

SENATE BILL NO. 356—SENATOR O’CONNELL

MARCH 15, 2001

Referred to Committee on Judiciary

SUMMARY—Makes various changes relating to business entities. (BDR 7-1206)

FISCAL NOTE: Effect on Local Government: No.
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 business entities; requiring various business entities to submit a notarized statement when submitting a document for filing with the secretary of state under certain circumstances; requiring the secretary of state to notify a business entity if certain documents relating to the business entity are submitted to the secretary of state for filing; requiring the secretary of state to hold documents submitted to him without accepting the documents for filing under certain circumstances; 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.** Chapter 78 of NRS is hereby amended by adding thereto a
2 new section to read as follows:
3 1. *A corporation that submits a document to the secretary of state for*
4 *filing pursuant to this chapter which reflects an addition, removal or*
5 *change of an officer or director of the corporation or a change of the*
6 *resident agent of the corporation, or a combination thereof, must submit*
7 *with the document a statement which:*
8 (a) *Is signed by an officer or director of the corporation who is not*
9 *being added or changed in the document;*
10 (b) *Is notarized by a notary public; and*
11 (c) *States that the change is appropriate.*
12 2. *If a document is submitted for filing with the secretary of state*
13 *pursuant to this chapter which reflects the addition, removal or change*
14 *of an officer or director of a corporation and which does not reflect a*
15 *change of the resident agent of the corporation and if the statement*
16 *required pursuant to subsection 1 is not submitted with the document, the*
17 *secretary of state shall:*
18 (a) *Send written notice of the change to the resident agent of the*
19 *corporation; and*



- 1 (b) Hold the document without accepting it for filing except as
2 provided in subsection 4.
- 3 3. If a document is submitted for filing with the secretary of state
4 pursuant to this chapter which reflects a change of the resident agent of
5 the corporation and if the statement required pursuant to subsection 1 is
6 not submitted with the document, the secretary of state shall:
- 7 (a) Send written notice of the change to:
- 8 (1) The resident agent who is being replaced in the document; and
9 (2) If possible, an officer or director of the corporation who is not
10 being added or changed by the document; and
- 11 (b) Hold the document without accepting it for filing except as
12 provided in subsection 4.
- 13 4. If, within 10 working days after a notice is mailed by the secretary
14 of state pursuant to this section, the secretary of state receives a
15 statement from the corporation which:
- 16 (a) States that the document about which the notice relates was not
17 submitted by the corporation;
- 18 (b) Is signed by the person listed as the president of the corporation
19 and a person listed as a director of the corporation in documents most
20 recently filed with the secretary of state without regard to the document
21 submitted for filing; and
- 22 (c) Is notarized by a notary public,
23 the secretary of state shall not accept the document for filing. If the
24 secretary of state does not receive such a statement, he shall accept the
25 document for filing on the eleventh working day after notice is mailed
26 pursuant to this section.
- 27 5. For purposes of any deadline for filing that is applicable to a
28 document placed on hold pursuant to subsection 2 or 3, the date of filing
29 shall be deemed to be the date the document is submitted to the secretary
30 of state if the document is ultimately accepted for filing pursuant to
31 subsection 4.
- 32 **Sec. 2.** Chapter 80 of NRS is hereby amended by adding thereto a new
33 section to read as follows:
- 34 1. A foreign corporation that submits a document to the secretary of
35 state for filing pursuant to this chapter which reflects an addition,
36 removal or change of an officer or director of the foreign corporation or
37 a change of the resident agent of the foreign corporation, or a
38 combination thereof, must submit with the document a statement which:
- 39 (a) Is signed by an officer or director of the foreign corporation who
40 is not being added or changed in the document;
- 41 (b) Is notarized by a notary public; and
- 42 (c) States that the change is appropriate.
- 43 2. If a document is submitted for filing with the secretary of state
44 pursuant to this chapter which reflects the addition, removal or change
45 of an officer or director of a foreign corporation and which does not
46 reflect a change of the resident agent of the foreign corporation and if
47 the statement required pursuant to subsection 1 is not filed with the
48 document, the secretary of state shall:



1 (a) Send written notice of the change to the resident agent of the
2 foreign corporation; and

3 (b) Hold the document without accepting it for filing except as
4 provided in subsection 4.

