 6. For reserving a limited partnership name, or for signing,
38 filing or certifying any other record, \$25.

39 7. For copies provided by the Office of the Secretary of State,
40 \$2 per page.

41 8. For filing a certificate of cancellation of a limited
42 partnership or a certificate of cancellation of the registration of a
43 foreign limited partnership, \$100.

44 ↪ Except as otherwise provided in this section, the fees set forth in
45 NRS 78.785 apply to this chapter.



1 **Sec. 51.** NRS 87A.560 is hereby amended to read as follows:

2 87A.560 1. Each foreign limited partnership doing business
3 in this State shall, at the time of the filing of its application for
4 registration as a foreign limited partnership with the Secretary of
5 State, or, if the foreign limited partnership has selected an
6 alternative due date pursuant to subsection 10, on or before that
7 alternative due date, and annually thereafter on or before the last day
8 of the month in which the anniversary date of its qualification to do
9 business in this State occurs in each year, or, if applicable, on or
10 before the last day of the month in which the anniversary date of the
11 alternative due date occurs in each year, file with the Secretary of
12 State a list, on a form furnished by the Secretary of State, that
13 contains:

- 14 (a) The name of the foreign limited partnership;
15 (b) The file number of the foreign limited partnership, if known;
16 (c) The names of all its general partners;
17 (d) The address, either residence or business, of each general
18 partner; and
19 (e) The signature of a general partner of the foreign limited
20 partnership, or some other person specifically authorized by the
21 foreign limited partnership to sign the list, certifying that the list is
22 true, complete and accurate.

23 2. Each list filed pursuant to this section must be accompanied
24 by a declaration under penalty of perjury that:

25 (a) The foreign limited partnership has complied with the
26 provisions of chapter 76 of NRS;

27 (b) The foreign limited partnership acknowledges that pursuant
28 to NRS 239.330, it is a category C felony to knowingly offer any
29 false or forged instrument for filing in the Office of the Secretary of
30 State; and

31 (c) None of the general partners identified in the list has been
32 identified in the list with the fraudulent intent of concealing the
33 identity of any person or persons exercising the power or authority
34 of a general partner in furtherance of any unlawful conduct.

35 3. ~~Upon~~ *Except as otherwise provided in this subsection,*
36 *upon* filing:

37 (a) The initial list required by this section, the foreign limited
38 partnership shall pay to the Secretary of State a fee of \$150.

39 (b) Each annual list required by this section, the foreign limited
40 partnership shall pay to the Secretary of State a fee of \$150.

41 ↪ *The Secretary of State may establish by regulation the amount*
42 *of the fee which must be paid for filing the initial list and each*
43 *annual list required by this section. If the Secretary of State*
44 *establishes by regulation the amount of such a fee, upon filing the*
45 *initial list and each annual list, the foreign limited partnership*



1 *shall pay to the Secretary of State a fee in the amount established*
2 *by the Secretary of State by regulation.*

3 4. If a foreign limited partnership files an amended list of
4 general partners with the Secretary of State within 60 days after the
5 date on which the initial list required by this section is filed, the
6 foreign limited partnership or the resigning general partner is not
7 required to pay a fee for filing the amended list.

8 5. Except as otherwise provided in subsection 4, if a general
9 partner of a foreign limited partnership resigns and the resignation is
10 not reflected on the annual or amended list of general partners, the
11 foreign limited partnership or the resigning general partner shall pay
12 to the Secretary of State a fee of \$75 to file the resignation of the
13 general partner.

14 6. The Secretary of State shall, 90 days before the last day for
15 filing each annual list required by subsection 1, provide to each
16 foreign limited partnership, which is required to comply with the
17 provisions of NRS 87A.560 to 87A.600, inclusive, and which has
18 not become delinquent, a notice of the fee due pursuant to
19 subsection 3 and a reminder to file the list required pursuant to
20 subsection 1. Failure of any foreign limited partnership to receive a
21 notice does not excuse it from the penalty imposed by the provisions
22 of NRS 87A.560 to 87A.600, inclusive.

23 7. If the list to be filed pursuant to the provisions of subsection
24 1 is defective or the fee required by subsection 3 is not paid, the
25 Secretary of State may return the list for correction or payment.

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

31 9. A person who files with the Secretary of State a list required
32 by this section which identifies a general partner with the fraudulent
33 intent of concealing the identity of any person or persons exercising
34 the power or authority of a general partner in furtherance of any
35 unlawful conduct is subject to the penalty set forth in NRS 225.084.

36 10. The Secretary of State may allow a foreign limited
37 partnership to select an alternative due date for filing the initial list
38 required by this section.

39 11. The Secretary of State may adopt regulations to administer
40 the provisions of subsection 10.

41 **Sec. 52.** NRS 87A.585 is hereby amended to read as follows:

42 87A.585 1. Each foreign limited partnership which is
43 required to make a filing and pay the fee prescribed in NRS
44 87A.560 to 87A.600, inclusive, and which refuses or neglects to do
45 so within the time provided is in default.



1 2. ~~[For]~~ *Except as otherwise provided in this subsection, for*
2 default there must be added to the amount of the fee a penalty of
3 \$75 and unless the filing is made and the fee and penalty are paid on
4 or before the last day of the month in which the anniversary date of
5 the foreign limited partnership occurs, the defaulting foreign limited
6 partnership by reason of its default forfeits its right to transact any
7 business within this State. *The Secretary of State may establish by*
8 *regulation the amount of the penalty that must be paid for default.*
9 *If the Secretary of State establishes by regulation the penalty for*
10 *default, the penalty for default must be in the amount established*
11 *by the Secretary of State by regulation.* The fee and penalty must be
12 collected as provided in this chapter.

13 **Sec. 53.** NRS 87A.595 is hereby amended to read as follows:

14 87A.595 1. Except as otherwise provided in subsections 3
15 and 4 and NRS 87A.580, the Secretary of State shall reinstate a
16 foreign limited partnership which has forfeited or which forfeits its
17 right to transact business under the provisions of this chapter and
18 shall restore to the foreign limited partnership its right to transact
19 business in this State, and to exercise its privileges and immunities,
20 if it:

21 (a) Files with the Secretary of State:

- 22 (1) The list required by NRS 87A.560;
23 (2) The statement required by NRS 87A.565, if applicable;
24 (3) The information required pursuant to NRS 77.310; and
25 (4) A declaration under penalty of perjury, on a form
26 provided by the Secretary of State, that the reinstatement is
27 authorized by a court of competent jurisdiction in this State or by
28 the duly selected general partners of the foreign limited partnership;
29 and

30 (b) Except as otherwise provided in NRS 231.14057, pays to the
31 Secretary of State:

32 (1) The filing fee and penalty set forth in NRS 87A.560 and
33 87A.585 for each year or portion thereof that its right to transact
34 business was forfeited;

35 (2) The fee set forth in NRS 87A.565, if applicable; and

36 (3) ~~[A]~~ *Except as otherwise provided in this subparagraph,*
37 *a fee of \$300 for reinstatement. The Secretary of State may*
38 *establish by regulation the amount of the fee for reinstatement. If*
39 *the Secretary of State establishes by regulation the amount of the*
40 *fee for reinstatement, the foreign limited partnership must pay to*
41 *the Secretary of State a fee for reinstatement in the amount*
42 *established by the Secretary of State by regulation.*

43 2. When the Secretary of State reinstates the foreign limited
44 partnership, the Secretary of State shall issue to the foreign limited



1 partnership a certificate of reinstatement if the foreign limited
2 partnership:

- 3 (a) Requests a certificate of reinstatement; and
- 4 (b) Pays the required fees pursuant to NRS 87A.315.

