

REQUIRES TWO-THIRDS MAJORITY VOTE (§§ 4, 7, 8, 9, 12, 14, 16, 21-26, 32, 35, 36, 37, 40, 42, 46, 50, 51, 54, 56, 59, 63, 67, 68, 69, 73, 75, 76, 79, 81, 86, 87, 89, 91, 92, 94, 98, 99, 103, 106, 108, 112, 113, 114, 116-120, 122, 125, 132, 133, 136, 138, 143, 146, 150, 151, 153, 154, 160, 163, 165, 170, 171, 174, 176, 180, 181, 184, 185, 186, 188-195, 197, 198, 201, 203, 204, 205, 207)

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**S.B. 6**

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SENATE BILL NO. 6—COMMITTEE OF THE WHOLE

JUNE 12, 2003

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Referred to Committee of the Whole

SUMMARY—Makes various changes to provisions pertaining to business. (BDR 7-15)

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

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

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AN ACT relating to business; providing for the implementation, modification and standardization of certain filing requirements for business entities; changing the exclusive remedy by which a judgment creditor of a member of a limited-liability company or a limited partnership may satisfy a judgment; increasing certain fees and establishing new fees; making various other changes to provisions pertaining to business entities; and providing other matters properly relating thereto.

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

- 1     **Section 1.** The Legislature hereby declares that:  
2     1. Many of the fees increased pursuant to the amendatory  
3 provisions of this act have not been increased for a substantial  
4 length of time, and increasing these fees is necessary and  
5 appropriate at this time.  
6     2. It is the intent of the Legislature that the fees increased  
7 pursuant to the amendatory provisions of this act must not be  
8 increased again for a period of at least 10 years following the  
9 enactment of this act.



1     **Sec. 2.** Chapter 78 of NRS is hereby amended by adding  
2     thereto a new section to read as follows:

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

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

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

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

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

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

20    **Sec. 3.** NRS 78.027 is hereby amended to read as follows:

21    78.027 The Secretary of State may microfilm *or image* any  
22    document which is filed in his office by a corporation pursuant to  
23    this chapter and may return the original document to the  
24    corporation.

25    **Sec. 4.** NRS 78.0295 is hereby amended to read as follows:

26    78.0295 1. A corporation may correct a document filed by  
27    the Secretary of State with respect to the corporation if the  
28    document contains an inaccurate record of a corporate action  
29    described in the document or was defectively executed, attested,  
30    sealed, verified or acknowledged.

31    2. To correct a document, the corporation ~~{shall:}~~ *must:*

32    (a) Prepare a certificate of correction which:

33    (1) States the name of the corporation;

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

36    (3) Specifies the inaccuracy or defect;

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

39    (5) Is signed by an officer of the corporation ~~{}~~ *or, if no*  
40    *stock has been issued by the corporation, by the incorporator or a*  
41    *director of the corporation.*

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

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

44    3. A certificate of correction is effective on the effective date  
45    of the document it corrects except as to persons relying on the



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

3 **Sec. 5.** NRS 78.035 is hereby amended to read as follows:  
4 78.035 The articles of incorporation must set forth:

5 1. The name of the corporation. A name appearing to be that of  
6 a natural person and containing a given name or initials must not be  
7 used as a corporate name except with an additional word or words  
8 such as "Incorporated," "Limited," "Inc.," "Ltd.," "Company,"  
9 "Co.," "Corporation," "Corp.," or other word which identifies it as  
10 not being a natural person.

11 2. The name of the person designated as the corporation's  
12 resident agent, the street address of the resident agent where process  
13 may be served upon the corporation, and the mailing address of the  
14 resident agent if different from the street address.

15 3. The number of shares the corporation is authorized to issue  
16 and, if more than one class or series of stock is authorized, the  
17 classes, the series and the number of shares of each class or series  
18 which the corporation is authorized to issue, unless the articles  
19 authorize the board of directors to fix and determine in a resolution  
20 the classes, series and numbers of each class or series as provided in  
21 NRS 78.195 and 78.196.

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

26 5. The name and ~~{post office box or street}~~ address, either  
27 residence or business, of each of the incorporators executing the  
28 articles of incorporation.

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

30 78.045 1. The Secretary of State shall not accept for filing  
31 any articles of incorporation or any certificate of amendment of  
32 articles of incorporation of any corporation formed pursuant to the  
33 laws of this state which provides that the name of the corporation  
34 contains the word "bank" or "trust," unless:

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

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

41 2. The Secretary of State shall not accept for filing any articles  
42 of incorporation or any certificate of amendment of articles of  
43 incorporation of any corporation formed pursuant to the provisions  
44 of this chapter if it appears from the articles or the certificate of  
45 amendment that the business to be carried on by the corporation is



1 subject to supervision by the Commissioner of Insurance or by the  
2 Commissioner of Financial Institutions, unless the articles or  
3 certificate of amendment is approved by the Commissioner who will  
4 supervise the business of the corporation.

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

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

15 (b) The State Board of Professional Engineers and Land  
16 Surveyors certifies that the corporation is exempt from the  
17 prohibitions of NRS 625.520.

18 4. The Secretary of State shall not accept for filing any articles  
19 of incorporation or any certificate of amendment of articles of  
20 incorporation of any corporation formed pursuant to the laws of this  
21 state which provides that the name of the corporation contains the  
22 ~~{words}~~ word "accountant," "accounting," "accountancy," "auditor"  
23 or "auditing" unless the Nevada State Board of Accountancy  
24 certifies that the corporation:

25 (a) Is registered pursuant to the provisions of chapter 628 of  
26 NRS; or

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

31 5. *The Secretary of State shall not accept for filing any*  
32 *articles of incorporation or any certificate of amendment of*  
33 *articles of incorporation of any corporation formed or existing*  
34 *pursuant to the laws of this state which provides that the name of*  
35 *the corporation contains the words "unit-owners' association" or*  
36 *"homeowners' association" or if it appears in the articles of*  
37 *incorporation or certificate of amendment that the purpose of the*  
38 *corporation is to operate as a unit-owners' association pursuant to*  
39 *chapter 116 of NRS unless the Administrator of the Real Estate*  
40 *Division of the Department of Business and Industry certifies that*  
41 *the corporation has:*

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

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



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

5       ~~6.~~ 7. The Commissioner of Financial Institutions and the  
6 Commissioner of Insurance may approve or disapprove the articles  
7 or amendments referred to them pursuant to the provisions of this  
8 section.

9       **Sec. 7.** NRS 78.097 is hereby amended to read as follows:

10       78.097 1. A resident agent who desires to resign shall file  
11 with the Secretary of State a signed statement *, on a form provided*  
12 *by the Secretary of State*, for each ~~corporation~~ *artificial person*  
13 *formed, organized, registered or qualified pursuant to the*  
14 *provisions of this title* that he is unwilling to continue to act as the  
15 *resident* agent of the ~~corporation~~ *artificial person* for the service  
16 of process. *The fee for filing a statement of resignation is \$100 for*  
17 *the first artificial person that the resident agent is unwilling to*  
18 *continue to act as the agent of and \$1 for each additional artificial*  
19 *person listed on the statement of resignation.* A resignation is not  
20 effective until the signed statement is filed with the Secretary of  
21 State.

22       2. The statement of resignation may contain a statement of the  
23 affected corporation appointing a successor resident agent for that  
24 corporation. A certificate of acceptance executed by the new  
25 resident agent, stating the full name, complete street address and, if  
26 different from the street address, mailing address of the new resident  
27 agent, must accompany the statement appointing a successor  
28 resident agent.

29       3. Upon the filing of the statement of resignation with the  
30 Secretary of State the capacity of the resigning person as resident  
31 agent terminates. If the statement of resignation contains no  
32 statement by the corporation appointing a successor resident agent,  
33 the resigning resident agent shall immediately give written notice,  
34 by mail, to the corporation of the filing of the statement and its  
35 effect. The notice must be addressed to any officer of the  
36 corporation other than the resident agent.

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

44       5. A corporation that fails to file a certificate of acceptance  
45 executed by the new resident agent within 30 days after the death,



1 resignation or removal of its former resident agent shall be deemed  
2 in default and is subject to the provisions of NRS 78.170 and  
3 78.175.

4 **Sec. 8.** NRS 78.110 is hereby amended to read as follows:

5 78.110 1. If a corporation created pursuant to this chapter  
6 desires to change its resident agent, the change may be effected by  
7 filing with the Secretary of State a certificate of change *of resident*  
8 *agent* signed by an officer of the corporation which sets forth:

- 9 (a) The name of the corporation;  
10 (b) The name and street address of its present resident agent; and  
11 (c) The name and street address of the new resident agent.

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

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

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

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

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

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

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

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

28 **Sec. 9.** NRS 78.150 is hereby amended to read as follows:

29 78.150 1. A corporation organized pursuant to the laws of  
30 this state shall, on or before the ~~first~~ *last* day of the ~~second~~ *first*  
31 month after the filing of its articles of incorporation with the  
32 Secretary of State, file with the Secretary of State a list, on a form  
33 furnished by him, 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~~  
37 treasurer, *or the equivalent thereof*, and of all the directors of the  
38 corporation;

39 (d) The ~~mailing or street~~ address, either residence or business,  
40 of each officer and director listed, following the name of the officer  
41 or director;

42 (e) The name and ~~street~~ address of the *lawfully designated*  
43 resident agent of the corporation; and

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



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

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

8       (a) *Has* complied with the provisions of chapter 364A of NRS  
9 ~~{-}~~; and

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

13       4. Upon filing the list required by:

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

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

19  
20               *\$75,000 or less ..... \$125*  
21               *Over \$75,000 and not over \$200,000 ..... 175*  
22               *Over \$200,000 and not over \$500,000 ..... 275*  
23               *Over \$500,000 and not over \$1,000,000 ..... 375*  
24               *Over \$1,000,000:*  
25                     *For the first \$1,000,000..... 375*  
26                     *For each additional \$500,000 or fraction thereof ..... 275*  
27       *The maximum fee which may be charged pursuant to paragraph*  
28       *(b) for filing the annual list is \$11,100.*

29  
30       5. *If a director or officer of a corporation resigns and the*  
31 *resignation is not made in conjunction with the filing of an*  
32 *annual or amended list of directors and officers, the corporation*  
33 *shall pay to the Secretary of State a fee of \$75 to file the*  
34 *resignation of the director or officer.*

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

43       ~~{6-}~~ 7. If the list to be filed pursuant to the provisions of  
44 subsection 1 or 2 is defective in any respect or the fee required by





1 subsection 4 ~~for 8~~ is not paid, the Secretary of State may return the  
2 list for correction or payment.

3 ~~[7.]~~ 8. An annual list for a corporation not in default which is  
4 received by the Secretary of State more than ~~{60}~~ 90 days before its  
5 due date shall be deemed an amended list for the previous year and  
6 must be accompanied by ~~{a fee of \$85}~~ *the appropriate fee as*  
7 *provided in subsection 4* for filing. A payment submitted pursuant  
8 to this subsection does not satisfy the requirements of subsection 2  
9 for the year to which the due date is applicable.

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

16 **Sec. 10.** NRS 78.155 is hereby amended to read as follows:

17 78.155 If a corporation has filed the initial or annual list in  
18 compliance with NRS 78.150 and has paid the appropriate fee for  
19 the filing, the cancelled check *or other proof of payment* received  
20 by the corporation constitutes a certificate authorizing it to transact  
21 its business within this state until the last day of the month in which  
22 the anniversary of its incorporation occurs in the next succeeding  
23 calendar year. ~~[If the corporation desires a formal certificate upon its~~  
24 ~~payment of the initial or annual fee, its payment must be~~  
25 ~~accompanied by a self-addressed, stamped envelope.]~~

26 **Sec. 11.** NRS 78.165 is hereby amended to read as follows:

27 78.165 1. ~~[Every]~~ *Each* list required to be filed under the  
28 provisions of NRS 78.150 to 78.185, inclusive, must, after the name  
29 of each officer and director listed thereon, set forth the ~~{post office~~  
30 ~~box or street}~~ address, either residence or business, of each officer  
31 and director.

32 2. If the addresses are not stated for each person on any list  
33 offered for filing, the Secretary of State may refuse to file the list,  
34 and the corporation for which the list has been offered for filing is  
35 subject to all the provisions of NRS 78.150 to 78.185, inclusive,  
36 relating to failure to file the list within or at the times therein  
37 specified, unless a list is subsequently submitted for filing which  
38 conforms to the provisions of NRS 78.150 to 78.185, inclusive.

39 **Sec. 12.** NRS 78.170 is hereby amended to read as follows:

40 78.170 1. Each corporation required to make a filing and pay  
41 the fee prescribed in NRS 78.150 to 78.185, inclusive, which refuses  
42 or neglects to do so within the time provided shall be deemed in  
43 default.

44 2. *Upon notification from the Administrator of the Real*  
45 *Estate Division of the Department of Business and Industry that a*





1 *corporation which is a unit-owners' association as defined in NRS*  
2 *116.110315 has failed to register pursuant to NRS 116.31158 or*  
3 *failed to pay the fees pursuant to NRS 116.31155, the Secretary of*  
4 *State shall deem the corporation to be in default. If, after the*  
5 *corporation is deemed to be in default, the Administrator notifies*  
6 *the Secretary of State that the corporation has registered pursuant*  
7 *to NRS 116.31158 and paid the fees pursuant to NRS 116.31155,*  
8 *the Secretary of State shall reinstate the corporation if the*  
9 *corporation complies with the requirements for reinstatement as*  
10 *provided in this section and NRS 78.180 and 78.185.*

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

14 **Sec. 13.** NRS 78.175 is hereby amended to read as follows:

15 78.175 1. The Secretary of State shall notify, by ~~letter~~  
16 ~~addressed~~ *providing written notice* to its resident agent, each  
17 corporation deemed in default pursuant to NRS 78.170. The *written*  
18 notice ~~[must be accompanied by]~~ :

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

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

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

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

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

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

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

38 5. If the charter of a corporation is revoked and the right to  
39 transact business is forfeited as provided in subsection 2, all ~~of~~ the  
40 property and assets of the defaulting domestic corporation must be  
41 held in trust by the directors of the corporation as for insolvent  
42 corporations, and the same proceedings may be had with respect  
43 thereto as are applicable to insolvent corporations. Any person  
44 interested may institute proceedings at any time after a forfeiture has  
45 been declared, but , if the Secretary of State reinstates the charter ,



1 the proceedings must at once be dismissed and all property restored  
2 to the officers of the corporation.

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

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

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

8 (c) Any balance remaining , to distribution among the  
9 stockholders.

10 **Sec. 14.** NRS 78.180 is hereby amended to read as follows:

11 78.180 1. Except as otherwise provided in subsections 3 and  
12 4, the Secretary of State shall reinstate a corporation which has  
13 forfeited *or which forfeits* its right to transact business pursuant to  
14 the provisions of this chapter and *shall* restore to the corporation its  
15 right to carry on business in this state, and to exercise its corporate  
16 privileges and immunities, if it:

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

18 (1) *The* list required by NRS 78.150;

19 (2) *The statement required by section 1 of Senate Bill No.*  
20 *124 of this session, if applicable; and*

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

23 (b) Pays to the Secretary of State:

24 (1) The filing fee and penalty set forth in NRS 78.150 and  
25 78.170 for each year or portion thereof during which it failed to file  
26 each required annual list in a timely manner; ~~[and]~~

27 (2) *The fee set forth in section 1 of Senate Bill No. 124 of*  
28 *this session, if applicable; and*

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

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

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

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

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

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

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



1 4. If a corporate charter has been revoked pursuant to the  
2 provisions of this chapter and has remained revoked for a period of  
3 5 consecutive years, the charter must not be reinstated.

4 **Sec. 15.** NRS 78.185 is hereby amended to read as follows:

5 78.185 1. Except as otherwise provided in subsection 2, if a  
6 corporation applies to reinstate or revive its charter but its name has  
7 been legally reserved or acquired by another artificial person  
8 formed, organized, registered or qualified pursuant to the provisions  
9 of this title whose name is on file with the Office of the Secretary of  
10 State or reserved in the Office of the Secretary of State pursuant to  
11 the provisions of this title, the corporation shall in its application for  
12 reinstatement submit in writing to the Secretary of State some other  
13 name under which it desires its corporate existence to be reinstated  
14 or revived. If that name is distinguishable from all other names  
15 reserved or otherwise on file, the Secretary of State shall ~~issue to~~  
16 ~~the applying corporation a certificate of reinstatement or revival~~  
17 *reinstate the corporation* under that new name.

18 2. If the applying corporation submits the written,  
19 acknowledged consent of the artificial person having a name, or the  
20 person who has reserved a name, which is not distinguishable from  
21 the old name of the applying corporation or a new name it has  
22 submitted, it may be reinstated or revived under that name.

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

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

29 **Sec. 16.** NRS 78.390 is hereby amended to read as follows:

30 78.390 1. Every amendment adopted pursuant to the  
31 provisions of NRS 78.385 must be made in the following manner:

32 (a) The board of directors must adopt a resolution setting forth  
33 the amendment proposed and declaring its advisability, and either  
34 call a special meeting of the stockholders entitled to vote on the  
35 amendment or direct that the proposed amendment be considered at  
36 the next annual meeting of the stockholders entitled to vote on the  
37 amendment.

38 (b) At the meeting, of which notice must be given to each  
39 stockholder entitled to vote pursuant to the provisions of this  
40 section, a vote of the stockholders entitled to vote in person or by  
41 proxy must be taken for and against the proposed amendment. If it  
42 appears upon the canvassing of the votes that stockholders holding  
43 shares in the corporation entitling them to exercise at least a  
44 majority of the voting power, or such greater proportion of the  
45 voting power as may be required in the case of a vote by classes or



1 series, as provided in subsections 2 and 4, or as may be required by  
2 the provisions of the articles of incorporation, have voted in favor of  
3 the amendment, an officer of the corporation shall sign a certificate  
4 setting forth the amendment, or setting forth the articles of  
5 incorporation as amended, and the vote by which the amendment  
6 was adopted.

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

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

16 3. Provision may be made in the articles of incorporation  
17 requiring, in the case of any specified amendments, a larger  
18 proportion of the voting power of stockholders than that required by  
19 this section.

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

24 5. The resolution of the stockholders approving the proposed  
25 amendment may provide that at any time before the effective date of  
26 the amendment, notwithstanding approval of the proposed  
27 amendment by the stockholders, the board of directors may, by  
28 resolution, abandon the proposed amendment without further action  
29 by the stockholders.

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

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

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

43 (b) Identifies the certificate being terminated;



1 (c) States that, pursuant to the resolution of the stockholders, the  
2 board of directors is authorized to terminate the effectiveness of the  
3 certificate;

4 (d) States that the effectiveness of the certificate has been  
5 terminated;

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

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

8 **Sec. 17.** NRS 78.403 is hereby amended to read as follows:

9 78.403 1. A corporation may restate, or amend and restate, in  
10 a single certificate the entire text of its articles of incorporation as  
11 amended by filing with the Secretary of State a certificate ~~[signed by~~  
12 ~~an officer of the corporation which must set forth the articles as~~  
13 ~~amended to the date of the certificate.]~~ **in the manner provided in**  
14 **this section.** If the certificate alters or amends the articles in any  
15 manner, it must comply with the provisions of NRS 78.380, 78.385  
16 and 78.390, as applicable. ~~[, and must be accompanied by:~~

17 ~~—(a) A resolution; or~~

18 ~~—(b) A form prescribed by the Secretary of State,~~  
19 ~~setting forth which provisions of the articles of incorporation on file~~  
20 ~~with the Secretary of State are being altered or amended.]~~

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

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

28 (a) The names, addresses, signatures and acknowledgments of  
29 the incorporators;

30 (b) The names and addresses of the members of the past and  
31 present boards of directors; and

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

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

40 **Sec. 18.** NRS 78.580 is hereby amended to read as follows:

41 78.580 1. If the board of directors of any corporation  
42 organized under this chapter, after the issuance of stock or the  
43 beginning of business, decides that the corporation should be  
44 dissolved, the board may adopt a resolution to that effect. If the  
45 corporation has issued no stock, only the directors need to approve



1 the dissolution. If the corporation has issued stock, the directors  
2 must recommend the dissolution to the stockholders. The  
3 corporation shall notify each stockholder entitled to vote on  
4 dissolution , and the stockholders entitled to vote must approve the  
5 dissolution.

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

17 **Sec. 19.** NRS 78.622 is hereby amended to read as follows:

18 78.622 1. If a corporation is under reorganization in a federal  
19 court pursuant to Title 11 of U.S.C., it may take any action  
20 necessary to carry out any proceeding and do any act directed by the  
21 court relating to reorganization, without further action by its  
22 directors or stockholders. This authority may be exercised by:

23 (a) The trustee in bankruptcy appointed by the court;  
24 (b) Officers of the corporation designated by the court; or  
25 (c) Any other representative appointed by the court,  
26 with the same effect as if exercised by the directors and stockholders  
27 of the corporation.

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

31 (a) Alter, amend or repeal its bylaws;  
32 (b) Constitute or reconstitute and classify or reclassify its board  
33 of directors;  
34 (c) Name, constitute or appoint directors and officers in place of  
35 or in addition to all or some of the directors or officers then in  
36 office;  
37 (d) Amend its articles of incorporation;  
38 (e) Make any change in its authorized and issued stock;  
39 (f) Make any other amendment, change, alteration or provision  
40 authorized by this chapter; and  
41 (g) Be dissolved, transfer all or part of its assets , or merge or  
42 consolidate , or make any other change authorized by this chapter.

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



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

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

9 **Sec. 20.** NRS 78.730 is hereby amended to read as follows:

10 78.730 1. Any corporation which did exist or is existing  
11 under the laws of this state may, upon complying with the  
12 provisions of NRS 78.180, procure a renewal or revival of its charter  
13 for any period, together with all the rights, franchises, privileges and  
14 immunities, and subject to all its existing and preexisting debts,  
15 duties and liabilities secured or imposed by its original charter and  
16 amendments thereto, or existing charter, by filing:

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

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

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

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

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

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

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

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

43 3. A corporation seeking to revive its original or amended  
44 charter shall cause the certificate to be signed by a person or persons  
45 designated or appointed by the stockholders of the corporation. The





1 execution and filing of the certificate must be approved by the  
2 written consent of stockholders of the corporation holding at least a  
3 majority of the voting power and must contain a recital that this  
4 consent was secured. If no stock has been issued, the certificate  
5 must contain a statement of that fact, and a majority of the directors  
6 then in office may designate the person to sign the certificate. The  
7 corporation shall pay to the Secretary of State the fee required to  
8 establish a new corporation pursuant to the provisions of this  
9 chapter.

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

15 **Sec. 21.** NRS 78.760 is hereby amended to read as follows:

16 78.760 1. The fee for filing articles of incorporation is  
17 prescribed in the following schedule:

18	
19	If the amount represented by the total number of
20	shares provided for in the articles is:
21	\$75,000 or less ..... <del>[\$175]</del> \$75
22	Over \$75,000 and not over \$200,000 ..... <del>[225]</del> 175
23	Over \$200,000 and not over \$500,000 ..... <del>[325]</del> 275
24	Over \$500,000 and not over \$1,000,000 ..... <del>[425]</del> 375
25	Over \$1,000,000:
26	For the first \$1,000,000 ..... <del>[425]</del> 375
27	For each additional \$500,000 or fraction
28	thereof ..... <del>[225]</del> 275
29	

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

- 32 (a) The original filing of articles of incorporation.  
33 (b) A subsequent filing of any instrument which authorizes an  
34 increase in stock.

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

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

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

44 (c) The aggregate par value of the shares with a par value plus  
45 the product of the number of shares without par value multiplied by



1 \$1, regardless of any lesser amount prescribed as the value or  
2 consideration for which the shares without par value may be issued  
3 and disposed of, if shares with and without par value are therein  
4 provided for.

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

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

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

11 78.765 1. The fee for filing a certificate changing the number  
12 of authorized shares pursuant to NRS 78.209 or a certificate of  
13 amendment to articles of incorporation that increases the  
14 corporation's authorized stock or a certificate of correction that  
15 increases the corporation's authorized stock is the difference  
16 between the fee computed at the rates specified in NRS 78.760 upon  
17 the total authorized stock of the corporation, including the proposed  
18 increase, and the fee computed at the rates specified in NRS 78.760  
19 upon the total authorized capital, excluding the proposed increase.  
20 In no case may the amount be less than ~~[\$150.]~~ *\$175.*

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

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

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

30 **Sec. 23.** NRS 78.767 is hereby amended to read as follows:

31 78.767 1. The fee for filing a certificate of restated articles of  
32 incorporation that does not increase the corporation's authorized  
33 stock is ~~[\$150.]~~ *\$175.*

34 2. The fee for filing a certificate of restated articles of  
35 incorporation that increases the corporation's authorized stock is the  
36 difference between the fee computed pursuant to NRS 78.760 based  
37 upon the total authorized stock of the corporation, including the  
38 proposed increase, and the fee computed pursuant to NRS 78.760  
39 based upon the total authorized stock of the corporation, excluding  
40 the proposed increase. In no case may the amount be less than  
41 ~~[\$150.]~~ *\$175.*

42 **Sec. 24.** NRS 78.780 is hereby amended to read as follows:

43 78.780 1. The fee for filing a certificate of extension of  
44 corporate existence of any corporation is an amount equal to one-



1 fourth of the fee computed at the rates specified in NRS 78.760 for  
2 filing articles of incorporation.

3 2. The fee for filing a certificate of dissolution whether it  
4 occurs before or after payment of capital and beginning of business  
5 is ~~is \$60.~~ **\$75.**

6 **Sec. 25.** NRS 78.785 is hereby amended to read as follows:

7 78.785 1. The fee for filing a certificate of change of location  
8 of a corporation's registered office and resident agent, or a new  
9 designation of resident agent, is ~~is \$30.~~ **\$60.**

10 2. The fee for certifying articles of incorporation where a copy  
11 is provided is ~~is \$20.~~ **\$30.**

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

15 4. The fee for certifying an authorized printed copy of the  
16 general corporation law as compiled by the Secretary of State is  
17 ~~is \$20.~~ **\$30.**

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

19 6. The fee for executing a certificate of corporate existence  
20 which does not list the previous documents relating to the  
21 corporation, or a certificate of change in a corporate name, is ~~is \$40.~~  
22 **\$50.**

23 7. The fee for executing a certificate of corporate existence  
24 which lists the previous documents relating to the corporation is  
25 ~~is \$40.~~ **\$50.**

26 8. The fee for executing, certifying or filing any certificate or  
27 document not provided for in NRS 78.760 to 78.785, inclusive, is  
28 ~~is \$40.~~ **\$50.**

29 9. The fee for copies made at the Office of the Secretary of  
30 State is ~~is \$1.~~ **\$2** per page.

31 10. The fees for filing articles of incorporation, articles of  
32 merger, or certificates of amendment increasing the basic surplus of  
33 a mutual or reciprocal insurer must be computed pursuant to NRS  
34 78.760, 78.765 and 92A.210, on the basis of the amount of basic  
35 surplus of the insurer.

