

SENATE BILL NO. 19—COMMITTEE ON JUDICIARY

PREFILED JANUARY 18, 1999

Referred to Committee on Judiciary

SUMMARY—Clarifies meaning of “street address” of resident agent. (BDR 7-372)

FISCAL NOTE: Effect on Local Government: No.
Effect on the State or on Industrial Insurance: No.

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EXPLANATION – Matter in ***bolded italics*** is new; matter between brackets ~~{omitted material}~~ is material to be omitted.

AN ACT relating to 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:

- 1 **Section 1.** NRS 78.010 is hereby amended to read as follows:
2 78.010 1. As used in this chapter:
3 (a) “Approval” and “vote” as describing action by the directors or
4 stockholders mean the vote of directors in person or by written consent or of
5 stockholders in person, by proxy or by written consent.
6 (b) “Articles,” “articles of incorporation” and “certificate of
7 incorporation” are synonymous terms and unless the context otherwise
8 requires, include all certificates filed pursuant to NRS 78.030, 78.195,
9 78.209, 78.380, 78.385 and 78.390 and any articles of merger or exchange
10 filed pursuant to NRS 92A.200 to 92A.240, inclusive. Unless the context
11 otherwise requires, these terms include restated articles and certificates of
12 incorporation.
13 (c) “Directors” and “trustees” are synonymous terms.
14 (d) “Receiver” includes receivers and trustees appointed by a court as
15 provided in this chapter or in chapter 32 of NRS.
16 (e) “Registered office” means the office maintained at the street address
17 of the resident agent.
18 (f) “Resident agent” means the agent appointed by the corporation upon
19 whom process or a notice or demand authorized by law to be served upon
20 the corporation may be served.

1 (g) "Stockholder of record" means a person whose name appears on the
2 stock ledger of the corporation.

3 **(h) "Street address" of a resident agent means the actual physical**
4 **location in this state at which a resident agent is available for service of**
5 **process.**

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

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

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

14 (a) File in the office of the secretary of state of this state:

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

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

29 (3) A statement executed by an officer of the corporation,
30 acknowledged before a person authorized by the laws of the place where the
31 acknowledgment is taken to take acknowledgments of deeds, setting forth:

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

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

36 (b) Lodge in the office of the secretary of state a copy of the document
37 most recently filed by the corporation in the jurisdiction of its incorporation
38 setting forth the authorized stock of the corporation, the number of par-
39 value shares and their par value, and the number of no-par-value shares.

40 2. The secretary of state shall not file the documents required by
41 subsection 1 for any foreign corporation whose name is the same as, or
42 deceptively similar to the name of a corporation, limited partnership or
43 limited-liability company existing pursuant to the laws of this state or a

1 foreign corporation, foreign limited partnership or foreign limited-liability
2 company authorized to transact business in this state or a name to which the
3 exclusive right is at the time reserved in the manner provided in the laws of
4 this state, unless the written acknowledged consent of the holder of the
5 registered or reserved name to use the same name or the requested similar
6 name accompanies the articles of incorporation.

7 3. The secretary of state shall not accept for filing the documents
8 required by subsection 1 or NRS 80.110 for any foreign corporation if the
9 name of the corporation contains the words "engineer," "engineered,"
10 "engineering," "professional engineer" or "licensed engineer" unless the
11 state board of professional engineers and land surveyors certifies that:

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

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

15 4. The secretary of state shall not accept for filing the documents
16 required by subsection 1 or NRS 80.110 for any foreign corporation if it
17 appears from the documents that the business to be carried on by the
18 corporation is subject to supervision by the commissioner of financial
19 institutions, unless the commissioner certifies that:

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

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

24 5. ***As used in this section, "street address" of a resident agent means***
25 ***the actual physical location in this state at which a resident agent is***
26 ***available for service of process.***

27 **Sec. 3.** NRS 80.070 is hereby amended to read as follows:

28 80.070 1. A foreign corporation may change its resident agent by
29 filing with the secretary of state:

30 (a) A certificate revoking the appointment of the agent and designating a
31 new resident agent, setting forth the name of that agent, his street address
32 for the service of process, and his mailing address if different from his street
33 address; and

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

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

39 3. Upon the filing of the statement of resignation with the secretary of
40 state, the capacity of the resigning person as resident agent terminates. If the
41 statement of resignation is not accompanied by an acknowledged statement
42 of the corporation appointing a successor resident agent, the resigning

1 resident agent shall give written notice, by mail, to the corporation, of the
2 filing of the statement and its effect. The notice must be addressed to any
3 officer of the corporation other than the resident agent.

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

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

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

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

18 81.040 1. Each corporation formed under NRS 81.010 to 81.160,
19 inclusive, must prepare and file articles of incorporation in writing, setting
20 forth:

21 ~~{1.}~~ (a) The name of the corporation.

22 ~~{2.}~~ (b) The purpose for which it is formed.

23 ~~{3.}~~ (c) The name of the person designated as the resident agent, the
24 street address for the service of process, and the mailing address if different
25 from the street address.

