

CHAPTER.....

AN ACT relating to business; providing for the implementation, modification and standardization of certain filing requirements for business entities; requiring a defaulting business entity that wants to reinstate its right to transact business in this state to file with the Secretary of State a certificate of acceptance of appointment signed by its resident agent; changing the exclusive remedy by which a judgment creditor of a member of a limited-liability company or a limited partnership may satisfy a judgment; allowing a limited partnership to register as a limited-liability limited partnership; increasing certain fees and establishing new fees; requiring a resident agent to file with the Secretary of State a certificate of name change of resident agent under certain circumstances; 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:

**Section 1.** The Legislature hereby declares that:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) Prepare a certificate of correction which:

(1) States the name of the corporation;

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

(3) Specifies the inaccuracy or defect;

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

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

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

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

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

**Sec. 5.** NRS 78.035 is hereby amended to read as follows:

78.035 The articles of incorporation must set forth:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

78.097 1. A resident agent who desires to resign shall file with the Secretary of State a signed statement , *on a form provided by the Secretary of State*, for each ~~{corporation}~~ *artificial person formed, organized, registered or qualified pursuant to the provisions of this title* that he is unwilling to continue to act as the *resident* agent of the ~~{corporation}~~ *artificial person* for the service

of process. *The fee for filing a statement of resignation is \$100 for the first artificial person for whom the resident agent is unwilling to continue to act as the agent and \$1 for each additional artificial person listed on the statement of resignation.* A resignation is not effective until the signed statement is filed with the Secretary of State.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) The name of the corporation;

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

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

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

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

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

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

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

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

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

4. Upon filing the list required by:

(a) Subsection 1, the corporation shall pay to the Secretary of State a fee of ~~{ \$165. }~~ *\$125.*

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

78.180 1. Except as otherwise provided in subsections 3 and 4, the Secretary of State shall reinstate a corporation which has forfeited *or which forfeits* its right to transact business pursuant to the provisions of this chapter and *shall* restore to the corporation its

right to carry on business in this state, and to exercise its corporate privileges and immunities, if it:

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

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

(2) *The statement required by section 1 of Senate Bill No. 124 of the 72nd Session of the Nevada Legislature, if applicable; and*

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

(b) Pays to the Secretary of State:

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

(2) *The fee set forth in section 1 of Senate Bill No. 124 of the 72nd Session of the Nevada Legislature, if applicable; and*

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

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

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

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

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

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

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

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

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

78.185 1. Except as otherwise provided in subsection 2, if a corporation applies to reinstate or revive its charter but its name has been legally reserved or acquired by another artificial person formed, organized, registered or qualified pursuant to the provisions of this title whose name is on file with the Office of the Secretary of State or reserved in the Office of the Secretary of State pursuant to the provisions of this title, the corporation shall in its application for reinstatement submit in writing to the Secretary of State some other name under which it desires its corporate existence to be reinstated or revived. If that name is distinguishable from all other names reserved or otherwise on file, the Secretary of State shall ~~[issue to~~

~~the applying corporation a certificate of reinstatement or revival]~~  
*reinstate the corporation* under that new name.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(b) Identifies the certificate being terminated;

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

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

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

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

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

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

~~—(a) A resolution; or~~

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

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

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

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

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

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

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

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

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

78.580 1. If the board of directors of any corporation organized under this chapter, after the issuance of stock or the beginning of business, decides that the corporation should be dissolved, the board may adopt a resolution to that effect. If the corporation has issued no stock, only the directors need to approve the dissolution. If the corporation has issued stock, the directors must recommend the dissolution to the stockholders. The corporation shall notify each stockholder entitled to vote on dissolution, and the stockholders entitled to vote must approve the dissolution.

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

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

78.622 1. If a corporation is under reorganization in a federal court pursuant to Title 11 of U.S.C., it may take any action

necessary to carry out any proceeding and do any act directed by the court relating to reorganization, without further action by its directors or stockholders. This authority may be exercised by:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

3. A corporation seeking to revive its original or amended charter shall cause the certificate to be signed by a person or persons designated or appointed by the stockholders of the corporation. The execution and filing of the certificate must be approved by the written consent of stockholders of the corporation holding at least a majority of the voting power and must contain a recital that this consent was secured. If no stock has been issued, the certificate must contain a statement of that fact, and a majority of the directors then in office may designate the person to sign the certificate. The corporation shall pay to the Secretary of State the fee required to establish a new corporation pursuant to the provisions of this chapter.

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

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

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

If the amount represented by the total number of shares provided for in the articles is:	
\$75,000 or less .....	<del>[\$175]</del> \$75
Over \$75,000 and not over \$200,000 .....	<del>[225]</del> 175

Over \$200,000 and not over \$500,000.....	<del>325</del> \$275
Over \$500,000 and not over \$1,000,000.....	<del>425</del> 375
Over \$1,000,000:	
For the first \$1,000,000.....	<del>425</del> 375
For each additional \$500,000 or fraction thereof.....	<del>225</del> 275

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

(a) The original filing of articles of incorporation.

(b) A subsequent filing of any instrument which authorizes an increase in stock.

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

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

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

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

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

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

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

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

2. The fee for filing a certificate of amendment to articles of incorporation that does not increase the corporation's authorized

stock or a certificate of correction that does not increase the corporation's authorized stock is ~~[\$150.]~~ **\$175.**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**(a) Requests the amendment; and**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) Prepare a certificate of correction which:

(1) States the name of the corporation;

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

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

~~— (4) Corrects the incorrect statement or defective execution;]~~  
*inaccuracy or defect;*

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

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

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

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

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

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

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

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

(1) A certificate of corporate existence issued not more than 90 days before the date of filing by an authorized officer of the jurisdiction of its incorporation setting forth the filing of documents and instruments related to the articles of incorporation, or the governmental acts or other instrument or authority by which the

corporation was created. If the certificate is in a language other than English, a translation, together with the oath of the translator and his attestation of its accuracy, must be attached to the certificate.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

~~[6.]~~ 8. The Secretary of State may adopt regulations that interpret the requirements of this section.

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

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

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

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

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

3. If the Secretary of State determines that the modified corporate name complies with the provisions of ~~[subsection 2 or 3]~~ of NRS 80.010, he shall issue the certificate in the foreign

corporation's modified name if the foreign corporation otherwise qualifies to do business in this state.

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

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

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

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

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

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

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

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

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

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

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

(1) The name of the corporation;

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

and

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

and

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

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

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

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

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

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

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

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

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

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

*~~—3—~~; and*

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

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

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

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

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

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

80.110 1. Each foreign corporation doing business in this state shall, on or before the ~~first~~ last day of the ~~second~~ first month after the filing of its certificate of corporate existence with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of its qualification to

do business in this state occurs in each year, file with the Secretary of State a list, on a form furnished by him, that contains:

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

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

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

Each list filed pursuant to this subsection must be accompanied by a declaration under penalty of perjury that the foreign corporation has complied with the provisions of chapter 364A of NRS ~~[ ]~~ *and which acknowledges that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing with the Office of the Secretary of State.*

2. Upon filing:

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

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

<i>\$75,000 or less .....</i>	<i>\$125</i>
<i>Over \$75,000 and not over \$200,000 .....</i>	<i>175</i>
<i>Over \$200,000 and not over \$500,000 .....</i>	<i>275</i>
<i>Over \$500,000 and not over \$1,000,000 .....</i>	<i>375</i>

*Over \$1,000,000:*

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

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

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

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

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

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

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

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

**Sec. 39.** NRS 80.140 is hereby amended to read as follows:

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

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

**Sec. 40.** NRS 80.150 is hereby amended to read as follows:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(2) *The statement required by section 4 of Senate Bill No. 124 of the 72nd Session of the Nevada Legislature, if applicable; and*

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

(b) Pays to the Secretary of State:

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

(2) *The fee set forth in section 4 of Senate Bill No. 124 of the 72nd Session of the Nevada Legislature, if applicable; and*

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

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

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

~~—(b) Upon demand,]~~ issue to the corporation ~~{one or more certified copies of the}~~ a certificate of reinstatement ~~{]~~ *if the corporation:*

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

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

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

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

**Sec. 43.** NRS 80.190 is hereby amended to read as follows:

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

*(a) The name of the corporation.*

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

*(3) Specifies the inaccuracy or defect;*

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

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

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

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

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

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

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

- (a) The name of the association.
- (b) The purpose for which it is formed.
- (c) The name of the person designated as the resident agent, the street address for service of process, and the mailing address if different from the street address.
- (d) The term for which it is to exist, which may be perpetual.
- (e) The ~~number of the directors thereof, and the~~ names and ~~residences of those~~ *addresses, either residence or business, of the directors* selected for the first year.
- (f) The amount which each member is to pay upon admission as a fee for membership, and that each member signing the articles has actually paid the fee.
- (g) That the interest and right of each member therein is to be equal.
- (h) The name and ~~post office box or street~~ address, either residence or business, of each of the persons executing the articles of association.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(3) *Specifies the inaccuracy or defect;*

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

4. The Secretary of State shall, 60 days before the last day for filing each annual list, cause to be mailed to each foreign nonprofit corporation which is required to comply with the provisions of sections 51 to 57, inclusive, of this act, and which has not become delinquent, the blank forms to be completed and filed with him. Failure of any foreign nonprofit corporation to receive the forms does not excuse it from the penalty imposed by the provisions of sections 51 to 57, inclusive, of this act.

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

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

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

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

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

*submitted for filing which conforms to the provisions of this section.*

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

*2. Upon notification from the Administrator of the Real Estate Division of the Department of Business and Industry that a corporation which is a unit-owners’ association as defined in NRS 116.110315 has failed to register pursuant to NRS 116.31158 or failed to pay the fees pursuant to NRS 116.31155, the Secretary of State shall deem the corporation to be in default. If, after the*

*corporation is deemed to be in default, the Administrator notifies the Secretary of State that the corporation has registered pursuant to NRS 116.31158 and paid the fees pursuant to NRS 116.31155, the Secretary of State shall reinstate the corporation if the corporation complies with the requirements for reinstatement as provided in this section and NRS 78.180 and 78.185.*

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

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

**Sec. 60.** NRS 82.356 is hereby amended to read as follows:

82.356 1. ~~Every~~ **Each** amendment adopted pursuant to the provisions of NRS 82.351 must be made in the following manner:

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

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

(c) Upon approval of the amendment by the directors, or if the corporation has members entitled to vote on an amendment to the articles, by both the directors and those members, and such other persons or public officers, if any, as are required to do so by the articles, ~~[the chairman of the board or the president or vice president, and the secretary or assistant secretary,]~~ **an officer of the corporation** must execute a certificate setting forth the amendment, or setting forth the articles as amended, that the public officers or other persons, if any, required by the articles have approved the amendment, and the vote of the members and directors by which the amendment was adopted.

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

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

3. If any proposed amendment would alter or change any preference or any relative or other right given to any class of

members, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of a majority of a quorum of the voting power of each class of members affected by the amendment regardless of limitations or restrictions on their voting power.

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

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

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

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

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

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

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

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

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

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

**Sec. 64.** NRS 82.546 is hereby amended to read as follows:

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

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

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

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

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

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

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

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

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

3. A corporation seeking to revive its original or amended charter shall cause the certificate to be signed by its president or

vice president and secretary or assistant secretary. The execution and filing of the certificate must be approved unanimously by the last-appointed surviving directors of the corporation and must contain a recital that unanimous consent was secured. The corporation shall pay to the Secretary of State the fee required to establish a new corporation pursuant to the provisions of this chapter.

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

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

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

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

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

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

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

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

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

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

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

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

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

*(3) Specifies the inaccuracy or defect;*

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

*(5) Is signed by an archbishop, bishop, president, trustee in trust, president of stake, president of congregation, overseer,*

*presiding elder, district superintendent or other presiding officer or clergyman of a church, religious society or denomination, who has been chosen, elected or appointed in conformity with the constitution, canons, rites, regulations or discipline of the church, religious society or denomination, and in whom is vested the legal title to the property held for the purpose, use or benefit of the church or religious society or denomination.*

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

3. *Upon filing:*

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

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

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

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

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

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

**Sec. 76.** 1. *At the time of submitting any list required pursuant to section 75 of this act, a foreign limited-liability*

*company that meets the criteria set forth in subsection 2 must submit:*

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

*2. For default there must be added to the amount of the fee a penalty of \$75, and unless the filing is made and the fee and penalty are paid on or before the last day of the month in which the anniversary date of the foreign limited-liability company occurs, the defaulting foreign limited-liability company by reason of its default forfeits its right to transact any business within this state. The fee and penalty must be collected as provided in this chapter.*

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

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

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

*2. Immediately after the last day of the month in which the anniversary date of its organization occurs, the Secretary of State shall compile a complete list containing the names of all foreign*

*limited-liability companies whose right to transact business has been forfeited.*

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**Sec. 82.** *1. Except as otherwise provided in subsection 2, if a foreign limited-liability company applies to reinstate its*

*registration but its name has been legally reserved or acquired by another artificial person formed, organized, registered or qualified pursuant to the provisions of this title whose name is on file with the Office of the Secretary of State or reserved in the Office of the Secretary of State pursuant to the provisions of this title, the foreign limited-liability company must in its application for reinstatement submit in writing to the Secretary of State some other name under which it desires its existence to be reinstated. If that name is distinguishable from all other names reserved or otherwise on file, the Secretary of State shall reinstate the foreign limited-liability company under that new name.*

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

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

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

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

86.161 1. The articles of organization must set forth:

- (a) The name of the limited-liability company;
- (b) The name and complete street address of its resident agent, and the mailing address of the resident agent if different from the street address;
- (c) The name and ~~post-office or street~~ address, either residence or business, of each of the organizers executing the articles; and
- (d) If the company is to be managed by:
  - (1) One or more managers, the name and ~~post-office or street~~ address, either residence or business, of each manager; or
  - (2) The members, the name and ~~post-office or street~~ address, either residence or business, of each member.

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

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

- (a) The rights, if any, of the members to contract debts on behalf of the limited-liability company; or
- (b) Any of the powers enumerated in this chapter.

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

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

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

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

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

5. The Secretary of State shall not accept for filing any articles of organization for any limited-liability company if the name of the limited-liability company contains the ~~{words}~~ word “accountant,” “accounting,” “accountancy,” “auditor” or “auditing” unless the Nevada State Board of Accountancy certifies that the limited-liability company:

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

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

6. *The Secretary of State shall not accept for filing any articles of organization or certificate of amendment of articles of organization of any limited-liability company formed or existing pursuant to the laws of this state which provides that the name of the limited-liability company contains the word “bank” or “trust” unless:*

*(a) It appears from the articles of organization or the certificate of amendment that the limited-liability company*

*proposes to carry on business as a banking or trust company, exclusively or in connection with its business as a bank, savings and loan association or thrift company; and*

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

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

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

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

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

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

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

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

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

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

(b) Whether the limited-liability company is managed by ~~one or more~~ managers or members; and

(c) The amendment to the articles of organization.

3. The certificate of amendment must be signed by a manager of the company or, if management is not vested in a manager, by a member.

4. Restated articles of organization may be executed and filed in the same manner as a certificate of amendment. If the certificate alters or amends the articles in any manner, it must be accompanied by:

- (a) A resolution; or
- (b) A form prescribed by the Secretary of State, setting forth which provisions of the articles of organization on file with the Secretary of State are being altered or amended.

**Sec. 86.** NRS 86.226 is hereby amended to read as follows:

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

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

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

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

(b) Identifies the certificate being terminated;

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

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

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

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

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

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

- (a) The name of the limited-liability company;
  - (b) The name and street address of its present resident agent; and
  - (c) The name and street address of the new resident agent.
2. The new resident agent's certificate of acceptance must be a part of or attached to the certificate of change ~~[-~~

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

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

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

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

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

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

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

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

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

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

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

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

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

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

3. Upon the filing of the statement of resignation with the Secretary of State the capacity of the resigning person as resident agent terminates. If the statement of resignation contains no statement by the limited-liability company appointing a successor resident agent, the resigning agent shall immediately give written notice, by mail, to the limited-liability company of the filing of the statement and its effect. The notice must be addressed to any

manager or, if none, to any member, of the limited-liability company other than the resident agent.

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

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

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

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

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

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

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

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

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

4. Upon filing:

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

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

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

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

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

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

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

86.266 If a limited-liability company has filed the initial or annual list in compliance with NRS 86.263 and has paid the appropriate fee for the filing, the cancelled check *or other proof of payment* received by the limited-liability company constitutes a certificate authorizing it to transact its business within this state until the last day of the month in which the anniversary of its formation occurs in the next succeeding calendar year. ~~[If the company desires a formal certificate upon its payment of the annual fee, its payment must be accompanied by a self-addressed, stamped envelope.]~~

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

86.269 1. ~~[Every]~~ *Each* list required to be filed under the provisions of NRS 86.263 must, after the name of each manager and

member listed thereon, set forth the ~~{post-office-box-or-street}~~ address, either residence or business, of each manager or member.

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

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

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

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

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

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

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

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

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

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

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

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

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

5. If the charter of a limited-liability company is revoked and the right to transact business is forfeited, all of the property and assets of the defaulting company must be held in trust by the managers or, if none, by the members of the company, and the same

proceedings may be had with respect to its property and assets as apply to the dissolution of a limited-liability company pursuant to NRS 86.505 and 86.521. Any person interested may institute proceedings at any time after a forfeiture has been declared, but if the Secretary of State reinstates the charter, the proceedings must be dismissed and all property restored to the company.

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

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

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

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

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

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

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

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

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

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

(b) Pays to the Secretary of State:

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

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

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

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

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

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

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

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

3. The Secretary of State shall not order a reinstatement unless all delinquent fees and penalties have been paid, and the revocation

of the charter occurred only by reason of failure to pay the fees and penalties.

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

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

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

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

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

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

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

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

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

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

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

~~—(a) By the judgment debtor;~~

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

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

~~—5.] This section [provides] :~~

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

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

~~—7. This section does]~~

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

**Sec. 97.** NRS 86.547 is hereby amended to read as follows:

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

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

(b) ~~[The date upon which its certificate of registration was filed;~~

~~—(e)]~~ The effective date of the cancellation if other than the date of the filing of the certificate of cancellation; and

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) Prepare a certificate of correction that:

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

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

(3) Specifies the inaccuracy or defect;

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

(5) Is signed by a manager of the company ~~[-]~~ or , if management is not vested in a manager, by a member of the company.

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

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

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

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

86.580 1. A limited-liability company which did exist or is existing pursuant to the laws of this state may, upon complying with

the provisions of NRS 86.276, procure a renewal or revival of its charter for any period, together with all the rights, franchises, privileges and immunities, and subject to all its existing and preexisting debts, duties and liabilities secured or imposed by its original charter and amendments thereto, or existing charter, by filing:

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

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

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

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

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

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

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

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

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

4. The filed certificate, or a copy thereof which has been certified under the hand and seal of the Secretary of State, must be received in all courts and places as prima facie evidence of the facts

therein stated and of the existence of the limited-liability company therein named.