36 11. The fee for examining and provisionally approving any  
37 document at any time before the document is presented for filing is  
38 ~~is \$100.~~ **\$125.**

39 **Sec. 26.** NRS 78.795 is hereby amended to read as follows:

40 78.795 1. Any natural person or corporation residing or  
41 located in this state may ~~on or after January 1 of any year but~~  
42 ~~before January 31 of that year.~~ register **for that calendar year** his  
43 willingness to serve as the resident agent of a domestic or foreign  
44 corporation, limited-liability company or limited partnership with  
45 the Secretary of State. The registration must **state the full, legal**



1 *name of the person or corporation willing to serve as the resident*  
2 *agent and* be accompanied by a fee of ~~[\$250]~~ \$500 per office  
3 location of the resident agent.

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

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

9 (a) *Requests the amendment; and*

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

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

13 **Sec. 27.** Chapter 78A of NRS is hereby amended by adding  
14 thereto a new section to read as follows:

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

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

21 *3. If the provisions of the form prescribed by the Secretary of*  
22 *State conflict with the provisions of any document that is*  
23 *submitted for filing with the form:*

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

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

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

32 **Sec. 28.** Chapter 80 of NRS is hereby amended by adding  
33 thereto the provisions set forth as sections 29 and 30 of this act.

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

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

40 *3. If the provisions of the form prescribed by the Secretary of*  
41 *State conflict with the provisions of any document that is*  
42 *submitted for filing with the form:*

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



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

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

6       **Sec. 30.** 1. Except as otherwise provided in subsection 2, if  
7 a foreign corporation applies to reinstate its charter but its name  
8 has been legally reserved or acquired by another artificial person  
9 formed, organized, registered or qualified pursuant to the  
10 provisions of this title whose name is on file with the Office of the  
11 Secretary of State or reserved in the Office of the Secretary of  
12 State pursuant to the provisions of this title, the foreign  
13 corporation must in its application for reinstatement submit in  
14 writing to the Secretary of State some other name under which it  
15 desires its existence to be reinstated. If that name is  
16 distinguishable from all other names reserved or otherwise on file,  
17 the Secretary of State shall reinstate the foreign corporation under  
18 that new name.

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

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

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

30       **Sec. 31.** NRS 80.005 is hereby amended to read as follows:

31       80.005 The Secretary of State may microfilm *or image* any  
32 document which is filed in his office by a foreign corporation  
33 pursuant to this chapter and may return the original document to the  
34 corporation.

35       **Sec. 32.** NRS 80.007 is hereby amended to read as follows:

36       80.007 1. A foreign corporation may correct a document filed  
37 by the Secretary of State if the document contains an incorrect  
38 statement or was defectively executed, attested, sealed or verified.

39       2. To correct a document, the corporation ~~{shall:}~~ *must:*

40       (a) Prepare a certificate of correction which:

41           (1) States the name of the corporation;

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

44           (3) Specifies the ~~incorrect statement and the reason it is~~  
45 ~~incorrect or the manner in which the execution was defective;~~



1 ~~— (4) Corrects the incorrect statement or defective execution;~~  
2 ~~inaccuracy or defect;~~

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

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

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

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

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

14 **Sec. 33.** NRS 80.010 is hereby amended to read as follows:

15 80.010 1. Before commencing or doing any business in this  
16 state, each corporation organized pursuant to the laws of another  
17 state, territory, the District of Columbia, a possession of the United  
18 States or a foreign country, that enters this state to do business must:

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

20 (1) A certificate of corporate existence issued not more than  
21 90 days before the date of filing by an authorized officer of the  
22 jurisdiction of its incorporation setting forth the filing of documents  
23 and instruments related to the articles of incorporation, or the  
24 governmental acts or other instrument or authority by which the  
25 corporation was created. If the certificate is in a language other than  
26 English, a translation, together with the oath of the translator and his  
27 attestation of its accuracy, must be attached to the certificate.

28 (2) A certificate of acceptance of appointment executed by  
29 its resident agent, who must be a resident or located in this state.  
30 The certificate must set forth the name of the resident agent, his  
31 street address for the service of process, and his mailing address if  
32 different from his street address. The street address of the resident  
33 agent is the registered office of the corporation in this state.

34 (3) A statement executed by an officer of the corporation  
35 setting forth:

36 (I) A general description of the purposes of the  
37 corporation; and

38 (II) The authorized stock of the corporation and the  
39 number and par value of shares having par value and the number of  
40 shares having no par value.

41 (b) Lodge in the Office of the Secretary of State a copy of the  
42 document most recently filed by the corporation in the jurisdiction  
43 of its incorporation setting forth the authorized stock of the  
44 corporation, the number of par-value shares and their par value, and  
45 the number of no-par-value shares.



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

11       3. *For the purposes of this section and NRS 80.012, a*  
12 *proposed name is not distinguishable from a name on file or*  
13 *reserved solely because one or the other names contains distinctive*  
14 *lettering, a distinctive mark, a trademark or trade name, or any*  
15 *combination thereof.*

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

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

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

28       (b) The corporation is exempt from the prohibitions of  
29 NRS 625.520.

30       ~~[4.]~~ 6. The Secretary of State shall not accept for filing the  
31 documents required by subsection 1 or NRS 80.110 for any foreign  
32 corporation if it appears from the documents that the business to be  
33 carried on by the corporation is subject to supervision by the  
34 Commissioner of Financial Institutions, unless the Commissioner  
35 certifies that:

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

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

40       ~~[5.]~~ 7. The Secretary of State shall not accept for filing the  
41 documents required by subsection 1 or NRS 80.110 for any foreign  
42 corporation if the name of the corporation contains the ~~[words]~~ word  
43 "accountant," "accounting," "accountancy," "auditor" or "auditing"  
44 unless the Nevada State Board of Accountancy certifies that the  
45 foreign corporation:





1 (a) Is registered pursuant to the provisions of chapter 628 of  
2 NRS; or

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

7 ~~{6-}~~ 8. The Secretary of State may adopt regulations that  
8 interpret the requirements of this section.

9 **Sec. 34.** NRS 80.025 is hereby amended to read as follows:

10 80.025 1. If a foreign corporation cannot qualify to do  
11 business in this state because its name does not meet the  
12 requirements of ~~{subsection 2 or 3 of}~~ NRS 80.010, it may apply for  
13 a certificate to do business by having its board of directors adopt a  
14 resolution setting forth the name under which the corporation elects  
15 to do business in this state. The resolution may:

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

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

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

23 3. If the Secretary of State determines that the modified  
24 corporate name complies with the provisions of ~~{subsection 2 or 3}~~  
25 of NRS 80.010, he shall issue the certificate in the foreign  
26 corporation's modified name if the foreign corporation otherwise  
27 qualifies to do business in this state.

28 4. A foreign corporation doing business in this state under a  
29 modified corporate name approved by the Secretary of State shall  
30 use the modified name in its dealings and communications with the  
31 Secretary of State.

32 **Sec. 35.** NRS 80.050 is hereby amended to read as follows:

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

38 (a) The sum of ~~{\\$25,000}~~ *\\$35,000* for filing documents for  
39 initial qualification; or

40 (b) The sum of ~~{\\$25,000}~~ *\\$35,000* for each subsequent filing of  
41 a certificate increasing authorized capital stock.

42 2. If the corporate documents required to be filed set forth only  
43 the total number of shares of stock the corporation is authorized to  
44 issue without reference to value, the authorized shares shall be



1 deemed to be without par value and the filing fee must be computed  
2 pursuant to paragraph (b) of subsection 3 of NRS 78.760.

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

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

9 **Sec. 36.** NRS 80.070 is hereby amended to read as follows:

10 80.070 1. A foreign corporation may change its resident  
11 agent by filing with the Secretary of State:

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

14 (1) The name of the corporation;

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

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

19 (b) A certificate of acceptance executed by the new resident  
20 agent, which must be a part of or attached to the certificate of  
21 change ~~[. The change authorized by this subsection becomes~~  
22 ~~effective upon the filing of the certificate of change.]~~ **of resident**  
23 **agent.**

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

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

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

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

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

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

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

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

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

44 ~~—3.]~~ **; and**



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

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

5       5. Upon the filing of the statement of resignation with the  
6       Secretary of State, the capacity of the resigning person as resident  
7       agent terminates. If the statement of resignation is not accompanied  
8       by a statement of the corporation appointing a successor resident  
9       agent, the resigning resident agent shall give written notice, by mail,  
10      to the corporation, of the filing of the statement and its effect. The  
11      notice must be addressed to any officer of the corporation other than  
12      the resident agent.

13      ~~4~~ 6. If a resident agent dies, resigns or moves from the State,  
14      the corporation, within 30 days thereafter, shall file with the  
15      Secretary of State a certificate of acceptance executed by the new  
16      resident agent. The certificate must set forth the name of the new  
17      resident agent, his street address for the service of process, and his  
18      mailing address if different from his street address.

19      ~~5~~ 7. A corporation that fails to file a certificate of acceptance  
20      executed by a new resident agent within 30 days after the death,  
21      resignation or removal of its resident agent shall be deemed in  
22      default and is subject to the provisions of NRS 80.150 and 80.160.

23      **Sec. 37.** NRS 80.110 is hereby amended to read as follows:

24      80.110 1. Each foreign corporation doing business in this  
25      state shall, on or before the ~~first~~ *last* day of the ~~second~~ *first*  
26      month after the filing of its certificate of corporate existence with  
27      the Secretary of State, and annually thereafter on or before the last  
28      day of the month in which the anniversary date of its qualification to  
29      do business in this state occurs in each year, file with the Secretary  
30      of State a list, on a form furnished by him, that contains:

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

34      (b) ~~A designation of its~~ *The name and street address of the*  
35      *lawfully designated* resident agent *of the corporation* in this state;  
36      and

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

44      2. Upon filing:



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

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

7  
8 **\$75,000 or less ..... \$125**  
9 **Over \$75,000 and not over \$200,000 ..... 175**  
10 **Over \$200,000 and not over \$500,000 ..... 275**  
11 **Over \$500,000 and not over \$1,000,000 ..... 375**  
12 **Over \$1,000,000:**

13 **For the first \$1,000,000..... 375**  
14 **For each additional \$500,000 or fraction thereof ..... 275**

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

17  
18 3. **If a director or officer of a corporation resigns and the**  
19 **resignation is not made in conjunction with the filing of an**  
20 **annual or amended list of directors and officers, the corporation**  
21 **shall pay to the Secretary of State a fee of \$75 to file the**  
22 **resignation of the director or officer.**

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

31 ~~[4.]~~ 5. An annual list for a corporation not in default which is  
32 received by the Secretary of State more than ~~[60]~~ **90** days before its  
33 due date shall be deemed an amended list for the previous year and  
34 does not satisfy the requirements of subsection 1 for the year to  
35 which the due date is applicable.

36 **Sec. 38.** NRS 80.120 is hereby amended to read as follows:

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



1     **Sec. 39.** NRS 80.140 is hereby amended to read as follows:  
2     80.140 1. ~~Every~~ *Each* list required to be filed under the  
3 provisions of NRS 80.110 to 80.170, inclusive, must, after the name  
4 of each officer and director listed thereon, set forth the ~~post office~~  
5 ~~box or street~~ address, either residence or business, of each officer  
6 and director.

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

14     **Sec. 40.** NRS 80.150 is hereby amended to read as follows:  
15     80.150 1. Any corporation required to make a filing and pay  
16 the fee prescribed in NRS 80.110 to 80.170, inclusive, which refuses  
17 or neglects to do so within the time provided ~~it~~ is in default.

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

26     **Sec. 41.** NRS 80.160 is hereby amended to read as follows:  
27     80.160 1. The Secretary of State shall notify, by ~~letter~~  
28 ~~addressed~~ *providing written notice* to its resident agent, each  
29 corporation deemed in default pursuant to NRS 80.150. The *written*  
30 notice ~~must be accompanied by~~ :

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

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

35     2. Immediately after the ~~first day of the ninth month following~~  
36 ~~the month in which filing was required,~~ *last day of the month in*  
37 *which the anniversary date of incorporation occurs*, the Secretary  
38 of State shall compile a ~~full and~~ complete list containing the names  
39 of all corporations whose right to ~~do~~ *transact* business has been  
40 forfeited.

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



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

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

5     **Sec. 42.** NRS 80.170 is hereby amended to read as follows:

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

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

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

14         (2) *The statement required by section 4 of Senate Bill No.*  
15 *124 of this session, if applicable; and*

16         (3) *A certificate of acceptance of appointment signed by its*  
17 *resident agent; and*

18     (b) Pays to the Secretary of State:

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

22         (2) *The fee set forth in section 4 of Senate Bill No. 124 of*  
23 *this session, if applicable; and*

24         (3) A fee of ~~[\$200]~~ \$300 for reinstatement.

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

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

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

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

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

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

41     4. If the right of a corporation to transact business in this state  
42 has been forfeited pursuant to the provisions of ~~[NRS 80.160]~~ *this*  
43 *chapter* and has remained forfeited for a period of 5 consecutive  
44 years, the right is not subject to reinstatement.



1     **Sec. 43.** NRS 80.190 is hereby amended to read as follows:  
2     80.190 1. Except as otherwise provided in subsection 2, each  
3     foreign corporation doing business in this state shall, not later than  
4     the month of March in each year, publish a statement of its last  
5     calendar year's business in two numbers or issues of a newspaper  
6     published in this state ~~that~~ *that has a total weekly circulation of at*  
7     *least 1,000. The statement must include:*

8         *(a) The name of the corporation.*  
9         *(b) The name and title of the corporate officer submitting the*  
10        *statement.*

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

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

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

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

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

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

29     **Sec. 44.** Chapter 81 of NRS is hereby amended by adding  
30     thereto the provisions set forth as sections 45 and 46 of this act.

31     **Sec. 45. 1.** *Each document filed with the Secretary of State*  
32     *pursuant to this chapter must be on or accompanied by a form*  
33     *prescribed by the Secretary of State.*

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

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

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

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





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

4       **Sec. 46. 1. A nonprofit cooperative corporation, a**  
5 *cooperative association, a charitable organization or any other*  
6 *entity formed under the provisions of this chapter may correct a*  
7 *document filed by the Secretary of State with respect to the entity if*  
8 *the document contains an inaccurate record of an action*  
9 *described in the document or was defectively executed, attested,*  
10 *sealed, verified or acknowledged.*

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

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

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

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

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

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

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

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

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

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

28       **Sec. 47.** NRS 81.200 is hereby amended to read as follows:

29       81.200 1. ~~Every~~ *Each* association formed under NRS  
30 81.170 to 81.270, inclusive, shall prepare articles of association in  
31 writing, setting forth:

32       (a) The name of the association.

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

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

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

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

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

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



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

4 2. The articles of association must be subscribed by the  
5 original associates or members.

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

12 **Sec. 48.** Chapter 82 of NRS is hereby amended by adding  
13 thereto the provisions set forth as sections 49 to 57, inclusive, of this  
14 act.

15 **Sec. 49. 1.** *Each document filed with the Secretary of State*  
16 *pursuant to this chapter must be on or accompanied by a form*  
17 *prescribed by the Secretary of State.*

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

21 3. *If the provisions of the form prescribed by the Secretary of*  
22 *State conflict with the provisions of any document that is*  
23 *submitted for filing with the form:*

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

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

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

32 **Sec. 50. 1.** *A corporation may correct a document filed by*  
33 *the Secretary of State with respect to the corporation if the*  
34 *document contains an inaccurate record of a corporate action*  
35 *described in the document or was defectively executed, attested,*  
36 *sealed, verified or acknowledged.*

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

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

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

40 (2) *Describes the document, including, without limitation,*  
41 *its filing date;*

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

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



1       (5) *Is signed by an officer of the corporation or, if the*  
2 *certificate is filed before the first meeting of the board of directors,*  
3 *by an incorporator or director.*

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

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

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

10      **Sec. 51.** *1. Each foreign nonprofit corporation doing*  
11 *business in this state shall, on or before the last day of the first*  
12 *month after the filing of its application for registration as a*  
13 *foreign nonprofit corporation with the Secretary of State, and*  
14 *annually thereafter on or before the last day of the month in*  
15 *which the anniversary date of its qualification to do business in*  
16 *this state occurs in each year, file with the Secretary of State a list,*  
17 *on a form furnished by him, that contains:*

18       (a) *The name of the foreign nonprofit corporation;*

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

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

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

27       (e) *The name and address of its lawfully designated resident*  
28 *agent in this state; and*

29       (f) *The signature of an officer of the foreign nonprofit*  
30 *corporation certifying that the list is true, complete and accurate.*

31      2. *Each list filed pursuant to this section must be*  
32 *accompanied by a declaration under penalty of perjury that the*  
33 *foreign nonprofit corporation:*

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

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

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

42      4. *The Secretary of State shall, 60 days before the last day for*  
43 *filing each annual list, cause to be mailed to each foreign*  
44 *nonprofit corporation which is required to comply with the*  
45 *provisions of sections 51 to 57, inclusive, of this act, and which*



1 *has not become delinquent, the blank forms to be completed and*  
2 *filed with him. Failure of any foreign nonprofit corporation to*  
3 *receive the forms does not excuse it from the penalty imposed by*  
4 *the provisions of sections 51 to 57, inclusive, of this act.*

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

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

14 **Sec. 52.** *If a foreign nonprofit corporation has filed the*  
15 *initial or annual list in compliance with section 51 of this act and*  
16 *has paid the appropriate fee for the filing, the cancelled check or*  
17 *other proof of payment received by the foreign nonprofit*  
18 *corporation constitutes a certificate authorizing it to transact its*  
19 *business within this state until the last day of the month in which*  
20 *the anniversary of its qualification to transact business occurs in*  
21 *the next succeeding calendar year.*

22 **Sec. 53.** *1. Each list required to be filed under the*  
23 *provisions of sections 51 to 57, inclusive, of this act must, after the*  
24 *name of each officer listed thereon, set forth the address, either*  
25 *residence or business, of each officer.*

26 *2. If the addresses are not stated for each person on any list*  
27 *offered for filing, the Secretary of State may refuse to file the list,*  
28 *and the foreign nonprofit corporation for which the list has been*  
29 *offered for filing is subject to all the provisions of sections 51 to*  
30 *57, inclusive, of this act relating to failure to file the list within or*  
31 *at the times therein specified, unless a list is subsequently*  
32 *submitted for filing which conforms to the provisions of this*  
33 *section.*

34 **Sec. 54.** *1. Each foreign nonprofit corporation required to*  
35 *make a filing and pay the fee prescribed in sections 51 to 57,*  
36 *inclusive, of this act that refuses or neglects to do so within the*  
37 *time provided is in default.*

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



1     **Sec. 55. 1.** *The Secretary of State shall notify, by providing*  
2 *written notice to its resident agent, each foreign nonprofit*  
3 *corporation deemed in default pursuant to section 54 of this act.*  
4 *The written notice:*

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

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

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

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

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

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

22     **Sec. 56. 1.** *Except as otherwise provided in subsections 3*  
23 *and 4, the Secretary of State shall reinstate a foreign nonprofit*  
24 *corporation which has forfeited or which forfeits its right to*  
25 *transact business pursuant to the provisions of sections 51 to 57,*  
26 *inclusive, of this act and restore to the foreign nonprofit*  
27 *corporation its right to transact business in this state, and to*  
28 *exercise its corporate privileges and immunities, if it:*

29     *(a) Files with the Secretary of State a list as provided in section*  
30 *51 of this act; and*

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

32         *(1) The filing fee and penalty set forth in sections 51 and 54*  
33 *of this act for each year or portion thereof that its right to transact*  
34 *business was forfeited; and*

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

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

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

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

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



1     4. *If the right of a foreign nonprofit corporation to transact*  
2 *business in this state has been forfeited pursuant to the provisions*  
3 *of this chapter and has remained forfeited for a period of 5*  
4 *consecutive years, the right to transact business must not be*  
5 *reinstated.*

6     **Sec. 57.** 1. *Except as otherwise provided in subsection 2, if*  
7 *a foreign nonprofit corporation applies to reinstate its charter but*  
8 *its name has been legally reserved or acquired by another artificial*  
9 *person formed, organized, registered or qualified pursuant to the*  
10 *provisions of this title and that name is on file with the Office of*  
11 *the Secretary of State or reserved in the Office of the Secretary of*  
12 *State pursuant to the provisions of this title, the foreign nonprofit*  
13 *corporation must in its application for reinstatement submit in*  
14 *writing to the Secretary of State some other name under which it*  
15 *desires its existence to be reinstated. If that name is*  
16 *distinguishable from all other names reserved or otherwise on file,*  
17 *the Secretary of State shall reinstate the foreign nonprofit*  
18 *corporation under that new name.*

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

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

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

31     **Sec. 58.** NRS 82.106 is hereby amended to read as follows:

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

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



1       3. The Secretary of State shall not accept for filing pursuant to  
2 this chapter any articles of incorporation or any certificate of  
3 amendment of articles of incorporation of any corporation formed or  
4 existing pursuant to this chapter if the name of the corporation  
5 contains the ~~[words]~~ *word* "accountant," "accounting,"  
6 "accountancy," "auditor" or "auditing."

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

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

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

22       **Sec. 59.** NRS 82.193 is hereby amended to read as follows:

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

27       2. *Upon notification from the Administrator of the Real*  
28 *Estate Division of the Department of Business and Industry that a*  
29 *corporation which is a unit-owners' association as defined in NRS*  
30 *116.110315 has failed to register pursuant to NRS 116.31158 or*  
31 *failed to pay the fees pursuant to NRS 116.31155, the Secretary of*  
32 *State shall deem the corporation to be in default. If, after the*  
33 *corporation is deemed to be in default, the Administrator notifies*  
34 *the Secretary of State that the corporation has registered pursuant*  
35 *to NRS 116.31158 and paid the fees pursuant to NRS 116.31155,*  
36 *the Secretary of State shall reinstate the corporation if the*  
37 *corporation complies with the requirements for reinstatement as*  
38 *provided in this section and NRS 78.180 and 78.185.*

39       3. A corporation is subject to the provisions of NRS 78.150 to  
40 78.185, inclusive, except that:

41       (a) The fee for filing a list is ~~[\$15;]~~ **\$25;**

42       (b) The penalty added for default is ~~[\$5;]~~ **\$50;** and

43       (c) The fee for reinstatement is ~~[\$25;]~~ **\$100.**





1     **Sec. 60.** NRS 82.356 is hereby amended to read as follows:  
2     82.356 1. ~~{Every}~~ *Each* amendment adopted pursuant to the  
3 provisions of NRS 82.351 must be made in the following manner:

4     (a) The board of directors must adopt a resolution setting forth  
5 the amendment proposed, approve it and, if the corporation has  
6 members entitled to vote on an amendment to the articles, call a  
7 meeting, either annual or special, of the members. The amendment  
8 must also be approved by ~~{every}~~ *each* public official or other  
9 person whose approval of an amendment of articles is required by  
10 the articles.

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

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

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

32     2. Upon filing the certificate, the articles of incorporation are  
33 amended accordingly.

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

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

43     **Sec. 61.** NRS 82.451 is hereby amended to read as follows:

44     82.451 1. A corporation may be dissolved and its affairs  
45 wound up voluntarily if the board of directors adopts a resolution to



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

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

26 3. Upon the dissolution of any corporation under the provisions  
27 of this section or upon the expiration of its period of corporate  
28 existence, the directors are the trustees of the corporation in  
29 liquidation and in winding up the affairs of the corporation. The act  
30 of a majority of the directors as trustees remaining in office is the  
31 act of the directors as trustees.

32 **Sec. 62.** NRS 82.526 is hereby amended to read as follows:

33 82.526 The Secretary of State may microfilm *or image* any  
34 document which is filed in his office by a corporation pursuant to  
35 this chapter and may return the original document to the  
36 corporation.

37 **Sec. 63.** NRS 82.531 is hereby amended to read as follows:

38 82.531 1. The fee for filing articles of incorporation,  
39 amendments to or restatements of articles of incorporation,  
40 certificates pursuant to NRS 82.061 and 82.063 and documents for  
41 dissolution is ~~[\$25]~~ *\$50* for each document.

42 2. Except as otherwise provided in NRS 82.193 and subsection  
43 1, the fees for filing documents are those set forth in NRS 78.765 to  
44 78.785, inclusive.



1     **Sec. 64.** NRS 82.546 is hereby amended to read as follows:  
2     82.546 1. Any corporation which did exist or is existing  
3     pursuant to the laws of this state may, upon complying with the  
4     provisions of NRS 78.150 and 82.193, procure a renewal or revival  
5     of its charter for any period, together with all the rights, franchises,  
6     privileges and immunities, and subject to all its existing and  
7     preexisting debts, duties and liabilities secured or imposed by its  
8     original charter and amendments thereto, or its existing charter, by  
9     filing:  
10    (a) A certificate with the Secretary of State, which must set  
11    forth:  
12      (1) The name of the corporation, which must be the name of  
13      the corporation at the time of the renewal or revival, or its name at  
14      the time its original charter expired.  
15      (2) The name and street address of the *lawfully designated*  
16      resident agent of the filing corporation, and his mailing address if  
17      different from his street address.  
18      (3) The date when the renewal or revival of the charter is to  
19      commence or be effective, which may be, in cases of a revival,  
20      before the date of the certificate.  
21      (4) Whether or not the renewal or revival is to be perpetual,  
22      and, if not perpetual, the time for which the renewal or revival is to  
23      continue.  
24      (5) That the corporation desiring to renew or revive its  
25      charter is, or has been, organized and carrying on the business  
26      authorized by its existing or original charter and amendments  
27      thereto, and desires to renew or continue through revival its  
28      existence pursuant to and subject to the provisions of this chapter.  
29    (b) A list of its president, secretary and treasurer and all of its  
30    directors and their post office box and street addresses, either  
31    residence or business.  
32    2. A corporation whose charter has not expired and is being  
33    renewed shall cause the certificate to be signed by its president or  
34    vice president and secretary or assistant secretary. The certificate  
35    must be approved by a majority of the last-appointed surviving  
36    directors.  
37    3. A corporation seeking to revive its original or amended  
38    charter shall cause the certificate to be signed by its president or  
39    vice president and secretary or assistant secretary. The execution  
40    and filing of the certificate must be approved unanimously by the  
41    last-appointed surviving directors of the corporation and must  
42    contain a recital that unanimous consent was secured. The  
43    corporation shall pay to the Secretary of State the fee required to  
44    establish a new corporation pursuant to the provisions of this  
45    chapter.



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

6       **Sec. 65.** Chapter 84 of NRS is hereby amended by adding  
7 thereto the provisions set forth as sections 66 and 67 of this act.

8       **Sec. 66. 1.** *Each document filed with the Secretary of State*  
9 *pursuant to this chapter must be on or accompanied by a form*  
10 *prescribed by the Secretary of State.*

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

14       3. *If the provisions of the form prescribed by the Secretary of*  
15 *State conflict with the provisions of any document that is*  
16 *submitted for filing with the form:*

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

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

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

25       **Sec. 67. 1.** *A corporation sole may correct a document filed*  
26 *by the Secretary of State with respect to the corporation sole if the*  
27 *document contains an inaccurate record of an action of the*  
28 *corporation sole described in the document or was defectively*  
29 *executed, attested, sealed, verified or acknowledged.*

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

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

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

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

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

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

38       (5) *Is signed by an archbishop, bishop, president, trustee in*  
39 *trust, president of stake, president of congregation, overseer,*  
40 *presiding elder, district superintendent or other presiding officer*  
41 *or clergyman of a church, religious society or denomination, who*  
42 *has been chosen, elected or appointed in conformity with the*  
43 *constitution, canons, rites, regulations or discipline of the church,*  
44 *religious society or denomination, and in whom is vested the legal*



1 *title to the property held for the purpose, use or benefit of the*  
2 *church or religious society or denomination.*

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

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

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

9 **Sec. 68.** NRS 84.090 is hereby amended to read as follows:

10 84.090 1. The fee for filing articles of incorporation,  
11 amendments to or restatements of articles of incorporation ~~[-~~  
12 ~~certificates of reinstatement]~~ and documents for dissolution is ~~[\$25]~~  
13 *\$50* for each document.

