

ASSEMBLY BILL NO. 617—COMMITTEE ON JUDICIARY

MARCH 26, 2001

Referred to Committee on Judiciary

SUMMARY—Requires certain persons to be certified to act as resident agents. (BDR 7-15)

FISCAL NOTE: Effect on Local Government: Yes.
Effect on the State: Yes.

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

AN ACT relating to resident agents; revising provisions governing the requirements for appointing a resident agent; creating the state resident agents' board; providing for the powers and duties of the board; establishing requirements for certification as a certified resident agent; providing for the regulation and discipline of such certificate holders; prohibiting certain persons from acting as a resident agent without a certificate; providing a penalty; and providing other matters properly relating thereto.

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

1 **Section 1.** NRS 78.035 is hereby amended to read as follows:

2 78.035 The articles of incorporation must set forth:

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

9 2. The name of the person designated as the corporation's resident
10 agent, the street address of the resident agent where process may be served
11 upon the corporation, ~~and~~ the mailing address of the resident agent if
12 different from the street address ~~+~~ ***and, if the resident agent is a certified***
13 ***resident agent pursuant to sections 59 to 89, inclusive, of this act, the***
14 ***number of his certificate.***

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



1 4. The number, names , and post office box or street addresses, either
2 residence or business, of the first board of directors or trustees, together
3 with any desired provisions relative to the right to change the number of
4 directors as provided in NRS 78.115.
5 5. The name and post office box or street address, either residence or
6 business , of each of the incorporators executing the articles of
7 incorporation.
8 **Sec. 2.** NRS 78.045 is hereby amended to read as follows:
9 78.045 1. The secretary of state shall not accept for filing any articles
10 of incorporation or any certificate of amendment of articles of
11 incorporation of any corporation formed pursuant to the laws of this state
12 which provides that the name of the corporation contains the word "bank"
13 or "trust," unless:
14 (a) It appears from the articles or the certificate of amendment that the
15 corporation proposes to carry on business as a banking or trust company,
16 exclusively or in connection with its business as a bank or savings and loan
17 association; and
18 (b) The articles or certificate of amendment is first approved by the
19 commissioner of financial institutions.
20 2. The secretary of state shall not accept for filing any articles of
21 incorporation or any certificate of amendment of articles of incorporation
22 of any corporation formed pursuant to the provisions of this chapter if it
23 appears from the articles or the certificate of amendment that the business
24 to be carried on by the corporation is subject to supervision by the
25 commissioner of insurance or by the commissioner of financial institutions,
26 unless the articles or certificate of amendment is approved by the
27 commissioner who will supervise the business of the corporation.
28 3. Except as otherwise provided in subsection ~~5.1~~ 6 , the secretary of
29 state shall not accept for filing any articles of incorporation or any
30 certificate or amendment of articles of incorporation of any corporation
31 formed pursuant to the laws of this state if the name of the corporation
32 contains the words "engineer," "engineered," "engineering," "professional
33 engineer" "registered engineer" or "licensed engineer" unless:
34 (a) The state board of professional engineers and land surveyors
35 certifies that the principals of the corporation are licensed to practice
36 engineering pursuant to the laws of this state; or
37 (b) The state board of professional engineers and land surveyors
38 certifies that the corporation is exempt from the prohibitions of NRS
39 625.520.
40 4. The secretary of state shall not accept for filing any articles of
41 incorporation or any certificate of amendment of articles of incorporation
42 of any corporation formed pursuant to the laws of this state which provides
43 that the name of the corporation contains the words "accountant,"
44 "accounting," "accountancy," "auditor" or "auditing" unless the Nevada
45 state board of accountancy certifies that the corporation:
46 (a) Is registered pursuant to the provisions of chapter 628 of NRS; or
47 (b) Has filed with the *Nevada* state board of accountancy under penalty
48 of perjury a written statement that the corporation is not engaged in the



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1 practice of accounting and is not offering to practice accounting in this
2 state.

3 5. *The secretary of state shall not accept for filing any articles of*
4 *incorporation or any certificate of amendment of articles of*
5 *incorporation of any corporation formed pursuant to the laws of this*
6 *state which provides that the name of the corporation contains the words*
7 *"certified resident agent" or the abbreviation "C.R.A." unless the state*
8 *resident agents' board certifies that the corporation is certified as a*
9 *resident agent pursuant to the provisions of sections 59 to 89, inclusive,*
10 *of this act.*

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

15 ~~16-1~~ 7. The commissioner of financial institutions and the
16 commissioner of insurance may approve or disapprove the articles or
17 amendments referred to them pursuant to the provisions of this section.

18 **Sec. 3.** NRS 78.095 is hereby amended to read as follows:

19 78.095 1. Within 30 days after changing the location of his office
20 from one address to another in this state, a resident agent shall execute a
21 certificate setting forth:

22 (a) The names of all the corporations represented by the resident agent;

23 (b) The address at which the resident agent has maintained the
24 registered office for each of such corporations; ~~and~~

25 (c) The new address to which the resident agency will be transferred
26 and at which the resident agent will thereafter maintain the registered
27 office for each of the corporations recited in the certificate ~~and~~; and

28 *(d) If the resident agent is a certified resident agent pursuant to*
29 *sections 59 to 89, inclusive, of this act, the number of his certificate.*

30 2. Upon the filing of the certificate in the office of the secretary of
31 state, the registered office in this state of each of the corporations recited
32 in the certificate is located at the new address of the resident agent thereof
33 as set forth in the certificate.

34 **Sec. 4.** NRS 78.097 is hereby amended to read as follows:

35 78.097 1. A resident agent who desires to resign shall file with the
36 secretary of state a signed statement for each corporation that he is
37 unwilling to continue to act as the agent of the corporation for the service
38 of process. A resignation is not effective until the signed statement is filed
39 with the secretary of state. *A notice from the state resident agents' board*
40 *of the suspension or revocation of the certificate of a resident agent*
41 *pursuant to sections 59 to 89, inclusive, of this act shall be deemed to be*
42 *a signed statement of resignation for the resident agent named in the*
43 *notice and must be filed upon receipt by the secretary of state.*

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



1 *certified resident agent pursuant to sections 59 to 89, inclusive, of this*
2 *act, the certificate of acceptance must contain the number of his*
3 *certificate.*

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

11 4. If a resident agent dies, resigns ~~for removes~~, *moves* from the state
12 ~~or is a certified resident agent whose certificate has been suspended or~~
13 ~~revoked pursuant to sections 59 to 89, inclusive, of this act,~~ the
14 corporation, within 30 days thereafter, shall file with the secretary of state a
15 certificate of acceptance executed by the new resident agent. The
16 certificate must set forth the full name and complete street address of the
17 new resident agent for the service of process, and may have a separate
18 mailing address, such as *a* post office box, which may be different from the
19 street address. *If the new resident agent is a certified resident agent*
20 *pursuant to sections 59 to 89, inclusive, of this act, the certificate of*
21 *acceptance must contain the number of his certificate.*

22 5. A corporation that fails to file a certificate of acceptance executed
23 by the new resident agent within 30 days after the death, resignation, ~~or~~
24 removal, *suspension or revocation* of its former resident agent shall be
25 deemed in default and is subject to the provisions of NRS 78.170 and
26 78.175.

27 **Sec. 5.** NRS 78.110 is hereby amended to read as follows:

28 78.110 1. If a corporation created pursuant to this chapter desires to
29 change its resident agent, the change may be effected by filing with the
30 secretary of state a certificate of change signed by an officer of the
31 corporation which sets forth:

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

35 2. The new resident agent's certificate of acceptance must be a part of
36 or attached to the certificate of change ~~or~~, *and if the new resident agent is*
37 *a certified resident agent pursuant to sections 59 to 89, inclusive, of this*
38 *act, the certificate of acceptance must contain the certificate number of*
39 *the new resident agent.*

40 3. A change authorized by this section becomes effective upon the
41 filing of the certificate of change.

42 **Sec. 6.** NRS 78.403 is hereby amended to read as follows:

43 78.403 1. A corporation may restate, or amend and restate, in a
44 single certificate the entire text of its articles of incorporation as amended
45 by filing with the secretary of state a certificate entitled "Restated Articles
46 of Incorporation of" which must set forth the articles as
47 amended to the date of the certificate. If the certificate alters or amends the
48 articles in any manner, it must comply with the provisions of this chapter
49 governing such amendments and must be accompanied by:



- 1 (a) A resolution; or
2 (b) A form prescribed by the secretary of state,
3 setting forth which provisions of the articles of incorporation on file with
4 the secretary of state are being altered or amended.

5 2. If the certificate does not alter or amend the articles, it must be
6 signed by the president or vice president and the secretary or assistant
7 secretary of the corporation and state that they have been authorized to
8 execute the certificate by resolution of the board of directors adopted on
9 the date stated, and that the certificate correctly sets forth the text of the
10 articles of incorporation as amended to the date of the certificate.

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

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

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

16 (c) The name , ~~and~~ address *and, if the resident agent is a certified*
17 *resident agent pursuant to sections 59 to 89, inclusive, of this act, the*
18 *number of the certificate* of the resident agent.

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

25 **Sec. 7.** NRS 78.730 is hereby amended to read as follows:

26 78.730 1. Any corporation which did exist or is existing under the
27 laws of this state may, upon complying with the provisions of NRS 78.180,
28 procure a renewal or revival of its charter for any period, together with all
29 the rights, franchises, privileges and immunities, and subject to all its
30 existing and preexisting debts, duties and liabilities secured or imposed by
31 its original charter and amendments thereto, or existing charter, by filing:

32 (a) A certificate with the secretary of state, which must set forth:

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

36 (2) The name of the person designated as the resident agent of the
37 corporation, his street address for the service of process, ~~and~~ his mailing
38 address if different from his street address ~~+~~ *and, if the resident agent is a*
39 *certified resident agent pursuant to sections 59 to 89, inclusive, of this*
40 *act, the number of his certificate.*

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

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

46 (5) That the corporation desiring to renew or revive its charter is, or
47 has been, organized and carrying on the business authorized by its existing
48 or original charter and amendments thereto, and desires to renew or



1 continue through revival its existence pursuant to and subject to the
2 provisions of this chapter.

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

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

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

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

23 **Sec. 8.** NRS 78.795 is hereby amended to read as follows:

24 78.795 1. Any natural person or corporation residing or located in
25 this state may, on or after January 1 of any year but before January 31 of
26 that year, register his willingness to serve as the resident agent of a
27 domestic or foreign corporation, limited-liability company or limited
28 partnership with the secretary of state. The registration must ~~be~~ :

29 (a) *Be* accompanied by a fee of \$250 per office location of the resident
30 agent ~~to~~ ; and

31 (b) *Include the number of the certificate of a natural person or*
32 *corporation that is certified as a resident agent pursuant to the provisions*
33 *of sections 59 to 89, inclusive, of this act, if applicable.*

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

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

38 80.010 1. Before commencing or doing any business in this state,
39 each corporation organized pursuant to the laws of another state, territory,
40 the District of Columbia, a possession of the United States or a foreign
41 country, that enters this state to do business must:

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

43 (1) A certificate of corporate existence issued not more than 90 days
44 before the date of filing by an authorized officer of the jurisdiction of its
45 incorporation setting forth the filing of documents and instruments related
46 to the articles of incorporation, or the governmental acts or other
47 instrument or authority by which the corporation was created. If the
48 certificate is in a language other than English, a translation, together with



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1 the oath of the translator and his attestation of its accuracy, must be
2 attached to the certificate.

3 (2) A certificate of acceptance of appointment executed by its
4 resident agent, who must be a resident or located in this state. The
5 certificate must set forth the name of the resident agent, his street address
6 for the service of process, ~~and~~ his mailing address if different from his
7 street address ~~+~~ *and, if the resident agent is a certified resident agent*
8 *pursuant to sections 59 to 89, inclusive, of this act, the number of his*
9 *certificate.* The street address of the resident agent is the registered office
10 of the corporation in this state.

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

13 (I) A general description of the purposes of the corporation; and
14 (II) The authorized stock of the corporation and the number and
15 par value of shares having par value and the number of shares having no
16 par value.

17 (b) Lodge in the office of the secretary of state a copy of the document
18 most recently filed by the corporation in the jurisdiction of its
19 incorporation setting forth the authorized stock of the corporation, the
20 number of par-value shares and their par value, and the number of no-par-
21 value shares.

22 2. The secretary of state shall not file the documents required by
23 subsection 1 for any foreign corporation whose name is not distinguishable
24 on the records of the secretary of state from the names of all other artificial
25 persons formed, organized, registered or qualified pursuant to the
26 provisions of this Title that are on file in the office of the secretary of state
27 and all names that are reserved in the office of the secretary of state
28 pursuant to the provisions of this Title, unless the written, acknowledged
29 consent of the holder of the name on file or reserved name to use the same
30 name or the requested similar name accompanies the articles of
31 incorporation.