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

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

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

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

40 ~~{8.}~~ (h) The name and post office box or street address, either residence
41 or business, of each of the incorporators executing the articles of
42 incorporation.

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

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

5 81.200 1. Every association formed under NRS 81.170 to 81.270,
6 inclusive, shall prepare articles of association in writing, setting forth:

7 (a) The name of the association.

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

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

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

13 (e) The number of the directors thereof, and the names and residences of
14 those selected for the first year.

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

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

19 (h) The name and post office box or street address, either residence or
20 business, of each of the persons executing the articles of association.

21 2. The articles of association must be subscribed by the original
22 associates or members, and acknowledged by each before some person
23 competent to take an acknowledgment of a deed in this state.

24 3. The articles so subscribed and acknowledged must be filed, together
25 with a certificate of acceptance of appointment executed by the resident
26 agent for the association, in the office of the secretary of state, who shall
27 furnish a certified copy thereof. From the time of the filing in the office of
28 the secretary of state, the association may exercise all the powers for which
29 it was formed.

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

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

34 81.440 1. Each corporation formed under NRS 81.410 to 81.540,
35 inclusive, shall prepare and file articles of incorporation in writing, setting
36 forth:

37 ~~{1.}~~ (a) The name of the corporation.

38 ~~{2.}~~ (b) The purpose for which it is formed.

39 ~~{3.}~~ (c) The name of the person designated as the resident agent, the
40 street address for service of process, and the mailing address if different
41 from the street address.

42 ~~{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."

~~{2.}~~ (b) The object of the corporation.

~~{3.}~~ (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.

~~{4.}~~ (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.

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

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

5 84.120 1. A resident agent who wishes to resign shall file with the
6 secretary of state a signed statement for each corporation sole that he is
7 unwilling to continue to act as the agent of the corporation for the service of
8 process. The execution of the statement must be acknowledged. A
9 resignation is not effective until the signed statement is filed with the
10 secretary of state.

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

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

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

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

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

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

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

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

2 86.011 As used in this chapter, unless the context otherwise requires,
3 the words and terms defined in NRS 86.021 to 86.125, inclusive, **and**
4 **section 11 of this act**, have the meanings ascribed to them in those sections.

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

6 87.020 As used in this chapter, unless the context otherwise requires:

7 1. "Bankrupt" includes bankrupt under the Federal Bankruptcy Act or
8 insolvent under any state insolvent act.

9 2. "Business" includes every trade, occupation or profession.

10 3. "Conveyance" includes every assignment, lease, mortgage or
11 encumbrance.

12 4. "Court" includes every court and judge having jurisdiction in the
13 case.

14 5. "Professional service" means any type of personal service which may
15 legally be performed only pursuant to a license or certificate of registration.

16 6. "Real property" includes land and any interest or estate in land.

17 7. "Registered limited-liability partnership" means a partnership formed
18 pursuant to an agreement governed by this chapter for the purpose of
19 rendering a professional service and registered pursuant to and complying
20 with NRS 87.440 to 87.560, inclusive.

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

24 **Sec. 14.** NRS 88.315 is hereby amended to read as follows:

25 88.315 As used in this chapter, unless the context otherwise requires:

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

28 2. "Contribution" means any cash, property, services rendered, or a
29 promissory note or other binding obligation to contribute cash or property
30 or to perform services, which a partner contributes to a limited partnership
31 in his capacity as a partner.

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

34 4. "Foreign limited partnership" means a partnership formed under the
35 laws of any state other than this state and having as partners one or more
36 general partners and one or more limited partners.

37 5. "General partner" means a person who has been admitted to a limited
38 partnership as a general partner in accordance with the partnership
39 agreement and named in the certificate of limited partnership as a general
40 partner.

41 6. "Limited partner" means a person who has been admitted to a limited
42 partnership as a limited partner in accordance with the partnership
43 agreement.

- 1 7. “Limited partnership” and “domestic limited partnership” mean a
2 partnership formed by two or more persons under the laws of this state and
3 having one or more general partners and one or more limited partners.
- 4 8. “Partner” means a limited or general partner.
- 5 9. “Partnership agreement” means any valid agreement, written or oral,
6 of the partners as to the affairs of a limited partnership and the conduct of its
7 business.
- 8 10. “Partnership interest” means a partner’s share of the profits and
9 losses of a limited partnership and the right to receive distributions of
10 partnership assets.
- 11 11. “Registered office” means the office maintained at the street address
12 of the resident agent.
- 13 12. “Resident agent” means the agent appointed by the limited
14 partnership upon whom process or a notice or demand authorized by law to
15 be served upon the limited partnership may be served.
- 16 13. “State” means a state, *a* territory or possession of the United States,
17 the District of Columbia or the Commonwealth of Puerto Rico.
- 18 **14. “Street address” of a resident agent means the actual physical**
19 **location in this state at which a resident agent is available for service of**
20 **process.**