5 3. Except as otherwise provided in NRS 231.14057, the
6 Secretary of State shall not order a reinstatement unless all
7 delinquent fees and penalties have been paid and the revocation of
8 the right to transact business occurred only by reason of failure to
9 pay the fees and penalties.

10 4. If the right of a foreign limited partnership to transact
11 business in this State has been forfeited pursuant to the provisions of
12 this chapter and has remained forfeited for a period of 5 consecutive
13 years, the right is not subject to reinstatement.

14 5. A reinstatement pursuant to this section relates back to the
15 date on which the foreign limited partnership forfeited its right to
16 transact business under the provisions of this chapter and reinstates
17 the foreign limited partnership's right to transact business as if such
18 right had at all times remained in full force and effect.

19 **Sec. 54.** NRS 88.320 is hereby amended to read as follows:

20 88.320 1. Except as otherwise provided in NRS 88.6065, the
21 name proposed for a limited partnership as set forth in its certificate
22 of limited partnership:

23 (a) Must contain the words "Limited Partnership," or the
24 abbreviation "LP" or "L.P.";

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

26 (1) It is also the name of a general partner or the corporate
27 name of a corporate general partner; or

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

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

42 2. For the purposes of this section, a proposed name is not
43 distinguished from a name on file or reserved name solely because
44 one or the other contains distinctive lettering, a distinctive mark, a
45 trademark or a trade name, or any combination thereof.



1 3. The Secretary of State shall not accept for filing any
2 certificate of limited partnership for any limited partnership formed
3 or existing pursuant to the laws of this State which provides that the
4 name of the limited partnership contains the word “accountant,”
5 “accounting,” “accountancy,” “auditor” or “auditing” unless the
6 Nevada State Board of Accountancy certifies that the limited
7 partnership:

8 (a) Is registered pursuant to the provisions of chapter 628 of
9 NRS; or

10 (b) Has filed with the Nevada State Board of Accountancy under
11 penalty of perjury a written statement that the limited partnership is
12 not engaged in the practice of accounting and is not offering to
13 practice accounting in this State.

14 4. The Secretary of State shall not accept for filing any
15 certificate of limited partnership for any limited partnership formed
16 or existing pursuant to the laws of this State which provides that the
17 name of the limited partnership contains the word “bank” or “trust”
18 unless:

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

24 (b) The certificate of limited partnership is first approved by the
25 Commissioner of Financial Institutions.

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

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

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



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

4 7. Except as otherwise provided in subsection 5, the Secretary
5 of State shall not accept for filing any certificate of limited
6 partnership for any limited partnership formed or existing pursuant
7 to the laws of this State which provides that the name of the limited
8 partnership contains the words "architect," "architecture,"
9 "registered architect," "licensed architect," "registered interior
10 designer," "registered interior design," "residential designer,"
11 "registered residential designer," "licensed residential designer" or
12 "residential design" unless ~~the~~:

13 (a) *The* State Board of Architecture, Interior Design and
14 Residential Design certifies that:

15 ~~(a)~~ (1) The principals of the limited partnership are holders of
16 a certificate of registration to practice architecture or residential
17 design or to practice as a registered interior designer, as applicable,
18 pursuant to the laws of this State; or

19 ~~(b)~~ (2) The limited partnership is qualified to do business in
20 this State pursuant to NRS 623.349 ~~(1)~~; *or*

21 (b) *The principals of the limited partnership present*
22 *documentation satisfactory to the Secretary of State showing that:*

23 (1) *The principals are holders of a certificate of registration*
24 *to practice architecture or residential design or to practice as a*
25 *registered interior designer, as applicable, pursuant to the laws of*
26 *this State; or*

27 (2) *The limited partnership is qualified to do business in*
28 *this State pursuant to NRS 623.349.*

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

40 (a) Registered with the Ombudsman for Owners in Common-
41 Interest Communities and Condominium Hotels pursuant to NRS
42 116.31158 or 116B.625; and

43 (b) Paid to the Administrator of the Real Estate Division the fees
44 required pursuant to NRS 116.31155 or 116B.620.



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

5 10. The Secretary of State may adopt regulations that interpret
6 the requirements of this section.

7 **Sec. 55.** NRS 88.338 is hereby amended to read as follows:

8 88.338 ~~[No]~~

9 *1. Except as otherwise provided in subsection 2, no* record
10 which is written in a language other than English may be filed or
11 submitted for filing in the Office of the Secretary of State pursuant
12 to the provisions of this chapter unless it is accompanied by a
13 verified translation of that record into the English language.

14 *2. The Office of the Secretary of State may accept for filing a*
15 *record which is written in a language other than English if the*
16 *Secretary of State determines that sufficient resources are*
17 *available to provide for a verified translation of that record into*
18 *the English language.*

19 **Sec. 56.** NRS 88.395 is hereby amended to read as follows:

20 88.395 1. A limited partnership shall, at the time of the filing
21 of its certificate of limited partnership with the Secretary of State,
22 or, if the limited partnership has selected an alternative due date
23 pursuant to subsection 12, on or before that alternative due date, and
24 annually thereafter on or before the last day of the month in which
25 the anniversary date of the filing of its certificate of limited
26 partnership occurs, or, if applicable, on or before the last day of the
27 month in which the anniversary date of the alternative due date
28 occurs in each year, file with the Secretary of State, on a form
29 furnished by the Secretary of State, a list that contains:

- 30 (a) The name of the limited partnership;
31 (b) The file number of the limited partnership, if known;
32 (c) The names of all of its general partners;
33 (d) The address, either residence or business, of each general
34 partner; and
35 (e) The signature of a general partner of the limited partnership,
36 or some other person specifically authorized by the limited
37 partnership to sign the list, certifying that the list is true, complete
38 and accurate.

39 2. Each list filed pursuant to subsection 1 must be accompanied
40 by a declaration under penalty of perjury that:

41 (a) The limited partnership has complied with the provisions of
42 chapter 76 of NRS;

43 (b) The limited partnership acknowledges that pursuant to NRS
44 239.330, it is a category C felony to knowingly offer any false or



1 forged instrument for filing in the Office of the Secretary of State;
2 and

3 (c) None of the general partners identified in the list has been
4 identified in the list with the fraudulent intent of concealing the
5 identity of any person or persons exercising the power or authority
6 of a general partner in furtherance of any unlawful conduct.

7 3. Except as otherwise provided in *this subsection and*
8 *subsection 4*, a limited partnership shall, upon filing:

9 (a) The initial list required by subsection 1, pay to the Secretary
10 of State a fee of \$150.

11 (b) Each annual list required by subsection 1, pay to the
12 Secretary of State a fee of \$150.

13 *↪ The Secretary of State may establish by regulation the amount*
14 *of the fee which must be paid by a limited partnership for filing*
15 *the initial list and each annual list required by subsection 1. If the*
16 *Secretary of State establishes by regulation the amount of such a*
17 *fee, upon filing the initial list and each annual list, the limited*
18 *partnership shall pay to the Secretary of State a fee in the amount*
19 *established by the Secretary of State by regulation.*

20 4. ~~LA~~ *Except as otherwise required by this subsection, a*
21 registered limited-liability limited partnership shall, upon filing:

22 (a) The initial list required by subsection 1, pay to the Secretary
23 of State a fee of \$150.

24 (b) Each annual list required by subsection 1, pay to the
25 Secretary of State a fee of \$200.