32 3. The secretary of state shall not accept for filing the documents
33 required by subsection 1 or NRS 80.110 for any foreign corporation if the
34 name of the corporation contains the words "engineer," "engineered,"
35 "engineering," "professional engineer," "registered engineer" or "licensed
36 engineer" unless the state board of professional engineers and land
37 surveyors certifies that:

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

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

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

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

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



1 5. The secretary of state shall not accept for filing the documents
2 required by subsection 1 or NRS 80.110 for any foreign corporation if the
3 name of the corporation contains the words "accountant," "accounting,"
4 "accountancy," "auditor" or "auditing" unless the Nevada state board of
5 accountancy certifies that the foreign corporation:
6 (a) Is registered pursuant to the provisions of chapter 628 of NRS; or
7 (b) Has filed with the *Nevada* state board of accountancy under penalty
8 of perjury a written statement that the foreign corporation is not engaged in
9 the practice of accounting and is not offering to practice accounting in this
10 state.
11 6. *The secretary of state shall not accept for filing the documents*
12 *required by subsection 1 or NRS 80.110 for any foreign corporation if:*
13 (a) *It appears from the documents that the business to be carried on*
14 *by the corporation is subject to regulation by the state resident agents'*
15 *board, unless the board certifies that the corporation has obtained the*
16 *certification required pursuant to sections 59 to 89, inclusive, of this act;*
17 *or*
18 (b) *The name of the corporation contains the word "certified resident*
19 *agent" or the abbreviation "C.R.A." unless the state resident agents'*
20 *board certifies that the foreign corporation is certified pursuant to the*
21 *provisions of sections 59 to 89, inclusive, of this act.*
22 7. The secretary of state may adopt regulations that interpret the
23 requirements of this section.
24 **Sec. 10.** NRS 80.070 is hereby amended to read as follows:
25 80.070 1. A foreign corporation may change its resident agent by
26 filing with the secretary of state:
27 (a) A certificate of change, signed by an officer of the corporation,
28 setting forth:
29 (1) The name of the corporation;
30 (2) The name and street address of the present resident agent; and
31 (3) The name and street address of the new resident agent; and
32 (b) A certificate of acceptance executed by the new resident agent,
33 which must be a part of or attached to the certificate of change **+**, *and if*
34 *the new resident agent is a certified resident agent pursuant to sections*
35 *59 to 89, inclusive, of this act, the certificate of acceptance must contain*
36 *the certificate number of the new resident agent.*
37 The change authorized by this subsection becomes effective upon the filing
38 of the certificate of change.
39 2. A person who has been designated by a foreign corporation as
40 resident agent may file with the secretary of state a signed statement that he
41 is unwilling to continue to act as the agent of the corporation for the service
42 of process. *A notice from the state resident agents' board of the*
43 *suspension or revocation of the certificate of a resident agent pursuant to*
44 *sections 59 to 89, inclusive, of this act shall be deemed to be a signed*
45 *statement of resignation for the resident agent named in the notice and*
46 *must be filed upon receipt by the secretary of state.*
47 3. Upon the filing of the statement of resignation with the secretary of
48 state, the capacity of the resigning person as resident agent terminates. If
49 the statement of resignation is not accompanied by a statement of the



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

5 4. If a resident agent dies, resigns, ~~or~~ moves from the state ~~or is a~~
6 *certified resident agent whose certificate has been suspended or revoked*
7 *pursuant to sections 59 to 89, inclusive, of this act*, the corporation, within
8 30 days thereafter, shall file with the secretary of state a certificate of
9 acceptance executed by the new resident agent. The certificate must set
10 forth the name of the new resident agent, his street address for the service
11 of process ~~and~~ and his mailing address if different from his street address. *If*
12 *the new resident agent is a certified resident agent pursuant to sections*
13 *59 to 89, inclusive, of this act, the certificate of acceptance must contain*
14 *the number of his certificate.*

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

19 **Sec. 11.** NRS 81.040 is hereby amended to read as follows:

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

23 1. The name of the corporation.
24 2. The purpose for which it is formed.
25 3. The name of the person designated as the resident agent, the street
26 address for the service of process, ~~and~~ the mailing address if different
27 from the street address ~~and~~ *and, if the resident agent is a certified resident*
28 *agent pursuant to sections 59 to 89, inclusive, of this act, the number of*
29 *his certificate.*

30 4. The term for which it is to exist, which may be perpetual.

31 5. If formed with stock, the amount of its stock and the number and par
32 value, if any, and the shares into which it is divided, and the amount of
33 common and of preferred stock that may be issued with the preferences,
34 privileges, voting rights, restrictions and qualifications pertaining thereto.

35 6. The names and addresses of those selected to act as directors, not
36 less than three, for the first year or until their successors have been elected
37 and have accepted office.

38 7. Whether the property rights and interest of each member are equal
39 or unequal, and if unequal, the articles must set forth a general rule
40 applicable to all members by which the property rights and interests of
41 each member may be determined, but the corporation may admit new
42 members who may vote and share in the property of the corporation with
43 the old members, in accordance with the general rule.

44 8. The name and post office box or street address, either residence or
45 business, of each of the incorporators executing the articles of
46 incorporation.

47 **Sec. 12.** NRS 81.060 is hereby amended to read as follows:

48 81.060 1. The articles of incorporation must be:



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1 (a) Subscribed by three or more of the original members, a majority of
2 whom must be residents of this state.

3 (b) Filed, together with a certificate of acceptance of appointment
4 executed by the resident agent of the corporation, in the office of the
5 secretary of state in all respects in the same manner as other articles of
6 incorporation are filed. *If the resident agent is a certified resident agent*
7 *pursuant to sections 59 to 89, inclusive, of this act, the certificate of*
8 *acceptance must contain the number of his certificate.*

9 2. If a corporation formed under NRS 81.010 to 81.160, inclusive, is
10 authorized to issue stock, there must be paid to the secretary of state for
11 filing the articles of incorporation the fee applicable to the amount of
12 authorized stock of the corporation which the secretary of state is required
13 by law to collect upon the filing of articles of incorporation which
14 authorize the issuance of stock.

15 3. The secretary of state shall issue to the corporation over the great
16 seal of the state a certificate that a copy of the articles containing the
17 required statements of facts has been filed in his office.

18 4. Upon the issuance of the certificate by the secretary of state, the
19 persons signing the articles and their associates and successors are a body
20 politic and corporate. When so filed, the articles of incorporation or
21 certified copies thereof must be received in all the courts of this state, and
22 other places, as prima facie evidence of the facts contained therein.

23 **Sec. 13.** NRS 81.200 is hereby amended to read as follows:

24 81.200 1. Every association formed under NRS 81.170 to 81.270,
25 inclusive, shall prepare articles of association in writing, setting forth:

26 (a) The name of the association.

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

28 (c) The name of the person designated as the resident agent, the street
29 address for service of process, ~~and~~ the mailing address if different from
30 the street address ~~+~~ *and, if the resident agent is a certified resident agent*
31 *pursuant to sections 59 to 89, inclusive, of this act, the number of his*
32 *certificate.*

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

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

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

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

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

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

44 3. The articles so subscribed must be filed, together with a certificate
45 of acceptance of appointment executed by the resident agent for the
46 association, in the office of the secretary of state, who shall furnish a
47 certified copy thereof. From the time of the filing in the office of the
48 secretary of state, the association may exercise all the powers for which it
49 was formed.



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1 **Sec. 14.** NRS 81.440 is hereby amended to read as follows:
2 81.440 Each corporation formed under NRS 81.410 to 81.540,
3 inclusive, shall prepare and file articles of incorporation in writing, setting
4 forth:
5 1. The name of the corporation.
6 2. The purpose for which it is formed.
7 3. The name of the person designated as the resident agent, the street
8 address for service of process, ~~and~~ the mailing address if different from
9 the street address ~~+~~ *and, if the resident agent is a certified resident agent*
10 *pursuant to sections 59 to 89, inclusive, of this act, the number of his*
11 *certificate.*
12 4. The term for which it is to exist, which may be perpetual.
13 5. The number of directors thereof, which must be not less than three
14 and which may be any number in excess thereof, and the names and
15 residences of those selected for the first year and until their successors have
16 been elected and have accepted office.
17 6. Whether the voting power and the property rights and interest of
18 each member are equal or unequal, and if unequal, the articles must set
19 forth a general rule applicable to all members by which the voting power
20 and the property rights and interests of each member may be determined,
21 but the corporation may admit new members who may vote and share in
22 the property of the corporation with the old members, in accordance with
23 the general rule.
24 7. The name and post office box or street address, either residence or
25 business, of each of the incorporators executing the articles of
26 incorporation.
27 **Sec. 15.** NRS 81.450 is hereby amended to read as follows:
28 81.450 1. The articles of incorporation must be:
29 (a) Subscribed by three or more of the original members, a majority of
30 whom must be residents of this state.
31 (b) Filed, together with a certificate of acceptance of appointment
32 executed by the resident agent for the corporation, in the office of the
33 secretary of state in all respects in the same manner as other articles of
34 incorporation are filed. *If the resident agent is a certified resident agent*
35 *pursuant to sections 59 to 89, inclusive, of this act, the certificate of*
36 *acceptance must contain the number of his certificate.*
37 2. The secretary of state shall issue to the corporation over the great
38 seal of the state a certificate that a copy of the articles containing the
39 required statements of facts has been filed in his office.
40 3. Upon the issuance of the certificate by the secretary of state, the
41 persons signing the articles and their associates and successors are a body
42 politic and corporate. When so filed, the articles of incorporation or
43 certified copies thereof must be received in all the courts of this state, and
44 other places, as prima facie evidence of the facts contained therein.
45 **Sec. 16.** NRS 82.063 is hereby amended to read as follows:
46 82.063 1. The board of directors of a corporation without shares of
47 stock which was organized before October 1, 1991, pursuant to any
48 provision of chapter 81 of NRS or a predecessor statute and whose
49 permissible term of existence as stated in the articles of incorporation has



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1 expired may, within 10 years after the date of the expiration of its
2 existence, elect to revive its charter and accept this chapter by adopting a
3 resolution reviving the expired charter and adopting new articles of
4 incorporation conforming to this chapter and any other statutes pursuant to
5 which the corporation may have been organized. The new articles of
6 incorporation need not contain the names, addresses, signatures or
7 acknowledgments of the incorporators.

8 2. A certificate of election to accept this chapter pursuant to this
9 section must be signed by the president or a vice president and must set
10 forth:

11 (a) The name of the corporation.

12 (b) A statement by the corporation that it has elected to accept this
13 chapter and adopt new articles of incorporation conforming to the
14 provisions of this chapter and any other statutes pursuant to which the
15 corporation may have been organized.

16 (c) A statement by the corporation that since the expiration of its charter
17 it has remained organized and continued to carry on the activities for which
18 it was formed and authorized by its original articles of incorporation and
19 amendments thereto, and desires to continue through revival its existence
20 pursuant to and subject to the provisions of this chapter.

21 (d) A statement that the attached copy of the articles of incorporation of
22 the corporation are the new articles of incorporation of the corporation.

23 (e) A statement setting forth the date of the meeting of the board of
24 directors at which the election to accept and adopt was made, that a
25 quorum was present at the meeting and that the acceptance and adoption
26 were authorized by a majority vote of the directors present at the meeting.

27 3. The certificate so signed and a certificate of acceptance of
28 appointment executed by the resident agent of the corporation must be filed
29 in the office of the secretary of state. *If the resident agent is a certified*
30 *resident agent pursuant to sections 59 to 89, inclusive, of this act, the*
31 *certificate of acceptance must contain the number of his certificate.*

32 4. The new articles of incorporation become effective on the date of
33 filing the certificate. The corporation's existence continues from the date of
34 expiration of the original term, with all the corporation's rights, franchises,
35 privileges and immunities, and *is* subject to all its existing and preexisting
36 debts, duties and liabilities.

37 **Sec. 17.** NRS 82.081 is hereby amended to read as follows:

38 82.081 1. One or more natural persons may associate to establish a
39 corporation no part of the income or profit of which is distributable to its
40 members, directors or officers, except as otherwise provided in this
41 chapter, for the transaction of any lawful business, or to promote or
42 conduct any legitimate object or purpose, pursuant and subject to the
43 requirements of this chapter, by:

44 (a) Executing and filing in the office of the secretary of state articles of
45 incorporation; and

46 (b) Filing a certificate of acceptance of appointment, executed by the
47 resident agent of the corporation, in the office of the secretary of state. *If*
48 *the new resident agent is a certified resident agent pursuant to sections*



1 *59 to 89, inclusive, of this act, the certificate of acceptance must contain*
2 *the number of his certificate.*

3 2. The secretary of state shall require articles of incorporation to be in
4 the form prescribed by NRS 82.086. If any articles are defective in this
5 respect, the secretary of state shall return them for correction.