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

16 **Sec. 69.** NRS 84.110 is hereby amended to read as follows:

17 84.110 1. Every corporation sole must have a resident agent  
18 in the manner provided in NRS 78.090 and 78.095, subsections 1 to  
19 4, inclusive, of NRS 78.097 and NRS 78.110. The resident agent  
20 shall comply with the provisions of those sections.

21 2. A corporation sole that fails to file a certificate of acceptance  
22 executed by the new resident agent within 30 days after the death,  
23 resignation or removal of its former resident agent shall be deemed  
24 in default and is subject to the provisions of NRS 84.130 and  
25 84.140.

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

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

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

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

33 **Sec. 70.** NRS 84.120 is hereby amended to read as follows:

34 84.120 1. A resident agent who wishes to resign shall ~~[file]~~:

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

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

41 A resignation is not effective until the signed statement is filed with  
42 the Secretary of State.

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



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

5 3. Upon the filing of the statement of resignation with the  
6 Secretary of State, the capacity of the resigning person as resident  
7 agent terminates. If the statement of resignation contains no  
8 statement by the corporation sole appointing a successor resident  
9 agent, the resigning resident agent shall immediately give written  
10 notice, by mail, to the corporation of the filing of the statement and  
11 its effect. The notice must be addressed to the person in whom is  
12 vested the legal title to property specified in NRS 84.020.

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

20 5. A corporation sole that fails to file a certificate of acceptance  
21 executed by the new resident agent within 30 days after the death,  
22 resignation or removal of its former resident agent shall be deemed  
23 in default and is subject to the provisions of NRS 84.130 and  
24 84.140.

25 **Sec. 71.** NRS 84.140 is hereby amended to read as follows:

26 84.140 1. The Secretary of State shall notify, by ~~letter~~  
27 ~~addressed~~ *providing written notice* to its resident agent, each  
28 corporation sole deemed in default pursuant to the provisions of this  
29 chapter. The notice ~~must be accompanied by~~ :

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

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

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

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

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



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

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

5     **Sec. 72.** Chapter 86 of NRS is hereby amended by adding  
6 thereto the provisions set forth as sections 73 to 82, inclusive, of this  
7 act.

8     **Sec. 73.** 1. *At the time of submitting any list required*  
9 *pursuant to NRS 86.263, a limited-liability company that meets the*  
10 *criteria set forth in subsection 2 must submit:*

11     (a) *The statement required pursuant to subsection 3,*  
12 *accompanied by a declaration under penalty of perjury attesting*  
13 *that the statement does not contain any material misrepresentation*  
14 *of fact; and*

15     (b) *A fee of \$100,000, to be distributed in the manner provided*  
16 *pursuant to subsection 4.*

17     2. *A limited-liability company must submit a statement*  
18 *pursuant to this section if the limited-liability company, including*  
19 *its parent and all subsidiaries:*

20     (a) *Holds 25 percent or more of the share of the market within*  
21 *this state for any product sold or distributed by the limited-liability*  
22 *company within this state; and*

23     (b) *Has had, during the previous 5-year period, a total of five*  
24 *or more investigations commenced against the limited-liability*  
25 *company, its parent or its subsidiaries in any jurisdiction within*  
26 *the United States, including all state and federal investigations:*

27     (1) *Which concern any alleged contract, combination or*  
28 *conspiracy in restraint of trade, as described in subsection 1 of*  
29 *NRS 598A.060, or which concern similar activities prohibited by a*  
30 *substantially similar law of another jurisdiction; and*

31     (2) *Which resulted in the limited-liability company being*  
32 *fined or otherwise penalized or which resulted in the limited-*  
33 *liability company being required to divest any holdings or being*  
34 *unable to acquire any holdings as a condition for the settlement,*  
35 *dismissal or resolution of those investigations.*

36     3. *A limited-liability company that meets the criteria set forth*  
37 *in subsection 2 shall submit a statement which includes the*  
38 *following information with respect to each investigation:*

39     (a) *The jurisdiction in which the investigation was commenced.*

40     (b) *A summary of the nature of the investigation and the facts*  
41 *and circumstances surrounding the investigation.*

42     (c) *If the investigation resulted in criminal or civil litigation, a*  
43 *copy of all pleadings filed in the investigation by any party to the*  
44 *litigation.*





1       (d) *A summary of the outcome of the investigation, including*  
2 *specific information concerning whether any fine or penalty was*  
3 *imposed against the limited-liability company and whether the*  
4 *limited-liability company was required to divest any holdings or*  
5 *was unable to acquire any holdings as a condition for the*  
6 *settlement, dismissal or resolution of the investigation.*

7       4. *The fee collected pursuant to subsection 1 must be*  
8 *deposited in the Attorney General's Administration Budget*  
9 *Account and used solely for the purpose of investigating any*  
10 *alleged contract, combination or conspiracy in restraint of trade,*  
11 *as described in subsection 1 of NRS 598A.060.*

12       **Sec. 74. 1.** *Each document filed with the Secretary of State*  
13 *pursuant to this chapter must be on or accompanied by a form*  
14 *prescribed by the Secretary of State.*

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

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

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

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

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

29       **Sec. 75. 1.** *Each foreign limited-liability company doing*  
30 *business in this state shall, on or before the last day of the first*  
31 *month after the filing of its application for registration as a*  
32 *foreign limited-liability company with the Secretary of State, and*  
33 *annually thereafter on or before the last day of the month in*  
34 *which the anniversary date of its qualification to do business in*  
35 *this state occurs in each year, file with the Secretary of State a list*  
36 *on a form furnished by him that contains:*

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

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

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

42       (d) *The address, either residence or business, of each manager*  
43 *or managing member listed pursuant to paragraph (c);*

44       (e) *The name and address of its lawfully designated resident*  
45 *agent in this state; and*



1       (f) *The signature of a manager or managing member of the*  
2 *foreign limited-liability company certifying that the list is true,*  
3 *complete and accurate.*

4       2. *Each list filed pursuant to this section must be*  
5 *accompanied by a declaration under penalty of perjury that the*  
6 *foreign limited-liability company:*

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

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

12       3. *Upon filing:*

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

15       (b) *Each annual list required by this section, the foreign*  
16 *limited-liability company shall pay to the Secretary of State a fee*  
17 *of \$125.*

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

24       5. *The Secretary of State shall, 60 days before the last day for*  
25 *filing each annual list required by this section, cause to be mailed*  
26 *to each foreign limited-liability company which is required to*  
27 *comply with the provisions of sections 75 to 82, inclusive, of this*  
28 *act, and which has not become delinquent, the blank forms to be*  
29 *completed and filed with him. Failure of any foreign limited-*  
30 *liability company to receive the forms does not excuse it from the*  
31 *penalty imposed by the provisions of sections 75 to 82, inclusive, of*  
32 *this act.*

33       6. *If the list to be filed pursuant to the provisions of*  
34 *subsection 1 is defective or the fee required by subsection 3 is not*  
35 *paid, the Secretary of State may return the list for correction or*  
36 *payment.*

37       7. *An annual list for a foreign limited-liability company not*  
38 *in default which is received by the Secretary of State more than 90*  
39 *days before its due date must be deemed an amended list for the*  
40 *previous year and does not satisfy the requirements of this section*  
41 *for the year to which the due date is applicable.*

42       **Sec. 76. 1.** *At the time of submitting any list required*  
43 *pursuant to section 75 of this act, a foreign limited-liability*  
44 *company that meets the criteria set forth in subsection 2 must*  
45 *submit:*



1       (a) *The statement required pursuant to subsection 3,*  
2 *accompanied by a declaration under penalty of perjury attesting*  
3 *that the statement does not contain any material misrepresentation*  
4 *of fact; and*

5       (b) *A fee of \$100,000, to be distributed in the manner provided*  
6 *pursuant to subsection 4.*

7       2. *A foreign limited-liability company must submit a*  
8 *statement pursuant to this section if the foreign limited-liability*  
9 *company, including its parent and all subsidiaries:*

10       (a) *Holds 25 percent or more of the share of the market within*  
11 *this state for any product sold or distributed by the foreign limited-*  
12 *liability company within this state; and*

13       (b) *Has had, during the previous 5-year period, a total of five*  
14 *or more investigations commenced against the foreign limited-*  
15 *liability company, its parent or its subsidiaries in any jurisdiction*  
16 *within the United States, including all state and federal*  
17 *investigations:*

18           (1) *Which concern any alleged contract, combination or*  
19 *conspiracy in restraint of trade, as described in subsection 1 of*  
20 *NRS 598A.060, or which concern similar activities prohibited by a*  
21 *substantially similar law of another jurisdiction; and*

22           (2) *Which resulted in the foreign limited-liability company*  
23 *being fined or otherwise penalized or which resulted in the foreign*  
24 *limited-liability company being required to divest any holdings or*  
25 *being unable to acquire any holdings as a condition for the*  
26 *settlement, dismissal or resolution of those investigations.*

27       3. *A foreign limited-liability company that meets the criteria*  
28 *set forth in subsection 2 shall submit a statement which includes*  
29 *the following information with respect to each investigation:*

30       (a) *The jurisdiction in which the investigation was commenced.*

31       (b) *A summary of the nature of the investigation and the facts*  
32 *and circumstances surrounding the investigation.*

33       (c) *If the investigation resulted in criminal or civil litigation, a*  
34 *copy of all pleadings filed in the investigation by any party to the*  
35 *litigation.*

36       (d) *A summary of the outcome of the investigation, including*  
37 *specific information concerning whether any fine or penalty was*  
38 *imposed against the foreign limited-liability company and whether*  
39 *the foreign limited-liability company was required to divest any*  
40 *holdings or was unable to acquire any holdings as a condition for*  
41 *the settlement, dismissal or resolution of the investigation.*

42       4. *The fee collected pursuant to subsection 1 must be*  
43 *deposited in the Attorney General's Administration Budget*  
44 *Account and used solely for the purpose of investigating any*



1 *alleged contract, combination or conspiracy in restraint of trade,*  
2 *as described in subsection 1 of NRS 598A.060.*

3 **Sec. 77.** *If a foreign limited-liability company has filed the*  
4 *initial or annual list in compliance with section 75 of this act and*  
5 *has paid the appropriate fee for the filing, the cancelled check or*  
6 *other proof of payment received by the foreign limited-liability*  
7 *company constitutes a certificate authorizing it to transact its*  
8 *business within this state until the last day of the month in which*  
9 *the anniversary of its qualification to transact business occurs in*  
10 *the next succeeding calendar year.*

11 **Sec. 78.** *1. Each list required to be filed under the*  
12 *provisions of sections 75 to 82, inclusive, of this act must, after the*  
13 *name of each manager or, if there is no manager, each of its*  
14 *managing members listed thereon, set forth the address, either*  
15 *residence or business, of each manager or managing member.*

16 *2. If the addresses are not stated for each person on any list*  
17 *offered for filing, the Secretary of State may refuse to file the list,*  
18 *and the foreign limited-liability company for which the list has*  
19 *been offered for filing is subject to all the provisions of sections 75*  
20 *to 82, inclusive, of this act relating to failure to file the list within*  
21 *or at the times therein specified, unless a list is subsequently*  
22 *submitted for filing which conforms to the provisions of this*  
23 *section.*

24 **Sec. 79.** *1. Each foreign limited-liability company required*  
25 *to make a filing and pay the fee prescribed in sections 75 to 82,*  
26 *inclusive, of this act which refuses or neglects to do so within the*  
27 *time provided is in default.*

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

36 **Sec. 80.** *1. The Secretary of State shall notify, by providing*  
37 *written notice to its resident agent, each foreign limited-liability*  
38 *company deemed in default pursuant to section 79 of this act. The*  
39 *written notice:*

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

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

44 *2. Immediately after the last day of the month in which the*  
45 *anniversary date of its organization occurs, the Secretary of State*



1 *shall compile a complete list containing the names of all foreign*  
2 *limited-liability companies whose right to transact business has*  
3 *been forfeited.*

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

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

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

12 **Sec. 81.** 1. *Except as otherwise provided in subsections 3*  
13 *and 4, the Secretary of State shall reinstate a foreign limited-*  
14 *liability company which has forfeited or which forfeits its right to*  
15 *transact business under the provisions of this chapter and shall*  
16 *restore to the foreign limited-liability company its right to transact*  
17 *business in this state, and to exercise its privileges and immunities,*  
18 *if it:*

19 (a) *Files with the Secretary of State:*

20 (1) *The list required by section 75 of this act;*

21 (2) *The statement required by section 76 of this act, if*  
22 *applicable; and*

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

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

26 (1) *The filing fee and penalty set forth in sections 75 and 79*  
27 *of this act for each year or portion thereof that its right to transact*  
28 *business was forfeited;*

29 (2) *The fee set forth in section 76 of this act, if applicable;*  
30 *and*

31 (3) *A fee of \$300 for reinstatement.*

32 2. *When the Secretary of State reinstates the foreign limited-*  
33 *liability company, he shall issue to the foreign limited-liability*  
34 *company a certificate of reinstatement if the foreign limited-*  
35 *liability company:*

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

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

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

42 4. *If the right of a foreign limited-liability company to*  
43 *transact business in this state has been forfeited pursuant to the*  
44 *provisions of this chapter and has remained forfeited for a period*  
45 *of 5 consecutive years, the right must not be reinstated.*



1     **Sec. 82.** *1. Except as otherwise provided in subsection 2, if*  
2 *a foreign limited-liability company applies to reinstate its*  
3 *registration but its name has been legally reserved or acquired by*  
4 *another artificial person formed, organized, registered or qualified*  
5 *pursuant to the provisions of this title whose name is on file with*  
6 *the Office of the Secretary of State or reserved in the Office of the*  
7 *Secretary of State pursuant to the provisions of this title, the*  
8 *foreign limited-liability company must in its application for*  
9 *reinstatement submit in writing to the Secretary of State some*  
10 *other name under which it desires its existence to be reinstated. If*  
11 *that name is distinguishable from all other names reserved or*  
12 *otherwise on file, the Secretary of State shall reinstate the foreign*  
13 *limited-liability company under that new name.*

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

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

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

26     **Sec. 83.** NRS 86.161 is hereby amended to read as follows:

27     86.161 1. The articles of organization must set forth:

28         (a) The name of the limited-liability company;  
29         (b) The name and complete street address of its resident agent,  
30 and the mailing address of the resident agent if different from the  
31 street address;

32         (c) The name and ~~post-office or street~~ address, either residence  
33 or business, of each of the organizers executing the articles; and

34         (d) If the company is to be managed by:

35             (1) One or more managers, the name and ~~post-office or~~  
36 ~~street~~ address, either residence or business, of each manager; or

37             (2) The members, the name and ~~post-office or street~~  
38 address, either residence or business, of each member.

39     2. The articles may set forth any other provision, not  
40 inconsistent with law, which the members elect to set out in the  
41 articles of organization for the regulation of the internal affairs of  
42 the company, including any provisions which under this chapter are  
43 required or permitted to be set out in the operating agreement of the  
44 company.

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



1 (a) The rights, if any, of the members to contract debts on behalf  
2 of the limited-liability company; or

3 (b) Any of the powers enumerated in this chapter.

4 **Sec. 84.** NRS 86.171 is hereby amended to read as follows:

5 86.171 1. The name of a limited-liability company formed  
6 under the provisions of this chapter must contain the words  
7 "Limited-Liability Company," "Limited Company," or "Limited" or  
8 the abbreviations "Ltd.," "L.L.C.," "L.C.," "LLC" or "LC." The  
9 word "Company" may be 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 ~~of these.~~ *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 ~~words~~ *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  
39 under 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*  
43 *articles 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*  
4 *certificate of amendment that the limited-liability company*  
5 *proposes to carry on business as a banking or trust company,*  
6 *exclusively or in connection with its business as a bank, savings*  
7 *and loan association 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*  
11 *articles 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*  
16 *supervision by the Commissioner of Insurance or by the*  
17 *Commissioner of Financial Institutions unless the articles or*  
18 *certificate of amendment is approved by the Commissioner who*  
19 *will supervise the business of the foreign 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*  
31 *of this state; or*

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

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

37 **Sec. 85.** NRS 86.221 is hereby amended to read as follows:

38 86.221 1. The articles of organization of a limited-liability  
39 company may be amended for any purpose, not inconsistent with  
40 law, as determined by all of the members or permitted by the articles  
41 or an operating agreement.

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

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



- 1 (b) Whether the limited-liability company is managed by ~~one or~~  
2 ~~more~~ managers or members; and  
3 (c) The amendment to the articles of organization.
- 4 3. The certificate of amendment must be signed by a manager  
5 of the company or, if management is not vested in a manager, by a  
6 member.
- 7 4. Restated articles of organization may be executed and filed  
8 in the same manner as a certificate of amendment. If the certificate  
9 alters or amends the articles in any manner, it must be accompanied  
10 by:
- 11 (a) A resolution; or  
12 (b) A form prescribed by the Secretary of State,  
13 setting forth which provisions of the articles of organization on file  
14 with the Secretary of State are being altered or amended.
- 15 **Sec. 86.** NRS 86.226 is hereby amended to read as follows:  
16 86.226 1. A signed certificate of amendment, or a certified  
17 copy of a judicial decree of amendment, must be filed with the  
18 Secretary of State. A person who executes a certificate as an agent,  
19 officer or fiduciary of the limited-liability company need not exhibit  
20 evidence of his authority as a prerequisite to filing. Unless the  
21 Secretary of State finds that a certificate does not conform to law,  
22 upon his receipt of all required filing fees he shall file the certificate.
- 23 2. A certificate of amendment or judicial decree of amendment  
24 is effective upon filing with the Secretary of State or upon a later  
25 date specified in the certificate or judicial decree, which must not be  
26 more than 90 days after the certificate or judicial decree is filed.
- 27 3. If a certificate specifies an effective date and if the  
28 resolution of the members approving the proposed amendment  
29 provides that one or more managers or, if management is not vested  
30 in a manager, one or more members may abandon the proposed  
31 amendment, then those managers or members may terminate the  
32 effectiveness of the certificate by filing a certificate of termination  
33 with the Secretary of State that:
- 34 (a) Is filed before the effective date specified in the certificate or  
35 judicial decree filed pursuant to subsection 1;  
36 (b) Identifies the certificate being terminated;  
37 (c) States that, pursuant to the resolution of the members, the  
38 manager of the company or, if management is not vested in a  
39 manager, a designated member is authorized to terminate the  
40 effectiveness of the certificate;  
41 (d) States that the effectiveness of the certificate has been  
42 terminated;  
43 (e) Is signed by a manager of the company or, if management is  
44 not vested in a manager, a designated member; and  
45 (f) Is accompanied by a filing fee of ~~[\$150.]~~ \$175.



1     **Sec. 87.** NRS 86.235 is hereby amended to read as follows:

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

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

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

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

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

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

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

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

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

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

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

28     **Sec. 88.** NRS 86.251 is hereby amended to read as follows:

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

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

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

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

39    2. The statement of resignation may contain a statement of the  
40 affected limited-liability company appointing a successor resident  
41 agent for that limited-liability company, giving the agent's full  
42 name, street address for the service of process, and mailing address  
43 if different from the street address. A certificate of acceptance  
44 executed by the new resident agent must accompany the statement  
45 appointing a successor resident agent.



1       3. Upon the filing of the statement of resignation with the  
2 Secretary of State the capacity of the resigning person as resident  
3 agent terminates. If the statement of resignation contains no  
4 statement by the limited-liability company appointing a successor  
5 resident agent, the resigning agent shall immediately give written  
6 notice, by mail, to the limited-liability company of the filing of the  
7 statement and its effect. The notice must be addressed to any  
8 manager or, if none, to any member, of the limited-liability  
9 company other than the resident agent.

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

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

21       **Sec. 89.** NRS 86.263 is hereby amended to read as follows:

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

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

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



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

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

8 (a) *Has* complied with the provisions of chapter 364A of NRS  
9 ~~[.]~~; and

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

13 4. Upon filing:

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

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

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

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

33 ~~[6.]~~ 7. If the list to be filed pursuant to the provisions of  
34 subsection 1 or 2 is defective or the fee required by subsection 4 is  
35 not paid, the Secretary of State may return the list for correction or  
36 payment.

37 ~~[7.]~~ 8. An annual list for a limited-liability company not in  
38 default received by the Secretary of State more than ~~[60]~~ *90* days  
39 before its due date shall be deemed an amended list for the previous  
40 year.

41 **Sec. 90.** NRS 86.266 is hereby amended to read as follows:

42 86.266 If a limited-liability company has filed the initial or  
43 annual list in compliance with NRS 86.263 and has paid the  
44 appropriate fee for the filing, the cancelled check *or other proof of*  
45 *payment* received by the limited-liability company constitutes a



1 certificate authorizing it to transact its business within this state until  
2 the last day of the month in which the anniversary of its formation  
3 occurs in the next succeeding calendar year. ~~[If the company desires~~  
4 ~~a formal certificate upon its payment of the annual fee, its payment~~  
5 ~~must be accompanied by a self-addressed, stamped envelope.]~~

6 **Sec. 91.** NRS 86.269 is hereby amended to read as follows:

7 86.269 1. ~~[Every]~~ *Each* list required to be filed under the  
8 provisions of NRS 86.263 must, after the name of each manager and  
9 member listed thereon, set forth the ~~[post-office box or street]~~  
10 address, either residence or business, of each manager or member.

11 2. If the addresses are not stated for each person on any list  
12 offered for filing, the Secretary of State may refuse to file the list,  
13 and the limited-liability company for which the list has been offered  
14 for filing is subject to the provisions of NRS 86.272 and 86.274  
15 relating to failure to file the list within or at the times therein  
16 specified, unless a list is subsequently submitted for filing which  
17 conforms to the provisions of this section.

18 **Sec. 92.** NRS 86.272 is hereby amended to read as follows:

19 86.272 1. Each limited-liability company *which is* required  
20 to make a filing and pay the fee prescribed in NRS 86.263 *and*  
21 *section 73 of this act and* which refuses or neglects to do so within  
22 the time provided is in default.

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

26 **Sec. 93.** NRS 86.274 is hereby amended to read as follows:

27 86.274 1. The Secretary of State shall notify, by ~~[letter~~  
28 ~~addressed]~~ *providing written notice* to its resident agent, each  
29 limited-liability company deemed in default pursuant to the  
30 provisions of this chapter. The *written* notice ~~[must be accompanied~~  
31 ~~by]~~ :

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

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

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

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

42 4. The Secretary of State shall forthwith notify ~~[each limited-~~  
43 ~~liability company by letter addressed]~~ , *by providing written notice*  
44 to its resident agent , *each limited-liability company specified in*



1 *subsection 3* of the forfeiture of its charter. The *written* notice ~~[must~~  
2 ~~be accompanied by]~~ :

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

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

7 5. If the charter of a limited-liability company is revoked and  
8 the right to transact business is forfeited, all of the property and  
9 assets of the defaulting company must be held in trust by the  
10 managers or, if none, by the members of the company, and the same  
11 proceedings may be had with respect to its property and assets as  
12 apply to the dissolution of a limited-liability company pursuant to  
13 NRS 86.505 and 86.521. Any person interested may institute  
14 proceedings at any time after a forfeiture has been declared, but if  
15 the Secretary of State reinstates the charter , the proceedings must  
16 be dismissed and all property restored to the company.

17 ~~[5.]~~ 6. If the assets are distributed , they must be applied in the  
18 following manner:

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

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

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

24 **Sec. 94.** NRS 86.276 is hereby amended to read as follows:

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

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

32 (1) *The* list required by NRS 86.263;

33 (2) *The statement required by section 73 of this act, if*  
34 *applicable; and*

35 (3) *A certificate of acceptance of appointment signed by its*  
36 *resident agent; and*

37 (b) Pays to the Secretary of State:

38 (1) The filing fee and penalty set forth in NRS 86.263 and  
39 86.272 for each year or portion thereof during which it failed *to file*  
40 in a timely manner each required annual list; ~~[and]~~

41 (2) *The fee set forth in section 73 of this act, if applicable;*  
42 *and*

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

44 2. When the Secretary of State reinstates the limited-liability  
45 company, he shall ~~[-]~~





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

4 ~~—(b) Upon demand,]~~ issue to the company ~~[one or more certified~~  
5 ~~copies of the]~~ *a* certificate of reinstatement ~~[.] if the limited-liability~~  
6 *company;*

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

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

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

13 4. If a company's charter has been revoked pursuant to the  
14 provisions of this chapter and has remained revoked for a period of  
15 5 consecutive years, the charter must not be reinstated.

16 **Sec. 95.** NRS 86.278 is hereby amended to read as follows:

17 86.278 1. Except as otherwise provided in subsection 2, if a  
18 limited-liability company applies to reinstate its charter but its name  
19 has been legally acquired or reserved by any other artificial person  
20 formed, organized, registered or qualified pursuant to the provisions  
21 of this title whose name is on file with the Office of the Secretary of  
22 State or reserved in the Office of the Secretary of State pursuant to  
23 the provisions of this title, the company shall submit in writing to  
24 the Secretary of State some other name under which it desires its  
25 existence to be reinstated. If that name is distinguishable from all  
26 other names reserved or otherwise on file, the Secretary of State  
27 shall ~~[issue to the applying]~~ *reinstate the* limited-liability company  
28 ~~[a certificate of reinstatement]~~ under that new name.

29 2. If the applying limited-liability company submits the  
30 written, acknowledged consent of the artificial person having the  
31 name, or the person reserving the name, which is not distinguishable  
32 from the old name of the applying company or a new name it has  
33 submitted, it may be reinstated under that name.

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

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

40 **Sec. 96.** NRS 86.401 is hereby amended to read as follows:

41 86.401 1. On application to a court of competent jurisdiction  
42 by a judgment creditor of a member, the court may charge the  
43 member's interest with payment of the unsatisfied amount of the  
44 judgment with interest. To the extent so charged, the judgment  
45 creditor has only the rights of an assignee of the member's interest.