5 3. If a document is submitted for filing with the secretary of state
6 pursuant to this chapter which reflects a change of the resident agent of
7 the foreign corporation and if the statement required pursuant to
8 subsection 1 is not submitted with the document, the secretary of state
9 shall:

10 (a) Send written notice of the change to:

11 (1) The resident agent who is being replaced in the document; and

12 (2) If possible, an officer or director of the foreign corporation who
13 is not being added or changed by the document; and

14 (b) Hold the document without accepting it for filing except as
15 provided in subsection 4.

16 4. If, within 10 working days after a notice is mailed by the secretary
17 of state pursuant to this section, the secretary of state receives a
18 statement from the foreign corporation which:

19 (a) States that the document about which the notice relates was not
20 submitted by the foreign corporation;

21 (b) Is signed by the person listed as the president of the foreign
22 corporation and a person listed as a director of the foreign corporation in
23 documents most recently filed with the secretary of state without regard
24 to the document submitted for filing; and

25 (c) Is notarized by a notary public,
26 the secretary of state shall not accept the document for filing. If the
27 secretary of state does not receive such a statement, he shall accept the
28 document for filing on the eleventh working day after notice is mailed
29 pursuant to this section.

30 5. For purposes of any deadline for filing that is applicable to a
31 document placed on hold pursuant to subsection 2 or 3, the date of filing
32 shall be deemed to be the date the document is submitted to the secretary
33 of state if the document is ultimately accepted for filing pursuant to
34 subsection 4.

35 **Sec. 3.** Chapter 82 of NRS is hereby amended by adding thereto a new
36 section to read as follows:

37 1. A corporation that submits a document to the secretary of state for
38 filing pursuant to this chapter which reflects an addition, removal or
39 change of an officer or director of the corporation or a change of the
40 resident agent of the corporation, or a combination thereof, must submit
41 with the document a statement which:

42 (a) Is signed by an officer or director of the corporation who is not
43 being added or changed in the document;

44 (b) Is notarized by a notary public; and

45 (c) States that the change is appropriate.

46 2. If a document is submitted for filing with the secretary of state
47 pursuant to this chapter which reflects the addition, removal or change
48 of an officer or director of a corporation and which does not reflect a
49 change of the resident agent of the corporation and if the statement



- 1 *required pursuant to subsection 1 is not submitted with the document, the*
2 *secretary of state shall:*
- 3 *(a) Send written notice of the change to the resident agent of the*
4 *corporation; and*
- 5 *(b) Hold the document without accepting it for filing except as*
6 *provided in subsection 4.*
- 7 *3. If a document is submitted for filing with the secretary of state*
8 *pursuant to this chapter which reflects a change of the resident agent of*
9 *the corporation and if the statement required pursuant to subsection 1 is*
10 *not submitted with the document, the secretary of state shall:*
- 11 *(a) Send written notice of the change to:*
- 12 *(1) The resident agent who is being replaced in the document; and*
13 *(2) If possible, an officer or director of the corporation who is not*
14 *being added or changed by the document; and*
- 15 *(b) Hold the document without accepting it for filing except as*
16 *provided in subsection 4.*
- 17 *4. If, within 10 working days after a notice is mailed by the secretary*
18 *of state pursuant to this section, the secretary of state receives a*
19 *statement from the corporation which:*
- 20 *(a) States that the document about which the notice relates was not*
21 *submitted by the corporation;*
- 22 *(b) Is signed by the person listed as the president of the corporation*
23 *and a person listed as a director of the corporation in documents most*
24 *recently filed with the secretary of state without regard to the document*
25 *submitted for filing; and*
- 26 *(c) Is notarized by a notary public,*
27 *the secretary of state shall not accept the document for filing. If the*
28 *secretary of state does not receive such a statement, he shall accept the*
29 *document for filing on the eleventh working day after notice is mailed*
30 *pursuant to this section.*
- 31 *5. For purposes of any deadline for filing that is applicable to a*
32 *document placed on hold pursuant to subsection 2 or 3, the date of filing*
33 *shall be deemed to be the date the document is submitted to the secretary*
34 *of state if the document is ultimately accepted for filing pursuant to*
35 *subsection 4.*
- 36 **Sec. 4.** Chapter 86 of NRS is hereby amended by adding thereto a new
37 section to read as follows:
- 38 *1. A limited-liability company that submits a document to the*
39 *secretary of state for filing pursuant to this chapter which reflects an*
40 *addition, removal or change of a manager or managing member of the*
41 *limited-liability company, as appropriate, or a change of the resident*
42 *agent of the limited-liability company, or both, must submit with the*
43 *document a statement which:*
- 44 *(a) Is signed by a manager or a managing member of the limited-*
45 *liability company, as appropriate, who is not being added or changed in*
46 *the document;*
- 47 *(b) Is notarized by a notary public; and*
48 *(c) States that the change is appropriate.*