6 **Sec. 18.** NRS 82.086 is hereby amended to read as follows:

7 82.086 The articles of incorporation must set forth:

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

14 2. The name of the person designated as the corporation's resident
15 agent, his street address where he maintains an office for service of
16 process, ~~and~~ his mailing address if different from the street address ~~+~~
17 *and, if the resident agent is a certified resident agent pursuant to sections*
18 *59 to 89, inclusive, of this act, the number of his certificate.*

19 3. That the corporation is a nonprofit corporation.

20 4. The nature of the business, or objects or purposes proposed to be
21 transacted, promoted or carried on by the corporation. It is sufficient to
22 state, either alone or with other purposes, that the corporation may engage
23 in any lawful activity, subject to expressed limitations, if any. Such a
24 statement makes all lawful activities within the objects or purposes of the
25 corporation.

26 5. The number, names, and post office box or street addresses,
27 residence or business, of the first board of directors or trustees, together
28 with any desired provisions relative to the right to change the number of
29 directors.

30 6. The names and post office box or street address, residence or
31 business, of each of the incorporators signing the articles of incorporation.

32 **Sec. 19.** NRS 82.106 is hereby amended to read as follows:

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

39 2. The secretary of state shall not accept for filing any articles of
40 incorporation or any certificate of amendment of articles of incorporation
41 of any corporation formed or existing ~~under~~ *pursuant to* this chapter
42 when it appears from the articles or the certificate of amendment that the
43 business to be carried on by the corporation is subject to supervision by the
44 commissioner of insurance.

45 3. The secretary of state shall not accept for filing pursuant to this
46 chapter any articles of incorporation or any certificate of amendment of
47 articles of incorporation of any corporation formed or existing pursuant to
48 this chapter if the name of the corporation contains the words "accountant,"
49 "accounting," "accountancy," "auditor" or "auditing."



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1 4. *The secretary of state shall not accept for filing pursuant to this*
2 *chapter any articles of incorporation or any certificate of amendment of*
3 *articles of incorporation of any corporation formed or existing pursuant*
4 *to this chapter if the name of the corporation contains the words*
5 *"certified resident agent" or the abbreviation "C.R.A."*

6 **Sec. 20.** NRS 82.371 is hereby amended to read as follows:

7 82.371 1. A corporation may restate, or amend and restate, in a
8 single certificate the entire text of its articles as amended by filing with the
9 secretary of state a certificate entitled "Restated Articles of Incorporation
10 of,," which must set forth the articles as amended to the
11 date of the certificate. If the certificate alters or amends the articles in any
12 manner, it must comply with the provisions of this chapter governing such
13 amendments and must be accompanied by:

14 (a) A resolution; or

15 (b) A form prescribed by the secretary of state,
16 setting forth which provisions of the articles of incorporation on file with
17 the secretary of state are being altered or amended.

18 2. If the certificate does not alter or amend the articles, it must be
19 signed by the chairman of the board or the president or vice president, and
20 the secretary or assistant secretary, of the corporation and must state that
21 they have been authorized to execute the certificate by resolution of the
22 board of directors adopted on the date stated, and that the certificate
23 correctly sets forth the text of the articles as amended to the date of the
24 certificate.

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

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

28 (b) The names and addresses of the members of the past and present
29 board of directors; and

30 (c) The name , ~~and~~ address *and, if the resident agent is a certified*
31 *resident agent pursuant to sections 59 to 89, inclusive, of this act, the*
32 *number of the certificate* of the resident agent.

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

39 **Sec. 21.** NRS 82.546 is hereby amended to read as follows:

40 82.546 1. Any corporation which did exist or is existing pursuant to
41 the laws of this state may, upon complying with the provisions of NRS
42 78.150 and 82.193, procure a renewal or revival of its charter for any
43 period, together with all the rights, franchises, privileges and immunities,
44 and subject to all its existing and preexisting debts, duties and liabilities
45 secured or imposed by its original charter and amendments thereto, or its
46 existing charter, by filing:

47 (a) A certificate with the secretary of state, which must set forth:



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

(2) The name and street address of the resident agent of the filing corporation, ~~and~~ his mailing address if different from his street address ~~and~~ *and, if the resident agent is a certified resident agent pursuant to sections 59 to 89, inclusive, of this act, the number of his certificate.*

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

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

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

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

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

3. A corporation seeking to revive its original or amended charter shall cause the certificate to be signed by its president or vice president and secretary or assistant secretary. The execution and filing of the certificate must be approved unanimously by the last-appointed surviving directors of the corporation and must contain a recital that unanimous consent was secured. The corporation shall pay to the secretary of state the fee required to establish a new corporation pursuant to the provisions of this chapter.

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

Sec. 22. NRS 84.020 is hereby amended to read as follows:

84.020 An archbishop, bishop, president, trustee in trust, president of stake, president of congregation, overseer, presiding elder, district superintendent, other presiding officer or clergyman of a church or religious society or denomination, who has been chosen, elected or appointed in conformity with the constitution, canons, rites, regulations or discipline of the church or religious society or denomination, and in whom is vested the legal title to property held for the purposes, use or benefit of the church or religious society or denomination, may make and subscribe written articles of incorporation, in duplicate, and file one copy of the articles, together with a certificate of acceptance of appointment executed by the resident agent of the corporation, in the office of the secretary of state and retain possession of the other. *If the resident agent is a certified resident agent pursuant to sections 59 to 89, inclusive, of this act, the certificate of acceptance must contain the number of his certificate.*



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1 **Sec. 23.** NRS 84.030 is hereby amended to read as follows:

2 84.030 The articles of incorporation must specify:

3 1. The name of the corporation, which must be the name of the person
4 making and subscribing the articles and the title of his office in the church
5 or religious society, naming it if desired, and followed by the words "and
6 his successors, a corporation sole," or the title of his office in the church or
7 religious society, naming it if desired, and followed by the words "and his
8 successors, a corporation sole."

9 2. The object of the corporation.

10 3. The title of the person making the articles, and the manner in which
11 any vacancy occurring in the incumbency of an archbishop, bishop,
12 president, trustee in trust, president of stake, president of congregation,
13 overseer, presiding elder, district superintendent, other presiding officer or
14 clergyman is required by the rules, regulations or discipline of such church,
15 society or denomination to be filled.

16 4. The name of the natural person or corporation designated as the
17 corporation's resident agent, the street address for the service of process,
18 ~~and~~ the mailing address if different from the street address ~~+~~ *and, if the*
19 *resident agent is a certified resident agent pursuant to sections 59 to 89,*
20 *inclusive, of this act, the number of his certificate.*

21 **Sec. 24.** NRS 84.110 is hereby amended to read as follows:

22 84.110 1. Every corporation sole must have a resident agent in the
23 manner provided in NRS 78.090 and 78.095, subsections 1 to 4, inclusive,
24 of NRS 78.097 and NRS 78.110. The resident agent shall comply with the
25 provisions of those sections.

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

31 3. No corporation sole may be required to file an annual list of
32 officers, directors and designation of resident agent.

33 **Sec. 25.** NRS 84.120 is hereby amended to read as follows:

34 84.120 1. A resident agent who wishes to resign shall file with the
35 secretary of state a signed statement for each corporation sole that he is
36 unwilling to continue to act as the agent of the corporation for the service
37 of process. A resignation is not effective until the signed statement is filed
38 with the secretary of state. *A notice from the state resident agents' board*
39 *of the suspension or revocation of the certificate of a resident agent*
40 *pursuant to sections 59 to 89, inclusive, of this act shall be deemed to be*
41 *a signed statement of resignation for the resident agent named in the*
42 *notice and must be filed upon receipt by the secretary of state.*

43 2. The statement of resignation may contain a statement of the affected
44 corporation sole appointing a successor resident agent for that corporation.
45 A certificate of acceptance executed by the new resident agent, stating the
46 full name, complete street address and, if different from the street address,
47 mailing address of the new resident agent, must accompany the statement
48 appointing a successor resident agent. *If the new resident agent is a*
49 *certified resident agent pursuant to sections 59 to 89, inclusive, of this*



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1 *act, the certificate of acceptance must contain the number of his*
2 *certificate.*

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

10 4. If a resident agent dies, resigns ~~for removes~~, *moves* from the state
11 ~~or is a certified resident agent whose certificate has been suspended or~~
12 ~~revoked pursuant to sections 59 to 89, inclusive, of this act,~~ the
13 corporation sole, within 30 days thereafter, shall file with the secretary of
14 state a certificate of acceptance executed by the new resident agent. The
15 certificate must set forth the full name and complete street address of the
16 new resident agent for the service of process, and may have a separate
17 mailing address, such as a post office box, which may be different from the
18 street address. *If the new resident agent is a certified resident agent*
19 *pursuant to sections 59 to 89, inclusive, of this act, the certificate of*
20 *acceptance must contain the number of his certificate.*

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

26 **Sec. 26.** NRS 84.150 is hereby amended to read as follows:

27 84.150 1. Except as otherwise provided in subsections 3 and 4, the
28 secretary of state shall reinstate any corporation sole which has forfeited its
29 right to transact business under the provisions of this chapter and restore
30 the right to carry on business in this state and exercise its corporate
31 privileges and immunities, if it:

32 (a) Files with the secretary of state a certificate of acceptance of
33 appointment executed by the resident agent of the corporation ~~or~~ *that must*
34 *contain the number of the certificate of the resident agent if the resident*
35 *agent is a certified resident agent pursuant to sections 59 to 89, inclusive,*
36 *of this act;* and

37 (b) Pays to the secretary of state:

38 (1) The filing fees and penalties set forth in this chapter for each year
39 or portion thereof during which its charter has been revoked; and

40 (2) A fee of \$25 for reinstatement.

41 2. When the secretary of state reinstates the corporation to its former
42 rights, he shall:

43 (a) Immediately issue and deliver to the corporation a certificate of
44 reinstatement authorizing it to transact business, as if the fees had been
45 paid when due; and

46 (b) Upon demand, issue to the corporation a certified copy of the
47 certificate of reinstatement.



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

4 4. If a corporate charter has been revoked pursuant to the provisions of
5 this chapter and has remained revoked for 10 consecutive years, the charter
6 must not be reinstated.

7 **Sec. 27.** NRS 86.151 is hereby amended to read as follows:

8 86.151 1. One or more persons may form a limited-liability company
9 by:

10 (a) Executing and filing with the secretary of state articles of
11 organization for the company; and

12 (b) Filing with the secretary of state a certificate of acceptance of
13 appointment, executed by the resident agent of the company. *If the*
14 *resident agent is a certified resident agent pursuant to sections 59 to 89,*
15 *inclusive, of this act, the certificate of acceptance must contain the*
16 *number of his certificate.*

17 2. Upon the filing of the articles of organization and the certificate of
18 acceptance with the secretary of state, and the payment to him of the
19 required filing fees, the secretary of state shall issue to the company a
20 certificate that the articles, containing the required statement of facts, have
21 been filed.

22 3. A signer of the articles of organization or a manager designated in
23 the articles does not thereby become a member of the company. At all
24 times after commencement of business by the company, the company must
25 have one or more members. The filing of the articles does not, by itself,
26 constitute commencement of business by the company.

27 **Sec. 28.** NRS 86.161 is hereby amended to read as follows:

28 86.161 1. The articles of organization must set forth:

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

30 (b) The name and complete street address of its resident agent, ~~and~~ the
31 mailing address of the resident agent if different from the street address ~~+~~
32 *and, if the resident agent is a certified resident agent pursuant to sections*
33 *59 to 89, inclusive, of this act, the number of his certificate;*

34 (c) The name and post office or street address, either residence or
35 business, of each of the organizers executing the articles; and

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

37 (1) One or more managers, the name and post office or street address,
38 either residence or business, of each manager; or

39 (2) The members, the name and post office or street address, either
40 residence or business, of each member.

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

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

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

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



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1 **Sec. 29.** NRS 86.231 is hereby amended to read as follows:
2 86.231 1. Except during any period of vacancy described in NRS
3 86.251, a limited-liability company shall have a resident agent who must
4 have a street address for the service of process. The street address of the
5 resident agent is the registered office of the limited-liability company in
6 this state.