26 *↪ The Secretary of State may establish by regulation the amount*
27 *of the fee which must be paid by a registered limited-liability*
28 *limited partnership for filing the initial list and each annual list*
29 *required by subsection 1. If the Secretary of State establishes by*
30 *regulation the amount of such a fee, upon filing the initial list and*
31 *each annual list, the registered limited-liability limited partnership*
32 *shall pay to the Secretary of State a fee in the amount established*
33 *by the Secretary of State by regulation.*

34 5. If a limited partnership files an amended list of general
35 partners with the Secretary of State within 60 days after the date on
36 which the initial list required by subsection 1 is filed, the limited
37 partnership or the resigning general partner is not required to pay a
38 fee for filing the amended list.

39 6. Except as otherwise provided in subsection 5, if a general
40 partner of a limited partnership resigns and the resignation is not
41 reflected on the annual or amended list of general partners, the
42 limited partnership or the resigning general partner shall pay to the
43 Secretary of State a fee of \$75 to file the resignation.

44 7. The Secretary of State shall, 90 days before the last day for
45 filing each annual list required by subsection 1, provide to each



1 limited partnership which is required to comply with the provisions
2 of this section, and which has not become delinquent, a notice of the
3 fee due pursuant to the provisions of subsection 3 or 4, as
4 appropriate, and a reminder to file the annual list required pursuant
5 to subsection 1. Failure of any limited partnership to receive a notice
6 does not excuse it from the penalty imposed by NRS 88.400.

7 8. If the list to be filed pursuant to the provisions of subsection
8 1 is defective or the fee required by subsection 3 or 4 is not paid, the
9 Secretary of State may return the list for correction or payment.

10 9. An annual list for a limited partnership not in default that is
11 received by the Secretary of State more than 90 days before its due
12 date shall be deemed an amended list for the previous year and does
13 not satisfy the requirements of subsection 1 for the year to which the
14 due date is applicable.

15 10. A filing made pursuant to this section does not satisfy the
16 provisions of NRS 88.355 and may not be substituted for filings
17 submitted pursuant to NRS 88.355.

18 11. A person who files with the Secretary of State a list
19 required by subsection 1 which identifies a general partner with the
20 fraudulent intent of concealing the identity of any person or persons
21 exercising the power or authority of a general partner in furtherance
22 of any unlawful conduct is subject to the penalty set forth in
23 NRS 225.084.

24 12. The Secretary of State may allow a limited partnership to
25 select an alternative due date for filing the initial list required by
26 subsection 1.

27 13. The Secretary of State may adopt regulations to administer
28 the provisions of subsection 12.

29 **Sec. 57.** NRS 88.400 is hereby amended to read as follows:

30 88.400 1. If a limited partnership has filed the list in
31 compliance with NRS 88.395 and has paid the appropriate fee for
32 the filing, the cancelled check or other proof of payment received by
33 the limited partnership constitutes a certificate authorizing it to
34 transact its business within this State until the anniversary date of
35 the filing of its certificate of limited partnership in the next
36 succeeding calendar year.

37 2. Each limited partnership which is required to make a filing
38 and pay the fee prescribed in NRS 88.395 and 88.397 and which
39 refuses or neglects to do so within the time provided is in default.

40 3. Upon notification from the Administrator of the Real Estate
41 Division of the Department of Business and Industry that a limited
42 partnership which is a unit-owners' association as defined in NRS
43 116.011 or 116B.030 has failed to register pursuant to NRS
44 116.31158 or 116B.625 or failed to pay the fees pursuant to
45 NRS 116.31155 or 116B.620, the Secretary of State shall deem the



1 limited partnership to be in default. If, after the limited partnership
2 is deemed to be in default, the Administrator notifies the Secretary
3 of State that the limited partnership has registered pursuant to NRS
4 116.31158 or 116B.625 and paid the fees pursuant to NRS
5 116.31155 or 116B.620, the Secretary of State shall reinstate the
6 limited partnership if the limited partnership complies with the
7 requirements for reinstatement as provided in this section and
8 NRS 88.410.

9 4. ~~For~~ *Except as otherwise provided in this subsection, for*
10 *default there must be added to the amount of the fee a penalty of*
11 *\$75, and unless the filings are made and the fee and penalty are paid*
12 *on or before the first day of the first anniversary of the month*
13 *following the month in which filing was required, the defaulting*
14 *limited partnership, by reason of its default, forfeits its right to*
15 *transact any business within this State. The Secretary of State may*
16 *establish by regulation the amount of the penalty that must be paid*
17 *for default. If the Secretary of State establishes by regulation the*
18 *penalty for default, the penalty for default must be in the amount*
19 *established by the Secretary of State by regulation.*

20 **Sec. 58.** NRS 88.410 is hereby amended to read as follows:

21 88.410 1. Except as otherwise provided in subsections 3 and
22 4 and NRS 88.3355, the Secretary of State shall reinstate any limited
23 partnership which has forfeited or which forfeits its right to transact
24 business under the provisions of this chapter and restore to the
25 limited partnership its right to carry on business in this State, and to
26 exercise its privileges and immunities if it:

27 (a) Files with the Secretary of State:

28 (1) The list required pursuant to NRS 88.395;

29 (2) The statement required by NRS 88.397, if applicable;

30 (3) The information required pursuant to NRS 77.310; and

31 (4) A declaration under penalty of perjury, on a form
32 provided by the Secretary of State, that the reinstatement is
33 authorized by a court of competent jurisdiction in this State or by
34 the duly selected general partners of the limited partnership; and

35 (b) Except as otherwise provided in NRS 231.14057, pays to the
36 Secretary of State:

37 (1) The filing fee and penalty set forth in NRS 88.395 and
38 88.400 for each year or portion thereof during which the certificate
39 has been revoked;

40 (2) The fee set forth in NRS 88.397, if applicable; and

41 (3) ~~A~~ *Except as otherwise provided in this subparagraph,*
42 *a fee of \$300 for reinstatement. The Secretary of State may*
43 *establish by regulation the amount of the fee for reinstatement. If*
44 *the Secretary of State establishes by regulation the amount of the*
45 *fee for reinstatement, the limited partnership must pay to the*



1 *Secretary of State a fee for reinstatement in the amount*
2 *established by the Secretary of State by regulation.*

3 2. When the Secretary of State reinstates the limited
4 partnership, the Secretary of State shall issue to the limited
5 partnership a certificate of reinstatement if the limited partnership:

6 (a) Requests a certificate of reinstatement; and

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

8 3. Except as otherwise provided in NRS 231.14057, the
9 Secretary of State shall not order a reinstatement unless all
10 delinquent fees and penalties have been paid, and the revocation
11 occurred only by reason of failure to pay the fees and penalties.

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

15 5. Except as otherwise provided in NRS 88.327, a
16 reinstatement pursuant to this section relates back to the date on
17 which the limited partnership forfeited its right to transact business
18 under the provisions of this chapter and reinstates the limited
19 partnership's right to transact business as if such right had at all
20 times remained in full force and effect.

21 **Sec. 59.** NRS 88.415 is hereby amended to read as follows:

22 88.415 The Secretary of State, for services relating to the
23 official duties of the Secretary of State and the records of the Office
24 of the Secretary of State, shall charge and collect the following fees:

25 1. ~~For~~ *Except as otherwise provided in this subsection, for*
26 *filing a certificate of limited partnership, or for registering a foreign*
27 *limited partnership, \$75. The Secretary of State may establish by*
28 *regulation the amount of the fee for filing a certificate of limited*
29 *partnership or for registering a foreign limited partnership. If the*
30 *Secretary of State establishes by regulation the amount of such a*
31 *fee, the fee for filing a certificate of limited partnership, or for*
32 *registering a foreign limited partnership, must be in the amount*
33 *established by the Secretary of State by regulation.*

34 2. For filing a certificate of registration of limited-liability
35 limited partnership, or for registering a foreign registered limited-
36 liability limited partnership, \$100.