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- 1 2. If a document is submitted for filing with the secretary of state
2 pursuant to this chapter which reflects the addition, removal or change
3 of a manager or a managing member of a limited-liability company, as
4 appropriate, and which does not reflect a change of the resident agent of
5 the limited-liability company and if the statement required pursuant to
6 subsection 1 is not filed with the document, the secretary of state shall:
7 (a) Send written notice of the change to the resident agent of the
8 limited-liability company; and
9 (b) Hold the document without accepting it for filing except as
10 provided in subsection 4.
- 11 3. If a document is submitted for filing with the secretary of state
12 pursuant to this chapter which reflects a change of the resident agent of
13 the limited-liability company and if the statement required pursuant to
14 subsection 1 is not submitted with the document, the secretary of state
15 shall:
16 (a) Send written notice of the change to:
17 (1) The resident agent who is being replaced in the document; and
18 (2) If possible, a manager or a managing member of the limited-
19 liability company, as appropriate, who is not being added or changed by
20 the document; and
21 (b) Hold the document without accepting it for filing except as
22 provided in subsection 4.
- 23 4. If, within 10 working days after a notice is mailed by the secretary
24 of state pursuant to this section, the secretary of state receives a
25 statement from the limited-liability company which:
26 (a) States that the document about which the notice relates was not
27 submitted by the limited-liability company;
28 (b) Is signed by a person listed as a manager or managing member of
29 the limited-liability company, as appropriate, in documents most recently
30 filed with the secretary of state without regard to the document submitted
31 for filing; and
32 (c) Is notarized by a notary public,
33 the secretary of state shall not accept the document for filing. If the
34 secretary of state does not receive such a statement, he shall accept the
35 document for filing on the eleventh working day after notice is mailed
36 pursuant to this section.
- 37 5. For purposes of any deadline for filing that is applicable to a
38 document placed on hold pursuant to subsection 2 or 3, the date of filing
39 shall be deemed to be the date the document is submitted to the secretary
40 of state if the document is ultimately accepted for filing pursuant to
41 subsection 4.
- 42 **Sec. 5.** Chapter 87 of NRS is hereby amended by adding thereto a new
43 section to read as follows:
44 1. A registered limited-liability partnership that submits a document
45 to the secretary of state for filing pursuant to NRS 87.440 to 87.550,
46 inclusive, which reflects an addition, removal or change of a managing
47 partner of the registered limited-liability partnership or a change of the
48 resident agent of the registered limited-liability partnership, or both, must
49 submit with the document a statement which:



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- 1 (a) Is signed by a managing partner of the registered limited-liability
2 partnership who is not being added or changed in the document;
3 (b) Is notarized by a notary public; and
4 (c) States that the change is appropriate.
- 5 2. If a document is submitted for filing with the secretary of state
6 pursuant to this chapter which reflects the addition, removal or change
7 of a managing partner of a registered limited-liability partnership and
8 which does not reflect a change of the resident agent of the registered
9 limited-liability partnership and if the statement required pursuant to
10 subsection 1 is not submitted with the document, the secretary of state
11 shall:
- 12 (a) Send written notice of the change to the resident agent of the
13 registered limited-liability partnership; and
14 (b) Hold the document without accepting it for filing except as
15 provided in subsection 4.
- 16 3. If a document is submitted for filing with the secretary of state
17 pursuant to this chapter which reflects a change of the resident agent of
18 the registered limited-liability partnership and if the statement required
19 pursuant to subsection 1 is not submitted with the document, the
20 secretary of state shall:
- 21 (a) Send written notice of the change to:
- 22 (1) The resident agent who is being replaced in the document; and
23 (2) If possible, a managing partner of the registered limited-liability
24 partnership who is not being added or changed by the document; and
25 (b) Hold the document without accepting it for filing except as
26 provided in subsection 4.
- 27 4. If, within 10 working days after a notice is mailed by the secretary
28 of state pursuant to this section, the secretary of state receives a
29 statement from the registered limited-liability partnership which:
- 30 (a) States that the document about which the notice relates was not
31 submitted by the registered limited-liability partnership;
32 (b) Is signed by the person listed as a managing partner of the
33 registered limited-liability partnership in documents most recently filed
34 with the secretary of state without regard to the document submitted for
35 filing; and
36 (c) Is notarized by a notary public,
37 the secretary of state shall not accept the document for filing. If the
38 secretary of state does not receive such a statement, he shall accept the
39 document for filing on the eleventh working day after notice is mailed
40 pursuant to this section.
- 41 5. For purposes of any deadline for filing that is applicable to a
42 document placed on hold pursuant to subsection 2 or 3, the date of filing
43 shall be deemed to be the date the document is submitted to the secretary
44 of state if the document is ultimately accepted for filing pursuant to
45 subsection 4.
- 46 **Sec. 6.** NRS 87.560 is hereby amended to read as follows:
47 87.560 1. To the extent permitted by the law of that jurisdiction:
48 (a) A partnership, including a registered limited-liability partnership,
49 formed and existing under this chapter, may conduct its business, carry on



1 its operations, and exercise the powers granted by this chapter in any state,
2 territory, district or possession of the United States or in any foreign
3 country.

4 (b) The internal affairs of a partnership, including a registered limited-
5 liability partnership, formed and existing under this chapter, including the
6 liability of partners for debts, obligations and liabilities of or chargeable to
7 the partnership, are governed by the law of this state.

8 2. Subject to any statutes for the regulation and control of specific
9 types of business, a registered limited-liability partnership, formed and
10 existing under the law of another jurisdiction, may do business in this state
11 if it first registers with the secretary of state pursuant to the provisions of
12 NRS 87.440 to 87.550, inclusive **and section 5 of this act.**

13 3. The name of a partnership that is registered as a limited-liability
14 partner-ship in another jurisdiction and doing business in this state must
15 contain the words "Limited-Liability Partnership" or "Registered Limited-
16 Liability Partnership" or the abbreviations "L.L.P." or "LLP," or such other
17 words or abbreviations as may be required or authorized by the law of the
18 other jurisdiction, as the last words or letters of the name.

19 **Sec. 7.** Chapter 88 of NRS is hereby amended by adding thereto a new
20 section to read as follows:

21 ***1. A limited partnership that submits a document to the secretary of***
22 ***state for filing pursuant to this chapter which reflects an addition,***
23 ***removal or change of a general partner of the limited partnership or a***
24 ***change of the resident agent of the limited partnership, or both, must***
25 ***submit with the document a statement which:***

26 ***(a) Is signed by a general partner of the limited partnership who is not***
27 ***being added or changed in the document;***

28 ***(b) Is notarized by a notary public; and***

29 ***(c) States that the change is appropriate.***

30 ***2. If a document is submitted for filing with the secretary of state***
31 ***pursuant to this chapter which reflects the addition, removal or change***
32 ***of a general partner of a limited partnership and which does not reflect a***
33 ***change of the resident agent of the limited partnership and if the***
34 ***statement required pursuant to subsection 1 is not submitted with the***
35 ***document, the secretary of state shall:***

36 ***(a) Send written notice of the change to the resident agent of the***
37 ***limited partnership; and***

38 ***(b) Hold the document without accepting it for filing except as***
39 ***provided in subsection 4.***