7 2. Within 30 days after changing the location of his office from one
8 address to another in this state, a resident agent shall file a certificate with
9 the secretary of state setting forth the names of the limited-liability
10 companies represented by him, the address at which he has maintained the
11 office for each of the limited-liability companies, ~~and~~ the new address to
12 which the office is transferred ~~+~~ *and, if the resident agent is a certified*
13 *resident agent pursuant to sections 59 to 89, inclusive, of this act, the*
14 *number of his certificate.*

15 **Sec. 30.** NRS 86.235 is hereby amended to read as follows:
16 86.235 1. If a limited-liability company formed pursuant to this
17 chapter desires to change its resident agent, the change may be effected by
18 filing with the secretary of state a certificate of change signed by a
19 manager of the company or, if management is not vested in a manager, by
20 a member, that sets forth:

21 (a) The name of the limited-liability company;
22 (b) The name and street address of its present resident agent; and
23 (c) The name and street address of the new resident agent.
24 2. The new resident agent's certificate of acceptance must be a part of
25 or attached to the certificate of change ~~+~~ *and, if the new resident agent is*
26 *a certified resident agent pursuant to sections 59 to 89, inclusive, of this*
27 *act, the certificate of acceptance must contain the certificate number of*
28 *the new resident agent.*

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

31 **Sec. 31.** NRS 86.251 is hereby amended to read as follows:
32 86.251 1. A resident agent who desires to resign shall file with the
33 secretary of state a signed statement for each limited-liability company that
34 he is unwilling to continue to act as the agent of the limited-liability
35 company for the service of process. A resignation is not effective until the
36 signed statement is filed with the secretary of state. *A notice from the state*
37 *resident agents' board of the suspension or revocation of the certificate*
38 *of a resident agent pursuant to sections 59 to 89, inclusive, of this act*
39 *shall be deemed to be a signed statement of resignation for the resident*
40 *agent named in the notice and must be filed upon receipt by the secretary*
41 *of state.*

42 2. The statement of resignation may contain a statement of the affected
43 limited-liability company appointing a successor resident agent for that
44 limited-liability company, giving the agent's full name, street address for
45 the service of process ~~+~~ and mailing address if different from the street
46 address. A certificate of acceptance executed by the new resident agent
47 must accompany the statement appointing a successor resident agent. *If the*
48 *new resident agent is a certified resident agent pursuant to sections 59 to*



1 *89, inclusive, of this act, the certificate of acceptance must contain the*
2 *number of his certificate.*

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

11 4. If a resident agent dies, resigns, ~~or~~ moves from the state ~~or is a~~
12 *certified resident agent whose certificate has been suspended or revoked*
13 *pursuant to sections 59 to 89, inclusive, of this act*, the limited-liability
14 company, within 30 days thereafter, shall file with the secretary of state a
15 certificate of acceptance executed by the new resident agent. The
16 certificate must set forth the name, complete street address, ~~and~~ mailing
17 address ~~if~~ if different from the street address ~~and, if the new resident~~
18 *agent is a certified resident agent pursuant to sections 59 to 89, inclusive,*
19 *of this act, the number of the certificate* of the new resident agent.

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

25 **Sec. 32.** NRS 86.580 is hereby amended to read as follows:

26 86.580 1. A limited-liability company which did exist or is existing
27 under the laws of this state may, upon complying with the provisions of
28 NRS 86.276, procure a renewal or revival of its charter for any period,
29 together with all the rights, franchises, privileges and immunities, and
30 subject to all its existing and preexisting debts, duties and liabilities
31 secured or imposed by its original charter and amendments thereto, or
32 existing charter, by filing:

33 (a) A certificate with the secretary of state, which must set forth:

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

37 (2) The name of the person designated as the resident agent of the
38 limited-liability company, his street address for the service of process,
39 ~~and~~ his mailing address if different from his street address ~~and, if the~~
40 *resident agent is a certified resident agent pursuant to sections 59 to 89,*
41 *inclusive, of this act, the number of his certificate.*

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

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

47 (5) That the limited-liability company desiring to renew or revive its
48 charter is, or has been, organized and carrying on the business authorized
49 by its existing or original charter and amendments thereto, and desires to



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1 renew or continue through revival its existence pursuant to and subject to
2 the provisions of this chapter.

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

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

10 3. A limited-liability company seeking to revive its original or
11 amended charter shall cause the certificate to be signed by a person or
12 persons designated or appointed by the members. The execution and filing
13 of the certificate must be approved by the written consent of a majority of
14 the members and must contain a recital that this consent was secured. The
15 limited-liability company shall pay to the secretary of state the fee required
16 to establish a new limited-liability company pursuant to the provisions of
17 this chapter.

18 4. The filed certificate, or a copy thereof which has been certified
19 under the hand and seal of the secretary of state, must be received in all
20 courts and places as prima facie evidence of the facts therein stated and of
21 the existence of the limited-liability company therein named.

22 **Sec. 33.** NRS 87.440 is hereby amended to read as follows:

23 87.440 1. To become a registered limited-liability partnership, a
24 partnership shall file with the secretary of state a certificate of registration
25 stating each of the following:

26 (a) The name of the partnership.

27 (b) The street address of its principal office.

28 (c) The name of the person designated as the partnership's resident
29 agent, the street address of the resident agent where process may be served
30 upon the partnership, ~~and~~ the mailing address of the resident agent if it is
31 different than his street address ~~+~~ *and, if the resident agent is a certified*
32 *resident agent pursuant to sections 59 to 89, inclusive, of this act, the*
33 *number of his certificate.*

34 (d) The name and business address of each managing partner in this
35 state.

36 (e) A brief statement of the professional service rendered by the
37 partnership.

38 (f) That the partnership thereafter will be a registered limited-liability
39 partnership.

40 (g) Any other information that the partnership wishes to include.

41 2. The certificate of registration must be executed by a majority in
42 interest of the partners or by one or more partners authorized to execute
43 such a certificate.

44 3. The certificate of registration must be accompanied by a fee of
45 \$125.

46 4. The secretary of state shall register as a registered limited-liability
47 partnership any partnership that submits a completed certificate of
48 registration with the required fee.



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1 5. The registration of a registered limited-liability partnership is
2 effective at the time of the filing of the certificate of registration.

3 **Sec. 34.** NRS 87.480 is hereby amended to read as follows:

4 87.480 1. Except during the period described in subsection 3, a
5 registered limited-liability partnership must have a resident agent who
6 resides or is located in this state. A resident agent must have a street
7 address for the service of process that is the principal office of the
8 registered limited-liability company in this state, and may have a separate
9 mailing address that is different from his street address.

10 2. A resident agent for a registered limited-liability partnership shall
11 file a certificate of acceptance with the secretary of state. *If the resident
12 agent is a certified resident agent pursuant to sections 59 to 89, inclusive,
13 of this act, the certificate of acceptance must contain the number of his
14 certificate.*

15 3. A resident agent shall, within 30 days after changing the location of
16 his office from one address to another address in this state, file a certificate
17 with the secretary of state that sets forth the names of the registered
18 limited-liability partnerships represented by the agent , ~~and~~ the new
19 address of his office ~~+~~ *and, if the resident agent is a certified resident
20 agent pursuant to sections 59 to 89, inclusive, of this act, the number of
21 his certificate.*

22 **Sec. 35.** NRS 87.490 is hereby amended to read as follows:

23 87.490 1. If a registered limited-liability partnership wishes to
24 change the location of its principal office in this state or its resident agent,
25 it shall first file with the secretary of state a certificate of change that sets
26 forth:

- 27 (a) The name of the registered limited-liability partnership;
28 (b) The street address of its principal office;
29 (c) If the location of its principal office will be changed, the street
30 address of its new principal office;
31 (d) The name of its resident agent; and
32 (e) If its resident agent will be changed, the name of its new resident
33 agent.

34 The certificate of acceptance of its new resident agent must accompany the
35 certificate of change ~~+~~ , *and if the new resident agent is a certified
36 resident agent pursuant to sections 59 to 89, inclusive, of this act, the
37 certificate of acceptance must contain the certificate number of the new
38 resident agent.*

39 2. A certificate of change filed pursuant to this section must be:

- 40 (a) Signed by a managing partner of the registered limited-liability
41 partnership; and
42 (b) Accompanied by a fee of \$15.

43 **Sec. 36.** NRS 87.500 is hereby amended to read as follows:

44 87.500 1. A resident agent of a registered limited-liability
45 partnership who wishes to resign shall file with the secretary of state a
46 signed statement that he is unwilling to continue to act as the resident agent
47 of the registered limited-liability partnership for service of process. A
48 resignation is not effective until the signed statement is filed with the
49 secretary of state. *A notice from the state resident agents' board of the*



1 *suspension or revocation of the certificate of a resident agent pursuant to*
2 *sections 59 to 89, inclusive, of this act shall be deemed to be a signed*
3 *statement of resignation for the resident agent named in the notice and*
4 *must be filed upon receipt by the secretary of state.*

5 2. The statement of resignation may contain a statement by the
6 affected registered limited-liability partnership appointing a successor
7 resident agent. A certificate of acceptance signed by the new agent, stating
8 the full name, complete street address and, if different from the street
9 address, the mailing address of the new agent, must accompany the
10 statement appointing the new resident agent. *If the new resident agent is a*
11 *certified resident agent pursuant to sections 59 to 89, inclusive, of this*
12 *act, the certificate of acceptance must contain the number of his*
13 *certificate.*

14 3. Upon the filing of the statement with the secretary of state, the
15 capacity of the person as resident agent terminates. If the statement of
16 resignation contains no statement by the registered limited-liability
17 partnership appointing a successor resident agent, the resigning agent shall
18 immediately give written notice, by certified mail, to the registered limited-
19 liability partnership of the filing of the statement and its effect. The notice
20 must be addressed to a managing partner in this state.

21 4. If a resident agent dies, resigns ~~for removes himself~~, moves from
22 the state ~~or~~ *or is a certified resident agent whose certificate has been*
23 *suspended or revoked pursuant to sections 59 to 89, inclusive, of this act,*
24 the registered limited-liability partnership shall, within 30 days thereafter,
25 file with the secretary of state a certificate of acceptance, executed by the
26 new resident agent. The certificate must set forth the full name, complete
27 street address and, if different from the street address, the mailing address
28 *and, if the new resident agent is a certified resident agent pursuant to*
29 *sections 59 to 89, inclusive, of this act, the number of the certificate* of
30 the newly designated resident agent. If a registered limited-liability
31 partnership fails to file a certificate of acceptance within the period
32 required by this subsection, it is in default and is subject to the provisions
33 of NRS 87.520.

34 **Sec. 37.** NRS 88.330 is hereby amended to read as follows:

35 88.330 1. Each limited partnership shall continuously maintain in
36 this state:

37 (a) An office, which may but need not be a place of its business in this
38 state, at which must be kept the records required by NRS 88.335 to be
39 maintained; and

40 (b) A resident agent.

41 2. Every resident agent shall file a certificate in the office of the
42 secretary of state, setting forth his street address where process may be
43 served upon the limited partnership, ~~and~~ his mailing address if different
44 from the street address ~~or~~ *and, if he is a certified resident agent pursuant*
45 *to sections 59 to 89, inclusive, of this act, the number of his certificate.*

46 3. Within 30 days after changing the location of his office from one
47 address to another in this state, a resident agent shall file a certificate with
48 the secretary of state setting forth the names of the limited partnerships
49 represented by the agent, the address at which he has maintained the office



1 for each of the limited partnerships, ~~and~~ the new address to which the
2 office is transferred ~~+~~ *and, if the resident agent is a certified resident*
3 *agent pursuant to sections 59 to 89, inclusive, of this act, the number of*
4 *his certificate.*

5 4. Within 30 days after changing the location of the office which
6 contains records for a limited partnership, a general partner of the limited
7 partnership shall file a certificate of a change in address with the secretary
8 of state which sets forth the name of the limited partnership, the previous
9 address of the office which contains records and the new address of the
10 office which contains records.

11 **Sec. 38.** NRS 88.331 is hereby amended to read as follows:

12 88.331 1. If a limited partnership created pursuant to this chapter
13 desires to change its resident agent, the change may be effected by filing
14 with the secretary of state a certificate of change, signed by a general
15 partner, which sets forth:

- 16 (a) The name of the limited partnership;
17 (b) The name and street address of its present resident agent; and
18 (c) The name and street address of the new resident agent.