- 1       2. ~~{The court may appoint a receiver of the share of the~~  
2 ~~distributions due or to become due to the judgment debtor in respect~~  
3 ~~of the limited liability company. The receiver has only the rights of~~  
4 ~~an assignee. The court may make all other orders, directions,~~  
5 ~~accounts and inquiries that the judgment debtor might have made or~~  
6 ~~which the circumstances of the case may require.~~  
7       ~~—3. A charging order constitutes a lien on the member's interest~~  
8 ~~of the judgment debtor. The court may order a foreclosure of the~~  
9 ~~member's interest subject to the charging order at any time. The~~  
10 ~~purchaser at the foreclosure sale has only the rights of an assignee.~~  
11       ~~—4. Unless otherwise provided in the articles of organization or~~  
12 ~~operating agreement, at any time before foreclosure, a member's~~  
13 ~~interest charged may be redeemed:~~  
14       ~~—(a) By the judgment debtor;~~  
15       ~~—(b) With property other than property of the limited liability~~  
16 ~~company, by one or more of the other members; or~~  
17       ~~—(c) By the limited liability company with the consent of all of~~  
18 ~~the members whose interests are not so charged.~~  
19       ~~—5.} This section {provides} :~~  
20       (a) *Provides* the exclusive remedy by which a judgment creditor  
21 of a member or an assignee of a member may satisfy a judgment out  
22 of the member's interest of the judgment debtor.  
23       ~~{6. No creditor of a member has any right to obtain possession~~  
24 ~~of, or otherwise exercise legal or equitable remedies with respect to,~~  
25 ~~the property of the limited liability company.~~  
26       ~~—7. This section does}~~  
27       (b) *Does* not deprive any member of the benefit of any  
28 exemption applicable to his interest.  
29       **Sec. 97.** NRS 86.547 is hereby amended to read as follows:  
30       86.547 1. A foreign limited-liability company may cancel its  
31 registration by filing with the Secretary of State a certificate of  
32 cancellation signed by a manager of the company or, if management  
33 is not vested in a manager, a member of the company. The  
34 certificate, which must be accompanied by the required fees, must  
35 set forth:  
36       (a) The name of the foreign limited-liability company;  
37       (b) ~~{The date upon which its certificate of registration was filed;~~  
38       ~~—(c)}~~ The effective date of the cancellation if other than the date  
39 of the filing of the certificate of cancellation; and  
40       ~~{(d)}~~ (c) Any other information deemed necessary by the  
41 manager of the company or, if management is not vested in a  
42 manager, a member of the company.  
43       2. A cancellation pursuant to this section does not terminate the  
44 authority of the Secretary of State to accept service of process on the  
45 foreign limited-liability company with respect to causes of action



1 arising from the transaction of business in this state by the foreign  
2 limited-liability company.

3 **Sec. 98.** NRS 86.561 is hereby amended to read as follows:

4 86.561 1. The Secretary of State shall charge and collect for:

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

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

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

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

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

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

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

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

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

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

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

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

32 **Sec. 99.** NRS 86.568 is hereby amended to read as follows:

33 86.568 1. A limited-liability company may correct a  
34 document filed by the Secretary of State with respect to the limited-  
35 liability company if the document contains an inaccurate record of a  
36 company action described in the document or was defectively  
37 executed, attested, sealed, verified or acknowledged.

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

39 (a) Prepare a certificate of correction that:

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

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

43 (3) Specifies the inaccuracy or defect;

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



1 (5) Is signed by a manager of the company ~~H~~ or , if  
2 management is not vested in a manager, by a member of the  
3 company.

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

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

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

10 **Sec. 100.** NRS 86.580 is hereby amended to read as follows:

11 86.580 1. A limited-liability company which did exist or is  
12 existing pursuant to the laws of this state may, upon complying with  
13 the provisions of NRS 86.276, procure a renewal or revival of its  
14 charter for any period, together with all the rights, franchises,  
15 privileges and immunities, and subject to all its existing and  
16 preexisting debts, duties and liabilities secured or imposed by its  
17 original charter and amendments thereto, or existing charter, by  
18 filing:

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

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

25 (2) The name of the person *lawfully* designated as the  
26 resident agent of the limited-liability company, his street address for  
27 the service of process, and his mailing address if different from his  
28 street address.

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

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

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

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

44 2. A limited-liability company whose charter has not expired  
45 and is being renewed shall cause the certificate to be signed by its



1 manager, or if there is no manager, by a person designated by its  
2 members. The certificate must be approved by a majority in interest.

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

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

16 **Sec. 101.** Chapter 87 of NRS is hereby amended by adding  
17 thereto the provisions set forth as sections 102 to 109, inclusive, of  
18 this act.

19 **Sec. 102. 1.** *Each document filed with the Secretary of*  
20 *State pursuant to this chapter must be on or accompanied by a*  
21 *form prescribed by the Secretary of State.*

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

25 *3. If the provisions of the form prescribed by the Secretary of*  
26 *State conflict with the provisions of any document that is*  
27 *submitted for filing with the form:*

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

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

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

36 **Sec. 103. 1.** *Each foreign registered limited-liability*  
37 *partnership doing business in this state shall, on or before the last*  
38 *day of the first month after the filing of its application for*  
39 *registration as a foreign registered limited-liability partnership*  
40 *with the Secretary of State, and annually thereafter on or before*  
41 *the last day of the month in which the anniversary date of its*  
42 *qualification to do business in this state occurs in each year, file*  
43 *with the Secretary of State a list, on a form furnished by him, that*  
44 *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*  
7 *managing partner;*
- 8     (e) *The name and address of the lawfully designated resident*  
9 *agent of the foreign registered limited-liability partnership; and*
- 10    (f) *The signature of a managing partner of the foreign*  
11 *registered limited-liability partnership certifying that the list is*  
12 *true, complete and accurate.*
- 13    2. *Each list filed pursuant to this section must be*  
14 *accompanied by a declaration under penalty of perjury that the*  
15 *foreign registered limited-liability partnership:*
  - 16    (a) *Has complied with the provisions of chapter 364A of NRS;*  
17 *and*
  - 18    (b) *Acknowledges that pursuant to NRS 239.330, it is a*  
19 *category C felony to knowingly offer any false or forged*  
20 *instrument for filing in the Office of the Secretary of State.*
- 21    3. *Upon filing:*
  - 22    (a) *The initial list required by this section, the foreign*  
23 *registered limited-liability partnership shall pay to the Secretary of*  
24 *State a fee of \$125.*
  - 25    (b) *Each annual list required by this section, the foreign*  
26 *registered limited-liability partnership shall pay to the Secretary of*  
27 *State a fee of \$125.*
- 28    4. *If a managing partner of a foreign registered limited-*  
29 *liability partnership resigns and the resignation is not made in*  
30 *conjunction with the filing of an annual or amended list of*  
31 *managing partners, the foreign registered limited-liability*  
32 *partnership shall pay to the Secretary of State a fee of \$75 to file*  
33 *the resignation of the managing partner.*
- 34    5. *The Secretary of State shall, 60 days before the last day for*  
35 *filing each annual list required by subsection 1, cause to be mailed*  
36 *to each foreign registered limited-liability partnership which is*  
37 *required to comply with the provisions of sections 103 to 109,*  
38 *inclusive, of this act, and which has not become delinquent, the*  
39 *blank forms to be completed and filed with him. Failure of any*  
40 *foreign registered limited-liability partnership to receive the forms*  
41 *does not excuse it from the penalty imposed by the provisions of*  
42 *sections 103 to 109, inclusive, of this act.*
- 43    6. *If the list to be filed pursuant to the provisions of*  
44 *subsection 1 is defective or the fee required by subsection 3 is not*



1 *paid, the Secretary of State may return the list for correction or*  
2 *payment.*

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

9 **Sec. 104.** *If a foreign registered limited-liability partnership*  
10 *has filed the initial or annual list in compliance with section 103*  
11 *of this act and has paid the appropriate fee for the filing, the*  
12 *cancelled check or other proof of payment received by the foreign*  
13 *registered limited-liability partnership constitutes a certificate*  
14 *authorizing it to transact its business within this state until the last*  
15 *day of the month in which the anniversary of its qualification to*  
16 *transact business occurs in the next succeeding calendar year.*

17 **Sec. 105.** *1. Each list required to be filed under the*  
18 *provisions of sections 103 to 109, inclusive, of this act must, after*  
19 *the name of each managing partner listed thereon, set forth the*  
20 *address, either residence or business, of each managing partner.*

21 *2. If the addresses are not stated for each person on any list*  
22 *offered for filing, the Secretary of State may refuse to file the list,*  
23 *and the foreign registered limited-liability partnership for which*  
24 *the list has been offered for filing is subject to all the provisions of*  
25 *sections 103 to 109, inclusive, of this act relating to failure to file*  
26 *the list within or at the times therein specified, unless a list is*  
27 *subsequently submitted for filing which conforms to the provisions*  
28 *of this section.*

29 **Sec. 106.** *1. Each foreign registered limited-liability*  
30 *partnership required to make a filing and pay the fee prescribed in*  
31 *sections 103 to 109, inclusive, of this act which refuses or neglects*  
32 *to do so within the time provided is in default.*

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

41 **Sec. 107.** *1. The Secretary of State shall notify, by*  
42 *providing written notice to its resident agent, each foreign*  
43 *registered limited-liability partnership deemed in default pursuant*  
44 *to section 106 of this act. The written notice:*





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

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

5     2. *Immediately after the last day of the month in which the*  
6     *anniversary date of its registration occurs, the Secretary of State*  
7     *shall compile a complete list containing the names of all foreign*  
8     *registered limited-liability partnerships whose right to transact*  
9     *business has been forfeited.*

10    3. *The Secretary of State shall notify, by providing written*  
11    *notice to its resident agent, each foreign registered limited-liability*  
12    *partnership specified in subsection 2 of the forfeiture of its right to*  
13    *transact business. The written notice:*

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

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

18    **Sec. 108.** 1. *Except as otherwise provided in subsections 3*  
19    *and 4, the Secretary of State shall reinstate a foreign registered*  
20    *limited-liability partnership which has forfeited or which forfeits*  
21    *its right to transact business under the provisions of this chapter*  
22    *and shall restore to the foreign registered limited-liability*  
23    *partnership its right to transact business in this state, and to*  
24    *exercise its privileges and immunities, if it:*

25    (a) *Files with the Secretary of State:*

26       (1) *The list required by section 103 of this act; and*

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

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

30       (1) *The filing fee and penalty set forth in sections 103 and*  
31    *106 of this act for each year or portion thereof that its right to*  
32    *transact business was forfeited; and*

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

34    2. *When the Secretary of State reinstates the foreign*  
35    *registered limited-liability partnership, he shall issue to the foreign*  
36    *registered limited-liability partnership a certificate of*  
37    *reinstatement if the foreign registered limited-liability partnership:*

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

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

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

44    4. *If the right of a foreign registered limited-liability*  
45    *partnership to transact business in this state has been forfeited*



1 *pursuant to the provisions of this chapter and has remained*  
2 *forfeited for a period of 5 consecutive years, the right to transact*  
3 *business must not be reinstated.*

4 **Sec. 109.** 1. *Except as otherwise provided in subsection 2, if*  
5 *a foreign registered limited-liability partnership applies to*  
6 *reinstate its certificate of registration and its name has been*  
7 *legally reserved or acquired by another artificial person formed,*  
8 *organized, registered or qualified pursuant to the provisions of this*  
9 *title whose name is on file with the Office of the Secretary of State*  
10 *or reserved in the Office of the Secretary of State pursuant to the*  
11 *provisions of this title, the foreign registered limited-liability*  
12 *partnership must submit in writing in its application for*  
13 *reinstatement to the Secretary of State some other name under*  
14 *which it desires its existence to be reinstated. If that name is*  
15 *distinguishable from all other names reserved or otherwise on file,*  
16 *the Secretary of State shall reinstate the foreign registered limited-*  
17 *liability partnership under that new name.*

18 2. *If the applying foreign registered limited-liability*  
19 *partnership submits the written, acknowledged consent of the*  
20 *artificial person having a name, or the person who has reserved a*  
21 *name, which is not distinguishable from the old name of the*  
22 *applying foreign registered limited-liability partnership or a new*  
23 *name it has submitted, it may be reinstated under that name.*

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

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

30 **Sec. 110.** NRS 87.450 is hereby amended to read as follows:

31 87.450 1. The name proposed for a registered limited-  
32 liability partnership must contain the words “Limited-Liability  
33 Partnership” or “Registered Limited-Liability Partnership” or the  
34 abbreviation “L.L.P.” or “LLP” as the last words or letters of the  
35 name and must be distinguishable on the records of the Secretary of  
36 State from the names of all other artificial persons formed,  
37 organized, registered or qualified pursuant to the provisions of this  
38 title that are on file in the Office of the Secretary of State and all  
39 names that are reserved in the Office of the Secretary of State  
40 pursuant to the provisions of this title. If the name of the registered  
41 limited-liability partnership on a certificate of registration of  
42 limited-liability partnership submitted to the Secretary of State is not  
43 distinguishable from a name on file or reserved name, the Secretary  
44 of State shall return the certificate to the person who signed it unless



1 the written, acknowledged consent of the holder of the name on file  
2 or reserved name to use the name accompanies the certificate.

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

7 3. *The Secretary of State shall not accept for filing any*  
8 *certificate of registration or certificate of amendment of a*  
9 *certificate of registration of any registered limited-liability*  
10 *partnership formed or existing pursuant to the laws of this state*  
11 *which provides that the name of the registered limited-liability*  
12 *partnership contains the word “accountant,” “accounting,”*  
13 *“accountancy,” “auditor” or “auditing” unless the Nevada State*  
14 *Board of Accountancy certifies that the registered limited-liability*  
15 *partnership:*

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*  
19 *under penalty of perjury a written statement that the registered*  
20 *limited-liability partnership is not engaged in the practice of*  
21 *accounting and is not offering to practice accounting in this state.*

22 4. *The Secretary of State shall not accept for filing any*  
23 *certificate of registration or certificate of amendment of a*  
24 *certificate of registration of any registered limited-liability*  
25 *partnership formed or existing pursuant to the laws of this state*  
26 *which provides that the name of the registered limited-liability*  
27 *partnership contains the word “bank” or “trust” unless:*

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

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

35 5. *The Secretary of State shall not accept for filing any*  
36 *certificate of registration or certificate of amendment of a*  
37 *certificate of registration of any registered limited-liability*  
38 *partnership formed or existing pursuant to the provisions of this*  
39 *chapter if it appears from the certificate of registration or the*  
40 *certificate of amendment that the business to be carried on by the*  
41 *registered limited-liability partnership is subject to supervision by*  
42 *the Commissioner of Insurance or by the Commissioner of*  
43 *Financial Institutions, unless the certificate of registration or*  
44 *certificate of amendment is approved by the Commissioner who*



1 *will supervise the business of the registered limited-liability*  
2 *partnership.*

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

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

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

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

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

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

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

39 ~~[4.]~~ 9. *The Secretary of State may adopt regulations that*  
40 *interpret the requirements of this section.*

41 **Sec. 111.** *NRS 87.455 is hereby amended to read as follows:*

42 87.455 1. *Except as otherwise provided in subsection 2, if a*  
43 *registered limited-liability partnership applies to reinstate its right to*  
44 *transact business but its name has been legally acquired by any other*  
45 *artificial person formed, organized, registered or qualified pursuant*



1 to the provisions of this title whose name is on file with the Office  
2 of the Secretary of State or reserved in the Office of the Secretary of  
3 State pursuant to the provisions of this title, the applying registered  
4 limited-liability partnership shall submit in writing to the Secretary  
5 of State some other name under which it desires its right to transact  
6 business to be reinstated. If that name is distinguishable from all  
7 other names reserved or otherwise on file, the Secretary of State  
8 shall ~~issue to the applying~~ *reinstate the* registered limited-liability  
9 partnership ~~a certificate of reinstatement~~ under that new name.

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

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

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

22 **Sec. 112.** NRS 87.460 is hereby amended to read as follows:

23 87.460 1. A certificate of registration of a registered limited-  
24 liability partnership may be amended by filing with the Secretary of  
25 State a certificate of amendment. The certificate of amendment must  
26 set forth:

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

28 (b) ~~[The dates on which the registered limited liability~~  
29 ~~partnership filed its original certificate of registration and any other~~  
30 ~~certificates of amendment; and~~

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

33 2. The certificate of amendment must be:

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

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

37 **Sec. 113.** NRS 87.470 is hereby amended to read as follows:

38 87.470 The registration of a registered limited-liability  
39 partnership is effective until:

40 1. Its certificate of registration is revoked pursuant to NRS  
41 87.520; or

42 2. The registered limited-liability partnership files with the  
43 Secretary of State a written notice of withdrawal executed by a  
44 managing partner. The notice must be accompanied by a fee of  
45 ~~[\$60.]~~ *\$75.*



1     **Sec. 114.** NRS 87.490 is hereby amended to read as follows:  
2     87.490 1. If a registered limited-liability partnership wishes  
3 to change the location of its principal office in this state or its  
4 resident agent, it shall first file with the Secretary of State a  
5 certificate of change *of principal office or resident agent* that sets  
6 forth:

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

14 ~~[The]~~  
15     2. A certificate of acceptance ~~[of its]~~ *signed by the* new  
16 resident agent must accompany the certificate of change ~~[~~  
17 ~~—2.] of resident agent.~~

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

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

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

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

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

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

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

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

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

37     **Sec. 115.** NRS 87.500 is hereby amended to read as follows:

38     87.500 1. A resident agent ~~[of a registered limited-liability~~  
39 ~~partnership]~~ who wishes to resign shall ~~[file]~~ :

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

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



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

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

10 3. Upon the filing of the statement with the Secretary of State,  
11 the capacity of the person as resident agent terminates. If the  
12 statement of resignation contains no statement by the registered  
13 limited-liability partnership appointing a successor resident agent,  
14 the resigning agent shall immediately give written notice, by  
15 certified mail, to the registered limited-liability partnership of the  
16 filing of the statement and its effect. The notice must be addressed  
17 to a managing partner in this state.

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

25 5. If a registered limited-liability partnership fails to file a  
26 certificate of acceptance within the period required by ~~this~~  
27 ~~subsection,~~ *subsection 4*, it is in default and is subject to the  
28 provisions of NRS 87.520.

29 **Sec. 116.** NRS 87.510 is hereby amended to read as follows:

30 87.510 1. A registered limited-liability partnership shall, on  
31 or before the ~~first~~ *last* day of the ~~second~~ *first* month after the  
32 filing of its certificate of registration with the Secretary of State, and  
33 annually thereafter on or before the last day of the month in which  
34 the anniversary date of the filing of its certificate of registration with  
35 the Secretary of State occurs, file with the Secretary of State, on a  
36 form furnished by him, a list that contains:

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





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

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

10 2. Upon filing:

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

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

17 3. *If a managing partner of a registered limited-liability*  
18 *partnership resigns and the resignation is not made in conjunction*  
19 *with the filing of an annual or amended list of managing partners,*  
20 *the registered limited-liability partnership shall pay to the*  
21 *Secretary of State a fee of \$75 to file the resignation of the*  
22 *managing partner.*

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

30 ~~§4~~ 5. If the list to be filed pursuant to the provisions of  
31 subsection 1 is defective, or the fee required by subsection 2 is not  
32 paid, the Secretary of State may return the list for correction or  
33 payment.

34 ~~§5~~ 6. An annual list that is filed by a registered limited-  
35 liability partnership which is not in default more than ~~{60}~~ 90 days  
36 before it is due shall be deemed an amended list for the previous  
37 year and does not satisfy the requirements of subsection 1 for the  
38 year to which the due date is applicable.

39 **Sec. 117.** NRS 87.520 is hereby amended to read as follows:

40 87.520 1. A registered limited-liability partnership that fails  
41 to comply with the provisions of NRS 87.510 is in default.

42 2. *Upon notification from the Administrator of the Real*  
43 *Estate Division of the Department of Business and Industry that a*  
44 *registered limited-liability partnership which is a unit-owners'*  
45 *association as defined in NRS 116.110315 has failed to register*



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

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

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

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

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

26 5. If a registered limited-liability partnership fails to pay the  
27 amount that is due, the certificate of registration of the registered  
28 limited-liability partnership shall be deemed revoked ~~[on the first~~  
29 ~~day of the ninth month after the month in which the fee required to~~  
30 ~~be paid pursuant to NRS 87.510 was due. The]~~ *immediately after*  
31 *the last day of the month in which the anniversary date of the*  
32 *filing of the certificate of registration occurs, and the* Secretary of  
33 State shall notify ~~[a] the~~ registered limited-liability partnership, by  
34 ~~[certified mail, addressed]~~ *providing written notice* to its resident  
35 agent or, if the registered limited-liability partnership does not have  
36 a resident agent, to a managing partner, that its certificate of  
37 registration is revoked. ~~[and]~~ *The written notice:*

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

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

42 **Sec. 118.** NRS 87.530 is hereby amended to read as follows:

43 87.530 1. Except as otherwise provided in subsection 3, the  
44 Secretary of State shall reinstate the certificate of registration of a



1 registered limited-liability partnership that is revoked pursuant to  
2 NRS 87.520 if the registered limited-liability partnership:

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

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

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

7 (b) Pays to the Secretary of State:

8 (1) The fee required to be paid ~~[by that section;]~~ *pursuant to*  
9 *NRS 87.510;*

10 (2) Any penalty required to be paid pursuant to NRS 87.520;  
11 and

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

13 ~~—2. Upon reinstatement of a certificate of registration pursuant~~  
14 ~~to this section.] \$300.~~

15 *2. When the Secretary of State reinstates the registered*  
16 *limited-liability partnership, he shall [:*

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

21 ~~—(b) Upon request,]~~ issue to the registered limited-liability  
22 partnership ~~[one or more certified copies of the]~~ *a* certificate of  
23 reinstatement ~~[:] if the registered limited-liability partnership:~~

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

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

26 3. The Secretary of State shall not reinstate the certificate of  
27 registration of a registered limited-liability partnership if the  
28 certificate was revoked pursuant to ~~[NRS 87.520]~~ *the provisions of*  
29 *this chapter* at least 5 years before the date of the proposed  
30 reinstatement.

31 **Sec. 119.** NRS 87.547 is hereby amended to read as follows:

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

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

40 (a) Prepare a certificate of correction that:

41 (1) States the name of the *registered* limited-liability  
42 partnership;

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

45 (3) Specifies the inaccuracy or defect;



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

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

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

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

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

11 **Sec. 120.** NRS 87.550 is hereby amended to read as follows:

12 87.550 In addition to any other fees required by NRS 87.440 to  
13 87.540, inclusive, and 87.560, the Secretary of State shall charge  
14 and collect the following fees for services rendered pursuant to  
15 those sections:

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

18 2. For executing a certificate verifying the existence of a  
19 registered limited-liability partnership, if the registered limited-  
20 liability partnership has not filed a certificate of amendment, ~~[\$40.]~~  
21 *\$50.*

22 3. For executing a certificate verifying the existence of a  
23 registered limited-liability partnership, if the registered limited-  
24 liability partnership has filed a certificate of amendment, ~~[\$40.]~~ *\$50.*

25 4. For executing, certifying or filing any certificate or  
26 document not required by NRS 87.440 to 87.540, inclusive, and  
27 87.560, ~~[\$40.]~~ *\$50.*

28 5. For any copies made by the Office of the Secretary of State,  
29 ~~[\$1]~~ *\$2* per page.

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

32 **Sec. 121.** Chapter 88 of NRS is hereby amended by adding  
33 thereto the provisions set forth as sections 122 to 139, inclusive, of  
34 this act.

35 **Sec. 122. 1.** *At the time of submitting any list required*  
36 *pursuant to NRS 88.395, a limited partnership that meets the*  
37 *criteria set forth in subsection 2 must submit:*

38 *(a) The statement required pursuant to subsection 3,*  
39 *accompanied by a declaration under penalty of perjury attesting*  
40 *that the statement does not contain any material misrepresentation*  
41 *of fact; and*

42 *(b) A fee of \$100,000, to be distributed in the manner provided*  
43 *pursuant to subsection 4.*



1       2. A limited partnership must submit a statement pursuant to  
2 this section if the limited partnership, including its parent and all  
3 subsidiaries:

4       (a) Holds 25 percent or more of the share of the market within  
5 this state for any product sold or distributed by the limited  
6 partnership within this state; and

7       (b) Has had, during the previous 5-year period, a total of five  
8 or more investigations commenced against the limited partnership,  
9 its parent or its subsidiaries in any jurisdiction within the United  
10 States, including all state and federal investigations:

11       (1) Which concern any alleged contract, combination or  
12 conspiracy in restraint of trade, as described in subsection 1 of  
13 NRS 598A.060, or which concern similar activities prohibited by a  
14 substantially similar law of another jurisdiction; and

15       (2) Which resulted in the limited partnership being fined or  
16 otherwise penalized or which resulted in the limited partnership  
17 being required to divest any holdings or being unable to acquire  
18 any holdings as a condition for the settlement, dismissal or  
19 resolution of those investigations.

20       3. A limited partnership that meets the criteria set forth in  
21 subsection 2 shall submit a statement which includes the following  
22 information with respect to each investigation:

23       (a) The jurisdiction in which the investigation was commenced.

24       (b) A summary of the nature of the investigation and the facts  
25 and circumstances surrounding the investigation.

26       (c) If the investigation resulted in criminal or civil litigation, a  
27 copy of all pleadings filed in the investigation by any party to the  
28 litigation.

29       (d) A summary of the outcome of the investigation, including  
30 specific information concerning whether any fine or penalty was  
31 imposed against the limited partnership and whether the limited  
32 partnership was required to divest any holdings or was unable to  
33 acquire any holdings as a condition for the settlement, dismissal  
34 or resolution of the investigation.

35       4. The fee collected pursuant to subsection 1 must be  
36 deposited in the Attorney General's Administration Budget  
37 Account and used solely for the purpose of investigating any  
38 alleged contract, combination or conspiracy in restraint of trade,  
39 as described in subsection 1 of NRS 598A.060.

40       **Sec. 123. 1.** To become a registered limited-liability limited  
41 partnership, a limited partnership shall file with the Secretary of  
42 State a certificate of registration stating each of the following:

43       (a) The name of the limited partnership.

44       (b) The street address of its principal office.