37 3. For filing a certificate of amendment of limited partnership
38 or restated certificate of limited partnership, \$175.

39 4. For certifying a copy of a certificate of limited partnership,
40 an amendment to the certificate, or a certificate as amended, \$30 per
41 certification.

42 5. For certifying an authorized printed copy of the limited
43 partnership law, \$30.

44 6. For reserving a limited partnership name, or for signing,
45 filing or certifying any other record, \$25.



1 7. For copies provided by the Office of the Secretary of State,
2 \$2 per page.

3 8. For filing a certificate of cancellation of a limited
4 partnership, \$100.

5 ↪ Except as otherwise provided in this section, the fees set forth in
6 NRS 78.785 apply to this chapter.

7 **Sec. 60.** NRS 88.591 is hereby amended to read as follows:

8 88.591 1. Each foreign limited partnership doing business in
9 this State shall, at the time of the filing of its application for
10 registration as a foreign limited partnership with the Secretary of
11 State, or, if the foreign limited partnership has selected an
12 alternative due date pursuant to subsection 10, on or before that
13 alternative due date, and annually thereafter on or before the last day
14 of the month in which the anniversary date of its qualification to do
15 business in this State occurs in each year, or, if applicable, on or
16 before the last day of the month in which the anniversary date of the
17 alternative due date occurs in each year, file with the Secretary of
18 State a list, on a form furnished by the Secretary of State, that
19 contains:

20 (a) The name of the foreign limited partnership;

21 (b) The file number of the foreign limited partnership, if known;

22 (c) The names of all its general partners;

23 (d) The address, either residence or business, of each general
24 partner; and

25 (e) The signature of a general partner of the foreign limited
26 partnership, or some other person specifically authorized by the
27 foreign limited partnership to sign the list, certifying that the list is
28 true, complete and accurate.

29 2. Each list filed pursuant to this section must be accompanied
30 by a declaration under penalty of perjury that:

31 (a) The foreign limited partnership has complied with the
32 provisions of chapter 76 of NRS;

33 (b) The foreign limited partnership acknowledges that pursuant
34 to NRS 239.330, it is a category C felony to knowingly offer any
35 false or forged instrument for filing in the Office of the Secretary of
36 State; and

37 (c) None of the general partners identified in the list has been
38 identified in the list with the fraudulent intent of concealing the
39 identity of any person or persons exercising the power or authority
40 of a general partner in furtherance of any unlawful conduct.

41 3. ~~Upon~~ *Except as otherwise provided in this subsection,*
42 *upon* filing:

43 (a) The initial list required by this section, the foreign limited
44 partnership shall pay to the Secretary of State a fee of \$150.



1 (b) Each annual list required by this section, the foreign limited
2 partnership shall pay to the Secretary of State a fee of \$150.

3 *↳ The Secretary of State may establish by regulation the amount*
4 *of the fee for filing the initial list and each annual list required by*
5 *this section. If the Secretary of State establishes by regulation the*
6 *amount of such a fee, upon filing the initial list and each annual*
7 *list, the foreign limited partnership shall pay to the Secretary of*
8 *State a fee in the amount established by the Secretary of State by*
9 *regulation.*

10 4. If a foreign limited partnership files an amended list of
11 general partners with the Secretary of State within 60 days after the
12 date on which the initial list required by this section is filed, the
13 foreign limited partnership or the resigning general partner is not
14 required to pay a fee for filing the amended list.

15 5. Except as otherwise provided in subsection 4, if a general
16 partner of a foreign limited partnership resigns and the resignation is
17 not reflected on the annual or amended list of general partners, the
18 foreign limited partnership or the resigning general partner shall pay
19 to the Secretary of State a fee of \$75 to file the resignation of the
20 general partner.

21 6. The Secretary of State shall, 90 days before the last day for
22 filing each annual list required by subsection 1, provide to each
23 foreign limited partnership, which is required to comply with the
24 provisions of NRS 88.591 to 88.5945, inclusive, and which has not
25 become delinquent, a notice of the fee due pursuant to subsection 3
26 and a reminder to file the list required pursuant to subsection 1.
27 Failure of any foreign limited partnership to receive a notice does
28 not excuse it from the penalty imposed by the provisions of NRS
29 88.591 to 88.5945, inclusive.

30 7. If the list to be filed pursuant to the provisions of subsection
31 1 is defective or the fee required by subsection 3 is not paid, the
32 Secretary of State may return the list for correction or payment.

33 8. An annual list for a foreign limited partnership not in default
34 which is received by the Secretary of State more than 90 days before
35 its due date shall be deemed an amended list for the previous year
36 and does not satisfy the requirements of subsection 1 for the year to
37 which the due date is applicable.

38 9. A person who files with the Secretary of State a list required
39 by this section which identifies a general partner with the fraudulent
40 intent of concealing the identity of any person or persons exercising
41 the power or authority of a general partner in furtherance of any
42 unlawful conduct is subject to the penalty set forth in NRS 225.084.

43 10. The Secretary of State may allow a foreign limited
44 partnership to select an alternative due date for filing the initial list
45 required by this section.



1 11. The Secretary of State may adopt regulations to administer
2 the provisions of subsection 10.

3 **Sec. 61.** NRS 88.593 is hereby amended to read as follows:

4 88.593 1. Each foreign limited partnership which is required
5 to make a filing and pay the fee prescribed in NRS 88.591 to
6 88.5945, inclusive, and which refuses or neglects to do so within the
7 time provided is in default.

8 2. ~~For~~ *Except as otherwise provided in this subsection, for*
9 default there must be added to the amount of the fee a penalty of
10 \$75 and unless the filing is made and the fee and penalty are paid on
11 or before the last day of the month in which the anniversary date of
12 the foreign limited partnership occurs, the defaulting foreign limited
13 partnership by reason of its default forfeits its right to transact any
14 business within this State. *The Secretary of State may establish by*
15 *regulation the amount of the penalty that must be paid for default.*
16 *If the Secretary of State establishes by regulation the penalty for*
17 *default, the penalty for default must be in the amount established*
18 *by the Secretary of State by regulation.* The fee and penalty must be
19 collected as provided in this chapter.

20 **Sec. 62.** NRS 88.594 is hereby amended to read as follows:

21 88.594 1. Except as otherwise provided in subsections 3 and
22 4 and NRS 88.5927, the Secretary of State shall reinstate a foreign
23 limited partnership which has forfeited or which forfeits its right to
24 transact business under the provisions of this chapter and shall
25 restore to the foreign limited partnership its right to transact
26 business in this State, and to exercise its privileges and immunities,
27 if it:

28 (a) Files with the Secretary of State:

- 29 (1) The list required by NRS 88.591;
30 (2) The statement required by NRS 88.5915, if applicable;
31 (3) The information required pursuant to NRS 77.310; and
32 (4) A declaration under penalty of perjury, on a form
33 provided by the Secretary of State, that the reinstatement is
34 authorized by a court of competent jurisdiction in this State or by
35 the duly selected general partners of the foreign limited partnership;
36 and

37 (b) Except as otherwise provided in NRS 231.14057, pays to the
38 Secretary of State:

39 (1) The filing fee and penalty set forth in NRS 88.591 and
40 88.593 for each year or portion thereof that its right to transact
41 business was forfeited;

42 (2) The fee set forth in NRS 88.5915, if applicable; and

43 (3) ~~A~~ *Except as otherwise provided in this subparagraph,*
44 *a* fee of \$300 for reinstatement. *The Secretary of State may*
45 *establish by regulation the amount of the fee for reinstatement. If*



1 *the Secretary of State establishes by regulation the amount of the*
2 *fee for reinstatement, the foreign limited partnership must pay to*
3 *the Secretary of State a fee for reinstatement in the amount*
4 *established by the Secretary of State by regulation.*

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

9 (a) Requests a certificate of reinstatement; and

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

11 3. Except as otherwise provided in NRS 231.14057, the
12 Secretary of State shall not order a reinstatement unless all
13 delinquent fees and penalties have been paid and the revocation of
14 the right to transact business occurred only by reason of failure to
15 pay the fees and penalties.