19 2. The new resident agent's certificate of acceptance must be a part of
20 or attached to the certificate of change. *If the new resident agent is a*
21 *certified resident agent pursuant to sections 59 to 89, inclusive, of this*
22 *act, the certificate of acceptance must contain the certificate number of*
23 *the new resident agent.*

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

26 **Sec. 39.** NRS 88.332 is hereby amended to read as follows:

27 88.332 1. Any person who has been designated by a limited
28 partnership as its resident agent and who thereafter desires to resign shall
29 file with the secretary of state a signed statement that he is unwilling to
30 continue to act as the resident agent of the limited partnership. A
31 resignation is not effective until the signed statement is filed with the
32 secretary of state. *A notice from the state resident agents' board of the*
33 *suspension or revocation of the certificate of a resident agent pursuant to*
34 *sections 59 to 89, inclusive, of this act shall be deemed to be a signed*
35 *statement of resignation for the resident agent named in the notice and*
36 *must be filed upon receipt by the secretary of state.*

37 2. The statement of resignation may contain a statement by the
38 affected limited partnership appointing a successor resident agent for the
39 limited partnership. A certificate of acceptance executed by the new
40 *resident* agent, stating the full name, complete street address and, if
41 different from the street address, mailing address of the new *resident* agent,
42 must accompany the statement appointing the new *resident* agent. *If the*
43 *new resident agent is a certified resident agent pursuant to sections 59 to*
44 *89, inclusive, of this act, the certificate of acceptance must contain the*
45 *number of his certificate.*

46 ~~+~~ 3. Upon the filing of the statement with the secretary of state, the
47 capacity of the person as resident agent terminates. If the statement of
48 resignation does not contain a statement by the limited partnership
49 appointing a successor resident agent, the resigning agent shall



1 immediately give written notice, by mail, to the limited partnership of the
2 filing of the statement and the effect thereof. The notice must be addressed
3 to a general partner of the partnership other than the resident agent.

4 ~~4.3~~ 4. If a designated resident agent dies, resigns ~~for removal~~, moves
5 from the state ~~or is a certified resident agent whose certificate has been~~
6 *suspended or revoked pursuant to sections 59 to 89, inclusive, of this act*,
7 the limited partnership, within 30 days thereafter, shall file with the
8 secretary of state a certificate of acceptance, executed by the new resident
9 agent. The certificate must set forth the full name, complete street address
10 and, if different from the street address, mailing address of the newly
11 designated resident agent. *If the newly designated resident agent is a*
12 *certified resident agent pursuant to sections 59 to 89, inclusive, of this*
13 *act, the certificate of acceptance must contain the number of his*
14 *certificate.*

15 ~~4.4~~ 5. Each limited partnership which fails to file a certificate of
16 acceptance executed by the new resident agent within 30 days after the
17 death, resignation, ~~or~~ removal, *suspension or revocation* of its resident
18 agent as provided in subsection ~~4.3~~ 4 shall be deemed in default and is
19 subject to the provisions of NRS 88.400 and 88.405.

20 **Sec. 40.** NRS 88.350 is hereby amended to read as follows:

21 88.350 1. In order to form a limited partnership, a certificate of
22 limited partnership must be executed and filed in the office of the secretary
23 of state. The certificate must set forth:

- 24 (a) The name of the limited partnership;
25 (b) The address of the office which contains records and the name and
26 address of the resident agent required to be maintained by NRS 88.330;
27 (c) The name and the business address of each general partner;
28 (d) The latest date upon which the limited partnership is to dissolve; and
29 (e) Any other matters the general partners determine to include therein.

30 2. A certificate of acceptance of appointment of a resident agent,
31 executed by the agent, must be filed with the certificate of limited
32 partnership. *If the resident agent is a certified resident agent pursuant to*
33 *sections 59 to 89, inclusive, of this act, the certificate of acceptance must*
34 *contain the number of his certificate.*

35 3. A limited partnership is formed at the time of the filing of the
36 certificate of limited partnership and the certificate of acceptance in the
37 office of the secretary of state or at any later time specified in the
38 certificate of limited partnership if, in either case, there has been
39 substantial compliance with the requirements of this section.

40 **Sec. 41.** NRS 88.575 is hereby amended to read as follows:

41 88.575 Before transacting business in this state, a foreign limited
42 partnership shall register with the secretary of state. In order to register, a
43 foreign limited partnership shall submit to the secretary of state an
44 application for registration as a foreign limited partnership, signed by a
45 general partner, and a signed certificate of acceptance of a resident agent.
46 The application for registration must set forth:

- 47 1. The name of the foreign limited partnership and, if different, the
48 name under which it proposes to register and transact business in this state;
49 2. The state and date of its formation;



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1 3. The name , ~~and~~ address *and, if the resident agent is a certified*
2 *resident agent pursuant to sections 59 to 89, inclusive, of this act, the*
3 *number of the certificate* of the resident agent whom the foreign limited
4 partnership elects to appoint;

5 4. A statement that the secretary of state is appointed the agent of the
6 foreign limited partnership for service of process if the resident agent's
7 authority has been revoked or if the resident agent cannot be found or
8 served with the exercise of reasonable diligence;

9 5. The address of the office required to be maintained in the state of its
10 organization by the laws of that state or, if not so required, of the principal
11 office of the foreign limited partnership;

12 6. The name and business address of each general partner; and

13 7. The address of the office at which is kept a list of the names and
14 addresses of the limited partners and their capital contributions, together
15 with an undertaking by the foreign limited partnership to keep those
16 records until the foreign limited partnership's registration in this state is
17 canceled or withdrawn.

18 **Sec. 42.** NRS 88A.210 is hereby amended to read as follows:

19 88A.210 1. One or more persons may form a business trust by
20 executing and filing with the secretary of state a certificate of trust and a
21 certificate of acceptance of appointment signed by the resident agent of the
22 business trust. The certificate of trust must set forth:

23 (a) The name of the business trust;

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

26 (c) The name of the person designated as the resident agent for the
27 business trust, the street address of the resident agent where process may
28 be served upon the business trust , ~~and~~ the mailing address of the resident
29 agent if different from the street address ~~;~~ *and, if the resident agent is a*
30 *certified resident agent pursuant to sections 59 to 89, inclusive, of this*
31 *act, the number of his certificate;*

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

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

35 2. Upon the filing of the certificate of trust and the certificate of
36 acceptance with the secretary of state and the payment to him of the
37 required filing fee, the secretary of state shall issue to the business trust a
38 certificate that the required documents with the required content have been
39 filed. From the date of that filing, the business trust is legally formed
40 pursuant to this chapter.

41 **Sec. 43.** NRS 88A.510 is hereby amended to read as follows:

42 88A.510 1. Within 30 days after changing the location of his office
43 from one address to another in this state, a resident agent shall execute a
44 certificate setting forth:

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

46 (b) The address at which he has maintained the registered office for
47 each of those business trusts; ~~and~~

48 (c) The new address to which his office is transferred and at which he
49 will maintain the registered office for each of those business trusts ~~;~~ *and*



1 *(d) If the resident agent is a certified resident agent pursuant to*
2 *sections 59 to 89, inclusive, of this act, the number of his certificate.*

3 2. Upon the filing of the certificate with the secretary of state, the
4 registered office of each of the business trusts listed in the certificate is
5 located at the new address set forth in the certificate.

6 **Sec. 44.** NRS 88A.530 is hereby amended to read as follows:

7 88A.530 1. A resident agent who desires to resign shall file with the
8 secretary of state a signed statement for each business trust for which he is
9 unwilling to continue to act. A resignation is not effective until the signed
10 statement is so filed. *A notice from the state resident agents' board of the*
11 *suspension or revocation of the certificate of a resident agent pursuant to*
12 *sections 59 to 89, inclusive, of this act shall be deemed to be a signed*
13 *statement of resignation for the resident agent named in the notice and*
14 *must be filed upon receipt by the secretary of state.*

15 2. The statement of resignation may contain a statement of the affected
16 business trust appointing a successor resident agent. A certificate of
17 acceptance executed by the new resident agent, stating the full name,
18 complete street address and, if different from the street address, mailing
19 address of the new resident agent, must accompany the statement
20 appointing a successor resident agent. *If the new resident agent is a*
21 *certified resident agent pursuant to sections 59 to 89, inclusive, of this*
22 *act, the certificate of acceptance must contain the number of his*
23 *certificate.*

24 3. Upon the filing of the statement of resignation with the secretary of
25 state, the capacity of the resigning person as resident agent terminates. If
26 the statement of resignation contains no statement by the business trust
27 appointing a successor resident agent, the resigning agent shall
28 immediately give written notice, by mail, to the business trust of the filing
29 of the statement of resignation and its effect. The notice must be addressed
30 to a trustee of the business trust other than the resident agent.

31 4. If its resident agent dies, resigns ~~for removes~~, *moves* from the state
32 ~~or is a certified resident agent whose certificate has been suspended or~~
33 ~~revoked pursuant to sections 59 to 89, inclusive, of this act,~~ a business
34 trust, within 30 days thereafter, shall file with the secretary of state a
35 certificate of acceptance executed by a new resident agent. The certificate
36 must set forth the full name and complete street address of the new resident
37 agent, and may contain a mailing address, such as a post office box,
38 different from the street address. *If the new resident agent is a certified*
39 *resident agent pursuant to sections 59 to 89, inclusive, of this act, the*
40 *certificate of acceptance must contain the number of his certificate.*

41 5. A business trust that fails to file a certificate of acceptance executed
42 by its new resident agent within 30 days after the death, resignation, ~~or~~
43 removal, *suspension or revocation* of its former resident agent shall be
44 deemed in default and is subject to the provisions of NRS 88A.630 to
45 88A.660, inclusive.

46 **Sec. 45.** NRS 88A.540 is hereby amended to read as follows:

47 88A.540 1. If a business trust formed pursuant to this chapter desires
48 to change its resident agent, the change may be effected by filing with the



1 secretary of state a certificate of change, signed by at least one trustee of
2 the business trust, setting forth:

- 3 (a) The name of the business trust;
- 4 (b) The name and street address of the present resident agent; and
- 5 (c) The name and street address of the new resident agent.

6 2. A certificate of acceptance executed by the new resident agent must
7 be a part of or attached to the certificate of change. *If the new resident*
8 *agent is a certified resident agent pursuant to sections 59 to 89, inclusive,*
9 *of this act, the certificate of acceptance must contain the certificate*
10 *number of the new resident agent.*

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

13 **Sec. 46.** NRS 88A.600 is hereby amended to read as follows:

14 88A.600 1. A business trust formed pursuant to this chapter shall
15 annually, on or before the last day of the month in which the anniversary
16 date of the filing of its certificate of trust with the secretary of state occurs,
17 file with the secretary of state on a form furnished by him a list signed by
18 at least one trustee containing the name , ~~and~~ mailing address *and, if the*
19 *resident agent is a certified resident agent pursuant to sections 59 to 89,*
20 *inclusive, of this act, the number of the certificate* of its resident agent and
21 *the name and mailing address of* at least one trustee. Upon filing the list,
22 the business trust shall pay to the secretary of state a fee of \$85.

23 2. The secretary of state shall, 60 days before the last day for filing the
24 annual list required by subsection 1, cause to be mailed to each business
25 trust which is required to comply with the provisions of NRS 88A.600 to
26 88A.660, inclusive, and which has not become delinquent, the blank forms
27 to be completed and filed with him. Failure of a business trust to receive
28 the forms does not excuse it from the penalty imposed by law.

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

32 **Sec. 47.** NRS 88A.710 is hereby amended to read as follows:

33 88A.710 Before transacting business in this state, a foreign business
34 trust shall register with the secretary of state. In order to register, a foreign
35 business trust shall submit to the secretary of state an application for
36 registration as a foreign business trust, signed by a trustee, and a signed
37 certificate of acceptance of a resident agent. The application for
38 registration must set forth:

39 1. The name of the foreign business trust and, if different, the name
40 under which it proposes to register and transact business in this state;

41 2. The state and date of its formation;

42 3. The name , ~~and~~ address *and, if the resident agent is a certified*
43 *resident agent pursuant to sections 59 to 89, inclusive, of this act, the*
44 *number of the certificate* of the resident agent whom the foreign business
45 trust elects to appoint;

46 4. The address of the office required to be maintained in the state of its
47 organization by the laws of that state or, if not so required, of the principal
48 office of the foreign business trust; and

49 5. The name and business address of one trustee.



1 **Sec. 48.** NRS 14.020 is hereby amended to read as follows:

2 14.020 1. Every corporation, limited-liability company, limited-
3 liability partnership, limited partnership, business trust and municipal
4 corporation created and existing under the laws of any other state, territory
5 ~~H~~ or foreign government, or the Government of the United States, doing
6 business in this state shall appoint and keep in this state a resident agent
7 who resides or is located in this state, upon whom all legal process and any
8 demand or notice authorized by law to be served upon it may be served in
9 the manner provided in subsection 2. The corporation, limited-liability
10 company, limited-liability partnership, limited partnership, business trust or
11 municipal corporation shall file with the secretary of state a certificate of
12 acceptance of appointment signed by its resident agent. The certificate
13 must set forth the full name and address of the resident agent ~~H~~ *and, if he*
14 *is a certified resident agent pursuant to sections 59 to 89, inclusive, of*
15 *this act, the number of his certificate.* The certificate must be renewed in
16 the manner provided in Title 7 of NRS whenever a change is made in the
17 appointment or a vacancy occurs in the agency.