1       (c) *The name of the person designated as the resident agent of*  
2 *the limited partnership, the street address of the resident agent*  
3 *where process may be served upon the partnership and the mailing*  
4 *address of the resident agent if it is different from his street*  
5 *address.*

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

8       (e) *The name and business address of each initial general*  
9 *partner.*

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

12       (g) *Any other information that the limited partnership wishes*  
13 *to include.*

14       2. *The certificate of registration must be executed by the vote*  
15 *necessary to amend the partnership agreement or, in the case of a*  
16 *partnership agreement that expressly considers contribution*  
17 *obligations, the vote necessary to amend those provisions.*

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

21       4. *The registration of a registered limited-liability limited*  
22 *partnership is effective at the time of the filing of the certificate of*  
23 *registration.*

24       **Sec. 124.** 1. *The name proposed for a registered limited-*  
25 *liability limited partnership must contain the words "Limited-*  
26 *Liability Limited Partnership" or "Registered Limited-Liability*  
27 *Limited Partnership" or the abbreviation "L.L.L.P." or "LLLP"*  
28 *as the last words or letters of the name and must be*  
29 *distinguishable on the records of the Secretary of State from the*  
30 *names of all other artificial persons formed, organized, registered*  
31 *or qualified pursuant to the provisions of this title that are on file*  
32 *in the Office of the Secretary of State and all names that are*  
33 *reserved in the Office of the Secretary of State pursuant to the*  
34 *provisions of this title. If the name of the registered limited-*  
35 *liability limited partnership on a certificate of registration of*  
36 *limited-liability limited partnership submitted to the Secretary of*  
37 *State is not distinguishable from any name on file or reserved*  
38 *name, the Secretary of State shall return the certificate to the*  
39 *person who signed it, unless the written, acknowledged consent to*  
40 *the same name of the holder of the name on file or reserved name*  
41 *to use the name accompanies the certificate.*

42       2. *The Secretary of State shall not accept for filing any*  
43 *certificate of registration or any certificate of amendment of a*  
44 *certificate of registration of any registered limited-liability limited*  
45 *partnership formed or existing pursuant to the laws of this state*



1 *which provides that the name of the registered limited-liability*  
2 *limited partnership contains the words "unit-owners' association"*  
3 *or "homeowners' association" or if it appears in the certificate of*  
4 *registration or certificate of amendment that the purpose of the*  
5 *registered limited-liability limited partnership is to operate as a*  
6 *unit-owners' association pursuant to chapter 116 of NRS unless*  
7 *the Administrator of the Real Estate Division of the Department of*  
8 *Business and Industry certifies that the registered limited-liability*  
9 *limited partnership has:*

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

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

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

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

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

25 **Sec. 125.** *The registration of a registered limited-liability*  
26 *limited partnership is effective until:*

27 1. *Its certificate of registration is revoked pursuant to NRS*  
28 *88.405; or*

29 2. *The registered limited-liability limited partnership files*  
30 *with the Secretary of State a written notice of withdrawal executed*  
31 *by a general partner. The notice must be accompanied by a fee of*  
32 *\$60.*

33 **Sec. 126.** *The status of a limited partnership as a registered*  
34 *limited-liability limited partnership, and the liability of its*  
35 *partners, are not affected by errors in the information contained*  
36 *in a certificate of registration or an annual list required to be filed*  
37 *with the Secretary of State, or by changes after the filing of such a*  
38 *certificate or list in the information contained in the certificate or*  
39 *list.*

40 **Sec. 127.** 1. *Unless otherwise provided by the articles of*  
41 *organization or partnership agreement, a partner of a registered*  
42 *limited-liability limited partnership is not personally liable for a*  
43 *debt or liability of the registered limited-liability limited*  
44 *partnership unless the trier of fact determines that adherence to*





1 *the fiction of a separate entity would sanction fraud or promote a*  
2 *manifest injustice.*

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

10 **Sec. 128.** *All persons who assume to act on behalf of a*  
11 *registered limited-liability limited partnership without the*  
12 *authority to act on behalf of the registered limited-liability limited*  
13 *partnership are jointly and severally liable for all debts and*  
14 *liabilities of the registered limited-liability limited partnership.*

15 **Sec. 129.** *To the extent permitted by the law of that*  
16 *jurisdiction:*

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

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

28 **Sec. 130.** *The name of a foreign registered limited-liability*  
29 *limited partnership that is doing business in this state must*  
30 *contain the words “Limited-Liability Limited Partnership” or*  
31 *“Registered Limited-Liability Limited Partnership” or the*  
32 *abbreviations “L.L.L.P.” or “LLLP,” or such other words or*  
33 *abbreviations as may be required or authorized by the laws of the*  
34 *other jurisdiction, as the last words or letters of the name.*

35 **Sec. 131.** 1. *Each document filed with the Secretary of*  
36 *State pursuant to this chapter must be on or accompanied by a*  
37 *form prescribed by the Secretary of State.*

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

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



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

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

6     4. *The Secretary of State may by regulation provide for the*  
7 *electronic filing of documents with the Office of the Secretary of*  
8 *State.*

9     **Sec. 132.** *1. Each foreign limited partnership doing*  
10 *business in this state shall, on or before the last day of the first*  
11 *month after the filing of its application for registration as a*  
12 *foreign limited partnership with the Secretary of State, and*  
13 *annually thereafter on or before the last day of the month in*  
14 *which the anniversary date of its qualification to do business in*  
15 *this state occurs in each year, file with the Secretary of State a list,*  
16 *on a form furnished by him, that contains:*

17     (i) *The name of the foreign limited partnership;*

18     (ii) *The file number of the foreign limited partnership, if*  
19 *known;*

20     (iii) *The names of all its general partners;*

21     (iv) *The address, either residence or business, of each general*  
22 *partner;*

23     (v) *The name and address of its lawfully designated resident*  
24 *agent in this state; and*

25     (vi) *The signature of a general partner of the foreign limited*  
26 *partnership certifying that the list is true, complete and accurate.*

27     2. *Each list filed pursuant to this section must be*  
28 *accompanied by a declaration under penalty of perjury that the*  
29 *foreign limited partnership:*

30     (i) *Has complied with the provisions of chapter 364A of NRS;*  
31 *and*

32     (ii) *Acknowledges that pursuant to NRS 239.330 it is a*  
33 *category C felony to knowingly offer any false or forged*  
34 *instrument for filing in the Office of the Secretary of State.*

35     3. *Upon filing:*

36     (i) *The initial list required by this section, the foreign limited*  
37 *partnership shall pay to the Secretary of State a fee of \$125.*

38     (ii) *Each annual list required by this section, the foreign*  
39 *limited partnership shall pay to the Secretary of State a fee of*  
40 *\$125.*

41     4. *If a general partner of a foreign limited partnership*  
42 *resigns and the resignation is not made in conjunction with the*  
43 *filing of an annual or amended list of general partners, the*  
44 *foreign limited partnership shall pay to the Secretary of State a fee*  
45 *of \$75 to file the resignation of the general partner.*



1     5. *The Secretary of State shall, 60 days before the last day for*  
2 *filing each annual list required by subsection 1, cause to be mailed*  
3 *to each foreign limited partnership, which is required to comply*  
4 *with the provisions of sections 132 to 139, inclusive, of this act,*  
5 *and which has not become delinquent, the blank forms to be*  
6 *completed and filed with him. Failure of any foreign limited*  
7 *partnership to receive the forms does not excuse it from the*  
8 *penalty imposed by the provisions of sections 132 to 139, inclusive,*  
9 *of this act.*

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

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

19     **Sec. 133.** *1. At the time of submitting any list required*  
20 *pursuant to section 132 of this act, a foreign limited partnership*  
21 *that meets the criteria set forth in subsection 2 must submit:*

22         (a) *The statement required pursuant to subsection 3,*  
23 *accompanied by a declaration under penalty of perjury attesting*  
24 *that the statement does not contain any material misrepresentation*  
25 *of fact; and*

26         (b) *A fee of \$100,000, to be distributed in the manner provided*  
27 *pursuant to subsection 4.*

28     2. *A foreign limited partnership must submit a statement*  
29 *pursuant to this section if the foreign limited partnership,*  
30 *including its parent and all subsidiaries:*

31         (a) *Holds 25 percent or more of the share of the market within*  
32 *this state for any product sold or distributed by the foreign limited*  
33 *partnership within this state; and*

34         (b) *Has had, during the previous 5-year period, a total of five*  
35 *or more investigations commenced against the foreign limited*  
36 *partnership, its parent or its subsidiaries in any jurisdiction within*  
37 *the United States, including all state and federal investigations:*

38             (1) *Which concern any alleged contract, combination or*  
39 *conspiracy in restraint of trade, as described in subsection 1 of*  
40 *NRS 598A.060, or which concern similar activities prohibited by a*  
41 *substantially similar law of another jurisdiction; and*

42             (2) *Which resulted in the foreign limited partnership being*  
43 *fined or otherwise penalized or which resulted in the foreign*  
44 *limited partnership being required to divest any holdings or being*



1 *unable to acquire any holdings as a condition for the settlement,*  
2 *dismissal or resolution of those investigations.*

3 3. *A foreign limited partnership that meets the criteria set*  
4 *forth in subsection 2 shall submit a statement which includes the*  
5 *following information with respect to each investigation:*

6 (a) *The jurisdiction in which the investigation was commenced.*

7 (b) *A summary of the nature of the investigation and the facts*  
8 *and circumstances surrounding the investigation.*

9 (c) *If the investigation resulted in criminal or civil litigation, a*  
10 *copy of all pleadings filed in the investigation by any party to the*  
11 *litigation.*

12 (d) *A summary of the outcome of the investigation, including*  
13 *specific information concerning whether any fine or penalty was*  
14 *imposed against the foreign limited partnership and whether the*  
15 *foreign limited partnership was required to divest any holdings or*  
16 *was unable to acquire any holdings as a condition for the*  
17 *settlement, dismissal or resolution of the investigation.*

18 4. *The fee collected pursuant to subsection 1 must be*  
19 *deposited in the Attorney General's Administration Budget*  
20 *Account and used solely for the purpose of investigating any*  
21 *alleged contract, combination or conspiracy in restraint of trade,*  
22 *as described in subsection 1 of NRS 598A.060.*

23 **Sec. 134.** *If a foreign limited partnership has filed the initial*  
24 *or annual list in compliance with section 132 of this act and has*  
25 *paid the appropriate fee for the filing, the cancelled check or other*  
26 *proof of payment received by the foreign limited partnership*  
27 *constitutes a certificate authorizing it to transact its business*  
28 *within this state until the last day of the month in which the*  
29 *anniversary of its qualification to transact business occurs in the*  
30 *next succeeding calendar year.*

31 **Sec. 135.** 1. *Each list required to be filed under the*  
32 *provisions of sections 132 to 139, inclusive, of this act must, after*  
33 *the name of each managing partner listed thereon, set forth the*  
34 *address, either residence or business, of each managing partner.*

35 2. *If the addresses are not stated for each person on any list*  
36 *offered for filing, the Secretary of State may refuse to file the list,*  
37 *and the foreign limited partnership for which the list has been*  
38 *offered for filing is subject to all the provisions of sections 132 to*  
39 *139, inclusive, of this act relating to failure to file the list within or*  
40 *at the times therein specified, unless a list is subsequently*  
41 *submitted for filing which conforms to the provisions of this*  
42 *section.*

43 **Sec. 136.** 1. *Each foreign limited partnership required to*  
44 *make a filing and pay the fee prescribed in sections 132 to 139,*



1 *inclusive, of this act which refuses or neglects to do so within the*  
2 *time provided is in default.*

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

10     **Sec. 137.** *1. The Secretary of State shall notify, by*  
11 *providing written notice to its resident agent, each foreign limited*  
12 *partnership deemed in default pursuant to section 136 of this act.*  
13 *The written notice:*

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

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

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

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

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

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

31     **Sec. 138.** *1. Except as otherwise provided in subsections 3*  
32 *and 4, the Secretary of State shall reinstate a foreign limited*  
33 *partnership which has forfeited or which forfeits its right to*  
34 *transact business under the provisions of this chapter and shall*  
35 *restore to the foreign limited partnership its right to transact*  
36 *business in this state, and to exercise its privileges and immunities,*  
37 *if it:*

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

39             (1) *The list required by section 132 of this act;*

40             (2) *The statement required by section 133 of this act, if*  
41 *applicable; and*

42             (3) *A certificate of acceptance of appointment signed by its*  
43 *resident agent; and*

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



1       (1) *The filing fee and penalty set forth in sections 132 and*  
2 *136 of this act for each year or portion thereof that its right to*  
3 *transact business was forfeited;*

4       (2) *The fee set forth in section 133 of this act, if applicable;*  
5 *and*

6       (3) *A fee of \$300 for reinstatement.*

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

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

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

12       3. *The Secretary of State shall not order a reinstatement*  
13 *unless all delinquent fees and penalties have been paid and the*  
14 *revocation of the right to transact business occurred only by*  
15 *reason of failure to 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*  
18 *of this chapter and has remained forfeited for a period of 5*  
19 *consecutive years, the right is not subject to reinstatement.*

20       **Sec. 139.** 1. *Except as otherwise provided in subsection 2, if*  
21 *a foreign limited partnership applies to reinstate its certificate of*  
22 *registration and its name has been legally reserved or acquired by*  
23 *another artificial person formed, organized, registered or qualified*  
24 *pursuant to the provisions of this title whose name is on file with*  
25 *the Office of the Secretary of State or reserved in the Office of the*  
26 *Secretary of State pursuant to the provisions of this title, the*  
27 *foreign limited partnership must in its application for*  
28 *reinstatement submit in writing to the Secretary of State some*  
29 *other name under which it desires its existence to be reinstated. If*  
30 *that name is distinguishable from all other names reserved or*  
31 *otherwise on file, the Secretary of State shall reinstate the foreign*  
32 *limited partnership under that new name.*

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

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

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



1     **Sec. 140.** NRS 88.315 is hereby amended to read as follows:  
2     88.315 As used in this chapter, unless the context otherwise  
3 requires:

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

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

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

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

18     5. *"Foreign registered limited-liability limited partnership"*  
19 *means a foreign limited-liability limited partnership:*

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

22     (b) *Registered pursuant to and complying with NRS 88.570 to*  
23 *88.605, inclusive, and section 130 of this act.*

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

28     ~~6.7~~ 7. "Limited partner" means a person who has been  
29 admitted to a limited partnership as a limited partner in accordance  
30 with the partnership agreement.

31     ~~7.8~~ 8. "Limited partnership" and "domestic limited  
32 partnership" mean a partnership formed by two or more persons  
33 under the laws of this state and having one or more general partners  
34 and one or more limited partners.

35     ~~8.9~~ 9. "Partner" means a limited or general partner.

36     ~~9.10~~ 10. "Partnership agreement" means any valid agreement,  
37 written or oral, of the partners as to the affairs of a limited  
38 partnership and the conduct of its business.

39     ~~10.11~~ 11. "Partnership interest" means a partner's share of the  
40 profits and losses of a limited partnership and the right to receive  
41 distributions of partnership assets.

42     ~~11.12~~ 12. *"Registered limited-liability limited partnership"*  
43 *means a limited partnership:*

44     (a) *Formed pursuant to an agreement governed by this*  
45 *chapter; and*





1       (b) *Registered pursuant to and complying with NRS 88.350 to*  
2 *88.415, inclusive, and sections 122 to 125, inclusive, of this act.*

3       13. "Registered office" means the office maintained at the  
4 street address of the resident agent.

5       ~~H2.1~~ 14. "Resident agent" means the agent appointed by the  
6 limited partnership upon whom process or a notice or demand  
7 authorized by law to be served upon the limited partnership may be  
8 served.

9       ~~H3.1~~ 15. "Sign" means to affix a signature to a document.

10       ~~H4.1~~ 16. "Signature" means a name, word or mark executed or  
11 adopted by a person with the present intention to authenticate a  
12 document. The term includes, without limitation, an electronic  
13 signature as defined in NRS 719.100.

14       ~~H5.1~~ 17. "State" means a state, territory or possession of the  
15 United States, the District of Columbia or the Commonwealth of  
16 Puerto Rico.

17       ~~H6.1~~ 18. "Street address" of a resident agent means the actual  
18 physical location in this state at which a resident is available for  
19 service of process.

20       **Sec. 141.** NRS 88.320 is hereby amended to read as follows:

21       88.320 1. ~~The~~ *Except as otherwise provided in section 124*  
22 *of this act, the* name proposed for a limited partnership as set forth  
23 in its certificate of limited partnership:

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

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

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

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

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

43       2. For the purposes of this section, a proposed name is not  
44 distinguished from a name on file or reserved name solely because



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

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

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

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

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

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

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

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

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

43 (a) *The State Board of Professional Engineers and Land*  
44 *Surveyors certifies that the principals of the limited partnership*



1 *are licensed to practice engineering pursuant to the laws of this*  
2 *state; or*

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

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

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

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

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

24 ~~[4.]~~ *9. The Secretary of State may adopt regulations that*  
25 *interpret the requirements of this section.*

26 **Sec. 142.** NRS 88.327 is hereby amended to read as follows:

27 88.327 1. Except as otherwise provided in subsection 2, if a  
28 limited partnership applies to reinstate its right to transact business  
29 but its name has been legally *reserved or* acquired by any other  
30 artificial person formed, organized, registered or qualified pursuant  
31 to the provisions of this title whose name is on file with the Office  
32 of the Secretary of State or reserved in the Office of the Secretary of  
33 State pursuant to the provisions of this title, the applying limited  
34 partnership shall submit in writing to the Secretary of State some  
35 other name under which it desires its right to be reinstated. If that  
36 name is distinguishable from all other names reserved or otherwise  
37 on file, the Secretary of State shall ~~issue to the applying~~ *reinstate*  
38 *the* limited partnership ~~[a certificate of reinstatement]~~ under that  
39 new name.

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



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

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

7 **Sec. 143.** NRS 88.331 is hereby amended to read as follows:

8 88.331 1. If a limited partnership created pursuant to this  
9 chapter desires to change its resident agent, the change may be  
10 effected by filing with the Secretary of State a certificate of change  
11 ~~{}~~ of resident agent, signed by a general partner, which sets forth:

- 12 (a) The name of the limited partnership;  
13 (b) The name and street address of its present resident agent; and  
14 (c) The name and street address of the new resident agent.

15 2. The new resident agent's certificate of acceptance must be a  
16 part of or attached to the certificate of change ~~{}~~.

17 ~~3. The~~ of resident agent.

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

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

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

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

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

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

30 4. A change authorized by this section becomes effective upon  
31 the filing of the proper certificate of change.

32 **Sec. 144.** NRS 88.332 is hereby amended to read as follows:

33 88.332 1. ~~{Any person who has been designated by a limited~~  
34 ~~partnership as its}~~ A resident agent ~~{and who thereafter}~~ who  
35 desires to resign shall ~~{file}~~:

36 (a) *File* with the Secretary of State a signed statement *in the*  
37 *manner provided pursuant to subsection 1 of NRS 78.097* that he is  
38 unwilling to continue to act as the resident agent of the limited  
39 partnership ~~{}~~ for the service of process; and

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

42 A resignation is not effective until the signed statement is filed with  
43 the Secretary of State.

44 2. The statement of resignation may contain a statement by the  
45 affected limited partnership appointing a successor resident agent



1 for the limited partnership. A certificate of acceptance executed by  
2 the new agent, stating the full name, complete street address and, if  
3 different from the street address, mailing address of the new agent,  
4 must accompany the statement appointing the new agent.

5 ~~{2-}~~ 3. Upon the filing of the statement with the Secretary of  
6 State, the capacity of the person as resident agent terminates. If the  
7 statement of resignation does not contain a statement by the limited  
8 partnership appointing a successor resident agent, the resigning  
9 agent shall immediately give written notice, by mail, to the limited  
10 partnership of the filing of the statement and the effect thereof. The  
11 notice must be addressed to a general partner of the partnership  
12 other than the resident agent.

13 ~~{3-}~~ 4. If a designated resident agent dies, resigns or removes  
14 from the State, the limited partnership, within 30 days thereafter,  
15 shall file with the Secretary of State a certificate of acceptance,  
16 executed by the new resident agent. The certificate must set forth  
17 the full name, complete street address and, if different from the  
18 street address, mailing address of the newly designated resident  
19 agent.

20 ~~{4-}~~ 5. Each limited partnership which fails to file a certificate  
21 of acceptance executed by the new resident agent within 30 days  
22 after the death, resignation or removal of its resident agent as  
23 provided in subsection ~~{3}~~ 4 shall be deemed in default and is  
24 subject to the provisions of NRS 88.400 and 88.405.

25 **Sec. 145.** NRS 88.335 is hereby amended to read as follows:

26 88.335 1. A limited partnership shall keep at the office  
27 referred to in paragraph (a) of subsection 1 of NRS 88.330 the  
28 following:

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

32 (b) A copy of the certificate of limited partnership and all  
33 certificates of amendment thereto, together with executed copies of  
34 any powers of attorney pursuant to which any certificate has been  
35 executed;

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

38 (d) Copies of any then effective written partnership agreements  
39 ~~{and}~~ ;

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

42 ~~{(e)}~~ (f) Unless contained in a written partnership agreement, a  
43 writing setting out:



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

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

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

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

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

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

23 **Sec. 146.** NRS 88.339 is hereby amended to read as follows:

24 88.339 1. A limited partnership may correct a document filed  
25 by the Secretary of State with respect to the limited partnership if  
26 the document contains an inaccurate record of a partnership action  
27 described in the document or was defectively executed, attested,  
28 sealed, verified or acknowledged.

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

30 (a) Prepare a certificate of correction that:

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

32 (2) Describes the document, including, without limitation, its  
33 filing date;

34 (3) Specifies the inaccuracy or defect;

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

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

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

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

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



1     **Sec. 147.** NRS 88.340 is hereby amended to read as follows:  
2     88.340 The Secretary of State may microfilm *or image* any  
3 document which is filed in his office by or relating to a limited  
4 partnership pursuant to this chapter and may return the original  
5 document to the filer.

6     **Sec. 148.** NRS 88.350 is hereby amended to read as follows:  
7     88.350 1. In order to form a limited partnership, a certificate  
8 of limited partnership must be executed and filed in the Office of the  
9 Secretary of State. The certificate must set forth:

10     (a) The name of the limited partnership;  
11     (b) The address of the office which contains records and the  
12 name and address of the resident agent required to be maintained by  
13 NRS 88.330;

14     (c) The name and ~~{the}~~ business address of each ~~{general~~  
15 ~~partner;}~~ *organizer executing the certificate;*

16     (d) *The name and business address of each initial general*  
17 *partner;*

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

20     ~~{(e)}~~ (f) Any other matters the ~~{general-partners}~~ *organizers*  
21 determine to include therein.

22     2. A certificate of acceptance of appointment of a resident  
23 agent, executed by the agent, must be filed with the certificate of  
24 limited partnership.

25     3. A limited partnership is formed at the time of the filing of  
26 the certificate of limited partnership and the certificate of acceptance  
27 in the Office of the Secretary of State or at any later time specified  
28 in the certificate of limited partnership if, in either case, there has  
29 been substantial compliance with the requirements of this section.

30     **Sec. 149.** NRS 88.360 is hereby amended to read as follows:

31     88.360 A certificate of limited partnership must be cancelled  
32 upon the dissolution and the commencement of winding up of the  
33 partnership or at any other time there are no limited partners. A  
34 certificate of cancellation must be filed in the Office of the Secretary  
35 of State and set forth:

36     1. The name of the limited partnership;

37     2. ~~{The date of filing of its certificate of limited partnership;~~  
38 ~~—3.}~~ The reason for filing the certificate of cancellation;

39     ~~{4.}~~ 3. The effective date, which must be a date certain, of  
40 cancellation if it is not to be effective upon the filing of the  
41 certificate; and

42     ~~{5.}~~ 4. Any other information the general partners filing the  
43 certificate determine.





1     **Sec. 150.** NRS 88.395 is hereby amended to read as follows:  
2     88.395 1. A limited partnership shall, on or before the ~~first~~  
3     *last* day of the ~~second~~ *first* month after the filing of its certificate  
4     of limited partnership with the Secretary of State, and annually  
5     thereafter on or before the last day of the month in which the  
6     anniversary date of the filing of its certificate of limited partnership  
7     occurs, file with the Secretary of State, on a form furnished by him,  
8     a list that contains:  
9         (a) The name of the limited partnership;  
10        (b) The file number of the limited partnership, if known;  
11        (c) The names of all of its general partners;  
12        (d) The ~~mailing or street~~ address, either residence or business,  
13        of each general partner;  
14        (e) The name and ~~street~~ address of the *lawfully designated*  
15        resident agent of the limited partnership; and  
16        (f) The signature of a general partner of the limited partnership  
17        certifying that the list is true, complete and accurate.  
18     Each list filed pursuant to this subsection must be accompanied by a  
19     declaration under penalty of perjury that the limited partnership has  
20     complied with the provisions of chapter 364A of NRS ~~[-~~  
21     ~~2. Upon~~ *and which acknowledges that pursuant to NRS*  
22     *239.330 it is a category C felony to knowingly offer any false or*  
23     *forged instrument for filing in the Office of the Secretary of State.*  
24     2. *Except as otherwise provided in subsection 3, a limited*  
25     *partnership shall, upon* filing:  
26         (a) The initial list required by subsection 1, ~~the limited~~  
27         ~~partnership shall~~ pay to the Secretary of State a fee of ~~[\$165.]~~ *\$125.*  
28         (b) Each annual list required by subsection 1, ~~the limited~~  
29         ~~partnership shall~~ pay to the Secretary of State a fee of ~~[\$85.]~~ *\$125.*  
30     3. *A registered limited-liability limited partnership shall,*  
31     *upon filing:*  
32         (a) *The initial list required by subsection 1, pay to the*  
33         *Secretary of State a fee of \$125.*  
34         (b) *Each annual list required by subsection 1, pay to the*  
35         *Secretary of State a fee of \$175.*  
36     4. *If a general partner of a limited partnership resigns and*  
37     *the resignation is not made in conjunction with the filing of an*  
38     *annual or amended list of general partners, the limited*  
39     *partnership shall pay to the Secretary of State a fee of \$75 to file*  
40     *the resignation of the general partner.*  
41     5. The Secretary of State shall, 60 days before the last day for  
42     filing each annual list required by subsection 1, cause to be mailed  
43     to each limited partnership *which is* required to comply with the  
44     provisions of this section, *and* which has not become delinquent, a  
45     notice of the fee due pursuant to the provisions of subsection 2 *or 3,*



1 *as appropriate*, and a reminder to file the annual list. Failure of any  
2 limited partnership to receive a notice or form does not excuse it  
3 from the penalty imposed by NRS 88.400.

4 ~~[4.]~~ 6. If the list to be filed pursuant to the provisions of  
5 subsection 1 is defective or the fee required by subsection 2 *or 3* is  
6 not paid, the Secretary of State may return the list for correction or  
7 payment.

8 ~~[5.]~~ 7. An annual list for a limited partnership not in default  
9 that is received by the Secretary of State more than ~~[60]~~ 90 days  
10 before its due date shall be deemed an amended list for the previous  
11 year and does not satisfy the requirements of subsection 1 for the  
12 year to which the due date is applicable.

13 ~~[6.]~~ 8. A filing made pursuant to this section does not satisfy  
14 the provisions of NRS 88.355 and may not be substituted for filings  
15 submitted pursuant to NRS 88.355.

16 **Sec. 151.** NRS 88.400 is hereby amended to read as follows:

17 88.400 1. If a limited partnership has filed the list in  
18 compliance with NRS 88.395 and has paid the appropriate fee for  
19 the filing, the cancelled check *or other proof of payment* received  
20 by the limited partnership constitutes a certificate authorizing it to  
21 transact its business within this state until the anniversary date of the  
22 filing of its certificate of limited partnership in the next succeeding  
23 calendar year. ~~[If the limited partnership desires a formal certificate~~  
24 ~~upon its payment of the annual fee, its payment must be~~  
25 ~~accompanied by a self-addressed, stamped envelope.]~~

26 2. Each limited partnership which *is required to make a filing*  
27 *and pay the fee prescribed in NRS 88.395 and section 122 of this*  
28 *act and which* refuses or neglects to ~~[file the list and pay the fee]~~ *do*  
29 *so* within the time provided is in default.

30 3. *Upon notification from the Administrator of the Real*  
31 *Estate Division of the Department of Business and Industry that a*  
32 *limited partnership which is a unit-owners' association as defined*  
33 *in NRS 116.110315 has failed to register pursuant to NRS*  
34 *116.31158 or failed to pay the fees pursuant to NRS 116.31155,*  
35 *the Secretary of State shall deem the limited partnership to be in*  
36 *default. If, after the limited partnership is deemed to be in default,*  
37 *the Administrator notifies the Secretary of State that the limited*  
38 *partnership has registered pursuant to NRS 116.31158 and paid*  
39 *the fees pursuant to NRS 116.31155, the Secretary of State shall*  
40 *reinstate the limited partnership if the limited partnership*  
41 *complies with the requirements for reinstatement as provided in*  
42 *this section and NRS 88.410.*

43 4. For default there must be added to the amount of the fee a  
44 penalty of ~~[\$50.]~~ \$75 and unless the filings are made and the fee and  
45 penalty are paid on or before the first day of the first anniversary of



1 the month following the month in which filing was required, the  
2 defaulting limited partnership, by reason of its default, forfeits its  
3 right to transact any business within this state.