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

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

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

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

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

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

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

**Sec. 103.** *1. Each foreign registered limited-liability partnership doing business in this state shall, on or before the last day of the first month after the filing of its application for registration as a foreign registered limited-liability partnership with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of its qualification to do business in this state occurs in each year, file with the Secretary of State a list, on a form furnished by him, that contains:*

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

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

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

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

*(e) The name and address of the lawfully designated resident agent of the foreign registered limited-liability partnership; and*

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

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

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

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

3. *Upon filing:*

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

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

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

5. *The Secretary of State shall, 60 days before the last day for filing each annual list required by subsection 1, cause to be mailed to each foreign registered limited-liability partnership which is required to comply with the provisions of sections 103 to 109, inclusive, of this act, and which has not become delinquent, the blank forms to be completed and filed with him. Failure of any foreign registered limited-liability partnership to receive the forms does not excuse it from the penalty imposed by the provisions of sections 103 to 109, inclusive, of this act.*

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

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

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

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

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

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

*2. For default there must be added to the amount of the fee a penalty of \$75, and unless the filing is made and the fee and penalty are paid on or before the last day of the month in which the anniversary date of the foreign registered limited-liability partnership occurs, the defaulting foreign registered limited-liability partnership by reason of its default forfeits its right to transact any business within this state. The fee and penalty must be collected as provided in this chapter.*

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

*(b) Has filed with the Nevada State Board of Accountancy under penalty of perjury a written statement that the registered*

*limited-liability partnership is not engaged in the practice of accounting and is not offering to practice accounting in this state.*

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

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

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

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

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

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

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

*7. The Secretary of State shall not accept for filing any certificate of registration or certificate of amendment of a certificate of registration of any registered limited-liability partnership formed or existing pursuant to the laws of this state*

*which provides that the name of the registered limited-liability partnership contains the words “unit-owners’ association” or “homeowners’ association” or if it appears in the certificate of registration or certificate of amendment that the purpose of the registered limited-liability partnership is to operate as a unit-owners’ association pursuant to chapter 116 of NRS unless the Administrator of the Real Estate Division of the Department of Business and Industry certifies that the registered limited-liability partnership has:*

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

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

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

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

**Sec. 111.** NRS 87.455 is hereby amended to read as follows:

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

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

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

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

**Sec. 112.** NRS 87.460 is hereby amended to read as follows:

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

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

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

~~—(e)}~~ The change to the information contained in the original certificate of registration or any other certificates of amendment.

2. The certificate of amendment must be:

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

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

**Sec. 113.** NRS 87.470 is hereby amended to read as follows:

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

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

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

**Sec. 114.** NRS 87.490 is hereby amended to read as follows:

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

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

(b) The street address of its principal office;

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

(d) The name of its resident agent; and

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

~~{The}~~

2. A certificate of acceptance ~~{of its}~~ *signed by the* new resident agent must accompany the certificate of change ~~{~~  
~~—2.} of resident agent.~~

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

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

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

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

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

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

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

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

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

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

**Sec. 115.** NRS 87.500 is hereby amended to read as follows:

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

(a) *File* with the Secretary of State a signed statement *in the manner provided pursuant to subsection 1 of NRS 78.097* that he is unwilling to continue to act as the resident agent of the registered limited-liability partnership for *the* service of process ~~[ ]~~; *and*

(b) *Pay to the Secretary of State the filing fee set forth in subsection 1 of NRS 78.097.*

A resignation is not effective until the signed statement is filed with the Secretary of State.

2. The statement of resignation may contain a statement by the affected registered limited-liability partnership appointing a successor resident agent. A certificate of acceptance signed by the new agent, stating the full name, complete street address and, if different from the street address, the mailing address of the new agent, must accompany the statement appointing the new resident agent.

3. Upon the filing of the statement with the Secretary of State, the capacity of the person as resident agent terminates. If the statement of resignation contains no statement by the registered limited-liability partnership appointing a successor resident agent, the resigning agent shall immediately give written notice, by certified mail, to the registered limited-liability partnership of the filing of the statement and its effect. The notice must be addressed to a managing partner in this state.

4. If a resident agent dies, resigns or removes himself from the State, the registered limited-liability partnership shall, within 30 days thereafter, file with the Secretary of State a certificate of acceptance, executed by the new resident agent. The certificate must set forth the full name, complete street address and, if different from

the street address, the mailing address of the newly designated resident agent.

5. If a registered limited-liability partnership fails to file a certificate of acceptance within the period required by ~~this subsection,~~ *subsection 4*, it is in default and is subject to the provisions of NRS 87.520.

**Sec. 116.** NRS 87.510 is hereby amended to read as follows:

87.510 1. A registered limited-liability partnership shall, on or before the ~~first~~ *last* day of the ~~second~~ *first* month after the filing of its certificate of registration with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of the filing of its certificate of registration with the Secretary of State occurs, file with the Secretary of State, on a form furnished by him, a list that contains:

- (a) The name of the registered limited-liability partnership;
- (b) The file number of the registered limited-liability partnership, if known;
- (c) The names of all of its managing partners;
- (d) The ~~mailing or street~~ address, either residence or business, of each managing partner;
- (e) The name and ~~street~~ address of the *lawfully designated* resident agent of the registered limited-liability partnership; and
- (f) The signature of a managing partner of the registered limited-liability partnership certifying that the list is true, complete and accurate.

Each list filed pursuant to this subsection must be accompanied by a declaration under penalty of perjury that the registered limited-liability partnership has complied with the provisions of chapter 364A of NRS ~~and~~ *and which acknowledges that pursuant to NRS 239.330 it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.*

2. Upon filing:

(a) The initial list required by subsection 1, the registered limited-liability partnership shall pay to the Secretary of State a fee of ~~\$165~~ *\$125*.

(b) Each annual list required by subsection 1, the registered limited-liability partnership shall pay to the Secretary of State a fee of ~~\$85~~ *\$125*.

3. *If a managing partner of a registered limited-liability partnership resigns and the resignation is not made in conjunction with the filing of an annual or amended list of managing partners, the registered limited-liability partnership shall pay to the Secretary of State a fee of \$75 to file the resignation of the managing partner.*

4. The Secretary of State shall, at least 60 days before the last day for filing each annual list required by subsection 1, cause to be

mailed to the registered limited-liability partnership a notice of the fee due pursuant to subsection 2 and a reminder to file the annual list required by subsection 1. The failure of any registered limited-liability partnership to receive a notice or form does not excuse it from complying with the provisions of this section.

~~[4.]~~ 5. If the list to be filed pursuant to the provisions of subsection 1 is defective, or the fee required by subsection 2 is not paid, the Secretary of State may return the list for correction or payment.

~~[5.]~~ 6. An annual list that is filed by a registered limited-liability partnership which is not in default more than ~~[60]~~ 90 days before it is due shall be deemed an amended list for the previous year and does not satisfy the requirements of subsection 1 for the year to which the due date is applicable.

**Sec. 117.** NRS 87.520 is hereby amended to read as follows:

87.520 1. A registered limited-liability partnership that fails to comply with the provisions of NRS 87.510 is in default.

2. *Upon notification from the Administrator of the Real Estate Division of the Department of Business and Industry that a registered limited-liability partnership which is a unit-owners' association as defined in NRS 116.110315 has failed to register pursuant to NRS 116.31158 or failed to pay the fees pursuant to NRS 116.31155, the Secretary of State shall deem the registered limited-liability partnership to be in default. If, after the registered limited-liability partnership is deemed to be in default, the Administrator notifies the Secretary of State that the registered limited-liability partnership has registered pursuant to NRS 116.31158 and paid the fees pursuant to NRS 116.31155, the Secretary of State shall reinstate the registered limited-liability partnership if the registered limited-liability partnership complies with the requirements for reinstatement as provided in this section and NRS 87.530.*

3. Any registered limited-liability partnership that is in default pursuant to ~~[subsection 1]~~ *this section* must, in addition to the fee required to be paid pursuant to NRS 87.510, pay a penalty of ~~[\$50.~~

~~—3.— On or before the 15th day of the third month after the month in which the fee required to be paid pursuant to NRS 87.510 is due, the] \$75.~~

4. *The* Secretary of State shall ~~[notify, by certified mail,]~~ *provide written notice to* the resident agent of any registered limited-liability partnership that is in default. The *written* notice ~~[must]~~ :

(a) *Must* include the amount of any payment that is due from the registered limited-liability partnership.

~~[4.]~~ (b) *At the request of the resident agent, may be provided electronically.*

5. If a registered limited-liability partnership fails to pay the amount that is due, the certificate of registration of the registered limited-liability partnership shall be deemed revoked ~~[on the first day of the ninth month after the month in which the fee required to be paid pursuant to NRS 87.510 was due. The]~~ *immediately after the last day of the month in which the anniversary date of the filing of the certificate of registration occurs, and the* Secretary of State shall notify ~~[a]~~ *the* registered limited-liability partnership, by ~~[certified mail, addressed]~~ *providing written notice* to its resident agent or, if the registered limited-liability partnership does not have a resident agent, to a managing partner, that its certificate of registration is revoked. ~~[and]~~ *The written notice:*

(a) *Must include* the amount of any fees and penalties *incurred* that are due.

(b) *At the request of the resident agent or managing partner, may be provided electronically.*

**Sec. 118.** NRS 87.530 is hereby amended to read as follows:

87.530 1. Except as otherwise provided in subsection 3, the Secretary of State shall reinstate the certificate of registration of a registered limited-liability partnership that is revoked pursuant to NRS 87.520 if the registered limited-liability partnership:

(a) Files with the Secretary of State ~~[the]~~ :

(1) *The* information required by NRS 87.510; *and*

(2) *A certificate of acceptance of appointment signed by its resident agent;* and

(b) Pays to the Secretary of State:

(1) The fee required to be paid ~~[by that section;]~~ *pursuant to NRS 87.510;*

(2) Any penalty required to be paid pursuant to NRS 87.520; and

(3) A reinstatement fee of ~~[\$200.~~

~~—2. Upon reinstatement of a certificate of registration pursuant to this section,] \$300.~~

2. *When* the Secretary of State *reinstates the registered limited-liability partnership, he* shall ~~[-~~

~~—(a) Deliver to the registered limited-liability partnership a certificate of reinstatement authorizing it to transact business retroactively from the date the fee required by NRS 87.510 was due; and~~

~~—(b) Upon request,] issue to the registered limited-liability partnership [one or more certified copies of the] a certificate of reinstatement [-] if the registered limited-liability partnership:~~

(a) *Requests a certificate of reinstatement; and*

(b) *Pays the required fees pursuant to NRS 87.550.*

3. The Secretary of State shall not reinstate the certificate of registration of a registered limited-liability partnership if the

certificate was revoked pursuant to ~~NRS 87.520~~ *the provisions of this chapter* at least 5 years before the date of the proposed reinstatement.

**Sec. 119.** NRS 87.547 is hereby amended to read as follows:

87.547 1. A *registered* limited-liability partnership may correct a document filed by the Secretary of State with respect to the *registered* limited-liability partnership if the document contains an inaccurate record of a partnership action described in the document or was defectively executed, attested, sealed, verified or acknowledged.

2. To correct a document, the *registered* limited-liability partnership must:

(a) Prepare a certificate of correction that:

(1) States the name of the *registered* limited-liability partnership;

(2) Describes the document, including, without limitation, its filing date;

(3) Specifies the inaccuracy or defect;

(4) Sets forth the inaccurate or defective portion of the document in an accurate or corrected form; and

(5) Is signed by a managing partner of the *registered* limited-liability partnership.

(b) Deliver the certificate to the Secretary of State for filing.

(c) Pay a filing fee of ~~[\$150]~~ *\$175* to the Secretary of State.

3. A certificate of correction is effective on the effective date of the document it corrects except as to persons relying on the uncorrected document and adversely affected by the correction. As to those persons, the certificate is effective when filed.

**Sec. 120.** NRS 87.550 is hereby amended to read as follows:

87.550 In addition to any other fees required by NRS 87.440 to 87.540, inclusive, and 87.560, the Secretary of State shall charge and collect the following fees for services rendered pursuant to those sections:

1. For certifying documents required by NRS 87.440 to 87.540, inclusive, and 87.560, ~~[\$20]~~ *\$30* per certification.

2. For executing a certificate verifying the existence of a registered limited-liability partnership, if the registered limited-liability partnership has not filed a certificate of amendment, ~~[\$40.]~~ *\$50.*

3. For executing a certificate verifying the existence of a registered limited-liability partnership, if the registered limited-liability partnership has filed a certificate of amendment, ~~[\$40.]~~ *\$50.*

4. For executing, certifying or filing any certificate or document not required by NRS 87.440 to 87.540, inclusive, and 87.560, ~~[\$40.]~~ *\$50.*

5. For any copies made by the Office of the Secretary of State, ~~[\$1]~~ \$2 per page.

6. For examining and provisionally approving any document before the document is presented for filing, ~~[\$100.]~~ \$125.

**Sec. 121.** Chapter 88 of NRS is hereby amended by adding thereto the provisions set forth as sections 122 to 139, inclusive, of this act.

**Sec. 122.** *1. At the time of submitting any list required pursuant to NRS 88.395, a limited partnership that meets the criteria set forth in subsection 2 must submit:*

*(a) The statement required pursuant to subsection 3, accompanied by a declaration under penalty of perjury attesting that the statement does not contain any material misrepresentation of fact; and*

*(b) A fee of \$100,000, to be distributed in the manner provided pursuant to subsection 4.*

*2. A limited partnership must submit a statement pursuant to this section if the limited partnership, including its parent and all subsidiaries:*

*(a) Holds 25 percent or more of the share of the market within this state for any product sold or distributed by the limited partnership within this state; and*

*(b) Has had, during the previous 5-year period, a total of five or more investigations commenced against the limited partnership, its parent or its subsidiaries in any jurisdiction within the United States, including all state and federal investigations:*

*(1) Which concern any alleged contract, combination or conspiracy in restraint of trade, as described in subsection 1 of NRS 598A.060, or which concern similar activities prohibited by a substantially similar law of another jurisdiction; and*

*(2) Which resulted in the limited partnership being fined or otherwise penalized or which resulted in the limited partnership being required to divest any holdings or being unable to acquire any holdings as a condition for the settlement, dismissal or resolution of those investigations.*

*3. A limited partnership that meets the criteria set forth in subsection 2 shall submit a statement which includes the following information with respect to each investigation:*

*(a) The jurisdiction in which the investigation was commenced.*

*(b) A summary of the nature of the investigation and the facts and circumstances surrounding the investigation.*

*(c) If the investigation resulted in criminal or civil litigation, a copy of all pleadings filed in the investigation by any party to the litigation.*

*(d) A summary of the outcome of the investigation, including specific information concerning whether any fine or penalty was*

*imposed against the limited partnership and whether the limited partnership was required to divest any holdings or was unable to acquire any holdings as a condition for the settlement, dismissal or resolution of the investigation.*

*4. The fee collected pursuant to subsection 1 must be deposited in the Attorney General's Administration Budget Account and used solely for the purpose of investigating any alleged contract, combination or conspiracy in restraint of trade, as described in subsection 1 of NRS 598A.060.*

**Sec. 123.** *1. To become a registered limited-liability limited partnership, a limited partnership shall file with the Secretary of State a certificate of registration stating each of the following:*

- (a) The name of the limited partnership.*
- (b) The street address of its principal office.*
- (c) The name of the person designated as the resident agent of the limited partnership, the street address of the resident agent where process may be served upon the partnership and the mailing address of the resident agent if it is different from his street address.*
- (d) The name and business address of each organizer executing the certificate.*
- (e) The name and business address of each initial general partner.*
- (f) That the limited partnership thereafter will be a registered limited-liability limited partnership.*
- (g) Any other information that the limited partnership wishes to include.*

*2. The certificate of registration must be executed by the vote necessary to amend the partnership agreement or, in the case of a partnership agreement that expressly considers contribution obligations, the vote necessary to amend those provisions.*

*3. The Secretary of State shall register as a registered limited-liability limited partnership any limited partnership that submits a completed certificate of registration with the required fee.*

*4. The registration of a registered limited-liability limited partnership is effective at the time of the filing of the certificate of registration.*

**Sec. 124.** *1. The name proposed for a registered limited-liability limited partnership must contain the words "Limited-Liability Limited Partnership" or "Registered Limited-Liability Limited Partnership" or the abbreviation "L.L.L.P." or "LLLP" as the last words or letters of the name and must be distinguishable on the records of the Secretary of State from the names of all other artificial persons formed, organized, registered or qualified pursuant to the provisions of this title that are on file in the Office of the Secretary of State and all names that are*

*reserved in the Office of the Secretary of State pursuant to the provisions of this title. If the name of the registered limited-liability limited partnership on a certificate of registration of limited-liability limited partnership submitted to the Secretary of State is not distinguishable from any name on file or reserved name, the Secretary of State shall return the certificate to the person who signed it, unless the written, acknowledged consent to the same name of the holder of the name on file or reserved name to use the name accompanies the certificate.*

*2. The Secretary of State shall not accept for filing any certificate of registration or any certificate of amendment of a certificate of registration of any registered limited-liability limited partnership formed or existing pursuant to the laws of this state which provides that the name of the registered limited-liability limited partnership contains the words "unit-owners' association" or "homeowners' association" or if it appears in the certificate of registration or certificate of amendment that the purpose of the registered limited-liability limited partnership is to operate as a unit-owners' association pursuant to chapter 116 of NRS unless the Administrator of the Real Estate Division of the Department of Business and Industry certifies that the registered limited-liability limited partnership has:*

*(a) Registered with the Ombudsman for Owners in Common-Interest Communities pursuant to NRS 116.31158; and*

*(b) Paid to the Administrator of the Real Estate Division the fees required pursuant to NRS 116.31155.*

*3. For the purposes of this section, a proposed name is not distinguishable from a name on file or reserved name solely because one or the other contains distinctive lettering, a distinctive mark, a trademark or a trade name, or any combination thereof.*

*4. The name of a registered limited-liability limited partnership whose right to transact business has been forfeited, which has merged and is not the surviving entity or whose existence has otherwise terminated is available for use by any other artificial person.*

*5. The Secretary of State may adopt regulations that interpret the requirements of this section.*

**Sec. 125.** *The registration of a registered limited-liability limited partnership is effective until:*

*1. Its certificate of registration is revoked pursuant to NRS 88.405; or*

*2. The registered limited-liability limited partnership files with the Secretary of State a written notice of withdrawal executed by a general partner. The notice must be accompanied by a fee of \$60.*

**Sec. 126.** *The status of a limited partnership as a registered limited-liability limited partnership, and the liability of its partners, are not affected by errors in the information contained in a certificate of registration or an annual list required to be filed with the Secretary of State, or by changes after the filing of such a certificate or list in the information contained in the certificate or list.*

**Sec. 127.** *1. Unless otherwise provided by the articles of organization or partnership agreement, a partner of a registered limited-liability limited partnership is not personally liable for a debt or liability of the registered limited-liability limited partnership unless the trier of fact determines that adherence to the fiction of a separate entity would sanction fraud or promote a manifest injustice.*

*2. For purposes of this section, the failure of a registered limited-liability limited partnership to observe the formalities or requirements relating to the management of the registered limited-liability limited partnership, in and of itself, is not sufficient to establish grounds for imposing personal liability on a partner for a debt or liability of the registered limited-liability limited partnership.*

**Sec. 128.** *All persons who assume to act on behalf of a registered limited-liability limited partnership without the authority to act on behalf of the registered limited-liability limited partnership are jointly and severally liable for all debts and liabilities of the registered limited-liability limited partnership.*

**Sec. 129.** *To the extent permitted by the law of that jurisdiction:*

*1. A limited partnership, including a registered limited-liability limited partnership, formed and existing under this chapter, may conduct its business, carry on its operations, and exercise the powers granted by this chapter in any state, territory, district or possession of the United States or in any foreign country.*