18 2. All legal process and any demand or notice authorized by law to be
19 served upon the foreign corporation, limited-liability company, limited-
20 liability partnership, limited partnership, business trust or municipal
21 corporation may be served upon the resident agent personally or by leaving
22 a true copy thereof with a person of suitable age and discretion at the
23 address shown on the current certificate of acceptance filed with the
24 secretary of state.

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

28 **Sec. 49.** NRS 218.825 is hereby amended to read as follows:

29 218.825 1. Each of the boards and commissions created by the
30 provisions of chapters 341C, 623 to 625A, inclusive, 628 to 644, inclusive,
31 and 654 and 656 of NRS *and sections 59 to 89, inclusive, of this act* shall
32 engage the services of a certified public accountant or public accountant, or
33 firm of either of such accountants, to audit all its fiscal records once each
34 year for the preceding fiscal year or once every other year for the 2
35 preceding fiscal years. The cost of the audit must be paid by the board or
36 commission audited.

37 2. A report of each such audit must be filed by the board or
38 commission with the legislative auditor and the ~~director~~ *chief* of the
39 budget *division of the department of administration* on or before
40 December 1 of each year in which an audit is conducted. All audits must be
41 conducted in accordance with generally accepted auditing standards and all
42 financial statements must be prepared in accordance with generally
43 accepted principles of accounting for special revenue funds.

44 3. The legislative auditor shall audit the fiscal records of any such
45 board or commission whenever directed to do so by the legislative
46 commission. When the legislative commission directs such an audit, it shall
47 also determine who is to pay the cost of the audit.



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1 **Sec. 50.** NRS 273.010 is hereby amended to read as follows:
2 273.010 1. Every municipal corporation organized in another state ~~that~~
3 that enters this state to do business ~~that~~ shall, before commencing work or
4 doing any business in this state, file in the office of the secretary of state:
5 (a) A certified copy of its charter, or of the statute or statutes, or
6 legislative, executive or governmental acts, or other instruments of
7 authority by which it was created; and
8 (b) A certificate of acceptance of appointment executed by the resident
9 agent of the corporation. *If the resident agent is a certified resident agent*
10 *pursuant to sections 59 to 89, inclusive, of this act, the certificate of*
11 *acceptance must contain the number of his certificate.*
12 2. A certified copy of the charter, papers or other instruments and the
13 certificate of acceptance, certified by the secretary of state of this state,
14 must also be filed in the office of the county clerk of the county where the
15 principal place of business of the municipality in this state is located.
16 **Sec. 51.** NRS 284.013 is hereby amended to read as follows:
17 284.013 1. Except as otherwise provided in subsection 4, this chapter
18 does not apply to:
19 (a) Agencies, bureaus, commissions, officers or personnel in the
20 legislative department or the judicial department of state government,
21 including the commission on judicial discipline;
22 (b) Any person who is employed by a board, commission, committee or
23 council created in chapters 590, 623 to 625A, inclusive, 628, 630 to 644,
24 inclusive, 648, 652, 654 and 656 of NRS ~~that~~ *and sections 59 to 89,*
25 *inclusive, of this act;* or
26 (c) Officers or employees of any agency of the executive department of
27 the state government who are exempted by specific statute.
28 2. Except as otherwise provided in subsection 3, the terms and
29 conditions of employment of all persons referred to in subsection 1,
30 including salaries not prescribed by law and leaves of absence, including,
31 without limitation, annual leave and sick and disability leave, must be fixed
32 by the appointing or employing authority within the limits of legislative
33 appropriations or authorizations.
34 3. Except as otherwise provided in this subsection, leaves of absence
35 prescribed pursuant to subsection 2 must not be of lesser duration than
36 those provided for other state officers and employees pursuant to the
37 provisions of this chapter. The provisions of this subsection do not govern
38 the legislative commission with respect to the personnel of the legislative
39 counsel bureau.
40 4. Any board, commission, committee or council created in chapters
41 590, 623 to 625A, inclusive, 628, 630 to 644, inclusive, 648, 652, 654 and
42 656 of NRS *and sections 59 to 89, inclusive, of this act* which contracts
43 for the services of a person, shall require the contract for those services to
44 be in writing. The contract must be approved by the state board of
45 examiners before those services may be provided.
46 **Sec. 52.** NRS 293.128 is hereby amended to read as follows:
47 293.128 1. To qualify as a major political party, any organization
48 must, under a common name:



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1 (a) On January 1 preceding any primary election, have been designated
2 as a political party on the applications to register to vote of at least 10
3 percent of the total number of registered voters in this state; or

4 (b) File a petition with the secretary of state not later than the last Friday
5 in April before any primary election signed by a number of registered
6 voters equal to or more than 10 percent of the total number of votes cast at
7 the last preceding general election for the offices of Representative in
8 Congress.

9 2. If a petition is filed pursuant to paragraph (b) of subsection 1, the
10 names of the voters need not all be on one document, but each document of
11 the petition must be verified by at least one of its signers to the effect that
12 the signers are registered voters of this state according to his best
13 information and belief and that the signatures are genuine and were signed
14 in his presence. Each document of the petition must bear the name of a
15 county and only registered voters of that county may sign the document.
16 The documents which are circulated for signature must then be submitted
17 for verification pursuant to NRS 293.1276 to 293.1279, inclusive, not later
18 than 25 working days before the last Friday in April preceding a primary
19 election.

20 3. In addition to the requirements set forth in subsection 1, each
21 organization which wishes to qualify as a political party must file with the
22 secretary of state a certificate of existence which includes the:

- 23 (a) Name of the political party;
24 (b) Names and addresses of its officers;
25 (c) Names of the members of its executive committee; and
26 (d) Name of the person who is authorized by the party to act as resident
27 agent in this state. *If the resident agent is a certified resident agent*
28 *pursuant to sections 59 to 89, inclusive, of this act, the certificate of*
29 *existence must contain the number of his certificate.*

30 4. A political party shall file with the secretary of state an amended
31 certificate of existence within 5 days after any change in the information
32 contained in the certificate.

33 **Sec. 53.** NRS 294A.230 is hereby amended to read as follows:

34 294A.230 1. Each committee for political action shall, before it
35 engages in any activity in this state, register with the secretary of state on
36 forms supplied by him.

37 2. The form must require:

- 38 (a) The name of the committee;
39 (b) The purpose for which it was organized;
40 (c) The names and addresses of its officers;
41 (d) If the committee for political action is affiliated with any other
42 organizations, the name and address of each organization;
43 (e) The name, ~~and~~ address *and, if the resident agent is a certified*
44 *resident agent pursuant to sections 59 to 89, inclusive, of this act, the*
45 *number of the certificate* of its resident agent; and

46 (f) Any other information deemed necessary by the secretary of state.

47 3. A committee for political action shall file with the secretary of state
48 an amended form for registration within 30 days after any change in the
49 information contained in the form for registration.



1 **Sec. 54.** NRS 294A.250 is hereby amended to read as follows:
2 294A.250 Each committee for the recall of a public officer shall
3 register with the secretary of state, on a form provided by him. Each form
4 must include:

- 5 1. The name of the committee;
- 6 2. The purpose for which it was organized;
- 7 3. The names and addresses of its officers; and
- 8 4. If the committee is organized and located outside this state, the
9 name and address of its resident agent. *If the resident agent is a certified
10 resident agent pursuant to sections 59 to 89, inclusive, of this act, the
11 certificate of acceptance must contain the number of his certificate.*

12 **Sec. 55.** NRS 353A.020 is hereby amended to read as follows:

13 353A.020 1. The director, in consultation with the committee and
14 legislative auditor, shall adopt a uniform system of internal accounting and
15 administrative control for agencies. The elements of the system must
16 include, without limitation:

17 (a) A plan of organization which provides for a segregation of duties
18 appropriate to safeguard the assets of the agency;

19 (b) A plan which limits access to assets of the agency to persons who
20 need the assets to perform their assigned duties;

21 (c) Procedures for authorizations and recordkeeping which effectively
22 control accounting of assets, liabilities, revenues and expenses;

23 (d) A system of practices to be followed in the performance of the
24 duties and functions of each agency; and

25 (e) An effective system of internal review.

26 2. The director, in consultation with the committee and legislative
27 auditor, may modify the system whenever he considers it necessary.

28 3. Each agency shall develop written procedures to carry out the
29 system of internal accounting and administrative control adopted pursuant
30 to this section.

31 4. For the purposes of this section, "agency" does not include:

32 (a) A board or commission created by the provisions of chapters 623 to
33 625, inclusive, 628 to 644, inclusive, 654 and 656 of NRS ~~and~~ *and sections
34 59 to 89, inclusive, of this act.*

35 (b) The University and Community College System of Nevada.

36 (c) The public employees' retirement system.

37 (d) The housing division of the department of business and industry.

38 (e) The Colorado River Commission.

39 **Sec. 56.** NRS 353A.025 is hereby amended to read as follows:

40 353A.025 1. The head of each agency shall periodically review the
41 agency's system of internal accounting and administrative control to
42 determine whether it is in compliance with the uniform system of internal
43 accounting and administrative control for agencies adopted pursuant to
44 subsection 1 of NRS 353A.020.

45 2. On or before July 1 of each even-numbered year, the head of each
46 agency shall report to the director whether the agency's system of internal
47 accounting and administrative control is in compliance with the uniform
48 system adopted pursuant to subsection 1 of NRS 353A.020. The reports
49 must be made available for inspection by the members of the legislature.



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- 1 3. For the purposes of this section, “agency” does not include:
2 (a) A board or commission created by the provisions of chapters 623 to
3 625, inclusive, 628 to 644, inclusive, 654 and 656 of NRS ~~§~~ *and sections*
4 *59 to 89, inclusive, of this act.*
5 (b) The University and Community College System of Nevada.
6 (c) The public employees’ retirement system.
7 (d) The housing division of the department of business and industry.
8 (e) The Colorado River Commission.
9 4. The director shall, on or before the first Monday in February of each
10 odd-numbered year, submit a report on the status of internal accounting
11 and administrative controls in agencies to the:
12 (a) Director of the legislative counsel bureau for transmittal to the:
13 (1) Senate standing committee on finance; and
14 (2) Assembly standing committee on ways and means;
15 (b) Governor; and
16 (c) Legislative auditor.
17 5. The report submitted by the director pursuant to subsection 4 must
18 include, without limitation:
19 (a) The identification of each agency that has not complied with the
20 requirements of subsections 1 and 2;
21 (b) The identification of each agency that does not have an effective
22 method for reviewing its system of internal accounting and administrative
23 control; and
24 (c) The identification of each agency that has weaknesses in its system
25 of internal accounting and administrative control, and the extent and types
26 of such weaknesses.
27 **Sec. 57.** NRS 608.0116 is hereby amended to read as follows:
28 608.0116 “Professional” means pertaining to an employee who is
29 licensed or certified by the State of Nevada for and engaged in the practice
30 of law or any of the professions regulated by chapters 623 to 645,
31 inclusive, of NRS ~~§~~ *and sections 59 to 89, inclusive, of this act.*
32 **Sec. 58.** Title 54 of NRS is hereby amended by adding thereto a new
33 chapter to consist of the provisions set forth as sections 59 to 89, inclusive,
34 of this act.
35 **Sec. 59.** *As used in this chapter, unless the context otherwise*
36 *requires, the words and terms defined in sections 60 to 63, inclusive, of*
37 *this act have the meanings ascribed to them in those sections.*
38 **Sec. 60.** *“Board” means the state resident agents’ board.*
39 **Sec. 61.** *“Certificate” means a certificate issued to a resident agent*
40 *pursuant to this chapter.*
41 **Sec. 62.** *“Certified resident agent” means a resident agent to whom*
42 *a certificate has been issued pursuant to this chapter.*
43 **Sec. 63.** *“Resident agent” means a person who is appointed by a*
44 *foreign or domestic corporation, whether or not for profit, limited-*
45 *liability company, limited partnership or business trust upon whom*
46 *process or a notice or demand authorized by law to be served upon the*
47 *corporation, company, partnership or business trust may be served.*
48 **Sec. 64.** *A certificate issued pursuant to the provisions of this*
49 *chapter is a privilege that may be revoked in accordance with the*