4 **Sec. 152.** NRS 88.405 is hereby amended to read as follows:

5 88.405 1. The Secretary of State shall notify, by ~~letter~~  
6 ~~addressed~~ *providing written notice* to its resident agent, each  
7 defaulting limited partnership. The *written* notice ~~must be~~  
8 ~~accompanied by~~ :

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

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

13 2. Immediately after the first day of the first anniversary of the  
14 month following the month in which filing was required, the  
15 certificate of the limited partnership is revoked.

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

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

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

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

27 5. In case of revocation of the certificate and of the forfeiture  
28 of the right to transact business thereunder, all the property and  
29 assets of the defaulting domestic limited partnership are held in trust  
30 by the general partners, and the same proceedings may be had with  
31 respect thereto as for the judicial dissolution of a limited  
32 partnership. Any person interested may institute proceedings at any  
33 time after a forfeiture has been declared, but if the Secretary of State  
34 reinstates the limited partnership, the proceedings must at once be  
35 dismissed and all property restored to the general partners.

36 **Sec. 153.** NRS 88.410 is hereby amended to read as follows:

37 88.410 1. Except as otherwise provided in subsections 3 and  
38 4, the Secretary of State ~~may~~:

39 ~~—(a) Reinstate~~ *shall reinstate* any limited partnership which has  
40 forfeited *or which forfeits* its right to transact business ~~;~~ *and*

41 ~~—(b) Restore~~ *under the provisions of this chapter and restore* to  
42 the limited partnership its right to carry on business in this state, and  
43 to exercise its privileges and immunities ~~;~~  
44 ~~upon the filing~~ *if it:*

45 (a) *Files* with the Secretary of State ~~of the~~ :



- 1       (1) *The* list required pursuant to NRS 88.395 ~~[, and upon~~  
2 ~~payment]~~ ;
- 3       (2) *The statement required by section 122 of this act, if*  
4 *applicable; and*
- 5       (3) *A certificate of acceptance of appointment signed by its*  
6 *resident agent; and*
- 7       (b) *Pays* to the Secretary of State ~~[of the]~~ :
- 8       (1) *The* filing fee and penalty set forth in NRS 88.395 and  
9 88.400 for each year or portion thereof during which the certificate  
10 has been revoked ~~[, and a]~~ ;
- 11       (2) *The fee set forth in section 122 of this act, if applicable;*  
12 *and*
- 13       (3) A fee of ~~[\$200]~~ \$300 for reinstatement.
- 14       2. When ~~[payment is made and]~~ the Secretary of State  
15 reinstates the limited partnership , ~~[to its former rights,]~~ he shall ~~[-~~  
16 ~~—(a) Immediately issue and deliver to the limited partnership a~~  
17 ~~certificate of reinstatement authorizing it to transact business as if~~  
18 ~~the filing fee had been paid when due; and~~  
19 ~~—(b) Upon demand,]~~ issue to the limited partnership ~~[one or more~~  
20 ~~certified copies of the]~~ a certificate of reinstatement ~~[-]~~ *if the limited*  
21 *partnership:*
- 22       (a) *Requests a certificate of reinstatement; and*  
23       (b) *Pays the required fees pursuant to NRS 88.415.*
- 24       3. The Secretary of State shall not order a reinstatement unless  
25 all delinquent fees and penalties have been paid, and the revocation  
26 occurred only by reason of failure to pay the fees and penalties.
- 27       4. If a limited partnership's certificate has been revoked  
28 pursuant to the provisions of this chapter and has remained revoked  
29 for a period of 5 years, the certificate must not be reinstated.
- 30       **Sec. 154.** NRS 88.415 is hereby amended to read as follows:  
31       88.415 The Secretary of State, for services relating to his  
32 official duties and the records of his office, shall charge and collect  
33 the following fees:
- 34       1. For filing a certificate of limited partnership, or for  
35 registering a foreign limited partnership, ~~[\$175.]~~ \$75.
- 36       2. For filing a certificate of *registration of limited-liability*  
37 *limited partnership, or for registering a foreign registered limited-*  
38 *liability limited partnership, \$100.*
- 39       3. *For filing a certificate of* amendment of limited partnership  
40 or restated certificate of limited partnership, ~~[\$150.]~~  
41 ~~—3.]~~ \$175.
- 42       4. For filing a certificate of a change of location of the records  
43 office of a limited partnership or the office of its resident agent, or a  
44 designation of a new resident agent, ~~[\$30.]~~  
45 ~~—4.]~~ \$60.



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

4     ~~[5.]~~ 6. For certifying an authorized printed copy of the limited  
5 partnership law, ~~[\$20-~~  
6 ~~—6.]~~ \$30.

7     7. For reserving a limited partnership name, or for executing,  
8 filing or certifying any other document, ~~[\$20-~~  
9 ~~—7.]~~ \$25.

10    8. For copies made at the Office of the Secretary of State, ~~[\$1]~~  
11 \$2 per page.

12    ~~[8.]~~ 9. For filing a certificate of cancellation of a limited  
13 partnership, ~~[\$60.]~~ \$75.

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

16    **Sec. 155.** NRS 88.535 is hereby amended to read as follows:

17       88.535 1. On application to a court of competent jurisdiction  
18 by any judgment creditor of a partner, the court may charge the  
19 partnership interest of the partner with payment of the unsatisfied  
20 amount of the judgment with interest. To the extent so charged, the  
21 judgment creditor has only the rights of an assignee of the  
22 partnership interest.

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

29       ~~—3.— A charging order constitutes a lien on the partnership~~  
30 ~~interest of the judgment debtor. The court may order a foreclosure~~  
31 ~~of the partnership interest subject to the charging order at any time.~~  
32 ~~The purchaser at the foreclosure sale has only the rights of an~~  
33 ~~assignee.~~

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

37       ~~—(a) By the judgment debtor;~~

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

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

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

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



1 ~~{6. No creditor of a partner has any right to obtain possession~~  
2 ~~of, or otherwise exercise legal or equitable remedies with respect to,~~  
3 ~~the property of the limited partnership.~~  
4 ~~—7. This section does}~~

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

7 **Sec. 156.** NRS 88.585 is hereby amended to read as follows:

8 88.585 ~~{A}~~ *Except as otherwise provided in section 130 of this*  
9 *act, a* foreign limited partnership may register with the Secretary of  
10 State under any name, whether or not it is the name under which it is  
11 registered in its state of organization, that includes without  
12 abbreviation the words “limited partnership” and that could be  
13 registered by a domestic limited partnership.

14 **Sec. 157.** NRS 88.595 is hereby amended to read as follows:

15 88.595 A foreign limited partnership may cancel its  
16 registration by filing with the Secretary of State a certificate of  
17 cancellation signed by a general partner. The certificate must set  
18 forth:

- 19 1. The name of the foreign limited partnership;
- 20 2. ~~{The date upon which its certificate of registration was filed;~~
- 21 ~~—3.}~~ The reason for filing the certificate of cancellation;
- 22 ~~{4.}~~ 3. The effective date of the cancellation if other than the  
23 date of the filing of the certificate of cancellation; and
- 24 ~~{5.}~~ 4. Any other information deemed necessary by the general  
25 partners of the partnership.

26 A cancellation does not terminate the authority of the Secretary of  
27 State to accept service of process on the foreign limited partnership  
28 with respect to causes of action arising out of the transactions of  
29 business in this state.

30 **Sec. 158.** Chapter 88A of NRS is hereby amended by adding  
31 thereto the provisions set forth as sections 159 to 166, inclusive, of  
32 this act.

33 **Sec. 159. 1.** *Each document filed with the Secretary of*  
34 *State pursuant to this chapter must be on or accompanied by a*  
35 *form prescribed by the Secretary of State.*

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

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

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



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

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

6       **Sec. 160. 1.** Each foreign business trust doing business in  
7 this state shall, on or before the last day of the first month after  
8 the filing of its application for registration as a foreign business  
9 trust with the Secretary of State, and annually thereafter on or  
10 before the last day of the month in which the anniversary date of  
11 its qualification to do business in this state occurs in each year,  
12 file with the Secretary of State a list, on a form furnished by him,  
13 that contains:

- 14       (a) The name of the foreign business trust;  
15       (b) The file number of the foreign business trust, if known;  
16       (c) The name of at least one of its trustees;  
17       (d) The address, either residence or business, of the trustee  
18 listed pursuant to paragraph (c);  
19       (e) The name and address of its lawfully designated resident  
20 agent in this state; and  
21       (f) The signature of a trustee of the foreign business trust  
22 certifying that the list is true, complete and accurate.

23       2. Each list required to be filed pursuant to this section must  
24 be accompanied by a declaration under penalty of perjury that the  
25 foreign business trust:

- 26       (a) Has complied with the provisions of chapter 364A of NRS;  
27 and  
28       (b) Acknowledges that pursuant to NRS 239.330 it is a  
29 category C felony to knowingly offer any false or forged  
30 instrument for filing in the Office of the Secretary of State.

31       3. Upon filing:

- 32       (a) The initial list required by this section, the foreign business  
33 trust shall pay to the Secretary of State a fee of \$125.  
34       (b) Each annual list required by this section, the foreign  
35 business trust shall pay to the Secretary of State a fee of \$125.

36       4. If a trustee of a foreign business trust resigns and the  
37 resignation is not made in conjunction with the filing of an  
38 annual or amended list of trustees, the foreign business trust shall  
39 pay to the Secretary of State a fee of \$75 to file the resignation of  
40 the trustee.

41       5. The Secretary of State shall, 60 days before the last day for  
42 filing each annual list required by subsection 1, cause to be mailed  
43 to each foreign business trust which is required to comply with the  
44 provisions of sections 160 to 166, inclusive, of this act, and which  
45 has not become delinquent, the blank forms to be completed and





1 *filed with him. Failure of any foreign business trust to receive the*  
2 *forms does not excuse it from the penalty imposed by the*  
3 *provisions of sections 160 to 166, inclusive, of this act.*

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

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

13 **Sec. 161.** *If a foreign business trust has filed the initial or*  
14 *annual list in compliance with section 160 of this act and has paid*  
15 *the appropriate fee for the filing, the cancelled check or other*  
16 *proof of payment received by the foreign business trust constitutes*  
17 *a certificate authorizing it to transact its business within this state*  
18 *until the last day of the month in which the anniversary of its*  
19 *qualification to transact business occurs in the next succeeding*  
20 *calendar year.*

21 **Sec. 162.** *1. Each list required to be filed under the*  
22 *provisions of sections 160 to 166, inclusive, of this act must, after*  
23 *the name of each trustee listed thereon, set forth the address,*  
24 *either residence or business, of each trustee.*

25 *2. If the addresses are not stated for each person on any list*  
26 *offered for filing, the Secretary of State may refuse to file the list,*  
27 *and the foreign business trust for which the list has been offered*  
28 *for filing is subject to all the provisions of sections 160 to 166,*  
29 *inclusive, of this act relating to failure to file the list within or at*  
30 *the times therein specified, unless a list is subsequently submitted*  
31 *for filing which conforms to the provisions of this section.*

32 **Sec. 163.** *1. Each foreign business trust required to make a*  
33 *filing and pay the fee prescribed in sections 160 to 166, inclusive,*  
34 *of this act which refuses or neglects to do so within the time*  
35 *provided is in default.*

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

43 **Sec. 164.** *1. The Secretary of State shall notify, by*  
44 *providing written notice to its resident agent, each foreign*



1 *business trust deemed in default pursuant to section 163 of this*  
2 *act. The written notice:*

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

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

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

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

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

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

20 **Sec. 165.** 1. *Except as otherwise provided in subsections 3*  
21 *and 4, the Secretary of State shall reinstate a foreign business*  
22 *trust which has forfeited or which forfeits its right to transact*  
23 *business under the provisions of this chapter and shall restore to*  
24 *the foreign business trust its right to transact business in this state,*  
25 *and to exercise its privileges and immunities, if it:*

26 (a) *Files with the Secretary of State:*

27 (1) *The list required by section 160 of this act; and*

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

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

31 (1) *The filing fee and penalty set forth in sections 160 and*  
32 *163 of this act for each year or portion thereof that its right to*  
33 *transact business was forfeited; and*

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

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

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

39 (b) *Pays the required fees pursuant to NRS 88A.900.*

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

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



1 *chapter and has remained forfeited for a period of 5 consecutive*  
2 *years, the right to transact business must not be reinstated.*

3 **Sec. 166.** 1. *Except as otherwise provided in subsection 2, if*  
4 *a foreign business trust applies to reinstate its certificate of trust*  
5 *and its name has been legally reserved or acquired by another*  
6 *artificial person formed, organized, registered or qualified*  
7 *pursuant to the provisions of this title whose name is on file with*  
8 *the Office of the Secretary of State or reserved in the Office of the*  
9 *Secretary of State pursuant to the provisions of this title, the*  
10 *foreign business trust must submit in writing in its application for*  
11 *reinstatement to the Secretary of State some other name under*  
12 *which it desires its existence to be reinstated. If that name is*  
13 *distinguishable from all other names reserved or otherwise on file,*  
14 *the Secretary of State shall reinstate the foreign business trust*  
15 *under that new name.*

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

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

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

27 **Sec. 167.** NRS 88A.220 is hereby amended to read as follows:

28 88A.220 1. A certificate of trust may be amended by filing  
29 with the Secretary of State a certificate of amendment signed by at  
30 least one trustee. The certificate of amendment must set forth:

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

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

- 39 (a) The present name of the business trust ~~{and, if the name has~~  
40 ~~been changed, the name under which the business trust was~~  
41 ~~originally formed;~~

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

43 ~~—(c)};~~

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



1 ~~[(4)]~~ (c) Any further amendments to the certificate of trust.  
2 3. A certificate of trust may be amended or restated at any time  
3 for any purpose determined by the trustees.  
4 **Sec. 168.** NRS 88A.420 is hereby amended to read as follows:  
5 88A.420 A certificate of trust must be cancelled upon the  
6 completion or winding up of the business trust and its termination.  
7 A certificate of cancellation must be signed by a trustee, filed with  
8 the Secretary of State, and set forth:  
9 1. The name of the business trust;  
10 2. ~~[(The date of filing of its certificate of trust;~~  
11 ~~—3.]~~ A future effective date of the certificate of cancellation, if it  
12 is not to be effective upon filing, which may not be more than 90  
13 days after the certificate is filed; and  
14 ~~[(4)]~~ 3. Any other information the trustee determines to include.  
15 **Sec. 169.** NRS 88A.530 is hereby amended to read as follows:  
16 88A.530 1. A resident agent who desires to resign shall  
17 ~~[(file)]~~ :  
18 (a) *File* with the Secretary of State a signed statement ~~[(for each~~  
19 ~~business trust for which)]~~ *in the manner provided pursuant to*  
20 *subsection 1 of NRS 78.097 that* he is unwilling to continue to act  
21 ~~[(as the resident agent of the business trust for the service of~~  
22 ~~process; and~~  
23 (b) *Pay to the Secretary of State the filing fee set forth in*  
24 *subsection 1 of NRS 78.097.*  
25 A resignation is not effective until the signed statement is ~~[(so filed.)~~  
26 *filed with the Secretary of State.*  
27 2. The statement of resignation may contain a statement of the  
28 affected business trust appointing a successor resident agent. A  
29 certificate of acceptance executed by the new resident agent, stating  
30 the full name, complete street address and, if different from the  
31 street address, mailing address of the new resident agent, must  
32 accompany the statement appointing a successor resident agent.  
33 3. Upon the filing of the statement of resignation with the  
34 Secretary of State, the capacity of the resigning person as resident  
35 agent terminates. If the statement of resignation contains no  
36 statement by the business trust appointing a successor resident  
37 agent, the resigning agent shall immediately give written notice, by  
38 mail, to the business trust of the filing of the statement of  
39 resignation and its effect. The notice must be addressed to a trustee  
40 of the business trust other than the resident agent.  
41 4. If its resident agent dies, resigns or removes from the State,  
42 a business trust, within 30 days thereafter, shall file with the  
43 Secretary of State a certificate of acceptance executed by a new  
44 resident agent. The certificate must set forth the full name and  
45 complete street address of the new resident agent, and may contain a



1 mailing address, such as a post office box, different from the street  
2 address.

3 5. A business trust that fails to file a certificate of acceptance  
4 executed by its new resident agent within 30 days after the death,  
5 resignation or removal of its former resident agent shall be deemed  
6 in default and is subject to the provisions of NRS 88A.630 to  
7 88A.660, inclusive.

8 **Sec. 170.** NRS 88A.540 is hereby amended to read as follows:

9 88A.540 1. If a business trust formed pursuant to this chapter  
10 desires to change its resident agent, the change may be effected by  
11 filing with the Secretary of State a certificate of change ~~of~~ *of*  
12 *resident agent*, signed by at least one trustee of the business trust,  
13 setting forth:

14 (a) The name of the business trust;

15 (b) The name and street address of the present resident agent;  
16 and

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

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

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

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

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

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

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

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

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

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

35 **Sec. 171.** NRS 88A.600 is hereby amended to read as follows:

36 88A.600 1. A business trust formed pursuant to this chapter  
37 shall, on or before the ~~first~~ *last* day of the ~~second~~ *first* month  
38 after the filing of its certificate of trust with the Secretary of State,  
39 and annually thereafter on or before the last day of the month in  
40 which the anniversary date of the filing of its certificate of trust with  
41 the Secretary of State occurs, file with the Secretary of State, on a  
42 form furnished by him, a list signed by at least one trustee that  
43 contains the name and mailing address of its *lawfully designated*  
44 resident agent and at least one trustee. Each list filed pursuant to this



1 subsection must be accompanied by a declaration under penalty of  
2 perjury that the business trust ~~has~~ :

3 (a) *Has* complied with the provisions of chapter 364A of NRS  
4 ~~;~~ *and*

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

8 2. 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 ~~[\$165.]~~ *\$125.*

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

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

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

24 ~~[4.]~~ 5. An annual list for a business trust not in default which is  
25 received by the Secretary of State more than ~~[60]~~ *90* days before its  
26 due date shall be deemed an amended list for the previous year.

27 **Sec. 172.** NRS 88A.610 is hereby amended to read as follows:

28 88A.610 When the fee for filing the annual list has been paid,  
29 the cancelled check *or other proof of payment* received by the  
30 business trust constitutes a certificate authorizing it to transact its  
31 business within this state until the last day of the month in which the  
32 anniversary of the filing of its certificate of trust occurs in the next  
33 succeeding calendar year. ~~[If the business trust desires a formal~~  
34 ~~certificate upon its payment of the annual fee, its payment must be~~  
35 ~~accompanied by a self-addressed, stamped envelope.]~~

36 **Sec. 173.** NRS 88A.620 is hereby amended to read as follows:

37 88A.620 1. Each list required to be filed pursuant to the  
38 provisions of NRS 88A.600 to 88A.660, inclusive, must, after the  
39 name of each trustee listed thereon, set forth his ~~[post-office box or~~  
40 ~~street]~~ address, either residence or business.

41 2. If the addresses are not stated on a list offered for filing, the  
42 Secretary of State may refuse to file the list, and the business trust  
43 for which the list has been offered for filing is subject to all the  
44 provisions of NRS 88A.600 to 88A.660, inclusive, relating to failure  
45 to file the list when or at the times therein specified, unless a list is



1 subsequently submitted for filing which conforms to the provisions  
2 of those sections.

3 **Sec. 174.** NRS 88A.630 is hereby amended to read as follows:

4 88A.630 1. Each business trust required to file the list and  
5 pay the fee prescribed in NRS 88A.600 to 88A.660, inclusive,  
6 which refuses or neglects to do so within the time provided shall be  
7 deemed in default.

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

11 **Sec. 175.** NRS 88A.640 is hereby amended to read as follows:

12 88A.640 1. The Secretary of State shall notify, by ~~letter~~  
13 ~~addressed~~ **providing written notice** to its resident agent, each  
14 business trust deemed in default pursuant to the provisions of this  
15 chapter. The **written** notice ~~[must be accompanied by]~~ :

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

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

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

24 3. The Secretary of State shall compile a complete list  
25 containing the names of all business trusts whose right to ~~do~~  
26 **transact** business has been forfeited. ~~[He]~~

27 4. **The Secretary of State** shall forthwith notify ~~each such~~  
28 ~~business trust, by letter addressed~~ , **by providing written notice** to  
29 its resident agent, **each business trust specified in subsection 3** of  
30 the revocation of its certificate of trust. The **written** notice ~~[must be~~  
31 ~~accompanied by]~~ :

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

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

36 5. If the certificate of trust is revoked and the right to transact  
37 business is forfeited, all the property and assets of the defaulting  
38 business trust must be held in trust by its trustees as for insolvent  
39 business trusts, and the same proceedings may be had with respect  
40 thereto as are applicable to insolvent business trusts. Any person  
41 interested may institute proceedings at any time after a forfeiture has  
42 been declared, but if the Secretary of State reinstates the certificate  
43 of trust, the proceedings must at once be dismissed.





1     **Sec. 176.** NRS 88A.650 is hereby amended to read as follows:  
2     88A.650 1. Except as otherwise provided in ~~subsection 3,~~  
3     ~~subsections 3 and 4,~~ the Secretary of State shall reinstate a business  
4     trust which has forfeited *or which forfeits* its right to transact  
5     business pursuant to the provisions of this chapter and *shall* restore  
6     to the business trust its right to carry on business in this state, and to  
7     exercise its privileges and immunities, if it:

8         (a) Files with the Secretary of State ~~the~~ :  
9             (1) *The* list required by NRS 88A.600; *and*  
10            (2) *A certificate of acceptance of appointment signed by its*  
11     *resident agent;* and

12         (b) Pays to the Secretary of State:  
13             (1) The filing fee and penalty set forth in NRS 88A.600 and  
14     88A.630 for each year or portion thereof during which its certificate  
15     of trust was revoked; and

16             (2) A fee of ~~[\$200]~~ *\$300* for reinstatement.  
17     2. When the Secretary of State reinstates the business trust, he  
18     shall ~~[-~~

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

22     ~~—(b) Upon demand,~~ issue to the business trust ~~{one or more~~  
23     ~~certified copies of the}~~ *a* certificate of reinstatement ~~[-]~~ *if the*  
24     *business trust:*

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

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

31     4. *If a certificate of business trust has been revoked pursuant*  
32     *to the provisions of this chapter and has remained revoked for a*  
33     *period of 5 consecutive years, the certificate must not be*  
34     *reinstated.*

35     **Sec. 177.** NRS 88A.660 is hereby amended to read as follows:

36     88A.660 1. Except as otherwise provided in subsection 2, if a  
37     certificate of trust is revoked pursuant to the provisions of this  
38     chapter and the name of the business trust has been legally reserved  
39     or acquired by another artificial person formed, organized,  
40     registered or qualified pursuant to the provisions of this title whose  
41     name is on file with the Office of the Secretary of State or reserved  
42     in the Office of the Secretary of State pursuant to the provisions of  
43     this title, the business trust shall submit in writing to the Secretary  
44     of State some other name under which it desires to be reinstated. If  
45     that name is distinguishable from all other names reserved or



1 otherwise on file, the Secretary of State shall ~~issue to~~ *reinstate* the  
2 business trust ~~[a certificate of reinstatement]~~ under that new name.

3 2. If the defaulting business trust submits the written,  
4 acknowledged consent of the artificial person using a name, or the  
5 person who has reserved a name, which is not distinguishable from  
6 the old name of the business trust or a new name it has submitted, it  
7 may be reinstated under that name.

8 **Sec. 178.** NRS 88A.710 is hereby amended to read as follows:

9 88A.710 Before transacting business in this state, a foreign  
10 business trust shall register with the Secretary of State. In order to  
11 register, a foreign business trust shall submit to the Secretary of  
12 State an application for registration as a foreign business trust,  
13 signed by a trustee, and a signed certificate of acceptance of a  
14 resident agent. The application for registration must set forth:

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

18 2. The state and date of its formation;

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

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

24 5. The name and ~~[business]~~ address , *either residence or*  
25 *business*, of one trustee.

26 **Sec. 179.** NRS 88A.740 is hereby amended to read as follows:

27 88A.740 A foreign business trust may cancel its registration by  
28 filing with the Secretary of State a certificate of cancellation signed  
29 by a trustee. The certificate must set forth:

30 1. The name of the foreign business trust;

31 2. ~~[The date upon which its certificate of registration was filed;~~

32 ~~—3.]~~ The effective date of the cancellation if other than the date  
33 of the filing of the certificate of cancellation; and

34 ~~[4.]~~ 3. Any other information deemed necessary by the trustee.

35 A cancellation does not terminate the authority of the Secretary of  
36 State to accept service of process on the foreign business trust with  
37 respect to causes of action arising out of the transaction of business  
38 in this state.

39 **Sec. 180.** NRS 88A.900 is hereby amended to read as follows:

40 88A.900 The Secretary of State shall charge and collect the  
41 following fees for:

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

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



- 1     3. Filing a certificate of cancellation, ~~[\$175.]~~ \$75.
- 2     4. Certifying a copy of a certificate of trust or an amendment or
- 3     restatement, or a combination thereof, ~~[\$20]~~ \$30 per certification.
- 4     5. Certifying an authorized printed copy of this chapter, ~~[\$20.]~~
- 5     \$30.
- 6     6. Reserving a name for a business trust, ~~[\$20.]~~ \$25.
- 7     7. Executing a certificate of existence of a business trust which
- 8     does not list the previous documents relating to it, or a certificate of
- 9     change in the name of a business trust, ~~[\$40.]~~ \$50.
- 10    8. Executing a certificate of existence of a business trust which
- 11    lists the previous documents relating to it, ~~[\$40.]~~
- 12    ~~9. Filing a statement of change of address of the registered~~
- 13    ~~office for each business trust, \$30.~~
- 14    ~~10.]~~ \$50.
- 15    9. Filing a statement of change of the ~~registered agent, \$30.~~
- 16    ~~11.]~~ resident agent, \$60.
- 17    10. Executing, certifying or filing any certificate or document
- 18    not otherwise provided for in this section, ~~[\$40.]~~
- 19    ~~12.]~~ \$50.
- 20    11. Examining and provisionally approving a document before
- 21    the document is presented for filing, ~~[\$100.]~~
- 22    ~~13.]~~ \$125.
- 23    12. Copying a document on file with him, for each page, ~~[\$1.]~~
- 24    \$2.
- 25    **Sec. 181.** NRS 88A.930 is hereby amended to read as follows:
- 26    88A.930 1. A business trust may correct a document filed by
- 27    the Secretary of State with respect to the business trust if the
- 28    document contains an inaccurate record of a trust action described in
- 29    the document or was defectively executed, attested, sealed, verified
- 30    or acknowledged.
- 31    2. To correct a document, the business trust must:
- 32    (a) Prepare a certificate of correction that:
- 33    (1) States the name of the business trust;
- 34    (2) Describes the document, including, without limitation, its
- 35    filing date;
- 36    (3) Specifies the inaccuracy or defect;
- 37    (4) Sets forth the inaccurate or defective portion of the
- 38    document in an accurate or corrected form; and
- 39    (5) Is signed by a trustee of the business trust.
- 40    (b) Deliver the certificate to the Secretary of State for filing.
- 41    (c) Pay a filing fee of ~~[\$150]~~ \$175 to the Secretary of State.
- 42    3. A certificate of correction is effective on the effective date
- 43    of the document it corrects except as to persons relying on the
- 44    uncorrected document and adversely affected by the correction. As
- 45    to those persons, the certificate is effective when filed.



