

Senate Bill No. 19–Committee on Judiciary

CHAPTER.....

AN ACT relating to service of process; clarifying the meaning of the term “street address” of a resident agent; 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. NRS 78.010 is hereby amended to read as follows:

78.010 1. As used in this chapter:

(a) “Approval” and “vote” as describing action by the directors or stockholders mean the vote of directors in person or by written consent or of stockholders in person, by proxy or by written consent.

(b) “Articles,” “articles of incorporation” and “certificate of incorporation” are synonymous terms and unless the context otherwise requires, include all certificates filed pursuant to NRS 78.030, 78.195, 78.209, 78.380, 78.385 and 78.390 and any articles of merger or exchange filed pursuant to NRS 92A.200 to 92A.240, inclusive. Unless the context otherwise requires, these terms include restated articles and certificates of incorporation.

(c) “Directors” and “trustees” are synonymous terms.

(d) “Receiver” includes receivers and trustees appointed by a court as provided in this chapter or in chapter 32 of NRS.

(e) “Registered office” means the office maintained at the street address of the resident agent.

(f) “Resident agent” means the agent appointed by the corporation upon whom process or a notice or demand authorized by law to be served upon the corporation may be served.

(g) “Stockholder of record” means a person whose name appears on the stock ledger of the corporation.

(h) “Street address” of a resident agent means the actual physical location in this state at which a resident agent is available for service of process.

2. General terms and powers given in this chapter are not restricted by the use of special terms, or by any grant of special powers contained in this chapter.

Sec. 2. NRS 80.010 is hereby amended to read as follows:

80.010 1. Before commencing or doing any business in this state, every corporation organized pursuant to the laws of another state, territory, the District of Columbia, a dependency 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, acknowledged before a person authorized by the laws of the place where the acknowledgment is taken to take acknowledgments of deeds, 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 the same as, or deceptively similar to the name of a corporation, limited partnership or limited-liability company existing pursuant to the laws of this state or a foreign corporation, foreign limited partnership or foreign limited-liability company authorized to transact business in this state or a name to which the exclusive right is at the time reserved in the manner provided in the laws of this state, unless the written acknowledged consent of the holder of the registered or reserved name to use the same name or the requested similar name accompanies the articles of incorporation.

3. 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" 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. 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. As used in this section, “street address” of a resident agent means the actual physical location in this state at which a resident agent is available for service of process.

Sec. 3. 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 revoking the appointment of the agent and designating a new resident agent, setting forth the name of that agent, his street address for the service of process, and his mailing address if different from his street address; and

(b) A certificate of acceptance executed by the new agent.

2. A person who has been designated by a foreign corporation as resident agent may file with the secretary of state a signed statement that he is unwilling to continue to act as the agent of the corporation for the service of process. The execution of the statement must be acknowledged.

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 is not accompanied by an acknowledged 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. 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. A corporation that fails to file a certificate of acceptance executed by a new resident agent within 30 days ~~to~~ **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.

6. As used in this section, “street address” of a resident agent means the actual physical location in this state at which a resident agent is available for service of process.

Sec. 4. NRS 81.040 is hereby amended to read as follows:

81.040 1. Each corporation formed under NRS 81.010 to 81.160, inclusive, must prepare and file articles of incorporation in writing, setting forth:

~~[1.]~~ **(a)** The name of the corporation.

~~[2.]~~ **(b)** The purpose for which it is formed

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~~13.1~~ (c) The name of the person designated as the resident agent, the street address for the service of process, and the mailing address if different from the street address.

~~14.1~~ (d) The term for which it is to exist, which may be perpetual.

~~15.1~~ (e) If formed with stock, the amount of its stock and the number and par value, if any, and the shares into which it is divided, and the amount of common and of preferred stock that may be issued with the preferences, privileges, voting rights, restrictions and qualifications pertaining thereto.

~~16.1~~ (f) The names and addresses of those selected to act as directors, not less than three, for the first year or until their successors have been elected and have accepted office.

~~17.1~~ (g) Whether the property rights and interest of each member are equal or unequal, and if unequal the articles must set forth a general rule applicable to all members by which the property rights and interests of each member may be determined, but the corporation may admit new members who may vote and share in the property of the corporation with the old members, in accordance with the general rule.

~~18.1~~ (h) The name and post office box or street address, either residence or business, of each of the incorporators executing the articles of incorporation.

2. As used in this section, “street address” of a resident agent means the actual physical location in this state at which a resident agent is available for service of process.

Sec. 5. NRS 81.200 is hereby amended to read as follows:

81.200 1. Every 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 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, and acknowledged by each before some person competent to take an acknowledgment of a deed in this state.

3. The articles so subscribed and acknowledged 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.

4. As used in this section, “street address” of a resident agent means the actual physical location in this state at which a resident agent is available for service of process.

