
SENATE BILL NO. 61—COMMITTEE ON JUDICIARY

PREFILED JANUARY 29, 1999

(ON BEHALF OF STATE BAR OF NEVADA, BUSINESS LAW SECTION)

Referred to Committee on Judiciary

SUMMARY—Makes various changes concerning statutes relating to business. (BDR 7-1017)

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 ~~for omitted material~~ is material to be omitted.

AN ACT relating to business; providing for the creation of business trusts; making various changes concerning other forms of business organization; revising certain provisions governing sales of real property; providing penalties; 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.** Title 7 of NRS is hereby amended by adding thereto a new
2 chapter to consist of the provisions set forth as sections 2 to 48, inclusive,
3 of this act.
4 **Sec. 2.** *As used in this chapter, unless the context otherwise requires,*
5 *the words and terms defined in sections 3 to 9, inclusive, of this act have*
6 *the meanings ascribed to them in those sections.*
7 **Sec. 3.** *“Beneficial owner” means the owner of a beneficial interest*
8 *in a business trust.*
9 **Sec. 4.** *“Business trust” means an unincorporated association*
10 *which:*
11 1. *Is created by a trust instrument under which property is held,*
12 *managed, controlled, invested, reinvested or operated, or any*
13 *combination of these, or business or professional activities for profit are*
14 *carried on, by a trustee for the benefit of the persons entitled to a*
15 *beneficial interest in the trust property; and*

1 **2. Files a certificate of trust pursuant to section 12 of this act.**
2 **The term includes, without limitation, a trust of the type known at**
3 **common law as a business trust or Massachusetts trust, a trust qualifying**
4 **as a real estate investment trust pursuant to 26 U.S.C. §§ 856 et seq., as**
5 **amended, or any successor provision, or a trust qualifying as a real estate**
6 **mortgage investment conduit pursuant to 26 U.S.C. § 860D, as amended,**
7 **or any successor provision. The term does not include a corporation as**
8 **that term is defined in 11 U.S.C. § 101(9).**

9 **Sec. 5. "Foreign business trust" means a business trust formed**
10 **pursuant to the laws of a foreign nation or other foreign jurisdiction and**
11 **denominated as such pursuant to those laws.**

12 **Sec. 6. "Governing instrument" means the trust instrument that**
13 **creates a business trust and provides for the governance of its affairs and**
14 **the conduct of its business.**

15 **Sec. 7. "Registered office" means the office of a business trust**
16 **maintained at the street address of its resident agent.**

17 **Sec. 8. "Resident agent" means the agent appointed by a business**
18 **trust upon whom process or a notice or demand authorized by law to be**
19 **served upon the business trust may be served.**

20 **Sec. 9. "Trustee" means the person or persons appointed as trustee**
21 **in accordance with the governing instrument of a business trust.**

22 **Sec. 10. The provisions of this chapter apply to commerce with**
23 **foreign nations and among the several states. It is the intention of the**
24 **legislature by enactment of this chapter that the legal existence of**
25 **business trusts formed pursuant to this chapter be recognized beyond the**
26 **limits of this state and that, subject to any reasonable requirement of**
27 **registration, any such business trust transacting business outside this**
28 **state be granted protection of full faith and credit pursuant to section 1 of**
29 **article IV of the Constitution of the United States.**

30 **Sec. 11. A business trust may be formed to carry on any lawful**
31 **business or activity.**

32 **Sec. 12. 1. One or more persons may form a business trust by**
33 **executing, acknowledging and filing with the secretary of state a**
34 **certificate of trust and a certificate of acceptance of appointment signed**
35 **by the resident agent of the business trust. The certificate of trust must**
36 **set forth:**

37 **(a) The name of the business trust;**

38 **(b) The name and the post office box or street address, either**
39 **residence or business, of at least one trustee;**

40 **(c) The name of the person designated as the resident agent for the**
41 **business trust, the street address of the resident agent where process may**
42 **be served upon the business trust and the mailing address of the resident**
43 **agent if different from the street address;**

1 (d) *The name and post office box or street address, either residence or*
2 *business, of each person signing the certificate of trust; and*

3 (e) *Any other information the trustees determine to include.*

4 2. *Upon the filing of the certificate of trust and the certificate of*
5 *acceptance with the secretary of state and the payment to him of the*
6 *required filing fee, the secretary of state shall issue to the business trust a*
7 *certificate that the required documents with the required content have*
8 *been filed. After the date of that filing, the business trust is legally*
9 *formed pursuant to this chapter.*

10 Sec. 13. 1. *A certificate of trust may be amended by filing with the*
11 *secretary of state a certificate of amendment signed by at least one*
12 *trustee. The certificate of amendment must set forth:*

13 (a) *The name of the business trust;*

14 (b) *The date of filing of the original certificate of trust; and*

15 (c) *The amendment to the certificate of trust.*

16 2. *A certificate of trust may be restated by integrating into a single*
17 *instrument all the provisions of the original certificate, and all*
18 *amendments to the certificate, which are then in effect or are to be made*
19 *by the restatement. The restated certificate of trust must be so designated*
20 *in its heading, must be signed by at least one trustee and must set forth:*

21 (a) *The present name of the business trust and, if the name has been*
22 *changed, the name under which the business trust was originally formed;*

23 (b) *The date of filing of the original certificate of trust;*

24 (c) *The provisions of the original certificate of trust, and all*
25 *amendments to the certificate, which are then in effect; and*

26 (d) *Any further amendments to the certificate of trust.*

27 3. *A certificate of trust may be amended or restated at any time for*
28 *any purpose determined by the trustees.*

29 Sec. 14. 1. *The name of a business trust formed pursuant to the*
30 *provisions of this chapter must contain the words "Business Trust" or the*
31 *abbreviation "B.T." or "BT."*

32 2. *The name proposed for a business trust must be distinguishable*
33 *from the names of all other artificial persons formed, organized or*
34 *qualified pursuant to the provisions of this Title which are on file in the*
35 *office of the secretary of state and all names reserved pursuant to the*
36 *provisions of this Title. If a proposed name is not so distinguishable, the*
37 *secretary of state shall return the certificate of trust containing it to the*
38 *signers of the certificate, unless the written, acknowledged consent of the*
39 *holder of the registered or reserved name to use the same name or the*
40 *requested similar name accompanies the certificate.*

41 3. *For the purposes of this section and section 15 of this act, a*
42 *proposed name is not distinguishable from a name on file or a reserved*
43 *name solely because one or the other contains distinctive lettering, a*

1 *distinctive mark, a trade-mark or trade name or, any combination of*
2 *these.*

3 *4. The name of a business trust whose certificate of trust has been*
4 *revoked or whose existence has otherwise terminated is available for use*
5 *by any other artificial person.*

6 *Sec. 15. 1. The secretary of state, when requested to do so, shall*
7 *reserve, for a period of 90 days, the right to use a name available*
8 *pursuant to section 14 of this act for the use of a proposed business trust.*
9 *During the period, the name so reserved is not available for use by any*
10 *other artificial person without the written, acknowledged consent of the*
11 *person at whose request the reservation was made.*

12 *2. The use by any artificial person of a name in violation of*
13 *subsection 1 or section 14 of this act may be enjoined, even if the*
14 *document under which the artificial person is formed, organized or*
15 *qualified has been filed by the secretary of state.*

16 *Sec. 16. Upon the filing of a certificate of amendment or*
17 *restatement with the secretary of state, or upon the future effective date*
18 *of such a certificate as provided for therein, the certificate of trust is*
19 *amended or restated as set forth. Upon the filing of a certificate of*
20 *cancellation, or articles of merger in which the business trust is not a*
21 *surviving entity, with the secretary of state, or upon the future effective*
22 *date of the certificate or articles, the certificate of trust is canceled.*

23 *Sec. 17. A signature on any certificate authorized to be filed with the*
24 *secretary of state pursuant to a provision of this chapter may be a*
25 *facsimile. The certificate may be filed by telecopy or similar electronic*
26 *transmission, but the secretary of state need not accept the filing if the*
27 *certificate is illegible or otherwise unsuitable for the procedures of his*
28 *office.*

29 *Sec. 18. 1. Except as otherwise provided in the certificate of trust,*
30 *the governing instrument or this chapter, a business trust has perpetual*
31 *existence and may not be terminated or revoked by a beneficial owner or*
32 *other person except in accordance with the certificate of trust or*
33 *governing instrument.*

34 *2. Except as otherwise provided in the certificate of trust or the*
35 *governing instrument, the death, incapacity, dissolution, termination or*
36 *bankruptcy of a beneficial owner does not result in the termination or*
37 *dissolution of a business trust.*

38 *3. An artificial person formed or organized pursuant to the laws of a*
39 *foreign nation or other foreign jurisdiction or the laws of another state*
40 *shall not be deemed to be doing business in this state solely because it is a*
41 *beneficial owner or trustee of a business trust.*

42 *4. The provisions of NRS 662.245 do not apply to the appointment of*
43 *a trustee of a business trust formed pursuant to this chapter.*

1 **Sec. 19.** *A governing instrument may consist of one or more*
2 *agreements, instruments or other writings and may include or*
3 *incorporate bylaws containing provisions relating to the business of the*
4 *business trust, the conduct of its affairs, and its rights or powers or the*
5 *rights or powers of its trustees, beneficial owners, agents or employees.*
6 *The governing instrument may provide that one or more of the beneficial*
7 *owners may serve as trustee.*

8 **Sec. 20. 1.** *Except as otherwise provided in the governing*
9 *instrument, a beneficial owner participates in the profits and losses of a*
10 *business trust in the proportion of his beneficial interest to the entire*
11 *beneficial interest. A governing instrument may provide that the business*
12 *trust, or the trustees on its behalf, hold beneficial ownership of income*
13 *earned on securities owned by the business trust.*

14 **2.** *A creditor of a beneficial owner has no right to obtain possession*
15 *of, or otherwise exercise legal or equitable remedies with respect to,*
16 *property of the business trust.*

17 **3.** *A beneficial interest in a business trust is personal property*
18 *regardless of the nature of the property of the business trust. Except as*
19 *otherwise provided in the certificate of trust or the governing instrument,*
20 *a beneficial owner has no interest in specific property of the business*
21 *trust.*

22 **4.** *A beneficial interest in a business trust may be evidenced by the*
23 *issuance of certificates of ownership or by other means set forth in the*
24 *certificate of trust or the governing instrument.*

25 **5.** *A beneficial interest in a business trust is freely transferable*
26 *except as otherwise provided in the certificate of trust or the governing*
27 *instrument.*

28 **6.** *Except as otherwise provided in the certificate of trust or the*
29 *governing instrument, if a beneficial owner becomes entitled to receive a*
30 *distribution, he has the status of, and is entitled to all remedies available*
31 *to, a creditor of the business trust with respect to the distribution. The*
32 *governing instrument may provide for the establishment of record dates*
33 *with respect to allocations and distributions by a business trust.*

34 **7.** *The fact of ownership of a beneficial interest in a business trust is*
35 *determined, and the means of evidencing it are set forth, by the*
36 *applicable provisions of the certificate of trust or the governing*
37 *instrument.*

38 **Sec. 21. 1.** *Except during any period of vacancy described in*
39 *section 24 of this act, a business trust shall have a resident agent who*
40 *resides or is located in this state. A resident agent shall have a street*
41 *address for the service of process and may have a mailing address such*
42 *as a post office box, which may be different from the street address.*

1 **2. A business trust formed pursuant to this chapter that fails or**
2 **refuses to comply with the requirements of this section is subject to a fine**
3 **of not less than \$100 nor more than \$500, to be recovered with costs by**
4 **the state, before any court of competent jurisdiction, by action at law**
5 **prosecuted by the attorney general or by the district attorney of the**
6 **county in which the action or proceeding to recover the fine is**
7 **prosecuted.**

8 **Sec. 22. 1. Within 30 days after changing the location of his office**
9 **from one address to another in this state, a resident agent shall execute a**
10 **certificate setting forth:**

11 **(a) The names of all the business trusts represented by him;**

12 **(b) The address at which he has maintained the registered office for**
13 **each of those business trusts; and**

14 **(c) The new address to which his office is transferred and at which he**
15 **will maintain the registered office for each of those business trusts.**

16 **2. Upon the filing of the certificate with the secretary of state, the**
17 **registered office of each of the business trusts listed in the certificate is**
18 **located at the new address set forth in the certificate.**

19 **Sec. 23. 1. If the resident agent is a bank or an artificial person**
20 **formed or organized pursuant to this Title, it may:**

21 **(a) Act as the fiscal or transfer agent of a state, municipality, body**
22 **politic or business trust, and in that capacity may receive and disburse**
23 **money.**

24 **(b) Transfer, register and countersign certificates evidencing a**
25 **beneficial owner's interest in a business trust, bonds or other evidences**
26 **of indebtedness and act as agent of any business trust, foreign or**
27 **domestic, for any purpose required by statute or otherwise.**

28 **2. All legal process and any demand or notice authorized by law to**
29 **be served upon a business trust may be served upon its resident agent in**
30 **the manner provided in subsection 2 of NRS 14.020. If a demand, notice**
31 **or legal process, other than a summons and complaint, cannot be served**
32 **upon the resident agent, it may be served in the manner provided in NRS**
33 **14.030. These manners of service are in addition to any other service**
34 **authorized by law.**

35 **Sec. 24. 1. A resident agent who desires to resign shall file with the**
36 **secretary of state a signed statement for each business trust for which he**
37 **is unwilling to continue to act. The execution of the statement must be**
38 **acknowledged. A resignation is not effective until the signed statement is**
39 **so filed.**