*2. The internal affairs of a limited partnership, including a registered limited-liability limited partnership, formed and existing under this chapter, including the liability of partners for debts, obligations and liabilities of or chargeable to the partnership, are governed by the laws of this state.*

**Sec. 130.** *The name of a foreign registered limited-liability limited partnership that is doing business in this state must contain the words "Limited-Liability Limited Partnership" or "Registered Limited-Liability Limited Partnership" or the abbreviations "L.L.L.P." or "LLLP," or such other words or abbreviations as may be required or authorized by the laws of the other jurisdiction, as the last words or letters of the name.*

**Sec. 131.** *1. Each document filed with the Secretary of State pursuant to this chapter must be on or accompanied by a form prescribed by the Secretary of State.*

*2. The Secretary of State may refuse to file a document which does not comply with subsection 1 or which does not contain all of the information required by statute for filing the document.*

*3. If the provisions of the form prescribed by the Secretary of State conflict with the provisions of any document that is submitted for filing with the form:*

*(a) The provisions of the form control for all purposes with respect to the information that is required by statute to appear in the document in order for the document to be filed; and*

*(b) Unless otherwise provided in the document, the provisions of the document control in every other situation.*

*4. The Secretary of State may by regulation provide for the electronic filing of documents with the Office of the Secretary of State.*

**Sec. 132.** *1. Each foreign limited partnership doing business in this state shall, on or before the last day of the first month after the filing of its application for registration as a foreign limited partnership with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of its qualification to do business in this state occurs in each year, file with the Secretary of State a list, on a form furnished by him, that contains:*

*(a) The name of the foreign limited partnership;*

*(b) The file number of the foreign limited partnership, if known;*

*(c) The names of all its general partners;*

*(d) The address, either residence or business, of each general partner;*

*(e) The name and address of its lawfully designated resident agent in this state; and*

*(f) The signature of a general partner of the foreign limited partnership certifying that the list is true, complete and accurate.*

*2. Each list filed pursuant to this section must be accompanied by a declaration under penalty of perjury that the foreign limited partnership:*

*(a) Has complied with the provisions of chapter 364A of NRS; and*

*(b) Acknowledges that pursuant to NRS 239.330 it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.*

*3. Upon filing:*

*(a) The initial list required by this section, the foreign limited partnership shall pay to the Secretary of State a fee of \$125.*

(b) *Each annual list required by this section, the foreign limited partnership shall pay to the Secretary of State a fee of \$125.*

4. *If a general partner of a foreign limited partnership resigns and the resignation is not made in conjunction with the filing of an annual or amended list of general partners, the foreign limited partnership shall pay to the Secretary of State a fee of \$75 to file the resignation of the general partner.*

5. *The Secretary of State shall, 60 days before the last day for filing each annual list required by subsection 1, cause to be mailed to each foreign limited partnership, which is required to comply with the provisions of sections 132 to 139, inclusive, of this act, and which has not become delinquent, the blank forms to be completed and filed with him. Failure of any foreign limited partnership to receive the forms does not excuse it from the penalty imposed by the provisions of sections 132 to 139, inclusive, of this act.*

6. *If the list to be filed pursuant to the provisions of subsection 1 is defective or the fee required by subsection 3 is not paid, the Secretary of State may return the list for correction or payment.*

7. *An annual list for a foreign limited partnership not in default which is received by the Secretary of State more than 90 days before its due date must be deemed an amended list for the previous year and does not satisfy the requirements of subsection 1 for the year to which the due date is applicable.*

**Sec. 133.** 1. *At the time of submitting any list required pursuant to section 132 of this act, a foreign limited partnership that meets the criteria set forth in subsection 2 must submit:*

(a) *The statement required pursuant to subsection 3, accompanied by a declaration under penalty of perjury attesting that the statement does not contain any material misrepresentation of fact; and*

(b) *A fee of \$100,000, to be distributed in the manner provided pursuant to subsection 4.*

2. *A foreign limited partnership must submit a statement pursuant to this section if the foreign limited partnership, including its parent and all subsidiaries:*

(a) *Holds 25 percent or more of the share of the market within this state for any product sold or distributed by the foreign limited partnership within this state; and*

(b) *Has had, during the previous 5-year period, a total of five or more investigations commenced against the foreign limited partnership, its parent or its subsidiaries in any jurisdiction within the United States, including all state and federal investigations:*

*(1) Which concern any alleged contract, combination or conspiracy in restraint of trade, as described in subsection 1 of NRS 598A.060, or which concern similar activities prohibited by a substantially similar law of another jurisdiction; and*

*(2) Which resulted in the foreign limited partnership being fined or otherwise penalized or which resulted in the foreign limited partnership being required to divest any holdings or being unable to acquire any holdings as a condition for the settlement, dismissal or resolution of those investigations.*

*3. A foreign limited partnership that meets the criteria set forth in subsection 2 shall submit a statement which includes the following information with respect to each investigation:*

*(a) The jurisdiction in which the investigation was commenced.*

*(b) A summary of the nature of the investigation and the facts and circumstances surrounding the investigation.*

*(c) If the investigation resulted in criminal or civil litigation, a copy of all pleadings filed in the investigation by any party to the litigation.*

*(d) A summary of the outcome of the investigation, including specific information concerning whether any fine or penalty was imposed against the foreign limited partnership and whether the foreign limited partnership was required to divest any holdings or was unable to acquire any holdings as a condition for the settlement, dismissal or resolution of the investigation.*

*4. The fee collected pursuant to subsection 1 must be deposited in the Attorney General's Administration Budget Account and used solely for the purpose of investigating any alleged contract, combination or conspiracy in restraint of trade, as described in subsection 1 of NRS 598A.060.*

**Sec. 134.** *If a foreign limited partnership has filed the initial or annual list in compliance with section 132 of this act and has paid the appropriate fee for the filing, the cancelled check or other proof of payment received by the foreign limited partnership constitutes a certificate authorizing it to transact its business within this state until the last day of the month in which the anniversary of its qualification to transact business occurs in the next succeeding calendar year.*

**Sec. 135.** *1. Each list required to be filed under the provisions of sections 132 to 139, inclusive, of this act must, after the name of each managing partner listed thereon, set forth the address, either residence or business, of each managing partner.*

*2. If the addresses are not stated for each person on any list offered for filing, the Secretary of State may refuse to file the list, and the foreign limited partnership for which the list has been offered for filing is subject to all the provisions of sections 132 to 139, inclusive, of this act relating to failure to file the list within or*

*at the times therein specified, unless a list is subsequently submitted for filing which conforms to the provisions of this section.*

**Sec. 136.** *1. Each foreign limited partnership which is required to make a filing and pay the fee prescribed in sections 132 to 139, inclusive, of this act and which refuses or neglects to do so within the time provided is in default.*

*2. For default there must be added to the amount of the fee a penalty of \$75, and unless the filing is made and the fee and penalty are paid on or before the last day of the month in which the anniversary date of the foreign limited partnership occurs, the defaulting foreign limited partnership by reason of its default forfeits its right to transact any business within this state. The fee and penalty must be collected as provided in this chapter.*

**Sec. 137.** *1. The Secretary of State shall notify, by providing written notice to its resident agent, each foreign limited partnership deemed in default pursuant to section 136 of this act. The written notice:*

*(a) Must include a statement indicating the amount of the filing fee, penalties incurred and costs remaining unpaid.*

*(b) At the request of the resident agent, may be provided electronically.*

*2. Immediately after the last day of the month in which the anniversary date of the filing of the certificate of limited partnership occurs, the Secretary of State shall compile a complete list containing the names of all foreign limited partnerships whose right to transact business has been forfeited.*

*3. The Secretary of State shall notify, by providing written notice to its resident agent, each foreign limited partnership specified in subsection 2 of the forfeiture of its right to transact business. The written notice:*

*(a) Must include a statement indicating the amount of the filing fee, penalties incurred and costs remaining unpaid.*

*(b) At the request of the resident agent, may be provided electronically.*

**Sec. 138.** *1. Except as otherwise provided in subsections 3 and 4, the Secretary of State shall reinstate a foreign limited partnership which has forfeited or which forfeits its right to transact business under the provisions of this chapter and shall restore to the foreign limited partnership its right to transact business in this state, and to exercise its privileges and immunities, if it:*

*(a) Files with the Secretary of State:*

*(1) The list required by section 132 of this act;*

*(2) The statement required by section 133 of this act, if applicable; and*

(3) *A certificate of acceptance of appointment signed by its resident agent; and*

(b) *Pays to the Secretary of State:*

(1) *The filing fee and penalty set forth in sections 132 and 136 of this act for each year or portion thereof that its right to transact business was forfeited;*

(2) *The fee set forth in section 133 of this act, if applicable; and*

(3) *A fee of \$300 for reinstatement.*

2. *When the Secretary of State reinstates the foreign limited partnership, he shall issue to the foreign limited partnership a certificate of reinstatement if the foreign limited partnership:*

(a) *Requests a certificate of reinstatement; and*

(b) *Pays the required fees pursuant to NRS 88.415.*

3. *The Secretary of State shall not order a reinstatement unless all delinquent fees and penalties have been paid and the revocation of the right to transact business occurred only by reason of failure to pay the fees and penalties.*

4. *If the right of a foreign limited partnership to transact business in this state has been forfeited pursuant to the provisions of this chapter and has remained forfeited for a period of 5 consecutive years, the right is not subject to reinstatement.*

**Sec. 139.** 1. *Except as otherwise provided in subsection 2, if a foreign limited partnership applies to reinstate its certificate of registration and its name has been legally reserved or acquired by another artificial person formed, organized, registered or qualified pursuant to the provisions of this title whose name is on file with the Office of the Secretary of State or reserved in the Office of the Secretary of State pursuant to the provisions of this title, the foreign limited partnership must in its application for reinstatement submit in writing to the Secretary of State some other name under which it desires its existence to be reinstated. If that name is distinguishable from all other names reserved or otherwise on file, the Secretary of State shall reinstate the foreign limited partnership under that new name.*

2. *If the applying foreign limited partnership submits the written, acknowledged consent of the artificial person having a name, or the person who has reserved a name, which is not distinguishable from the old name of the applying foreign limited partnership or a new name it has submitted, it may be reinstated under that name.*

3. *For the purposes of this section, a proposed name is not distinguishable from a name on file or reserved solely because one or the other contains distinctive lettering, a distinctive mark, a trademark or a trade name, or any combination thereof.*

***4. The Secretary of State may adopt regulations that interpret the requirements of this section.***

**Sec. 140.** NRS 88.315 is hereby amended to read as follows:

88.315 As used in this chapter, unless the context otherwise requires:

1. “Certificate of limited partnership” means the certificate referred to in NRS 88.350, and the certificate as amended or restated.

2. “Contribution” means any cash, property, services rendered, or a promissory note or other binding obligation to contribute cash or property or to perform services, which a partner contributes to a limited partnership in his capacity as a partner.

3. “Event of withdrawal of a general partner” means an event that causes a person to cease to be a general partner as provided in NRS 88.450.

4. “Foreign limited partnership” means a partnership formed under the laws of any state other than this state and having as partners one or more general partners and one or more limited partners.

5. ***“Foreign registered limited-liability limited partnership” means a foreign limited-liability limited partnership:***

***(a) Formed pursuant to an agreement governed by the laws of another state; and***

***(b) Registered pursuant to and complying with NRS 88.570 to 88.605, inclusive, and section 130 of this act.***

6. “General partner” means a person who has been admitted to a limited partnership as a general partner in accordance with the partnership agreement and named in the certificate of limited partnership as a general partner.

~~{6-}~~ 7. “Limited partner” means a person who has been admitted to a limited partnership as a limited partner in accordance with the partnership agreement.

~~{7-}~~ 8. “Limited partnership” and “domestic limited partnership” mean a partnership formed by two or more persons under the laws of this state and having one or more general partners and one or more limited partners.

~~{8-}~~ 9. “Partner” means a limited or general partner.

~~{9-}~~ 10. “Partnership agreement” means any valid agreement, written or oral, of the partners as to the affairs of a limited partnership and the conduct of its business.

~~{10-}~~ 11. “Partnership interest” means a partner’s share of the profits and losses of a limited partnership and the right to receive distributions of partnership assets.

~~{11-}~~ 12. ***“Registered limited-liability limited partnership” means a limited partnership:***

(a) *Formed pursuant to an agreement governed by this chapter; and*

(b) *Registered pursuant to and complying with NRS 88.350 to 88.415, inclusive, and sections 122 to 125, inclusive, of this act.*

13. “Registered office” means the office maintained at the street address of the resident agent.

~~12.~~ 14. “Resident agent” means the agent appointed by the limited partnership upon whom process or a notice or demand authorized by law to be served upon the limited partnership may be served.

~~13.~~ 15. “Sign” means to affix a signature to a document.

~~14.~~ 16. “Signature” means a name, word or mark executed or adopted by a person with the present intention to authenticate a document. The term includes, without limitation, an electronic signature as defined in NRS 719.100.

~~15.~~ 17. “State” means a state, territory or possession of the United States, the District of Columbia or the Commonwealth of Puerto Rico.

~~16.~~ 18. “Street address” of a resident agent means the actual physical location in this state at which a resident is available for service of process.

**Sec. 141.** NRS 88.320 is hereby amended to read as follows:

88.320 1. ~~The~~ *Except as otherwise provided in section 124 of this act, the* name proposed for a limited partnership as set forth in its certificate of limited partnership:

(a) Must contain the words “Limited Partnership,” or the abbreviation “LP” or “L.P.”;

(b) May not contain the name of a limited partner unless:

(1) It is also the name of a general partner or the corporate name of a corporate general partner; or

(2) The business of the limited partnership had been carried on under that name before the admission of that limited partner; and

(c) Must be distinguishable on the records of the Secretary of State from the names of all other artificial persons formed, organized, registered or qualified pursuant to the provisions of this title that are on file in the Office of the Secretary of State and all names that are reserved in the Office of the Secretary of State pursuant to the provisions of this title. If the name on the certificate of limited partnership submitted to the Secretary of State is not distinguishable from any name on file or reserved name, the Secretary of State shall return the certificate to the filer, unless the written, acknowledged consent to the use of the same or the requested similar name of the holder of the name on file or reserved name accompanies the certificate of limited partnership.

2. For the purposes of this section, a proposed name is not distinguished from a name on file or reserved name solely because

one or the other contains distinctive lettering, a distinctive mark, a trademark or a trade name, or any combination ~~[of these.]~~ thereof.

3. *The Secretary of State shall not accept for filing any certificate of limited partnership for any limited partnership formed or existing pursuant to the laws of this state which provides that the name of the limited partnership contains the word “accountant,” “accounting,” “accountancy,” “auditor” or “auditing” unless the Nevada State Board of Accountancy certifies that the limited partnership:*

*(a) Is registered pursuant to the provisions of chapter 628 of NRS; or*

*(b) Has filed with the Nevada State Board of Accountancy under penalty of perjury a written statement that the limited partnership is not engaged in the practice of accounting and is not offering to practice accounting in this state.*

4. *The Secretary of State shall not accept for filing any certificate of limited partnership for any limited partnership formed or existing pursuant to the laws of this state which provides that the name of the limited partnership contains the word “bank” or “trust” unless:*

*(a) It appears from the certificate of limited partnership that the limited partnership proposes to carry on business as a banking or trust company, exclusively or in connection with its business as a bank, savings and loan association or thrift company; and*

*(b) The certificate of limited partnership is first approved by the Commissioner of Financial Institutions.*

5. *The Secretary of State shall not accept for filing any certificate of limited partnership for any limited partnership formed or existing pursuant to the provisions of this chapter if it appears from the certificate of limited partnership that the business to be carried on by the limited partnership is subject to supervision by the Commissioner of Insurance or by the Commissioner of Financial Institutions, unless the certificate of limited partnership is approved by the Commissioner who will supervise the business of the limited partnership.*

6. *Except as otherwise provided in subsection 5, the Secretary of State shall not accept for filing any certificate of limited partnership for any limited partnership formed or existing pursuant to the laws of this state which provides that the name of the limited partnership contains the words “engineer,” “engineered,” “engineering,” “professional engineer,” “registered engineer” or “licensed engineer” unless:*

*(a) The State Board of Professional Engineers and Land Surveyors certifies that the principals of the limited partnership are licensed to practice engineering pursuant to the laws of this state; or*

*(b) The State Board of Professional Engineers and Land Surveyors certifies that the limited partnership is exempt from the prohibitions of NRS 625.520.*

*7. The Secretary of State shall not accept for filing any certificate of limited partnership for any limited partnership formed or existing pursuant to the laws of this state which provides that the name of the limited partnership contains the words “unit-owners’ association” or “homeowners’ association” or if it appears in the certificate of limited partnership that the purpose of the limited partnership is to operate as a unit-owners’ association pursuant to chapter 116 of NRS unless the Administrator of the Real Estate Division of the Department of Business and Industry certifies that the limited partnership has:*

*(a) Registered with the Ombudsman for Owners in Common-Interest Communities pursuant to NRS 116.31158; and*

*(b) Paid to the Administrator of the Real Estate Division the fees required pursuant to NRS 116.31155.*

8. The name of a limited partnership whose right to transact business has been forfeited, which has merged and is not the surviving entity or whose existence has otherwise terminated is available for use by any other artificial person.

~~[4.]~~ 9. The Secretary of State may adopt regulations that interpret the requirements of this section.

**Sec. 142.** NRS 88.327 is hereby amended to read as follows:

88.327 1. Except as otherwise provided in subsection 2, if a limited partnership applies to reinstate its right to transact business but its name has been legally *reserved or* acquired by any other artificial person formed, organized, registered or qualified pursuant to the provisions of this title whose name is on file with the Office of the Secretary of State or reserved in the Office of the Secretary of State pursuant to the provisions of this title, the applying limited partnership shall submit in writing to the Secretary of State some other name under which it desires its right to be reinstated. If that name is distinguishable from all other names reserved or otherwise on file, the Secretary of State shall ~~issue to the applying~~ *reinstate* ~~the~~ limited partnership ~~[a certificate of reinstatement]~~ under that new name.

2. If the applying limited partnership submits the written, acknowledged consent of the other artificial person having the name, or the person who has reserved the name, that is not distinguishable from the old name of the applying limited partnership or a new name it has submitted, it may be reinstated under that name.

3. For the purposes of this section, a proposed name is not distinguishable from a name on file or reserved name solely because

one or the other contains distinctive lettering, a distinctive mark, a trademark or a trade name, or any combination ~~[of these.]~~ *thereof*.

4. The Secretary of State may adopt regulations that interpret the requirements of this section.

**Sec. 143.** NRS 88.331 is hereby amended to read as follows:

88.331 1. If a limited partnership created pursuant to this chapter desires to change its resident agent, the change may be effected by filing with the Secretary of State a certificate of change ~~[.]~~ *of resident agent*, signed by a general partner, which sets forth:

- (a) The name of the limited partnership;
- (b) The name and street address of its present resident agent; and
- (c) The name and street address of the new resident agent.