16 4. If the right of a foreign limited partnership to transact
17 business in this State has been forfeited pursuant to the provisions of
18 this chapter and has remained forfeited for a period of 5 consecutive
19 years, the right is not subject to reinstatement.

20 5. Except as otherwise provided in NRS 88.5945, a
21 reinstatement pursuant to this section relates back to the date on
22 which the foreign limited partnership forfeited its right to transact
23 business under the provisions of this chapter and reinstates the
24 foreign limited partnership's right to transact business as if such
25 right had at all times remained in full force and effect.

26 **Sec. 63.** NRS 88A.600 is hereby amended to read as follows:

27 88A.600 1. A business trust formed pursuant to this chapter
28 shall, at the time of the filing of its certificate of trust with the
29 Secretary of State, or, if the business trust has selected an alternative
30 due date pursuant to subsection 9, on or before that alternative due
31 date, and annually thereafter on or before the last day of the month
32 in which the anniversary date of the filing of its certificate of trust
33 with the Secretary of State occurs, file with the Secretary of State,
34 or, if applicable, on or before the last day of the month in which the
35 anniversary date of the alternative due date occurs in each year, on a
36 form furnished by the Secretary of State, a list signed by at least one
37 trustee, or by some other person specifically authorized by the
38 business trust to sign the list, that contains the name and street
39 address of at least one trustee. Each list filed pursuant to this
40 subsection must be accompanied by a declaration under penalty of
41 perjury that:

42 (a) The business trust has complied with the provisions of
43 chapter 76 of NRS;

44 (b) The business trust acknowledges that pursuant to NRS
45 239.330, it is a category C felony to knowingly offer any false or



1 forged instrument for filing in the Office of the Secretary of State;
2 and

3 (c) None of the trustees identified in the list has been identified
4 in the list with the fraudulent intent of concealing the identity of any
5 person or persons exercising the power or authority of a trustee in
6 furtherance of any unlawful conduct.

7 2. ~~Upon~~ *Except as otherwise provided in this subsection,*
8 *upon* filing:

9 (a) The initial list required by subsection 1, the business trust
10 shall pay to the Secretary of State a fee of \$150.

11 (b) Each annual list required by subsection 1, the business trust
12 shall pay to the Secretary of State a fee of \$150.

13 *↳ The Secretary of State may establish by regulation the amount*
14 *of the fee for filing the initial list and each annual list required by*
15 *subsection 1. If the Secretary of State establishes by regulation the*
16 *amount of such a fee, upon filing the initial list and each annual*
17 *list, the business trust shall pay to the Secretary of State a fee in*
18 *the amount established by the Secretary of State by regulation.*

19 3. If a business trust files an amended list of trustees with the
20 Secretary of State within 60 days after the date on which the initial
21 list required by subsection 1 is filed, the business trust or the
22 resigning trustee is not required to pay a fee for filing the amended
23 list.

24 4. Except as otherwise provided in subsection 3, if a trustee of
25 a business trust resigns and the resignation is not reflected on the
26 annual or amended list of trustees, the business trust or the resigning
27 trustee shall pay to the Secretary of State a fee of \$75 to file the
28 resignation.

29 5. The Secretary of State shall, 90 days before the last day for
30 filing each annual list required by subsection 1, provide to each
31 business trust which is required to comply with the provisions of
32 NRS 88A.600 to 88A.665, inclusive, and which has not become
33 delinquent, a notice of the fee due pursuant to subsection 2 and a
34 reminder to file the list required pursuant to subsection 1. Failure of
35 a business trust to receive a notice does not excuse it from the
36 penalty imposed by law.

37 6. An annual list for a business trust not in default which is
38 received by the Secretary of State more than 90 days before its due
39 date shall be deemed an amended list for the previous year.

40 7. A person who files with the Secretary of State an initial list
41 or annual list required by subsection 1 which identifies a trustee
42 with the fraudulent intent of concealing the identity of any person or
43 persons exercising the power or authority of a trustee in furtherance
44 of any unlawful conduct is subject to the penalty set forth in
45 NRS 225.084.



1 8. For the purposes of this section, a person who is a beneficial
2 owner is not deemed to exercise actual control of the daily
3 operations of a business trust based solely on the fact that the person
4 is a beneficial owner.

5 9. The Secretary of State may allow a business trust to select
6 an alternative due date for filing the initial list required by
7 subsection 1.

8 10. The Secretary of State may adopt regulations to administer
9 the provisions of subsection 9.

10 **Sec. 64.** NRS 88A.630 is hereby amended to read as follows:

11 88A.630 1. Each business trust required to file the list and
12 pay the fee prescribed in NRS 88A.600 to 88A.665, inclusive,
13 which refuses or neglects to do so within the time provided shall be
14 deemed in default.

15 2. ~~For~~ *Except as otherwise provided in this subsection, for*
16 *default, there must be added to the amount of the fee a penalty of*
17 *\$75. The Secretary of State may establish by regulation the*
18 *amount of the penalty that must be paid for default. If the*
19 *Secretary of State establishes by regulation the penalty for default,*
20 *the penalty for default must be in the amount established by the*
21 *Secretary of State by regulation.* The fee and penalty must be
22 collected as provided in this chapter.

23 **Sec. 65.** NRS 88A.650 is hereby amended to read as follows:

24 88A.650 1. Except as otherwise provided in subsections 3
25 and 4 and NRS 88A.345, the Secretary of State shall reinstate a
26 business trust which has forfeited or which forfeits its right to
27 transact business pursuant to the provisions of this chapter and shall
28 restore to the business trust its right to carry on business in this
29 State, and to exercise its privileges and immunities, if it:

30 (a) Files with the Secretary of State:

31 (1) The list required by NRS 88A.600;

32 (2) The information required pursuant to NRS 77.310; and

33 (3) A declaration under penalty of perjury, on a form
34 provided by the Secretary of State, that the reinstatement is
35 authorized by a court of competent jurisdiction in this State or by
36 the duly selected trustees of the business trust; and

37 (b) Except as otherwise provided in NRS 231.14057, pays to the
38 Secretary of State:

39 (1) The filing fee and penalty set forth in NRS 88A.600 and
40 88A.630 for each year or portion thereof during which its certificate
41 of trust was revoked; and

42 (2) ~~A~~ *Except as otherwise provided in this subparagraph,*
43 *a fee of \$300 for reinstatement. The Secretary of State may*
44 *establish by regulation the amount of the fee for reinstatement. If*
45 *the Secretary of State establishes by regulation the amount of the*



1 *fee for reinstatement, the business trust must pay to the Secretary*
2 *of State a fee for reinstatement in the amount established by the*
3 *Secretary of State by regulation.*

4 2. When the Secretary of State reinstates the business trust, the
5 Secretary of State shall issue to the business trust a certificate of
6 reinstatement if the business trust:

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

9 3. Except as otherwise provided in NRS 231.14057, the
10 Secretary of State shall not order a reinstatement unless all
11 delinquent fees and penalties have been paid, and the revocation of
12 the certificate of trust occurred only by reason of the failure to file
13 the list or pay the fees and penalties.