40 **2. The statement of resignation may contain an acknowledged**
41 **statement of the affected business trust appointing a successor resident**
42 **agent. A certificate of acceptance executed by the new resident agent,**
43 **stating the full name, complete street address and, if different from the**

1 *street address, mailing address of the new resident agent, must*
2 *accompany the statement appointing a successor resident agent.*

3 *3. Upon the filing of the statement of resignation with the secretary*
4 *of state, the capacity of the resigning person as resident agent terminates.*
5 *If the statement of resignation contains no statement by the business trust*
6 *appointing a successor resident agent, the resigning agent shall*
7 *immediately give written notice, by mail, to the business trust of the filing*
8 *of the statement of resignation and its effect. The notice must be*
9 *addressed to a trustee of the business trust other than the resident agent.*

10 *4. If its resident agent dies, resigns or removes from the state, a*
11 *business trust, within 30 days thereafter, shall file with the secretary of*
12 *state a certificate of acceptance executed by a new resident agent. The*
13 *certificate must set forth the full name and complete street address of the*
14 *new resident agent, and may contain a mailing address, such as a post*
15 *office box, different from the street address.*

16 *5. A business trust that fails to file a certificate of acceptance*
17 *executed by its new resident agent within 30 days after the death,*
18 *resignation or removal of its former resident agent shall be deemed in*
19 *default and is subject to the provisions of sections 31 to 34, inclusive, of*
20 *this act.*

21 *Sec. 25. 1. If a business trust formed pursuant to this chapter*
22 *desires to change its resident agent, the change may be effected by filing*
23 *with the secretary of state a certificate of change, signed by at least one*
24 *trustee of the business trust, setting forth:*

25 *(a) The name of the business trust;*

26 *(b) The name and street address of the present resident agent; and*

27 *(c) The name and street address of the new resident agent.*

28 *2. A certificate of acceptance executed by the new resident agent*
29 *must be a part of or attached to the certificate of change.*

30 *3. The change authorized by this section becomes effective upon the*
31 *filing of the certificate of change.*

32 *Sec. 26. 1. A business trust shall keep a copy of the following*
33 *records at its registered office:*

34 *(a) A copy certified by the secretary of state of its certificate of trust*
35 *and all amendments thereto or restatements thereof;*

36 *(b) A copy certified by one of its trustees of its governing instrument*
37 *and all amendments thereto; and*

38 *(c) A ledger or duplicate ledger, revised annually, containing the*
39 *names, alphabetically arranged, of all its beneficial owners, showing*
40 *their places of residence if known. Instead of this ledger, the business*
41 *trust may keep a statement containing the name of the custodian of the*
42 *ledger and the present complete address, including street and number, if*
43 *any, where the ledger is kept.*

1 **2. A business trust shall maintain the records required by subsection**
2 **1 in written form or in another form capable of conversion into written**
3 **form within a reasonable time.**

4 **Sec. 27. 1. A person who has been a beneficial owner of record of**
5 **a business trust for at least 6 months immediately preceding his demand,**
6 **or a person holding, or authorized in writing by the holders of, at least 5**
7 **percent of its beneficial ownership, is entitled, upon at least 5 days'**
8 **written demand, to inspect in person or by agent or attorney, during**
9 **usual business hours, the ledger or duplicate ledger, whether kept in the**
10 **registered office of the business trust or elsewhere, and to make copies**
11 **therefrom.**

12 **2. An inspection authorized by subsection 1 may be denied to a**
13 **beneficial owner or other person upon his refusal to furnish to the**
14 **business trust an affidavit that the inspection is not desired for a purpose**
15 **which is in the interest of a business or object other than the business of**
16 **the business trust and that he has not at any time sold or offered for sale**
17 **any list of beneficial owners of a domestic or foreign business trust,**
18 **stockholders of a domestic or foreign corporation or member of a**
19 **domestic foreign limited-liability company, or aided or abetted any**
20 **person in procuring such a list for such a purpose.**

21 **Sec. 28. 1. A business trust formed pursuant to this chapter shall**
22 **annually, on or before the last day of the month in which the anniversary**
23 **date of the filing of its certificate of trust with the secretary of state**
24 **occurs, file with the secretary of state on a form furnished by him a list**
25 **signed by at least one trustee containing the name and mailing address of**
26 **its resident agent and at least one trustee. Upon filing the list, the**
27 **business trust shall pay to the secretary of state a fee of \$85.**

28 **2. The secretary of state shall, 60 days before the last day for filing**
29 **the annual list required by subsection 1, cause to be mailed to each**
30 **business trust which is required to comply with the provisions of sections**
31 **28 to 34, inclusive, of this act and which has not become delinquent, the**
32 **blank forms to be completed and filed with him. Failure of a business**
33 **trust to receive the forms does not excuse it from the penalty imposed by**
34 **law.**

35 **3. An annual list for a business trust not in default which is received**
36 **by the secretary of state more than 60 days before its due date shall be**
37 **deemed an amended list for the previous year.**

38 **Sec. 29. When the fee for filing the annual list has been paid, the**
39 **canceled check received by the business trust constitutes a certificate**
40 **authorizing it to transact its business within this state until the last day of**
41 **the month in which the anniversary of the filing of its certificate of trust**
42 **occurs in the next succeeding calendar year. If the business trust desires**

1 *a formal certificate upon its payment of the annual fee, its payment must*
2 *be accompanied by a self-addressed, stamped envelope.*

3 **Sec. 30. 1.** *Each list required to be filed pursuant to the provisions*
4 *of sections 28 to 34, inclusive, of this act must, after the name of each*
5 *trustee listed thereon, set forth his post office box or street address, either*
6 *residence or business.*

7 **2.** *If the addresses are not stated on a list offered for filing, the*
8 *secretary of state may refuse to file the list, and the business trust for*
9 *which the list has been offered for filing is subject to all the provisions of*
10 *sections 28 to 34, inclusive, of this act relating to failure to file the list*
11 *when or at the times therein specified, unless a list is subsequently*
12 *submitted for filing which conforms to the provisions of those sections.*

13 **Sec. 31. 1.** *Each business trust required to file the annual list and*
14 *pay the fee prescribed in sections 28 to 34, inclusive, of this act which*
15 *refuses or neglects to do so within the time provided shall be deemed in*
16 *default.*

17 **2.** *For default, there must be added to the amount of the fee a*
18 *penalty of \$15. The fee and penalty must be collected as provided in this*
19 *chapter.*

20 **Sec. 32. 1.** *The secretary of state shall notify, by letter addressed to*
21 *its resident agent, each business trust deemed in default pursuant to the*
22 *provisions of this chapter. The notice must be accompanied by a*
23 *statement indicating the amount of the filing fee, penalties and costs*
24 *remaining unpaid.*

25 **2.** *On the first day of the ninth month following the month in which*
26 *the filing was required, the certificate of trust of the business trust is*
27 *revoked and its right to transact business is forfeited.*

28 **3.** *The secretary of state shall compile a complete list containing the*
29 *names of all business trusts whose right to do business has been forfeited.*
30 *He shall forthwith notify each such business trust, by letter addressed to*
31 *its resident agent, of the revocation of its certificate of trust. The notice*
32 *must be accompanied by a statement indicating the amount of the filing*
33 *fee, penalties and costs remaining unpaid.*

34 **4.** *If the certificate of trust is revoked and the right to transact*
35 *business is forfeited, all the property and assets of the defaulting business*
36 *trust must be held in trust by its trustees as for insolvent business trusts,*
37 *and the same proceedings may be had with respect thereto as are*
38 *applicable to insolvent business trusts. Any person interested may*
39 *institute proceedings at any time after a forfeiture has been declared, but*
40 *if the secretary of state reinstates the certificate of trust, the proceedings*
41 *must at once be dismissed.*

1 **Sec. 33. 1. Except as otherwise provided in subsection 3, the**
2 **secretary of state shall reinstate a business trust which has forfeited its**
3 **right to transact business pursuant to the provisions of this chapter and**
4 **restore to the business trust its right to carry on business in this state, and**
5 **to exercise its privileges and immunities, if it:**

6 **(a) Files with the secretary of state the list and designation required by**
7 **section 28 of this act; and**

8 **(b) Pays to the secretary of state:**

9 **(1) The annual filing fee and penalty set forth in sections 28 and 31**
10 **of this act for each year or portion thereof during which its certificate of**
11 **trust was revoked; and**

12 **(2) A fee of \$50 for reinstatement.**

13 **2. When the secretary of state reinstates the business trust, he shall:**

14 **(a) Immediately issue and deliver to the business trust a certificate of**
15 **reinstatement authorizing it to transact business as if the filing fee had**
16 **been paid when due; and**

17 **(b) Upon demand, issue to the business trust one or more certified**
18 **copies of the certificate of reinstatement.**

19 **3. The secretary of state shall not order a reinstatement unless all**
20 **delinquent fees and penalties have been paid, and the revocation of the**
21 **certificate of trust occurred only by reason of the failure to pay the fees**
22 **and penalties.**

23 **Sec. 34. 1. Except as otherwise provided in subsection 2, if a**
24 **certificate of trust is revoked pursuant to the provisions of this chapter**
25 **and the name of the business trust has been legally reserved or acquired**
26 **by another artificial person formed, organized, registered or qualified**
27 **pursuant to the provisions of this Title whose name is on file with the**
28 **secretary of state and not revoked, the business trust shall submit in**
29 **writing to the secretary of state some other name under which it desires**
30 **to be reinstated. If that name is distinguishable from all other names**
31 **reserved or otherwise on file and not revoked, the secretary of state shall**
32 **issue to the business trust a certificate of reinstatement under that new**
33 **name.**

34 **2. If the defaulting business trust submits the written acknowledged**
35 **consent of the artificial person using a name, or the person who has**
36 **reserved a name, which is not distinguishable from the old name of the**
37 **business trust or a new name it has submitted, it may be reinstated under**
38 **that name.**

39 **Sec. 35. A business trust formed and existing pursuant to this**
40 **chapter has such powers as are necessary or convenient to effect any of**
41 **the purposes for which the business trust is formed.**

1 **Sec. 36. 1. Except as otherwise provided in this section, the**
2 **certificate of trust or the governing instrument, the business and affairs**
3 **of a business trust must be managed by or under the direction of its**
4 **trustees. To the extent provided in the certificate of trust or the governing**
5 **instrument, any person, including a beneficial owner, may direct the**
6 **trustees or other persons in the management of the business trust.**

7 **2. Except as otherwise provided in the certificate of trust or the**
8 **governing instrument, neither the power to give direction to a trustee or**
9 **other person nor the exercise thereof by any person, including a**
10 **beneficial owner, makes him a trustee. To the extent provided in the**
11 **certificate of trust or the governing instrument, neither the power to give**
12 **direction to a trustee or other person nor the exercise thereof by a person,**
13 **including a beneficial owner, causes him to have duties, fiduciary or**
14 **other, or liabilities relating to the power or its exercise to the business**
15 **trust or a beneficial owner thereof.**

16 **Sec. 37. A governing instrument may contain any provision relating**
17 **to the management or the business or affairs of the business trust and the**
18 **rights, duties and obligations of the trustees, beneficial owners and other**
19 **persons which is not contrary to a provision or requirement of this**
20 **chapter and may:**

21 **1. Provide for classes, groups or series of trustees or beneficial**
22 **owners, or of beneficial interests, having such relative rights, powers and**
23 **duties as the governing instrument provides, and may provide for the**
24 **future creation in the manner provided in the governing instrument of**
25 **additional such classes having such relative rights, powers and duties as**
26 **may from time to time be established, including rights, powers and duties**
27 **senior or subordinate to existing classes, groups or series.**

28 **2. Provide that a person becomes a beneficial owner and bound by**
29 **the governing instrument if he, or his representative authorized orally, in**
30 **writing or by action such as payment for a beneficial instrument,**
31 **complies with the conditions for becoming a beneficial owner set forth in**
32 **the governing instrument or any other writing and acquires a beneficial**
33 **interest.**

34 **3. Establish or provide for a designated series of trustees, beneficial**
35 **owners or beneficial interests having separate rights, powers or duties**
36 **with respect to specified property or obligations of the business trust or**
37 **profits and losses associated with specified property or obligations, and,**
38 **to the extent provided in the governing instrument, any such series may**
39 **have a separate business purpose or investment objective.**

40 **4. Provide for the taking of any action, including the amendment of**
41 **the governing instrument, the accomplishment of a merger, the**
42 **appointment of one or more trustees, the sale, lease, transfer, pledge or**
43 **other disposition of all or any part of the assets of the business trust or**

1 *the assets of any series, or the dissolution of the business trust, and the*
2 *creation of a class, group or series of beneficial interests that was not*
3 *previously outstanding, without the vote or approval of any particular*
4 *trustee or beneficial owner or class, group or series of trustees or*
5 *beneficial owners.*

6 *5. Grant to or withhold from all or certain trustees or beneficial*
7 *owners, or a specified class, group or series of trustees or beneficial*
8 *owners, the right to vote, separately or with all or any other trustees,*
9 *beneficial owners or classes, groups or series thereof, on any matter.*
10 *Voting may be per capita, proportionate to financial interest, by class,*
11 *group or series, or on any other basis.*

12 *6. If and to the extent that voting rights are granted under the*
13 *certificate of trust or governing instrument, set forth provisions relating*
14 *to notice of the time, place or purpose of a meeting at which a matter will*
15 *be voted on, waiver of notice, action by consent without a meeting, the*
16 *establishment of record dates, requirement of a quorum, voting in*
17 *person, by proxy or otherwise, or any other matter with respect to the*
18 *exercise of the right to vote.*