2. The new resident agent's certificate of acceptance must be a part of or attached to the certificate of change ~~[.]~~

~~—3. The] of resident agent.~~

*3. If the name of a resident agent is changed as a result of a merger, conversion, exchange, sale, reorganization or amendment, the resident agent shall:*

*(a) File with the Secretary of State a certificate of name change of resident agent that includes:*

*(1) The current name of the resident agent as filed with the Secretary of State;*

*(2) The new name of the resident agent; and*

*(3) The name and file number of each artificial person formed, organized, registered or qualified pursuant to the provisions of this title that the resident agent represents; and*

*(b) Pay to the Secretary of State a filing fee of \$100.*

4. A change authorized by this section becomes effective upon the filing of the *proper* certificate of change.

**Sec. 144.** NRS 88.332 is hereby amended to read as follows:

88.332 1. ~~[Any person who has been designated by a limited partnership as its] A~~ resident agent ~~[and who thereafter] who~~ desires to resign shall ~~[file]~~ :

*(a) File with the Secretary of State a signed statement in the manner provided pursuant to subsection 1 of NRS 78.097 that he is unwilling to continue to act as the resident agent of the limited partnership ~~[.]~~ for the service of process; and*

*(b) Pay to the Secretary of State the filing fee set forth in subsection 1 of NRS 78.097.*

A resignation is not effective until the signed statement is filed with the Secretary of State.

2. The statement of resignation may contain a statement by the affected limited partnership appointing a successor resident agent for the limited partnership. A certificate of acceptance executed by the new agent, stating the full name, complete street address and, if

different from the street address, mailing address of the new agent, must accompany the statement appointing the new agent.

~~[2-]~~ **3.** Upon the filing of the statement with the Secretary of State, the capacity of the person as resident agent terminates. If the statement of resignation does not contain a statement by the limited partnership appointing a successor resident agent, the resigning agent shall immediately give written notice, by mail, to the limited partnership of the filing of the statement and the effect thereof. The notice must be addressed to a general partner of the partnership other than the resident agent.

~~[3-]~~ **4.** If a designated resident agent dies, resigns or removes from the State, the limited partnership, within 30 days thereafter, shall file with the Secretary of State a certificate of acceptance, executed by the new resident agent. The certificate must set forth the full name, complete street address and, if different from the street address, mailing address of the newly designated resident agent.

~~[4-]~~ **5.** Each limited partnership which fails to file a certificate of acceptance executed by the new resident agent within 30 days after the death, resignation or removal of its resident agent as provided in subsection ~~[3]~~ **4** shall be deemed in default and is subject to the provisions of NRS 88.400 and 88.405.

**Sec. 145.** NRS 88.335 is hereby amended to read as follows:

88.335 1. A limited partnership shall keep at the office referred to in paragraph (a) of subsection 1 of NRS 88.330 the following:

(a) A current list of the full name and last known business address of each partner, separately identifying the general partners in alphabetical order and the limited partners in alphabetical order;

(b) A copy of the certificate of limited partnership and all certificates of amendment thereto, together with executed copies of any powers of attorney pursuant to which any certificate has been executed;

(c) Copies of the limited partnership's federal, state, and local income tax returns and reports, if any, for the 3 most recent years;

(d) Copies of any then effective written partnership agreements ~~and~~;

~~(e)~~ **(e)** Copies of any financial statements of the limited partnership for the 3 most recent years; and

~~(f)~~ **(f)** Unless contained in a written partnership agreement, a writing setting out:

(1) The amount of cash and a description and statement of the agreed value of the other property or services contributed by each partner and which each partner has agreed to contribute;

(2) The times at which or events on the happening of which any additional contributions agreed to be made by each partner are to be made;

(3) Any right of a partner to receive, or of a general partner to make, distributions to a partner which include a return of all or any part of the partner's contribution; and

(4) Any events upon the happening of which the limited partnership is to be dissolved and its affairs wound up.

2. *In lieu of keeping at an office in this state the information required in paragraphs (a), (c), (e) and (f) of subsection 1, the limited partnership may keep a statement with the resident agent setting out the name of the custodian of the information required in paragraphs (a), (c), (e) and (f) of subsection 1, and the present and complete post office address, including street and number, if any, where the information required in paragraphs (a), (c), (e) and (f) of subsection 1 is kept.*

3. Records kept pursuant to this section are subject to inspection and copying at the reasonable request, and at the expense, of any partner during ordinary business hours.

**Sec. 146.** NRS 88.339 is hereby amended to read as follows:

88.339 1. A limited partnership may correct a document filed by the Secretary of State with respect to the limited partnership if the document contains an inaccurate record of a partnership action described in the document or was defectively executed, attested, sealed, verified or acknowledged.

2. To correct a document, the limited partnership must:

(a) Prepare a certificate of correction that:

(1) States the name of the limited partnership;

(2) Describes the document, including, without limitation, its filing date;

(3) Specifies the inaccuracy or defect;

(4) Sets forth the inaccurate or defective portion of the document in an accurate or corrected form; and

(5) Is signed by a general partner of the limited partnership.

(b) Deliver the certificate to the Secretary of State for filing.

(c) Pay a filing fee of ~~[\$150]~~ **\$175** to the Secretary of State.

3. A certificate of correction is effective on the effective date of the document it corrects except as to persons relying on the uncorrected document and adversely affected by the correction. As to those persons, the certificate is effective when filed.

**Sec. 147.** NRS 88.340 is hereby amended to read as follows:

88.340 The Secretary of State may microfilm *or image* any document which is filed in his office by or relating to a limited partnership pursuant to this chapter and may return the original document to the filer.

**Sec. 148.** NRS 88.350 is hereby amended to read as follows:

88.350 1. In order to form a limited partnership, a certificate of limited partnership must be executed and filed in the Office of the Secretary of State. The certificate must set forth:

- (a) The name of the limited partnership;
- (b) The address of the office which contains records and the name and address of the resident agent required to be maintained by NRS 88.330;
- (c) The name and ~~[the]~~ business address of each ~~[general partner;]~~ *organizer executing the certificate;*
- (d) *The name and business address of each initial general partner;*
- (e) The latest date upon which the limited partnership is to dissolve; and
- ~~[(e)]~~ (f) Any other matters the ~~[general partners]~~ *organizers* determine to include therein.

2. A certificate of acceptance of appointment of a resident agent, executed by the agent, must be filed with the certificate of limited partnership.

3. A limited partnership is formed at the time of the filing of the certificate of limited partnership and the certificate of acceptance in the Office of the Secretary of State or at any later time specified in the certificate of limited partnership if, in either case, there has been substantial compliance with the requirements of this section.

**Sec. 149.** NRS 88.360 is hereby amended to read as follows:

88.360 A certificate of limited partnership must be cancelled upon the dissolution and the commencement of winding up of the partnership or at any other time there are no limited partners. A certificate of cancellation must be filed in the Office of the Secretary of State and set forth:

- 1. The name of the limited partnership;
- 2. ~~[The date of filing of its certificate of limited partnership;~~
- ~~—3.]~~ The reason for filing the certificate of cancellation;
- ~~[4.]~~ 3. The effective date, which must be a date certain, of cancellation if it is not to be effective upon the filing of the certificate; and
- ~~[5.]~~ 4. Any other information the general partners filing the certificate determine.

**Sec. 150.** NRS 88.395 is hereby amended to read as follows:

88.395 1. A limited partnership shall, on or before the ~~[first]~~ *last* day of the ~~[second]~~ *first* month after the filing of its certificate of limited partnership with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of the filing of its certificate of limited partnership occurs, file with the Secretary of State, on a form furnished by him, a list that contains:

- (a) The name of the limited partnership;
- (b) The file number of the limited partnership, if known;
- (c) The names of all of its general partners;
- (d) The ~~{mailing or street}~~ address, either residence or business, of each general partner;

(e) The name and ~~{street}~~ address of the *lawfully designated* resident agent of the limited partnership; and

(f) The signature of a general partner of the limited partnership certifying that the list is true, complete and accurate.

Each list filed pursuant to this subsection must be accompanied by a declaration under penalty of perjury that the limited partnership has complied with the provisions of chapter 364A of NRS ~~1~~

~~—2. Upon~~ *and which acknowledges that pursuant to NRS 239.330 it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.*

*2. Except as otherwise provided in subsection 3, a limited partnership shall, upon filing:*

(a) The initial list required by subsection 1, ~~{the limited partnership shall}~~ pay to the Secretary of State a fee of ~~[\$165.]~~ *\$125.*

(b) Each annual list required by subsection 1, ~~{the limited partnership shall}~~ pay to the Secretary of State a fee of ~~[\$85.]~~ *\$125.*

*3. A registered limited-liability limited partnership shall, upon filing:*

*(a) The initial list required by subsection 1, pay to the Secretary of State a fee of \$125.*

*(b) Each annual list required by subsection 1, pay to the Secretary of State a fee of \$175.*

*4. If a general partner of a limited partnership resigns and the resignation is not made in conjunction with the filing of an annual or amended list of general partners, the limited partnership shall pay to the Secretary of State a fee of \$75 to file the resignation of the general partner.*

*5. The Secretary of State shall, 60 days before the last day for filing each annual list required by subsection 1, cause to be mailed to each limited partnership which is required to comply with the provisions of this section, and which has not become delinquent, a notice of the fee due pursuant to the provisions of subsection 2 or 3, as appropriate, and a reminder to file the annual list. Failure of any limited partnership to receive a notice or form does not excuse it from the penalty imposed by NRS 88.400.*

~~{4.}~~ *6. If the list to be filed pursuant to the provisions of subsection 1 is defective or the fee required by subsection 2 or 3 is not paid, the Secretary of State may return the list for correction or payment.*

~~{5.}~~ *7. An annual list for a limited partnership not in default that is received by the Secretary of State more than ~~{60}~~ 90 days*

before its due date shall be deemed an amended list for the previous year and does not satisfy the requirements of subsection 1 for the year to which the due date is applicable.

~~[6.]~~ 8. A filing made pursuant to this section does not satisfy the provisions of NRS 88.355 and may not be substituted for filings submitted pursuant to NRS 88.355.

**Sec. 151.** NRS 88.400 is hereby amended to read as follows:

88.400 1. If a limited partnership has filed the list in compliance with NRS 88.395 and has paid the appropriate fee for the filing, the cancelled check *or other proof of payment* received by the limited partnership constitutes a certificate authorizing it to transact its business within this state until the anniversary date of the filing of its certificate of limited partnership in the next succeeding calendar year. ~~[If the limited partnership desires a formal certificate upon its payment of the annual fee, its payment must be accompanied by a self-addressed, stamped envelope.]~~

2. Each limited partnership which *is required to make a filing and pay the fee prescribed in NRS 88.395 and section 122 of this act and which* refuses or neglects to ~~[file the list and pay the fee]~~ *do so* within the time provided is in default.

3. *Upon notification from the Administrator of the Real Estate Division of the Department of Business and Industry that a limited partnership which is a unit-owners' association as defined in NRS 116.110315 has failed to register pursuant to NRS 116.31158 or failed to pay the fees pursuant to NRS 116.31155, the Secretary of State shall deem the limited partnership to be in default. If, after the limited partnership is deemed to be in default, the Administrator notifies the Secretary of State that the limited partnership has registered pursuant to NRS 116.31158 and paid the fees pursuant to NRS 116.31155, the Secretary of State shall reinstate the limited partnership if the limited partnership complies with the requirements for reinstatement as provided in this section and NRS 88.410.*

4. For default there must be added to the amount of the fee a penalty of ~~[\$50.]~~ \$75 and unless the filings are made and the fee and penalty are paid on or before the first day of the first anniversary of the month following the month in which filing was required, the defaulting limited partnership, by reason of its default, forfeits its right to transact any business within this state.

**Sec. 152.** NRS 88.405 is hereby amended to read as follows:

88.405 1. The Secretary of State shall notify, by ~~[letter addressed]~~ *providing written notice* to its resident agent, each defaulting limited partnership. The *written* notice ~~[must be accompanied by]~~ :

(a) *Must include* a statement indicating the amount of the filing fee, penalties *incurred* and costs remaining unpaid.

*(b) At the request of the resident agent, may be provided electronically.*

2. Immediately after the first day of the first anniversary of the month following the month in which filing was required, the certificate of the limited partnership is revoked.

3. The Secretary of State shall compile a complete list containing the names of all limited partnerships whose right to ~~do~~ *transact* business has been forfeited.

4. The Secretary of State shall notify, by ~~letter addressed~~ *providing written notice* to its resident agent, each limited partnership *specified in subsection 3* of the revocation of its certificate. The *written* notice ~~must be accompanied by~~ :

(a) *Must include* a statement indicating the amount of the filing fee, penalties *incurred* and costs remaining unpaid.

~~3.~~ *(b) At the request of the resident agent, may be provided electronically.*

5. In case of revocation of the certificate and of the forfeiture of the right to transact business thereunder, all the property and assets of the defaulting domestic limited partnership are held in trust by the general partners, and the same proceedings may be had with respect thereto as for the judicial dissolution of a limited partnership. Any person interested may institute proceedings at any time after a forfeiture has been declared, but if the Secretary of State reinstates the limited partnership, the proceedings must at once be dismissed and all property restored to the general partners.

**Sec. 153.** NRS 88.410 is hereby amended to read as follows:

88.410 1. Except as otherwise provided in subsections 3 and 4, the Secretary of State ~~may~~:

~~—(a) Reinstate~~ *shall reinstate* any limited partnership which has forfeited *or which forfeits* its right to transact business ~~and~~

~~—(b) Restore~~ *under the provisions of this chapter and restore* to the limited partnership its right to carry on business in this state, and to exercise its privileges and immunities ~~upon the filing~~ *if it*:

(a) *Files* with the Secretary of State ~~of the~~ :

(1) *The* list required pursuant to NRS 88.395 ~~and upon payment~~ ;

(2) *The statement required by section 122 of this act, if applicable; and*

(3) *A certificate of acceptance of appointment signed by its resident agent; and*

(b) *Pays* to the Secretary of State ~~of the~~ :

(1) *The* filing fee and penalty set forth in NRS 88.395 and 88.400 for each year or portion thereof during which the certificate has been revoked ~~and a~~ ;

*(2) The fee set forth in section 122 of this act, if applicable;*  
*and*

*(3) A fee of ~~[\$200]~~ \$300 for reinstatement.*

2. When ~~[payment is made and]~~ the Secretary of State reinstates the limited partnership, ~~[to its former rights,]~~ he shall ~~[-~~  
~~—(a) Immediately issue and deliver to the limited partnership a~~  
~~certificate of reinstatement authorizing it to transact business as if~~  
~~the filing fee had been paid when due; and~~  
~~—(b) Upon demand,]~~ issue to the limited partnership ~~[one or more~~  
~~certified copies of the]~~ *a* certificate of reinstatement ~~[-]~~ *if the limited*  
*partnership:*

*(a) Requests a certificate of reinstatement; and*

*(b) Pays the required fees pursuant to NRS 88.415.*

3. The Secretary of State shall not order a reinstatement unless all delinquent fees and penalties have been paid, and the revocation occurred only by reason of failure to pay the fees and penalties.

4. If a limited partnership's certificate has been revoked pursuant to the provisions of this chapter and has remained revoked for a period of 5 years, the certificate must not be reinstated.

**Sec. 154.** NRS 88.415 is hereby amended to read as follows:

88.415 The Secretary of State, for services relating to his official duties and the records of his office, shall charge and collect the following fees:

1. For filing a certificate of limited partnership, or for registering a foreign limited partnership, ~~[\$175.]~~ *\$75.*

2. For filing a certificate of *registration of limited-liability limited partnership, or for registering a foreign registered limited-liability limited partnership, \$100.*

3. *For filing a certificate of* amendment of limited partnership or restated certificate of limited partnership, ~~[\$150.]~~  
~~—3.]~~ *\$175.*

4. For filing a certificate of a change of location of the records office of a limited partnership or the office of its resident agent, or a designation of a new resident agent, ~~[\$30.]~~  
~~—4.]~~ *\$60.*

5. For certifying a certificate of limited partnership, an amendment to the certificate, or a certificate as amended where a copy is provided, ~~[\$20]~~ *\$30* per certification.

~~[5.]~~ 6. For certifying an authorized printed copy of the limited partnership law, ~~[\$20.]~~  
~~—6.]~~ *\$30.*

7. For reserving a limited partnership name, or for executing, filing or certifying any other document, ~~[\$20.]~~  
~~—7.]~~ *\$25.*

8. For copies made at the Office of the Secretary of State, ~~[\$1]~~  
*\$2* per page.

~~[8.]~~ **9.** For filing a certificate of cancellation of a limited partnership, ~~[\$60.]~~ **\$75.**  
Except as otherwise provided in this section, the fees set forth in NRS 78.785 apply to this chapter.

**Sec. 155.** NRS 88.535 is hereby amended to read as follows:

88.535 1. On application to a court of competent jurisdiction by any judgment creditor of a partner, the court may charge the partnership interest of the partner with payment of the unsatisfied amount of the judgment with interest. To the extent so charged, the judgment creditor has only the rights of an assignee of the partnership interest.

2. ~~[The court may appoint a receiver of the share of the distributions due or to become due to the judgment debtor in respect of the partnership. The receiver has only the rights of an assignee. The court may make all other orders, directions, accounts and inquiries that the judgment debtor might have made or which the circumstances of the case may require.]~~

~~—3. A charging order constitutes a lien on the partnership interest of the judgment debtor. The court may order a foreclosure of the partnership interest subject to the charging order at any time. The purchaser at the foreclosure sale has only the rights of an assignee.~~

~~—4. Unless otherwise provided in the articles of organization or operating agreement, at any time before foreclosure, a partnership interest charged may be redeemed:~~

~~—(a) By the judgment debtor;~~

~~—(b) With property other than property of the limited partnership, by one or more of the other partners; or~~

~~—(c) By the limited partnership with the consent of all of the partners whose interests are not so charged.~~

~~—5.]~~ This section ~~[provides]~~ **:**

**(a) Provides** the exclusive remedy by which a judgment creditor of a partner or an assignee of a partner may satisfy a judgment out of the partnership interest of the judgment debtor.

~~[6. No creditor of a partner has any right to obtain possession of, or otherwise exercise legal or equitable remedies with respect to, the property of the limited partnership.~~

~~—7. This section does]~~

**(b) Does** not deprive any partner of the benefit of any exemption laws applicable to his partnership interest.

**Sec. 156.** NRS 88.585 is hereby amended to read as follows:

88.585 ~~[A]~~ **Except as otherwise provided in section 130 of this act, a** foreign limited partnership may register with the Secretary of State under any name, whether or not it is the name under which it is registered in its state of organization, that includes without

abbreviation the words “limited partnership” and that could be registered by a domestic limited partnership.

**Sec. 157.** NRS 88.595 is hereby amended to read as follows:

88.595 A foreign limited partnership may cancel its registration by filing with the Secretary of State a certificate of cancellation signed by a general partner. The certificate must set forth:

1. The name of the foreign limited partnership;
2. ~~[(The date upon which its certificate of registration was filed;~~
- ~~—3.]~~ 3. The reason for filing the certificate of cancellation;
- ~~[(4.)~~ 3. The effective date of the cancellation if other than the date of the filing of the certificate of cancellation; and
- ~~[(5.)~~ 4. Any other information deemed necessary by the general partners of the partnership.

A cancellation does not terminate the authority of the Secretary of State to accept service of process on the foreign limited partnership with respect to causes of action arising out of the transactions of business in this state.

**Sec. 158.** Chapter 88A of NRS is hereby amended by adding thereto the provisions set forth as sections 159 to 166, inclusive, of this act.