1     **Sec. 182.** Chapter 89 of NRS is hereby amended by adding  
2     thereto a new section to read as follows:

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

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

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

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

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

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

20    **Sec. 183.** NRS 89.040 is hereby amended to read as follows:

21    89.040 1. One or more persons may organize a professional  
22    corporation in the manner provided for organizing a private  
23    corporation pursuant to chapter 78 of NRS. Each person organizing  
24    the corporation must, except as otherwise provided in subsection 2  
25    of NRS 89.050, be authorized to perform the professional service  
26    for which the corporation is organized. The articles of incorporation  
27    must contain the following additional information:

28    (a) The profession to be practiced by means of the professional  
29    corporation.

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

33    (c) Except as otherwise provided in paragraph (d) of this  
34    subsection, a certificate from the regulating board of the profession  
35    to be practiced showing that each of the directors, and each of the  
36    stockholders who is a natural person, is licensed to practice the  
37    profession.

38    (d) For a professional corporation organized pursuant to this  
39    chapter and practicing pursuant to the provisions of NRS 623.349, a  
40    certificate from the regulating board or boards of the profession or  
41    professions to be practiced showing that control and two-thirds  
42    ownership of the corporation is held by persons registered or  
43    licensed pursuant to the applicable provisions of chapter 623, 623A  
44    or 625 of NRS. As used in this paragraph, "control" has the meaning  
45    ascribed to it in NRS 623.349.



1       2. The corporate name of a professional corporation must  
2 contain the words "Professional Corporation" or the abbreviation  
3 "Prof. Corp.," "*P.C.*" or "*PC*," or the word "Chartered" or *the*  
4 *abbreviation "Chtd.,"* or "Limited" or the abbreviation "Ltd." The  
5 corporate name must contain the last name of one or more of its  
6 stockholders. The corporation may render professional services and  
7 exercise its authorized powers under a fictitious name if the  
8 corporation has first registered the name in the manner required by  
9 chapter 602 of NRS.

10       **Sec. 184.** NRS 89.210 is hereby amended to read as follows:

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

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

30       **Sec. 185.** NRS 89.250 is hereby amended to read as follows:

31       89.250 1. Except as otherwise provided in subsection 2, a  
32 professional association shall, on or before the ~~[first]~~ *last* day of the  
33 ~~[second]~~ *first* month after the filing of its articles of association with  
34 the Secretary of State, and annually thereafter on or before the last  
35 day of the month in which the anniversary date of its organization  
36 occurs in each year, furnish a statement to the Secretary of State  
37 showing the names and ~~[residence]~~ addresses, *either residence or*  
38 *business,* of all members and employees in the *professional*  
39 association and certifying that all members and employees are  
40 licensed to render professional service in this state.

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



1 anniversary date of its organization occurs in each year, furnish a  
2 statement to the Secretary of State:

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

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

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

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

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

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

20 (c) Accompanied by a declaration under penalty of perjury that  
21 the professional association ~~[has]~~ :

22 (1) *Has* complied with the provisions of chapter 364A of  
23 NRS ~~[+]~~ ; and

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

27 4. Upon filing:

28 (a) The initial statement required by this section, the  
29 *professional* association shall pay to the Secretary of State a fee of  
30 ~~[\$165-]~~ *\$125.*

31 (b) Each annual statement required by this section, the  
32 *professional* association shall pay to the Secretary of State a fee of  
33 ~~[\$85-]~~ *\$125.*

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

38 **Sec. 186.** NRS 89.252 is hereby amended to read as follows:

39 89.252 1. Each professional association that is required to  
40 make a filing and pay the fee prescribed in NRS 89.250 but refuses  
41 to do so within the time provided is in default.

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



1     **Sec. 187.** NRS 89.254 is hereby amended to read as follows:  
2     89.254 1. The Secretary of State shall ~~{notify by letter}~~  
3     *provide written notice to* each professional association which is in  
4     default pursuant to the provisions of NRS 89.252. The *written*  
5     notice ~~{must be accompanied by}~~ :  
6     (a) *Must include* a statement indicating the amount of the filing  
7     fee, penalties *incurred* and costs remaining unpaid.  
8     (b) *At the request of the professional association, may be*  
9     *provided electronically.*  
10    2. On the first day of the ~~{ninth}~~ *first anniversary of the* month  
11    following the month in which the filing was required, the articles of  
12    association of the professional association is revoked and its right to  
13    transact business is forfeited.  
14    3. The Secretary of State shall compile a complete list  
15    containing the names of all professional associations whose right to  
16    ~~{do}~~ *transact* business has been forfeited.  
17    4. The Secretary of State shall forthwith notify each ~~{such}~~  
18    *professional* association *specified in subsection 3* by ~~{letter}~~  
19    *providing written notice* of the forfeiture of its right to transact  
20    business. The *written* notice ~~{must be accompanied by}~~ :  
21    (a) *Must include* a statement indicating the amount of the filing  
22    fee, penalties *incurred* and costs remaining unpaid.  
23    ~~{4-}~~ (b) *At the request of the professional association, may be*  
24    *provided electronically.*  
25    5. If the articles of association of a professional association are  
26    revoked and the right to transact business is forfeited, all the  
27    property and assets of the defaulting *professional* association must  
28    be held in trust by its members, as for insolvent corporations, and  
29    the same proceedings may be had with respect to its property and  
30    assets as apply to insolvent corporations. Any interested person may  
31    institute proceedings at any time after a forfeiture has been declared,  
32    but if the Secretary of State reinstates the articles of association the  
33    proceedings must be dismissed and all property restored to the  
34    members of the professional association.  
35    ~~{5-}~~ 6. If the assets of the *professional* association are  
36    distributed, they must be applied to:  
37    (a) The payment of the filing fee, penalties and costs due to the  
38    State; and  
39    (b) The payment of the creditors of the *professional* association.  
40    Any balance remaining must be distributed as set forth in the articles  
41    of association or, if no such provisions exist, among the members of  
42    the *professional* association.  
43    **Sec. 188.** NRS 89.256 is hereby amended to read as follows:  
44    89.256 1. Except as otherwise provided in subsections 3 and  
45    4, the Secretary of State shall reinstate any professional association





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

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

5 *(1) The statement and certification required by NRS 89.250;*  
6 *and*

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

9 (b) Pays to the Secretary of State:

10 (1) The filing fee and penalty set forth in NRS 89.250 and  
11 89.252 for each year or portion thereof during which the articles of  
12 association have been revoked; and

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

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

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

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

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

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

25 3. The Secretary of State shall not order a reinstatement unless  
26 all delinquent fees and penalties have been paid, and the revocation  
27 of the ~~[association's]~~ articles of association occurred only by reason  
28 of ~~[its]~~ *the* failure to pay the fees and penalties.

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

33 **Sec. 189.** NRS 90.360 is hereby amended to read as follows:

34 90.360 1. An applicant for licensing shall pay a  
35 nonrefundable licensing fee, due annually in the following amounts:

36 (a) Broker-dealer, ~~[\$150.]~~ *\$300.*

37 (b) Sales representative, ~~[\$55.]~~ *\$110.*

38 (c) Investment adviser, ~~[\$150.]~~ *\$300.*

39 (d) Representative of an investment adviser, ~~[\$55.]~~ *\$110.*

40 2. The Administrator by regulation may require licensing of  
41 branch offices and impose a fee for the licensing and an annual fee.

42 3. For the purpose of this section, a "branch office" means any  
43 place of business in this state other than the principal office in the  
44 state of the broker-dealer, from which one or more sales  
45 representatives transact business.



1     **Sec. 190.** NRS 90.380 is hereby amended to read as follows:  
2     90.380 1. Unless a proceeding under NRS 90.420 has been  
3     instituted, the license of any broker-dealer, sales representative,  
4     investment adviser or representative of an investment adviser  
5     becomes effective 30 days after an application for licensing has  
6     been filed and is complete, including any amendment, if all  
7     requirements imposed pursuant to NRS 90.370 and 90.375 have  
8     been satisfied. An application or amendment is complete when the  
9     applicant has furnished information responsive to each applicable  
10    item of the application. The Administrator may authorize an earlier  
11    effective date of licensing.  
12    2. The license of a broker-dealer, sales representative,  
13    investment adviser or representative of an investment adviser is  
14    effective until terminated by revocation, suspension, expiration or  
15    withdrawal.  
16    3. The license of a sales representative is only effective with  
17    respect to transactions effected on behalf of the broker-dealer or  
18    issuer for whom the sales representative is licensed.  
19    4. A person shall not at any one time act as a sales  
20    representative for more than one broker-dealer or for more than one  
21    issuer, unless the Administrator by regulation or order authorizes  
22    multiple licenses.  
23    5. If a person licensed as a sales representative terminates  
24    association with a broker-dealer or issuer or ceases to be a sales  
25    representative, the sales representative and the broker-dealer or  
26    issuer on whose behalf the sales representative was acting shall  
27    promptly notify the Administrator.  
28    6. The Administrator by regulation may authorize one or more  
29    special classifications of licenses as a broker-dealer, sales  
30    representative, investment adviser or representative of an investment  
31    adviser to be issued to applicants subject to limitations and  
32    conditions on the nature of the activities that may be conducted by  
33    persons so licensed.  
34    7. The license of a broker-dealer, sales representative,  
35    investment adviser or representative of an investment adviser  
36    expires if:  
37    (a) The statement required pursuant to NRS 90.375 is not  
38    submitted when it is due; or  
39    (b) The annual fee required by NRS 90.360 is not paid when it is  
40    due.  
41    8. A license that has expired may be reinstated retroactively if  
42    the licensed person:  
43    (a) Submits the statement required pursuant to NRS 90.375; and  
44    (b) Pays the fee required by NRS 90.360, plus a fee for  
45    reinstatement in the amount of ~~[\$25.]~~ \$50,



1 within 30 days after the date of expiration. If the license is not  
2 reinstated within that time, it shall be deemed to have lapsed as of  
3 the date of expiration, and the licensed person must thereafter  
4 submit a new application for licensing if he desires to be relicensed.

5 **Sec. 191.** NRS 90.456 is hereby amended to read as follows:

6 90.456 1. The Administrator may charge a fee not to exceed  
7 ~~[-25]~~ 0.5 percent of the total value of each transaction involving the  
8 purchase, sale or other transfer of a security conducted by a  
9 securities exchange located in this state.

10 2. The Administrator may adopt by regulation or order, and  
11 shall cause to be published, a table of fees based upon the direct cost  
12 of regulating the securities exchange.

13 **Sec. 192.** NRS 90.500 is hereby amended to read as follows:

14 90.500 1. A registration statement may be filed by the issuer,  
15 any other person on whose behalf the offering is to be made, or a  
16 broker-dealer licensed under this chapter.

17 2. Except as *otherwise* provided in subsection 3, a person filing  
18 a registration statement shall pay a filing fee of ~~{one-tenth of 1}~~ 0.2  
19 percent of the maximum aggregate offering price at which the  
20 registered securities are to be offered in this state, but not less than  
21 ~~[\$350]~~ \$700 or more than ~~[\$2,500.]~~ \$5,000. If a registration  
22 statement is withdrawn before the effective date or a pre-effective  
23 order is entered under NRS 90.510, the Administrator shall retain  
24 the fee.

25 3. An open-end management company, a face amount  
26 certificate company or a unit investment trust, as defined in the  
27 Investment Company Act of 1940, may register an indefinite  
28 amount of securities under a registration statement. The registrant  
29 shall pay:

30 (a) A fee of ~~[\$500]~~ \$1,000 at the time of filing; and

31 (b) Within 60 days after the registrant's fiscal year during which  
32 its statement is effective, a fee of ~~[\$2,000.]~~ \$4,000, or file a report  
33 on a form the Administrator adopts, specifying its sale of securities  
34 to persons in this state during the fiscal year and pay a fee of ~~one-~~  
35 ~~tenth of 1~~ 0.2 percent of the aggregate sales price of the securities  
36 sold to persons in this state, but the latter fee must not be less than  
37 ~~[\$350]~~ \$700 or more than ~~[\$2,500.]~~ \$5,000.

38 4. Except as otherwise permitted by subsection 3, a statement  
39 must specify:

40 (a) The amount of securities to be offered in this state and the  
41 states in which a statement or similar document in connection with  
42 the offering has been or is to be filed; and

43 (b) Any adverse order, judgment or decree entered by a  
44 securities agency or administrator in any state or by a court or the



1 Securities and Exchange Commission in connection with the  
2 offering.

3 5. A document filed under this chapter as now or previously in  
4 effect, within 5 years before the filing of a registration statement,  
5 may be incorporated by reference in the registration statement if the  
6 document is currently accurate.

7 6. The Administrator by regulation or order may permit the  
8 omission of an item of information or document from a statement.

9 7. In the case of a nonissuer offering, the Administrator may  
10 not require information under *subsection 13 or* NRS 90.510 ~~for~~  
11 ~~subsection 13 of this section~~ unless it is known to the person filing  
12 the registration statement or to the person on whose behalf the  
13 offering is to be made, or can be furnished by one of them without  
14 unreasonable effort or expense.

15 8. In the case of a registration under NRS 90.480 or 90.490 by  
16 an issuer who has no public market for its shares and no significant  
17 earnings from continuing operations during the last 5 years or any  
18 shorter period of its existence, the Administrator by regulation or  
19 order may require as a condition of registration that the following  
20 securities be deposited in escrow for not more than 3 years:

21 (a) A security issued to a promoter within the 3 years  
22 immediately before the offering or to be issued to a promoter for a  
23 consideration substantially less than the offering price; and

24 (b) A security issued to a promoter for a consideration other  
25 than cash, unless the registrant demonstrates that the value of the  
26 noncash consideration received in exchange for the security is  
27 substantially equal to the offering price for the security.

28 The Administrator by regulation may determine the conditions of an  
29 escrow required under this subsection, but the Administrator may  
30 not reject a depository solely because of location in another state.

31 9. The Administrator by regulation may require as a condition  
32 of registration under NRS 90.480 or 90.490 that the proceeds from  
33 the sale of the registered security in this state *must* be impounded  
34 until the issuer receives a specified amount from the sale of the  
35 security. The Administrator by regulation or order may determine  
36 the conditions of an impounding arrangement required under this  
37 subsection, but the Administrator may not reject a depository solely  
38 because of its location in another state.

39 10. If a security is registered pursuant to NRS 90.470 or  
40 90.480, the prospectus filed under the Securities Act of 1933 must  
41 be delivered to each purchaser in accordance with the requirements  
42 of that act for the delivery of a prospectus.

43 11. If a security is registered pursuant to NRS 90.490, an  
44 offering document containing information the Administrator by



1 regulation or order designates must be delivered to each purchaser  
2 with or before the earliest of:

3 (a) The first written offer made to the purchaser by or for the  
4 account of the issuer or another person on whose behalf the offering  
5 is being made or by an underwriter or broker-dealer who is offering  
6 part of an unsold allotment or subscription taken by it as a  
7 participant in the distribution;

8 (b) Confirmation of a sale made by or for the account of a  
9 person named in paragraph (a);

10 (c) Payment pursuant to a sale; or

11 (d) Delivery pursuant to a sale.

12 12. Except for a registration statement under which an  
13 indefinite amount of securities are registered as provided in  
14 subsection 3, a statement remains effective for 1 year after its  
15 effective date unless the Administrator by regulation extends the  
16 period of effectiveness. A registration statement under which an  
17 indefinite amount of securities are registered remains effective until  
18 60 days after the beginning of the registrant's next fiscal year  
19 following the date the statement was filed. All outstanding securities  
20 of the same class as a registered security are considered to be  
21 registered for the purpose of a nonissuer transaction while the  
22 registration statement is effective, unless the Administrator by  
23 regulation or order provides otherwise. A registration statement may  
24 not be withdrawn after its effective date if any of the securities  
25 registered have been sold in this state, unless the Administrator by  
26 regulation or order provides otherwise. No registration statement is  
27 effective while an order is in effect under subsection 1 of  
28 NRS 90.510.

29 13. During the period that an offering is being made pursuant  
30 to an effective registration statement, the Administrator by  
31 regulation or order may require the person who filed the registration  
32 statement to file reports, not more often than quarterly, to keep  
33 reasonably current the information contained in the registration  
34 statement and to disclose the progress of the offering.

35 14. A registration statement filed under NRS 90.470 or 90.480  
36 may be amended after its effective date to increase the securities  
37 specified to be offered and sold. The amendment becomes effective  
38 upon filing of the amendment and payment of an additional filing  
39 fee of 3 times the fee otherwise payable, calculated in the manner  
40 specified in subsection 2, with respect to the additional securities to  
41 be offered and sold. The effectiveness of the amendment relates  
42 back to the date or dates of sale of the additional securities being  
43 registered.

44 15. A registration statement filed under NRS 90.490 may be  
45 amended after its effective date to increase the securities specified to



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1 be offered and sold, if the public offering price and underwriters'  
2 discounts and commissions are not changed from the respective  
3 amounts which the Administrator was informed. The amendment  
4 becomes effective when the Administrator so orders and relates  
5 back to the date of sale of the additional securities being registered.  
6 A person filing an amendment shall pay an additional filing fee of 3  
7 times the fee otherwise payable, calculated in the manner specified  
8 in subsection 2, with respect to the additional securities to be offered  
9 and sold.

10 **Sec. 193.** NRS 90.520 is hereby amended to read as follows:

11 90.520 1. As used in this section:

12 (a) "Guaranteed" means guaranteed as to payment of all or  
13 substantially all of principal and interest or dividends.

14 (b) "Insured" means insured as to payment of all or substantially  
15 all of principal and interest or dividends.

16 2. Except as otherwise provided in subsections 4 and 5, the  
17 following securities are exempt from NRS 90.460 and 90.560:

18 (a) A security, including a revenue obligation, issued, insured or  
19 guaranteed by the United States, an agency or corporate or other  
20 instrumentality of the United States, an international agency or  
21 corporate or other instrumentality of which the United States and  
22 one or more foreign governments are members, a state, a political  
23 subdivision of a state, or an agency or corporate or other  
24 instrumentality of one or more states or their political subdivisions,  
25 or a certificate of deposit for any of the foregoing, but this  
26 exemption does not include a security payable solely from revenues  
27 to be received from an enterprise unless the:

28 (1) Payments are insured or guaranteed by the United States,  
29 an agency or corporate or other instrumentality of the United States,  
30 an international agency or corporate or other instrumentality of  
31 which the United States and one or more foreign governments are  
32 members, a state, a political subdivision of a state, or an agency or  
33 corporate or other instrumentality of one or more states or their  
34 political subdivisions, or by a person whose securities are exempt  
35 from registration pursuant to paragraphs (b) to (e), inclusive, or (g),  
36 or the revenues from which the payments are to be made are a direct  
37 obligation of such a person;

38 (2) Security is issued by this state or an agency,  
39 instrumentality or political subdivision of this state; or

40 (3) Payments are insured or guaranteed by a person who,  
41 within the 12 months next preceding the date on which the securities  
42 are issued, has received a rating within one of the top four rating  
43 categories of either Moody's Investors Service, Inc., or Standard  
44 and Poor's Ratings Services.



1 (b) A security issued, insured or guaranteed by Canada, a  
2 Canadian province or territory, a political subdivision of Canada or  
3 of a Canadian province or territory, an agency or corporate or other  
4 instrumentality of one or more of the foregoing, or any other foreign  
5 government or governmental combination or entity with which the  
6 United States maintains diplomatic relations, if the security is  
7 recognized as a valid obligation by the issuer, insurer or guarantor.

8 (c) A security issued by and representing an interest in or a  
9 direct obligation of a depository institution if the deposit or share  
10 accounts of the depository institution are insured by the Federal  
11 Deposit Insurance Corporation, the National Credit Union Share  
12 Insurance Fund or a successor to an applicable agency authorized by  
13 federal law.

14 (d) A security issued by and representing an interest in or a  
15 direct obligation of, or insured or guaranteed by, an insurance  
16 company organized under the laws of any state and authorized to do  
17 business in this state.

18 (e) A security issued or guaranteed by a railroad, other common  
19 carrier, public utility or holding company that is:

20 (1) Subject to the jurisdiction of the Surface Transportation  
21 Board;

22 (2) A registered holding company under the Public Utility  
23 Holding Company Act of 1935 or a subsidiary of a registered  
24 holding company within the meaning of that act;

25 (3) Regulated in respect to its rates and charges by a  
26 governmental authority of the United States or a state; or

27 (4) Regulated in respect to the issuance or guarantee of the  
28 security by a governmental authority of the United States, a state,  
29 Canada, or a Canadian province or territory.

30 (f) Equipment trust certificates in respect to equipment leased or  
31 conditionally sold to a person, if securities issued by the person  
32 would be exempt pursuant to this section.

33 (g) A security listed or approved for listing upon notice of  
34 issuance on the New York Stock Exchange, the American Stock  
35 Exchange, the ~~Midwest~~ **Chicago** Stock Exchange, the Pacific  
36 Stock Exchange or other exchange designated by the Administrator,  
37 any other security of the same issuer which is of senior or  
38 substantially equal rank, a security called for by subscription right or  
39 warrant so listed or approved, or a warrant or right to purchase or  
40 subscribe to any of the foregoing.

41 (h) A security designated or approved for designation upon  
42 issuance or notice of issuance for inclusion in the national market  
43 system by the National Association of Securities Dealers, Inc., any  
44 other security of the same issuer which is of senior or substantially  
45 equal rank, a security called for by subscription right or warrant so





1 designated, or a warrant or a right to purchase or subscribe to any of  
2 the foregoing.

3 (i) An option issued by a clearing agency registered under the  
4 Securities Exchange Act of 1934, other than an off-exchange futures  
5 contract or substantially similar arrangement, if the security,  
6 currency, commodity ~~H~~ or other interest underlying the option is:

7 (1) Registered under NRS 90.470, 90.480 or 90.490;  
8 (2) Exempt pursuant to this section; or  
9 (3) Not otherwise required to be registered under this  
10 chapter.

11 (j) A security issued by a person organized and operated not for  
12 private profit but exclusively for a religious, educational,  
13 benevolent, charitable, fraternal, social, athletic or reformatory  
14 purpose, or as a chamber of commerce, or trade or professional  
15 association if at least 10 days before the sale of the security the  
16 issuer has filed with the Administrator a notice setting forth the  
17 material terms of the proposed sale and copies of any sales and  
18 advertising literature to be used and the Administrator by order does  
19 not disallow the exemption within the next 5 full business days.

20 (k) A promissory note, draft, bill of exchange or banker's  
21 acceptance that evidences an obligation to pay cash within 9 months  
22 after the date of issuance, exclusive of days of grace, is issued in  
23 denominations of at least \$50,000 and receives a rating in one of the  
24 three highest rating categories from a nationally recognized  
25 statistical rating organization, or a renewal of such an obligation that  
26 is likewise limited, or a guarantee of such an obligation or of a  
27 renewal.

28 (l) A security issued in connection with an employees' stock  
29 purchase, savings, option, profit-sharing, pension or similar  
30 employees' benefit plan.

31 (m) A membership or equity interest in, or a retention certificate  
32 or like security given in lieu of a cash patronage dividend issued by,  
33 a cooperative organized and operated as a nonprofit membership  
34 cooperative under the cooperative laws of any state if not traded to  
35 the general public.

36 (n) A security issued by an issuer registered as an open-end  
37 management investment company or unit investment trust under  
38 section 8 of the Investment Company Act of 1940 if:

39 (1) The issuer is advised by an investment adviser that is a  
40 depository institution exempt from registration under the Investment  
41 Advisers Act of 1940 or that is currently registered as an investment  
42 adviser, and has been registered, or is affiliated with an adviser that  
43 has been registered, as an investment adviser under the Investment  
44 Advisers Act of 1940 for at least 3 years next preceding an offer or  
45 sale of a security claimed to be exempt pursuant to this paragraph,



1 and the issuer has acted, or is affiliated with an investment adviser  
2 that has acted, as investment adviser to one or more registered  
3 investment companies or unit investment trusts for at least 3 years  
4 next preceding an offer or sale of a security claimed to be exempt  
5 under this paragraph; or

6 (2) The issuer has a sponsor that has at all times throughout  
7 the 3 years before an offer or sale of a security claimed to be exempt  
8 pursuant to this paragraph sponsored one or more registered  
9 investment companies or unit investment trusts the aggregate total  
10 assets of which have exceeded \$100,000,000.

11 3. For the purpose of paragraph (n) of subsection 2, an  
12 investment adviser is affiliated with another investment adviser if it  
13 controls, is controlled by, or is under common control with the other  
14 investment adviser.

15 4. The exemption provided by paragraph (n) of subsection 2 is  
16 available only if the person claiming the exemption files with the  
17 Administrator a notice of intention to sell which sets forth the name  
18 and address of the issuer and the securities to be offered in this state  
19 and pays a fee ~~of:~~

20 ~~—(a) Two hundred and fifty dollars :~~

21 (a) ~~Of \$500~~ for the initial claim of exemption and the same  
22 amount at the beginning of each fiscal year thereafter in which  
23 securities are to be offered in this state, in the case of an open-end  
24 management company; or

25 (b) ~~{One hundred and fifty dollars} Of \$300~~ for the initial claim  
26 of exemption in the case of a unit investment trust.

27 5. An exemption provided by paragraph (c), (e), (f), (i) or (k)  
28 of subsection 2 is available only if, within the 12 months  
29 immediately preceding the use of the exemption, a notice of claim  
30 of exemption has been filed with the Administrator and a  
31 nonrefundable fee of ~~[\$150]~~ \$300 has been paid.

32 **Sec. 194.** NRS 90.530 is hereby amended to read as follows:

33 90.530 The following transactions are exempt from NRS  
34 90.460 and 90.560:

35 1. An isolated nonissuer transaction, whether or not effected  
36 through a broker-dealer.