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

17 5. Except as otherwise provided in NRS 88A.660, a
18 reinstatement pursuant to this section relates back to the date on
19 which the business trust forfeited its right to transact business under
20 the provisions of this chapter and reinstates the business trust's right
21 to transact business as if such right had at all times remained in full
22 force and effect.

23 **Sec. 66.** NRS 88A.732 is hereby amended to read as follows:

24 88A.732 1. Each foreign business trust doing business in this
25 State shall, at the time of the filing of its application for registration
26 as a foreign business trust with the Secretary of State, or, if the
27 foreign business trust has selected an alternative due date pursuant
28 to subsection 11, on or before that alternative due date, and annually
29 thereafter on or before the last day of the month in which the
30 anniversary date of its qualification to do business in this State
31 occurs in each year, or, if applicable, on or before the last day of the
32 month in which the anniversary date of the alternative due date
33 occurs in each year, file with the Secretary of State a list, on a form
34 furnished by the Secretary of State, that contains:

- 35 (a) The name of the foreign business trust;
- 36 (b) The file number of the foreign business trust, if known;
- 37 (c) The name of at least one of its trustees;
- 38 (d) The address, either residence or business, of the trustee listed
39 pursuant to paragraph (c); and
- 40 (e) The signature of a trustee of the foreign business trust, or
41 some other person specifically authorized by the foreign business
42 trust to sign the list, certifying that the list is true, complete and
43 accurate.

44 2. Each list required to be filed pursuant to this section must be
45 accompanied by a declaration under penalty of perjury that:



1 (a) The foreign business trust has complied with the provisions
2 of chapter 76 of NRS;

3 (b) The foreign business trust acknowledges that pursuant to
4 NRS 239.330, it is a category C felony to knowingly offer any false
5 or forged instrument for filing in the Office of the Secretary of
6 State; and

7 (c) None of the trustees identified in the list has been identified
8 in the list with the fraudulent intent of concealing the identity of any
9 person or persons exercising the power or authority of a trustee in
10 furtherance of any unlawful conduct.

11 3. ~~Upon~~ *Except as otherwise provided in this subsection,*
12 *upon* filing:

13 (a) The initial list required by this section, the foreign business
14 trust shall pay to the Secretary of State a fee of \$150.

15 (b) Each annual list required by this section, the foreign business
16 trust shall pay to the Secretary of State a fee of \$150.

17 *↳ The Secretary of State may establish by regulation the amount*
18 *of the fee for filing the initial list and each annual list required by*
19 *this section. If the Secretary of State establishes by regulation the*
20 *amount of such a fee, upon filing the initial list and each annual*
21 *list, the foreign business trust shall pay to the Secretary of State a*
22 *fee in the amount established by the Secretary of State by*
23 *regulation.*

24 4. If a foreign business trust files an amended list of trustees
25 with the Secretary of State within 60 days after the date on which
26 the initial list required by this section is filed, the foreign business
27 trust or the resigning trustee is not required to pay a fee for filing the
28 amended list.

29 5. Except as otherwise provided in subsection 4, if a trustee of
30 a foreign business trust resigns and the resignation is not reflected
31 on the annual or amended list of trustees, the foreign business trust
32 or the resigning trustee shall pay to the Secretary of State a fee of
33 \$75 to file the resignation.

34 6. The Secretary of State shall, 90 days before the last day for
35 filing each annual list required by subsection 1, provide to each
36 foreign business trust which is required to comply with the
37 provisions of NRS 88A.732 to 88A.738, inclusive, and which has
38 not become delinquent, a notice of the fee due pursuant to
39 subsection 3 and a reminder to file the list required pursuant to
40 subsection 1. Failure of any foreign business trust to receive a notice
41 does not excuse it from the penalty imposed by the provisions of
42 NRS 88A.732 to 88A.738, inclusive.

43 7. If the list to be filed pursuant to the provisions of subsection
44 1 is defective or the fee required by subsection 3 is not paid, the
45 Secretary of State may return the list for correction or payment.



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

6 9. A person who files with the Secretary of State a list required
7 by this section which identifies a trustee with the fraudulent intent of
8 concealing the identity of any person or persons exercising the
9 power or authority of a trustee in furtherance of any unlawful
10 conduct is subject to the penalty set forth in NRS 225.084.

11 10. For the purposes of this section, a person who is a
12 beneficial owner is not deemed to exercise actual control of the
13 daily operations of a foreign business trust based solely on the fact
14 that the person is a beneficial owner.

15 11. The Secretary of State may allow a foreign business trust to
16 select an alternative due date for filing the initial list required by this
17 section.

18 12. The Secretary of State may adopt regulations to administer
19 the provisions of subsection 11.

20 **Sec. 67.** NRS 88A.735 is hereby amended to read as follows:

21 88A.735 1. Each foreign business trust which is required to
22 make a filing and pay the fee prescribed in NRS 88A.732 to
23 88A.738, inclusive, and which refuses or neglects to do so within
24 the time provided is in default.

25 2. ~~For~~ *Except as otherwise provided in this subsection, for*
26 *default there must be added to the amount of the fee a penalty of*
27 *\$75, and unless the filing is made and the fee and penalty are paid*
28 *on or before the last day of the month in which the anniversary date*
29 *of the foreign business trust occurs, the defaulting foreign business*
30 *trust by reason of its default forfeits its right to transact any business*
31 *within this State. The Secretary of State may establish by*
32 *regulation the amount of the penalty that must be paid for default.*
33 *If the Secretary of State establishes by regulation the penalty for*
34 *default, the penalty for default must be in the amount established*
35 *by the Secretary of State by regulation.* The fee and penalty must be
36 collected as provided in this chapter.

37 **Sec. 68.** NRS 88A.737 is hereby amended to read as follows:

38 88A.737 1. Except as otherwise provided in subsections 3
39 and 4 and NRS 88A.7345, the Secretary of State shall reinstate a
40 foreign business trust which has forfeited or which forfeits its right
41 to transact business under the provisions of this chapter and shall
42 restore to the foreign business trust its right to transact business in
43 this State, and to exercise its privileges and immunities, if it:

44 (a) Files with the Secretary of State:

45 (1) The list required by NRS 88A.732;



1 (2) The information required pursuant to NRS 77.310; and
2 (3) A declaration under penalty of perjury, on a form
3 provided by the Secretary of State, that the reinstatement is
4 authorized by a court of competent jurisdiction in this State or by
5 the duly selected trustees of the foreign business trust; and

6 (b) Except as otherwise provided in NRS 231.14057, pays to the
7 Secretary of State:

8 (1) The filing fee and penalty set forth in NRS 88A.732 and
9 88A.735 for each year or portion thereof that its right to transact
10 business was forfeited; and

11 (2) ~~[(A)]~~ *Except as otherwise provided in this subparagraph,*
12 *a fee of \$300 for reinstatement. The Secretary of State may*
13 *establish by regulation the amount of the fee for reinstatement. If*
14 *the Secretary of State establishes by regulation the amount of the*
15 *fee for reinstatement, the foreign business trust must pay to the*
16 *Secretary of State a fee for reinstatement in the amount*
17 *established by the Secretary of State by regulation.*

18 2. When the Secretary of State reinstates the foreign business
19 trust, the Secretary of State shall issue to the foreign business trust a
20 certificate of reinstatement if the foreign business trust:

21 (a) Requests a certificate of reinstatement; and

22 (b) Pays the required fees pursuant to NRS 88A.900.

23 3. Except as otherwise provided in NRS 231.14057, the
24 Secretary of State shall not order a reinstatement unless all
25 delinquent fees and penalties have been paid and the revocation of
26 the right to transact business occurred only by reason of failure to
27 pay the fees and penalties.