**Sec. 159.** *1. Each document filed with the Secretary of State pursuant to this chapter must be on or accompanied by a form prescribed by the Secretary of State.*

*2. The Secretary of State may refuse to file a document which does not comply with subsection 1 or which does not contain all of the information required by statute for filing the document.*

*3. If the provisions of the form prescribed by the Secretary of State conflict with the provisions of any document that is submitted for filing with the form:*

*(a) The provisions of the form control for all purposes with respect to the information that is required by statute to appear in the document in order for the document to be filed; and*

*(b) Unless otherwise provided in the document, the provisions of the document control in every other situation.*

*4. The Secretary of State may by regulation provide for the electronic filing of documents with the Office of the Secretary of State.*

**Sec. 160.** *1. Each foreign business trust doing business in this state shall, on or before the last day of the first month after the filing of its application for registration as a foreign business trust with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of its qualification to do business in this state occurs in each year, file with the Secretary of State a list, on a form furnished by him, that contains:*

- (a) *The name of the foreign business trust;*
- (b) *The file number of the foreign business trust, if known;*
- (c) *The name of at least one of its trustees;*
- (d) *The address, either residence or business, of the trustee listed pursuant to paragraph (c);*
- (e) *The name and address of its lawfully designated resident agent in this state; and*
- (f) *The signature of a trustee of the foreign business trust certifying that the list is true, complete and accurate.*

2. *Each list required to be filed pursuant to this section must be accompanied by a declaration under penalty of perjury that the foreign business trust:*

- (a) *Has complied with the provisions of chapter 364A of NRS; and*
- (b) *Acknowledges that pursuant to NRS 239.330 it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.*

3. *Upon filing:*

- (a) *The initial list required by this section, the foreign business trust shall pay to the Secretary of State a fee of \$125.*
- (b) *Each annual list required by this section, the foreign business trust shall pay to the Secretary of State a fee of \$125.*

4. *If a trustee of a foreign business trust resigns and the resignation is not made in conjunction with the filing of an annual or amended list of trustees, the foreign business trust shall pay to the Secretary of State a fee of \$75 to file the resignation of the trustee.*

5. *The Secretary of State shall, 60 days before the last day for filing each annual list required by subsection 1, cause to be mailed to each foreign business trust which is required to comply with the provisions of sections 160 to 166, inclusive, of this act, and which has not become delinquent, the blank forms to be completed and filed with him. Failure of any foreign business trust to receive the forms does not excuse it from the penalty imposed by the provisions of sections 160 to 166, inclusive, of this act.*

6. *If the list to be filed pursuant to the provisions of subsection 1 is defective or the fee required by subsection 3 is not paid, the Secretary of State may return the list for correction or payment.*

7. *An annual list for a foreign business trust not in default which is received by the Secretary of State more than 90 days before its due date must be deemed an amended list for the previous year and does not satisfy the requirements of subsection 1 for the year to which the due date is applicable.*

**Sec. 161.** *If a foreign business trust has filed the initial or annual list in compliance with section 160 of this act and has paid*

*the appropriate fee for the filing, the cancelled check or other proof of payment received by the foreign business trust constitutes a certificate authorizing it to transact its business within this state until the last day of the month in which the anniversary of its qualification to transact business occurs in the next succeeding calendar year.*

**Sec. 162.** *1. Each list required to be filed under the provisions of sections 160 to 166, inclusive, of this act must, after the name of each trustee listed thereon, set forth the address, either residence or business, of each trustee.*

*2. If the addresses are not stated for each person on any list offered for filing, the Secretary of State may refuse to file the list, and the foreign business trust for which the list has been offered for filing is subject to all the provisions of sections 160 to 166, inclusive, of this act relating to failure to file the list within or at the times therein specified, unless a list is subsequently submitted for filing which conforms to the provisions of this section.*

**Sec. 163.** *1. Each foreign business trust which is required to make a filing and pay the fee prescribed in sections 160 to 166, inclusive, of this act and which refuses or neglects to do so within the time provided is in default.*

*2. For default there must be added to the amount of the fee a penalty of \$75, and unless the filing is made and the fee and penalty are paid on or before the last day of the month in which the anniversary date of the foreign business trust occurs, the defaulting foreign business trust by reason of its default forfeits its right to transact any business within this state. The fee and penalty must be collected as provided in this chapter.*

**Sec. 164.** *1. The Secretary of State shall notify, by providing written notice to its resident agent, each foreign business trust deemed in default pursuant to section 163 of this act. The written notice:*

*(a) Must include a statement indicating the amount of the filing fee, penalties incurred and costs remaining unpaid.*

*(b) At the request of the resident agent, may be provided electronically.*

*2. Immediately after the last day of the month in which the anniversary date of the filing of the certificate of trust occurs, the Secretary of State shall compile a complete list containing the names of all foreign business trusts whose right to transact business has been forfeited.*

*3. The Secretary of State shall notify, by providing written notice to its resident agent, each foreign business trust specified in subsection 2 of the forfeiture of its right to transact business. The written notice:*

*(a) Must include a statement indicating the amount of the filing fee, penalties incurred and costs remaining unpaid.*

*(b) At the request of the resident agent, may be provided electronically.*

**Sec. 165.** *1. Except as otherwise provided in subsections 3 and 4, the Secretary of State shall reinstate a foreign business trust which has forfeited or which forfeits its right to transact business under the provisions of this chapter and shall restore to the foreign business trust its right to transact business in this state, and to exercise its privileges and immunities, if it:*

*(a) Files with the Secretary of State:*

*(1) The list required by section 160 of this act; and*

*(2) A certificate of acceptance of appointment signed by its resident agent; and*

*(b) Pays to the Secretary of State:*

*(1) The filing fee and penalty set forth in sections 160 and 163 of this act for each year or portion thereof that its right to transact business was forfeited; and*

*(2) A fee of \$300 for reinstatement.*

*2. When the Secretary of State reinstates the foreign business trust, he shall issue to the foreign business trust a certificate of reinstatement if the foreign business trust:*

*(a) Requests a certificate of reinstatement; and*

*(b) Pays the required fees pursuant to NRS 88A.900.*

*3. The Secretary of State shall not order a reinstatement unless all delinquent fees and penalties have been paid and the revocation of the right to transact business occurred only by reason of failure to pay the fees and penalties.*

*4. If the right of a foreign business trust to transact business in this state has been forfeited pursuant to the provisions of this chapter and has remained forfeited for a period of 5 consecutive years, the right to transact business must not be reinstated.*

**Sec. 166.** *1. Except as otherwise provided in subsection 2, if a foreign business trust applies to reinstate its certificate of trust and its name has been legally reserved or acquired by another artificial person formed, organized, registered or qualified pursuant to the provisions of this title whose name is on file with the Office of the Secretary of State or reserved in the Office of the Secretary of State pursuant to the provisions of this title, the foreign business trust must submit in writing in its application for reinstatement to the Secretary of State some other name under which it desires its existence to be reinstated. If that name is distinguishable from all other names reserved or otherwise on file, the Secretary of State shall reinstate the foreign business trust under that new name.*

2. *If the applying foreign business trust submits the written, acknowledged consent of the artificial person having a name, or the person who has reserved a name, which is not distinguishable from the old name of the applying foreign business trust or a new name it has submitted, it may be reinstated under that name.*

3. *For the purposes of this section, a proposed name is not distinguishable from a name on file or reserved solely because one or the other contains distinctive lettering, a distinctive mark, a trademark or a trade name, or any combination thereof.*

4. *The Secretary of State may adopt regulations that interpret the requirements of this section.*

**Sec. 167.** NRS 88A.220 is hereby amended to read as follows:

88A.220 1. A certificate of trust may be amended by filing with the Secretary of State a certificate of amendment signed by at least one trustee. The certificate of amendment must set forth:

- (a) The name of the business trust; and
- (b) The amendment to the certificate of trust.

2. A certificate of trust may be restated by integrating into a single instrument all the provisions of the original certificate, and all amendments to the certificate, which are then in effect or are to be made by the restatement. The restated certificate of trust must be so designated in its heading, must be signed by at least one trustee and must set forth:

(a) The present name of the business trust ~~[and, if the name has been changed, the name under which the business trust was originally formed;~~

~~—(b) The date of filing of the original certificate of trust;~~

~~—(c)];~~

(b) The provisions of the original certificate of trust, and all amendments to the certificate, which are then in effect; and

~~[(d)] (c)~~ Any further amendments to the certificate of trust.

3. A certificate of trust may be amended or restated at any time for any purpose determined by the trustees.

**Sec. 168.** NRS 88A.420 is hereby amended to read as follows:

88A.420 A certificate of trust must be cancelled upon the completion or winding up of the business trust and its termination. A certificate of cancellation must be signed by a trustee, filed with the Secretary of State, and set forth:

1. The name of the business trust;

2. ~~[(The date of filing of its certificate of trust;~~

~~—3.]~~ A future effective date of the certificate of cancellation, if it is not to be effective upon filing, which may not be more than 90 days after the certificate is filed; and

~~[(4.)~~ 3. Any other information the trustee determines to include.

**Sec. 169.** NRS 88A.530 is hereby amended to read as follows:  
88A.530 1. A resident agent who desires to resign shall

~~{file}~~:

(a) *File* with the Secretary of State a signed statement ~~{for each business trust for which}~~ *in the manner provided pursuant to subsection 1 of NRS 78.097 that* he is unwilling to continue to act ~~{}~~ *as the resident agent of the business trust for the service of process; and*

(b) *Pay to the Secretary of State the filing fee set forth in subsection 1 of NRS 78.097.*

A resignation is not effective until the signed statement is ~~{so filed.}~~ *filed with the Secretary of State.*

2. The statement of resignation may contain a statement of the affected business trust appointing a successor resident agent. A certificate of acceptance executed by the new resident agent, stating the full name, complete street address and, if different from the street address, mailing address of the new resident agent, must accompany the statement appointing a successor resident agent.

3. Upon the filing of the statement of resignation with the Secretary of State, the capacity of the resigning person as resident agent terminates. If the statement of resignation contains no statement by the business trust appointing a successor resident agent, the resigning agent shall immediately give written notice, by mail, to the business trust of the filing of the statement of resignation and its effect. The notice must be addressed to a trustee of the business trust other than the resident agent.

4. If its resident agent dies, resigns or removes from the State, a business trust, within 30 days thereafter, shall file with the Secretary of State a certificate of acceptance executed by a new resident agent. The certificate must set forth the full name and complete street address of the new resident agent, and may contain a mailing address, such as a post office box, different from the street address.

5. A business trust that fails to file a certificate of acceptance executed by its new resident agent within 30 days after the death, resignation or removal of its former resident agent shall be deemed in default and is subject to the provisions of NRS 88A.630 to 88A.660, inclusive.

**Sec. 170.** NRS 88A.540 is hereby amended to read as follows:

88A.540 1. If a business trust formed pursuant to this chapter desires to change its resident agent, the change may be effected by filing with the Secretary of State a certificate of change ~~{}~~ *of resident agent*, signed by at least one trustee of the business trust, setting forth:

(a) The name of the business trust;

(b) The name and street address of the present resident agent;  
and

(c) The name and street address of the new resident agent.

2. A certificate of acceptance executed by the new resident agent must be a part of or attached to the certificate of change ~~[-~~

~~3. The] of resident agent.~~

*3. If the name of a resident agent is changed as a result of a merger, conversion, exchange, sale, reorganization or amendment, the resident agent shall:*

*(a) File with the Secretary of State a certificate of name change of resident agent that includes:*

*(1) The current name of the resident agent as filed with the Secretary of State;*

*(2) The new name of the resident agent; and*

*(3) The name and file number of each artificial person formed, organized, registered or qualified pursuant to the provisions of this title that the resident agent represents; and*

*(b) Pay to the Secretary of State a filing fee of \$100.*

4. A change authorized by this section becomes effective upon the filing of the *proper* certificate of change.

**Sec. 171.** NRS 88A.600 is hereby amended to read as follows:

88A.600 1. A business trust formed pursuant to this chapter shall, on or before the ~~[first]~~ *last* day of the ~~[second]~~ *first* month after the filing of its certificate of trust with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of the filing of its certificate of trust with the Secretary of State occurs, file with the Secretary of State, on a form furnished by him, a list signed by at least one trustee that contains the name and mailing address of its *lawfully designated* resident agent and at least one trustee. Each list filed pursuant to this subsection must be accompanied by a declaration under penalty of perjury that the business trust ~~[has]~~ :

*(a) Has* complied with the provisions of chapter 364A of NRS ~~[-]~~ ; and

*(b) Acknowledges that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.*

2. Upon filing:

(a) The initial list required by subsection 1, the business trust shall pay to the Secretary of State a fee of ~~[\$165.]~~ *\$125.*

(b) Each annual list required by subsection 1, the business trust shall pay to the Secretary of State a fee of ~~[\$85.]~~ *\$125.*

3. *If a trustee of a business trust resigns and the resignation is not made in conjunction with the filing of an annual or amended list of trustees, the business trust shall pay to the Secretary of State a fee of \$75 to file the resignation of the trustee.*

4. The Secretary of State shall, 60 days before the last day for filing each annual list required by subsection 1, cause to be mailed to each business trust which is required to comply with the provisions of NRS 88A.600 to 88A.660, inclusive, and which has not become delinquent, the blank forms to be completed and filed with him. Failure of a business trust to receive the forms does not excuse it from the penalty imposed by law.

~~[4.]~~ 5. An annual list for a business trust not in default which is received by the Secretary of State more than ~~[60]~~ 90 days before its due date shall be deemed an amended list for the previous year.

**Sec. 172.** NRS 88A.610 is hereby amended to read as follows:

88A.610 When the fee for filing the annual list has been paid, the cancelled check *or other proof of payment* received by the business trust constitutes a certificate authorizing it to transact its business within this state until the last day of the month in which the anniversary of the filing of its certificate of trust occurs in the next succeeding calendar year. ~~[If the business trust desires a formal certificate upon its payment of the annual fee, its payment must be accompanied by a self-addressed, stamped envelope.]~~

**Sec. 173.** NRS 88A.620 is hereby amended to read as follows:

88A.620 1. Each list required to be filed pursuant to the provisions of NRS 88A.600 to 88A.660, inclusive, must, after the name of each trustee listed thereon, set forth his ~~[post-office box or street]~~ address, either residence or business.

2. If the addresses are not stated on a list offered for filing, the Secretary of State may refuse to file the list, and the business trust for which the list has been offered for filing is subject to all the provisions of NRS 88A.600 to 88A.660, inclusive, relating to failure to file the list when or at the times therein specified, unless a list is subsequently submitted for filing which conforms to the provisions of those sections.

**Sec. 174.** NRS 88A.630 is hereby amended to read as follows:

88A.630 1. Each business trust required to file the list and pay the fee prescribed in NRS 88A.600 to 88A.660, inclusive, which refuses or neglects to do so within the time provided shall be deemed in default.

2. For default, there must be added to the amount of the fee a penalty of ~~[\$50.]~~ \$75. The fee and penalty must be collected as provided in this chapter.

**Sec. 175.** NRS 88A.640 is hereby amended to read as follows:

88A.640 1. The Secretary of State shall notify, by ~~[letter addressed]~~ *providing written notice* to its resident agent, each business trust deemed in default pursuant to the provisions of this chapter. The *written* notice ~~[must be accompanied by]~~ :

(a) *Must include* a statement indicating the amount of the filing fee, penalties *incurred* and costs remaining unpaid.

*(b) At the request of the resident agent, may be provided electronically.*

2. Immediately after the first day of the first anniversary of the month following the month in which the filing was required, the certificate of trust of the business trust is revoked and its right to transact business is forfeited.

3. The Secretary of State shall compile a complete list containing the names of all business trusts whose right to ~~do~~ *transact* business has been forfeited. ~~He~~

4. *The Secretary of State* shall forthwith notify ~~each such business trust, by letter addressed~~ *, by providing written notice* to its resident agent, *each business trust specified in subsection 3* of the revocation of its certificate of trust. The *written* notice ~~must be accompanied by~~ :

(a) *Must include* a statement indicating the amount of the filing fee, penalties *incurred* and costs remaining unpaid.

~~[4.]~~ *(b) At the request of the resident agent, may be provided electronically.*

5. If the certificate of trust is revoked and the right to transact business is forfeited, all the property and assets of the defaulting business trust must be held in trust by its trustees as for insolvent business trusts, and the same proceedings may be had with respect thereto as are applicable to insolvent business trusts. Any person interested may institute proceedings at any time after a forfeiture has been declared, but if the Secretary of State reinstates the certificate of trust, the proceedings must at once be dismissed.

**Sec. 176.** NRS 88A.650 is hereby amended to read as follows:

88A.650 1. Except as otherwise provided in ~~[subsection 3,]~~ *subsections 3 and 4*, the Secretary of State shall reinstate a business trust which has forfeited *or which forfeits* its right to transact business pursuant to the provisions of this chapter and *shall* restore to the business trust its right to carry on business in this state, and to exercise its privileges and immunities, if it:

(a) Files with the Secretary of State ~~the~~ :

(1) *The* list required by NRS 88A.600; *and*

(2) *A certificate of acceptance of appointment signed by its resident agent;* and

(b) Pays to the Secretary of State:

(1) The filing fee and penalty set forth in NRS 88A.600 and 88A.630 for each year or portion thereof during which its certificate of trust was revoked; and

(2) A fee of ~~[\$200]~~ *\$300* for reinstatement.

2. When the Secretary of State reinstates the business trust, he shall ~~;~~

~~—(a) Immediately issue and deliver to the business trust a certificate of reinstatement authorizing it to transact business as if the filing fee had been paid when due; and~~

~~—(b) Upon demand,] issue to the business trust [one or more certified copies of the] a certificate of reinstatement [.] if the business trust:~~

*(a) Requests a certificate of reinstatement; and*

*(b) Pays the required fees pursuant to NRS 88A.900.*

3. The Secretary of State shall not order a reinstatement unless all delinquent fees and penalties have been paid, and the revocation of the certificate of trust occurred only by reason of the failure to file the list or pay the fees and penalties.

*4. If a certificate of business trust has been revoked pursuant to the provisions of this chapter and has remained revoked for a period of 5 consecutive years, the certificate must not be reinstated.*

**Sec. 177.** NRS 88A.660 is hereby amended to read as follows:

88A.660 1. Except as otherwise provided in subsection 2, if a certificate of trust is revoked pursuant to the provisions of this chapter and the name of the business trust has been legally reserved or acquired by another artificial person formed, organized, registered or qualified pursuant to the provisions of this title whose name is on file with the Office of the Secretary of State or reserved in the Office of the Secretary of State pursuant to the provisions of this title, the business trust shall submit in writing to the Secretary of State some other name under which it desires to be reinstated. If that name is distinguishable from all other names reserved or otherwise on file, the Secretary of State shall ~~[issue to]~~ *reinstate* the business trust ~~[a certificate of reinstatement]~~ under that new name.

2. If the defaulting business trust submits the written, acknowledged consent of the artificial person using a name, or the person who has reserved a name, which is not distinguishable from the old name of the business trust or a new name it has submitted, it may be reinstated under that name.