19 *7. Provide for the present or future creation of more than one*
20 *business trust, including the creation of a future business trust to which*
21 *all or any part of the assets, liabilities, profits or losses of any existing*
22 *business trust are to be transferred, and for the conversion of beneficial*
23 *interests in an existing business trust, or series thereof, into beneficial*
24 *interests in the separate business trust or a series thereof.*

25 *8. Provide for the appointment, election or engagement, either as*
26 *agents or independent contractors of the business trust or as delegates of*
27 *the trustees, of officers, employees, managers or other persons who may*
28 *manage the business and affairs of the business trust and have such titles*
29 *and relative rights, powers and duties as the governing instrument*
30 *provides. Except as otherwise provided in the governing instrument, the*
31 *trustees shall choose and supervise those officers, managers and other*
32 *persons.*

33 *Sec. 38. To the extent that, at law or in equity, a trustee has duties,*
34 *fiduciary or other, and liabilities relating thereto to a business trust or*
35 *beneficial owner:*

36 *1. If he acts under a governing instrument, he is not liable to the*
37 *business trust or to a beneficial owner for his reliance in good faith on*
38 *the provisions of the governing instrument; and*

39 *2. His duties and liabilities may be expanded or restricted by*
40 *provisions in the governing instrument.*

1 **Sec. 39. To the extent that, at law or in equity, an officer, employee,**
2 **manager or other person acting pursuant to the certificate of trust or a**
3 **governing instrument has duties, fiduciary or other, and liabilities**
4 **relating thereto to a business trust, beneficial owner or trustee:**

5 **1. If he acts pursuant to a governing instrument, he is not liable to**
6 **the business trust, a beneficial owner or a trustee for his reliance in good**
7 **faith on the provisions of the governing instrument; and**

8 **2. His duties and liabilities may be expanded or restricted by**
9 **provisions in the governing instrument.**

10 **Sec. 40. The debts, obligations and expenses incurred, contracted**
11 **for or otherwise existing with respect to a particular series of trustees,**
12 **beneficial owners or beneficial interests are enforceable against the**
13 **assets of that series only if:**

14 **1. The governing instrument of the business trust creates one or**
15 **more series of trustees, beneficial owners or beneficial interests;**

16 **2. Separate records are maintained for the series;**

17 **3. The assets associated with the series are held and accounted for**
18 **separately from the other assets of the business trust or any other series**
19 **of the business trust and the governing instrument requires separate**
20 **holding and accounting; and**

21 **4. Notice of the limitation on liability of the series is set forth in the**
22 **certificate of trust, or an amendment thereto, filed before the series is**
23 **established.**

24 **Sec. 41. 1. A contribution of a beneficial owner to a business trust**
25 **may be any tangible or intangible property or benefit to the business**
26 **trust, including cash, a promissory note, services performed, a contract**
27 **for services to be performed, or a security of the business trust. A person**
28 **may become a beneficial owner of a business trust and may receive a**
29 **beneficial interest in a business trust without making, or being obligated**
30 **to make, a contribution to the business trust.**

31 **2. Except as otherwise provided in the certificate of trust or the**
32 **governing instrument, a beneficial owner is obligated to the business**
33 **trust to perform a promise to make a contribution even if he is unable to**
34 **perform because of death, disability or any other reason. If a beneficial**
35 **owner does not make a promised contribution of property or services, he**
36 **is obligated at the option of the business trust to contribute cash equal to**
37 **that portion of the agreed value, as stated in the records of the business**
38 **trust, of the contribution which has not been made. The foregoing option**
39 **is in addition to any other rights, including specific performance, that the**
40 **business trust may have against the beneficial owner under the**
41 **governing instrument or applicable law.**

1 **3. A certificate of trust or governing instrument may provide that the**
2 **interest of a beneficial owner who fails to make a contribution that he is**
3 **obligated to make is subject to specific penalties for, or specified**
4 **consequences of, such failure. The penalty or consequence may take the**
5 **form of reducing the defaulting beneficial owner's proportionate interest**
6 **in the business trust, subordinating that beneficial interest to those of**
7 **nondefaulting owners, a forced sale of the beneficial interest, forfeiture**
8 **of the beneficial interest, the lending by other beneficial owners of the**
9 **amount necessary to meet the defaulter's commitment, a fixing of the**
10 **value of the beneficial interest by appraisal or formula and redemption**
11 **or sale of the beneficial interest at that value, or any other form.**

12 **Sec. 42. 1. Unless otherwise provided in the certificate of trust, the**
13 **governing instrument or an agreement signed by the person to be**
14 **charged, a beneficial owner, officer, agent, manager or employee of a**
15 **business trust formed pursuant to the laws of this state is not personally**
16 **liable for the debts or liabilities of the business trust.**

17 **2. Except as otherwise provided in the certificate of trust or the**
18 **governing instrument, a trustee acting in that capacity is not personally**
19 **liable to any person other than the business trust or a beneficial owner**
20 **for any act or omission of the business trust or a trustee thereof.**

21 **3. Except as otherwise provided in the certificate of trust or the**
22 **governing instrument, an officer, employee, agent or manager of the**
23 **business trust or another person who manages the business and affairs of**
24 **the business trust, acting in that capacity, is not personally liable to any**
25 **person other than the business trust or a beneficial owner for any act or**
26 **omission of the business trust or a trustee thereof.**

27 **4. Except as otherwise provided in the certificate of trust or the**
28 **governing instrument, a trustee of a business trust is not personally liable**
29 **to the business trust or a beneficial owner for damages for breach of**
30 **fiduciary duty as a trustee, excluding only acts or omissions that involve**
31 **intentional misconduct, fraud or a knowing violation of law.**

32 **Sec. 43. 1. Subject to the standards and restrictions, if any, set**
33 **forth in the certificate of trust or the governing instrument, a business**
34 **trust may indemnify and hold harmless a trustee, beneficial owner or**
35 **other person from and against all claims and demands.**

36 **2. The absence of a provision for indemnity in the certificate of trust**
37 **or governing instrument does not deprive a trustee or beneficial owner of**
38 **any right to indemnity which is otherwise available to him pursuant to**
39 **the laws of this state.**

40 **Sec. 44. A certificate of trust must be canceled upon the completion**
41 **or winding up of the business trust and its termination. A certificate of**
42 **cancellation must be signed by a trustee, filed with the secretary of state,**
43 **and set forth:**

- 1 **1. The name of the business trust;**
- 2 **2. The date of filing of its certificate of trust;**
- 3 **3. A future effective date of the certificate of cancellation, if it is not**
4 **to be effective upon filing, which may not be more than 90 days after the**
5 **certificate is filed; and**

- 6 **4. Any other information the trustee determines to include.**

7 **Sec. 45. 1. A beneficial owner may maintain an action in the right**
8 **of a business trust to recover a judgment in its favor if trustees having**
9 **authority to do so have refused to bring the action or if an effort to cause**
10 **those trustees to bring the action is unlikely to succeed.**

- 11 **2. In a derivative action, the plaintiff must be a beneficial owner at**
12 **the time of bringing the action and:**

- 13 **(a) He must have been a beneficial owner at the time of the**
14 **transaction of which he complains; or**

- 15 **(b) His status as a beneficial owner must have devolved upon him by**
16 **operation of law or pursuant to a provision of the certificate of trust or**
17 **the governing instrument from a person who was a beneficial owner at**
18 **the time of the transaction.**

- 19 **3. In a derivative action, the complaint must state with particularity**
20 **the effort, if any, of the plaintiff to cause the trustees to bring the act, or**
21 **the reasons for not making the effort.**

- 22 **4. If a derivative action is successful, in whole or in part, or if**
23 **anything is received by the business trust through judgment or settlement**
24 **of the action, the court may award the plaintiff reasonable expenses,**
25 **including attorney's fees. If the plaintiff receives any proceeds of**
26 **judgment or settlement, the court shall make the award of his expenses**
27 **payable from those proceeds and remit the remainder to the business**
28 **trust. If the proceeds received by the plaintiff are less than the expenses**
29 **awarded, the court may direct all or part of the remainder of the award to**
30 **be paid by the business trust.**

- 31 **5. A beneficial owner's right to bring a derivative action may be**
32 **subject to additional standards and restrictions set forth in the governing**
33 **instrument, including, without limitation, a requirement that beneficial**
34 **owners of a specified beneficial interest join in the action.**

35 **Sec. 46. 1. Except as otherwise provided in the certificate of trust,**
36 **the governing instrument or this chapter, the laws of this state pertaining**
37 **to trusts apply to a business trust.**

- 38 **2. In applying the provisions of this chapter, the court shall give the**
39 **greatest effect to the principle of freedom of contract and the**
40 **enforceability of governing instruments.**

41 **Sec. 47. All provisions of this chapter may be altered from time to**
42 **time or repealed, and all rights of business trusts, trustees, beneficial**
43 **owners and other persons are subject to this reservation.**

1 **Sec. 48.** *The secretary of state shall charge and collect the following*
2 *fees for:*

3 1. *Filing an original certificate of trust, \$125.*

4 2. *Filing an amendment, restatement, or combination thereof, to a*
5 *certificate of trust, \$75.*

6 3. *Filing a certificate of cancellation, \$125.*

7 4. *Certifying a copy of a certificate of trust or an amendment,*
8 *restatement, or combination thereof, \$10.*

9 5. *Certifying an authorized printed copy of this chapter, \$10.*

10 6. *Reserving a name for a business trust, \$20.*

11 7. *Executing a certificate of existence of a business trust which does*
12 *not list the previous documents relating to it, or a certificate of change in*
13 *the name of a business trust, \$15.*

14 8. *Executing a certificate of existence of a business trust which lists*
15 *the previous documents relating to it, \$20.*

16 9. *Filing a statement of change of address of the registered office for*
17 *each business trust, \$15.*

18 10. *Filing a statement of change of the registered agent, \$15.*

19 11. *Executing, certifying or filing any certificate or document not*
20 *otherwise provided for in this section, \$20.*

21 12. *Examining and provisionally approving a document before the*
22 *document is presented for filing, \$100.*

23 13. *Copying a document on file with him, for each page, \$1.*

24 **Sec. 49.** *Chapter 78 of NRS is hereby amended by adding thereto a*
25 *new section to read as follows:*

26 1. *Except as otherwise provided in subsection 2 or the articles of*
27 *incorporation, directors and officers confronted with a change or*
28 *potential change in control of the corporation have:*

29 (a) *The duties imposed upon them by subsection 1 of NRS 78.138;*
30 *and*

31 (b) *The benefit of the presumptions established by subsection 3 of that*
32 *section.*

33 2. *If directors and officers take action to resist a change or potential*
34 *change in control of a corporation which impedes the exercise of the*
35 *right of stockholders to vote for or remove directors:*

36 (a) *The directors must have reasonable grounds to believe that a*
37 *threat to corporate policy and effectiveness exists; and*

38 (b) *The action taken which impedes the exercise of the stockholders'*
39 *rights must be reasonable in relation to that threat.*

40 *If those facts are found, the directors and officers have the benefit of the*
41 *presumption established by subsection 3 of NRS 78.138.*

1 **3. The provisions of subsection 2 do not apply to:**

2 **(a) Actions that only affect the time of the exercise of stockholders'**
3 **voting rights; or**

4 **(b) The adoption or execution of plans, arrangement or instruments**
5 **that deny rights, privileges, power or authority to a holder of a specified**
6 **number or fraction of shares or fraction of voting power.**

7 **4. The provisions of subsections 2 and 3 do not permit directors or**
8 **officers to abrogate any right conferred by statute or the articles of**
9 **incorporation.**

10 **5. Directors may resist a change or potential change in control of the**
11 **corporation if the directors by a majority vote of a quorum determine that**
12 **the change or potential change is opposed to or not in the best interest of**
13 **the corporation:**

14 **(a) Upon consideration of the interests of the corporation's**
15 **stockholders and any of the matters set forth in subsection 4 of NRS**
16 **78.138; or**

17 **(b) Because the amount or nature of the indebtedness and other**
18 **obligations to which the corporation or any successor to the property of**
19 **either may become subject, in connection with the change or potential**
20 **change in control, provides reasonable grounds to believe that, within a**
21 **reasonable time:**

22 **(1) The assets of the corporation or any successor would be or**
23 **become less than its liabilities;**

24 **(2) The corporation or any successor would be or become insolvent;**
25 **or**

26 **(3) Any voluntary or involuntary proceeding pursuant to the federal**
27 **bankruptcy laws concerning the corporation or any successor would be**
28 **commenced by any person.**

29 **Sec. 50.** NRS 78.010 is hereby amended to read as follows:

30 78.010 1. As used in this chapter:

31 **(a) "Approval" and "vote" as describing action by the directors or**
32 **stockholders mean the vote of directors in person or by written consent or**
33 **of stockholders in person, by proxy or by written consent.**

34 **(b) "Articles," "articles of incorporation" and "certificate of**
35 **incorporation" are synonymous terms and unless the context otherwise**
36 **requires, include all certificates filed pursuant to NRS 78.030, ~~78.195,~~**
37 **78.1955, 78.209, 78.380, 78.385 and 78.390 and any articles of merger or**
38 **exchange filed pursuant to NRS 92A.200 to 92A.240, inclusive. Unless the**
39 **context otherwise requires, these terms include restated articles and**
40 **certificates of incorporation.**

41 **(c) "Directors" and "trustees" are synonymous terms.**

42 **(d) "Receiver" includes receivers and trustees appointed by a court as**
43 **provided in this chapter or in chapter 32 of NRS.**

1 (e) "Registered office" means the office maintained at the street address
2 of the resident agent.