40 ***3. If a document is submitted for filing with the secretary of state***
41 ***pursuant to this chapter which reflects a change of the resident agent of***
42 ***the limited partnership and if the statement required pursuant to***
43 ***subsection 1 is not submitted with the document, the secretary of state***
44 ***shall:***

45 ***(a) Send written notice of the change to:***

46 ***(1) The resident agent who is being replaced in the document; and***

47 ***(2) If possible, a general partner of the limited partnership who is***
48 ***not being added or changed by the document; and***



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- 1 (b) Hold the document without accepting it for filing except as
2 provided in subsection 4.
- 3 4. If, within 10 working days after a notice is mailed by the secretary
4 of state pursuant to this section, the secretary of state receives a
5 statement from the limited partnership which:
- 6 (a) States that the document about which the notice relates was not
7 submitted by the limited partnership;
- 8 (b) Is signed by the person listed as a general partner of the limited
9 partnership in documents most recently filed with the secretary of state
10 without regard to the document submitted for filing; and
- 11 (c) Is notarized by a notary public,
- 12 the secretary of state shall not accept the document for filing. If the
13 secretary of state does not receive such a statement, he shall accept the
14 document for filing on the eleventh working day after notice is mailed
15 pursuant to this section.
- 16 5. For purposes of any deadline for filing that is applicable to a
17 document placed on hold pursuant to subsection 2 or 3, the date of filing
18 shall be deemed to be the date the document is submitted to the secretary
19 of state if the document is ultimately accepted for filing pursuant to
20 subsection 4.
- 21 **Sec. 8.** Chapter 88A of NRS is hereby amended by adding thereto a
22 new section to read as follows:
- 23 1. A business trust that submits a document to the secretary of state
24 for filing pursuant to this chapter which reflects an addition, removal or
25 change of a beneficial owner or trustee of the business trust or a change
26 of the resident agent of the business trust, or both, must submit with the
27 document a statement which:
- 28 (a) Is signed by a trustee of the business trust who is not being added
29 or changed in the document;
- 30 (b) Is notarized by a notary public; and
- 31 (c) States that the change is appropriate.
- 32 2. If a document is submitted for filing with the secretary of state
33 pursuant to this chapter which reflects the addition, removal or change
34 of a beneficial owner or trustee of a business trust and which does not
35 reflect a change of the resident agent of the business trust and if the
36 statement required pursuant to subsection 1 is not submitted with the
37 document, the secretary of state shall:
- 38 (a) Send written notice of the change to the resident agent of the
39 business trust; and
- 40 (b) Hold the document without accepting it for filing except as
41 provided in subsection 4.
- 42 3. If a document is submitted for filing with the secretary of state
43 pursuant to this chapter which reflects a change of the resident agent of
44 the business trust and if the statement required pursuant to subsection 1
45 is not submitted with the document, the secretary of state shall:
- 46 (a) Send written notice of the change to:
- 47 (1) The resident agent who is being replaced in the document; and
- 48 (2) If possible, a trustee of the business trust who is not being added
49 or changed by the document; and



1 ***(b) Hold the document without accepting it for filing except as***
2 ***provided in subsection 4.***
3 ***4. If, within 10 working days after a notice is mailed by the secretary***
4 ***of state pursuant to this section, the secretary of state receives a***
5 ***statement from the business trust which:***
6 ***(a) States that the document about which the notice relates was not***
7 ***submitted by the business trust;***
8 ***(b) Is signed by the person listed as a trustee of the business trust in***
9 ***documents most recently filed with the secretary of state without regard***
10 ***to the document submitted for filing; and***
11 ***(c) Is notarized by a notary public,***
12 ***the secretary of state shall not accept the document for filing. If the***
13 ***secretary of state does not receive such a statement, he shall accept the***
14 ***document for filing on the eleventh working day after notice is mailed***
15 ***pursuant to this section.***
16 ***5. For purposes of any deadline for filing that is applicable to a***
17 ***document placed on hold pursuant to subsection 2 or 3, the date of filing***
18 ***shall be deemed to be the date the document is submitted to the secretary***
19 ***of state if the document is ultimately accepted for filing pursuant to***
20 ***subsection 4.***
21 **Sec. 9.** This act becomes effective on July 1, 2001.