**Sec. 178.** NRS 88A.710 is hereby amended to read as follows:

88A.710 Before transacting business in this state, a foreign business trust shall register with the Secretary of State. In order to register, a foreign business trust shall submit to the Secretary of State an application for registration as a foreign business trust, signed by a trustee, and a signed certificate of acceptance of a resident agent. The application for registration must set forth:

1. The name of the foreign business trust and, if different, the name under which it proposes to register and transact business in this state;

2. The state and date of its formation;

3. The name and address of the resident agent whom the foreign business trust elects to appoint;

4. The address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign business trust; and

5. The name and ~~{business}~~ address , *either residence or business*, of one trustee.

**Sec. 179.** NRS 88A.740 is hereby amended to read as follows:

88A.740 A foreign business trust may cancel its registration by filing with the Secretary of State a certificate of cancellation signed by a trustee. The certificate must set forth:

1. The name of the foreign business trust;

2. ~~{The date upon which its certificate of registration was filed; —3.}~~ The effective date of the cancellation if other than the date of the filing of the certificate of cancellation; and

~~{4.}~~ 3. Any other information deemed necessary by the trustee.

A cancellation does not terminate the authority of the Secretary of State to accept service of process on the foreign business trust with respect to causes of action arising out of the transaction of business in this state.

**Sec. 180.** NRS 88A.900 is hereby amended to read as follows:

88A.900 The Secretary of State shall charge and collect the following fees for:

1. Filing an original certificate of trust, or for registering a foreign business trust, ~~{ \$175.}~~ *\$75.*

2. Filing an amendment or restatement, or a combination thereof, to a certificate of trust, ~~{ \$150.}~~ *\$175.*

3. Filing a certificate of cancellation, ~~{ \$175.}~~ *\$75.*

4. Certifying a copy of a certificate of trust or an amendment or restatement, or a combination thereof, ~~{ \$20}~~ *\$30* per certification.

5. Certifying an authorized printed copy of this chapter, ~~{ \$20.}~~ *\$30.*

6. Reserving a name for a business trust, ~~{ \$20.}~~ *\$25.*

7. Executing a certificate of existence of a business trust which does not list the previous documents relating to it, or a certificate of change in the name of a business trust, ~~{ \$40.}~~ *\$50.*

8. Executing a certificate of existence of a business trust which lists the previous documents relating to it, ~~{ \$40.}~~

~~—9. Filing a statement of change of address of the registered office for each business trust, \$30.~~

~~—10.}~~ *\$50.*

*9.* Filing a statement of change of the ~~{registered agent, \$30.}~~  
~~—11.}~~ *resident agent, \$60.*

*10.* Executing, certifying or filing any certificate or document not otherwise provided for in this section, ~~{ \$40.}~~

~~12.] \$50.~~

*11.* Examining and provisionally approving a document before the document is presented for filing, ~~[\$100.~~

~~13.] \$125.~~

*12.* Copying a document on file with him, for each page, ~~[\$1.] \$2.~~

**Sec. 181.** NRS 88A.930 is hereby amended to read as follows:

88A.930 1. A business trust may correct a document filed by the Secretary of State with respect to the business trust if the document contains an inaccurate record of a trust action described in the document or was defectively executed, attested, sealed, verified or acknowledged.

2. To correct a document, the business trust must:

(a) Prepare a certificate of correction that:

(1) States the name of the business trust;

(2) Describes the document, including, without limitation, its filing date;

(3) Specifies the inaccuracy or defect;

(4) Sets forth the inaccurate or defective portion of the document in an accurate or corrected form; and

(5) Is signed by a trustee of the business trust.

(b) Deliver the certificate to the Secretary of State for filing.

(c) Pay a filing fee of ~~[\$150] \$175~~ to the Secretary of State.

3. A certificate of correction is effective on the effective date of the document it corrects except as to persons relying on the uncorrected document and adversely affected by the correction. As to those persons, the certificate is effective when filed.

**Sec. 182.** Chapter 89 of NRS is hereby amended by adding thereto a new section to read as follows:

*1. Each document filed with the Secretary of State pursuant to this chapter must be on or accompanied by a form prescribed by the Secretary of State.*

*2. The Secretary of State may refuse to file a document which does not comply with subsection 1 or which does not contain all of the information required by statute for filing the document.*

*3. If the provisions of the form prescribed by the Secretary of State conflict with the provisions of any document that is submitted for filing with the form:*

*(a) The provisions of the form control for all purposes with respect to the information that is required by statute to appear in the document in order for the document to be filed; and*

*(b) Unless otherwise provided in the document, the provisions of the document control in every other situation.*

*4. The Secretary of State may by regulation provide for the electronic filing of documents with the Office of the Secretary of State.*

**Sec. 183.** NRS 89.040 is hereby amended to read as follows:

89.040 1. One or more persons may organize a professional corporation in the manner provided for organizing a private corporation pursuant to chapter 78 of NRS. Each person organizing the corporation must, except as otherwise provided in subsection 2 of NRS 89.050, be authorized to perform the professional service for which the corporation is organized. The articles of incorporation must contain the following additional information:

(a) The profession to be practiced by means of the professional corporation.

(b) The names and ~~post-office boxes or street~~ addresses, either residence or business, of the original stockholders and directors of the professional corporation.

(c) Except as otherwise provided in paragraph (d) of this subsection, a certificate from the regulating board of the profession to be practiced showing that each of the directors, and each of the stockholders who is a natural person, is licensed to practice the profession.

(d) For a professional corporation organized pursuant to this chapter and practicing pursuant to the provisions of NRS 623.349, a certificate from the regulating board or boards of the profession or professions to be practiced showing that control and two-thirds ownership of the corporation is held by persons registered or licensed pursuant to the applicable provisions of chapter 623, 623A or 625 of NRS. As used in this paragraph, "control" has the meaning ascribed to it in NRS 623.349.

2. The corporate name of a professional corporation must contain the words "Professional Corporation" or the abbreviation "Prof. Corp.," "*P.C.*" or "*PC.*" or the word "Chartered" or *the abbreviation "Chtd.,"* or "Limited" or the abbreviation "Ltd." The corporate name must contain the last name of one or more of its stockholders. The corporation may render professional services and exercise its authorized powers under a fictitious name if the corporation has first registered the name in the manner required by chapter 602 of NRS.

**Sec. 184.** NRS 89.210 is hereby amended to read as follows:

89.210 1. Within 30 days after the organization of a professional association under this chapter, the association shall file with the Secretary of State a copy of the articles of association, duly executed, and shall pay at that time a filing fee of ~~[\$175. Any such association formed as a common law association before July 1, 1969, shall file, within 30 days after July 1, 1969, a certified copy of its articles of association, with any amendments thereto, with the Secretary of State, and shall pay at that time a filing fee of \$25.]~~ *\$75.* A copy of any amendments to the articles of association ~~[adopted after July 1, 1969,]~~ must also be filed with the Secretary of

State within 30 days after the adoption of such amendments. Each copy of amendments so filed must be certified as true and correct and be accompanied by a filing fee of ~~[\$150.]~~ **\$175.**

2. The name of such a professional association must contain the words “Professional Association,” “Professional Organization” or the abbreviations “Prof. Ass’n” or “Prof. Org.” The association may render professional services and exercise its authorized powers under a fictitious name if the association has first registered the name in the manner required under chapter 602 of NRS.

**Sec. 185.** NRS 89.250 is hereby amended to read as follows:

89.250 1. Except as otherwise provided in subsection 2, a professional association shall, on or before the ~~[first]~~ **last** day of the ~~[second]~~ **first** month after the filing of its articles of association with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of its organization occurs in each year, furnish a statement to the Secretary of State showing the names and ~~[residence]~~ addresses, ***either residence or business,*** of all members and employees in the ***professional*** association and certifying that all members and employees are licensed to render professional service in this state.

2. A professional association organized and practicing pursuant to the provisions of this chapter and NRS 623.349 shall, on or before the ~~[first]~~ **last** day of the ~~[second]~~ **first** month after the filing of its articles of association with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of its organization occurs in each year, furnish a statement to the Secretary of State:

(a) Showing the names and ~~[residence]~~ addresses, ***either residence or business,*** of all members and employees of the ***professional*** association who are licensed or otherwise authorized by law to render professional service in this state;

(b) Certifying that all members and employees who render professional service are licensed or otherwise authorized by law to render professional service in this state; and

(c) Certifying that all members who are not licensed to render professional service in this state do not render professional service on behalf of the ***professional*** association except as authorized by law.

3. Each statement filed pursuant to this section must be:

(a) Made on a form prescribed by the Secretary of State and must not contain any fiscal or other information except that expressly called for by this section.

(b) Signed by the chief executive officer of the ***professional*** association.

(c) Accompanied by a declaration under penalty of perjury that the professional association ~~[has]~~ **:**

(1) *Has* complied with the provisions of chapter 364A of NRS ~~{ }~~; and

(2) *Acknowledges that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.*

4. Upon filing:

(a) The initial statement required by this section, the *professional* association shall pay to the Secretary of State a fee of ~~[\$165.]~~ *\$125.*

(b) Each annual statement required by this section, the *professional* association shall pay to the Secretary of State a fee of ~~[\$85.]~~ *\$125.*

5. As used in this section, "signed" means to have executed or adopted a name, word or mark, including, without limitation, an electronic signature as defined in NRS 719.100, with the present intention to authenticate a document.

**Sec. 186.** NRS 89.252 is hereby amended to read as follows:

89.252 1. Each professional association that is required to make a filing and pay the fee prescribed in NRS 89.250 but refuses to do so within the time provided is in default.

2. For default, there must be added to the amount of the fee a penalty of ~~[\$50.]~~ *\$75.* The fee and penalty must be collected as provided in this chapter.

**Sec. 187.** NRS 89.254 is hereby amended to read as follows:

89.254 1. The Secretary of State shall ~~{notify by letter}~~ *provide written notice to* each professional association which is in default pursuant to the provisions of NRS 89.252. The *written* notice ~~{must be accompanied by}~~ :

(a) *Must include* a statement indicating the amount of the filing fee, penalties *incurred* and costs remaining unpaid.

(b) *At the request of the professional association, may be provided electronically.*

2. On the first day of the ~~{ninth}~~ *first anniversary of the* month following the month in which the filing was required, the articles of association of the professional association is revoked and its right to transact business is forfeited.

3. The Secretary of State shall compile a complete list containing the names of all professional associations whose right to ~~{do}~~ *transact* business has been forfeited.

4. The Secretary of State shall forthwith notify each ~~{such}~~ *professional* association *specified in subsection 3* by ~~{letter}~~ *providing written notice* of the forfeiture of its right to transact business. The *written* notice ~~{must be accompanied by}~~ :

(a) *Must include* a statement indicating the amount of the filing fee, penalties *incurred* and costs remaining unpaid.

~~[4.]~~ (b) *At the request of the professional association, may be provided electronically.*

5. If the articles of association of a professional association are revoked and the right to transact business is forfeited, all the property and assets of the defaulting *professional* association must be held in trust by its members, as for insolvent corporations, and the same proceedings may be had with respect to its property and assets as apply to insolvent corporations. Any interested person may institute proceedings at any time after a forfeiture has been declared, but if the Secretary of State reinstates the articles of association the proceedings must be dismissed and all property restored to the members of the professional association.

~~[5.]~~ 6. If the assets of the *professional* association are distributed, they must be applied to:

(a) The payment of the filing fee, penalties and costs due to the State; and

(b) The payment of the creditors of the *professional* association.

Any balance remaining must be distributed as set forth in the articles of association or, if no such provisions exist, among the members of the *professional* association.

**Sec. 188.** NRS 89.256 is hereby amended to read as follows:

89.256 1. Except as otherwise provided in subsections 3 and 4, the Secretary of State shall reinstate any professional association which has forfeited its right to transact business under the provisions of this chapter and restore the right to carry on business in this state and exercise its privileges and immunities if it:

(a) Files with the Secretary of State ~~[the]~~ :

(1) *The* statement and certification required by NRS 89.250; and

(2) *A certificate of acceptance of appointment signed by its resident agent;* and

(b) Pays to the Secretary of State:

(1) The filing fee and penalty set forth in NRS 89.250 and 89.252 for each year or portion thereof during which the articles of association have been revoked; and

(2) A fee of ~~[\$200]~~ *\$300* for reinstatement.

2. When the Secretary of State reinstates the *professional* association, ~~[to its former rights,]~~ he shall ~~[-~~

~~—(a) Immediately issue and deliver to the association a certificate of reinstatement authorizing it to transact business, as if the fees had been paid when due; and~~

~~—(b) Upon demand,]~~ issue to the *professional* association a ~~[certified copy of the]~~ certificate of reinstatement ~~[-]~~ *if the professional association:*

(a) *Requests a certificate of reinstatement; and*

*(b) Pays the required fees pursuant to subsection 8 of NRS 78.785.*

3. The Secretary of State shall not order a reinstatement unless all delinquent fees and penalties have been paid, and the revocation of the ~~[association's]~~ articles of association occurred only by reason of ~~[its]~~ *the* failure to pay the fees and penalties.

4. If the articles of association of a professional association have been revoked pursuant to the provisions of this chapter and have remained revoked for 10 consecutive years, the articles must not be reinstated.

**Sec. 189.** NRS 90.360 is hereby amended to read as follows:

90.360 1. An applicant for licensing shall pay a nonrefundable licensing fee, due annually in the following amounts:

(a) Broker-dealer, ~~[\$150.]~~ *\$300.*

(b) Sales representative, ~~[\$55.]~~ *\$110.*

(c) Investment adviser, ~~[\$150.]~~ *\$300.*

(d) Representative of an investment adviser, ~~[\$55.]~~ *\$110.*

2. The Administrator by regulation may require licensing of branch offices and impose a fee for the licensing and an annual fee.

3. For the purpose of this section, a "branch office" means any place of business in this state other than the principal office in the state of the broker-dealer, from which one or more sales representatives transact business.

**Sec. 190.** NRS 90.380 is hereby amended to read as follows:

90.380 1. Unless a proceeding under NRS 90.420 has been instituted, the license of any broker-dealer, sales representative, investment adviser or representative of an investment adviser becomes effective 30 days after an application for licensing has been filed and is complete, including any amendment, if all requirements imposed pursuant to NRS 90.370 and 90.375 have been satisfied. An application or amendment is complete when the applicant has furnished information responsive to each applicable item of the application. The Administrator may authorize an earlier effective date of licensing.

2. The license of a broker-dealer, sales representative, investment adviser or representative of an investment adviser is effective until terminated by revocation, suspension, expiration or withdrawal.

3. The license of a sales representative is only effective with respect to transactions effected on behalf of the broker-dealer or issuer for whom the sales representative is licensed.

4. A person shall not at any one time act as a sales representative for more than one broker-dealer or for more than one issuer, unless the Administrator by regulation or order authorizes multiple licenses.

5. If a person licensed as a sales representative terminates association with a broker-dealer or issuer or ceases to be a sales representative, the sales representative and the broker-dealer or issuer on whose behalf the sales representative was acting shall promptly notify the Administrator.

6. The Administrator by regulation may authorize one or more special classifications of licenses as a broker-dealer, sales representative, investment adviser or representative of an investment adviser to be issued to applicants subject to limitations and conditions on the nature of the activities that may be conducted by persons so licensed.

7. The license of a broker-dealer, sales representative, investment adviser or representative of an investment adviser expires if:

(a) The statement required pursuant to NRS 90.375 is not submitted when it is due; or

(b) The annual fee required by NRS 90.360 is not paid when it is due.

8. A license that has expired may be reinstated retroactively if the licensed person:

(a) Submits the statement required pursuant to NRS 90.375; and

(b) Pays the fee required by NRS 90.360, plus a fee for reinstatement in the amount of ~~[\$25.]~~ **\$50**, within 30 days after the date of expiration. If the license is not reinstated within that time, it shall be deemed to have lapsed as of the date of expiration, and the licensed person must thereafter submit a new application for licensing if he desires to be relicensed.

**Sec. 191.** NRS 90.456 is hereby amended to read as follows:

90.456 1. The Administrator may charge a fee not to exceed ~~[-25]~~ **0.5** percent of the total value of each transaction involving the purchase, sale or other transfer of a security conducted by a securities exchange located in this state.

2. The Administrator may adopt by regulation or order, and shall cause to be published, a table of fees based upon the direct cost of regulating the securities exchange.

**Sec. 192.** NRS 90.500 is hereby amended to read as follows:

90.500 1. A registration statement may be filed by the issuer, any other person on whose behalf the offering is to be made, or a broker-dealer licensed under this chapter.

2. Except as **otherwise** provided in subsection 3, a person filing a registration statement shall pay a filing fee of ~~{one-tenth of -}~~ **0.2** percent of the maximum aggregate offering price at which the registered securities are to be offered in this state, but not less than ~~[\$350]~~ **\$700** or more than ~~[\$2,500.]~~ **\$5,000**. If a registration statement is withdrawn before the effective date or a pre-effective

order is entered under NRS 90.510, the Administrator shall retain the fee.

3. An open-end management company, a face amount certificate company or a unit investment trust, as defined in the Investment Company Act of 1940, may register an indefinite amount of securities under a registration statement. The registrant shall pay:

(a) A fee of ~~[\$500]~~ \$1,000 at the time of filing; and

(b) Within 60 days after the registrant's fiscal year during which its statement is effective, a fee of ~~[\$2,000,]~~ \$4,000, or file a report on a form the Administrator adopts, specifying its sale of securities to persons in this state during the fiscal year and pay a fee of ~~one-tenth of 1%~~ 0.2 percent of the aggregate sales price of the securities sold to persons in this state, but the latter fee must not be less than ~~[\$350]~~ \$700 or more than ~~[\$2,500,]~~ \$5,000.

4. Except as otherwise permitted by subsection 3, a statement must specify:

(a) The amount of securities to be offered in this state and the states in which a statement or similar document in connection with the offering has been or is to be filed; and

(b) Any adverse order, judgment or decree entered by a securities agency or administrator in any state or by a court or the Securities and Exchange Commission in connection with the offering.

5. A document filed under this chapter as now or previously in effect, within 5 years before the filing of a registration statement, may be incorporated by reference in the registration statement if the document is currently accurate.

6. The Administrator by regulation or order may permit the omission of an item of information or document from a statement.

7. In the case of a nonissuer offering, the Administrator may not require information under *subsection 13 or* NRS 90.510 ~~for subsection 13 of this section~~ unless it is known to the person filing the registration statement or to the person on whose behalf the offering is to be made, or can be furnished by one of them without unreasonable effort or expense.

8. In the case of a registration under NRS 90.480 or 90.490 by an issuer who has no public market for its shares and no significant earnings from continuing operations during the last 5 years or any shorter period of its existence, the Administrator by regulation or order may require as a condition of registration that the following securities be deposited in escrow for not more than 3 years:

(a) A security issued to a promoter within the 3 years immediately before the offering or to be issued to a promoter for a consideration substantially less than the offering price; and

(b) A security issued to a promoter for a consideration other than cash, unless the registrant demonstrates that the value of the noncash consideration received in exchange for the security is substantially equal to the offering price for the security.

The Administrator by regulation may determine the conditions of an escrow required under this subsection, but the Administrator may not reject a depository solely because of location in another state.

9. The Administrator by regulation may require as a condition of registration under NRS 90.480 or 90.490 that the proceeds from the sale of the registered security in this state *must* be impounded until the issuer receives a specified amount from the sale of the security. The Administrator by regulation or order may determine the conditions of an impounding arrangement required under this subsection, but the Administrator may not reject a depository solely because of its location in another state.

10. If a security is registered pursuant to NRS 90.470 or 90.480, the prospectus filed under the Securities Act of 1933 must be delivered to each purchaser in accordance with the requirements of that act for the delivery of a prospectus.