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

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

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

11 **Sec. 51.** NRS 78.029 is hereby amended to read as follows:

12 78.029 ~~{An incorporator or}~~ **Before the issuance of stock an**
13 **incorporator, and after the issuance of stock an** officer , of a corporation
14 may authorize the secretary of state in writing to replace any page of a
15 document submitted for filing , ~~{on an expedited basis,}~~ before the actual
16 filing, and to accept the page as if it were part of the originally signed
17 filing. ~~{The signed authorization of the incorporator or officer to the~~
18 ~~secretary of state permits, but does not require, the secretary of state to alter~~
19 ~~the original document as requested.}~~

20 **Sec. 52.** NRS 78.039 is hereby amended to read as follows:

21 78.039 1. The name proposed for a corporation must be
22 distinguishable from the names of all other artificial persons **formed,**
23 organized ~~{or registered under chapter 78, 78A, 80, 81, 82, 84, 86, 87, 88~~
24 ~~or 89 of NRS}~~ , **registered or qualified pursuant to the provisions of this**
25 **Title** whose names are on file in the office of the secretary of state ~~{,}~~ **and**
26 **all names reserved in that office pursuant to the provisions of this Title.**
27 If a proposed name is not so distinguishable, the secretary of state shall
28 return the articles of incorporation containing the proposed name to the
29 incorporator, unless the written acknowledged consent of the holder of the
30 registered or reserved name to use the same name or the requested similar
31 name accompanies the articles of incorporation.

32 2. For the purposes of this section and NRS 78.040, a proposed name
33 is not ~~{distinguished from a registered}~~ **distinguishable from a name on**
34 **file** or reserved name solely because one or the other contains distinctive
35 lettering, a distinctive mark, a trade-mark or a trade name or any
36 combination of these.

37 3. The name of a corporation whose charter has been revoked ~~{,}~~ **or**
38 whose existence has **otherwise** terminated ~~{, which has merged and is not~~
39 ~~the surviving corporation, or which for any other reason is no longer in~~
40 ~~good standing in this state}~~ is available for use by any other artificial
41 person.

1 **Sec. 53.** NRS 78.040 is hereby amended to read as follows:

2 78.040 1. The secretary of state, when requested so to do, shall
3 reserve, for a period of 90 days, the right to use any name available under
4 NRS 78.039, for the use of any proposed corporation. During the period, a
5 name so reserved is not available for use by any ~~{corporation, limited~~
6 ~~partnership or limited liability company without the}~~ **other artificial person**
7 **without the written, acknowledged** consent of the person at whose request
8 the reservation was made.

9 2. The use by any ~~{corporation, limited partnership or limited liability~~
10 ~~company}~~ **other artificial person** of a name in violation of **subsection 1 or**
11 NRS 78.039 ~~{or subsection 1 of this section}~~ may be enjoined,
12 ~~{notwithstanding the fact that the articles of incorporation or organization~~
13 ~~of the corporation or limited liability company, or the certificate of limited~~
14 ~~partnership, may have}~~ **even if the document under which the artificial**
15 **person is formed, organized, registered or qualified has** been filed by the
16 secretary of state.

17 **Sec. 54.** NRS 78.110 is hereby amended to read as follows:

18 78.110 1. If a corporation created pursuant to this chapter desires to
19 change ~~{the location within this state of its registered office, or change its~~
20 ~~resident agent, or both,}~~ **its resident agent**, the change may be effected by
21 filing with the secretary of state a certificate of change signed by an officer
22 of the corporation which sets forth:

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

24 ~~{2. That the change authorized by this section is effective upon the~~
25 ~~filing of the certificate of change;~~

26 ~~—3. The street address of its present registered office;~~

27 ~~—4. If the present registered office is to be changed, the street address of~~
28 ~~the new registered office;~~

29 ~~—5.}~~ (b) The name **and street address** of its present resident agent; and

30 ~~{6. If the present resident agent is to be changed, the}~~

31 (c) **The name and street address** of the new resident agent. ~~{A}~~

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

34 3. **A change authorized by this section becomes effective upon the**
35 **filing of the certificate of change.**

36 **Sec. 55.** NRS 78.138 is hereby amended to read as follows:

37 78.138 1. Directors and officers shall exercise their powers in good
38 faith and with a view to the interests of the corporation.

39 2. In performing their respective duties, directors and officers are
40 entitled to rely on information, opinions, reports, books of account or
41 statements, including financial statements and other financial data, that are
42 prepared or presented by:

1 (a) One or more directors, officers or employees of the corporation
2 reasonably believed to be reliable and competent in the matters prepared or
3 presented;

4 (b) Counsel, public accountants, or other persons as to matters
5 reasonably believed to be within the ~~preparer's~~ **preparer's** or presenter's
6 professional or expert competence; or

7 (c) A committee on which the director or officer relying thereon does
8 not serve, established in accordance with NRS 78.125, as to matters within
9 the committee's designated authority and matters on which the committee is
10 reasonably believed to merit confidence,
11 but a director or officer is not entitled to rely on such information, opinions,
12 reports, books of account or statements if he has knowledge concerning the
13 matter in question that would cause reliance thereon to be unwarranted.

14 **3. Directors and officers, in deciding upon matters of business, are**
15 **presumed to act in good faith, upon information and with a view to the**
16 **interests of the corporation.**

17 **4.** Directors and officers, in exercising their respective powers with a
18 view to the interests of the corporation, may consider:

19 (a) The interests of the corporation's employees, suppliers, creditors and
20 customers;

21 (b) The economy of the state and nation;

22 (c) The interests of the community and of society; and

23 (d) The long-term as well as short-term interests of the corporation and
24 its stockholders, including the possibility that these interests may be best
25 served by the continued independence of the corporation. ~~[This subsection~~
26 ~~does]~~

27 **5. Directors and officers are not required to consider the effect of a**
28 **proposed corporate action upon any particular group having an interest**
29 **in the corporation as a dominant factor.**

30 **6. The provisions of subsections 4 and 5 do** not create or authorize
31 any causes of action against the corporation or its directors or officers.

32 ~~[4.—Directors may resist a change or potential change in control of the~~
33 ~~corporation if the directors by a majority vote of a quorum determine that~~
34 ~~the change or potential change is opposed to or not in the best interest of~~
35 ~~the corporation:~~

36 ~~—(a) Upon consideration of the interests of the corporation's stockholders~~
37 ~~and any of the matters set forth in subsection 3; or~~

38 ~~—(b) Because the amount or nature of the indebtedness and other~~
39 ~~obligations to which the corporation or any successor to the property of~~
40 ~~either may become subject in connection with the change or potential~~
41 ~~change in control provides reasonable grounds to believe that, within a~~
42 ~~reasonable time:~~

1 ~~—(1) The assets of the corporation or any successor would be or~~
2 ~~become less than its liabilities;~~

3 ~~—(2) The corporation or any successor would be or become insolvent;~~
4 ~~or~~

5 ~~—(3) Any voluntary or involuntary proceeding under the federal~~
6 ~~bankruptcy laws concerning the corporation or any successor would be~~
7 ~~commenced by any person.]~~

8 **Sec. 56.** NRS 78.150 is hereby amended to read as follows:

9 78.150 1. A corporation organized under the laws of this state shall,
10 on or before the first day of the second month after the filing of its articles
11 of incorporation with the secretary of state, file with the secretary of state a
12 list, on a form furnished by him, containing:

13 (a) The name of the corporation;

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

15 (c) The names and titles of ~~[all of its required officers]~~ **its president,**
16 **secretary and treasurer** and the names of all ~~[of]~~ its directors;

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

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

21 2. The corporation shall annually thereafter, on or before the last day
22 of the month in which the anniversary date of incorporation occurs in each
23 year, file with the secretary of state, on a form furnished by him, an
24 amended list containing all of the information required in subsection 1. ~~If~~
25 ~~the corporation has had no changes in its required officers and directors~~
26 ~~since its previous list was filed, no amended list need be filed if an officer~~
27 ~~of the corporation certifies to the secretary of state as a true and accurate~~
28 ~~statement that no changes in the required officers or directors has~~
29 ~~occurred.]~~

30 3. Upon filing a list of officers and directors, ~~for certifying that no~~
31 ~~changes have occurred,]~~ the corporation shall pay to the secretary of state a
32 fee of \$85.

33 4. The secretary of state shall, 60 days before the last day for filing the
34 annual list required by subsection 2, cause to be mailed to each corporation
35 which is required to comply with the provisions of NRS 78.150 to 78.185,
36 inclusive, and which has not become delinquent, a notice of the fee due
37 pursuant to subsection 3 and a reminder to file a list of officers and
38 directors . ~~for a certification of no change.]~~ Failure of any corporation to
39 receive a notice or form does not excuse it from the penalty imposed by
40 law.

41 5. If the list to be filed pursuant to the provisions of subsection 1 or 2 is
42 defective in any respect or the fee required by subsection 3 or 7 is not paid,
43 the secretary of state may return the list for correction or payment.

6. An annual list for a corporation not in default which is received by the secretary of state more than 60 days before its due date shall be deemed an amended list for the previous year.

7. 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 the fee required to be paid pursuant to NRS 116.31155.

Sec. 57. 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 ~~{corporation or other}~~ artificial person **formed**, organized ~~{or registered under chapter 78, 78A, 80, 81, 82, 84, 86, 87, 88 or 89 of NRS}~~, **registered or qualified pursuant to the provisions of this Title** whose name is on file ~~{and in good standing}~~ with the secretary of state ~~{,}~~ **or reserved in his office 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, ~~{and in good standing,}~~ the secretary of state shall issue to the applying corporation a certificate of reinstatement or revival 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 ~~{distinguished}~~ **distinguishable** from a name used or reserved solely because one or the other contains distinctive lettering, a distinctive mark, a trade-mark or a trade name or any combination of those.

Sec. 58. NRS 78.195 is hereby amended to read as follows:

78.195 1. If a corporation desires to have more than one class or series of stock, the articles of incorporation must prescribe, or vest authority in the board of directors to prescribe, the classes, series and the number of each class or series of stock and the voting powers, designations, preferences, limitations, restrictions and relative rights of each class or series of stock. If more than one class or series of stock is authorized, the articles of incorporation or the resolution of the board of directors passed pursuant to a provision of the articles must prescribe a distinguishing designation for each class and series. The voting powers, designations, preferences, limitations, restrictions, relative rights and distinguishing designation of each class or series of stock must be described in the articles

1 of incorporation or the resolution of the board of directors before the
2 issuance of shares of that class or series.

3 2. All shares of a series must have voting powers, designations,
4 preferences, limitations, restrictions and relative rights identical with those
5 of other shares of the same series and, except to the extent otherwise
6 provided in the description of the series, with those of other series of the
7 same class.

8 3. Unless otherwise provided in the articles of incorporation, no stock
9 issued as fully paid up may ever be assessed and the articles of
10 incorporation must not be amended in this particular.

11 4. Any rate, condition or time for payment of distributions on any class
12 or series of stock may be made dependent upon any fact or event which
13 may be ascertained outside the articles of incorporation or the resolution
14 providing for the distributions adopted by the board of directors if the
15 manner in which a fact or event may operate upon the rate, condition or
16 time of payment for the distributions is stated in the articles of
17 incorporation or the resolution.

18 5. ~~If the corporation is authorized to issue more than one class of~~
19 ~~stock or more than one series of any class, the voting powers, designations,~~
20 ~~preferences, limitations, restrictions and relative rights of the various~~
21 ~~classes of stock or series thereof and the qualifications, limitations or~~
22 ~~restrictions of such rights must be set forth in full or summarized on the~~
23 ~~face or back of each certificate which the corporation issues to represent~~
24 ~~the stock, or on the informational statement sent pursuant to NRS 78.235,~~
25 ~~except that, in lieu thereof, the certificate or informational statement may~~
26 ~~contain a statement setting forth the office or agency of the corporation~~
27 ~~from which a stockholder may obtain a copy of a statement setting forth in~~
28 ~~full or summarizing the voting powers, designations, preferences,~~
29 ~~limitations, restrictions and relative rights of the various classes of stock or~~
30 ~~series thereof. The corporation shall furnish to its stockholders, upon~~
31 ~~request and without charge, a copy of any such statement or summary.~~

32 ~~—6.1~~ The provisions of this section do not restrict the directors of a
33 corporation from taking action to protect the interests of the corporation
34 and its stockholders, including, but not limited to, adopting or executing
35 plans, arrangements or instruments that deny rights, privileges, power or
36 authority to a holder of a specified number of shares or percentage of share
37 ownership or voting power.

38 **Sec. 59.** NRS 78.196 is hereby amended to read as follows:

39 78.196 1. Each corporation must have:

40 (a) One or more classes **or series** of shares that together have unlimited
41 voting rights; and

1 (b) One or more classes **or series** of shares that together are entitled to
2 receive the net assets of the corporation upon dissolution.
3 If the articles of incorporation provide for only one class of stock, that class
4 of stock has unlimited voting rights and is entitled to receive the net assets
5 of the corporation upon dissolution.

6 2. The articles of incorporation, or a resolution of the board of
7 directors pursuant thereto, may authorize one or more classes **or series** of
8 stock that:

9 (a) Have special, conditional or limited voting powers, or no right to
10 vote, except to the extent otherwise ~~prohibited by this chapter;~~ **provided**
11 **by this Title;**

12 (b) Are redeemable or convertible:

13 (1) At the option of the corporation, the stockholders or another
14 person, or upon the occurrence of a designated event;

15 (2) For cash, indebtedness, securities or other property; or

16 (3) In a designated amount or in an amount determined in accordance
17 with a designated formula or by reference to extrinsic data or events;

18 (c) Entitle the stockholders to distributions calculated in any manner,
19 including dividends that may be cumulative, noncumulative or partially
20 cumulative;

21 (d) Have preference over any other class **or series** of shares with respect
22 to distributions, including dividends and distributions upon the dissolution
23 of the corporation;

24 (e) Have par value; or

25 (f) Have powers, designations, preferences, limitations, restrictions and
26 relative rights dependent upon any fact or event which may be ascertained
27 outside of the articles of incorporation or the resolution if the manner in
28 which the fact or event may operate on such class or series of stock is stated
29 in the articles of incorporation or the resolution.