Sec. 6. NRS 81.440 is hereby amended to read as follows:

81.440 **1.** Each corporation formed under NRS 81.410 to 81.540, inclusive, shall prepare and file articles of incorporation in writing, setting forth:

~~1.~~ **(a)** The name of the corporation.

~~2.~~ **(b)** The purpose for which it is formed.

~~3.~~ **(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.

~~4.~~ **(d)** The term for which it is to exist, which may be perpetual.

~~5.~~ **(e)** The number of directors thereof, which must be not less than three and which may be any number in excess thereof, and the names and residences of those selected for the first year and until their successors have been elected and have accepted office.

~~6.~~ **(f)** Whether the voting power and the property rights and interest of each member are equal or unequal, and if unequal, the articles must set forth a general rule applicable to all members by which the voting power and the property rights and interests of each member may be determined, but the corporation may admit new members who may vote and share in the property of the corporation with the old members, in accordance with the general rule.

~~7.~~ **(g)** The name and post office box or street address, either residence or business, of each of the incorporators executing the articles of incorporation.

2. As used in this section, “street address” of a resident agent means the actual physical location in this state at which a resident agent is available for service of process.

Sec. 7. Chapter 82 of NRS is hereby amended by adding thereto a new section to read as follows:

“Street address” of a resident agent means the actual physical location in this state at which a resident agent is available for service of process.

Sec. 8. NRS 82.006 is hereby amended to read as follows:

82.006 As used in this chapter, the words and terms defined in NRS 82.011 to 82.041, inclusive, **and section 7 of this act**, have the meanings ascribed to them in those sections.

Sec. 9. NRS 84.030 is hereby amended to read as follows:

84.030 **1.** The articles of incorporation must specify:

~~1.~~ **(a)** The name of the corporation, which must be the name of the person making and subscribing the articles and the title of his office in the church or religious society, naming it if desired, and followed by the words

“and his successors, a corporation sole,” or the title of his office in the church or religious society, naming it if desired, and followed by the words “and his successors, a corporation sole.”

~~12.1~~ (b) The object of the corporation.

~~13.1~~ (c) The title of the person making the articles, and the manner in which any vacancy occurring in the incumbency of an archbishop, bishop, president, trustee in trust, president of stake, president of congregation, overseer, presiding elder, district superintendent, other presiding officer or clergyman is required by the rules, regulations or discipline of such church, society or denomination to be filled.

~~14.1~~ (d) The name of the natural person or corporation designated as the corporation’s resident agent, the street address for the service of process, and the mailing address if different from the street address.

2. As used in this section, “street address” of a resident agent means the actual physical location in this state at which a resident agent is available for service of process.

Sec. 10. NRS 84.120 is hereby amended to read as follows:

84.120 1. A resident agent who wishes to resign shall file with the secretary of state a signed statement for each corporation sole that he is unwilling to continue to act as the agent of the corporation for the service of process. The execution of the statement must be acknowledged. A resignation is not effective until the signed statement is filed with the secretary of state.

2. The statement of resignation may contain an acknowledged 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.

6. *As used in this section, “street address” of a resident agent means the actual physical location in this state at which a resident agent is available for service of process.*

Sec. 11. Chapter 86 of NRS is hereby amended by adding thereto a new section to read as follows:

“Street address” of a resident agent means the actual physical location in this state at which a resident agent is available for service of process.

Sec. 12. NRS 86.011 is hereby amended to read as follows:

86.011 As used in this chapter, unless the context otherwise requires, the words and terms defined in NRS 86.021 to 86.125, inclusive, ***and section 11 of this act***, have the meanings ascribed to them in those sections.

Sec. 13. NRS 87.020 is hereby amended to read as follows:

87.020 As used in this chapter, unless the context otherwise requires:

1. “Bankrupt” includes bankrupt under the Federal Bankruptcy Act or insolvent under any state insolvent act.
2. “Business” includes every trade, occupation or profession.
3. “Conveyance” includes every assignment, lease, mortgage or encumbrance.
4. “Court” includes every court and judge having jurisdiction in the case.
5. “Professional service” means any type of personal service which may legally be performed only pursuant to a license or certificate of registration.
6. “Real property” includes land and any interest or estate in land.
7. “Registered limited-liability partnership” means a partnership formed pursuant to an agreement governed by this chapter for the purpose of rendering a professional service and registered pursuant to and complying with NRS 87.440 to 87.560, inclusive.

8. *“Street address” of a resident agent means the actual physical location in this state at which a resident agent is available for service of process.*

Sec. 14. 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. “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. “Limited partner” means a person who has been admitted to a limited partnership as a limited partner in accordance with the partnership agreement.

7. “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. “Partner” means a limited or general partner.

9. “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. “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. “Registered office” means the office maintained at the street address of the resident agent.

12. “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. “State” means a state, *a* territory or possession of the United States, the District of Columbia or the Commonwealth of Puerto Rico.

14. “Street address” of a resident agent means the actual physical location in this state at which a resident agent is available for service of process.

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