11. If a security is registered pursuant to NRS 90.490, an offering document containing information the Administrator by regulation or order designates must be delivered to each purchaser with or before the earliest of:

(a) The first written offer made to the purchaser by or for the account of the issuer or another person on whose behalf the offering is being made or by an underwriter or broker-dealer who is offering part of an unsold allotment or subscription taken by it as a participant in the distribution;

(b) Confirmation of a sale made by or for the account of a person named in paragraph (a);

(c) Payment pursuant to a sale; or

(d) Delivery pursuant to a sale.

12. Except for a registration statement under which an indefinite amount of securities are registered as provided in subsection 3, a statement remains effective for 1 year after its effective date unless the Administrator by regulation extends the period of effectiveness. A registration statement under which an indefinite amount of securities are registered remains effective until 60 days after the beginning of the registrant's next fiscal year following the date the statement was filed. All outstanding securities of the same class as a registered security are considered to be registered for the purpose of a nonissuer transaction while the registration statement is effective, unless the Administrator by regulation or order provides otherwise. A registration statement may not be withdrawn after its effective date if any of the securities registered have been sold in this state, unless the Administrator by

regulation or order provides otherwise. No registration statement is effective while an order is in effect under subsection 1 of NRS 90.510.

13. During the period that an offering is being made pursuant to an effective registration statement, the Administrator by regulation or order may require the person who filed the registration statement to file reports, not more often than quarterly, to keep reasonably current the information contained in the registration statement and to disclose the progress of the offering.

14. A registration statement filed under NRS 90.470 or 90.480 may be amended after its effective date to increase the securities specified to be offered and sold. The amendment becomes effective upon filing of the amendment and payment of an additional filing fee of 3 times the fee otherwise payable, calculated in the manner specified in subsection 2, with respect to the additional securities to be offered and sold. The effectiveness of the amendment relates back to the date or dates of sale of the additional securities being registered.

15. A registration statement filed under NRS 90.490 may be amended after its effective date to increase the securities specified to be offered and sold, if the public offering price and underwriters' discounts and commissions are not changed from the respective amounts which the Administrator was informed. The amendment becomes effective when the Administrator so orders and relates back to the date of sale of the additional securities being registered. A person filing an amendment shall pay an additional filing fee of 3 times the fee otherwise payable, calculated in the manner specified in subsection 2, with respect to the additional securities to be offered and sold.

**Sec. 193.** NRS 90.520 is hereby amended to read as follows:

90.520 1. As used in this section:

(a) "Guaranteed" means guaranteed as to payment of all or substantially all of principal and interest or dividends.

(b) "Insured" means insured as to payment of all or substantially all of principal and interest or dividends.

2. Except as otherwise provided in subsections 4 and 5, the following securities are exempt from NRS 90.460 and 90.560:

(a) A security, including a revenue obligation, issued, insured or guaranteed by the United States, an agency or corporate or other instrumentality of the United States, an international agency or corporate or other instrumentality of which the United States and one or more foreign governments are members, a state, a political subdivision of a state, or an agency or corporate or other instrumentality of one or more states or their political subdivisions, or a certificate of deposit for any of the foregoing, but this

exemption does not include a security payable solely from revenues to be received from an enterprise unless the:

(1) Payments are insured or guaranteed by the United States, an agency or corporate or other instrumentality of the United States, an international agency or corporate or other instrumentality of which the United States and one or more foreign governments are members, a state, a political subdivision of a state, or an agency or corporate or other instrumentality of one or more states or their political subdivisions, or by a person whose securities are exempt from registration pursuant to paragraphs (b) to (e), inclusive, or (g), or the revenues from which the payments are to be made are a direct obligation of such a person;

(2) Security is issued by this state or an agency, instrumentality or political subdivision of this state; or

(3) Payments are insured or guaranteed by a person who, within the 12 months next preceding the date on which the securities are issued, has received a rating within one of the top four rating categories of either Moody's Investors Service, Inc., or Standard and Poor's Ratings Services.

(b) A security issued, insured or guaranteed by Canada, a Canadian province or territory, a political subdivision of Canada or of a Canadian province or territory, an agency or corporate or other instrumentality of one or more of the foregoing, or any other foreign government or governmental combination or entity with which the United States maintains diplomatic relations, if the security is recognized as a valid obligation by the issuer, insurer or guarantor.

(c) A security issued by and representing an interest in or a direct obligation of a depository institution if the deposit or share accounts of the depository institution are insured by the Federal Deposit Insurance Corporation, the National Credit Union Share Insurance Fund or a successor to an applicable agency authorized by federal law.

(d) A security issued by and representing an interest in or a direct obligation of, or insured or guaranteed by, an insurance company organized under the laws of any state and authorized to do business in this state.

(e) A security issued or guaranteed by a railroad, other common carrier, public utility or holding company that is:

(1) Subject to the jurisdiction of the Surface Transportation Board;

(2) A registered holding company under the Public Utility Holding Company Act of 1935 or a subsidiary of a registered holding company within the meaning of that act;

(3) Regulated in respect to its rates and charges by a governmental authority of the United States or a state; or

(4) Regulated in respect to the issuance or guarantee of the security by a governmental authority of the United States, a state, Canada, or a Canadian province or territory.

(f) Equipment trust certificates in respect to equipment leased or conditionally sold to a person, if securities issued by the person would be exempt pursuant to this section.

(g) A security listed or approved for listing upon notice of issuance on the New York Stock Exchange, the American Stock Exchange, the ~~Midwest~~ **Chicago** Stock Exchange, the Pacific Stock Exchange or other exchange designated by the Administrator, any other security of the same issuer which is of senior or substantially equal rank, a security called for by subscription right or warrant so listed or approved, or a warrant or right to purchase or subscribe to any of the foregoing.

(h) A security designated or approved for designation upon issuance or notice of issuance for inclusion in the national market system by the National Association of Securities Dealers, Inc., any other security of the same issuer which is of senior or substantially equal rank, a security called for by subscription right or warrant so designated, or a warrant or a right to purchase or subscribe to any of the foregoing.

(i) An option issued by a clearing agency registered under the Securities Exchange Act of 1934, other than an off-exchange futures contract or substantially similar arrangement, if the security, currency, commodity ~~is~~ or other interest underlying the option is:

(1) Registered under NRS 90.470, 90.480 or 90.490;

(2) Exempt pursuant to this section; or

(3) Not otherwise required to be registered under this chapter.

(j) A security issued by a person organized and operated not for private profit but exclusively for a religious, educational, benevolent, charitable, fraternal, social, athletic or reformatory purpose, or as a chamber of commerce, or trade or professional association if at least 10 days before the sale of the security the issuer has filed with the Administrator a notice setting forth the material terms of the proposed sale and copies of any sales and advertising literature to be used and the Administrator by order does not disallow the exemption within the next 5 full business days.

(k) A promissory note, draft, bill of exchange or banker's acceptance that evidences an obligation to pay cash within 9 months after the date of issuance, exclusive of days of grace, is issued in denominations of at least \$50,000 and receives a rating in one of the three highest rating categories from a nationally recognized statistical rating organization, or a renewal of such an obligation that is likewise limited, or a guarantee of such an obligation or of a renewal.

(l) A security issued in connection with an employees' stock purchase, savings, option, profit-sharing, pension or similar employees' benefit plan.

(m) A membership or equity interest in, or a retention certificate or like security given in lieu of a cash patronage dividend issued by, a cooperative organized and operated as a nonprofit membership cooperative under the cooperative laws of any state if not traded to the general public.

(n) A security issued by an issuer registered as an open-end management investment company or unit investment trust under section 8 of the Investment Company Act of 1940 if:

(1) The issuer is advised by an investment adviser that is a depository institution exempt from registration under the Investment Advisers Act of 1940 or that is currently registered as an investment adviser, and has been registered, or is affiliated with an adviser that has been registered, as an investment adviser under the Investment Advisers Act of 1940 for at least 3 years next preceding an offer or sale of a security claimed to be exempt pursuant to this paragraph, and the issuer has acted, or is affiliated with an investment adviser that has acted, as investment adviser to one or more registered investment companies or unit investment trusts for at least 3 years next preceding an offer or sale of a security claimed to be exempt under this paragraph; or

(2) The issuer has a sponsor that has at all times throughout the 3 years before an offer or sale of a security claimed to be exempt pursuant to this paragraph sponsored one or more registered investment companies or unit investment trusts the aggregate total assets of which have exceeded \$100,000,000.

3. For the purpose of paragraph (n) of subsection 2, an investment adviser is affiliated with another investment adviser if it controls, is controlled by, or is under common control with the other investment adviser.

4. The exemption provided by paragraph (n) of subsection 2 is available only if the person claiming the exemption files with the Administrator a notice of intention to sell which sets forth the name and address of the issuer and the securities to be offered in this state and pays a fee ~~{of:~~

~~—(a) Two hundred and fifty dollars} :~~

(a) **Of \$500** for the initial claim of exemption and the same amount at the beginning of each fiscal year thereafter in which securities are to be offered in this state, in the case of an open-end management company; or

(b) ~~{One hundred and fifty dollars}~~ **Of \$300** for the initial claim of exemption in the case of a unit investment trust.

5. An exemption provided by paragraph (c), (e), (f), (i) or (k) of subsection 2 is available only if, within the 12 months

immediately preceding the use of the exemption, a notice of claim of exemption has been filed with the Administrator and a nonrefundable fee of ~~[\$150]~~ \$300 has been paid.

**Sec. 194.** NRS 90.530 is hereby amended to read as follows:

90.530 The following transactions are exempt from NRS 90.460 and 90.560:

1. An isolated nonissuer transaction, whether or not effected through a broker-dealer.

2. A nonissuer transaction in an outstanding security if the issuer of the security has a class of securities subject to registration under section 12 of the Securities Exchange Act of 1934, 15 U.S.C. § 781, and has been subject to the reporting requirements of section 13 or ~~15(e)~~ 15(d) of the Securities Exchange Act of 1934, 15 U.S.C. §§ 78m and 78o(d), for not less than 90 days next preceding the transaction, or has filed and maintained with the Administrator for not less than 90 days preceding the transaction information, in such form as the Administrator, by regulation, specifies, substantially comparable to the information the issuer would be required to file under section 12(b) or 12(g) of the Securities Exchange Act of 1934, 15 U.S.C. §§ 78l(b) and 78l(g), were the issuer to have a class of its securities registered under section 12 of the Securities Exchange Act of 1934, 15 U.S.C. § 781, and paid a fee of \$300 with the filing. ~~of \$150.~~

3. A nonissuer transaction by a sales representative licensed in this state, in an outstanding security if:

(a) The security is sold at a price reasonably related to the current market price of the security at the time of the transaction;

(b) The security does not constitute all or part of an unsold allotment to, or subscription or participation by, a broker-dealer as an underwriter of the security;

(c) At the time of the transaction, a recognized securities manual designated by the Administrator by regulation or order contains the names of the issuer's officers and directors, a statement of the financial condition of the issuer as of a date within the preceding 18 months, and a statement of income or operations for each of the last 2 years next preceding the date of the statement of financial condition, or for the period as of the date of the statement of financial condition if the period of existence is less than 2 years;

(d) The issuer of the security has not undergone a major reorganization, merger or acquisition within the preceding 30 days which is not reflected in the information contained in the manual; and

(e) At the time of the transaction, the issuer of the security has a class of equity security listed on the New York Stock Exchange, American Stock Exchange or other exchange designated by the Administrator, or on the National Market System of the National

Association of Securities Dealers Automated Quotation System. The requirements of this paragraph do not apply if:

(1) The security has been outstanding for at least 180 days;  
(2) The issuer of the security is actually engaged in business and is not developing his business, in bankruptcy or in receivership; and

(3) The issuer of the security has been in continuous operation for at least 5 years.

4. A nonissuer transaction in a security that has a fixed maturity or a fixed interest or dividend provision if there has been no default during the current fiscal year or within the 3 preceding years, or during the existence of the issuer, and any predecessors if less than 3 years, in the payment of principal, interest or dividends on the security.

5. A nonissuer transaction effected by or through a registered broker-dealer pursuant to an unsolicited order or offer to purchase.

6. A transaction between the issuer or other person on whose behalf the offering of a security is made and an underwriter, or a transaction among underwriters.

7. A transaction in a bond or other evidence of indebtedness secured by a real estate mortgage, deed of trust, personal property security agreement, or by an agreement for the sale of real estate or personal property, if the entire mortgage, deed of trust or agreement, together with all the bonds or other evidences of indebtedness secured thereby, is offered and sold as a unit.

8. A transaction by an executor, administrator, sheriff, marshal, receiver, trustee in bankruptcy, guardian or conservator.

9. A transaction executed by a bona fide secured party without the purpose of evading this chapter.

10. An offer to sell or *the* sale of a security to a financial or institutional investor or to a broker-dealer.

11. Except as otherwise provided in this subsection, a transaction pursuant to an offer to sell securities of an issuer if:

(a) The transaction is part of an issue in which there are not more than 25 purchasers in this state, other than those designated in subsection 10, during any 12 consecutive months;

(b) No general solicitation or general advertising is used in connection with the offer to sell or sale of the securities;

(c) No commission or other similar compensation is paid or given, directly or indirectly, to a person, other than a broker-dealer licensed or not required to be licensed under this chapter, for soliciting a prospective purchaser in this state; and

(d) One of the following conditions is satisfied:

(1) The seller reasonably believes that all the purchasers in this state, other than those designated in subsection 10, are purchasing for investment; or

(2) Immediately before and immediately after the transaction, the issuer reasonably believes that the securities of the issuer are held by 50 or fewer beneficial owners, other than those designated in subsection 10, and the transaction is part of an aggregate offering that does not exceed \$500,000 during any 12 consecutive months.

The Administrator by rule or order as to a security or transaction or a type of security or transaction ~~§~~ may withdraw or further condition the exemption set forth in this subsection or waive one or more of the conditions of the exemption.

12. An offer to sell or sale of a preorganization certificate or subscription if:

(a) No commission or other similar compensation is paid or given, directly or indirectly, for soliciting a prospective subscriber;

(b) No public advertising or general solicitation is used in connection with the offer to sell or sale;

(c) The number of offers does not exceed 50;

(d) The number of subscribers does not exceed 10; and

(e) No payment is made by a subscriber.

13. An offer to sell or sale of a preorganization certificate or subscription issued in connection with the organization of a depository institution if that organization is under the supervision of an official or agency of a state or of the United States which has and exercises the authority to regulate and supervise the organization of the depository institution. For the purpose of this subsection, “under the supervision of an official or agency” means that the official or agency by law has authority to require disclosures to prospective investors similar to those required under NRS 90.490, impound proceeds from the sale of a preorganization certificate or subscription until organization of the depository institution is completed, and require refund to investors if the depository institution does not obtain a grant of authority from the appropriate official or agency.

14. A transaction pursuant to an offer to sell to existing security holders of the issuer, including persons who at the time of the transaction are holders of transferable warrants exercisable within not more than 90 days after their issuance, convertible securities or nontransferable warrants, if:

(a) No commission or other similar compensation, other than a standby commission, is paid or given, directly or indirectly, for soliciting a security holder in this state; or

(b) The issuer first files a notice specifying the terms of the offer to sell, together with a nonrefundable fee of ~~[\$150.]~~ \$300, and the Administrator does not by order disallow the exemption within the next 5 full business days.

15. A transaction involving an offer to sell, but not a sale, of a security not exempt from registration under the Securities Act of 1933, 15 U.S.C. §§ 77a et seq., if:

(a) A registration or offering statement or similar document as required under the Securities Act of 1933, 15 U.S.C. §§ 77a et seq., has been filed, but is not effective;

(b) A registration statement, if required, has been filed under this chapter, but is not effective; and

(c) No order denying, suspending or revoking the effectiveness of registration, of which the offeror is aware, has been entered by the Administrator or the Securities and Exchange Commission, and no examination or public proceeding that may culminate in that kind of order is known by the offeror to be pending.

16. A transaction involving an offer to sell, but not a sale, of a security exempt from registration under the Securities Act of 1933, 15 U.S.C. §§ 77a et seq., if:

(a) A registration statement has been filed under this chapter, but is not effective; and

(b) No order denying, suspending or revoking the effectiveness of registration, of which the offeror is aware, has been entered by the Administrator and no examination or public proceeding that may culminate in that kind of order is known by the offeror to be pending.

17. A transaction involving the distribution of the securities of an issuer to the security holders of another person in connection with a merger, consolidation, exchange of securities, sale of assets or other reorganization to which the issuer, or its parent or subsidiary, and the other person, or its parent or subsidiary, are parties, if:

(a) The securities to be distributed are registered under the Securities Act of 1933, 15 U.S.C. §§ 77a et seq., before the consummation of the transaction; or

(b) The securities to be distributed are not required to be registered under the Securities Act of 1933, 15 U.S.C. §§ 77a et seq., written notice of the transaction and a copy of the materials, if any, by which approval of the transaction will be solicited, together with a nonrefundable fee of ~~[\$150.]~~ **\$300**, are given to the Administrator at least 10 days before the consummation of the transaction and the Administrator does not, by order, disallow the exemption within the next 10 days.

18. A transaction involving the offer to sell or sale of one or more promissory notes each of which is directly secured by a first lien on a single parcel of real estate, or a transaction involving the offer to sell or sale of participation interests in the notes if the notes and participation interests are originated by a depository institution and are offered and sold subject to the following conditions:

(a) The minimum aggregate sales price paid by each purchaser may not be less than \$250,000;

(b) Each purchaser must pay cash either at the time of the sale or within 60 days after the sale; and

(c) Each purchaser may buy for his own account only.

19. A transaction involving the offer to sell or sale of one or more promissory notes directly secured by a first lien on a single parcel of real estate or participating interests in the notes, if the notes and interests are originated by a mortgagee approved by the Secretary of Housing and Urban Development under sections 203 and 211 of the National Housing Act, 12 U.S.C. §§ 1709 and 1715b, and are offered or sold, subject to the conditions specified in subsection 18, to a depository institution or insurance company, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association or the Government National Mortgage Association.

20. A transaction between any of the persons described in subsection 19 involving a nonassignable contract to buy or sell the securities described in subsection 18 if the contract is to be completed within 2 years and if:

(a) The seller of the securities pursuant to the contract is one of the parties described in subsection 18 or 19 who may originate securities;

(b) The purchaser of securities pursuant to a contract is any other person described in subsection 19; and

(c) The conditions described in subsection 18 are fulfilled.

21. A transaction involving one or more promissory notes secured by a lien on real estate, or participating interests in those notes, by:

(a) A mortgage company licensed pursuant to chapter 645E of NRS to engage in those transactions; or

(b) A mortgage broker licensed pursuant to chapter 645B of NRS to engage in those transactions.

**Sec. 195.** NRS 90.540 is hereby amended to read as follows:

90.540 The Administrator by regulation or order may:

1. Exempt any other security or transaction or class of securities or transactions from NRS 90.460 and 90.560.

2. Adopt a transactional exemption for limited offerings that will further the objectives of compatibility with the exemptions from securities registration authorized by the Securities Act of 1933 and uniformity among the states.

3. Require the filing of a notice and the payment of a fee not greater than ~~[\$250]~~ \$500 for an exemption adopted pursuant to this section.