30 3. The description of voting powers, designations, preferences,
31 limitations, restrictions and relative rights of the ~~{share classes}~~ **classes or**
32 **series of shares** contained in this section is not exclusive.

33 **Sec. 60.** NRS 78.320 is hereby amended to read as follows:

34 78.320 1. Unless this chapter, the articles of incorporation or the
35 bylaws provide for different proportions:

36 (a) A majority of the voting power, which includes the voting power that
37 is present in person or by proxy, regardless of whether the proxy has
38 authority to vote on all matters, constitutes a quorum for the transaction of
39 business; and

40 (b) Action by the stockholders on a matter other than the election of
41 directors is approved if the number of votes cast in favor of the action
42 exceeds the number of votes cast in opposition to the action.

1 2. Unless otherwise provided in the articles of incorporation or the
2 bylaws, any action required or permitted to be taken at a meeting of the
3 stockholders may be taken without a meeting if , ***before or after the action,***
4 a written consent thereto is signed by stockholders holding at least a
5 majority of the voting power, except that if a different proportion of voting
6 power is required for such an action at a meeting, then that proportion of
7 written consents is required.

8 3. In no instance where action is authorized by written consent need a
9 meeting of stockholders be called or notice given.

10 4. Unless otherwise restricted by the articles of incorporation or
11 bylaws, stockholders may participate in a meeting of stockholders by means
12 of a telephone conference or similar method of communication by which all
13 persons participating in the meeting can hear each other. Participation in a
14 meeting pursuant to this subsection constitutes presence in person at the
15 meeting.

16 **Sec. 61.** NRS 78.330 is hereby amended to read as follows:

17 78.330 1. Unless elected pursuant to NRS 78.320, directors of every
18 corporation must be elected at the annual meeting of the stockholders by a
19 plurality of the votes cast at the election. Unless otherwise provided in the
20 bylaws, the board of directors have the authority to set the date, time and
21 place for the annual meeting of the stockholders. If for any reason directors
22 are not elected pursuant to NRS 78.320 or at the annual meeting of the
23 stockholders, they may be elected at any special meeting of the
24 stockholders which is called and held for that purpose.

25 2. The articles of incorporation or the bylaws may provide for the
26 classification of directors as to the duration of their respective terms of
27 office or as to their election by one or more authorized classes or series of
28 shares, but at least one-fourth in number of the directors of every
29 corporation must be elected annually. ***If an amendment reclassifying the***
30 ***directors would otherwise increase the term of a director, unless the***
31 ***amendment is to the articles of incorporation and otherwise provides, the***
32 ***term of each director incumbent on the effective date of the amendment***
33 ***terminates on the date it would have terminated had there been no***
34 ***reclassification.***

35 3. The articles of incorporation may provide that the voting power of
36 individual directors or classes of directors may be greater than or less than
37 that of any other individual directors or classes of directors, and the
38 different voting powers may be stated in the articles of incorporation or
39 may be dependent upon any fact or event that may be ascertained outside
40 the articles of incorporation if the manner in which the fact or event may
41 operate on those voting powers is stated in the articles of incorporation. If
42 the articles of incorporation provide that any directors may have voting
43 power greater than or less than other directors, every reference in this

chapter to a majority or other proportion of directors shall be deemed to refer to a majority or other proportion of the voting power of all of the directors or classes of directors, as may be required by the articles of incorporation.

Sec. 62. NRS 78.335 is hereby amended to read as follows:

78.335 1. ~~Any director~~ **Unless otherwise provided in subsection 2 or 3, any director or one or more of the incumbent directors** may be removed from office by the vote of stockholders representing not less than two-thirds of the voting power of the issued and outstanding stock entitled to voting power . ~~except that:~~

~~(a)~~ 2. In the case of corporations which have provided in their articles of incorporation for the election of directors by cumulative voting, ~~no~~ **any director or directors who constitute fewer than all of the incumbent directors** may **not** be removed from office **at any one time or as the result of any one transaction** under the provisions of this section except upon the vote of stockholders owning sufficient shares to ~~have prevented his election to office in the first instance; and~~

~~(b)~~ **prevent each director's election to office at the time of removal.**

3. The articles of incorporation may require the concurrence of ~~a larger percentage~~ **more than two-thirds in voting power** of the **issued and outstanding** stock entitled to voting power in order to remove ~~a director.~~

~~2. Whenever the holders of any class or series of shares are entitled to elect one or more directors, unless otherwise provided in the articles of incorporation, removal of any such director requires only the proportion of votes, specified in subsection 1, of the holders of that class or series, and not the votes of the outstanding shares as a whole.~~

~~3. All vacancies, including those caused by an increase in the number of directors, may be filled by a majority of the remaining directors, though less than a quorum, unless it is otherwise provided in the articles of incorporation.~~

~~4. Unless otherwise provided in the articles of incorporation, when one or more directors give notice of his or their resignation to the board, effective at a future date, the board may fill the vacancy or vacancies to take effect when the resignation or resignations become effective, each director so appointed to hold office during the remainder of the term of office of the resigning director or directors.~~ **one or more directors from office.**

Sec. 63. NRS 78.350 is hereby amended to read as follows:

78.350 1. Unless otherwise provided in the articles of incorporation, or in the resolution providing for the issuance of the stock adopted by the board of directors pursuant to authority expressly vested in it by the provisions of the articles of incorporation, every stockholder of record of a corporation is entitled at each meeting of stockholders thereof to one vote

1 for each share of stock standing in his name on the records of the
2 corporation. If the articles of incorporation, or the resolution providing for
3 the issuance of the stock adopted by the board of directors pursuant to
4 authority expressly vested in it by the articles of incorporation, provides for
5 more or less than one vote per share for any class or series of shares on any
6 matter, every reference in this chapter to a majority or other proportion of
7 stock shall be deemed to refer to a majority or other proportion of the
8 voting power of all of the shares or those classes or series of shares, as may
9 be required by the articles of incorporation, or in the resolution providing
10 for the issuance of the stock adopted by the board of directors pursuant to
11 authority expressly vested in it by the provisions of the articles of
12 incorporation, or the provisions of this chapter.

13 2. Unless contrary provisions are contained in the articles of
14 incorporation, the directors may prescribe a period not exceeding 60 days
15 before any meeting of the stockholders during which no transfer of stock on
16 the books of the corporation may be made, or may fix ~~{a day}~~, **in advance,**
17 **a record date** not more than 60 **or less than 10** days before the ~~{holding}~~
18 **date** of any such meeting as the ~~{day}~~ **date** as of which stockholders entitled
19 to notice of and to vote at such meetings must be determined. Only
20 stockholders of record on that ~~{day}~~ **date** are entitled to notice or to vote at
21 such **a** meeting. ***If a record date is not fixed, the record date is at the close***
22 ***of business on the day before the day on which notice is given or, if***
23 ***notice is waived, at the close of business on the day before the meeting is***
24 ***held. A determination of stockholders of record entitled to notice of or to***
25 ***vote at a meeting of stockholders applies to an adjournment of the***
26 ***meeting unless the board of directors fixes a new record date for the***
27 ***adjourned meeting. The board of directors must fix a new record date if***
28 ***the meeting is adjourned to a date more than 60 days later than the date***
29 ***set for the original meeting.***

30 3. The provisions of this section do not restrict the directors from
31 taking action to protect the interests of the corporation and its stockholders,
32 including, but not limited to, adopting or executing plans, arrangements or
33 instruments that deny rights, privileges, power or authority to a holder or
34 holders of a specified number of shares or percentage of share ownership or
35 voting power.

36 **Sec. 64.** NRS 78.370 is hereby amended to read as follows:

37 78.370 1. ~~{Whenever}~~ ***If*** under the provisions of this chapter
38 stockholders are required or authorized to take any action at a meeting, the
39 notice of the meeting must be in writing and signed by the president or a
40 vice president, or the secretary, or an assistant secretary, or by such other
41 natural person or persons as the bylaws may prescribe or permit or the
42 directors may designate.

1 2. The notice must state the purpose or purposes for which the meeting
2 is called and the time when, and the place, which may be within or without
3 this state, where it is to be held.

4 3. A copy of the notice must be delivered personally or mailed postage
5 prepaid to each stockholder of record entitled to vote at the meeting not
6 less than 10 nor more than 60 days before the meeting. If mailed, it must be
7 directed to the stockholder at his address as it appears upon the records of
8 the corporation, and upon the mailing of any such notice the service thereof
9 is complete, and the time of the notice begins to run from the date upon
10 which the notice is deposited in the mail for transmission to the
11 stockholder. Personal delivery of any such notice to any officer of a
12 corporation or association, or to any member of a partnership, constitutes
13 delivery of the notice to the corporation, association or partnership.

14 4. The articles of incorporation or the bylaws may require that the
15 notice be also published in one or more newspapers.

16 5. Notice delivered or mailed to a stockholder in accordance with the
17 provisions of this section and the provisions, if any, of the articles of
18 incorporation or the bylaws is sufficient, and in the event of the transfer of
19 his stock after such delivery or mailing and before the holding of the
20 meeting it is not necessary to deliver or mail notice of the meeting to the
21 transferee.

22 6. Any stockholder may waive notice of any meeting by a writing
23 signed by him, or his duly authorized attorney, either before or after the
24 meeting.

25 7. Unless otherwise provided in the articles of incorporation or the
26 bylaws, ~~whenever~~ **if** notice is required to be given, under any provision of
27 this chapter or the articles of incorporation or bylaws of any corporation, to
28 any stockholder to whom:

29 (a) Notice of two consecutive annual meetings, and all notices of
30 meetings or of the taking of action by written consent without a meeting to
31 him during the period between those two consecutive annual meetings; or

32 (b) All, and at least two, payments sent by first-class mail of dividends
33 or interest on securities during a 12-month period,
34 have been mailed addressed to him at his address as shown on the records
35 of the corporation and have been returned undeliverable, the giving of
36 further notices to him is not required. Any action or meeting taken or held
37 without notice to such a stockholder has the same effect as if the notice had
38 been given. If any such stockholder delivers to the corporation a written
39 notice setting forth his current address, the requirement that notice be given
40 to him is reinstated. If the action taken by the corporation is such as to
41 require the filing of a certificate under any of the other sections of this
42 chapter, the certificate need not state that notice was not given to persons to
43 whom notice was not required to be given pursuant to this subsection.

1 **8. Unless the articles of incorporation or bylaws otherwise require,**
2 **and except as otherwise provided in this subsection, if a stockholders’**
3 **meeting is adjourned to another date, time or place, notice need not be**
4 **given of the date, time or place of the adjourned meeting if they are**
5 **announced at the meeting at which the adjournment is taken. If a new**
6 **record date is fixed for the adjourned meeting, notice of the adjourned**
7 **meeting must be given to each stockholder of record as of the new record**
8 **date.**

9 **Sec. 65.** NRS 78.378 is hereby amended to read as follows:

10 78.378 1. The provisions of NRS 78.378 to 78.3793, inclusive, ~~are~~
11 ~~applicable~~ **apply** to any acquisition of a controlling interest in an issuing
12 corporation unless the articles of incorporation or bylaws of the corporation
13 in effect on the 10th day following the acquisition of a controlling interest
14 by an acquiring person provide that the provisions of those sections do not
15 apply ~~to the corporation or to an acquisition of a controlling interest~~
16 **specifically by types of existing or future stockholders, whether or not**
17 **identified.**

18 2. The articles of incorporation, the bylaws or a resolution adopted by
19 the directors of the issuing corporation may impose stricter requirements on
20 the acquisition of a controlling interest in the corporation than the
21 provisions of NRS 78.378 to 78.3793, inclusive.

22 3. The provisions of NRS 78.378 to 78.3793, inclusive, do not restrict
23 the directors of an issuing corporation from taking action to protect the
24 interests of the corporation and its stockholders, including, but not limited
25 to, adopting or executing plans, arrangements or instruments that deny
26 rights, privileges, power or authority to a holder of a specified number of
27 shares or percentage of share ownership or voting power.

28 **Sec. 66.** NRS 78.3787 is hereby amended to read as follows:

29 78.3787 “Interested stockholder” means a person who directly or
30 indirectly exercises ~~the voting power~~ **voting rights in the shares** of an
31 issuing corporation and who is:

- 32 1. An acquiring person;
- 33 2. An officer **or a director** of the corporation; or
- 34 3. An employee ~~and director~~ of the corporation.

35 **Sec. 67.** NRS 78.3788 is hereby amended to read as follows:

36 78.3788 “Issuing corporation” means a corporation which is organized
37 in this state and which:

38 1. Has 200 or more stockholders ~~of record~~ **of record**, at least 100 of whom
39 ~~are stockholders of record and residents of this state;~~ **have addresses in**
40 **this state appearing on the stock ledger of the corporation;** and

41 2. Does business in this state directly or through an affiliated
42 corporation.