28 4. If the right of a foreign business trust to transact business in
29 this State has been forfeited pursuant to the provisions of this
30 chapter and has remained forfeited for a period of 5 consecutive
31 years, the right to transact business must not be reinstated.

32 5. Except as otherwise provided in NRS 88A.738, a
33 reinstatement pursuant to this section relates back to the date the
34 foreign business trust forfeited its right to transact business under
35 the provisions of this chapter and reinstates the foreign business
36 trust's right to transact business as if such right had at all times
37 remained in full force and effect.

38 **Sec. 69.** NRS 88A.900 is hereby amended to read as follows:

39 88A.900 The Secretary of State shall charge and collect the
40 following fees for:

41 1. ~~[(Filing)]~~ *Except as otherwise provided in this subsection,*
42 *filing an original certificate of trust, or for registering a foreign*
43 *business trust, \$75. The Secretary of State may establish by*
44 *regulation the amount of the fee for filing an original certificate*
45 *of trust or for registering a foreign business trust. If the Secretary*



1 *of State establishes by regulation the amount of such a fee, the*
2 *amount of the fee for filing an original certificate of trust, or for*
3 *registering a foreign business trust, must be the amount*
4 *established by the Secretary of State by regulation.*

5 2. Filing an amendment or restatement, or a combination
6 thereof, to a certificate of trust, \$175.

7 3. Filing a certificate of cancellation, \$100.

8 4. Certifying a copy of a certificate of trust or an amendment or
9 restatement, or a combination thereof, \$30 per certification.

10 5. Certifying an authorized printed copy of this chapter, \$30.

11 6. Reserving a name for a business trust, \$25.

12 7. Signing a certificate of existence of a business trust which
13 does not list the previous records relating to it, or a certificate of
14 change in the name of a business trust, \$50.

15 8. Signing a certificate of existence of a business trust which
16 lists the previous records relating to it, \$50.

17 9. Signing, certifying or filing any certificate or record not
18 otherwise provided for in this section, \$50.

19 10. Examining and provisionally approving a record before the
20 record is presented for filing, \$125.

21 11. Copying a record on file with the Secretary of State, for
22 each page, \$2.

23 **Sec. 70.** NRS 89.027 is hereby amended to read as follows:

24 89.027 ~~[No]~~

25 *1. Except as otherwise provided in subsection 2, no* record
26 which is written in a language other than English may be filed or
27 submitted for filing in the Office of the Secretary of State pursuant
28 to the provisions of this chapter unless it is accompanied by a
29 verified translation of that record into the English language.

30 *2. The Office of the Secretary of State may accept for filing a*
31 *record which is written in a language other than English if the*
32 *Secretary of State determines that sufficient resources are*
33 *available to provide for a verified translation of that record into*
34 *the English language.*

35 **Sec. 71.** NRS 89.210 is hereby amended to read as follows:

36 89.210 1. Within 30 days after the organization of a
37 professional association under this chapter, the association shall file
38 with the Secretary of State a copy of the articles of association, duly
39 signed, and , *except as otherwise provided in subsection 3,* shall
40 pay at that time a filing fee of \$75. A copy of any amendments to
41 the articles of association 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 \$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 **3. *The Secretary of State may establish by regulation the fee***
8 ***for filing a copy of the articles of association, which is required by***
9 ***subsection 1. If the Secretary of State establishes by regulation the***
10 ***amount of such a filing fee, the professional association shall pay***
11 ***the filing fee required by subsection 1 in the amount established***
12 ***by the Secretary of State by regulation.***

13 **Sec. 72.** NRS 89.250 is hereby amended to read as follows:

14 89.250 1. Except as otherwise provided in subsection 2, a
15 professional association shall, at the time of the filing of its articles
16 of association with the Secretary of State, or, if the professional
17 association has selected an alternative due date pursuant to
18 subsection 8, on or before that alternative due date, and annually
19 thereafter on or before the last day of the month in which the
20 anniversary date of its organization occurs in each year, or, if
21 applicable, on or before the last day of the month in which the
22 anniversary date of the alternative due date occurs in each year, file
23 with the Secretary of State a list showing the names and addresses,
24 either residence or business, of all members and employees in the
25 professional association and certifying that all members and
26 employees are licensed to render professional service in this State.

27 2. A professional association organized and practicing pursuant
28 to the provisions of this chapter and NRS 623.349 shall, at the time
29 of the filing of its articles of association with the Secretary of State,
30 or, if the professional association has selected an alternative due
31 date pursuant to subsection 8, on or before that alternative due date,
32 and annually thereafter on or before the last day of the month in
33 which the anniversary date of its organization occurs in each year,
34 or, if applicable, on or before the last day of the month in which the
35 anniversary date of the alternative due date occurs in each year, file
36 with the Secretary of State a list:

37 (a) Showing the names and addresses, either residence or
38 business, of all members and employees of the professional
39 association who are licensed or otherwise authorized by law to
40 render professional service in this State;

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

44 (c) Certifying that all members who are not licensed to render
45 professional service in this State do not render professional service



1 on behalf of the professional association except as authorized by
2 law.

3 3. Each list filed pursuant to this section must be:

4 (a) Made on a form furnished by the Secretary of State and must
5 not contain any fiscal or other information except that expressly
6 called for by this section.

7 (b) Signed by the chief executive officer of the professional
8 association or by some other person specifically authorized by the
9 chief executive officer to sign the list.

10 (c) Accompanied by a declaration under penalty of perjury that:

11 (1) The professional association has complied with the
12 provisions of chapter 76 of NRS;

13 (2) The professional association acknowledges that pursuant
14 to NRS 239.330, it is a category C felony to knowingly offer any
15 false or forged instrument for filing in the Office of the Secretary of
16 State; and

17 (3) None of the members or employees identified in the list
18 has been identified in the list with the fraudulent intent of
19 concealing the identity of any person or persons exercising the
20 power or authority of a member or employee in furtherance of any
21 unlawful conduct.

22 4. ~~Upon~~ *Except as otherwise provided in this subsection,*
23 *upon* filing:

24 (a) The initial list required by this section, the professional
25 association shall pay to the Secretary of State a fee of \$150.

26 (b) Each annual list required by this section, the professional
27 association shall pay to the Secretary of State a fee of \$150.

28 *↳ The Secretary of State may establish by regulation the amount*
29 *of the fee for filing the initial list and each annual list required by*
30 *this section. If the Secretary of State establishes by regulation the*
31 *amount of such a fee, upon filing the initial list and each annual*
32 *list, the professional association shall pay to the Secretary of State*
33 *a fee in the amount established by the Secretary of State by*
34 *regulation.*

35 5. If a professional association files an amended list of
36 members and employees with the Secretary of State within 60 days
37 after the date on which the initial list required by this section is
38 filed, the professional association is not required to pay a fee for
39 filing the amended list.

40 6. A person who files with the Secretary of State an initial list
41 or annual list required by this section which identifies a member or
42 an employee of a professional association with the fraudulent intent
43 of concealing the identity of any person or persons exercising the
44 power or authority of a member or employee in furtherance of any
45 unlawful conduct is subject to the penalty set forth in NRS 225.084.



1 7. For the purposes of this section, a person is not deemed to
2 exercise actual control of the daily operations of a professional
3 association based solely on the fact that the person holds an
4 ownership interest in the professional association.

5 8. The Secretary of State may allow a professional association
6 to select an alternative due date for filing the initial list required by
7 this section.

8 9. The Secretary of State may adopt regulations to administer
9 the provisions of subsection 8.

10 **Sec. 73.** NRS 89.252 is hereby amended to read as follows:

11 89.252 1. Each professional association that is required to
12 make a filing and pay the fee prescribed in NRS 89.250 but refuses
13 to do so within the time provided is in default.