**Sec. 196.** Chapter 92A of NRS is hereby amended by adding thereto a new section to read as follows:

*1. Each document filed with the Secretary of State pursuant to this chapter must be on or accompanied by a form prescribed by the Secretary of State.*

*2. The Secretary of State may refuse to file a document which does not comply with subsection 1 or which does not contain all of the information required by statute for filing the document.*

*3. If the provisions of the form prescribed by the Secretary of State conflict with the provisions of any document that is submitted for filing with the form:*

*(a) The provisions of the form control for all purposes with respect to the information that is required by statute to appear in the document in order for the document to be filed; and*

*(b) Unless otherwise provided in the document, the provisions of the document control in every other situation.*

*4. The Secretary of State may by regulation provide for the electronic filing of documents with the Office of the Secretary of State.*

**Sec. 197.** NRS 92A.190 is hereby amended to read as follows:

92A.190 1. One or more foreign entities may merge or enter into an exchange of owner's interests with one or more domestic entities if:

(a) In a merger, the merger is permitted by the law of the jurisdiction under whose law each foreign entity is organized and governed and each foreign entity complies with that law in effecting the merger;

(b) In an exchange, the entity whose owner's interests will be acquired is a domestic entity, whether or not an exchange of owner's interests is permitted by the law of the jurisdiction under whose law the acquiring entity is organized;

(c) The foreign entity complies with NRS 92A.200 to 92A.240, inclusive, if it is the surviving entity in the merger or acquiring entity in the exchange and sets forth in the articles of merger or exchange its address where copies of process may be sent by the Secretary of State; and

(d) Each domestic entity complies with the applicable provisions of NRS 92A.100 to 92A.180, inclusive, and, if it is the surviving entity in the merger or acquiring entity in the exchange, with NRS 92A.200 to 92A.240, inclusive.

2. When the merger or exchange takes effect, the surviving foreign entity in a merger and the acquiring foreign entity in an exchange shall be deemed:

(a) To appoint the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting owners of each domestic entity that was a party to the

merger or exchange. Service of such process must be made by personally delivering to and leaving with the Secretary of State duplicate copies of the process and the payment of a fee of ~~[\$50]~~ **\$100** for accepting and transmitting the process. The Secretary of State shall forthwith send by registered or certified mail one of the copies to the surviving or acquiring entity at its specified address, unless the surviving or acquiring entity has designated in writing to the Secretary of State a different address for that purpose, in which case it must be mailed to the last address so designated.

(b) To agree that it will promptly pay to the dissenting owners of each domestic entity that is a party to the merger or exchange the amount, if any, to which they are entitled under or created pursuant to NRS 92A.300 to 92A.500, inclusive.

3. This section does not limit the power of a foreign entity to acquire all or part of the owner's interests of one or more classes or series of a domestic entity through a voluntary exchange or otherwise.

**Sec. 198.** NRS 92A.195 is hereby amended to read as follows:

92A.195 1. One foreign entity or foreign general partnership may convert into one domestic entity if:

(a) The conversion is permitted by the law of the jurisdiction governing the foreign entity or foreign general partnership and the foreign entity or foreign general partnership complies with that law in effecting the conversion;

(b) The foreign entity or foreign general partnership complies with the applicable provisions of NRS 92A.205 and, if it is the resulting entity in the conversion, with NRS 92A.210 to 92A.240, inclusive; and

(c) The domestic entity complies with the applicable provisions of NRS 92A.105, 92A.120, 92A.135, 92A.140 and 92A.165 and, if it is the resulting entity in the conversion, with NRS 92A.205 to 92A.240, inclusive.

2. When the conversion takes effect, the resulting foreign entity in a conversion shall be deemed to have appointed the Secretary of State as its agent for service of process in a proceeding to enforce any obligation. Service of process must be made personally by delivering to and leaving with the Secretary of State duplicate copies of the process and the payment of a fee of ~~[\$25]~~ **\$100** for accepting and transmitting the process. The Secretary of State shall send one of the copies of the process by registered or certified mail to the resulting entity at its specified address, unless the resulting entity has designated in writing to the Secretary of State a different address for that purpose, in which case it must be mailed to the last address so designated.

**Sec. 199.** NRS 92A.200 is hereby amended to read as follows:

92A.200 After a plan of merger or exchange is approved as required by this chapter, the surviving or acquiring entity shall deliver to the Secretary of State for filing articles of merger or exchange setting forth:

1. The name and jurisdiction of organization of each constituent entity;

2. That a plan of merger or exchange has been adopted by each constituent entity ~~or~~ *or the parent domestic entity only, if the merger is pursuant to NRS 92A.180;*

3. If approval of the owners of one or more constituent entities was not required, a statement to that effect and the name of each entity;

4. If approval of owners of one or more constituent entities was required, the name of each entity and a statement for each entity that:

(a) The plan was approved by the required consent of the owners; or

(b) A plan was submitted to the owners pursuant to this chapter including:

(1) The designation, percentage of total vote or number of votes entitled to be cast by each class of owner's interests entitled to vote separately on the plan; and

(2) Either the total number of votes or percentage of owner's interests cast for and against the plan by the owners of each class of interests entitled to vote separately on the plan or the total number of undisputed votes or undisputed total percentage of owner's interests cast for the plan separately by the owners of each class,

and the number of votes or percentage of owner's interests cast for the plan by the owners of each class of interests was sufficient for approval by the owners of that class;

5. In the case of a merger, the amendment, if any, to the articles of incorporation, articles of organization, certificate of limited partnership or certificate of trust of the surviving entity, which amendment may be set forth in the articles of merger as a specific amendment or in the form of:

(a) Amended and restated articles of incorporation;

(b) Amended and restated articles of organization;

(c) An amended and restated certificate of limited partnership;

or

(d) An amended and restated certificate of trust,  
or attached in that form as an exhibit; and

6. If the entire plan of merger or exchange is not set forth, a statement that the complete executed plan of merger or plan of exchange is on file at the registered office if a corporation, limited-

liability company or business trust, or office described in paragraph (a) of subsection 1 of NRS 88.330 if a limited partnership, or other place of business of the surviving entity or the acquiring entity, respectively.

Any of the terms of the plan of merger, conversion or exchange may be made dependent upon facts ascertainable outside of the plan of merger, conversion or exchange, provided that the plan of merger, conversion or exchange clearly and expressly sets forth the manner in which such facts shall operate upon the terms of the plan. As used in this section, the term “facts” includes, without limitation, the occurrence of an event, including a determination or action by a person or body, including a constituent entity.

**Sec. 200.** NRS 92A.205 is hereby amended to read as follows:

92A.205 1. After a plan of conversion is approved as required by this chapter, if the resulting entity is a domestic entity, the constituent entity shall deliver to the Secretary of State for filing:

(a) Articles of conversion setting forth:

(1) The name and jurisdiction of organization of the constituent entity and the resulting entity; and

(2) That a plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

(b) The following constituent document of the domestic resulting entity:

(1) If the resulting entity is a domestic corporation, the articles of incorporation *to be* filed in compliance with chapter 78 , *78A, 82* or 89 of NRS, as applicable;

(2) If the resulting entity is a domestic limited partnership, the certificate of limited partnership *to be* filed in compliance with chapter 88 of NRS;

(3) If the resulting entity is a domestic limited-liability company, the articles of organization *to be* filed in compliance with chapter 86 of NRS; or

(4) If the resulting entity is a domestic business trust, the certificate of trust *to be* filed in compliance with chapter 88A of NRS.

(c) A certificate of acceptance of appointment of a resident agent for the resulting entity which is executed by the resident agent.

2. After a plan of conversion is approved as required by this chapter, if the resulting entity is a foreign entity, the constituent entity shall deliver to the Secretary of State for filing articles of conversion setting forth:

(a) The name and jurisdiction of organization of the constituent entity and the resulting entity;

(b) That a plan of conversion has been adopted by the constituent entity in compliance with the laws of this state; and

(c) The address of the resulting entity where copies of process may be sent by the Secretary of State.

3. If the entire plan of conversion is not set forth in the articles of conversion, the filing party must include in the articles of conversion a statement that the complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity or, if the resulting entity is a domestic limited partnership, the office described in paragraph (a) of subsection 1 of NRS 88.330.

4. If the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) of subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date.

5. Any documents filed with the Secretary of State pursuant to this section must be accompanied by the fees required pursuant to this title for filing the constituent document.

**Sec. 201.** NRS 92A.210 is hereby amended to read as follows:

92A.210 1. Except as otherwise provided in this section, the fee for filing articles of merger, articles of conversion, articles of exchange, articles of domestication or articles of termination is ~~[\$325.]~~ **\$350.** The fee for filing the constituent documents of a domestic resulting entity is the fee for filing the constituent documents determined by the chapter of NRS governing the particular domestic resulting entity.

2. The fee for filing articles of merger of two or more domestic corporations is the difference between the fee computed at the rates specified in NRS 78.760 upon the aggregate authorized stock of the corporation created by the merger and the fee computed upon the aggregate amount of the total authorized stock of the constituent corporation.

3. The fee for filing articles of merger of one or more domestic corporations with one or more foreign corporations is the difference between the fee computed at the rates specified in NRS 78.760 upon the aggregate authorized stock of the corporation created by the merger and the fee computed upon the aggregate amount of the total authorized stock of the constituent corporations which have paid the fees required by NRS 78.760 and 80.050.

4. The fee for filing articles of merger of two or more domestic or foreign corporations must not be less than ~~[\$325.]~~ **\$350.** The amount paid pursuant to subsection 3 must not exceed ~~[\$25,000.]~~ **\$35,000.**

**Sec. 202.** NRS 14.020 is hereby amended to read as follows:

14.020 1. Every corporation, limited-liability company, limited-liability partnership, limited partnership, *limited-liability limited partnership*, business trust and municipal corporation created and existing under the laws of any other state, territory, or foreign government, or the Government of the United States, doing business in this state shall appoint and keep in this state a resident agent who resides or is located in this state, upon whom all legal process and any demand or notice authorized by law to be served upon it may be served in the manner provided in subsection 2. The corporation, limited-liability company, limited-liability partnership, limited partnership, *limited-liability limited partnership*, business trust or municipal corporation shall file with the Secretary of State a certificate of acceptance of appointment signed by its resident agent. The certificate must set forth the full name and address of the resident agent. ~~[The]~~ *A certificate of change of resident agent must be [renewed] filed in the manner provided in title 7 of NRS [whenever a change is made in the appointment or a vacancy occurs in the agency.] if the corporation, limited-liability company, limited-liability partnership, limited partnership, limited-liability limited partnership, business trust or municipal corporation desires to change its resident agent. A certificate of name change of resident agent must be filed in the manner provided in title 7 of NRS if the name of a resident is changed as a result of a merger, conversion, exchange, sale, reorganization or amendment.*

2. All legal process and any demand or notice authorized by law to be served upon the foreign corporation, limited-liability company, limited-liability partnership, limited partnership, *limited-liability limited partnership*, business trust or municipal corporation may be served upon the resident agent personally or by leaving a true copy thereof with a person of suitable age and discretion at the address shown on the current certificate of acceptance filed with the Secretary of State.

3. Subsection 2 provides an additional mode and manner of serving process, demand or notice and does not affect the validity of any other service authorized by law.

**Sec. 203.** NRS 104.9525 is hereby amended to read as follows:

104.9525 1. Except as otherwise provided in subsection 5, the fee for filing and indexing a record under this part, other than an initial financing statement of the kind described in subsection 2 of NRS 104.9502, is:

(a) ~~[Twenty]~~ *Forty* dollars if the record is communicated in writing and consists of one or two pages;

(b) ~~Forty~~ *Sixty* dollars if the record is communicated in writing and consists of more than two pages, and ~~1~~ *2* for each page over 20 pages;

(c) ~~Ten~~ *Twenty* dollars if the record is communicated by another medium authorized by filing-office rule; and

(d) ~~One-dollar~~ *Two dollars* for each additional debtor, trade name or reference to another name under which business is done.

2. The filing officer may charge and collect ~~1~~ *2* for each page of copy or record of filings produced by him at the request of any person.

3. Except as otherwise provided in subsection 5, the fee for filing and indexing an initial financing statement of the kind described in subsection 3 of NRS 104.9502 is:

(a) ~~Forty~~ *Sixty* dollars if the financing statement indicates that it is filed in connection with a public-finance transaction; and

(b) ~~Twenty~~ *Forty* dollars if the financing statement indicates that it is filed in connection with a manufactured-home transaction.

4. The fee for responding to a request for information from the filing office, including for issuing a certificate showing whether there is on file any financing statement naming a particular debtor, is:

(a) ~~Twenty~~ *Forty* dollars if the request is communicated in writing; and

(b) ~~Fifteen~~ *Twenty* dollars if the request is communicated by another medium authorized by filing-office rule.

5. This section does not require a fee with respect to a mortgage that is effective as a financing statement filed as a fixture filing or as a financing statement covering as-extracted collateral or timber to be cut under subsection 3 of NRS 104.9502. However, the fees for recording and satisfaction which otherwise would be applicable to the mortgage apply.

**Sec. 204.** NRS 105.070 is hereby amended to read as follows:

105.070 1. The Secretary of State or county recorder shall mark any security instrument and any statement of change, merger or consolidation presented for filing with the day and hour of filing and the file number assigned to it. This mark is, in the absence of other evidence, conclusive proof of the time and fact of presentation for filing.

2. The Secretary of State or county recorder shall retain and file all security instruments and statements of change, merger or consolidation presented for filing.

3. The uniform fee for filing and indexing a security instrument, or a supplement or amendment thereto, and a statement of change, merger or consolidation, and for stamping a copy of those documents furnished by the secured party or the public utility to show the date and place of filing is:

(a) ~~Twenty~~ *Forty* dollars if the record is communicated in writing and consists of one or two pages;

(b) ~~Forty~~ *Sixty* dollars if the record is communicated in writing and consists of more than two pages, and ~~1~~ *2* for each page over 20 pages;

(c) ~~Ten~~ *Twenty* dollars if the record is communicated by another medium authorized by filing-office rule; and

(d) ~~One-dollar~~ *Two dollars* for each additional debtor, trade name or reference to another name under which business is done.

**Sec. 205.** NRS 105.080 is hereby amended to read as follows:

105.080 1. Upon the request of any person, the Secretary of State shall issue his certificate showing whether there is on file, on the date and hour stated therein, any presently effective security instrument naming a particular public utility and, if there is, giving the date and hour of filing of the instrument and the names and addresses of each secured party. The uniform fee for such a certificate is:

(a) ~~Twenty~~ *Forty* dollars if the request is communicated in writing; and

(b) ~~Fifteen~~ *Twenty* dollars if the request is communicated by another medium authorized by filing-office rule.

2. Upon request, the Secretary of State or a county recorder shall furnish a copy of any filed security instrument upon payment of the statutory fee for copies.

**Sec. 206.** NRS 116.3101 is hereby amended to read as follows:

116.3101 *1.* A unit-owners' association must be organized no later than the date the first unit in the common-interest community is conveyed.

*2.* The membership of the association at all times consists exclusively of all units' owners or, following termination of the common-interest community, of all owners of former units entitled to distributions of proceeds under NRS 116.2118, 116.21183 and 116.21185, or their heirs, successors or assigns.

*3.* The association must ~~be~~ *:*

(a) *Be* organized as a profit or nonprofit corporation, trust or partnership ~~is~~ *;*

(b) *Include in its articles of incorporation, certificate of registration or certificates of limited partnership, or any certificate of amendment thereof, that the purpose of the corporation is to operate as an association pursuant to this chapter;*

(c) *Contain in its name the words "homeowners' association" or "unit-owners' association"; and*

(d) *Comply with the provisions of chapters 78, 82, 87 and 88 of NRS when filing articles of incorporation, certificates of*

*registration or certificates of limited partnership, or any certificate of amendment thereof, with the Secretary of State.*

**Sec. 207.** NRS 225.140 is hereby amended to read as follows:

225.140 1. Except as otherwise provided in subsection 2, in addition to other fees authorized by law, the Secretary of State shall charge and collect the following fees:

~~{For a copy of any law, joint resolution, transcript of record, or other paper on file or of record in his office, other than a document required to be filed pursuant to title 24 of NRS, per page.....\$1.00~~  
~~For a copy of any document required to be filed pursuant to title 24 of NRS, per page.....\$.50}~~  
For certifying to ~~{any such}~~ *a copy of any law, joint resolution, transcript of record or other paper on file or of record with the Secretary of State, including, but not limited to, a document required to be filed pursuant to title 24 of NRS*, and use of the State Seal, for each impression .....~~{10.00}~~ *\$20*  
For each passport or other document signed by the Governor and attested by the Secretary of State.....~~{10.00}~~ *10*  
~~{For a negotiable instrument returned unpaid ..... 10.00}~~

2. The Secretary of State:

(a) Shall charge a reasonable fee for searching records and documents kept in his office.

(b) May charge or collect any filing or other fees for services rendered by him to the State of Nevada, any local governmental agency or agency of the Federal Government, or any officer thereof in his official capacity or respecting his office or official duties.

(c) May not charge or collect a filing or other fee for:

(1) Attesting extradition papers or executive warrants for other states.

(2) Any commission or appointment issued or made by the Governor, either for the use of the State Seal or otherwise.

(d) May charge a reasonable fee, not to exceed:

(1) Five hundred dollars, for providing service within 2 hours after the time the service is requested; and

(2) One hundred *twenty-five* dollars, for providing any other special service, including, but not limited to, providing service more than 2 hours but within 24 hours after the time the service is requested, accepting documents filed by facsimile machine and other use of new technology.

(e) Shall charge a fee, not to exceed the actual cost to the Secretary of State, for providing:

(1) A copy of any record kept in his office that is stored on a computer or on microfilm if the copy is provided on a tape, disc or other medium used for the storage of information by a computer or on duplicate film.

(2) Access to his computer database on which records are stored.

3. From each fee collected pursuant to paragraph (d) of subsection 2:

(a) The entire amount or ~~[\$50.]~~ **\$62.50**, whichever is less, of the fee collected pursuant to subparagraph (1) of that paragraph and half of the fee collected pursuant to subparagraph (2) of that paragraph must be deposited with the State Treasurer for credit to the Account for Special Services of the Secretary of State in the State General Fund. Any amount remaining in the Account at the end of a fiscal year in excess of \$2,000,000 must be transferred to the State General Fund. Money in the Account may be transferred to the Secretary of State's operating general fund budget account and must only be used to create and maintain the capability of the Office of the Secretary of State to provide special services, including, but not limited to, providing service:

(1) On the day it is requested or within 24 hours; or

(2) Necessary to increase or maintain the efficiency of the Office.

Any transfer of money from the Account for expenditure by the Secretary of State must be approved by the Interim Finance Committee.

(b) After deducting the amount required pursuant to paragraph (a), the remainder must be deposited with the State Treasurer for credit to the State General Fund.

**Sec. 208.** 1. This section and sections 189 to 195, inclusive, and 203 of this act become effective on September 1, 2003.

2. Sections 1 to 188, inclusive, 196 to 202, inclusive, and 204 to 207, inclusive, of this act become effective:

(a) Except as otherwise provided in paragraph (b) or (c), on November 1, 2003.

(b) On January 1, 2004, for the purpose of requiring a resident agent who desires to resign to file a statement of resignation for each artificial person formed, organized, registered or qualified pursuant to the provisions of title 7 of NRS for which the resident agent is unwilling to continue to act as the resident agent for the service of process.

(c) On January 1, 2004, for the purpose of requiring a resident agent to file a certificate of name change of resident agent if the

name of the resident agent is changed as a result of a merger, conversion, exchange, sale, reorganization or amendment.