37 2. A nonissuer transaction in an outstanding security if the  
38 issuer of the security has a class of securities subject to registration  
39 under section 12 of the Securities Exchange Act of 1934, 15 U.S.C.  
40 § 781, and has been subject to the reporting requirements of section  
41 13 or ~~{15(e)}~~ 15(d) of the Securities Exchange Act of 1934, 15  
42 U.S.C. §§ 78m and 78o(d), for not less than 90 days next preceding  
43 the transaction, or has filed and maintained with the Administrator  
44 for not less than 90 days preceding the transaction information, in  
45 such form as the Administrator, by regulation, specifies,



1 substantially comparable to the information the issuer would be  
2 required to file under section 12(b) or 12(g) of the Securities  
3 Exchange Act of 1934, 15 U.S.C. §§ 78l(b) and 78l(g), were the  
4 issuer to have a class of its securities registered under section 12 of  
5 the Securities Exchange Act of 1934, 15 U.S.C. § 78l, and paid a fee  
6 of \$300 with the filing. ~~of \$150.~~

7 3. A nonissuer transaction by a sales representative licensed in  
8 this state, in an outstanding security if:

9 (a) The security is sold at a price reasonably related to the  
10 current market price of the security at the time of the transaction;

11 (b) The security does not constitute all or part of an unsold  
12 allotment to, or subscription or participation by, a broker-dealer as  
13 an underwriter of the security;

14 (c) At the time of the transaction, a recognized securities manual  
15 designated by the Administrator by regulation or order contains the  
16 names of the issuer's officers and directors, a statement of the  
17 financial condition of the issuer as of a date within the preceding 18  
18 months, and a statement of income or operations for each of the last  
19 2 years next preceding the date of the statement of financial  
20 condition, or for the period as of the date of the statement of  
21 financial condition if the period of existence is less than 2 years;

22 (d) The issuer of the security has not undergone a major  
23 reorganization, merger or acquisition within the preceding 30 days  
24 which is not reflected in the information contained in the manual;  
25 and

26 (e) At the time of the transaction, the issuer of the security has a  
27 class of equity security listed on the New York Stock Exchange,  
28 American Stock Exchange or other exchange designated by the  
29 Administrator, or on the National Market System of the National  
30 Association of Securities Dealers Automated Quotation System. The  
31 requirements of this paragraph do not apply if:

32 (1) The security has been outstanding for at least 180 days;

33 (2) The issuer of the security is actually engaged in business  
34 and is not developing his business, in bankruptcy or in receivership;  
35 and

36 (3) The issuer of the security has been in continuous  
37 operation for at least 5 years.

38 4. A nonissuer transaction in a security that has a fixed  
39 maturity or a fixed interest or dividend provision if there has been  
40 no default during the current fiscal year or within the 3 preceding  
41 years, or during the existence of the issuer, and any predecessors if  
42 less than 3 years, in the payment of principal, interest or dividends  
43 on the security.

44 5. A nonissuer transaction effected by or through a registered  
45 broker-dealer pursuant to an unsolicited order or offer to purchase.



1       6. A transaction between the issuer or other person on whose  
2 behalf the offering of a security is made and an underwriter, or a  
3 transaction among underwriters.

4       7. A transaction in a bond or other evidence of indebtedness  
5 secured by a real estate mortgage, deed of trust, personal property  
6 security agreement, or by an agreement for the sale of real estate or  
7 personal property, if the entire mortgage, deed of trust or agreement,  
8 together with all the bonds or other evidences of indebtedness  
9 secured thereby, is offered and sold as a unit.

10      8. A transaction by an executor, administrator, sheriff, marshal,  
11 receiver, trustee in bankruptcy, guardian or conservator.

12      9. A transaction executed by a bona fide secured party without  
13 the purpose of evading this chapter.

14      10. An offer to sell or *the* sale of a security to a financial or  
15 institutional investor or to a broker-dealer.

16      11. Except as otherwise provided in this subsection, a  
17 transaction pursuant to an offer to sell securities of an issuer if:

18       (a) The transaction is part of an issue in which there are not  
19 more than 25 purchasers in this state, other than those designated in  
20 subsection 10, during any 12 consecutive months;


21       (b) No general solicitation or general advertising is used in  
22 connection with the offer to sell or sale of the securities;

23       (c) No commission or other similar compensation is paid or  
24 given, directly or indirectly, to a person, other than a broker-dealer  
25 licensed or not required to be licensed under this chapter, for  
26 soliciting a prospective purchaser in this state; and

27       (d) One of the following conditions is satisfied:

28       (1) The seller reasonably believes that all the purchasers in  
29 this state, other than those designated in subsection 10, are  
30 purchasing for investment; or

31       (2) Immediately before and immediately after the  
32 transaction, the issuer reasonably believes that the securities of the  
33 issuer are held by 50 or fewer beneficial owners, other than those  
34 designated in subsection 10, and the transaction is part of an  
35 aggregate offering that does not exceed \$500,000 during any 12  
36 consecutive months.

37 The Administrator by rule or order as to a security or transaction or  
38 a type of security or transaction  may withdraw or further  
39 condition the exemption set forth in this subsection or waive one or  
40 more of the conditions of the exemption.

41      12. An offer to sell or sale of a preorganization certificate or  
42 subscription if:

43       (a) No commission or other similar compensation is paid or  
44 given, directly or indirectly, for soliciting a prospective subscriber;



- 1 (b) No public advertising or general solicitation is used in  
2 connection with the offer to sell or sale;  
3 (c) The number of offers does not exceed 50;  
4 (d) The number of subscribers does not exceed 10; and  
5 (e) No payment is made by a subscriber.

6 13. An offer to sell or sale of a preorganization certificate or  
7 subscription issued in connection with the organization of a  
8 depository institution if that organization is under the supervision of  
9 an official or agency of a state or of the United States which has and  
10 exercises the authority to regulate and supervise the organization of  
11 the depository institution. For the purpose of this subsection, "under  
12 the supervision of an official or agency" means that the official or  
13 agency by law has authority to require disclosures to prospective  
14 investors similar to those required under NRS 90.490, impound  
15 proceeds from the sale of a preorganization certificate or  
16 subscription until organization of the depository institution is  
17 completed, and require refund to investors if the depository  
18 institution does not obtain a grant of authority from the appropriate  
19 official or agency.

20 14. A transaction pursuant to an offer to sell to existing  
21 security holders of the issuer, including persons who at the time of  
22 the transaction are holders of transferable warrants exercisable  
23 within not more than 90 days after their issuance, convertible  
24 securities or nontransferable warrants, if:

25 (a) No commission or other similar compensation, other than a  
26 standby commission, is paid or given, directly or indirectly, for  
27 soliciting a security holder in this state; or

28 (b) The issuer first files a notice specifying the terms of the offer  
29 to sell, together with a nonrefundable fee of ~~[\$150,]~~ \$300, and the  
30 Administrator does not by order disallow the exemption within the  
31 next 5 full business days.

32 15. A transaction involving an offer to sell, but not a sale, of a  
33 security not exempt from registration under the Securities Act of  
34 1933, 15 U.S.C. §§ 77a et seq., if:

35 (a) A registration or offering statement or similar document as  
36 required under the Securities Act of 1933, 15 U.S.C. §§ 77a et seq.,  
37 has been filed, but is not effective;

38 (b) A registration statement, if required, has been filed under  
39 this chapter, but is not effective; and

40 (c) No order denying, suspending or revoking the effectiveness  
41 of registration, of which the offeror is aware, has been entered by  
42 the Administrator or the Securities and Exchange Commission, and  
43 no examination or public proceeding that may culminate in that kind  
44 of order is known by the offeror to be pending.



1 16. A transaction involving an offer to sell, but not a sale, of a  
2 security exempt from registration under the Securities Act of 1933,  
3 15 U.S.C. §§ 77a et seq., if:

4 (a) A registration statement has been filed under this chapter, but  
5 is not effective; and

6 (b) No order denying, suspending or revoking the effectiveness  
7 of registration, of which the offeror is aware, has been entered by  
8 the Administrator and no examination or public proceeding that may  
9 culminate in that kind of order is known by the offeror to be  
10 pending.

11 17. A transaction involving the distribution of the securities of  
12 an issuer to the security holders of another person in connection  
13 with a merger, consolidation, exchange of securities, sale of assets  
14 or other reorganization to which the issuer, or its parent or  
15 subsidiary, and the other person, or its parent or subsidiary, are  
16 parties, if:

17 (a) The securities to be distributed are registered under the  
18 Securities Act of 1933, 15 U.S.C. §§ 77a et seq., before the  
19 consummation of the transaction; or

20 (b) The securities to be distributed are not required to be  
21 registered under the Securities Act of 1933, 15 U.S.C. §§ 77a et  
22 seq., written notice of the transaction and a copy of the materials, if  
23 any, by which approval of the transaction will be solicited, together  
24 with a nonrefundable fee of ~~[\$150.]~~ \$300, are given to the  
25 Administrator at least 10 days before the consummation of  
26 the transaction and the Administrator does not, by order, disallow  
27 the exemption within the next 10 days.

28 18. A transaction involving the offer to sell or sale of one or  
29 more promissory notes each of which is directly secured by a first  
30 lien on a single parcel of real estate, or a transaction involving the  
31 offer to sell or sale of participation interests in the notes if the notes  
32 and participation interests are originated by a depository institution  
33 and are offered and sold subject to the following conditions:

34 (a) The minimum aggregate sales price paid by each purchaser  
35 may not be less than \$250,000;

36 (b) Each purchaser must pay cash either at the time of the sale or  
37 within 60 days after the sale; and

38 (c) Each purchaser may buy for his own account only.

39 19. A transaction involving the offer to sell or sale of one or  
40 more promissory notes directly secured by a first lien on a single  
41 parcel of real estate or participating interests in the notes, if the  
42 notes and interests are originated by a mortgagee approved by the  
43 Secretary of Housing and Urban Development under sections 203  
44 and 211 of the National Housing Act, 12 U.S.C. §§ 1709 and 1715b,  
45 and are offered or sold, subject to the conditions specified in



1 subsection 18, to a depository institution or insurance company, the  
2 Federal Home Loan Mortgage Corporation, the Federal National  
3 Mortgage Association or the Government National Mortgage  
4 Association.

5 20. A transaction between any of the persons described in  
6 subsection 19 involving a nonassignable contract to buy or sell the  
7 securities described in subsection 18 if the contract is to be  
8 completed within 2 years and if:

9 (a) The seller of the securities pursuant to the contract is one of  
10 the parties described in subsection 18 or 19 who may originate  
11 securities;

12 (b) The purchaser of securities pursuant to a contract is any  
13 other person described in subsection 19; and

14 (c) The conditions described in subsection 18 are fulfilled.

15 21. A transaction involving one or more promissory notes  
16 secured by a lien on real estate, or participating interests in those  
17 notes, by:

18 (a) A mortgage company licensed pursuant to chapter 645E of  
19 NRS to engage in those transactions; or

20 (b) A mortgage broker licensed pursuant to chapter 645B of  
21 NRS to engage in those transactions.

22 **Sec. 195.** NRS 90.540 is hereby amended to read as follows:

23 90.540 The Administrator by regulation or order may:

24 1. Exempt any other security or transaction or class of  
25 securities or transactions from NRS 90.460 and 90.560.

26 2. Adopt a transactional exemption for limited offerings that  
27 will further the objectives of compatibility with the exemptions from  
28 securities registration authorized by the Securities Act of 1933 and  
29 uniformity among the states.

30 3. Require the filing of a notice and the payment of a fee not  
31 greater than ~~[\$250]~~ \$500 for an exemption adopted pursuant to this  
32 section.

33 **Sec. 196.** Chapter 92A of NRS is hereby amended by adding  
34 thereto a new section to read as follows:

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

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

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





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

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

6       4. *The Secretary of State may by regulation provide for the*  
7 *electronic filing of documents with the Office of the Secretary of*  
8 *State.*

9       **Sec. 197.** NRS 92A.190 is hereby amended to read as follows:

10       92A.190 1. One or more foreign entities may merge or enter  
11 into an exchange of owner's interests with one or more domestic  
12 entities if:

13       (a) In a merger, the merger is permitted by the law of the  
14 jurisdiction under whose law each foreign entity is organized and  
15 governed and each foreign entity complies with that law in effecting  
16 the merger;

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

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

26       (d) Each domestic entity complies with the applicable provisions  
27 of NRS 92A.100 to 92A.180, inclusive, and, if it is the surviving  
28 entity in the merger or acquiring entity in the exchange, with NRS  
29 92A.200 to 92A.240, inclusive.

30       2. When the merger or exchange takes effect, the surviving  
31 foreign entity in a merger and the acquiring foreign entity in an  
32 exchange shall be deemed:

33       (a) To appoint the Secretary of State as its agent for service of  
34 process in a proceeding to enforce any obligation or the rights of  
35 dissenting owners of each domestic entity that was a party to the  
36 merger or exchange. Service of such process must be made by  
37 personally delivering to and leaving with the Secretary of State  
38 duplicate copies of the process and the payment of a fee of ~~[\$50]~~  
39 **\$100** for accepting and transmitting the process. The Secretary of  
40 State shall forthwith send by registered or certified mail one of the  
41 copies to the surviving or acquiring entity at its specified address,  
42 unless the surviving or acquiring entity has designated in writing to  
43 the Secretary of State a different address for that purpose, in which  
44 case it must be mailed to the last address so designated.



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

5 3. This section does not limit the power of a foreign entity to  
6 acquire all or part of the owner's interests of one or more classes or  
7 series of a domestic entity through a voluntary exchange or  
8 otherwise.

9 **Sec. 198.** NRS 92A.195 is hereby amended to read as follows:

10 92A.195 1. One foreign entity or foreign general partnership  
11 may convert into one domestic entity if:

12 (a) The conversion is permitted by the law of the jurisdiction  
13 governing the foreign entity or foreign general partnership and the  
14 foreign entity or foreign general partnership complies with that law  
15 in effecting the conversion;

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

20 (c) The domestic entity complies with the applicable provisions  
21 of NRS 92A.105, 92A.120, 92A.135, 92A.140 and 92A.165 and, if  
22 it is the resulting entity in the conversion, with NRS 92A.205 to  
23 92A.240, inclusive.

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

36 **Sec. 199.** NRS 92A.200 is hereby amended to read as follows:

37 92A.200 After a plan of merger or exchange is approved as  
38 required by this chapter, the surviving or acquiring entity shall  
39 deliver to the Secretary of State for filing articles of merger or  
40 exchange setting forth:

41 1. The name and jurisdiction of organization of each  
42 constituent entity;

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



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

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

7       (a) The plan was approved by the required consent of the  
8 owners; or

9       (b) A plan was submitted to the owners pursuant to this chapter  
10 including:

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

14       (2) Either the total number of votes or percentage of owner's  
15 interests cast for and against the plan by the owners of each class of  
16 interests entitled to vote separately on the plan or the total number  
17 of undisputed votes or undisputed total percentage of owner's  
18 interests cast for the plan separately by the owners of each class,  
19 and the number of votes or percentage of owner's interests cast for  
20 the plan by the owners of each class of interests was sufficient for  
21 approval by the owners of that class;

22       5. In the case of a merger, the amendment, if any, to the articles  
23 of incorporation, articles of organization, certificate of limited  
24 partnership or certificate of trust of the surviving entity, which  
25 amendment may be set forth in the articles of merger as a specific  
26 amendment or in the form of:

27       (a) Amended and restated articles of incorporation;

28       (b) Amended and restated articles of organization;

29       (c) An amended and restated certificate of limited partnership;  
30 or

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

33       6. If the entire plan of merger or exchange is not set forth, a  
34 statement that the complete executed plan of merger or plan of  
35 exchange is on file at the registered office if a corporation, limited-  
36 liability company or business trust, or office described in paragraph  
37 (a) of subsection 1 of NRS 88.330 if a limited partnership, or other  
38 place of business of the surviving entity or the acquiring entity,  
39 respectively.

40 Any of the terms of the plan of merger, conversion or exchange may  
41 be made dependent upon facts ascertainable outside of the plan of  
42 merger, conversion or exchange, provided that the plan of merger,  
43 conversion or exchange clearly and expressly sets forth the manner  
44 in which such facts shall operate upon the terms of the plan. As used  
45 in this section, the term "facts" includes, without limitation, the



1 occurrence of an event, including a determination or action by a  
2 person or body, including a constituent entity.

3 **Sec. 200.** NRS 92A.205 is hereby amended to read as follows:

4 92A.205 1. After a plan of conversion is approved as  
5 required by this chapter, if the resulting entity is a domestic entity,  
6 the constituent entity shall deliver to the Secretary of State for filing:

7 (a) Articles of conversion setting forth:

8 (1) The name and jurisdiction of organization of the  
9 constituent entity and the resulting entity; and

10 (2) That a plan of conversion has been adopted by the  
11 constituent entity in compliance with the law of the jurisdiction  
12 governing the constituent entity.

13 (b) The following constituent document of the domestic  
14 resulting entity:

15 (1) If the resulting entity is a domestic corporation, the  
16 articles of incorporation *to be* filed in compliance with chapter 78 ,  
17 78A, 82 or 89 of NRS, as applicable;

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

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

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

27 (c) A certificate of acceptance of appointment of a resident  
28 agent for the resulting entity which is executed by the resident  
29 agent.

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

34 (a) The name and jurisdiction of organization of the constituent  
35 entity and the resulting entity;

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

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

40 3. If the entire plan of conversion is not set forth in the articles  
41 of conversion, the filing party must include in the articles of  
42 conversion a statement that the complete executed plan of  
43 conversion is on file at the registered office or principal place of  
44 business of the resulting entity or, if the resulting entity is a



1 domestic limited partnership, the office described in paragraph (a)  
2 of subsection 1 of NRS 88.330.

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

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

12 **Sec. 201.** NRS 92A.210 is hereby amended to read as follows:

13 92A.210 1. Except as otherwise provided in this section, the  
14 fee for filing articles of merger, articles of conversion, articles of  
15 exchange, articles of domestication or articles of termination is  
16 ~~[\$325.]~~ **\$350.** The fee for filing the constituent documents of a  
17 domestic resulting entity is the fee for filing the constituent  
18 documents determined by the chapter of NRS governing the  
19 particular domestic resulting entity.

20 2. The fee for filing articles of merger of two or more domestic  
21 corporations is the difference between the fee computed at the rates  
22 specified in NRS 78.760 upon the aggregate authorized stock of the  
23 corporation created by the merger and the fee computed upon the  
24 aggregate amount of the total authorized stock of the constituent  
25 corporation.

26 3. The fee for filing articles of merger of one or more domestic  
27 corporations with one or more foreign corporations is the difference  
28 between the fee computed at the rates specified in NRS 78.760 upon  
29 the aggregate authorized stock of the corporation created by the  
30 merger and the fee computed upon the aggregate amount of the total  
31 authorized stock of the constituent corporations which have paid the  
32 fees required by NRS 78.760 and 80.050.

33 4. The fee for filing articles of merger of two or more domestic  
34 or foreign corporations must not be less than ~~[\$325.]~~ **\$350.** The  
35 amount paid pursuant to subsection 3 must not exceed ~~[\$25,000.]~~  
36 **\$35,000.**

37 **Sec. 202.** NRS 14.020 is hereby amended to read as follows:

38 14.020 1. Every corporation, limited-liability company,  
39 limited-liability partnership, limited partnership, **limited-liability**  
40 **limited partnership**, business trust and municipal corporation  
41 created and existing under the laws of any other state, territory, or  
42 foreign government, or the Government of the United States, doing  
43 business in this state shall appoint and keep in this state a resident  
44 agent who resides or is located in this state, upon whom all legal  
45 process and any demand or notice authorized by law to be served



1 upon it may be served in the manner provided in subsection 2. The  
2 corporation, limited-liability company, limited-liability partnership,  
3 limited partnership, *limited-liability limited partnership*, business  
4 trust or municipal corporation shall file with the Secretary of State a  
5 certificate of acceptance of appointment signed by its resident agent.  
6 The certificate must set forth the full name and address of the  
7 resident agent. ~~[The]~~ *A certificate of change of resident agent* must  
8 be ~~[renewed]~~ *filed* in the manner provided in title 7 of NRS  
9 ~~[whenever a change is made in the appointment or a vacancy occurs~~  
10 ~~*in the agency.] if the corporation, limited-liability company,*~~  
11 ~~*limited-liability partnership, limited partnership, limited-liability*~~  
12 ~~*limited partnership, business trust or municipal corporation*~~  
13 ~~*desires to change its resident agent. A certificate of name change*~~  
14 ~~*of resident agent must be filed in the manner provided in title 7 of*~~  
15 ~~*NRS if the name of a resident is changed as a result of a merger,*~~  
16 ~~*conversion, exchange, sale, reorganization or amendment.*~~

17 2. All legal process and any demand or notice authorized by  
18 law to be served upon the foreign corporation, limited-liability  
19 company, limited-liability partnership, limited partnership, *limited-*  
20 *liability limited partnership*, business trust or municipal corporation  
21 may be served upon the resident agent personally or by leaving a  
22 true copy thereof with a person of suitable age and discretion at the  
23 address shown on the current certificate of acceptance filed with the  
24 Secretary of State.

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

28 **Sec. 203.** NRS 104.9525 is hereby amended to read as  
29 follows:

30 104.9525 1. Except as otherwise provided in subsection 5,  
31 the fee for filing and indexing a record under this part, other than an  
32 initial financing statement of the kind described in subsection 2 of  
33 NRS 104.9502, is:

34 (a) ~~[Twenty]~~ *Forty* dollars if the record is communicated in  
35 writing and consists of one or two pages;

36 (b) ~~[Forty]~~ *Sixty* dollars if the record is communicated in writing  
37 and consists of more than two pages, and ~~[\$1]~~ *\$2* for each page over  
38 20 pages;

39 (c) ~~[Ten]~~ *Twenty* dollars if the record is communicated by  
40 another medium authorized by filing-office rule; and

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

43 2. The filing officer may charge and collect ~~[\$1]~~ *\$2* for each  
44 page of copy or record of filings produced by him at the request of  
45 any person.



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

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

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

8     4. The fee for responding to a request for information from the  
9     filing office, including for issuing a certificate showing whether  
10    there is on file any financing statement naming a particular debtor,  
11    is:

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

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

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

22    **Sec. 204.** NRS 105.070 is hereby amended to read as follows:

23    105.070 1. The Secretary of State or county recorder shall  
24    mark any security instrument and any statement of change, merger  
25    or consolidation presented for filing with the day and hour of filing  
26    and the file number assigned to it. This mark is, in the absence of  
27    other evidence, conclusive proof of the time and fact of presentation  
28    for filing.

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

32    3. The uniform fee for filing and indexing a security  
33    instrument, or a supplement or amendment thereto, and a statement  
34    of change, merger or consolidation, and for stamping a copy of  
35    those documents furnished by the secured party or the public utility  
36    to show the date and place of filing is:

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

39    (b) ~~Forty~~ *Sixty* dollars if the record is communicated in writing  
40    and consists of more than two pages, and ~~the~~ *\$2* for each page over  
41    20 pages;

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

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





1     **Sec. 205.** NRS 105.080 is hereby amended to read as follows:  
2     105.080 1. Upon the request of any person, the Secretary of  
3     State shall issue his certificate showing whether there is on file, on  
4     the date and hour stated therein, any presently effective security  
5     instrument naming a particular public utility and, if there is, giving  
6     the date and hour of filing of the instrument and the names and  
7     addresses of each secured party. The uniform fee for such a  
8     certificate is:

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

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

13    2. Upon request, the Secretary of State or a county recorder  
14    shall furnish a copy of any filed security instrument upon payment  
15    of the statutory fee for copies.

16    **Sec. 206.** NRS 116.3101 is hereby amended to read as  
17    follows:

18    116.3101 **1.** A unit-owners' association must be organized no  
19    later than the date the first unit in the common-interest community is  
20    conveyed.

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

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

27    (a) **Be** organized as a profit or nonprofit corporation, trust or  
28    partnership ~~to~~ ;

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

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

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

39    **Sec. 207.** NRS 225.140 is hereby amended to read as follows:

40    225.140 1. Except as otherwise provided in subsection 2, in  
41    addition to other fees authorized by law, the Secretary of State shall  
42    charge and collect the following fees:



- 1 ~~[For a copy of any law, joint resolution,~~  
2 ~~transcript of record, or other paper on file or~~  
3 ~~of record in his office, other than a document~~  
4 ~~required to be filed pursuant to title 24 of~~  
5 ~~NRS, per page..... \$1.00~~  
6 ~~For a copy of any document required to be filed~~  
7 ~~pursuant to title 24 of NRS, per page..... \$.50]~~  
8 For certifying to ~~[any such]~~ *a copy of any law,*  
9 *joint resolution, transcript of record or*  
10 *other paper on file or of record with the*  
11 *Secretary of State, including, but not*  
12 *limited to, a document required to be filed*  
13 *pursuant to title 24 of NRS,* and use of the  
14 State Seal, for each impression ..... ~~[10.00]~~ *\$20*  
15 For each passport or other document signed by  
16 the Governor and attested by the Secretary of  
17 State..... ~~[10.00]~~ *10*  
18 ~~[For a negotiable instrument returned unpaid..... 10.00]~~  
19  
20 2. The Secretary of State:  
21 (a) Shall charge a reasonable fee for searching records and  
22 documents kept in his office.  
23 (b) May charge or collect any filing or other fees for services  
24 rendered by him to the State of Nevada, any local governmental  
25 agency or agency of the Federal Government, or any officer thereof  
26 in his official capacity or respecting his office or official duties.  
27 (c) May not charge or collect a filing or other fee for:  
28 (1) Attesting extradition papers or executive warrants for  
29 other states.  
30 (2) Any commission or appointment issued or made by the  
31 Governor, either for the use of the State Seal or otherwise.  
32 (d) May charge a reasonable fee, not to exceed:  
33 (1) Five hundred dollars, for providing service within 2 hours  
34 after the time the service is requested; and  
35 (2) One hundred *twenty-five* dollars, for providing any other  
36 special service, including, but not limited to, providing service more  
37 than 2 hours but within 24 hours after the time the service is  
38 requested, accepting documents filed by facsimile machine and  
39 other use of new technology.  
40 (e) Shall charge a fee, not to exceed the actual cost to the  
41 Secretary of State, for providing:  
42 (1) A copy of any record kept in his office that is stored on a  
43 computer or on microfilm if the copy is provided on a tape, disc or  
44 other medium used for the storage of information by a computer or  
45 on duplicate film.



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

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

5 (a) The entire amount or ~~[\$50.]~~ **\$62.50**, whichever is less, of the  
6 fee collected pursuant to subparagraph (1) of that paragraph and half  
7 of the fee collected pursuant to subparagraph (2) of that paragraph  
8 must be deposited with the State Treasurer for credit to the Account  
9 for Special Services of the Secretary of State in the State General  
10 Fund. Any amount remaining in the Account at the end of a fiscal  
11 year in excess of \$2,000,000 must be transferred to the State  
12 General Fund. Money in the Account may be transferred to the  
13 Secretary of State's operating general fund budget account and must  
14 only be used to create and maintain the capability of the Office of  
15 the Secretary of State to provide special services, including, but not  
16 limited to, providing service:

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

18 (2) Necessary to increase or maintain the efficiency of the  
19 Office.

20 Any transfer of money from the Account for expenditure by the  
21 Secretary of State must be approved by the Interim Finance  
22 Committee.

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

26 **Sec. 208.** 1. This section and sections 1 to 6, inclusive, 9 to  
27 35, inclusive, 37 to 58, inclusive, 60 to 69, inclusive, 71 to 86,  
28 inclusive, 89 to 113, inclusive, 116 to 142, inclusive, 145 to 169,  
29 inclusive, 171 to 201, inclusive, 203, 206 and 207 of this act become  
30 effective on October 1, 2003.

31 2. Sections 7, 59, 70, 88, 115 and 144 of this act become  
32 effective:

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

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

41 3. Sections 8, 36, 87, 114, 143, 170 and 202 of this act become  
42 effective:

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



- 1 (b) On January 1, 2004, for the purpose of requiring a resident
- 2 agent to file a certificate of name change of resident agent if the
- 3 name of the resident agent is changed as a result of a merger,
- 4 conversion, exchange, sale, reorganization or amendment.
- 5 4. Sections 204 and 205 of this act become effective at 12:01
- 6 a.m. on October 1, 2003.