14 2. ~~For~~ *Except as otherwise provided in this subsection, for*
15 *default, there must be added to the amount of the fee a penalty of*
16 *\$75. The Secretary of State may establish by regulation the*
17 *amount of the penalty that must be paid for default. If the*
18 *Secretary of State establishes by regulation the penalty for default,*
19 *the penalty for default must be in the amount established by the*
20 *Secretary of State by regulation.* The fee and penalty must be
21 collected as provided in this chapter.

22 **Sec. 74.** NRS 89.256 is hereby amended to read as follows:

23 89.256 1. Except as otherwise provided in subsections 3 and
24 4 and NRS 89.251, the Secretary of State shall reinstate any
25 professional association which has forfeited its right to transact
26 business under the provisions of this chapter and restore the right to
27 carry on business in this State and exercise its privileges and
28 immunities if it:

29 (a) Files with the Secretary of State:

30 (1) The list and certification required by NRS 89.250;

31 (2) The information required pursuant to NRS 77.310; and

32 (3) A declaration under penalty of perjury, on a form
33 provided by the Secretary of State, that the reinstatement is
34 authorized by a court of competent jurisdiction in this State or by
35 the duly selected chief executive officer of the professional
36 association; and

37 (b) Except as otherwise provided in NRS 231.14057, pays to the
38 Secretary of State:

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

42 (2) ~~A~~ *Except as otherwise provided in this subparagraph,*
43 *a fee of \$300 for reinstatement. The Secretary of State may*
44 *establish by regulation the amount of the fee for reinstatement. If*
45 *the Secretary of State establishes by regulation the amount of the*



1 *fee for reinstatement, the professional association must pay to the*
2 *Secretary of State a fee for reinstatement in the amount*
3 *established by the Secretary of State by regulation.*

4 2. When the Secretary of State reinstates the professional
5 association, the Secretary of State shall issue to the
6 professional association a certificate of reinstatement if the
7 professional association:

8 (a) Requests a certificate of reinstatement; and

9 (b) Pays the required fees pursuant to subsection 7 of
10 NRS 78.785.

11 3. Except as otherwise provided in NRS 231.14057, the
12 Secretary of State shall not order a reinstatement unless all
13 delinquent fees and penalties have been paid, and the revocation of
14 the articles of association occurred only by reason of the failure to
15 pay the fees and penalties.

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

20 5. A reinstatement pursuant to this section relates back to the
21 date on which the professional association forfeited its right to
22 transact business under the provisions of this chapter and reinstates
23 the professional association's right to transact business as if such
24 right had at all times remained in full force and effect.

25 **Sec. 75.** NRS 353.007 is hereby amended to read as follows:

26 353.007 1. Except as otherwise provided in subsection 2, a
27 person shall not enter into a contract with the State of Nevada unless
28 the person is a holder of a state business license issued pursuant to
29 chapter 76 of NRS.

30 2. A person who is not a holder of a state business license may
31 enter into a contract with the State of Nevada if, pursuant to
32 paragraph (b) of subsection ~~7~~ 8 of NRS 76.100, the person is not
33 required to obtain a state business license.

34 3. The provisions of this section apply to all offices,
35 departments, divisions, boards, commissions, institutions, agencies
36 or any other units of:

37 (a) The Legislative, Executive and Judicial Departments of the
38 State Government;

39 (b) The Nevada System of Higher Education; and

40 (c) The Public Employees' Retirement System.

41 **Sec. 76.** NRS 600.025 is hereby amended to read as follows:

42 600.025 ~~[No]~~

43 *1. Except as otherwise provided in subsection 2, no* document
44 *which is written in a language other than English may be filed or*
45 *submitted for filing in the Office of the Secretary of State pursuant*



1 to the provisions of this chapter unless it is accompanied by a
2 verified translation of the document into the English language.

3 *2. The Office of the Secretary of State may accept for filing a*
4 *record which is written in a language other than English if the*
5 *Secretary of State determines that sufficient resources are*
6 *available to provide for a verified translation of that record into*
7 *the English language.*

8 **Sec. 77.** NRS 600.340 is hereby amended to read as follows:

9 600.340 1. A person who has adopted and is using a mark in
10 this State may file in the Office of the Secretary of State, on a form
11 to be furnished by the Secretary of State, an application for
12 registration of that mark setting forth, but not limited to, the
13 following information:

14 (a) Whether the mark to be registered is a trademark, trade name
15 or service mark;

16 (b) A description of the mark by name, words displayed in it or
17 other information;

18 (c) The name and business address of the person applying for
19 the registration and, if it is a corporation, limited-liability company,
20 limited partnership or registered limited-liability partnership, the
21 state of incorporation or organization;

22 (d) The specific goods or services in connection with which the
23 mark is used and the mode or manner in which the mark is used in
24 connection with those goods or services and the class as designated
25 ~~by the Secretary of State~~ pursuant to NRS 600.400 which includes
26 those goods or services;

27 (e) The date when the mark was first used anywhere and the
28 date when it was first used in this State by the applicant or his or her
29 predecessor in business which must precede the filing of the
30 application; and

31 (f) A statement that the applicant is the owner of the mark and
32 that no other person has the right to use the mark in this State either
33 in the form set forth in the application or in such near resemblance
34 to it as might deceive or cause mistake.

35 2. The application must:

36 (a) Be signed and verified by the applicant or by a member of
37 the firm or an officer of the corporation or association applying.

38 (b) Be accompanied by a specimen or facsimile of the mark on
39 white paper that is 8 1/2 inches by 11 inches in size and by a filing
40 fee of \$100 payable to the Secretary of State.

41 3. If the application fails to comply with this section or NRS
42 600.343, the Secretary of State shall return it for correction.

43 **Sec. 78.** NRS 600.370 is hereby amended to read as follows:

44 600.370 1. A mark and its registration are assignable with the
45 good will of the business in which the mark is used, or with that part



1 of the good will of the business connected with the use of and
2 symbolized by the mark. An assignment must:

3 (a) Be ~~in writing;~~ *made upon a form prescribed by the*
4 *Secretary of State;*

5 (b) Be signed and acknowledged by the registrant or his or her
6 successor or a member of the firm or an officer of the corporation or
7 association under whose name the mark is registered; and

8 (c) Be recorded with the Secretary of State upon the payment of
9 a fee of \$100 to the Secretary of State who, upon recording the
10 assignment, shall issue in the name of the assignee a certificate of
11 assignment for the remainder of the period of the registration.

12 2. An assignment of any registration is void as against any
13 subsequent purchaser for valuable consideration without notice,
14 unless:

15 (a) The assignment is recorded with the Secretary of State
16 within 3 months after the date of the assignment; or

17 (b) The assignment is recorded before the subsequent purchase.

18 **Sec. 79.** NRS 600.400 is hereby amended to read as follows:

19 600.400 1. The ~~Secretary of State may adopt regulations~~
20 ~~defining general~~ classes of goods and services for which a mark
21 may be registered ~~[- Classes defined pursuant to this subsection]~~
22 *shall be the classes listed in the international schedule of classes*
23 *of goods and services adopted by the United States Patent and*
24 *Trademark Office, 37 C.F.R. § 6.1. Such classes* are deemed to be
25 for administrative convenience and must not be deemed to be
26 exclusive or limit or extend the rights of the applicant or registrant.

27 2. A single application for registration of a mark may include
28 any goods within their class on which the mark is used, or any
29 services within their class rendered in connection with the mark. If a
30 mark is used for more than one class of goods or more than one
31 class of services the applicant must file a separate application for
32 each class.

33 **Sec. 80.** This act becomes effective on July 1, 2025.