1 **Sec. 68.** NRS 78.3791 is hereby amended to read as follows:

2 78.3791 Except as otherwise provided by the articles of incorporation
3 of the issuing corporation, a resolution of the stockholders granting voting
4 rights to the control shares acquired by an acquiring person must be
5 approved by:

6 1. The holders of a majority of the voting power of the corporation;
7 and

8 2. If the acquisition will result in any change of the kind described in
9 subsection 3 of NRS 78.390, the holders of a majority of each class or
10 series affected,

11 excluding those shares ~~held by~~ **as to which** any interested stockholder ~~[-]~~
12 **exercises voting rights.**

13 **Sec. 69.** NRS 78.427 is hereby amended to read as follows:

14 78.427 1. "Resident domestic corporation" is limited to a domestic
15 corporation that has 200 or more stockholders ~~[-]~~ **of record.**

16 2. A resident domestic corporation does not cease to be a resident
17 domestic corporation by reason of events occurring or actions taken while
18 the resident domestic corporation is subject to NRS 78.411 to 78.444,
19 inclusive.

20 **Sec. 70.** NRS 78.765 is hereby amended to read as follows:

21 78.765 1. The fee for filing a certificate changing the number of
22 authorized shares pursuant to NRS 78.209 or a certificate of amendment to
23 articles of incorporation that increases the corporation's authorized stock or
24 a certificate of correction that increases the corporation's authorized stock
25 is the difference between the fee computed at the rates specified in NRS
26 78.760 upon the total authorized stock of the corporation, including the
27 proposed increase, and the fee computed at the rates specified in NRS
28 78.760 upon the total authorized capital, excluding the proposed increase.
29 In no case may the amount be less than \$75.

30 2. The fee for filing a certificate of amendment to articles of
31 incorporation that does not increase the corporation's authorized stock or a
32 certificate of correction that does not increase the corporation's authorized
33 stock is \$75.

34 3. The fee for filing a certificate ~~[pursuant to NRS 78.195]~~ or an
35 amended certificate pursuant to NRS 78.1955 is \$75.

36 **Sec. 71.** NRS 80.070 is hereby amended to read as follows:

37 80.070 1. A foreign corporation may change its resident agent by
38 filing with the secretary of state:

39 (a) A certificate ~~[revoking the appointment of the agent and designating~~
40 ~~a new resident agent,]~~ **of change, signed by an officer of the corporation,**
41 ~~setting forth [the name of that agent, his street address for the service of~~
42 ~~process, and his mailing address if different from his street address;]~~ :

- 1 (1) *The name of the corporation;*
- 2 (2) *The name and street address of the present resident agent; and*
- 3 (3) *The name and street address of the new resident agent; and*

4 (b) A certificate of acceptance executed by the new agent ~~[-]~~, ***which***
5 ***must be a part of or attached to the certificate of change.***

6 ***The change authorized by this subsection becomes effective upon the***
7 ***filing of the certificate of change.***

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

12 3. Upon the filing of the statement of resignation with the secretary of
13 state, the capacity of the resigning person as resident agent terminates. If
14 the statement of resignation is not accompanied by an acknowledged
15 statement of the corporation appointing a successor resident agent, the
16 resigning resident agent shall give written notice, by mail, to the
17 corporation, of the filing of the statement and its effect. The notice must be
18 addressed to any officer of the corporation other than the resident agent.

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

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

29 **Sec. 72.** NRS 82.096 is hereby amended to read as follows:

30 82.096 1. The name of a corporation must be distinguishable from
31 the names of all other artificial persons ***formed***, organized ~~for registered~~
32 ~~under chapter 78, 78A, 80, 81, 82, 84, 86, 87, 88 or 89 of NRS~~, ***registered***
33 ***or qualified pursuant to the provisions of this Title*** whose names are on
34 file in the office of the secretary of state ~~[-]~~ ***and all names reserved in that***
35 ***office pursuant to the provisions of this Title.*** If a proposed name is not so
36 distinguishable, the secretary of state shall return the articles of
37 incorporation containing it to the incorporator, unless the written
38 acknowledged consent of the holder of the registered or reserved name to
39 use the same name or the requested similar name accompanies the articles
40 of incorporation.

2. For the purposes of this section and NRS 82.101, a proposed name is not ~~is not distinguished~~ **distinguishable** from a registered or reserved name solely because one or the other contains distinctive lettering, a distinctive mark, a trade-mark or a trade name, or any combination of these.

3. The name of a corporation whose charter has been revoked ~~or~~ whose existence has **otherwise** terminated ~~or which has merged and is not the surviving corporation, or which for any other reason is no longer in good standing in this state~~ is available for use by any other artificial person.

Sec. 73. NRS 82.101 is hereby amended to read as follows:

82.101 1. The secretary of state, when requested to do so, shall reserve, for a period of 90 days, the right to use any name available under NRS 82.096 for the use of any proposed corporation. During the period, a name so reserved is not available for use by any ~~for-profit or nonprofit corporation, limited partnership or limited liability company~~ **other artificial person formed, organized, registered or qualified pursuant to the provisions of this Title** without the written acknowledged consent of the person at whose request the reservation was made.

2. The use by any ~~for-profit or nonprofit corporation, limited partnership or limited liability company~~ **other artificial person** of a name in violation of **subsection 1 or** NRS 82.096 ~~for subsection 1 of this section~~ may be enjoined, even if the ~~articles of incorporation or organization of the corporation or limited liability company, or the certificate of limited partnership, have~~ **document under which that artificial person is formed, organized, registered or qualified has** been filed by the secretary of state.

Sec. 74. NRS 82.533 is hereby amended to read as follows:

82.533 ~~Before the issuance of stock an~~ **Before the issuance of stock an** ~~incorporator, and after the issuance of stock an~~ officer, of a corporation may authorize the secretary of state in writing to replace any page of a document submitted for filing, ~~on an expedited basis,~~ before the actual filing, and to accept the page as if it were part of the originally signed filing. ~~The signed authorization of the incorporator or officer to the secretary of state permits, but does not require, the secretary of state to alter the original document as requested.~~

Sec. 75. Chapter 86 of NRS is hereby amended by adding thereto a new section to read as follows:

Before the issuance of members' interests an organizer, and after the issuance of members' interests a manager, of a limited-liability company may authorize the secretary of state in writing to replace any page of a document submitted for filing, before the actual filing, and to accept the page as if it were part of the originally signed filing.

1 **Sec. 76.** NRS 86.171 is hereby amended to read as follows:

2 86.171 1. The name of a limited-liability company formed under the
3 provisions of this chapter must contain the words "Limited-Liability
4 Company," "Limited Company," or "Limited" or the abbreviations "Ltd.,"
5 "L.L.C.," "L.C.," "LLC" or "LC." The word "Company" may be
6 abbreviated as "Co."

7 2. The name proposed for a limited-liability company must be
8 distinguishable from the names of all other artificial persons **formed,**
9 organized ~~for registered under chapter 78, 78A, 80, 81, 82, 84, 86, 87, 88~~
10 ~~or 89 of NRS~~ **registered or qualified pursuant to the provisions of this**
11 **Title** whose names are on file in the office of the secretary of state ~~[,]~~ **and**
12 **all names reserved in that office pursuant to the provisions of this Title.**
13 If a proposed name is not so distinguishable, the secretary of state shall
14 return the articles of organization to the organizer, unless the written
15 acknowledged consent of the holder of the registered name to use the same
16 name or the requested similar name accompanies the articles of
17 organization.

18 3. For the purposes of this section and NRS 86.176, a proposed name
19 is not ~~[distinguished]~~ **distinguishable** from a registered or reserved name
20 solely because one or the other contains distinctive lettering, a distinctive
21 mark, a trade-mark or a trade name, or any combination of these.

22 4. The name of a limited-liability company whose charter has been
23 revoked ~~[,]~~ **or** whose existence has **otherwise** terminated ~~[, which has~~
24 ~~merged and is not the surviving company, or which for any other reason is~~
25 ~~no longer in good standing]~~ is available for use by any other artificial
26 person.

27 **Sec. 77.** NRS 86.176 is hereby amended to read as follows:

28 86.176 1. The secretary of state, when requested so to do, shall
29 reserve, for a period of 90 days, the right to use any name available under
30 NRS 86.171, for the use of any proposed limited-liability company. During
31 the period, a name so reserved is not available for use by any ~~[corporation,~~
32 ~~limited partnership or limited liability company]~~ **other artificial person**
33 without the consent of the person at whose request the reservation was
34 made.

35 2. The use by any ~~[corporation, limited partnership or limited liability~~
36 ~~company]~~ **other artificial person** of a name in violation of **subsection 1 or**
37 **NRS 86.171 [or subsection 1 of this section]** may be enjoined,
38 ~~[notwithstanding the fact that the articles of incorporation or organization~~
39 ~~of the corporation or limited liability company or the certificate of limited~~
40 ~~partnership may have]~~ **even if the document under which that artificial**
41 **person is formed, organized, registered or qualified has** been filed by the
42 secretary of state.

1 **Sec. 78.** NRS 86.235 is hereby amended to read as follows:

2 86.235 1. If a limited-liability company ~~{created}~~ **formed** pursuant to
3 this chapter desires to change ~~{the location within this state of its registered~~
4 ~~office, or change}~~ its resident agent, ~~{or both,}~~ the change may be effected
5 by filing with the secretary of state a certificate of change , **signed by a**
6 **manager of the company or, if management is not vested in a manager,**
7 **by a member,** that sets forth:

8 ~~{1.}~~ (a) The name of the limited-liability company;

9 ~~{2.}~~ ~~That the change authorized by this section is effective upon the~~
10 ~~filing of the certificate of change;~~

11 ~~—3.—~~ The street address of its present registered office;

12 ~~—4.—~~ If the present registered office is to be changed, the street address of
13 the new registered office;

14 ~~—5.}~~ (b) The name **and street address** of its present resident agent; and

15 ~~{6.—~~ If the present resident agent is to be changed, the name}

16 (c) **The name and street address** of the new resident agent.

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

19 ~~{The certificate of change must be signed by a manager of the limited-~~
20 ~~liability company or, if no manager has been elected, by a member of the~~
21 ~~company.}~~

22 **3. The change authorized by this section becomes effective upon the**
23 **filing of the certificate of change.**

24 **Sec. 79.** NRS 86.278 is hereby amended to read as follows:

25 86.278 1. Except as otherwise provided in subsection 2, if a limited-
26 liability company applies to reinstate its charter but its name has been
27 legally acquired or reserved by another ~~{limited liability company or other}~~
28 artificial person **formed**, organized ~~{or registered under chapter 78, 78A,~~
29 ~~80, 81, 82, 84, 86, 87, 88 or 89 of NRS}~~ , **registered or qualified pursuant**
30 **to the provisions of this Title** whose name is on file ~~{and in good standing}~~
31 with the secretary of state ~~{,}~~ **or reserved in his office pursuant to the**
32 **provisions of this Title**, the company shall submit in writing to the
33 secretary of state some other name under which it desires its existence to be
34 reinstated. If that name is distinguishable from all other names reserved or
35 otherwise on file , ~~{and in good standing,}~~ the secretary of state shall issue
36 to the applying limited-liability company a certificate of reinstatement
37 under that new name.

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

3. For the purposes of this section, a proposed name is not ~~{distinguished}~~ **distinguishable** from a name used or reserved solely because one or the other contains distinctive lettering, a distinctive mark, a trade-mark or a trade name or any combination of those.

Sec. 80. NRS 86.301 is hereby amended to read as follows:

86.301 Except as otherwise provided in this chapter or in its articles of organization, no debt may be contracted or liability incurred by or on behalf of a limited-liability company, except by one or more of its managers if management of the limited-liability company has been vested by the members in a manager or managers or, if management of the limited-liability company is retained by the members, then as provided in the articles of organization ~~{-}~~ **or the operating agreement.**

Sec. 81. NRS 87.450 is hereby amended to read as follows:

87.450 1. The name of 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 from the names of all other artificial persons **formed**, organized ~~{or registered under chapter 78, 78A, 80, 81, 82, 84, 86, 87, 88 or 89 of NRS}~~, **registered or qualified pursuant to the provisions of this Title** whose names are on file in the office of the secretary of state ~~{-}~~ **and all names reserved in that office 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**, the secretary of state shall return the certificate to the person who signed it unless the written, acknowledged consent of the holder of the registered name or reserved name to use the name accompanies the certificate.

2. For the purposes of this section, a proposed name is not ~~{distinguished from a registered}~~ **distinguishable from a name on file** or reserved ~~{name}~~ solely because one or the other contains distinctive lettering, a distinctive mark, a trade-mark or a trade name, or any combination of these.

3. The name of a registered limited-liability partnership whose right to transact business has been forfeited ~~{-}~~ **or** whose existence has **otherwise** terminated ~~{, which has merged and is not the surviving partnership, or which for any other reason is no longer in good standing in this state}~~ is available for use by any other ~~{registered limited liability partnership or other}~~ artificial person.

Sec. 82. 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 another

1 ~~{registered limited liability partnership or any other}~~ artificial person
2 **formed**, organized ~~{or registered under chapter 78, 78A, 80, 81, 82, 84, 86,~~
3 ~~87, 88 or 89 of NRS}~~ , **registered or qualified pursuant to the provisions**
4 **of this Title** whose name is on file ~~{and in good standing}~~ with the secretary
5 of state ~~{,}~~ **or reserved in his office pursuant to the provisions of this Title**,
6 the applying registered limited-liability partnership shall submit in writing
7 to the secretary of state some other name under which it desires its right to
8 transact business to be reinstated. If that name is distinguishable from all
9 other names reserved or otherwise on file , ~~{and in good standing,}~~ the
10 secretary of state shall issue to the applying registered limited-liability
11 partnership a certificate of reinstatement under that new name.

12 2. If the applying registered limited-liability partnership submits the
13 written acknowledged consent of the artificial person having the name, or
14 the person who has reserved the name, that is not distinguishable from the
15 old name of the applying registered limited-liability partnership or a new
16 name it has submitted, it may be reinstated under that name.