1 *disciplinary procedures set forth in this chapter and in regulations*
2 *adopted by the board pursuant thereto, and no holder of such a*
3 *certificate acquires thereby any vested right.*

4 **Sec. 65.** *The provisions of this chapter do not apply to:*

- 5 *1. A person who is currently a member in good standing of the State*
6 *Bar of Nevada;*
7 *2. A person who is certified or registered as a public accountant*
8 *pursuant to chapter 628 of NRS who holds a live permit;*
9 *3. The State of Nevada or a political subdivision thereof when*
10 *appointed or designated by law as an agent for service of process,*
11 *including, without limitation, when the secretary of state acts as an agent*
12 *for service of process with respect to causes of action arising out of the*
13 *transaction of business in this state;*
14 *4. A person acting as a resident agent on a temporary basis and who*
15 *is the resident agent for not more than 30 persons if such a resident*
16 *agent maintains a street address at an actual physical location in this*
17 *state at all times during which he acts in the capacity of a resident agent;*
18 *or*
19 *5. A person or entity acting on its own behalf as a resident agent if*
20 *such a person or entity complies with all applicable laws of this state*
21 *concerning the appointment of a resident agent.*

22 **Sec. 66.** *1. The state resident agents' board, consisting of five*
23 *members appointed by the governor, is hereby created.*

- 24 *2. The board must consist of:*
25 *(a) One member who is an active member of the State Bar of Nevada;*
26 *(b) One member who is employed by the secretary of state as*
27 *determined by the secretary of state; and*
28 *(c) Three members who each hold a certificate and who have been*
29 *actively engaged as a resident agent or an employee of a certified resident*
30 *agent within this state for at least 3 years immediately preceding their*
31 *appointment.*

- 32 *3. A person appointed to the board must be:*
33 *(a) A citizen of the United States or lawfully entitled to remain and*
34 *work in the United States; and*
35 *(b) A resident of this state.*

36 **Sec. 67.** *1. After the initial terms, the members of the board must*
37 *be appointed to terms of 4 years.*

38 *2. Upon the expiration of his term, a member continues to serve on*
39 *the board until a qualified person has been appointed as his successor.*

40 *3. The governor may, after notice and hearing, remove any member*
41 *of the board for misconduct, incompetence, neglect of duty or any other*
42 *sufficient cause.*

43 *4. The board shall:*

44 *(a) Elect annually from its members a chairman and vice chairman. If*
45 *the chairman or vice chairman is replaced by another person appointed*
46 *by the governor, the board shall elect from its members a replacement for*
47 *the chairman or vice chairman;*

48 *(b) Hold meetings as necessary for the purpose of transacting its*
49 *business;*



1 (c) Not incur any expenses that exceed the money received from time
2 to time as fees provided by the provisions of this chapter;

3 (d) Prepare and maintain a record of its transactions and
4 proceedings; and

5 (e) Adopt a seal of which each court of this state shall take judicial
6 notice.

7 5. All members of the board must be present to transact the business
8 of the board.

9 6. Notwithstanding any other provision of law, a member of the
10 board:

11 (a) Is not disqualified from public employment or holding a public
12 office because of his membership on the board; and

13 (b) Does not forfeit his public office or public employment because of
14 his membership on the board.

15 **Sec. 68.** 1. Each member of the board is entitled to receive a per
16 diem allowance and travel expenses at a rate fixed by the board, while
17 engaged in the business of the board. The rate must not exceed the rate
18 provided for state officers and employees generally.

19 2. While engaged in the business of the board, each employee of the
20 board is entitled to receive a per diem allowance and travel expenses at a
21 rate fixed by the board. The rate must not exceed the rate provided for
22 state officers and employees generally.

23 3. The expenses of the members and employees of the board and the
24 expenses of the board must be paid from the fees collected pursuant to
25 the provisions of this chapter and the expenses must not exceed the
26 amount so collected.

27 4. All fees received by the board must be deposited by the executive
28 secretary of the board in banks, credit unions, or savings and loan
29 associations in this state and must be paid out on its order for its
30 expenses.

31 **Sec. 69.** 1. Except as otherwise provided in subsection 2, the
32 meetings of the board must be open and public.

33 2. The board may hold a closed meeting to deliberate on the decision
34 to be reached in any contested hearing or disciplinary action.

35 **Sec. 70.** 1. Except as otherwise provided by law, the records of the
36 board must be open to inspection by the public.

37 2. The board shall, on or before December 1 of each year, submit to
38 the governor a report of its transactions during the preceding year.

39 **Sec. 71.** 1. The board is vested with all the functions and duties
40 relating to the administration of this chapter.

41 2. The board may employ, prescribe the duties of and fix the salary
42 of:

43 (a) An executive secretary who may be employed on a part-time basis;
44 and

45 (b) Other personnel necessary to carry out its duties.

46 3. The board may appoint such committees as it considers necessary.

47 4. The expenditures described in this section must be paid from the
48 fees collected pursuant to this chapter.



1 **Sec. 72. 1. The board shall:**

2 *(a) Charge and collect an application fee or renewal fee from an*
3 *applicant for the issuance or renewal of a certificate.*

4 *(b) Impose and collect the other fees and fines in the manner set forth*
5 *in this chapter.*

6 *(c) Adopt such regulations as are necessary to carry out the provisions*
7 *of this chapter.*

8 **2. The board or any member of the board may:**

9 *(a) Administer oaths; and*

10 *(b) Certify to all official acts.*

11 **Sec. 73. A member of the board or an employee or agent of the**
12 *board is not liable in a civil action for any act performed in good faith*
13 *and within the scope of the duties of the board pursuant to the provisions*
14 *of this chapter.*

15 **Sec. 74. The board may assist in all matters pertaining to the**
16 *advancement of the profession of resident agency in this state, including,*
17 *without limitation, all matters that may advance the professional interests*
18 *of certified resident agents and such matters as concern their relations*
19 *with the public.*

20 **Sec. 75. 1. Each applicant for a certificate must file an application**
21 *with the board containing:*

22 *(a) A statement that the applicant desires the issuance of a certificate*
23 *pursuant to the provisions of this chapter;*

24 *(b) The street address or other physical location of the applicant's*
25 *place of business;*

26 *(c) The street address or other physical location in this state and, if*
27 *different, the mailing address, for service of process on the applicant;*

28 *(d) The names and physical and mailing addresses of any owners,*
29 *partners, officers, directors, members and managerial personnel of the*
30 *applicant;*

31 *(e) If the applicant is a business entity, the employer identification*
32 *number of the entity; and*

33 *(f) Any information requested by the board to ascertain the*
34 *background, experience, knowledge and qualifications of the applicant.*

35 **2. The application must be:**

36 *(a) Made on a form prescribed by the board; and*

37 *(b) Accompanied by the fee required pursuant to section 80 of this act.*

38 **Sec. 76. An application for a certificate submitted by an applicant**
39 *who is a natural person must set forth the social security number of the*
40 *applicant.*

41 **Sec. 77. 1. An applicant for the issuance, renewal or reinstatement**
42 *of a certificate must submit to the board the statement prescribed by the*
43 *welfare division of the department of human resources pursuant to NRS*
44 *425.520. The statement must be completed and signed by the applicant.*

45 **2. The board shall include the statement required pursuant to**
46 *subsection 1 in:*

47 *(a) The application or any other forms that must be submitted for the*
48 *issuance or renewal of the certificate; or*

49 *(b) A separate form prescribed by the board.*



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1 3. *A certificate may not be issued or renewed by the board if the*
2 *applicant:*

3 (a) *Fails to submit the statement required pursuant to subsection 1; or*
4 (b) *Indicates on the statement submitted pursuant to subsection 1 that*
5 *he is subject to a court order for the support of a child and is not in*
6 *compliance with the order or a plan approved by the district attorney or*
7 *other public agency enforcing the order for the repayment of the amount*
8 *owed pursuant to the order.*

9 4. *If an applicant indicates on the statement submitted pursuant to*
10 *subsection 1 that he is subject to a court order for the support of a child*
11 *and is not in compliance with the order or a plan approved by the district*
12 *attorney or other public agency enforcing the order for the repayment of*
13 *the amount owed pursuant to the order, the board shall advise the*
14 *applicant to contact the district attorney or other public agency enforcing*
15 *the order to determine the actions that the applicant may take to satisfy*
16 *the arrearage.*

17 **Sec. 78.** *1. The board shall issue a certificate to an applicant who*
18 *is a natural person if he:*

19 (a) *Is a citizen of the United States or lawfully entitled to remain and*
20 *work in the United States;*

21 (b) *Is at least 18 years of age;*

22 (c) *Is of good moral character;*

23 (d) *Is competent to transact the business of a resident agent in a*
24 *manner that will safeguard the interests of the public;*

25 (e) *Pays the application fee required pursuant to section 80 of this act;*
26 *and*

27 (f) *Submits the statement required pursuant to section 77 of this act.*

28 2. *If the applicant is a corporation, association, or other organization*
29 *or entity other than a natural person, the board shall issue a certificate if*
30 *the applicant:*

31 (a) *Is a business in good standing pursuant to the laws and*
32 *requirements of the state in which it is organized;*

33 (b) *Maintains a street address at an actual physical location in this*
34 *state at which the corporation, association, or other organization or*
35 *entity is available for service of process in the capacity of a resident*
36 *agent; and*

37 (c) *Designates a natural person to receive service of process in this*
38 *state for the corporation, association, or other organization or entity.*

39 3. *A certificate must not be issued until the applicant has satisfied*
40 *the certification requirements and paid the fee required pursuant to*
41 *section 80 of this act.*

42 4. *Each certificate issued by the board pursuant to this section must*
43 *be numbered.*

44 **Sec. 79.** *1. An applicant for the renewal of a certificate must:*

45 (a) *Apply to the board for renewal on a form prescribed by the board;*

46 (b) *Pay the annual renewal fee required pursuant to section 80 of this*
47 *act; and*

48 (c) *Submit the statement required pursuant to section 77 of this act to*
49 *the board.*



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1 2. The board shall suspend a certificate of a certified resident agent
2 who fails to:

3 (a) Pay in advance the annual renewal fee required pursuant to
4 section 80 of this act; and

5 (b) Submit the statement required pursuant to section 77 of this act.

6 3. A certificate that has been suspended pursuant to subsection 2
7 must not be reinstated by the board unless, within 2 years after the
8 suspension:

9 (a) The annual renewal fee required pursuant to section 80 of this act
10 has been paid;

11 (b) The reinstatement fee set forth in section 80 of this act has been
12 paid; and

13 (c) The statement required pursuant to section 77 of this act has been
14 submitted.

15 **Sec. 80.** The board shall, by regulation, adopt a fee schedule that:

16 1. For the original application for a certificate, must be not less than
17 \$500 but not more than \$1,000.

18 2. For the renewal of a certificate, must be not less than \$500 but not
19 more than \$1,000, which fee must be paid to the board on or before May
20 15 of each year.

21 3. For the reinstatement of a certificate which has been suspended
22 for failure to renew, must be an amount equal to all unpaid renewal fees
23 that have accrued and a reinstatement fee of \$250.

24 4. For the reinstatement of a certificate which has been revoked,
25 must be the fee prescribed for an original application for a certificate
26 pursuant to subsection 1.

27 **Sec. 81.** 1. Each person to whom a valid existing certificate as a
28 certified resident agent has been issued pursuant to this chapter must be
29 designated as a certified resident agent. A certified resident agent may, in
30 connection with his business, use the abbreviation "C.R.A." and the
31 designation "certified resident agent."

32 2. Each holder of a certificate shall place the number of his
33 certificate on all presentments to the public, including, without
34 limitation:

35 (a) Advertising;

36 (b) Solicitations;

37 (c) Business cards;

38 (d) Stationery; and

39 (e) Listings in telephone directories.