17 3. For the purposes of this section, a proposed name is not
18 ~~{distinguished}~~ **distinguishable** from a name used or reserved solely
19 because one or the other contains distinctive lettering, a distinctive mark, a
20 trade-mark or a trade name, or any combination thereof.

21 **Sec. 83.** NRS 88.320 is hereby amended to read as follows:

22 88.320 1. The name of a limited partnership as set forth in its
23 certificate of limited partnership:

24 (a) Must contain without abbreviation the words "limited partnership";

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

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

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

30 (c) Must be distinguishable from the names of all other artificial persons
31 **formed**, organized ~~{or registered under chapter 78, 78A, 80, 81, 82, 84, 86,~~
32 ~~87, 88 or 89 of NRS}~~ , **registered or qualified pursuant to the provisions**
33 **of this Title** whose names are on file in the office of the secretary of state
34 ~~{,}~~ **and all names reserved in that office pursuant to the provisions of this**
35 **Title**. If the name on the certificate of limited partnership submitted to the
36 secretary of state is not distinguishable from any name on file ~~{,}~~ **or**
37 **reserved**, the secretary of state shall return the certificate to the filer, unless
38 the written acknowledged consent to the use of the same or the requested
39 similar name of the holder of the registered or reserved name accompanies
40 the certificate of limited partnership.

41 2. For the purposes of this section, a proposed name is not
42 ~~{distinguished from a registered}~~ **distinguishable from a name on file** or
43 reserved ~~{name}~~ solely because one or the other contains distinctive

1 lettering, a distinctive mark, a trade-mark or a trade name, or any
2 combination thereof.

3 3. The name of a limited partnership whose right to transact business
4 has been forfeited ~~[,] or~~ whose existence has **otherwise** terminated ~~[, which~~
5 ~~has merged and is not the surviving limited partnership, or which for any~~
6 ~~other reason is no longer in good standing in this state]~~ is available for use
7 by any other ~~[limited partnership or other]~~ artificial person.

8 **Sec. 84.** NRS 88.327 is hereby amended to read as follows:

9 88.327 1. Except as otherwise provided in subsection 2, if a limited
10 partnership applies to reinstate its right to transact business but its name has
11 been legally acquired by another ~~[limited partnership or any other]~~ artificial
12 person **formed**, organized ~~[or registered under chapter 78, 78A, 80, 81, 82,~~
13 ~~84, 86, 87, 88 or 89 of NRS]~~ , **registered or qualified pursuant to the**
14 **provisions of this Title** whose name is on file ~~[and in good standing]~~ with
15 the secretary of state ~~[,] or reserved in his office pursuant to the~~
16 **provisions of this Title**, the applying limited partnership shall submit in
17 writing to the secretary of state some other name under which it desires its
18 right to be reinstated. If that name is distinguishable from all other names
19 reserved or otherwise on file , ~~[and in good standing,]~~ the secretary of state
20 shall issue to the applying limited partnership a certificate of reinstatement
21 under that new name.

22 2. If the applying limited partnership submits the written ,
23 acknowledged consent of the ~~[limited partnership or]~~ other artificial person
24 having the name, or the person who has reserved the name, that is not
25 distinguishable from the old name of the applying limited partnership or a
26 new name it has submitted, it may be reinstated under that name.

27 3. For the purposes of this section, a proposed name is not
28 ~~[distinguished]~~ **distinguishable** from a name used or reserved solely
29 because one or the other contains distinctive lettering, a distinctive mark, a
30 trade-mark or a trade name, or any combination thereof.

31 **Sec. 85.** NRS 88.331 is hereby amended to read as follows:

32 88.331 1. If a limited partnership created pursuant to this chapter
33 desires to change ~~[the location within this state of its registered office, or~~
34 ~~change its resident agent, or both,]~~ **its resident agent**, the change may be
35 effected by filing with the secretary of state a certificate ~~[that]~~ **of change,**
36 **signed by a general partner, which** sets forth:

37 ~~[1.]~~ (a) The name of the limited partnership;

38 ~~[2.]~~ That the change authorized by this section is effective upon the
39 filing of the certificate of change;

40 ~~—3.—~~ The street address of its present registered office;

41 ~~—4.—~~ If the present registered office is to be changed, the street address of
42 the new registered office;

43 ~~—5.]~~ (b) The name **and street address** of its present resident agent; and

~~{6. If the present resident agent is to be changed, the}~~

(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.

~~{The certificate of change must be signed by a general partner of the limited partnership.}~~

3. The change authorized by this section becomes effective upon the filing of the certificate of change.

Sec. 86. Chapter 92A of NRS is hereby amended by adding thereto the provisions set forth as sections 87 to 90, inclusive, of this act.

Sec. 87. “Business trust” means:

1. A domestic business trust; or

2. An unincorporated association formed pursuant to, existing under or governed by the law of a jurisdiction other than this state and generally described by section 4 of this act.

Sec. 88. “Domestic business trust” means a business trust formed and existing pursuant to the provisions of sections 2 to 48, inclusive, of this act.

Sec. 89. Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

Sec. 90. After a merger or exchange is approved, at any time after the articles of merger or exchange are filed but before an effective date specified in the articles which is later than the date of filing the articles, the planned merger or exchange may be terminated in accordance with a procedure set forth in the plan of merger or exchange by filing articles of termination pursuant to the provisions of NRS 92A.240.

Sec. 91. NRS 92A.005 is hereby amended to read as follows:

92A.005 As used in this chapter, unless the context otherwise requires, the words and terms defined in NRS 92A.007 to 92A.080, inclusive, **and sections 87 and 88 of this act** have the meanings ascribed to them in those sections.

Sec. 92. NRS 92A.045 is hereby amended to read as follows:

92A.045 “Entity” means a foreign or domestic corporation, whether or not for profit, limited-liability company, ~~{or}~~ limited partnership ~~{}~~ **or business trust.**

Sec. 93. NRS 92A.080 is hereby amended to read as follows:

92A.080 “Owner’s interest” means shares of stock in a corporation, membership in a nonprofit corporation, the interest of a member of a limited-liability company or **a beneficial owner of a business trust, or** the partnership interest of a general or limited partner of a limited partnership.

1 **Sec. 94.** NRS 92A.150 is hereby amended to read as follows:

2 92A.150 Unless otherwise provided in the articles of organization or
3 an operating agreement ~~{, a}~~

4 **1.** A plan of merger or exchange involving a domestic limited-liability
5 company must be approved by members who own a majority of the
6 interests in the current profits of the company then owned by all of the
7 members ~~{, }~~ ; **and**

8 **2.** If the company has more than one class of members, the plan of
9 merger must be approved by those members who own a majority of the
10 interests in the current profits of the company then owned by the members
11 in each class.

12 **Sec. 95.** NRS 92A.170 is hereby amended to read as follows:

13 92A.170 After a merger or exchange is approved, and at any time
14 before the articles of merger or exchange are filed, the planned merger or
15 exchange may be abandoned, subject to any contractual rights, without
16 further action, in accordance with the procedure set forth in the plan of
17 merger or exchange or, if none is set forth, in the case of:

18 1. A domestic corporation, whether or not for profit, by the board of
19 directors;

20 2. A domestic limited partnership, unless otherwise provided in the
21 partnership agreement or certificate of limited partnership, by all general
22 partners; ~~{and}~~

23 3. A domestic limited-liability company, unless otherwise provided in
24 the articles of organization or an operating agreement, by members who
25 own a majority in interest of the company then owned by all of the
26 members or, if the company has more than one class of members, by
27 members who own a majority in interest of the company then owned by the
28 members in each class ~~{, }~~ ; **and**

29 **4.** *A domestic business trust, unless otherwise provided in the*
30 *certificate of trust or governing instrument, by all the trustees.*

31 **Sec. 96.** NRS 92A.190 is hereby amended to read as follows:

32 92A.190 1. One or more foreign entities may merge or enter into an
33 exchange of owner's interests with one or more domestic entities if:

34 (a) In a merger, the merger is permitted by the law of the jurisdiction
35 under whose law each foreign entity is organized and governed and each
36 foreign entity complies with that law in effecting the merger;

37 (b) In an exchange, the entity whose owner's interests will be acquired is
38 a domestic entity, whether or not an exchange of owner's interests is
39 permitted by the law of the jurisdiction under whose law the acquiring
40 entity is organized;

41 (c) The foreign entity complies with NRS 92A.200 to 92A.240,
42 inclusive, if it is the surviving entity in the merger or acquiring entity in the
43 exchange and sets forth in the articles of merger or exchange its address

1 where copies of process may be sent by the secretary of state ; ~~but the~~
2 ~~execution, and acknowledgment if applicable, of the articles of merger or~~
3 ~~exchange by the foreign entity are subject to the laws governing it rather~~
4 ~~than to NRS 92A.200 to 92A.240, inclusive;~~ and

5 (d) Each domestic entity complies with the applicable provisions of
6 NRS 92A.100 to 92A.180, inclusive, and, if it is the surviving entity in the
7 merger or acquiring entity in the exchange, with NRS 92A.200 to 92A.240,
8 inclusive.

9 2. When the merger or exchange takes effect, the surviving foreign
10 entity in a merger and the acquiring foreign entity in an exchange shall be
11 deemed:

12 (a) To appoint the secretary of state as its agent for service of process in
13 a proceeding to enforce any obligation or the rights of dissenting owners of
14 each domestic entity that was a party to the merger or exchange. Service of
15 such process must be made by personally delivering to and leaving with the
16 secretary of state duplicate copies of the process and the payment of a fee
17 of \$25 for accepting and transmitting the process. The secretary of state
18 shall forthwith send by registered or certified mail one of the copies to the
19 surviving or acquiring entity at its specified address, unless the surviving or
20 acquiring entity has designated in writing to the secretary of state a
21 different address for that purpose, in which case it must be mailed to the
22 last address so designated.

23 (b) To agree that it will promptly pay to the dissenting owners of each
24 domestic entity that is a party to the merger or exchange the amount, if any,
25 to which they are entitled under or created pursuant to NRS 92A.300 to
26 92A.500, inclusive.

27 3. This section does not limit the power of a foreign entity to acquire
28 all or part of the owner's interests of one or more classes or series of a
29 domestic entity through a voluntary exchange or otherwise.

30 **Sec. 97.** NRS 92A.200 is hereby amended to read as follows:

31 92A.200 After a plan of merger or exchange is approved as required by
32 this chapter, the surviving or acquiring entity shall deliver to the secretary
33 of state for filing articles of merger or exchange setting forth:

34 1. The name and jurisdiction of organization of each constituent entity;

35 2. That a plan of merger or exchange has been adopted by each
36 constituent entity;

37 3. If approval of the owners of the parent was not required, a statement
38 to that effect;

39 4. If approval of owners of one or more constituent entities was
40 required, a statement that:

41 (a) The plan was approved by the unanimous consent of the owners; or

42 (b) A plan was submitted to the owners pursuant to this chapter
43 including:

1 (1) The designation, percentage of total vote or number of votes
2 entitled to be cast by each class of owner's interests entitled to vote
3 separately on the plan; and

4 (2) Either the total number of votes or percentage of owner's interests
5 cast for and against the plan by the owners of each class of interests entitled
6 to vote separately on the plan or the total number of undisputed votes or
7 undisputed total percentage of owner's interests cast for the plan separately
8 by the owners of each class,

9 and the number of votes or percentage of owner's interests cast for the plan
10 by the owners of each class of interests was sufficient for approval by the
11 owners of that class;

12 5. In the case of a merger, the amendment to the articles of
13 incorporation, articles of organization, ~~for~~ certificate of limited
14 partnership **or certificate of trust** of the surviving entity; and

15 6. If the entire plan of merger or exchange is not set forth, a statement
16 that the complete executed plan of merger or plan of exchange is on file at
17 the registered office if a corporation, ~~for~~ limited-liability company ~~[,] or~~
18 **business trust, or** office described in paragraph (a) of subsection 1 of NRS
19 88.330 if a limited partnership, ~~[principal place of business if a general~~
20 ~~partnership,]~~ or other place of business of the surviving entity or the
21 acquiring entity, respectively.

22 **Sec. 98.** NRS 92A.210 is hereby amended to read as follows:

23 92A.210 The fee for filing articles of merger, ~~for~~ articles of exchange
24 **or articles of termination** is \$125.

25 **Sec. 99.** NRS 92A.230 is hereby amended to read as follows:

26 92A.230 1. Articles of merger or exchange must be signed and
27 acknowledged by each domestic constituent entity as follows:

28 (a) By the president or a vice president of a domestic corporation,
29 whether or not for profit;

30 (b) By all the general partners of a domestic limited partnership; ~~and]~~

31 (c) By a manager of a domestic limited-liability company with managers
32 or by all the members of a domestic limited-liability company without
33 managers ~~[,] ; and~~

34 **(d) By a trustee of a domestic business trust.**

35 2. If the **domestic** entity is a corporation, the articles must also be
36 signed by the secretary or an assistant secretary, but the signature need not
37 be acknowledged.

38 **3. Articles of merger or exchange must be signed and acknowledged**
39 **by each foreign constituent entity in the manner provided by the law**
40 **governing it.**

1 **Sec. 100.** NRS 92A.240 is hereby amended to read as follows:

2 92A.240 ~~If articles of merger or exchange must be filed, a~~

3 **1. A merger or exchange takes effect upon filing the articles of merger**
4 **or exchange** or upon a later date as specified in the articles, ~~{of merger,}~~
5 which must not be more than 90 days after the articles are filed. ~~If no~~
6 ~~articles of merger need be filed, the merger or exchange takes effect as~~
7 ~~specified in the plan of merger or exchange.~~

8 **2. If the filed articles of merger or exchange specify such a later**
9 **effective date, the constituent entities may file articles of termination**
10 **before the effective date, setting forth:**

11 **(a) The name of each constituent entity; and**

12 **(b) That the merger or exchange has been terminated pursuant to the**
13 **plan of merger or exchange.**

14 **3. The articles of termination must be executed in the manner**
15 **provided in NRS 92A.230.**

16 **Sec. 101.** NRS 92A.250 is hereby amended to read as follows:

17 92A.250 1. When a merger takes effect:

18 **(a) Every other entity that is a constituent entity merges into the**
19 **surviving entity and the separate existence of every entity except the**
20 **surviving entity ceases;**

21 **(b) The title to all real estate and other property owned by each merging**
22 **constituent entity is vested in the surviving entity without reversion or**
23 **impairment;**

24 **(c) The surviving entity has all of the liabilities of each other constituent**
25 **entity;**

26 **(d) A proceeding pending against any constituent entity may be**
27 **continued as if the merger had not occurred or the surviving entity may be**
28 **substituted in the proceeding for the entity whose existence has ceased;**

29 **(e) The articles of incorporation, articles of organization, ~~for~~ certificate**
30 **of limited partnership or certificate of trust of the surviving entity are**
31 **amended to the extent provided in the plan of merger; and**

32 **(f) The owner's interests of each constituent entity that are to be**
33 **converted into owner's interests, obligations or other securities of the**
34 **surviving or any other entity or into cash or other property are converted,**
35 **and the former holders of the owner's interests are entitled only to the**
36 **rights provided in the articles of merger or any created pursuant to NRS**
37 **92A.300 to 92A.500, inclusive.**

38 **2. When an exchange takes effect, the owner's interests of each**
39 **acquired entity are exchanged as provided in the plan, and the former**
40 **holders of the owner's interests are entitled only to the rights provided in**
41 **the articles of exchange or any rights created pursuant to NRS 92A.300 to**
42 **92A.500, inclusive.**

1 **Sec. 102.** NRS 92A.315 is hereby amended to read as follows:

2 92A.315 “Dissenter” means a stockholder who is entitled to dissent
3 from a domestic corporation’s action under NRS 92A.380 and who
4 exercises that right when and in the manner required by NRS ~~{92A.410}~~
5 **92A.400** to 92A.480, inclusive.

6 **Sec. 103.** NRS 92A.420 is hereby amended to read as follows:

7 92A.420 1. If a proposed corporate action creating dissenters’ rights
8 is submitted to a vote at a stockholders’ meeting, a stockholder who wishes
9 to assert dissenter’s rights:

10 (a) Must deliver to the subject corporation, before the vote is taken,
11 written notice of his intent to demand payment for his shares if the
12 proposed action is effectuated; and

13 (b) Must not vote his shares in favor of the proposed action.

14 2. A stockholder who does not satisfy the requirements of subsection 1
15 **and NRS 92A.400** is not entitled to payment for his shares under this
16 chapter.

17 **Sec. 104.** NRS 14.020 is hereby amended to read as follows:

18 14.020 1. Every ~~{incorporated company or association, every}~~
19 **corporation**, limited-liability company, ~~{every}~~ limited partnership, ~~{and~~
20 ~~every}~~ **business trust and** municipal corporation created and existing under
21 the laws of any other state, territory, or foreign government, or the
22 Government of the United States, ~~{owning property or}~~ doing business in
23 this state ~~{,}~~ shall appoint and keep in this state ~~{an agent, who may be~~
24 ~~either an individual or a domestic corporation,}~~ **a resident agent who**
25 **resides or is located in this state**, upon whom all legal process ~~{may be~~
26 ~~served for the corporation, association, company, partnership or municipal~~
27 ~~corporation as}~~ **and any demand or notice authorized by law to be served**
28 **upon it may be served in the manner** provided in subsection 2. The
29 corporation, ~~{association,}~~ **limited-liability** company, **limited** partnership ,
30 **business trust** or municipal corporation shall file **with the secretary of state**
31 a certificate of acceptance of appointment ~~{executed}~~ **signed** by its resident
32 agent. The certificate must set forth the full name and address of the
33 resident agent . ~~{, which must be the same as that of the registered office.}~~
34 The certificate must be renewed in the manner ~~{required by}~~ **provided in**
35 **Title 7 of NRS {80.070}** whenever a change is made in the appointment or a
36 vacancy occurs in the agency.

37 2. All legal process and any demand or notice authorized by law to be
38 served upon the foreign corporation, ~~{association, company or}~~ **limited-**
39 **liability company, limited** partnership , **business trust or municipal**
40 **corporation** may be served upon the resident agent personally or by leaving
41 a true copy thereof with a person of suitable age and discretion at the
42 address shown on the current certificate of acceptance filed with the
43 secretary of state.

1 3. Subsection 2 provides an additional mode and manner of serving
2 process, demand or notice and does not affect the validity of any other
3 service authorized by law.

4 **Sec. 105.** NRS 14.030 is hereby amended to read as follows:

5 14.030 1. If any ~~{such company, association or municipal~~
6 ~~corporation}~~ **artificial person described in NRS 14.020** fails to appoint a
7 resident agent, or fails to file a certificate of acceptance of appointment for
8 30 days after a vacancy occurs in ~~{such}~~ **the** agency, on the production of a
9 certificate of the secretary of state showing either fact, which ~~{certificate}~~ is
10 conclusive evidence of the fact so certified to be made a part of the return
11 of service, the ~~{company, association or municipal corporation}~~ **artificial**
12 **person** may be served with any and all legal process , **or a demand or**
13 **notice described in NRS 14.020**, by delivering a copy to the secretary of
14 state, or, in his absence, to any deputy secretary of state, and such service is
15 valid to all intents and purposes. The copy must:

16 (a) Include a specific citation to the provisions of this section. The
17 secretary of state may refuse to accept such service if the proper citation is
18 not included.

19 (b) Be accompanied by a fee of \$10.

20 The secretary of state shall keep a copy of the legal process received
21 pursuant to this section in his office for at least 1 year after receipt thereof
22 and shall make those records available for public inspection during normal
23 business hours.

24 2. In all cases of such service, the defendant has 40 days, exclusive of
25 the day of service, within which to answer or plead.

26 3. Before such service is authorized, the plaintiff shall make or cause to
27 be made and filed an affidavit setting forth the facts, showing that due
28 diligence has been used to ascertain the whereabouts of the officers of
29 ~~{such company, association or municipal corporation,}~~ **the artificial person**
30 **to be served**, and the facts showing that direct or personal service on, or
31 notice to, ~~{such company, association or municipal corporation}~~ **the**
32 **artificial person** cannot be had.

33 4. If it appears from the affidavit that there is a last known address of
34 ~~{such company, association or municipal corporation,}~~ **the artificial person**
35 or any known officers thereof, the plaintiff shall, in addition to and after
36 such service on the secretary of state, mail or cause to be mailed to ~~{such~~
37 ~~company, association or municipal corporation,}~~ **the artificial person** or to
38 the known officer, at such address, by registered or certified mail, a copy of
39 the summons and a copy of the complaint, and in all such cases the
40 defendant has 40 days after the date of the mailing within which to appear
41 in the action.

42 5. This section provides an additional manner of serving process, and
43 does not affect the validity of any other valid service.

1 **Sec. 106.** NRS 113.070 is hereby amended to read as follows:

2 113.070 1. Except as otherwise provided in subsection ~~[3,]~~ **4**, in a
3 county whose population is 400,000 or more, a seller may not sign a sales
4 agreement with the initial purchaser of a residence unless the seller, at least
5 24 hours before the time of the signing, provides the initial purchaser with a
6 disclosure document that contains:

7 (a) A copy of the most recent gaming enterprise district map that has
8 been made available for public inspection pursuant to NRS 463.309 by the
9 city or town in which the residence is located or, if the residence is not
10 located in a city or town, by the county in which the residence is located;
11 ~~and~~

12 (b) The location of the gaming enterprise district that is nearest to the
13 residence, regardless of the jurisdiction in which the nearest gaming
14 enterprise district is located ~~[-~~

15 ~~The seller shall retain a copy of the disclosure document which has been~~
16 ~~signed by the initial purchaser acknowledging the time and date of receipt~~
17 ~~by the initial purchaser of the original document.] ;~~

18 (c) ***The zoning classifications for the adjoining parcels of land;***

19 (d) ***The designations in the master plan regarding land use, adopted***
20 ***pursuant to chapter 278 of NRS, for the adjoining parcels of land; and***

21 (e) ***A statement with the following language:***

22
23 ***Zoning classifications describe the land uses currently permitted on***
24 ***a parcel of land. Designations in the master plan regarding land use***
25 ***describe the land uses that the governing city or county proposes for***
26 ***a parcel of land. Zoning designations and designations in the***
27 ***master plan regarding land use are established and defined by local***
28 ***ordinances. If the zoning classification for a parcel of land is***
29 ***inconsistent with the designation in the master plan regarding land***
30 ***use for the parcel, the possibility exists that the zoning classification***
31 ***may be changed to be consistent with the designation in the master***
32 ***plan regarding land use for the parcel. Additionally, the local***
33 ***ordinances that establish and define the various zoning***
34 ***classifications and designations in the master plan regarding land***
35 ***use are also subject to change.***

36
37 2. The information contained in the disclosure document required by
38 subsection 1 must:

39 (a) Be updated no less than once every ~~[4]~~ **6** months;

40 (b) Advise the initial purchaser that gaming enterprise districts , ***zoning***
41 ***classifications and designations in the master plan regarding land use*** are
42 subject to change; and

1 (c) Provide the initial purchaser with instructions on how to obtain more
2 current information ~~{-}~~ **regarding gaming enterprise districts, zoning**
3 **classifications and designations in the master plan regarding land use.**

4 3. **The seller shall retain a copy of the disclosure document which**
5 **has been signed by the initial purchaser acknowledging the time and date**
6 **of receipt by the initial purchaser of the original document.**

7 4. The initial purchaser of a residence may waive the 24-hour period
8 required by subsection 1 if the seller provides the initial purchaser with the
9 ~~{information required by subsections 1 and 2}~~ **required disclosure**
10 **document** and the initial purchaser signs a written waiver. The seller shall
11 retain a copy of the written waiver which has been signed by the initial
12 purchaser acknowledging the time and date of receipt by the initial
13 purchaser of the original document.

14 ~~{4. Before the initial purchaser of a residence signs a sales agreement,~~
15 ~~the seller shall, by separate written document, disclose to him the zoning~~
16 ~~designations and the designations in the master plan regarding land use,~~
17 ~~adopted pursuant to chapter 278 of NRS for the adjoining parcels of land.~~
18 ~~If the}~~

19 5. **If a** residence is located within a subdivision, the disclosure must be
20 made regarding all parcels of land adjoining the unit of the subdivision in
21 which the residence is located. If the residence is located on land divided
22 by a parcel map and not located within a subdivision, the disclosure must
23 be made regarding all parcels of land adjoining the parcel map. Such a
24 disclosure must be made regardless of whether the adjoining parcels are
25 owned by the seller. ~~{The seller shall retain a copy of the disclosure~~
26 ~~document which has been signed by the initial purchaser acknowledging the~~
27 ~~date of receipt by the initial purchaser of the original document.~~

28 ~~—5. The information contained in the disclosure document required by~~
29 ~~subsection 4 must:~~

30 ~~—(a) Be updated no less than once every 6 months, if the information is~~
31 ~~available from the local government;~~

32 ~~—(b) Advise the initial purchaser that the master plan and zoning~~
33 ~~ordinances and regulations adopted pursuant to the master plan are subject~~
34 ~~to change; and~~

35 ~~—(c) Provide the initial purchaser with instructions on how to obtain more~~
36 ~~current information.}~~

37 6. As used in this section, “seller” means a person who sells or
38 attempts to sell any land or tract of land in this state which is divided or
39 proposed to be divided over any period into two or more lots, parcels, units
40 or interests, including, but not limited to, undivided interests, which are
41 offered, known, designated or advertised as a common unit by a common
42 name or as a part of a common promotional plan of advertising and sale.

1 **Sec. 107.** NRS 278.590 is hereby amended to read as follows:

2 278.590 1. It is unlawful for any person to contract to sell, to sell or
3 to transfer any subdivision or any part thereof, or land divided pursuant to a
4 parcel map or map of division into large parcels, ~~until the~~ **unless:**

5 **(a)** *The* required map thereof, in full compliance with the appropriate
6 provisions of NRS 278.010 to 278.630, inclusive, and any local ordinance,
7 has been recorded in the office of the recorder of ~~the~~ **each** county in
8 which ~~any portion of~~ the subdivision or land divided is located ~~it~~ ; **or**

9 **(b)** *The person is contractually obligated to record the required map,*
10 *before title is transferred or possession is delivered, whichever is earlier,*
11 *as provided in paragraph (a).*

12 2. A person who violates the provisions of subsection 1 is guilty of a
13 misdemeanor and is liable for a civil penalty of not more than \$300 for
14 each lot or parcel sold or transferred.

15 3. This section does not bar any legal, equitable or summary remedy to
16 which any aggrieved municipality or other political subdivision, or any
17 person, may otherwise be entitled, and any such municipality or other
18 political subdivision or person may file suit in the district court of the
19 county in which any property attempted to be divided or sold in violation of
20 any provision of NRS 278.010 to 278.630, inclusive, is located to restrain
21 or enjoin any attempted or proposed division or transfer in violation of
22 those sections.