40 **Sec. 82.** 1. The board may refuse to issue or renew or may suspend
41 or revoke any certificate or impose fines on resident agents if an
42 applicant or resident agent has:

43 (a) Obtained or sought to obtain a certificate for himself or any other
44 person by means of fraud or misrepresentation;

45 (b) Been found in violation of laws or regulations governing the
46 actions of resident agents in this state arising out of his conduct in
47 performing or attempting to perform any act as a resident agent;

48 (c) Been convicted of a crime related to the qualifications, functions
49 and responsibilities of a certified resident agent; or



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1 (d) *Been convicted of a felony, gross misdemeanor or any offense*
2 *involving moral turpitude.*

3 2. *For purposes of subsection 1, the judgment of conviction or a*
4 *certified copy of the judgment is conclusive evidence of conviction of an*
5 *offense.*

6 3. *The board may refuse to issue or renew or may suspend or revoke*
7 *any certificate or impose a fine on a resident agent in the manner*
8 *provided in this chapter if the resident agent, in performing or attempting*
9 *to perform or pretending to perform any act as a resident agent, has:*

10 (a) *Willfully failed to establish and maintain an office or a physical*
11 *address within this state;*

12 (b) *Willfully failed to accept such legal notice, demands or process as*
13 *may be required by law;*

14 (c) *Willfully failed to timely forward to a party represented by the*
15 *resident agent all legal notices, demands or process as have been*
16 *accepted by the resident agent;*

17 (d) *Demonstrated unworthiness or incompetency to act as a resident*
18 *agent in such a manner as to safeguard the interests of the public;*

19 (e) *Willfully violated any of the provisions of this chapter or the*
20 *regulations adopted by the board to enforce this chapter;*

21 (f) *Engaged in unprofessional conduct;*

22 (g) *Acted as a resident agent during any period when his certificate*
23 *has been suspended or revoked by the board; or*

24 (h) *Failed to provide information requested by the board as the result*
25 *of a formal or informal complaint to the board within a reasonable time.*

26 4. *A holder of a certificate must notify the chairman or executive*
27 *secretary of the board in writing within 30 days after changing his name,*
28 *mailing address or physical address. The board may suspend or revoke a*
29 *certificate or impose a fine if a certified resident agent fails to provide*
30 *such notice to the board.*

31 **Sec. 83. 1.** *If the board receives a copy of a court order issued*
32 *pursuant to NRS 425.540 that provides for the suspension of all*
33 *professional, occupational and recreational licenses, certificates and*
34 *permits issued to a person who is the holder of a certificate issued*
35 *pursuant to this chapter, the board shall deem the certificate issued to*
36 *that person to be suspended at the end of the 30th day after the date on*
37 *which the court order was issued unless the board receives a letter issued*
38 *to the holder of the certificate by the district attorney or other public*
39 *agency pursuant to NRS 425.550 stating that the holder of the certificate*
40 *has complied with the subpoena or warrant or has satisfied the arrearage*
41 *pursuant to NRS 425.560.*

42 2. *The board shall reinstate a certificate issued pursuant to this*
43 *chapter that has been suspended by a district court pursuant to NRS*
44 *425.540 if the board receives a letter issued by the district attorney or*
45 *other public agency pursuant to NRS 425.550 to the person whose*
46 *certificate was suspended stating that the person whose certificate was*
47 *suspended has complied with the subpoena or warrant or has satisfied*
48 *the arrearage pursuant to NRS 425.560.*



- 1 *Sec. 84. 1. The board or any of its members who become aware of*
2 *any ground for initiating disciplinary action against a resident agent*
3 *shall, and any other person who is so aware may, file a written complaint*
4 *specifying the relevant facts with the board. The complaint must*
5 *specifically charge one or more of the grounds for initiating disciplinary*
6 *action.*
7 *2. As soon as practicable after the filing of the complaint, the board*
8 *shall set a date for a hearing on the matter. The date must not be earlier*
9 *than 30 days after the complaint is filed, except that the date may be*
10 *changed upon agreement of the parties. The board shall immediately*
11 *notify the certified resident agent of the complaint and the date and place*
12 *set for the hearing. A copy of the complaint must be attached to the*
13 *notice.*
14 *3. The failure of the certified resident agent to appear at the hearing*
15 *does not delay or void the proceeding.*
16 *4. The board may, for good cause, continue a hearing from time to*
17 *time.*
18 *5. If, after notice and a hearing, the board determines that the*
19 *certified resident agent has violated a provision of this chapter or any*
20 *regulation adopted pursuant thereto, it may:*
21 *(a) Administer a public or private reprimand;*
22 *(b) Suspend the certificate of the resident agent and impose conditions*
23 *for the removal of the suspension;*
24 *(c) Revoke the certificate of the resident agent and prescribe the*
25 *requirements for the reinstatement of the certificate;*
26 *(d) Impose a fine in an amount determined by the board that must not*
27 *exceed:*
28 *(1) For a first violation of this chapter, \$250;*
29 *(2) For a second violation of this chapter, \$500; or*
30 *(3) For a third or subsequent violation of this chapter, \$1,000;*
31 *(e) Require him to pay the costs of the board for the investigation and*
32 *hearing; or*
33 *(f) Take any combination of the actions authorized by paragraphs (a)*
34 *to (e), inclusive.*
35 *6. If, after notice and a hearing, the board suspends or revokes the*
36 *certificate of a certified resident agent pursuant to this section, it shall*
37 *immediately notify the secretary of state in writing of the suspension or*
38 *revocation.*
39 *7. At any time after the suspension or revocation of any certificate,*
40 *the board may reinstate a suspended or revoked certificate upon a*
41 *unanimous vote by the board.*
42 *8. The board shall deposit the money collected from the imposition of*
43 *finances with the state treasurer for credit to the state general fund. If the*
44 *money is so deposited, the board may present a claim to the state board of*
45 *examiners for recommendation to the interim finance committee if*
46 *money is required to pay attorney's fees or the costs of an investigation,*
47 *or both.*



1 9. *An order of the board suspending or revoking a certificate or*
2 *imposing a fine pursuant to this section is a final decision for the*
3 *purpose of judicial review.*

4 **Sec. 85.** *1. The board may, in any hearing before it, cause the*
5 *deposition of witnesses to be taken in the manner prescribed for*
6 *depositions in civil actions in this state.*

7 *2. Each witness who appears by an order of the board is entitled to*
8 *receive for his attendance the same fees and mileage allowed by law to a*
9 *witness in a civil case.*

10 *3. Any district court, upon the application of the certified resident*
11 *agent or complainant or of the board, may, by order, require the*
12 *attendance of witnesses and the production of relevant books and papers*
13 *before the board in any hearing concerning the application for or denial,*
14 *suspension or revocation of a certificate, and the court may compel*
15 *obedience to its order by proceedings for contempt.*

16 *4. The board, at its expense, shall provide a court reporter to*
17 *transcribe the testimony and preserve a record of all proceedings*
18 *involving the application for or denial, suspension or revocation of a*
19 *certificate. The notice of hearing, complaint and all other documents in*
20 *the nature of pleadings and written motions filed in the proceedings, the*
21 *transcript of testimony, the report of the board and its orders constitute*
22 *the record of the proceedings. The board shall furnish a transcript of the*
23 *record to any person interested in the hearing upon payment of the*
24 *statutory fees for transcription provided in NRS 3.370.*

25 **Sec. 86.** *1. Unless a person is certified by the board pursuant to*
26 *this chapter, he shall not:*

27 *(a) Hold himself out to a member of the general public as a certified*
28 *resident agent;*

29 *(b) Use the title “certified resident agent,” or use the abbreviation*
30 *“C.R.A.” or any similar designation, either directly or indirectly, in*
31 *connection with his profession or business; or*

32 *(c) Imply in any way that he is certified by the board.*

33 *2. If the board believes that any person has violated or is about to*
34 *violate the provisions of subsection 1, it may bring an action in a court of*
35 *competent jurisdiction to enjoin that person from engaging in or*
36 *continuing the violation. An injunction:*

37 *(a) May be issued without proof of actual damage sustained by any*
38 *person; and*

39 *(b) Does not prevent the criminal prosecution and punishment of a*
40 *person who violates the provisions of subsection 1.*

41 *3. In all proceedings pursuant to this section, the court may*
42 *apportion the costs among the parties interested in the suit, including,*
43 *without limitation, the costs of filing the complaint, service of process,*
44 *witness fees and expenses, charges for a court reporter and reasonable*
45 *attorney’s fees.*

46 **Sec. 87.** *Except as otherwise provided in section 65 of this act, no*
47 *person may engage in the profession of a resident agent in this state*
48 *except a resident agent who holds a current and valid certificate issued*
49 *by the board pursuant to this chapter.*



1 **Sec. 88.** *No action or suit may be instituted, nor recovery therein be*
2 *had, in any court of this state by any person for compensation for any act*
3 *done or service rendered, the doing or rendering of which is prohibited*
4 *pursuant to the provisions of this chapter.*

5 **Sec. 89.** *A person who violates any of the provisions of this chapter*
6 *is guilty of a misdemeanor.*

7 **Sec. 90.** Section 78 of this act is hereby amended to read as follows:

8 Sec. 78. 1. The board shall issue a certificate to an applicant
9 who is a natural person if he:

10 (a) Is a citizen of the United States or lawfully entitled to remain
11 and work in the United States;

12 (b) Is at least 18 years of age;

13 (c) Is of good moral character;

14 (d) Is competent to transact the business of a resident agent in a
15 manner that will safeguard the interests of the public; *and*

16 (e) Pays the application fee required pursuant to section 80 of this
17 act. ~~}; and~~

18 ~~—(f) Submits the statement required pursuant to section 77 of this~~
19 ~~act.†~~

20 2. If the applicant is a corporation, association, or other
21 organization or entity other than a natural person, the board shall issue
22 a certificate if the applicant:

23 (a) Is a business in good standing pursuant to the laws and
24 requirements of the state in which it is organized;

25 (b) Maintains a street address at an actual physical location in this
26 state at which the corporation, association, or other organization or
27 entity is available for service of process in the capacity of a resident
28 agent; and

29 (c) Designates a natural person to receive service of process in this
30 state for the corporation, association, or other organization or entity.

31 3. A certificate must not be issued until the applicant has satisfied
32 the certification requirements and paid the fee required pursuant to
33 section 80 of this act.

34 4. Each certificate issued by the board pursuant to this section
35 must be numbered.

36 **Sec. 91.** Section 79 of this act is hereby amended to read as follows:

37 Sec. 79. 1. An applicant for the renewal of a certificate must:

38 (a) Apply to the board for renewal on a form prescribed by the
39 board; *and*

40 (b) Pay the annual renewal fee required pursuant to section 80 of
41 this act. ~~}; and~~

42 ~~—(c) Submit the statement required pursuant to section 77 of this act~~
43 ~~to the board.†~~

44 2. The board shall suspend a certificate of a certified resident
45 agent who fails to ~~};~~

46 ~~—(a) Pay† pay~~ in advance the annual renewal fee required pursuant
47 to section 80 of this act. ~~}; and~~

48 ~~—(b) Submit the statement required pursuant to section 77 of this~~
49 ~~act.†~~



3. A certificate that has been suspended pursuant to subsection 2 must not be reinstated by the board unless, within 2 years after the suspension:

(a) The annual renewal fee required pursuant to section 80 of this act has been paid; *and*

(b) The reinstatement fee set forth in section 80 *of this act* has been paid. ~~†; and~~

~~—(c) The statement required pursuant to section 77 of this act has been submitted.†~~

Sec. 92. Notwithstanding the provisions of section 66 of this act, each resident agent who is appointed to the state resident agents' board created pursuant to section 66 of this act to an initial term must be eligible for a certificate as a certified resident agent but need not be the holder of a certificate pursuant to this chapter at the time he is appointed to the board.

Sec. 93. As soon as practicable after July 1, 2001, the governor shall appoint to the state resident agents' board:

1. One member whose term expires on June 30, 2002.

2. Two members whose terms expire on June 30, 2003.

3. Two members whose terms expire on June 30, 2004.

Sec. 94. Notwithstanding the provisions of sections 59 to 89, inclusive, of this act, a person who acts as a resident agent is not required to be licensed pursuant to the provisions of this act before January 1, 2002.

Sec. 95. The amendatory provisions of this act do not apply to offenses committed before January 1, 2002.

Sec. 96. 1. This section and sections 1 to 89, inclusive, and 92 to 95, inclusive, of this act become effective on July 1, 2001.

2. Sections 76, 77 and 83 of this act expire by limitation on the date on which the provisions of 42 U.S.C. § 666 requiring each state to establish procedures under which the state has authority to withhold or suspend, or to restrict the use of professional, occupational and recreational licenses of persons who:

(a) Have failed to comply with a subpoena or warrant relating to a proceeding to determine the paternity of a child or to establish or enforce an obligation for the support of a child; or

(b) Are in arrears in the payment for the support of one or more children,
are repealed by the Congress of the United States.

3. Sections 90 and 91 of this act become effective on the date on which the provisions of 42 U.S.C. § 666 requiring each state to establish procedures under which the state has authority to withhold or suspend, or to restrict the use of professional, occupational and recreational licenses of persons who:

(a) Have failed to comply with a subpoena or warrant relating to a procedure to determine the paternity of a child or to establish or enforce an obligation for the support of a child; or

(b) Are in arrears in the payment for the support of one or more children,
are repealed by the Congress of the United States.

